

Bylaws of the League of Women Voters of Grosse Pointe

ARTICLE I Name

The name of this organization shall be the League of Women Voters of Grosse Pointe, hereafter referred to in these bylaws as LWVGP. This local League is an integral part of the League of Women Voters of the United States (LWVUS) and the League of Women Voters of Michigan (LWVMI).

ARTICLE II Purposes and Policies

Section 1. **Purposes.** The purposes of the LWVGP are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. **Nonpartisan Policy.** The LWVGP shall not support or oppose any political party or any candidate.

Section 3. **Diversity, Equity and Inclusion Policy.** The LWVGP is fully committed to ensure compliance - in principle and in practice - with LWVMI's Diversity, Equity, and Inclusion Policy. The LWVGP shall engage in purposeful action to advance diversity, equity and inclusion that will empower voters and defend democracy.

Section 4. **Conflict of Interest Policy.** The Board of Directors of the LWVGP is made up of volunteers who bring a variety of backgrounds and experiences. Board service may at times involve real or apparent conflicts of interest. Each board member is required to sign a Conflict of Interest statement before serving on the board.

Article III – Membership and Eligibility to Vote

Section 1. Membership Eligibility.

A. Any person who subscribes to the purposes and policies of the LWVGP shall be eligible for membership.

B. Individuals who live within an area of a local League may join that League or any other local League.

C. Those who reside outside the area of any local League may join a local League or shall be state members-at-large.

D. Those who have been members of the League for 50 years or more shall be honorary life members excused from payment of dues.

Section 2. Eligibility to Vote.

A. To be eligible to vote on League matters, a member must be at least 16 years of age and be a member in good standing with the LWVGP, LWVMI, and LWVUS.

B. All members eligible to vote shall be voting members of the local League, state League, and LWVUS.

ARTICLE IV – Board of Directors

Section 1. **Qualifications.** Only voting members of the LWVGP may be elected or appointed as an officer, director, or board member. The LWVGP Non-Partisan Policy and the Conflict of Interest Policy impose some limitations on officers.

Section 2. **Number, Manner of Selection, and Term of Office.**

A. The Board of Directors (Board) shall consist of the 6 elected officers of LWVGP, 3 elected directors and not more than 7 appointed directors.

B. There are four categories of leadership:

1. Elected officers (6, who serve 2-year terms, except President-Elect who serves a 1-year term).
2. Elected directors (3 who serve 2-year terms).
3. Appointed directors (up to 7 who serve 1-year terms).
4. Off-board members, who attend board meetings, but do not constitute a quorum or have voting privileges.

Section 3. **Executive Committee.**

A. The Executive Committee consists of the elected officers: President, President-Elect, Vice President of Program, Vice President of Voter Services, Secretary, and Treasurer.

B. The Executive Committee may conduct urgent business in person or electronically, including a vote on time-sensitive issues, and shall report at the next board meeting. Discussions shall be included in the minutes.

Section 4. **Election of Officers and Directors; Appointment of Additional Directors.**

A. The elected officers and directors shall be elected at the Annual Meeting.

1. The following are elected in odd years:
 - a. President (Co-President)
 - b. Vice President of Program
 - c. Secretary
 - d. Director of Voter Services
 - e. Director of Membership Outreach
2. The following are elected in even years:
 - a. Vice President of Voter Services
 - b. Treasurer
 - c. Director of Membership Coordination
 - d. President-Elect (1-year term, becomes President after the 1 year)

B. The President appoints, with the approval of the Executive Committee, up to seven (7) additional board members deemed necessary to carry out the work of LWVGP.

Section 5. **Board Liability.** No director of the LWVGP Board shall be personally liable to the organization or its members for any monetary damages for breach of the fiduciary duties as a director; except that this provision shall not eliminate or limit the liability of a director for any of the following reasons:

1. A breach of the director's duty of loyalty to the organization or its members.
2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.

3. A violation of Section 2551 of the Michigan Non-Profit Corporation Act as amended.
4. An act or omission occurring before January 1, 1988.
5. An act from which the director derived an improper personal benefit.
6. An act of omission that is grossly negligent.

Section 6. **Vacancies.**

A. Any vacancy occurring on the Board of Directors by reason of resignation, disqualification, or death of an officer or elected member, shall be filled by a majority vote of the remaining members of the Board of Directors. The appointed person shall serve until the next election. In the event the President is unable to continue in office, the Co-President, if applicable, or President-Elect shall assume the Presidency until the next election.

B. Three consecutive absences from a board meeting of any elected or appointed Director or Officer without a valid reason may be deemed a resignation at the discretion of the Executive Committee.

Section 7. **Powers and Duties**

A. The Board shall manage, hold, and conduct all property and business of the organization, subject to the instruction of the general membership.

B. The Board shall plan and direct the work necessary to carry out the program as adopted by the National Convention, the State Convention, and the LWVGP Annual Meeting.

C. The Board shall create and designate special committees as deemed necessary.

D. In executing the duties of their office, board members are expected to carry out applicable laws and regulations as well as League bylaws, mission, policies, principles, positions, standards and procedures. Board Members who do not shall be counseled. If violations persist, they may be removed from office by a two-thirds vote of the Board of Directors.

Section 8. **Meetings.** The Board shall meet at least five times annually. All Board meetings shall be open to all members. Board meetings may be held in person or electronically.

Special meetings of the Board may be called by the President, the Executive Committee, or by the written request of five Board members. Board members must have at least 24 hours notice of any special meeting. The purpose of the meeting shall be sent to all Board members at least 24 hours before the meeting.

Section 9. **Electronic Meetings.** Electronic (or remote) meetings shall be held using an Internet-based software application that provides for integrated audio, video, text, closed captioning, screen sharing, and secret voting.

Notice of electronic meetings shall include adequate description of how to participate, including a web link and direct dialing instructions. Electronic meetings may be called by the President or their designee.

A quorum in a remote meeting shall be determined in the same manner as in-person meetings.

Voting in an electronic meeting shall be conducted by utilizing the raised hand icon or the polling function, as decided by the presiding officer of the meeting and the bylaws.

Section 10. **Quorum.** A majority of the members of the Board shall constitute a quorum. Board members may attend meetings virtually or by conference call with approval of the President. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V Elected Officers and Directors

Section 1. **Election and Terms of Office.** The officers of LWVGP shall be a President or Co-Presidents, President-Elect, Vice President of Program, Vice President of Voter Services, a Secretary, and a Treasurer. These officers shall be elected for a 2-year term, except the President-Elect, who shall be elected for a 1-year term. Elections shall be held at the annual meeting and officers shall take office on July 1.

Section 2. **The President or Co-Presidents.** The President (or Co-Presidents) shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the board or designate another person to do so; shall be, *ex officio*, a member of all committees except the nominating committee; may sign or endorse checks, drafts and notes in the absence of the treasurer; and shall perform such other duties as the board may direct.

Section 3. **The Vice Presidents and Directors.** The Vice Presidents and Directors shall perform such duties as stated in their job descriptions and such other duties as assigned by the President and Board.

Section 4. **The Secretary.** The Secretary shall keep the official record of all the proceedings of LWVGP; perform such duties as stated in their job description; and such other duties as assigned by the President and Board.

Section 5. **The Treasurer.** The Treasurer shall perform such duties as customarily pertain to the office and as stated in their job description and such other duties as assigned by the President and Board.

ARTICLE VI Financial Administration

Section 1. **Fiscal Year.** The fiscal year of the LWVGP shall be from July 1 to June 30 of each year.

Section 2. **Dues.** The LWVGP shall comply with the dues structure as established by The League of Women Voters.

Section 3. Budget and Budget Committee

A. The Board shall annually appoint a Budget Committee. The Treasurer is a member, *ex-officio*, of the committee, but not eligible to serve as chairperson.

B. The budget shall include support for the work of the LWVGP as a whole.

C. The Board shall send the proposed budget to all members at least one month prior to the Annual Meeting. The membership adopts the proposed budget at the Annual Meeting.

Section 4. **Treasurer's Record Verification.** The President shall annually appoint a person(s) to verify the consistency of the Treasurer's record. A report of the verification shall be presented to the Board prior to the Annual Meeting and to the membership at the Annual Meeting.

Section 5. **Distribution of Funds on Dissolution.** In the event of the dissolution of LWVGP for any cause, all money and securities which may at the time be owned or under the control of the LWVGP shall be paid to the League of Women Voters of Michigan, after the Board of Directors has paid or made provision for payment of all liabilities of LWVGP.

All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under the control of the LWVGP, shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation, for such public, charitable, or educational uses and purposes as may be designated by the LWVGP Board of Directors.

Article VII Meetings

Section 1. General Meetings

- A. The Board shall schedule at least three membership meetings per year and an annual meeting.
- B. The Board shall determine the time and place of these meetings.
- C. General membership meetings may be held in person or electronically.
- D. The meetings shall provide accessibility and electronic access for attendees when timely requested.
- E. The meeting dates and locations shall be published in the LWVGP newsletter, *The Voter*.

Section 2. Membership Meeting

- A. The meeting program should include a brief business meeting (call to order, minutes, treasurer's report, adjournment).
- B. The quorum shall be the members present.

Section 3. Annual Meeting

- A. One month prior to the annual meeting, members will be sent information on the proposed budget, the nominating report, the local program, and any other business deemed appropriate.
- B. At the annual meeting, the members shall:
 - 1. Adopt a local program for the coming year.
 - 2. Elect officers, directors and members of the Nominating Committee.
 - 3. Adopt an annual budget.
 - 4. Transact any other business as deemed appropriate.
- C. In an emergency, the annual meeting may be held electronically.

D. The quorum shall be those present.

ARTICLE VIII Nominations and Elections

Section 1. **Nominating Committee.** The Nominating Committee shall consist of at least three members, two of whom are elected at the annual meeting, and one appointed by the Board at the first board meeting following the annual meeting. The chair may solicit additional nominating committee members. Vacancies shall be filled by Board appointment.

Section 2. **Call for Nominations.** The Nominating Committee shall initiate a call for nominations to the voting membership for elected positions scheduled for election in the coming year. Any voting member may send nomination suggestions, in writing, to the Nominating Committee for review and consideration. The Nominating Committee shall establish an appropriate timeline to finalize nominations.

Section 3. Nominating Committee Report and Nominations from the Floor

A. The slate of candidates must be submitted to the Board no later than March 1.

B. The slate of candidates will be reviewed by the Board but does not require Board approval.

C. The slate of candidates will be sent to the membership at least one month prior to the Annual Meeting.

D. Nominations may be made from the floor at the Annual Meeting, with the consent of the nominee.

Section 4. Elections

A. The election shall be conducted at the Annual Meeting. Absentee or proxy voting is not permitted.

B. A majority of those qualified to vote and present shall constitute a quorum for purposes of the election.

C. When there is only one nominee for a position, the President is empowered to take a voice vote.

D. If there is more than one nominee for a position, there shall be a show of hands for each candidate.

ARTICLE IX Community Action and Local Program (Advocacy Positions)

Section 1. **Authorization.** The positions adopted at the National Convention, and supported by the League as a whole, constitute the authorization for the adoption of program.

Section 2. **Program.** The LWVGP may not take actions contrary to the positions of the LWVMI or LWVUS. The program of the LWVGP shall consist of:

1. Action to protect the right to vote of every citizen.
2. Those governmental issues chosen for concerted study and action.
3. Those positions on local governmental issues to which the LWVGP has given sustained attention and on which it may continue to act.

Section 3. **Method of Choosing Local Program.** The program shall be limited to such local governmental issues as the membership shall choose in the following manner:

A. Two months prior to the Annual Meeting, the Board shall consider the recommendations sent in by voting members and formulate a proposed Program.

B. The proposed Program shall be sent to all members one month before the Annual Meeting.

C. A majority vote of those present and voting at the Annual Meeting shall be required for adoption of the proposed Program, as presented.

D. Recommendations for Program submitted by voting members two months prior to the Annual Meeting, but not recommended by the Board:

1. May be considered by a majority vote and
2. May be adopted by a three-fifths vote.

E. Changes in the program, in the case of altered conditions, may be made provided that:

1. Information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed, and
2. The change shall be approved by a majority vote at the next general membership meeting.

Section 4. **Member Action.** Members may act in the name of the LWV only when authorized to do so by the appropriate local, state, or national Board of Directors.

ARTICLE X National and State Conventions

Section 1. **Selection of Delegates.** The LWVGP Board shall elect the allotted number of delegates for LWVUS and LWVMI conventions at a board meeting prior to the due date.

ARTICLE XI Parliamentary Authority

Section 1. **Parliamentary Authority.** The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Section 2. **Appointment of Parliamentarian.** The President has the authority to appoint a Parliamentarian for any meeting.

ARTICLE XII Amendments

Section 1. **Amendments.** These bylaws may be amended by the Board after providing 30 days' notice to the membership.

Adopted January 31, 1951
Amended March 1952
Amended March 1955
Amended April 1960
Amended April 1962

Amended April, 1963
Amended March 1966
Amended March 1967
Amended March 1972
Amended April 1978
Amended April 1981
Amended April 1983
Amended April 1985
Amended April 1988
Amended April 1989
Amended May 1999
Amended May 2003
Amended May 2005
Amended May 2007
Amended May 2009
Amended May 2011
Amended January 2013
Amended May 2017
Amended May 2018
Amended September 2018
Amended September 2019
Amended May 2020
Amended April 2025