**BYLAWS**

**League of Women Voters of the Prince William-Fauquier Area**

**Amended May 2021, May 15, 2022**

ARTICLE I: *Organization*

Section 1. Name. The name of this organization shall be the League ofWomen Voters of the Prince William-Fauquier Area, hereinafter referred to as the LWV-PWFA or the League.

Section 2. Affiliation. The Bylaws and Principles of the LWV-PWFA shall be consistent with those of the League of Women Voters of the United States (LWVUS). The LWV-PWFA is affiliated with the League of Women Voters of Virginia (LWV-VA).

Section 3. LWVUS Governing Principles. *The LWVUS Governing Principles,* adopted by the National Convention and supported by the League of Women voters as a whole, constitute the authorization for the development and adoption of the LWV-PWFA Action Program.

The League of Women Voters believes in representative government and in the individual liberties established in the Constitution of the United States. The League of Women Voters of the United States believes that all powers of the U.S. Government should be exercised within the Constitutional framework of a balanced among the three branches of Government: Legislative, Executive, and Judicial.

The League of Women Voters believes that democratic government depends upon informed and active participation in government and requires that governmental bodies protect the citizen’s right to know by giving adequate notice of proposed actions, holding open meetings, and making public records accessible.

The League of Women Voters believes every citizen should be protected in the right to vote; that every person should have access to free public education that provides equal opportunity for all; and no person or group should suffer legal, economic, or administrative discrimination.

The League of Women Voters believes efficient and economical government requires competent personnel, the clear assignment of responsibility, adequate financing, and coordination among the different agencies and levels of government.

The League of Women Voters believes responsible government should be responsive to the will of the people; that government should maintain an equitable and flexible system of taxation, promote the conservation and development of natural resources in the public interest, share in the solution of economic and social problems that affect the general welfare, promote a sound economy, and adopt domestic policies that facilitate the solution of international problems.

The League of Women Voters believes cooperation with other nations is essential in the search for solutions to world problems and that development of international organization and international law is imperative in the promotion of world peace.

ARTICLE II: *Purpose and Policy*

Section 1. Purposes. The purposes of the League are to promote political responsibility through informed and active participation in Government and to act on selected Governmental issues.

Section 2. Political Policy. The League shall not support or oppose any political party or any candidates.

Section 3. Diversity, Equity, and Inclusion Policy. The League is an organization fully committed to diversity, equity, and inclusion in principle and in practice. Diversity, equity, and inclusion are central to the organization’s current and future success in engaging all individuals, households, communities, and policy makers in creating a more perfect democracy.

ARTICLE III: *Membership*

Section 1. Eligibility. Any person in the Commonwealth of Virginia who subscribes to the Governing Principles and policies of the League of Women Voters shall be eligible for membership in the League of Women Voters of the Prince William-Fauquier Area.

Section 2. Classes of Membership.

Voting Member. A Voting Member shall be a resident in the Commonwealth of Virginia in good standing and shall have paid their annual dues, to be eligible to vote, make motions, hold office, serve as a Director, serve as a Committee Chair, or serve as a delegate to the State or National Conventions. A Voting Member shallbe a member of the LWV-PWFA, THE LWV-VA, and THE LWVUS.

Associate Member. An Associate Member shall be a resident in the Commonwealth of Virginia and shall hold Primary Membership in another area League. The Associate Member shall pay Associate Members dues, may attend meetings or events, and participate in activities. The Associate Member is not eligible to make motions or vote, hold office, serve on the Nominating Committee or be a delegate to the State or National Convention.

Student Member. A Student Member shall be at least 16 years of age, and a resident of the Commonwealth of Virginia. The Student Member shall pay Student Member dues, may attend meetings or events, and participate in activities. The Student Member is not eligible to be a member of the Board of Directors, make motions or vote, hold office, serve on the Nominating Committee or be a delegate to the State or National Convention.

Honorary Members. Honorary membership is a non-dues membership bestowed upon members, who are residents of the Commonwealth of Virginia ad Prince William County or Fauquier County and have been League members for 50 years or more.

ARTICLE IV: *Officers*

Section 1. Officers

The Officers. The Officers of the League of Women Voters of the Prince William-Fauquier Area shall be a President (or co-Presidents), Vice-President (or additional Vice-President); a Secretary, and a Treasurer. When circumstances dictate, an alternative structure may be approved by the Board of Directors and confirmed by the membership. The officers shall be elected for a Biennium term of two (2) years by the general membership at a Biennium Meeting and shall take office July 1. No person shall serve more than two (2) consecutive terms in the same office.

 Executive Committee: The elected Officers shall constitute the Executive Committee. If a Board of Director action or a decision thereon is required before the next routine Board meeting, the President, Vice-President, and two officers shall determine and approve such action. In the absence of one of the above Officers, the approval of a knowledgeable Director may be appointed by the President or Vice-President. Such Executive Committee decisions shall be recorded and announced at the subsequent regularly scheduled Board meeting, or prior to the subsequent Board meeting, and duly recorded in the minutes.

Section 2. The President. The President is the Chief Executive Officer and shall have such powers of supervision and management as customarily pertain to the Office; shall preside at all meetings of the organization and of the Board of Directors or designate another member to do so; shall be Ex-Officio of all committees except the Nominating Committee; shall with the Secretary sign all contracts and other such instruments when so authorized by the Board of Directors; may in the absence of disability of the Treasurer, sign or endorse checks, drafts and notes; and shall perform such other duties as the Board of Directors designate. The Office of President may be filled by Co-Presidents.

Section 3. Vice President. The Vice President shall perform such duties as the President and the Board of Directors designate. In the event of the absence, disability or resignation of the President, the Vice President shall possess all the powers and perform all the duties of the Office, until such time as the Board of Directors shall elect one of its members to fill the vacancy. The Office of President may be filled by Co-Vice Presidents.

Section 4. The Secretary. The Secretary shall keep minutes of all General Membership meetings, the Annual Meeting, and the Biennium Meeting, of the League at which business is discussed, and of all meetings of the Board of Directors. The Secretary shall notify all officers and directors of their election. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident of the office.

Section 5. The Treasurer. The Treasurer is the Chief Financial Officer, with custody of the League’s funds and budget. The Treasurer shall collect and receive all moneys due, including member dues as set forth in the Classes of Membership. The Treasurer shall keep accurate detailed accounts of receipts and disbursements, deposit regularly all monies received in a financial institution designated by the Board of Directors, and disburse funds as set forth in guidance by the Executive Committee and recommended by the Board of Directors. The Treasurer is responsible for oversight and maintenance of the budget to ensure expenditures are within approved budget levels. The Treasurer is the Chair of the Budget Committee and shall assist in the preparation of the Annual Budget. The Treasurer shall present financial statements and reports to the Board of Directors at its monthly meeting, General Membership Meetings, the Annual Meeting, and the Biennium Meeting. The books of the Treasurer shall be audited at the completion of the Treasurer’s term of office.

Section 6. Ex-Officio Officer. The immediate Past President may serve as an Ex-Officio Officer of the Board, with all the privileges of Board membership, including the right to make motions and to vote.

ARTICLE V: *Elected Directors*

Section 1. Election. The Directors shall be elected by the General Membership at a Biennium Meeting.

Section 2. Term of Office. Elected Directors shall take office at the beginning of the fiscal year on July 1st and shall serve a term of two (2) years or until their successors shall have been elected.

Section 3. Responsibilities. All Directors shall carry Action Program or organization responsibilities as determined by the Board.

Section 4. Special Project Liaison Assistants. Elected Directors may appoint Special Project Liaison Assistants, with approval of the Board of Directors, to manage portfolio tasks. Liaison Assistants shall not be members of the Board. The Term of Appointment shell be determined at the time of the appointment.

ARTICLE VI: *Board of Directors*

Section 1. Infrastructure. The Board of Directors shall consist of the Officers of the League, and Elected Directors.

Section 2. Qualifications. All elected or appointed Officers or Directors of the organization shall be voting members of the LWV-PWFA in good standing and shall meet the requirements of the League’s nonpartisanship policy.

Section 3. Powers and Duties.

The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the Instructions of the General Membership.

The Board of Directors shall plan and direct the work necessary to carry out the Action Program and implement the LWVUS Governing Principles.

The Board of Directors shall create and designate Standing Committees or Special Committees as it may deem necessary.

 No Board of Directors member shall expend more than $50 without specific authorization from the Board, or the Executive Committee in special circumstances.

Section 4. Meetings.

There shall be at least five regular meetings of the Board of Directors annually.

B) A majority of the Board of Directors members shall constitute a quorum.

C) Board of Directors meetings shall be announced in advance to the General Membership.

The President or Vice-President may call special meetings of the Board of Directors.

 The President shall call a special meeting upon the written request of three (3) Board Members.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors by reason of resignation, illness, or disqualification of an officer or elected member, may be filled until the next Annual or Biennium Meeting by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from Board meetings of any Board member without a valid reason shall be deemed a resignation unless the Board decides otherwise.

ARTICLE VII: *Nominations and Elections*

Section 1. Nominating Committee. The Nominating Committee shall consist of three members, at least one of whom shall be a member of the Board of Directors. The Chair shall be elected at the Annual meeting in even numbered of years. The other members shall be appointed by the Board of Directors. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for nominations for officers and directors may be sent to the Nominating Committee by any Voting Member of the LWV-PWFA.

Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers, directors, and the Chair of the succeeding Nominating Committee shall be sent to all members one month before the date of the Biennium Meeting. The report shall be presented to the Biennium Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

Section 3. Elections. The elections shall be by ballot; provided that when there is but one nominee for each office, with no nominations from the floor, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE VIII: *Meetings*

Section 1. Types of Meetings.

In Person Meetings. Meetings held in person shall be conducted at a time and place ordered by the Board, subject to all Bylaws adopted by the Board of Directors and the General Membership.

Electronic and Computer Technology Meetings. Meetings held electronically, with the use of computer technology tools such as the Internet, shall be conducted through use of Video Conferencing that supports voting and visible displays identifying those participating, identifying those seeking recognition to speak, showing or permitting the retrieval of text of pending motions and results of votes, subject to all Bylaws adopted by the Board of Directors and the General Membership.

Telecommunication Conference Meetings. Telecommunication Conference Meetings shell be conducted so as to allow all Members participating to hear each other and shall constitute presence in person at the meeting. Teleconference meetings are subject to all Bylaws adopted by the Board of Directors and the General Membership.

Section 2. General Membership Meetings. General membership meetings may be held at any time at the direction of the Board of Directors. There shall be at least three (3) meetings of the general membership each fiscal year. Time and place shall be determined and announced by the Board of Directors. Matters coming before the membership shall be decided by the majority present.

Section 3. Annual Meeting. An Annual Meeting shall be held in even numbered years prior to the end of the fiscal year, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

Adopt a budget for the next fiscal year adequate to support the work of all levels of the League,

Consider any proposed changes to the Action Program,

 Elect the Chair of the Nominating Committee, and transact such business as may properly come before it.

Section 4. Biennium Meeting. The Biennium Meeting shall be held in odd number years, the exact date to be determined by the Board of Directors. The Biennium Meeting shall:

Adopt an Action Program for the ensuing Biennium,

Adopt a budget for the next fiscal year adequate to support the work of all levels of the League.

Elect Officers and Directors for a two-year (2) term,

Transact such other business as may properly come before it.

Section 5. Quorum Ten per cent (10%) of the members shall constitute a quorum at all meetings of the general membership of the League.

ARTICLE IX: *Financial Administration*

Section 1. Fiscal Year. The fiscal year of the LWV-PWFA shall commence on the first day of July each year, and end on the last day of June.

Section 2 Dues. Annual dues shall be payable July 1st, or within 30 days of when a new member joined the League. The amount of these dues shall be recommended by the Board of Directors and established by a two-thirds (2/3) vote of those present and voting at the Annual or Biennium Meeting. Written notice of a proposed change shall be made to the membership thirty (30) days prior to an Annual Meeting. Such change will become effective at the beginning of the next fiscal year.

Section 3. Membership Classification. The Classification of Membership shall be determined by the Membership Director.

Section 4. Budget: A balanced budget for the ensuing Fiscal Year shall be submitted for Adoption by the Board of Directors at the Annual or Biennium Meeting. The budget shall include support for the work of all levels of the League.

Section 5. Outlays.

The League shall maintain a balanced budget. The total outlay for any fiscal year shall not exceed the total receipts for that fiscal year, unless 3/5 of the attendees at a General Meeting provide, by majority vote, for a specific excess of outlays over receipts.

Section 6. Reserves.

The following limits on use of reserves by the Board of Directors shall not exceed 25% of that fiscal year’s annual operating budget expenses.

The balance remaining in the combined operating budget reserves, after withdrawals to fill an income gap, shall not drop below 33% of budgeted expenses.

In the event of an emergency, where the Board seeks to withdraw from the operating budget reserves that would exceed these limits, the Board shall seek approval by a majority vote of those present at a General Meeting.

Section 7. Budget Committee. A Budget Committee shall be appointed by the Board of Directors at least two months prior to the Annual Meeting or the Biennium Meeting, to prepare a budget for the ensuing fiscal year. The proposed budget shall be sent to all members thirty (30) days prior to the Annual Meeting or the Biennium Meeting. The Treasurer is the Chair of the Budget Committee.

Section 8. Distribution of Funds on Dissolution. In the event of dissolution of the LWV-PWFA all moneys and securities which may at the time be owned by or under the control of the LWV-PWFA shall be paid to the LWV-VA after the state and national per member payments and other obligations have been met. All other property of whatsoever nature, whether real, personal, or mixed that may at the time be owned or under the control of the LWV-PWFA shall be disposed of to such person, organization, or corporation for such public, charitable, or educational use and purposes as the Board of Directors in its absolute discretion may designate.

ARTICLE X: *Action Program*

Section 1. Authorization. *The LWVUS Governing Principles,* adopted by the National Convention and supported by the League of Women voters as a whole, constitute the authorization for the development and adoption of the LWV-PWFA Action Program.

Section 2. Action Program. The Action Program is the education and advocacy platform that consists of actions to implement the *LWVUS Governing Principles* as recommended by the LWV-PWFA Board of Directors. The Action Program shall be adopted at the beginning of every Biennium.

 The Action Program shall consist of:

(A) Actions to implement the LWVUS Governing Principles, and

(B) Those governmental Action Program Study Issues, chosen by a consensus or concurrence process, at a Biennium Meeting, by a majority of those delegates present and voting, for concerted study and subsequent advocacy.

Section 3. Action Program Recommendation. The Biennium Meeting shall act upon the Action Program recommendations by the Board of Directors using the following procedure:

A) The Board of Directors shall consider proposals submitted by the Voting Members two (2) months prior to the Biennium Meeting.

1. The Board of Directors shall review the current *LWV-PWFA Positions for Action* and consider if a review and update are appropriate.
2. The Board of Directors may review the *LWV-VA Positions for Actions* and the *LWVUS Impact on Issues: A guide to Public Policy Positions,* for adoption as a *LWV-PWFA Positions for Actions*. [NOTE: The LWV-VA and the LWVUS do not require permission for a Local League to adopt their positions.]

D) The Board of Directors shall formulate an Action Program including recommended Study Issues.

E) The Proposed Action Program shall be sent to all members thirty (30) days before the Biennium meeting.

Section 4. Action Program Adoption. The Board of Directors shall present:

A) Action Program Recommendations for the next Biennium. The Biennium Meeting shall consider the Board of Directors proposed Action Program. A majority of Voting Members present shall be required for adoption of the Action Program and Study Issues.

B) Recommendations for Program submitted by voting members two (2) months prior to the Biennium Meeting, but not recommended by the Board of Directors, may be considered by the Biennium Meeting provided that:

The Biennium Meeting shall order consideration by a majority vote, and

The Biennium Meeting shall adopt the item by a three-fifths (3/5) vote.

Section 5. Change in the Action Program. Changes in the Action Program, in the case of altered conditions, may be made provided that information concerning the changes, as proposed by the Board of Directors, be sent to all members at least two (2) weeks prior to the general meeting, or a special meeting, at which the changes are to be discussed, and final adoption shall be by a majority of those members present and voting.

ARTICLE XI: *Advocacy*

Section 1. Public Policy Advocacy. Advocacy encompasses pleading for or against issues, as well as supporting or recommending Public Policy Positions. A “*Policy Position”* is the official statement setting forth the League’s point of view as adopted in its Action Program. The League of Women Voters of the Prince William-Fauquier Area may carry on public policy advocacy activities before local government bodies in the Prince William and Fauquier area and at the regional and State level.

Section 2. Educational Advocacy. To further influence public policy, on a local level, regional or State level, the League may also engage in advocacy and educational activity through dissemination of information to Government officials, the public and League members.

Section 3. Spokes Person. The President is the League’s Spokesperson who represents and promotes the League in the local and State community fora, is the liaison to Government organizations, and at the LWV-VA and LWVUS level. The President may appoint an Action Coordinator, with the approval of the Board of Directors, to represent the League’s positions.

Section 4. List of Public Policy Issue Priorities. The LWV-PWFA shall formulate its Biennium “*List of Public Policy Issue Priorities*” based on the adopted Issue Policy Statements*.* The League’s advocacy shall only include those issues the LWV-PWFA has studied and adopted a position or studied and adopted at the LWV-VA OR LWVUS level.

ARTICLE XII: *Delegates*

All delegates shall be Voting Members of the League. No delegate shall be entitled to more than one vote, and absentee or proxy voting shall not be permitted. The Board of Directors shall select the delegates to the meetings. The President shall serve as Head of Delegation.

Section 1. National Convention. The Board of Directors, at a meeting before the date on which the names of delegates must be submitted to the National office, shall select delegates to the Convention in the number allotted the League under the provisions of the bylaws of the League of Women Voters of the United States.

Section 2. State Convention. The Board of Directors, at the meeting before the date on which the names of the delegates must be sent to the State office, shall select delegates to the Convention in the number allotted the League under the provisions of the bylaws of the League of Women Voters of Virginia?

Section 3. State Council. The Board of Directors, at the meeting before the date on which the names of delegates must be sent to the State office, shall select the delegates to the Council in the number allotted the League under the provisions of the bylaws of the League of Women Voters of Virginia.

ARTICLE XIII: *Parliamentary Authority*

 Parliamentary Authority. The rules contained in *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.

ARTICLE XIV: *Amendments*

Amendments. These Bylaws may be amended by two-thirds (2/3) vote of those voting members present and voting at the Annual or Biennium Meeting, provided the amendments were submitted to the membership in writing at least thirty (30) days in advance of the meeting. Amendments to these bylaws shall become effective upon their adoption.

Adopted May 15, 2022

Signed: Janet M. Gorn Cynthia Chambless

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 President: Recording Secretary:

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