

**THE LEAGUE OF WOMEN VOTERS OF NEBRASKA, INC.
BYLAWS**

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49 **Section 4. Vacancies.** A vacancy in the office of president shall be filled by a vice president as
50 determined by the Board of Directors to serve until the next odd-year Annual Meeting. If no vice
51 president can serve in this capacity, the Board of Directors shall elect one of its members to fill the
52 vacancy. The resulting vacancy or any other elected or appointed vacancy shall be filled by the Board of
53 Directors.

54 **Section 5. Duties of Officers.** The elected officers shall perform the duties given in this section and
55 such other duties as are prescribed by these Bylaws, by the General Policy, by the Board of Directors, by
56 the president and by *Robert's Rules of Order Newly Revised*.

57 a) **The President.** The president shall preside at all meetings of the corporation and of the Board of
58 Directors unless someone else has been designated by the president to preside. The president may, in
59 the absence or disability of the Treasurer, sign or endorse checks, drafts and notes; shall be an ex-
60 officio member of all committees except the Nominating Committee; and shall have such usual
61 powers of supervision and management as may pertain to the office of the president and perform such
62 other duties as may be designated by the Board.

63 b) **The Vice Presidents.** The vice presidents shall perform such duties as the president and Board of
64 Directors may designate.

65 c) **The Secretary.** The secretary shall keep minutes of Annual Meetings and of meetings of the
66 Board of Directors. The secretary shall perform such other functions as may be incidental to the
67 office.

68 d) **The Treasurer.** The treasurer shall collect and receive all moneys due. The treasurer shall be the
69 custodian of these moneys, shall deposit them in a bank or banks designated by the Board of
70 Directors and shall disburse them upon the order of the Board of Directors. The treasurer shall present
71 periodic statements to the Board at its regular meetings and an annual report to the Annual Meetings.
72 The Board shall make arrangements for the annual review of the financial records.

73 **ARTICLE V BOARD OF DIRECTORS**

74 **Section 1. Composition.** The Board of Directors shall consist of the officers of the State League, a
75 minimum of four elected directors, a minimum of four appointed directors, and a representative
76 designated by each local League and recognized Member-at-Large (MAL) Unit.

77 **Section 2. Manner of Selection and Term of Office.** The elected members of the Board of Directors
78 shall appoint a minimum of four additional directors as they deem necessary to carry on the work of the
79 League. The term of office of the appointed directors shall begin upon appointment and continue to the
80 close of the next odd-year Annual Meeting to coincide with the term of office of the elected officers.

81 **Section 3. Qualifications.** No person shall be elected or appointed or shall continue to serve as an
82 officer or director of this corporation unless that person is a member of the League of Women Voters in
83 the state of Nebraska.

84 **Section 4. Co-Directors.** If an elected or appointed director office cannot be filled by one member, two
85 members may serve as co-directors. Co-directors share equally the one vote allotted for the directorship.
86 If only one co-director is present at a meeting, the co-director has the full vote. If both are present, but do
87 not agree on a vote, each may cast a half-vote for the side of the question they support.

88 **Section 5. Vacancies.** Any elected or appointed vacancy may be filled, until the next odd-year Annual
89 Meeting, by a member appointed by the Board of Directors.

90 **Section 6. Powers and Duties.** The Board of Directors shall have full charge of the property and
91 business of the corporation with full power and authority to manage and conduct the same, subject to the
92 instructions of the general membership at the Annual Meeting. The Board shall plan and direct the work
93 necessary to carry out the Program on state governmental matters as adopted by the Annual Meeting. It
94 shall accept responsibility delegated to it by the Board of Directors of the League of Women Voters of the
95 United States for the organization and development of local Leagues, for the carrying out of Program, and
96 for promotion in the local Leagues of finance programs requisite to further the work of the League as a
97 whole, including transmission of funds toward the support of an adequate national budget. The Board
98 shall create and designate such special committees as it may deem necessary.

99 **Section 7. Regular Meetings.** There shall be at least four regular meetings of the Board of Directors
100 annually. The president shall notify each member of the Board of Directors of the time and place of all
101 regular meetings. No action taken at any regular Board meeting attended by three-fourths of the members
102 of the Board shall be invalidated because of the failure of any member or members of the Board to
103 receive any notice properly sent or because of any irregularity in any notice actually received.

104 **Section 8. Special Meetings.** The president may call special meetings of the Board of Directors and
105 shall call a special meeting upon the written request of five members of the Board. Members of the Board
106 shall be notified of the time and place of special meetings by telephone or e-mail at least six days prior to
107 such meeting.

108 **Section 9. Quorum.** The quorum for a meeting of the Board of Directors shall be five including at least
109 two of the elected officers.

110 **Section 10. Voting.** The Board of Directors shall be authorized to vote by mail or by electronic means
111 when it is deemed necessary. A vote related to funding shall be deemed necessary only when a member of
112 the Board of Directors or a standing committee seeks funds not already allocated to their program area, or
113 when a program and/or initiative is out of the purpose of their role/office. The electronic process shall use
114 a reply back verification for documentation that all members received the communication. If a quorum
115 shall vote on a question sent to all members of the Board, the vote shall be counted and shall have the
116 same effect as if cast at a meeting of the Board. The vote shall be made a part of the minutes at the next
117 meeting of the Board.

118 **Section 11. Manner of Meetings.** Meetings may be held in person or by electronic means including but
119 not limited to telephonic conferencing, video conferencing and e-mail. Telephonic and video
120 conferencing meetings shall be called, noticed and conducted in the same manner as in-person meetings.
121 If a meeting is held in person, board members may attend via electronic means.
122

123 **ARTICLE VI EXECUTIVE COMMITTEE**

124 The Executive Committee shall consist of the elected officers and shall meet at the call of the president
125 when the deadline for a decision to be made cannot be met by an in-person or electronic meeting. The
126 Executive Committee shall exercise such power and authority as may be delegated to it by the LWVNE
127 Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and
128 shall report the same to the Board of Directors at its next regular meeting of the Board of Directors.

129 **ARTICLE VII COMMITTEES/ACTION TEAMS**

130 **Section 1.** There shall be a Budget-Finance Committee as described in Article IX, Section 2.

131 **Section 2.** There shall be a Bylaws Committee, appointed by the president, to review the bylaws
132 annually and at other times when needed. Proposed amendments are reported to the Board of Directors.
133 The Committee is familiar with the LWVUS bylaws and the LWVNE General Policy. The Committee
134 shall ensure that the Bylaws and General Policy are available to all Board members. The president fills
135 any vacancies.

136 **Section 3.** There shall be an Education Fund Committee as described in Article IX, Section 3.

137 **Section 4.** There shall be an Endowment Fund/Investment Committee as described in Article IX,
138 Section 4.

139 **Section 5.** The vice presidents, on-board directors and off-board directors may create committees/action
140 teams to carry out their duties.

141 **Section 6.** LWVNE members who are not on the Board are encouraged to serve on the
142 committees/action teams.

143 **Section 7.** Other committees/action teams may be appointed by the board as deemed necessary.

144 **ARTICLE VIII RECOGNITION OF LOCAL LEAGUES AND MAL UNITS**

145 **Section 1. Local Leagues.**

146 a) Local Leagues are those Leagues which have been so recognized by the League of Women
147 Voters of the United States.

148 b) The Board of Directors shall recommend to the national Board that the national Board recognize
149 as a local League any group of members of the League of Women Voters of the United States in any
150 community within the state, provided the group meets recognition standards for local Leagues as
151 adopted by the national Convention.

152 c) In the event of recurring failure of a local League to meet recognition standards, the Board of
153 Directors shall recommend to the national Board that the national Board withdraw recognition from
154 the local League. All funds held by a local League from which recognition has been withdrawn shall
155 be paid to the League of Women Voters of Nebraska.

156 **Section 2. Members-at-Large.** All members of the League of Women Voters of Nebraska not enrolled
157 in a local League or Member-at-Large (MAL) unit shall be members-at-large.

158 **Section 3. Member-at-Large (MAL) Units.**

159 a) Member-at-Large (MAL) units are those groups of Members-at-Large that have been so
160 recognized by the League of Women Voters of Nebraska.

161 b) The Board of Directors has responsibility for the establishment of new MAL units. For this
162 purpose, the Board may organize a group of Members-at-Large in a community in which no local
163 League exists and shall recognize the group as a MAL unit when it meets the guideline standards
164 adopted by the Board of Directors.

165 c) The Board of Directors shall withdraw recognition from a MAL unit for recurring failure to meet
166 guidelines. All funds held by a MAL unit from which recognition has been withdrawn shall be paid to
167 the League of Women Voters of Nebraska. Members of MAL units from which recognition has been
168 withdrawn shall then be considered members-at-large.

169 **ARTICLE IX FINANCIAL ADMINISTRATION**

170 **Section 1. Fiscal Year.** The fiscal year of the League of Women Voters of Nebraska shall commence on
171 the first of April of each year.

172 **Section 2. Budget-Finance Committee.** At the summer board meeting in odd years the president shall
173 appoint a budget committee to advise the board on financial matters and to prepare the annual budget. The
174 treasurer shall be an ex-officio member of the Budget Committee but shall not be eligible to serve as
175 chair. Any vacancy shall be filled by a member appointed by the president to serve until the next odd-year
176 summer board meeting.

177 **Section 3. Education Fund Committee.** The president, secretary and treasurer serve on this committee.
178 In addition, in odd years at the summer board meeting, two on-board directors are selected by the board to
179 serve on this committee. This committee reviews grant proposals from local Leagues and/or participation
180 of the state League in cooperative activities with other non-profit organizations. Proposals recommended
181 for funding by the committee are forwarded to the Board of Directors for final approval by a vote taken at
182 the following board meeting or by email as required by Nebraska Revised Statute 21-1895. Any vacancy
183 shall be filled by a member appointed by the president to serve until the next odd-year summer board
184 meeting.

185 **Section 4. Endowment Fund/Investment Committee.** At the summer board meeting in odd years,
186 three members shall be appointed by the board to serve on this committee in addition to the president and
187 treasurer. The Committee shall provide a secure fund, with a reasonable return based on investments
188 reflecting our written investment strategy, to provide for payment of the League's operating expenses and
189 for special initiatives approved by the LWVNE Board of Directors. The committee shall select the chair.
190 Any vacancy shall be filled by a member appointed by the Board of Directors to serve until the next odd-
191 year summer board meeting.

192 **Section 5. Budget.** The Board shall submit a budget for the ensuing year to the Annual Meeting for
193 adoption. This budget shall provide for the support of the State League including a per member payment
194 from the local Leagues. Members-at-large shall pay dues to the State League which shall include a Per
195 Member Payment (PMP) to the League of Women Voters of the United States. A copy of the budget shall
196 be sent to each local League president and each member-at-large at least 30 days in advance of the
197 Annual Meeting.

198 **Section 6. Distribution of Funds on Dissolution.** In the event of the merger or dissolution of this
199 corporation for any reason, all money and securities or other property of whatsoever nature which at the
200 time is owned or under the absolute control of the corporation shall be distributed at the discretion of the
201 board, or such other persons as shall be charged by law with the liquidation or termination of the
202 corporation and its affairs; to any member organization of the League of Women Voters
203 national organization, which is exempt under Section 501(c)(3) of the Internal Revenue Code or the
204 corresponding section of any future federal tax code; or if none of these organizations are then in
205 existence or exempt under those tax provisions, then, at the discretion of the board, to another
206 organization that is organized and operated exclusively for charitable and educational purposes and
207 which has established its tax-exempt status under such designated tax provisions. Any such assets not so
208 disposed of shall be disposed of by a Court of Competent Jurisdiction in Lancaster County, Nebraska,
209 exclusively for such purposes or to such organizations as said court shall determine, which are
210 organized and operated exclusively for such purposes.

211 **ARTICLE X ANNUAL MEETING**

212 **Section 1. Place, Date and Call.** An Annual Meeting of the League of Women Voters of Nebraska shall
213 be held at a time and place to be determined by the Board of Directors. The president shall send a first call
214 to the presidents of the local Leagues, chairs of MAL units and members-at-large not less than two
215 months prior to the opening date of the Annual Meeting fixed in said call. Thereafter, the Board of
216 Directors may advance or postpone the opening date of the Annual Meeting by not more than two weeks.
217 A final call for the Annual Meeting made by the president shall be sent to the presidents of the local
218 Leagues, chairs of MAL units and members-at-large at least one month before the Annual Meeting. The
219 annual meeting may be held in person or by electronic means.

220 **Section 2. Voting Body.**

221 a) The voting body shall consist of members from local Leagues who are current in Per Member
222 Payment (PMP) to LWVNE and members-at-large whose LWVNE dues are current, who are
223 properly registered, and who are in attendance.

224 b) No member shall vote in more than one capacity, and there shall be no proxy voting.

225 **Section 3. Powers.** The Annual Meeting shall consider and authorize for action a Program, shall elect
226 officers in the odd years, shall adopt a budget for the ensuing year, and shall transact such other business
227 as may be presented.

228 **Section 4. Quorum.** A majority of voting members in attendance shall constitute a quorum for the
229 transaction of the business of the Annual Meeting provided that at least two local Leagues are
230 represented, and, in addition, two elected officers and two on-board directors are present.

231 **Section 5. Reporting.** It shall be the responsibility of the president of the League of Women Voters of
232 Nebraska to report to the members, within 30 days after the Annual Meeting, all action taken at the
233 Annual Meeting.

234 **ARTICLE XI NOMINATIONS AND ELECTIONS**

235 **Section 1. Nominating Committee.** The Nominating Committee shall consist of five members, two of
236 whom shall be members of the Board of Directors. The chair and two members, who shall not be
237 members of the Board of Directors, shall be elected by the Annual Meeting in odd years.

238 a) Nominations for these three positions shall be made by the current Nominating Committee. The
239 other two members of the Committee shall be appointed by the Board of Directors immediately after
240 the Annual Meeting in odd years.

241 b) Any vacancy occurring in the Nominating Committee shall be filled by the Board of Directors.
242 The President of the League of Women Voters of Nebraska shall send the name and address of the
243 chair of the Nominating Committee to the president of each recognized local League, chairs of MAL
244 units and members-at-large.

245 **Section 2. Suggestions for Nominations.** The chair of the Nominating Committee shall request,
246 through the president of each local League, the chair of each recognized MAL unit and other members-at-
247 large, suggestions for nominations. Suggestions for nominations shall be sent to the chair of the

248 Nominating Committee at least two months before the Annual Meeting. Any member may
249 send suggestions to the chair of the Nominating Committee.

250 **Section 3. Report of Nominating Committee and Nominations from Floor at the Annual**
251 **Meeting.** The report of the Nominating Committee of its nominations for officers, a minimum of 4
252 directors to be elected, and the chair and two members of the succeeding Nominating Committee
253 shall be sent to local Leagues, MAL units and members-at-large no later than one month before the
254 date of the Annual Meeting. The committee's report also can include suggestions for a minimum of 4
255 directors to be appointed by the board. Immediately following the presentation of the Nominating
256 Committee report, nominations may be made from the floor provided that the consent of the nominee
257 shall have been secured.

258 **Section 4. Election.** The election shall be by ballot, except that when there is but one nominee for
259 each office, the vote may be by voice. A majority vote shall constitute an election.

260 **ARTICLE XII PROGRAM**

261 **Section 1. Principles.** The governmental principles adopted by the national Convention and
262 supported by the League as a whole, constitute the authorization for the adoption of Program.

263 **Section 2. Program.** The Program of the League of Women Voters of Nebraska shall consist of:

- 264 a) Action to protect the right to vote of every citizen.
- 265 b) Those state governmental issues chosen for concerted study and action.

266 **Section 3. Annual Meeting Action.** The Annual Meeting shall act upon the Program using
267 the following procedures:

- 268 a) Local League boards and MAL unit committees may make recommendations for a Program to
269 the Board of directors at least two months prior to the Annual Meeting.
- 270 b) The Board of Directors shall consider the recommendations and shall formulate a
271 proposed Program of recommended and non-recommended proposals, which shall be submitted
272 to the local League Boards, MAL units and members-at-large at least one month prior to the
273 Annual Meeting.
- 274 c) Recommendations for changes submitted in writing by local League Boards and MAL
275 unit committees and received by the Board of Directors at least two months before the opening
276 of the Annual Meeting shall be considered by the Board prior to the Annual Meeting at which
277 time the Board may change the proposed program.
- 278 d) A majority vote shall be required for the adoption of the Program proposed by the Board
279 of Directors.
- 280 e) Any recommendation for the Program submitted to the Board of Directors at least two
281 months before the Annual Meeting, but not recommended by the Board, may be adopted by
282 the Annual Meeting provided consideration is ordered by a majority vote and the proposal for
283 adoption receives a majority vote.

284 **Section 4. Member Action.** Members may act in the name of the League of Women Voters of
285 Nebraska only after receiving requested authorization to do so by the President or their designee of the
286 League of Women Voters of Nebraska.

287 **Section 5. Local Leagues or Member-at-Large (MAL) Unit Action.** Local Leagues or MAL
288 units may take action on state governmental matters only after receiving requested authorization to do so
289 by the President or their designee of the League of Women Voters of Nebraska. Local Leagues or
290 MAL units may act only in conformity with, or not contrary to, the positions taken by the League of
291 Women Voters of Nebraska.

292 **ARTICLE XIII NATIONAL CONVENTION AND COUNCIL**

293 **Section 1. National Convention.** The Board of Directors, at a meeting before the date on which names
294 of delegates must be sent to the National office, shall appoint delegates to that Convention in the number
295 allowed the League of Women Voters of Nebraska under the provisions of the Bylaws of the League of
296 Women Voters of the United States.

297 **Section 2. National Council.** The Board of Directors, at its meeting preceding the meeting of the
298 Council of the League of Women Voters of the United States, shall appoint delegates to such Council in
299 the number allowed the League of Women Voters of Nebraska under the provisions of the Bylaws of the
300 League of Women Voters of the United States.

301 **ARTICLE XIV PARLIAMENTARY AUTHORITY**

302 **Parliamentary Authority.** The rules contained in the current edition of *Roberts Rules of Order Newly*
303 *Revised* shall govern the corporation in all cases to which they are applicable and in which they are
304 not inconsistent with these Bylaws.

305 **ARTICLE XV AMENDMENTS**

306 **Section 1.** These Bylaws may be amended by:

- 307 a) A two-thirds vote at any Annual Meeting, using the following procedures:
 - 308 i. Proposed amendments shall be submitted by any local League Board, chair of MAL unit, a
309 member or Bylaws Committee appointed by the President to the Board of Directors at least
310 three months prior to Annual Meeting.
 - 311 ii. All such proposed amendments together with the recommendations of the Board shall be sent
312 to the presidents of local Leagues, chairs of MAL units and members-at-large at least 30 days
313 prior to Annual Meeting.
 - 314 iii. The presidents of local Leagues and chairs of MAL units shall notify the members of their
315 respective Leagues or MAL units of the proposed amendments. Failure of a local League
316 president or MAL unit chair to give such notice or failure of any member to receive such
317 notice shall not invalidate amendments to the Bylaws.
- 318 b) A two-thirds vote of the voting members of the board of directors present and voting at a
319 regularly scheduled board meeting, provided the amendment(s) was (were) reviewed and
320 recommended by the board and submitted to the local League presidents, chairs of MAL units and the
321 members-at-large at least two months in advance of the meeting for comment. If a bylaw amendment
322 is not approved by the board, it may be directly submitted at the next Annual Meeting for
323 consideration by the general membership.

324 **Section 2.** After each LWVUS Convention, it shall be the responsibility of the LWVNE president and
325 office administrator to bring the LWVNE bylaws into conformity with the LWVUS bylaws. Such
326 amendments shall not require a vote of the LWVNE members.

327 As adopted by the Convention, 1948 and as amended by the Convention, May 1950; Convention,
328 April 1953; Convention, May 1955; Convention, May 1956; Convention, April 1957; Convention, May
329 1963; Convention, April 1967; Convention, April 1971; Convention, April 1973; Convention, May
330 1975; Convention, May 1977; Convention, May 1979; Convention, May 1981; Convention, May
331 1983; Convention, May 1985; Convention, May 1987; Convention, May 1989; Convention, May
332 1991; Convention, May 1992; Convention, May 1995; Convention, May 1997; Convention, May
333 2001; Convention, April 2003; Convention, April 2005; Convention, April 2007; Convention April
334 2013; Annual Meeting April 2015; Annual Meeting April 2016; Annual Meeting April 2017; Board
335 Meeting October 2017; Board Meeting March 2019; Annual Meeting April 2019; Board Meeting
336 March 2020; Board Meeting October 2020; Annual Meeting April 2021; Board Meeting July 2021;
337 Board Meeting October 2021; and Board Meeting March 2022