

# **CERTIFICATE OF INCORPORATION AND BYLAWS**

## **Certificate of Incorporation as Amended May 3, 1946**

We, the undersigned, all citizens of the United States and a majority of whom are residents of the District of Columbia, desiring to form a body politic and corporate for the purposes herein set forth, under the provisions of Sub Chapter Three of Chapter Eighteen of the Code of Laws for the District of Columbia, do hereby certify as follows:

1. The name of this corporation shall be League of Women Voters of the United States.
2. The term of existence of the corporation shall be perpetual.
3. The business and objects of the corporation shall be to promote political responsibility through informed and active participation of citizens in government; to render such other services in the interest of education in citizenship as may be possible; and to do every act appropriate or necessary to carry out any of the foregoing objects. The corporation shall not support or oppose any political party or candidate.
4. The number of its managers who shall direct its affairs for the first year of its existence shall be thirteen.

IN WITNESS THEREOF, we have hereunto set our hands, this 15th day of September, A.D. 1923, in the city of Washington, DC.

Filed: September 24, 1923  
Recorded: Liber 39, folio 146  
District of Columbia

MAUD WOOD PARK  
ELIZABETH EASTMAN  
LAURA C. WILLIAM

**Bylaws of the League of Women Voters of the United States  
As adopted by the Thirty-Sixth Convention, May 13-17, 1984 and**

amended in 1986, 1988, 1990, 1992, 1994, 1996, 1998, 2000, 2004, 2006, 2008, 2010, 2012, 2014, 2016, 2018 and 2020.

## **ARTICLE I**

### **Name**

The name of this organization shall be League of Women Voters of the United States, hereinafter referred to in these bylaws as LWWUS.

## **ARTICLE II**

### **Purposes and Policies**

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

### **Sec. 2. Policies. The policies of the LWWUS are**

1. **Political Policy.** The League shall not support or oppose any political party or any candidate.
2. **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance - in principle and in practice - with LWWUS' Diversity, Equity, and Inclusion Policy.

## **ARTICLE III**

### **Membership**

**Sec. 1. Eligibility.** Any person who subscribes to the purposes and policy of the LWWUS shall be eligible for membership.

### **Sec. 2. Types of Membership.**

**A. Voting Members.** Persons at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues and of the LWWUS; (1) those who live within an area of a local League may join that League or any other local League; (2) those who reside outside the area of any local League may join a local League or shall be state members-at-large; (3) those who have been members of the League for 50 years or more shall be life members excused from the

payment of dues; [4] Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

**B. Associate Members.** All others who join the League shall be associate members.

## **ARTICLE IV**

### **Local Leagues, Inter-League Organizations and Member-at-Large Units**

**Sec. 1. Local Leagues.** Members shall be organized into local Leagues in order to promote the purposes of the League and to take action on local governmental matters. The Board of Directors of the LWVUS, hereinafter referred to as the national board, may grant full local League recognition to groups that have fulfilled the requirements of their state boards and the national board. Only one local League shall be recognized in any community.

#### **Sec. 2. Inter-League Organizations.**

**A.** State and/or Local Leagues may organize inter-League organizations, hereinafter referred to as ILOs, in order to promote the purposes of the League and to take action on county, metropolitan or regional governmental matters.

**B.** The national board shall recognize ILOs that fulfill requirements of the national board.

**Sec. 3. Member-at-Large Units.** Member-at-large units may be formed by state Leagues in areas where circumstances dictate such organization. Rules and procedures for the formation and operation of such units shall be the responsibility of the state League.

## **ARTICLE V**

### **State Leagues**

**Sec. 1. Organization.** Members shall be organized into state Leagues in order to promote the purposes of the League and to take action on state governmental matters. Wherever the term state League appears

in these bylaws it shall include territorial and commonwealth Leagues as well.

**Sec. 2. Recognition.** The national board shall recognize state Leagues that fulfill requirements of the national board.

**Sec. 3. Responsibility.** State Leagues shall assume responsibility for the organization and development of local Leagues, member-at-large units, the guidance of ILOs, the promotion of League program, financial development and such other matters as the national board may from time to time delegate to them.

## **ARTICLE VI**

### **Withdrawal of Recognition**

**Sec. 1. Procedure.** The national board may withdraw recognition from any state, local League, or ILO for recurrent failure to follow League principles or policies. Upon full investigation and after the League involved has had an opportunity to be heard by a committee of the national board, the committee may establish conditions for continuation or the board may withdraw recognition. Withdrawal of recognition shall require a three-fourths vote of the national board and shall become effective immediately.

**Sec. 2. Appeal.** A state, local League or an ILO may appeal to the next convention or council meeting for reinstatement of recognition by filing a written request signed by a majority of the members of its board with the secretary at least 30 days prior to the convention or council meeting. The convention or council meeting shall decide whether to hear the appeal and shall establish procedures for such a hearing.

**Sec. 3. Dissolution.** Upon Withdrawal of Recognition, Leagues shall follow state and federal law to close out. Any remaining funds shall be distributed to the state LWV, LWVUS or LWVEF as appropriate. Funds held by an ILO shall be prorated among the member Leagues.

## **ARTICLE VII**

### **Officers**

**Sec. 1. Election, Qualifications and Term.** The officers of the LWWUS shall be a president, a vice-president, a secretary and a treasurer. They shall be voting members of the LWWUS and shall be elected by the convention to hold office until the close of the next convention or until their successors have been elected and qualified.

**Sec. 2. The President.** The president shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the national 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 national board may direct.

In the event of the absence, disability, resignation or death of the president, the vice-president, and the treasurer, in that order, shall assume the office. If neither the vice-president nor the treasurer is able to serve as president, the national board shall fill the vacancy from among the elected directors.

**Sec. 3. The Vice-President.** The vice-president shall perform such duties as the president and the national board shall direct.

**Sec. 4. The Treasurer.** The treasurer shall perform such duties as customarily pertain to the office; arrange for an annual audit of the books by a certified public accountant; and at the direction of the national board, maintain deposits in authorized financial institutions.

**Sec. 5. The Secretary.** The secretary shall perform such duties as customarily pertain to the office, such other duties as the president and the national board shall direct, and affix and attest the seal of the LWWUS on any document.

**Sec. 6. Transfers of Property.** The consent of the national board and the signatures of two officers shall be necessary to endorse, transfer and deliver any certificate of stock, bond, note or other security or property in the name and in behalf of the LWWUS.

## **ARTICLE VIII**

### **Board of Directors**

**Sec. 1. Selection, Qualifications and Term.** The board of directors shall consist of the officers, eight directors elected by the convention and not more than eight directors appointed by the elected members of the board. All directors shall be voting members of the LWVUS. They shall serve until the close of the next convention or until their successors have been elected and qualified. Vacancies other than the presidency may be filled by vote of the remaining members of the board.

**Sec. 2. Powers.** The national board shall manage and supervise the business, affairs and activities of the LWVUS subject to the instructions of the convention. It shall have the power to appoint an executive committee and create special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

**Sec. 3. Duties.** 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.

**Sec. 4. Executive Committee.** The national board may appoint an executive committee consisting of no fewer than four members of the board. The executive committee shall exercise such power and authority as may be delegated to it and shall report on all actions taken by it between regular meetings of the national board.

**Sec. 5. Meetings.** At least three regular meetings shall be held annually at such time and place as the board may determine. The president may call special meetings and, upon the written request of five members of the board, shall call a special meeting. Special meetings may be conducted by electronic means, such as telephone conference call, video conferencing or e-mail. The use of electronic meetings shall be reserved for those issues needing a decision before an in-person meeting is scheduled. Notice of all regular meetings shall be given in writing at least one month before the meeting and notice of

all special meetings shall be so given at least six days prior to the meeting. During a convention or council meeting the president may, or upon the request of five members shall, call a special meeting by giving personal notice to each member of the board.

**Sec. 6. Absences.** In the event a member of the national board is absent from two meetings in one fiscal year, without excuse, that office shall be declared vacant.

**Sec. 7. Quorum.** A majority of the members of the board shall constitute a quorum. Any one or more members of the board may participate in a meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE IX**

### **Convention**

**Sec. 1. Place, Date and Call.** A convention of the LWWUS shall be held biennially at a time and place determined by the national board. A first call to convention shall be sent to the presidents of local and state Leagues, and ILOs at least eight months prior to the date fixed in said call. Thereafter, the national board may advance or postpone this date by not more than two weeks. A final call, giving the exact time and place of the convention, shall be issued at least six weeks prior to its opening session.

**Sec. 2. Composition.** Official membership counts shall be determined by national office records of voting members as reported to the national office in the membership count in January of the year in which the convention is held. The convention shall consist of:

**A.** Delegates chosen by the members of local Leagues; each local League shall be entitled to at least one delegate; when local League membership reaches 50 voting members, the local League shall be entitled to one additional delegate; thereafter one additional delegate shall be authorized for each additional 50 voting members;

**B.** Three delegates chosen by the board of each state League; when state member-at-large membership reaches 50 voting members, the state League shall be entitled to one additional delegate; thereafter one additional delegate shall be authorized for each additional 50 voting members-at-large;

**C.** One delegate chosen by the board of each recognized ILO; and

**D.** The members of the national board.

**Sec. 3. Delegates' Qualifications and Voting.** All delegates shall be voting members of the League. Each delegate representing a local or state League shall be entitled to vote only if that League has met its per member payment responsibilities. The national board may make an exception in the case of proven hardship. No delegate shall be entitled to more than one vote and absentee or proxy voting shall not be permitted. Final determination of a delegate's qualifications or credentials shall be made by the convention.

**Sec. 4. Powers.** The convention shall adopt a program, elect officers and directors, adopt a biennial budget and transact such other business as may properly come before it.

**Sec. 5. Quorum.** Twenty percent of the possible number of voting delegates other than members of the national board shall constitute a quorum provided that local Leagues from at least 25 states are represented.

## **ARTICLE X**

### **Council**

**Sec. 1. Place, Date and Call.** A council shall be held approximately twelve months after each convention at a time and place or in a manner determined by the national board. A first call to council shall be sent to the presidents of state Leagues at least six months prior to the date fixed in said call. Notice of the council meeting shall be sent to the presidents of local Leagues and ILOs at the same time.

**Sec. 2. Composition.** The council shall consist of:

- A. Two delegates chosen by the board of each state League;
- B. Two delegates chosen by the League of Women Voters of the District of Columbia;
- C. The members of the national board.

**Sec. 3. Delegates' Qualifications and Voting.** All delegates shall be voting members of the League. Each delegate representing a League shall be entitled to vote only if that League has met its per member payment responsibilities. The national board may make an exception in the case of proven hardship. No delegate shall be entitled to more than one vote and absentee or proxy voting shall not be permitted. Final determination of a delegate's qualifications or credentials shall be made by the council.

**Sec. 4. Powers.** The council shall give guidance to the national board on program, budget and methods of work.

A. In the event of an emergency, the council may change the program or the budget upon recommendation of the national board or a state League, using the following procedure: (1) At least eight weeks prior to the council meeting any state League proposing a change shall submit it to the national board which shall decide whether to recommend it. (2) At least six weeks prior to the council meeting, the national board shall send to the presidents of local and state Leagues and ILOs all proposed changes. (3) Any change proposed by a state League and not recommended by the national board shall first require a majority vote of the council for consideration. (4) A three-fifths vote shall be required to adopt any change.

B. The council shall transact such other business as may properly come before it.

**Sec. 5. Quorum.** Thirty-five delegates from state Leagues and the League of Women Voters of the District of Columbia shall constitute a quorum provided that at least 25 states are represented.

**Sec. 6. Special Council Meeting.** In the event of an emergency, the national board may call a special meeting of the council. A formal call specifying purpose, time and place shall be issued to state presidents at least 30 days in advance. Notice of the council meeting shall be sent to the presidents of local Leagues and ILOs at the same time.

## **ARTICLE XI**

### **Nominations and Elections**

**Sec. 1. Nominating Committee.** The nominating committee shall consist of five members, of whom three shall not be members of the national board. The three to be elected by the convention shall include a chair. Promptly after the convention, the national board shall appoint two members to the committee who may be current or former members of the national board. Vacancies shall be filled by appointment by the national board. All shall serve a two-year term.

**Sec. 2. Suggestions for Nominations.** The nominating committee shall request suggestions for nominations through the president of each state and local League and ILO by advising them of the offices to be filled and the address to which suggestions are to be sent. Any LWVUS member may submit suggestions for nomination.

**Sec. 3. Report of the Nominating Committee.** The report of the nominating committee containing its nominations for officers, directors and three members of the next nominating committee, including a chair or co-chairs, shall be sent to the presidents of state and local Leagues and ILOs at least six weeks prior to the convention. The report of the nominating committee shall be presented to the convention at its first session. Nominations may be made from the floor immediately thereafter provided the consent of the nominee has been obtained.

**Sec. 4. Election.** The election shall be the responsibility of an election committee appointed by the president at the first session of the

convention. Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority of those present and voting shall constitute an election.

## **ARTICLE XII**

### **Principles and Program**

**Sec. 1. Principles.** The Principles are concepts of government supported by the League and are the authorization for adoption of national, state and local program. They may be amended by the convention in the same way as program is adopted under Section 2 of this Article.

**Sec. 2. Program.** The program shall consist of action to implement the Principles and those governmental issues chosen by the convention for concerted study or concurrence and action as follows:

**A.** Local and state League and ILO boards shall make any program recommendations to the national board by a date, set by the board, that is at least three months prior to the convention.

**B.** The national board shall consider these recommendations and formulate a proposed program which shall be sent to the presidents of local and state Leagues and ILOs at least six weeks prior to the convention.

**C.** Any League that plans to propose the adoption or amendment of a national League position by concurrence with a position statement of another League or Leagues shall submit the recommendation to the national board as specified in Section 2A of this Article. Any League, or the national board, that plans to propose the adoption or amendment of a national League position by concurrence with a position statement of another League or Leagues on the floor of convention shall send the proposed position statement, background information, including pros and cons on the issue and an explanation of the rationale for using this form of member agreement, to all Leagues at least six weeks before convention.

**D.** The convention shall adopt a program by a majority vote on each subject presented to it. A program recommendation submitted by a local or state League or ILO by the date set by the national board as specified in Section 2A of this Article but not proposed by the national board may be adopted only if its consideration is ordered by majority vote of the convention and the vote on adoption comes on a following day. A two-thirds vote is required to amend or adopt a national League position by concurrence on the floor of convention.

**Sec. 3. Program Action.** Leagues may act on national program only in conformity with positions taken by the LWVUS. Members may act in the name of the LWVUS only when authorized to do so by the appropriate board.

## **ARTICLE XIII**

### **Financial Administration**

**Sec. 1. Fiscal Year.** The fiscal year of the LWVUS shall be from July 1 through June 30 of each year.

#### **Sec. 2. Financial Support.**

**A.** Each local League shall make an annual per member payment to the LWVUS in an amount to be determined by a three-fifths vote of those present and voting at each convention.

**B.** Each state League shall make a per member payment to the LWVUS for members-at-large.

**C.** When two or more members reside at the same address in a common household, the payment determined by the convention shall be made for the first member; a payment equal to one-half the per member payment shall be paid for each other member.

**D.** The LWVUS may authorize the payment of a designated part of each per member payment to the League of Women Voters Education Fund.

**E.** A state and local League shall be excused from making a per member payment for life members and students.

**Sec. 3. The Budget.** The national board shall send to the presidents of each local and state League and ILO, at least six weeks prior to the convention, a proposed biennial budget. A biennial budget shall be adopted by a majority vote except that the per member payment shall be approved as provided in Section 2 of this Article.

**Sec. 4. Budget Committee.** The biennial budget shall be prepared by a committee which shall be appointed for a two-year period by the national board for that purpose at least six months in advance of the convention. The budget committee shall consist of no fewer than five members including a chair and the treasurer. The majority of the members of this committee, including the chair, shall not be members of the national board. The budget committee shall recommend to the Board a biennial budget and may provide budgetary guidance to the Board during the biennium.

**Sec. 5. The Distribution of Funds on Dissolution.** In the event of the dissolution of the LWVUS, all moneys, securities and property, real, personal or mixed, which the LWVUS has acquired by gift, bequest or otherwise, as well as all unexpended income from said moneys or property, and any other funds that may be owned or under the control of the LWVUS, shall be disposed of to such person, organization, or corporation for such public, charitable or educational uses and purposes as the national board in its absolute discretion may designate.

## **ARTICLE XIV**

### **Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws or the law.

## **ARTICLE XV**

### **Amendments**

These bylaws may be amended at any convention by a two-thirds vote provided that the proposed amendment was submitted to the national board at least three months prior to convention by a state or local board or has been proposed by the national board. The national board shall send all such proposed amendments to the presidents of local and state Leagues and ILOs at least six weeks prior to convention. Local League presidents shall notify members of their respective Leagues of the proposed amendments but failure to give such notice shall not invalidate the subsequent adoption of the amendment by the convention.