

BY-LAWS LEAGUE OF THE WOMEN VOTERS OF ATLANTA-FULTON COUNTY, INC.

P. O. Box 421294, Atlanta, Georgia 30342

(as adopted in March 1961 and amended in March 1962. 1964, 1966, 1968, 1973, 1974, 1975. 1976, 1978, 1981, 1982, 1983, 1984. 1985, 1987, 1989, 1990, 1993, 1994, 2002, 2004, 2006, 2011, 2012, 2016, 2021, 2022, 2025)

ARTICLE 1
NAME AND PLACE

Section 1 - Name. The name of this organization shall be the League of Women Voters of Atlanta-Fulton County, Inc., hereinafter referred to in these By-laws as LWVAF or the League. 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 Georgia, Inc. (LWVGA)

ARTICLE II
PURPOSES AND POLICIES

Section I - Purpose. LWVAF is organized and operated exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, LWVAF shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code.

The purposes of the LWVAF are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.

Section 2 – Policies. The policies of LWVAF are:

- (a) Political Policy. The LWVAF shall not support or oppose any political party or any candidate.*
- (b) Diversity, Equity & Inclusion Policy. The LWVAF is fully committed to ensure compliance – in principle and in practice – with LWVUS’ Diversity, Equity, and Inclusion Policy.*
- (c) No substantial part of the activities of the corporation shall be attempting to influence legislation.*

ARTICLE III
MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the League of Women Voters of Atlanta-Fulton County shall be eligible for membership.

Section 2. Types of Membership. Membership is not exclusive to Fulton County members.

- (a) Voting Members. Persons at least 16 years of age who join the League shall be voting members of the local and state leagues of their place of joining, and of the LWVUS. Those who reside outside Fulton County may join LWVAF. Any member of the League for 50 years or more shall be an honorary life member. Honorary life members are excused from paying dues.
- (b) Associate Members. All others who join the League shall be associate members.

ARTICLE IV
BOARD OF DIRECTORS

Section 1 – Number, Manner of Selection and Term of Office. The Board of Directors shall consist of the Officers of the League, up to ten but not less than six elected Directors and a number of appointed Directors not to exceed the number of elected Directors. Up to one more than half of the elected Directors shall be 2

selected by the general membership at each Annual Meeting and shall serve for a term of two years, or until their successors have been elected and qualified. The elected members shall appoint such additional Directors, not to exceed ten, as they deem necessary to carry on the work of the LWVAF. The terms of office of the appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

Section 2 - Qualifications.

(1) Only voting members of the LWVAF are eligible to be elected or appointed Officers or Directors of the League.

(2) Any Officer or Director who is a candidate for a partisan elective office, or is actively working on a partisan campaign, must temporarily recuse themselves from their position during the campaign period.

(3) Any Officer or Director who is elected or appointed to a partisan office must resign their position in LWVAF.

Section 3 – Vacancies, Resignations and Removals. Any vacancy occurring on the Board of Directors by reason of the resignation, death or disqualification of an Officer or an elected member may be filled by a majority vote of the remaining members of the Board of Directors. The appointment shall be for the remaining term of the office being filled. Three consecutive absences or four missed meetings in a twelve-month period from Board meetings of any member without a valid reason shall be deemed a resignation.

Any officer or director may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the LWVAF will be served thereby.

Section 4 - Powers and Duties. The Board of Directors shall manage and supervise the business affairs and activities of the LWVAF, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the Program as adopted by the National Convention, the State Convention and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary and shall perform such other duties as are specified in these bylaws

Section 5 - Meetings. There shall be regular monthly meetings of the Board of Directors. The President or a Co- President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board. Members of the Board shall be notified of the time and place of special meetings at least 24 hours in advance of the meeting.

Section 6 - Quorum. Forty per cent (40%) of the members of the Board of Directors shall constitute a quorum.

ARTICLE V OFFICERS

Section 1 - Enumeration and Election of Officers. The Officers of the LWVAF shall be President or Co-Presidents, Vice Presidents (number to be determined by the Board), President-Elect in alternate years, Secretary, Treasurer and an Assistant Treasurer, if desired. The Officers, except President-Elect shall be elected for terms of two years by the General Membership at an Annual Meeting and take office immediately. The President, one Vice President and the Secretary shall be selected in odd-numbered years.

The President-Elect, Treasurer, additional Vice Presidents and Assistant Treasurer, if any shall be elected in even-numbered years. The President-Elect shall be elected for a one-year term at an Annual Meeting and shall take office immediately. One current or previous board member shall be nominated to be President-Elect in those years that the President is not elected.

Section 2 - The President. The President, Co-President or President Elect shall preside at all meetings of the Organization and of the Board of Directors. The President or Co-President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. The President shall be, ex-officio, a member of all committees except the Nominating Committee, shall have such usual power of supervision and management as may pertain to the office of the President and shall perform such other duties as may be designated by the Board. In the event of the absence, disability, resignation or death of the President

and President-Elect, the Vice Presidents possess all the powers and may perform all the duties of that office until such time as the Board of Directors shall elect one of its members to fill the vacancy of President.

(a) Advisory Trustee – The President may nominate for approval by the majority of the sitting board any number of individuals to serve in an advisory capacity to the Board. The position of advisory trustee shall carry no voting privileges.

(b) Past President – The immediate past president of the LWVAF shall serve as an ex-officio member of the Board, with all responsibilities and privileges of a Board member, for one year following his or her term of office; provided, however, that the past president may serve instead as an advisory trustee, at his or her written request.

Section 3 – President-Elect. The President-Elect shall assist the President at the latter's discretion and upon the expiration of the term of the President upon election shall become President. The President-Elect, if there is one, shall assume the office of President, with all of the duties and powers pertaining thereto in the absence of the president. The President-Elect may also take the appropriate actions to prepare for his or her term. In years when a President-Elect is elected, at least one Board member at the time of nomination shall be nominated for the President-Elect.

Section 4 - Vice Presidents. The Vice President(s) shall perform such other duties as the President and the Board shall direct.

Section 5 - The Secretary. The Secretary shall keep minutes of all meetings of the LWVAF and of all meetings of the Board of Directors, and shall notify all Officers and Directors of their elections. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other duties as the president and board shall direct.

Section 6 - The Treasurer. The Treasurer shall collect and receive all monies due, and shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the Board. The Treasurer shall present statements to the Board at its regular meetings and an annual report to the Annual Meeting. The financial records shall be audited or reviewed annually by a committee of not less than three people elected at the Annual Meeting, or a Certified Public Accountant. No member of the Executive Committee for the prior year or for the current year may serve on the audit committee.

Section 8 - Executive Committee. The 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 by the board and shall report to the board on all actions taken by it at the next board meeting. A majority of the Executive Committee must be present to transact business. If the business involves the expenditure of funds not otherwise authorized, the Treasurer must be present during the discussion and vote.

ARTICLE VI FINANCIAL ADMINISTRATION

Section 1 - Fiscal Year. The fiscal year of the LWVAF shall be from May 1 to April 30 of the following year.

Section 2 – Dues. All members shall pay dues except for those exempted from paying dues in Article III. Members shall pay dues in accordance with LWVUS policy. Membership lasts for one year after joining or renewal. Members who fail to renew within the period specified by LWVUS will be removed from the roster.

Section 3 - Budget. A budget for the ensuing year shall be submitted by the Board of Directors to the Annual Meeting for adoption.

Section 4 - Budget Committee. A budget committee shall be appointed by the Board of Directors at least 90 days prior to the Annual Meeting to prepare a budget for the next fiscal year. The proposed budget shall be sent to voting members at least 30 days before the Annual Meeting and shall be presented for adoption at the annual meeting. The Treasurer shall not be eligible to serve as chair of the budget committee.

Section 5 - Distribution of Funds on Dissolution. In the event of the merger or dissolution of LWVAF for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under

the absolute control of LWVAF shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of LWVAF and its affairs, to any member organization of the

League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is

organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

ARTICLE VII MEETINGS

Section 1 - Membership Meetings. There shall be at least three meetings of the membership each year, including the Annual Meeting. Time and place shall be determined by the Board of Directors. The membership shall be notified of the time and place of all meetings at least ten days prior to such meetings.

Special meetings of the members may be called by the president, the board of directors or upon written request of ten percent of the voting members. 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. Members shall be notified by email and telecommunication at least three calendar days in advance of special meetings.

Section 2 - Annual Meeting. An Annual Meeting shall be held during the month of May, the exact date to be determined by the Board of Directors. The Annual Meeting shall: adopt a local Program for the ensuing year; elect Officers, Directors and members of the Nominating Committee; adopt a budget; and transact such other business as may properly come before it. Absentee or proxy voting shall not be permitted.

Section 3 - Quorum. Those voting members present shall constitute a quorum at all membership meetings of the LWVAF, provided notice of the meeting is sent to the membership at least one week in advance.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1 - Nominating Committee. The Nominating Committee shall consist of five members, two of whom shall be members of the Board of Directors. Nominations for those offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors immediately following the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by majority vote of the Board of Directors. Suggestions for nominations for Officers and Directors and members of the Nominating Committee may be sent to this committee by any member. The Nominating Committee shall also serve as the Election Committee.

Section 2 - Nominating Process. The chair of the Nominating Committee shall solicit nominations from the membership no later than 60 days before the Annual Meeting. Any LWVAF member may submit suggestions.

Section 3 - Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for Officers, Directors and members of the succeeding Nominating Committee, shall be sent to all members at least 30 days prior to the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately following presentation of this report, nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been obtained.

Section 4 - Elections. Election shall be by ballot, except that if there is only one nominee for an office, it shall be by voice vote. A majority vote of those present and voting shall constitute election. Absentee or proxy voting shall not be permitted.

ARTICLE IX PRINCIPLES and PROGRAM

Section 1 - Principles. The governmental principles adopted by the National Convention and supported by the League as a whole constitute the authorization for the adoption of the Program.

Section 2 - Program. The Program of the LWVAF shall consist of action to implement the Principles and those governmental issues chosen at the annual meeting for concerted study and action as follows:

(a) The Board of Directors shall consider the recommendations sent in by the voting members at least 60 days prior to the Annual Meeting, and shall formulate a proposed Program. It shall include a recommendation that any item on which there has been no study, consensus, concurrence or action within the past six years shall be dropped unless two-thirds of the general membership present at the Annual Meeting vote to keep it. In this case, positions under the item must be reviewed by the Board and the membership.

(b) The proposed Program shall be sent to all members at least 30 days prior to the Annual Meeting.

(c) A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed Program as presented to the Annual Meeting by the Board of Directors.

(d) Recommendations for Program submitted by voting members at least 60 days prior to the Annual Meeting but not recommended by the Board of Directors may be considered and adopted by the Annual Meeting provided that, (1) the Annual Meeting shall order consideration by a majority vote, and (2) the Annual Meeting shall adopt the item by a two-thirds vote.

Section 3. Changes in the Program in the case of altered conditions may be made, provided:

(a) information concerning the proposed changes has been sent to all members at least 14 days prior to a general membership meeting at which the change is to be discussed, and,

(b) such changes shall be adopted by a majority vote of the general membership present and voting at succeeding meeting.

Section 5 - Member Action. Members may act in the name of the LWVAF only when authorized to do so by the LWVAF board. They may act only in conformity with, and not contrary to, a position taken by the LWVAF, the LWVGA and the LWVUS.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and not inconsistent with these By-laws.

ARTICLE XII AMENDMENTS

These By-laws may be amended by a two-thirds vote of the voting members present at the annual meeting, provided that the proposed amendments were submitted to the membership in writing at least 30 days in advance of the meeting.