

BYLAWS OF THE  
LEAGUE OF WOMEN VOTERS OF MICHIGAN  
**Incorporated February 3, 1927**

**As Amended by the Twenty-ninth Biennial Convention  
May 2005**

ARTICLE I

**Name**

**Section 1. Name.**

The name of this organization shall be League of Women Voters of Michigan, hereinafter referred to in these bylaws as LWVMI. This state League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS.

**ARTICLE II**

**Purposes and Policy**

**Section 1. Purposes.**

The purposes of LWVMI are to promote political responsibility through informed and active participation of citizens 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 candidate.

**ARTICLE III**

Membership

**Section 1. Eligibility.**

Any person who subscribes to the purposes and policy of the League of Women Voters shall be eligible for membership.

**Section 2. Types of Membership.**

- a. Voting Members: Citizens at least 18 years of age who join the LWVMI shall be voting members of the local and state Leagues of their place of joining and of the LWVUS; (1) individuals 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 make lump-sum life membership payment to the LWVUS shall be paid life members and those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.
- a. Associate Members: All others who join the League shall be associate members.

**ARTICLE IV**

Local Leagues, Inter-League Organizations and Member-At-Large Units

**Section 1. Local Leagues.**

- a. Local Leagues are those Leagues within the state of Michigan that have been so authorized by the LWVUS.
  - a. The board of directors, hereinafter referred to as the state board, shall recommend to the board of the LWVUS, hereinafter referred to as the national board, that it recognize as a local League any group of members of the League in any community within the state provided the group fulfills both state and national recognition requirements. Only one local League shall be recognized in any community.
  - c. In the event of recurrent failure of a local League to fulfill these requirements, the board of the

LWVMI shall recommend to the national board that it withdraw recognition from such local League or suggest reorganization of the local League into a Member-at-Large Unit. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVMI after the national per member payment and other obligations have been met. Funds held by a local League that reorganizes into a Member-at-Large Unit or merges with another local League shall remain with the resulting Unit or local League.

**Section 2. Inter-League Organizations.**

Members enrolled in 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. The state board shall recommend to the national board that such ILO be recognized provided requirements adopted by the national convention have been met. The state board has responsibility for the guidance of ILOs. In the event of recurrent failure of an ILO to fulfill these requirements, the state board shall recommend to the national board that it withdraw recognition from such ILO. All funds held by an ILO from which recognition has been withdrawn shall be pro-rated among the member Leagues.

**Section 3. Member-At-Large Units.**

- a. The state board may authorize the establishment of Member-at-Large Units in communities in which the establishment of a recognized local League is not feasible. Member-at-Large Units shall operate within the limitations established by the LWVUS and within guidelines adopted by the state board.
- b. In the event of recurrent failure to adhere to guidelines for Member-at-Large Units or to operate within the limitations established by the LWVUS, the state board may withdraw approval of the Member-at-Large Unit. All funds held by a Member-at-Large Unit from which approval has been withdrawn shall be paid to the state League.

**ARTICLE V  
Officers**

**Section 1. Election. Qualifications and Term.**

The officers of the LWVMI shall be president, three (3) vice-presidents, a secretary and a treasurer. They shall be voting members of the LWVMI 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.

**Section 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 state board, or designate another person to do so; shall be *an ex officio* 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 state board may direct. In the event of the absence, disability, resignation or death of the president, the vice-presidents, in order of their rank (as designated by the state board at the organizational meeting), shall assume the office. If none of the vice-presidents are able to serve as president, the state board shall fill the vacancy from among the elected directors.

**Section 3. The Vice-Presidents.**

The vice-presidents shall perform such duties as the president and state board shall direct.

**Section 4. The Secretary.**

The secretary shall keep or cause to be kept minutes of convention, council and meetings of the state board. The secretary shall notify or cause to be notified all officers and directors of their election and shall perform such other duties as the president and state board shall direct.

**Section 5. The Treasurer.**

The treasurer 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 state board shall direct. The treasurer shall also perform such duties as customarily pertain to the office of treasurer, arrange for an annual

audit of the books; and, at the direction of the state board, maintain deposits in authorized financial institutions.

## **ARTICLE VI**

### **Board of Directors**

#### **Section 1. Selection, Qualifications and Term.**

The board of directors shall consist of the officers of the LWVMI, seven (7) directors elected by the convention and not more than seven (7) directors appointed by the elected members of the board. All directors shall be voting members of the LWVMI. 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.

#### **Section 2. Powers and Duties.**

The state board shall manage and supervise the business, affairs and activities of the LWVMI subject to the instruction of the convention. It shall accept responsibility for the organization and development of local Leagues and 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 it. It shall have the power to create such special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

#### **Section 3. Board Liability.**

No volunteer director of the state board shall be personally liable to the organization or its members for any monetary damages for breach of the fiduciary duties as a director; except that this provision shall not eliminate or limit the liability of a volunteer director for any of the following reasons:

- a. A breach of the director's duty of loyalty to the organization or its members.
  - a. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
  - a. A violation of Section 551(1) of the Michigan Non-Profit Corporation Act as amended.
  - b. An act or omission occurring before January 1, 1988.
  - e. An act from which the director derived an improper personal benefit.
- f. An act or omission that is grossly negligent.

#### **Section 4. Executive Committee.**

The state board may appoint an executive committee consisting of no fewer than five (5) members of the board. The executive committee shall exercise such power and authority as may be delegated to it by the state board and shall report to the state board on all actions taken by it between regular meetings of the board.

#### **Section 5. Meetings.**

At least five (5) regular meetings shall be held annually at such time and place as the state board may determine. The president may call special meetings and, upon the written request of five(5) members of the state board, shall call a special meeting. Notice of all regular meetings shall be given by mail, fax, email or telephone at least two (2) weeks before the meeting and notice of all special meetings shall be so given at least six (6) days before the meetings. During a convention or council meeting the president may, or upon the request of five state board members shall, call a special meeting by giving written notice to each member of the state board.

No action taken at any regular state board meeting attended by the majority of the members of the state board shall be invalidated because of the failure of any member or members of the state board to receive any notice properly sent or because of any irregularity in any notice actually received. Any League member shall have the privilege of observing a state board meeting; however, permission to bring business before the state board must be obtained prior to the meeting.

**Section 6. Quorum.**

A majority of the members of the board of the LWVMI shall constitute a quorum. Any one (1) or more members of the state 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.

**Section 7. Expedited Decisions.**

When timely decisions are required, email or conference call shall be an acceptable meeting alternative. Decisions shall be recorded in the minutes of the next regularly scheduled board meeting.

**ARTICLE VII  
State Convention**

**Section 1. Place, Date and Call.**

A convention of the LWVMI shall be held biennially in odd-numbered years at a time and place determined by the state board. Dates listed in the official LWVMI calendar shall constitute a first call to convention and shall be sent to the presidents of local Leagues, ILOs and to the chairs of Member-at-Large Units at least four (4) months before the date fixed in said call. Thereafter, the state board may advance or postpone this date by not more than two (2) weeks. A final call, giving the exact time and place of the convention, shall be issued at least six (6) weeks before its opening session.

**Section 2. Composition.**

The state convention shall consist of:

- a. The presidents of the local Leagues or an alternate, in the event the president is unable to attend;
- b. Delegates chosen by members of local Leagues as follows: one delegate in addition to the President or alternate; when local League membership reaches 25 voting members, the local League shall be entitled to one additional delegate; thereafter one additional delegate shall be authorized for each additional 25 voting members or major fraction thereof; (e.g. 3 delegates for 25-37 members, 4 delegates for 38-62 members, 5 delegates for 63 to 87 members, etc.) The official membership count shall be determined by state office records based on the official count reported to LWVMI from LWVUS for the year in which the convention is held;
- c. One (1) delegate chosen by the board of each recognized inter-League organization;
- d. One (1) delegate chosen by the members of each Member-at-Large Unit;
  - a. One (1) delegate for each forty (40) members-at-large, selected according to state board-established guidelines; and
  - b. The members of the state board.

**Section 3. Delegates' Qualifications and Voting.**

All delegates shall be voting members of the LWVMI. Each delegate representing a local League shall be entitled to vote only if that League has met its per member payment responsibilities. Per member payment must be paid through the third quarter of the current year in which convention takes place. The state 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.

**Section 4. Powers.**

The convention shall adopt a program; elect officers and directors, the chair and two (2) members of the nominating committee; adopt budgets for the ensuing two (2) fiscal years; adopt the per member payment for the ensuing two (2) fiscal years; and transact such other business as may properly come before it.

**Section 5. Quorum.**

Twenty percent of the possible number of voting delegates other than members of the state board shall constitute a quorum provided that a majority of local Leagues are represented.

**Section 6. Minutes Reading Committee.**

The state board shall appoint a minutes reading committee with the power to approve the minutes, to be composed of a least three (3) voting delegates from three local Leagues. The committee shall receive the minutes from the secretary for correcting not later than three (3) months after convention and shall return the corrected minutes to the secretary not later than two (2) months after receiving them.

**ARTICLE VIII  
State Council**

**Section 1. Convening a Council**

If the state board or twenty-five percent (25%) of local Leagues determine that a change in program or budget is necessary or that other official business must be transacted between conventions, the state board shall convene a council meeting at a time and place it shall determine.

**Section 2. Procedures**

The council may change the program or budget upon recommendation of the state board or a local League using the following procedure:

- a. At least eight (8) weeks before the meeting, any local League proposing a change shall submit it to the state board.
- a. At least six (6) weeks before the meeting, the state board shall send notice of the meeting and all proposed changes to the presidents of local Leagues and ILOs and to the chairs of Member-at-Large Units.
- a. Any change proposed by a local League and not recommended by the state board shall first require a majority vote of the council for consideration.
- d. A two-thirds (2/3) vote shall be required to adopt any change.

**Section 3. Composition.**

The council shall consist of:

- a. The presidents of the local Leagues or an alternate in the event the president is unable to attend;
  - b. One (1) delegate chosen by the board of each local League;
  - c. One (1) delegate chosen by the board of each recognized inter-League organization;
- a. One (1) delegate chosen by the members of each Member-at-Large Unit;
  - e. One (1) delegate for each forty (40) members-at-large, selected according to state board-established guidelines; and
  - f. The members of the state board.

**Section 4. Delegates' Qualifications and Voting.**

All delegates shall be voting members of the LWVMI. Each delegate representing a local League shall be entitled to vote only if that League has met its per member payment responsibilities. Per member payment must be paid through the three quarters preceding the convening of the council. The state board may make an exception in the case of proven hardship. No delegate shall be entitled to more than one (1) vote, and absentee or proxy voting shall not be permitted.

**Section 5. Quorum.**

A quorum shall consist of a majority of the voting delegates registered at the council provided that not less than fifty percent (50%) of the local Leagues in Michigan are represented at the council.

**Section 6. Minutes Reading Committee.**

The state board shall appoint a minutes reading committee, with the power to approve the minutes, to be composed of a least three (3) voting delegates from three local Leagues. The committee shall receive the minutes from the secretary for correcting not later than three (3) months after the council and shall return the corrected minutes to the secretary not later than two (2) months after receiving them.

**Section 7. Special Emergency Council Meeting.**

- a. In case of an extreme emergency a special council may be called by the state board, providing written notice of date, place and purpose has been sent at least two (2) weeks prior to the meeting.
- b. Any local League may petition the state board for a special council meeting.
- c. Any action taken by this special meeting requires a two-thirds vote of the council.

- d. A quorum shall be the same as for a regular council meeting.
- e. The special council shall be authorized to alter the program and budget.

**Section 8. A Conference.**

A conference may be held at the same time and place as council to include workshops open to all League members and other activities as deemed appropriate by the state board.

**ARTICLE IX  
Nominations and Elections**

**Section 1. Nominating Committee.**

The nominating committee shall consist of five (5) members. The chair and two (2) members, who shall not be members of the state board, shall be elected by the convention. Immediately after convention, the state board shall appoint two (2) of its members to the committee. Vacancies shall be filled by appointment by the state board.

**Section 2. Suggestions for Nominations.**

The chair of the nominating committee shall request suggestions for nominations through the presidents of each local League and ILO and the chair of Member-at-Large Units by advising them of the offices to be filled and the address to which suggestions are to be sent. Members may submit suggestions directly to the committee.

**Section 3. Report of Nominating Committee.**

The report of the nominating committee, containing its nominations for officers and directors and the chair and two (2) members of the next nominating committee, shall be sent to the presidents of local Leagues and ILOs, and the chairs of Member-at-Large Units at least six (6) weeks before 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.

**Section 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 X  
Principles and Program**

**Section 1. Principles.**

The Principles are concepts of government adopted by the national convention and supported by the League as a whole 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.

**Section 2. Program.**

The program of the LWVMI shall consist of action to implement the Principles and those state governmental issues chosen by the convention for concerted study and action as follows:

- a. Local League boards may make recommendations for state program to the state board at least three (3) months before the convention. Any League that plans to propose the adoption or amendment of a state League position by concurrence on the floor of convention shall send 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.
- b. The state board shall consider these recommendations and formulate a proposed program which shall be sent to the presidents of local Leagues and ILOs, and to the chairs of member-at-large units at least six (6) weeks before the convention.
- a. The convention shall adopt a program by a majority vote on each subject presented to it. A

program recommendation submitted by a local League at least three (3) months before the convention but not proposed by the state board may be adopted only if consideration is ordered by majority vote of the convention and the vote on adoption comes at a following session and receives a majority vote. A two-thirds (2/3) vote is required to amend or adopt a state League position by concurrence on the floor of convention.

**Section 3. Program Action.**

Local Leagues and ILOs may act on state program only in conformity with positions taken by the LWVUS or the LWVMI. Members may act in the name of the LWVMI or the LWVUS only when authorized to do so by the appropriate board.

ARTICLE XI  
National Convention and Council

**Section 1. National Convention.**

The state board shall elect delegates to the national convention in the number allowed the LWVMI under the provisions of the bylaws of the LWVUS.

**Section 2. National Council.**

The state board shall elect delegates to the national council in the number allowed the LWVMI under the provisions of the bylaws of the LWVUS.

ARTICLE XII  
Financial Administration

**Section 1. Fiscal Year.**

The fiscal year of the LWVMI shall be from July 1 to June 30 of each year.

**Section 2. Financial Support.**

Each local League shall make an annual per member payment to the LWVMI in an amount to be determined by a three-fifths vote at each convention of those present and voting. When two (2) 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. A local League shall be excused from making a per member payment for paid life or honorary life members. Each member-at-large shall pay annual dues to the LWVMI in an amount set by the state board.

**Section 3. Budget Committee.**

The budget shall be prepared by a committee which shall be appointed for that purpose at least 26 weeks before the state convention or state council. The treasurer shall be, *ex officio*, a member of the budget committee but shall not be eligible to serve as chair.

**Section 4. The Budget.**

The state board shall send to the presidents of local Leagues and ILOs and to the chairs of member-at-large units, at least six (6) weeks before the state convention, the proposed budgets to provide support for the LWVMI for each of the two ensuing fiscal years. A 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. Failure of presidents and Member-at-Large unit chairs to notify their members of the proposed budgets shall not invalidate the adoption of the budgets.

**Section 5. Distribution of Funds on Dissolution.**

In the event of the dissolution of the LWVMI all moneys and securities which may at the time be owned by or under the control of the LWVMI shall be paid to the LWVUS after the state board has paid or made provision for the payment of all the liabilities of the LWVMI. All other property of whatsoever

nature, whether real, personal, or mixed which may at the time be owned or under the control of the LWVMI shall be disposed of to such person, organization, or corporation for such public charitable or educational use and purposes as the state board in its absolute discretion may designate.

**Section 6. Transfers of Property.**

The consent of the state board and the signature of two (2) officers shall be necessary to endorse, transfer and deliver any certificate of stock, bond, note or other security or property in the name and behalf of the LWVMI.

**ARTICLE XIII  
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

These bylaws may be amended at any convention by a two-thirds vote provided that the proposed amendment was submitted to the state board at least three (3) months before convention by a local board, ILO board, or unit-at-large, or has been proposed by the state board. The state board shall send all such proposed amendments to the presidents of local Leagues and ILOs and chairs of member-at-large units at least six (6) weeks before convention.