

**BYLAWS OF
League of Woman Voters of Roseville Area LLC
January 24, 2024**

ARTICLE I. NAME

The name of this organization shall be League of Women Voters of Roseville Area, hereinafter referred to in these bylaws as LWVRA or as the League. This local League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS, and of the League of Women Voters of Minnesota, hereafter referred to as LWVMN.

ARTICLE II. PURPOSES AND POLICY

SECTION 1. PURPOSES. The purposes of LWVRA are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

SECTION 2. POLICIES.

- a. LWVRA will not support or oppose any political party or any candidate.
- b. LWVRA is fully committed to ensure compliance – in principle and in practice – with LWVUS’ Diversity, Equity, and Inclusion Policy.

ARTICLE III. MEMBERSHIP

SECTION 1. ELIGIBILITY. Any person who subscribes to the purposes and policies of the League of Women Voters (LWV) will be eligible for membership.

SECTION 2. TYPES OF MEMBERSHIP.

- a. Voting members. Persons at least 16 years of age who join LWVRA also will be voting members of LWVMN and LWVUS.
 1. Individuals who live within the area of a local LWV may join that LWV or any other local LWV.
 2. Individuals who reside outside the area of any local LWV may join a local LWV or become state members.
 3. Individuals who have been members of LWVUS for 50 years or more will be honorary life members excused from the payment of dues.
 4. Those who are students are defined as individuals enrolled either as full or parttime with an accredited institution.
- b. Associate (non-voting) members. All others who join LWVRA or LWVMN will be associate members.

SECTION 3. RIGHTS OF MEMBERS. Voting Members shall have the right to attend, participate in and vote at all meetings of the Local Members. Voting Members are also eligible to serve on the Board of this Local League, as officers of this Local League and as delegates to the Convention, Council and similar meetings of League of Women Voters Minnesota.

ARTICLE IV. MEETINGS OF LOCAL MEMBERS

SECTION 1. ANNUAL MEETINGS. The Board shall cause a meeting of the Members to be held on an annual basis for the transaction of such business as may come before the meeting. The President and Treasurer shall also report at the annual meeting on the activities and financial

condition of this League. Such annual meeting shall be held on a date, time and place agreed to by the Board and convenient to the members of this League.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Members may be called for any purpose or purposes at any time by: the President, the Board, or ten percent (10%) of the Members. Special meetings shall be held on the date and at the time and at a place convenient to the members of the League, fixed by the President or the Board.

SECTION 3. NOTICE. Notice of all meetings of Members shall be given to every Member, except where the meeting is an adjourned meeting and the date, time and place of the meeting were announced at the time of adjournment. The notice shall contain the date, time and place of the meeting, or if the meeting is to be held remotely, the means of remote communication, and be given at least ten (10) days before the date of the meeting and not more than ninety (90) days before the date of the meeting. In the case of a special meeting, the notice shall contain a statement of the purposes of the meeting. The notice may also contain any other information deemed necessary or desirable by the Board or by any other person or persons calling the meeting. Notice may be sent by United States mail or by a form of electronic communication consented to by the Member to whom the notice is given.

SECTION 4. QUORUM. The presence of ten percent (10%) of the Members shall constitute a quorum for the transaction of business at any meeting of the Members. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment even though the withdrawal of a number of Members originally present leaves less than the proportion or number otherwise required for a quorum.

SECTION 5. MANNER OF ACTING. The Members shall take action by the affirmative vote of a majority of the Members present. Proxy voting is not allowed.

SECTION 6. VOTING RIGHTS. Each Member shall have one (1) vote on each matter to be voted on by the Members.

ARTICLE V. BOARD

SECTION 1. GENERAL POWERS. The affairs of this League shall be governed by or under the direction of its Board.

SECTION 2. NUMBER. The Board shall consist of such number of persons as determined by the Members.

SECTION 3. ELECTION AND TERM. The Voting Members shall elect persons to serve on the Board. A member of the Board shall serve until the next annual meeting of the Members or until a successor has been duly qualified and elected or until the person dies, resigns or is removed. The Members at the annual meeting may choose to establish additional policies related to the term and election of the Board so as to promote good leadership, management

and transition. These policies may include terms longer than one year, or elections of certain offices in alternate years.

SECTION 4. RESIGNATION AND REMOVAL. A member of the Board may resign at any time, effective immediately or at a later date specified in the resignation, by giving written notice to the President. The Board shall not be required to accept the resignation in order to make it effective. A member of the Board may be removed at any time, with or without cause, by the Members.

SECTION 5. FILLING VACANCIES. Vacancies on the Board caused by death, disqualification, resignation, removal, creation of new directorships or such other cause, shall be filled by the Board. A person filling a vacancy shall hold office until the earlier of: the next annual meeting, until his or her successor been duly qualified and appointed, or his or her earlier death, disqualification, resignation or removal.

SECTION 6. COMPENSATION. No person shall receive compensation for serving on the Board, but nothing in these Bylaws shall be construed to preclude any person from serving this League in any other capacity and receiving compensation therefore. In addition, a Member of the Board may be reimbursed for reasonable out-of-pocket expenses incurred by the Member in rendering services to this League, as the Board from time to time determines such services to be directly in furtherance of the purposes and in the best interest of this League.

SECTION 7. COMMITTEES OF THE BOARD. The Board may establish committees of the Board and determine the number and the identity of persons to serve on such committees. Committee members must be natural persons, but need not be members of the Board. Unless otherwise determined by the Board, all committees shall make recommendations to the Board and shall not have the authority to act on behalf of the Board.

ARTICLE VI. MEETINGS OF THE BOARD

SECTION 1. ANNUAL MEETING. The annual meeting of the Board shall be held at the time and place designated by the Board.

SECTION 2. REGULAR MEETINGS. Regular meetings of the Board shall be held as announced by the Board.

SECTION 3. OTHER MEETINGS. Other meetings of the Board may be called at any time, for any purpose, by the President or any three members of the Board. Notice of every such meeting of the Board shall be given to each member of the Board at least five (5) days before the day on which the meeting is to be held, via U.S. mail, or by delivery in person, e-mail, or telephone.

SECTION 4. QUORUM. A Board meeting at which at least a majority of the members of the Board are present shall constitute a quorum for the transaction of business. If, however, such quorum shall not be present at any such meeting, the members of the Board who are present

thereat shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. The existence of a quorum is determined when a duly called meeting is convened.

SECTION 5. VOTING. Only members of the Board who are present at a meeting may vote. There shall be no voting by mail or proxy. Each member of the Board shall be entitled to only one vote on any matter brought before any meeting of the Board. Unless otherwise required by law or by the Articles of Organization, the affirmative vote of a majority of the members of the Board at a duly held meeting of the Board shall govern in every matter voted upon and shall constitute a duly authorized action of the Board.

SECTION 6. PRESENCE AT MEETINGS. A member of the Board or of any committee, as applicable, may participate in a meeting of the Board or any committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other. Participation in a meeting by such means constitutes presence at the meeting for purposes of calculating a quorum.

SECTION 7. MEETINGS WITHOUT NOTICE. Any member of the Board may, in writing or orally, either before, at, or after any meeting of the Board, waive notice thereof and, without notice, any member of the Board by attendance at such meeting and participation therein shall be deemed to have waived notice of the action or actions taken at any meeting of the Board.

SECTION 8. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed, or consented to by authenticated electronic communication, by the number of members of the Board that would be required to take the same action at a meeting of the Board at which all members of the Board were present. If written action is taken by fewer than all members of the Board, the remaining members shall be notified promptly of that action.

ARTICLE VII. OFFICERS

SECTION 1. NUMBER AND APPOINTMENT. The officers of this League shall consist of a President, a Treasurer, and such other officers as the Members shall determine from time to time. The Members shall elect the officers.

SECTION 2. VACANCIES. A vacancy in any office occurring by reason of death, disqualification, resignation or removal, or other circumstance shall be filled for the unexpired portion of the term by appointment of a successor by the Board.

SECTION 3. BOND. The Board shall, from time to time, determine which, if any, of the officers, agents or employees of this League shall be bonded and the amount of each bond.

SECTION 4. REMOVAL OF OFFICER. Any officer may be removed at any time by the Board at any regular meeting or at a special meeting called for that purpose.

SECTION 5. RESIGNATION. Any officer may resign at any time. Such resignation shall be made in writing to the President and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President. The Board shall not be required to accept the resignation in order to make it effective.

ARTICLE VIII: ELECTRONIC MEETINGS

Regular meetings of the board, special meetings of the board, Convention, Council, and committees are authorized to meet by electronic means so long as all members can simultaneously hear each other and participate during the meeting. An anonymous vote conducted through a designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

ARTICLE IX. AMENDMENTS

Any proposed amendment of these Bylaws requires the approval of a majority of the Voting Members attending the annual or special meeting, provided that written notice has been sent to each Voting Member at least ten (10) days in advance of the date of the meeting at which the proposed amendment is to be considered. The notice shall state the text of the proposed amendment or amendments. Any proposed amendment of these Bylaws also requires the approval of the Board of League of Women Voters Minnesota.