

BYLAWS
OF
LEAGUE OF WOMEN VOTERS OF
ROSEVILLE AREA LLC

May 4, 2021

ARTICLE I
SUBSIDIARY ORGANIZATION

The name of this organization shall be League of Women Voters of Roseville Area, LLC, hereinafter referred to in these bylaws as the Local League. This Local League is a wholly-owned subsidiary of League of Women Voters of Minnesota Education Fund, a Minnesota nonprofit corporation described in Section 501(c)3 of the Internal Revenue Code, d/b/a League of Women Voters Minnesota.

ARTICLE II
PURPOSES AND POLICY

Section 2.1 Purposes. The purposes of League of Women Voters of Roseville Area, , LLC are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2.2 Policies. The policies of the LWVRA are

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

ARTICLE III
LOCAL MEMBERS

Section 3.1 Eligibility. Any person who subscribes to the purposes and policy of the League shall be eligible for membership.

Section 3.2 Types of Membership.

A. Voting Members. Persons at least 16 years of age who join the League shall be voting members of local LWVs, state Leagues and of the LWVUS;

- 1. Persons at least 16 years of age who join the League shall be voting members of local LWVs, state Leagues and of the LWVUS;
 - a. Individuals who live within an area of a local League may join that League or any other local League;
 - b. Those who reside outside the area of any local League may join a local League or shall be state members-at-large,
 - c. Those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.
 - d. 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.

Section 3.3 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, officers of this Local League and as delegates to the Convention, Council and similar meetings of League of Women Voters Minnesota.

Section 3.4 Term of Membership. The term of membership shall be established by the Members at the annual meeting.

Section 3.5 Membership Dues. The amount of annual membership dues shall be established by the Members at the annual meeting.

Section 3.6 Non-transferability of Memberships. A Member may not transfer a membership in this local League or a right arising from it.

Section 3.7 Resignation. A Member may resign at any time. The resignation of a Member does not relieve the Member from any obligations the Member may have to this Local League for membership dues, assessments, etc.

Section 3.8 Termination of Membership. The Board may terminate the membership of any person who fails to comply with the conditions of membership as established by the Board.

Section 3.9 Acceptance of Membership. A person shall not be deemed to be a Member of this Local League unless and until the person has been accepted as a Member in accordance with policies and procedures established by the Board.

ARTICLE IV MEETINGS OF LOCAL MEMBERS

Section 4.1 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 Local 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 Local League.

Section 4.2 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 Local League, fixed by the President or the Board.

Section 4.3 Member meetings held solely by means of remote communication. An annual or special meeting of members may be held solely by one or more means of remote communication, if notice of the meeting is given to every member entitled to vote, and if the number of members with voting rights participating in the meeting is sufficient to constitute a quorum at a meeting. Participation by a member by that means constitutes presence at the meeting in person.

Section 4.4 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 4.5 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 4.6 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 4.7 Voting Rights. Each Member shall have one (1) vote on each matter to be voted on by the Members.

ARTICLE V BOARD

Section 5.1 General Powers. The affairs of this Local League shall be governed by or under the direction of its Board.

Section 5.2 Number. The Board shall consist of such number of persons as determined by the Members.

Section 5.3 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 5.4 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 5.5 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 5.6 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 Local 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 Local 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 Local League.

Section 5.7 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 6.1 Annual Meeting. The annual meeting of the Board shall be held at the time and place designated by the Board.

Section 6.2 Regular Meetings. Regular meetings of the Board shall be held as announced by the Board.

Section 6.3 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, no later than twenty-four (24) hours before the meeting is to be held.

Section 6.4 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 6.5 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 6.6 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 6.7 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 6.8 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 7.1 Number and Appointment. The officers of this Local 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 7.2 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 7.3 Bond. The Board shall, from time to time, determine which, if any, of the officers, agents or employees of this Local League shall be bonded and the amount of each bond.

Section 7.4 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 7.5 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 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.