

LEAGUE OF WOMEN VOTERS OF ALASKA
BYLAWS
As amended April 2021 (2018)

The League of Women Voters of Alaska was originally incorporated February 1, 1968, as the League of Women Voters of Alaska Education Fund, and re-incorporated on January 1, 2003. On March 12, 2018, the Education Fund board members voted to merge with the League of Women Voters in a way that left the League of Women Voters Education Fund as the Surviving entity. At this time, the LWVAK Education Fund board also agreed that the Surviving entity would change its name to the League of Women Voters of Alaska. On April 29, 2018, the board and membership of the League of Women Voters voted to merge with the LWVAK Education Fund and approved the name change. These bylaws were then adopted by the Board and Membership of the League of Women Voters of Alaska on April 29, 2018.

ARTICLE I

Name

Section 1. Name. The name of this organization shall be the League of Women Voters of Alaska (*LWVAK*). The League of Women Voters of Alaska is an integral part of the League of Women Voters of the United States (*LWVUS*).

ARTICLE II

Purposes and Policy

Section 1. Purpose. The purpose of the League of Women Voters of Alaska is to promote political responsibility through informed and active participation in government and to act on selected governmental issues. The LWVAK 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 provisions of these bylaws, LWVAK shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provision of the Internal Revenue Code. No substantial part of the activities of the League of Women Voters of Alaska shall be attempting to influence legislation.

Section 2. Political Policy. The policies of the League of Women Voters of Alaska are

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

III

Incorporation, Offices and Corporate Seal

Section 1. Incorporation. The Certification of Incorporation for LWVAK was issued as a non-profit corporation in 2018. See the first paragraph for more information on history.

Section 2. Principal Office. Besides its known place of business, which shall be the office of its initial registered agent, LWVAK may also maintain offices at other places within the State of Alaska. The

Board of Directors may designate where the business of LWVAK may be transacted with the same effect as though done at the principal office.

Section 3. Corporate Seal. A corporate seal shall not be required for any instrument executed by or on behalf of LWVAK to be valid.

ARTICLE IV Membership

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the League shall be eligible for membership. The LWVAK is committed to diversity and there shall be no barriers to participation in any activity of LWVAK based on gender, race, creed, age, sexual orientation, national origin or disability.

Section 2. Types of Membership.

- a. **Voting Member.** Persons at least 16 years of age residing within Alaska who join the League of Women Voters shall be voting members of local Leagues or state members-at-large, of the LWVAK and of the LWVUS.
 - (1) **Local League Members.** Members who live within an area of a local League may join that League.
 - (2) **Members-at-Large.** Members who reside outside the area of any local League, and who have not joined a nearby local League, shall be state members-at-large of the LWVAK.
 - (3) **Honorary Member.** Those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.
- b. **Associate Members.** Associate members shall be all others who join the League.

ARTICLE V Terminology Used in These Bylaws

Section 1. Terminology. In the interest of clarity, uniformity and reducing redundancy, the following terminology is used throughout these bylaws:

- a. **LWVAK.** League of Women Voters of Alaska.
- b. **LWVUS.** League of Women Voters of the United States.
- c. **State Board.** League of Women Voters of Alaska Board of Directors.
- d. **National Board.** League of Women Voters of the United States Board of Directors.
- e. **MAL Unit.** Members-at-Large unit.

ARTICLE VI

Recognition and Withdrawal of Recognition of Local Leagues and Members-at-Large Units

Section 1. Local Leagues.

- a. Local Leagues are those Leagues that have been recognized by the LWVAK and the LWVUS.
- b. The state board shall recommend to the national board that the LWVUS recognize as a local League any group of League members in a community within the state of Alaska that has fulfilled the requirements of the LWVAK and those adopted by the national convention.
- c. The State board may recommend to the national board that the LWVUS withdraw recognition of a local League for recurrent failure to fulfill recognition requirements.

Section 2. Members-at-Large Units.

- a. The state board may establish members-at-large units in the State of Alaska in which the establishment of a recognized local League is not feasible. MAL_units shall operate within the guidelines and limitations established by the LWVAK and LWVUS.
- b. The state board may withdraw approval of a MAL unit for recurrent failure to adhere to guidelines or to operate within the limitations established by the LWVAK and LWVUS.

Section 3. Investigation, Hearing and Distribution of Funds. Recognition, endorsement or approval may be withdrawn only upon full investigation and after the local League involved has had an opportunity to be heard by a committee of the state board and national board. Upon withdrawal of recognition, endorsement, or approval of a local League, all funds shall be paid to the LWVAK. All liabilities shall be discharged prior to distribution of funds.

ARTICLE VII

Officers: Job Description, Powers, Duties, and Responsibilities

Section 1. Enumeration, Qualifications, Election and Term. The officers of the LWVAK shall be president, vice-president, immediate past-president, secretary, and treasurer. Two individuals may share the same position. Officers shall be voting members of the LWVAK. The president, vice-president, and immediate past president shall be elected for a term of one year. The secretary and treasurer shall be elected for a term of two years with the secretary being elected in even years and the treasurer being elected in odd years. They shall be elected by the LWVAK convention and shall hold office for their respective terms or until their successors have been elected.

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, ex-officio, a member of all

committees except the nominating committee; may sign or endorse checks and other instruments in the absence of the treasurer; and shall perform such other duties as the state board may direct. When necessary, the president may appoint a committee of state board members to advise the president on specific matters. The vice-president shall assume the duties of the president in the event the president is unable to serve. If the vice-president is unable to serve as president, the board shall fill the vacancy from among the elected directors.

Section 3. The Vice- President. *The vice-president shall in the event of absence, disability, resignation, or death of the president, possess all the powers and perform all the duties of that office. If the vacancy in the office of the president is of a permanent nature, the vice-president may, if willing, serve as president for the remainder of the term. If the vice-president is not willing or is unable to so serve, the Board of Directors shall select one of its member to fill the vacancy.* The vice-president shall perform such duties as the president and the state board shall direct.

Section 4. The Immediate Past-President. The immediate past president shall serve as consultant and trainer to the LWVAK president and board regarding League policy and procedure. The immediate past president may also hold another position on the LWVAK board.

Section 5. The Secretary. The secretary shall perform such duties as customarily pertain to the office; shall keep minutes of the LWVAK conventions and meetings of the state board; shall sign, with the president, all contracts and other instruments when authorized by the state board; and shall perform other duties as the president and state board may direct.

Section 6. The Treasurer. The Treasurer shall perform such duties as customarily pertain to the office; shall be custodian of all funds of the LWVAK; shall deposit such funds in a bank designated by the state board; shall make disbursements as necessary upon the authorization of the state board; shall report at each regular state board meeting the current balance of funds and all receipts and expenditures for the preceding period; shall present a financial report of receipts and expenditures to a regular convention of the LWVAK; and shall perform such other duties as the president and state board may direct. The treasurer shall be an ex-officio, non-voting member of the budget committee and the in-house audit committee. *The treasurer shall have charge of the preparation and filing of such financial statements, reports and returns as may be required by law and shall keep all financial records in chronological order for a seven-year period in order to provide an accurate historical record.*

ARTICLE VIII **Board of Directors**

Section 1. Selection, Qualifications and Term. The board of directors shall consist of the officers of the LWVAK, four directors elected by the convention, and not more than two directors appointed by the elected members of the state board. All directors shall be voting members of the LWVAK. Two directors shall be elected in even years and two in odd years. Elected directors shall hold office for a term of two years or until their successors have been elected and qualified. The term of office of the appointed directors shall expire at the end of the

next convention. Vacancies, other than the presidency, may be filled by vote of the remaining members of the state board.

Section 2. Resignation and Removal If a board member is absent for three consecutive board meetings without a valid reason as determined by the board, it shall constitute a resignation. The state board may remove a member for cause as determined by the state board upon a two-thirds (2/3) vote. Failure to observe the conflict of interest procedures outlined in Section 11, sub-section (b) of this article will result in the resignation or removal of the board member.

Section 3. Powers and Responsibilities.

- a. The state board shall manage and supervise the business, affairs and activities of the LWVAK subject to the instructions of the convention, and shall plan and direct the work necessary to carry out the program of the LWVAK as adopted by the convention. It shall have the power to create either standing or ad hoc committees as it deems necessary. The state board is responsible for the financial development of the LWVAK requisite to further the work of the League as a whole, and the organization and development of local Leagues and MAL units within the state of Alaska. It shall perform such other duties and matters as are specified in these bylaws and as the national board may from time to time delegate to it.
- b. The corporation may indemnify the directors for actions taken while serving on the board.

Section 4. Executive Committee. The state board may appoint an executive committee consisting of no fewer than three members of the board. The president may appoint two additional members of the board to serve on the executive committee. The executive committee shall exercise such power and duties of the state board when immediate action is necessary and a meeting of the full state board is not feasible. The executive committee shall report to the state board on all actions taken by it between regular meetings of the state board.

Section 5. Regular Meetings. There shall be at least four regular meetings of the state board annually to be held at such date, time, place and method as the state board may determine. Members of the state board shall be notified of all regular meetings at least ten days before any such meeting, giving the time and place of the meeting and the method by which the meeting will be held.

Section 6. Special Meetings. The president may call special meetings of the state board, and shall call a special meeting upon the request of three members of the state board. Members of the state board shall be notified of the date, time, place and purpose of a special meeting, and the method by which it will be held, at least 24 hours prior to a special meeting.

Section 7. Quorum. A majority of the state board shall constitute a quorum at regular and special state board meetings.

Section 8. Open Meetings. All meetings of the state board shall be open to League members. Non-board members shall have the privilege of the floor but may not vote.

Section 9. Communications. Any materials pertinent to any board meeting or convention may be transmitted by postal mail, fax or electronic mail.

Section 10. Records. The Board shall ensure that correct and complete books and records are maintained, and shall keep minutes of its proceedings and of any committees having authority of the board of directors. Directors are obligated to insure the finances of LWVAK are managed according to State Law and Internal Revenue Service requirements.

Section 11. Conflict of Interest. All board members of the League of Women Voters of Alaska (LWVAK) shall scrupulously avoid conflicts of interest between interests of LWVAK on the one hand, and their personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. Each board member has a duty to place the interest of LWVAK foremost in any dealings with or on behalf of LWVAK and has a continuing responsibility to comply with the requirements of this policy. A copy of the LWVAK Conflict of Interest Policy shall be given to each board member at the beginning of her/his term of office. The policy shall be reviewed annually at the first meeting of the duly elected board of directors.

a. Definition. No board member may obtain for her/himself, or for members of his/her immediate family, or for other organizations for which she/he is also board member or key staff member, a material interest of any kind from her/his association with LWVAK.

b. Disclosure. Each board member shall disclose to the LWVAK board any personal interest which she/he may have in any matter pending before LWVAK and shall refrain from participation in any decision on such matter.

c. League Property and Representation. The materials, products, designs, plans, ideas, and data of LWVAK are the property of LWVAK and may not be given to an outside firm or individual except through normal channels and with appropriate authorization. Board members may serve on other boards and organizations. However,, unless clearly designated, appointees are not official representatives of LWVAK. LWVAK board members may find it necessary to lobby legislators on a variety of issues in the course of their employment or service on another board. In such cases, they must be scrupulous in avoiding the impression that they represent or have the support of LWVAK.

d. Violations. If the LWVAK board of directors has reasonable cause to believe that a board member has failed to disclose actual or possible conflicts of interest, it shall inform the board member of the basis for such belief and afford the board member an opportunity to explain the alleged failure to disclose. If, after hearing the board member's response and after making further investigation as warranted by the circumstances, the board of directors determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IX

Financial Administration

Section 1. Fiscal Year. The fiscal year of the LWVAK shall commence on the first day of April of each year.

Section 2. Per Member Payment (PMP). The board shall recommend to the convention a per member payment amount for the upcoming fiscal year.

Section 3. Financial Support. *Major* financial responsibility for the work of the LWVAK shall be through an annual per-member-payment to the LWVAK from the *member* sources set forth in the sub-sections (a 1 & 2) in an amount to be determined by a majority vote of those present and voting at each annual convention. *Additional support may come in forms described below in section b.*

(a). Per-Member-Payment

(1) Local Leagues.

(i) Individual. *This amount is set at each annual convention by a majority vote.*

(ii) Joint Household. When two or more members reside at the same address in a common household, the payment for the first member shall be the same amount as that set for the individual member. Payment equal to one-half (1/2) of the individual member amount shall be paid for each additional member.

(iii) Student. When a member is *a high school*, under-graduate or post-graduate student enrolled at least half-time at an accredited institution, the payment equal to one-half (1/2) of the individual member amount shall be paid.

(2) Member-at-Large (MAL). Member-at-large shall make an annual payment of dues to the LWVAK. The LWVAK, in turn, shall make a per-member-payment (PMP) to the LWVUS in an amount required by the LWVUS.

(b). Additional Financial support. Financial support beyond member payments may at times include such sources as a silent auction, member or public donations, and nonpartisan grants to foster civic education with a focus on voter education and registration.

Section 4. Budget Committee. A proposed budget shall be prepared by a committee appointed by the state board for that purpose, and shall be submitted to the state board in time for review and approval before submission to local Leagues as set forth in Section 4 of this Article. The treasurer shall be an ex-officio member of the budget committee but shall not serve as chair.

Section 5. Budget. The state board shall send to all members of the LWVAK, through the LWVAK VOTER, a proposed budget for the next fiscal year at least four weeks prior to convention. The state board shall submit the proposed budget for adoption at the LWVAK convention.

Section 6. Distribution of Funds Upon Dissolution. In the event of the merger or dissolution of the League of Women Voters of Alaska (LWVAK) 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 the LWVAK 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 the LWVAK 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 Service 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.

Section 7. Audit Committee. The state board shall arrange for an in-house audit or review of the books of account annually, or when there is a change in the position of treasurer, by an in-house committee appointed by the state board for this purpose. The state board may arrange for an external audit by a certified public accountant at such times that the state board deems necessary or appropriate. The treasurer shall be a non-voting, ex-officio member of the in-house audit committee.

ARTICLE X

Regular and Special Conventions

Section 1. Regular Convention: Method, Call, Place and Date.

- (a) **Method.** Regular conventions may be conducted in person or by video conference.
- (b) **Call.** There shall be two calls to convention.
 - (1) First call to convention shall be sent at least three months prior to convention. The secretary shall send, by email or other means as appropriate, a notice of first call to convention to all LWVAK board members, local League presidents, and members-at-large. Local League presidents shall be responsible for notifying their respective members. The call shall contain at least the items noted in the sub-sections below.
 - (A) Method by which the convention will be held (whether in person or video conference).
 - (B) If the convention is in person, name of host League and city.
 - (C) Date of convention.
 - (2) Second and final call to convention shall be sent at least four weeks prior to convention. The secretary shall send, by e-mail or other means, as appropriate, a second call to convention to all members of the LWVAK through the LWVAK Voter. The Voter shall contain at least the following items:
 - (A) Method by which the convention will be held, (whether in person or by video conference).
 - (B) Host League and city, if method is to be in person, or name and location of conference site for each local League, if method is to be by video conference
 - (C) Date of convention.

- (D) Board recommended per-member-payment (PMP) for the upcoming fiscal year as required by Article IX, Section 2 and its sub-sections.
- (E) Proposed budget as required by Article IX, Section 4.
- (F) Nominating committee report as required by Article XI, Section 3.
- (G) Propose program as required by Article XII, Section 3.b.
- (H) Proposed bylaws amendments, if any, as required by Article XV, Section 1.a.

Section 2. Special Convention: Purpose, Place, Date, Time, and Call. A special convention of the LWVAK called for a specific purpose may be held at any time the state board deems necessary. The secretary shall send, by e-mail or other means as appropriate, the call for a special convention to all LWVAK board members, local League presidents and members-at-large. Local League presidents shall be responsible for notifying their respective members. The call for a special convention shall be sent at least three weeks prior the convention date, giving the purpose of the convention, date, and time of the convention, and method by which the convention will be held. A special convention shall be conducted by either audio or video conference only.

Section 3. Composition and Representation. A regular or special convention shall consist of:

- a. **Local Leagues.** Each local League shall be entitled to two delegates or alternates chosen by the respective Leagues. Local Leagues having more than 50 voting members shall be entitled to one additional delegate for each additional 50 voting members or major fraction thereof (i.e., 76-125 voting members would entitle a local League to three (3) delegates; 126-175 voting members would entitle a local League to four (4) delegates, etc.).
- b. **Members-at-Large Units.** Each Member-at-Large unit shall be entitled to one delegate or alternate.
- c. **State Board.** Members of the state board.
- d. **Official Membership Count.** The most current number of paid voting members of each local League, as reported on the most recent member roster report submitted to LWVUS, with a copy to the treasurer of the LWVAK, shall constitute the official membership count for the purpose of determining the number of delegates to a regular or special convention. If a local League fails to provide a copy of the current LWVUS member roster report to the LWVAK treasurer, the most recent report available shall be used.

Section 4. Qualifications of Delegates and Voting. Each delegate shall be a voting member enrolled in a recognized local League or be a state member-at-large of the LWVAK. Each delegate representing a local League shall be entitled to vote only if that League has met its per member payment responsibilities. Each delegate shall be entitled to only one vote at a regular or special convention, even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. The regular or special convention shall be the sole judge of whether a delegate is qualified to vote.

Section 5. Powers. Powers of a regular or special convention are as follows:

- a. **Regular Convention.** A regular convention shall adopt a program; elect officers, directors and members of the nominating committee; adopt a budget; and transact such other business as may properly come before it.
- b. **Special Convention.** A special convention shall transact the business for which it was called. Other items of business may be considered provided that the proposed item of business is first approved for consideration by two-thirds vote (2/3) of those present.

Section 6. Quorum. Three-fifths (3/5) of the delegates representing three-fourths (3/4) of the local Leagues and a majority of the state board shall constitute a quorum for the transaction of the business of a regular or special convention.

Section 7. Open Meetings. All regular and special convention sessions shall be open to League members. Members who are not official delegates shall have the privilege of the floor but may not vote.

ARTICLE XI **Nominations and Elections**

Section 1. Nominating Committee. The nominating Committee shall consist of three members, one of whom shall be a member of and appointed by the state board. The chair and one member, who shall not be a member of the state board, shall be elected by the regular convention. 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 and confirm nominees' willingness to serve in sufficient time to formulate a list of nominees for offices to be filled. Suggestions for nominations by local Leagues shall be sent to the chair of the nominating committee. Any LWVAK member also may submit suggestions for nominations to the chair of the nominating committee.

Section 3. Report of the Nominating Committee. The report of the nominating committee of its nominations for officers, directors and nominating committee shall be sent to all members of the LWVAK through the LWVAK Voter at least four weeks prior the convention. The report of the nominating committee shall be presented to the convention. 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 by ballot, except when there is but one nominee for an office it may be by voice vote. A majority vote shall constitute an election.

ARTICLE XII **Program**

Section 1. Principles. The governmental principles adopted by the national convention and supported by the League as whole constitute the authorization for the adoption of program.

Section 2. Program. The program of the LWVAK shall consist of action to implement the LWVUS Principles and those state governmental issues chosen for study and/or action by the convention.

Section 3. Program Selection. The program shall be selected at a regular convention using the following procedure:

- a. Local Leagues shall make recommendations for a program to the state board at least two months prior to the convention.
- b. The state board shall consider the recommendations and shall formulate a proposed program which shall be sent to all members of the LWVAK through the LWVAK Voter at least four weeks prior to the convention.
- c. The convention shall vote on each program item recommended by the state board prior to the convention and presented by it at the convention. A majority vote is required for adoption of any such program item presented.
- d. Program items recommended by local Leagues prior to the convention, but not recommended by the state board, and changes to or new program items proposed by the state board or a local League at the convention may be considered and adopted by the convention, provided that they are (1) introduced for consideration by a two-thirds (2/3) vote at the first session of the convention, and (2) following affirmative consideration, voted on at a following session of the convention with a majority vote required for adoption.

Section 4. Program Action. Local Leagues may act on state program items only when authorized to do so by the state board and in conformity with positions taken by the LWVAK. Members may act in the name of the LWVAK only when authorized to do so by the state board.

ARTICLE XIII **National Convention and Council**

Section 1. National Convention. The state board, at a meeting before the date on which names of delegates must be sent to the national office, shall elect delegates to that convention up to the number allowed the LWVAK under the provisions of the bylaws of the LWVUS.

Section 2. National Council. The state board, at a meeting before the date on which names of delegates must be sent to the national office, shall elect delegates to that council up to the number allowed the LWVAK under provisions of the bylaws of LWVUS.

ARTICLE XIV **Parliamentary Authority**

Section 1. Parliamentary Authority. The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the LWVAK in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order that the state board or convention of the LWVAK may adopt.

ARTICLE XV
Amendments and Failure to Meet Deadlines

Section 1. Amendments. These bylaws may be amended by two-thirds (2/3) vote at any regular or special convention as follows:

- a. **Regular Convention.** Bylaws may be amended at any regular convention of the LWVAK provided that the proposed amendments (1) are submitted to the state board by a local League board at least two months prior to convention, (2) have been submitted to the state board by a bylaws committee appointed by the state board, or (3) have been proposed by the state board. The state board shall send all such proposed amendments to all members of the LWVAK through the LWVAK Voter at least four weeks prior to convention.
- b. **Special Convention.** Bylaws may be amended at a special convention of the LWVAK provided that (1) the proposed amendments are submitted to the state board by either a local League or a bylaws committee appointed by the state board in sufficient time for the state board to include them in the call of a special convention or (2) the amendments are proposed by the state board and included in the call of a special convention called in accordance with Article X, Section 2.
- c. **Effective Date.** Amendments become effective at the adjournment of the regular or special convention at which they are adopted unless otherwise indicated in the proposed bylaw change.

Section 2. Failure to Meet Deadlines. No action taken by the state board or any convention shall be invalidated because of the failure to meet any of the deadlines set forth in these bylaws.

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