



GOVERNANCE COMMITTEE REPORT 2023

The LWVCO Governance Committee is recommending minor amendments to the LWVCO Bylaws. These changes are limited to:

- Article VII Board of Directors, Section 1 (p. 2). This amendment increases the maximum size of the Board of Directors from 14 members to 15 members to allow the Board additional flexibility in recruitment. The LWVCO Board has operated with 14 members since 2020 and wants the option to add another member if extraordinary abilities are offered.
- Article XII Program: Issues for Study and Action, Section 2 (pp. 4-5). This amendment removes the need for Local Leagues to request permission from LWVCO to undertake a study for a new or amended position and instead requires notification. This is part of an ongoing effort to equalize the relationship between Local and the state Leagues while maintaining necessary oversight and support of study activities. Upon notification, the LWVCO Board and staff will connect the study group with the corresponding Task Force, which will provide support, member recruitment, and needed resources.

Following is a red-lined copy of current Bylaws, detailing the changes.

Any questions should be directed to LWVCO Secretary Veniece Miller (veniece.miller@gmail.com) or Executive Director Beth Hendrix (bhendrix@lwvcolorado.org; 303-863-0437).

Respectfully submitted,

Veniece Miller
LWVCO Secretary



BYLAWS
LEAGUE OF WOMEN VOTERS OF COLORADO
Approved by membership 5/21/2022

ARTICLE I
NAME

The name of this organization shall be League of Women Voters of Colorado, hereinafter referred to in these bylaws as LWVCO.

ARTICLE II
PURPOSES AND POLICIES

Sec. 1. Purposes. The purposes of the LWVCO are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2. Policies. The policies of the LWVCO are

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

ARTICLE III
MEMBERSHIP

Sec. 1. Eligibility. Any person who subscribes to the purposes and policy of the LWVUS shall be eligible for membership.

Sec. 2. Types of Membership.

A. *Voting Members.* Persons at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues and of the LWVUS; (1) those 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 have been members of the League for 50 years or more shall be life members excused from the payment of dues; [4] 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.

ARTICLE IV
NONDISCRIMINATION

Sec 1. Diversity, Equity, Inclusion, Nondiscrimination. The League is fully committed to ensure compliance in principle and practice with LWVCO's inclusion and nondiscrimination policy.



ARTICLE V POWERS OF MEMBERS

Sec. 1. Powers of Members. The powers of members are limited to those specified in Article XII Annual Meeting.

ARTICLE VI OFFICERS

Sec. 1. Enumeration and Election of Officers. The officers of the LWVCO shall be a president, one or more vice-presidents, a secretary and a treasurer for a two-year term. A president-elect may be elected for a one-year term the last year the president plans to serve. This officer will spend a year as president-elect under the current president and should plan to become president for the following two years.

ARTICLE VII BOARD OF DIRECTORS

Sec. 1. Number, Manner of Selection and Term of Office. The Board of Directors shall consist of the officers of the LWVCO and at least five (5) but no more than ~~fourteen (14)~~ fifteen (15) elected directors. The directors shall be elected for a two-year term by LWVCO membership at the Annual Meeting. Half of the directors (rounding up, if necessary) shall be elected in odd numbered years and half in even numbered years (rounding down, if necessary). If there are vacancies on the Board of Directors at the close of Annual Meeting, the Board may appoint directors, who shall be considered thereafter as elected directors.

Sec. 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of the corporation unless the person is a voting member of the LWVUS, enrolled in a local League, an ILO, a SLU, or as a member-at-large of the LWVCO.

Sec. 3. Vacancies. Any vacancy other than in the office of the president shall be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board. If there is a vacancy in the office of the President, the President Elect, if any, shall become President. If there is no President Elect, the 1st Vice President shall become President.

Sec. 4. Attendance. A Board member who is absent without permission from the President from three Board meetings during a calendar year may be considered to have resigned.

Sec. 5. Removal. A Board member may be removed by a 75% vote of the Board when, in the Board's judgment, it would be in the best interest of the LWVCO.

Sec. 6. Resignation. A Board member may resign at any time by giving written notice of resignation to the Board. The resignation is effective when the notice is received by the Board unless the notice specifies a later effective date.

Sec. 7. Compensation. Directors shall not receive any stated salaries or compensation for their services, but, by resolution of the Board, expenses may be allowed for attendance at any meeting of, or for, the Board



Sec. 8. Power and Duties. The Board of Directors shall have fiduciary responsibility and full charge of the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the LWVCO membership. The Board shall plan and direct the work necessary to carry out Program, defined as "study and action on public policy issues" as adopted at the Annual Meeting. The LWVCO Board shall accept responsibility delegated to it by the Board of Directors of the LWVUS for the organization and development of local Leagues and guidance of ILOs and SLUs and for carrying out the Programs and action on issues and for promotion in the local Leagues of finance programs requisite to further the work of the League as a whole, including transmission of funds toward the support of adequate state and national budgets. In order to become fully recognized, a local League shall fulfill requirements of the state Board and the national Board.

Sec. 9. Regular Meetings. There shall be at least four (4) regular meetings of the Board of Directors annually. The president shall notify each member of the Board of Directors of all regular meetings by mail or by electronic means of communication at least ten (10) days before any such meeting, giving the time and place of the meeting. No action taken at any regular Board meetings attended by a majority of the members of the Board shall be invalidated because of the failure of any member or members of the Board to receive any notice properly sent or because of any irregularity in any notice actually received.

Sec. 10. Meeting by Alternative Means of Participation. Participation in a meeting by electronic or other means constitutes personal presence at the meeting. If action is taken by fewer than all members of the Board, the remaining members shall be notified promptly of that action.

Sec. 11. Emergency Meetings. The president shall call emergency meetings of the Board of Directors when she/he deems it necessary or upon the request of five (5) members of the Board.

Sec. 12. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Sec. 13. Conflict of Interest. Every Board member will read and sign a conflict of interest form annually. See Policy and Procedure Manual.

Sec. 14. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.

ARTICLE VIII EXECUTIVE COMMITTEE

Sec. 1. Executive Committee. This committee shall be composed of the elected officers of the Board. Its main purpose is to facilitate decision making between Board meetings or in urgent and crisis circumstances. Three (3) members of the Executive Committee shall constitute a quorum. Meetings may be held in person, by conference call or by other means of electronic communication. A full report of this committee meeting shall be presented to the next meeting of the Board.

ARTICLE IX NOMINATING COMMITTEE

Sec. 1. Nominating Committee. The nominating committee will consist of five (5) members, two (2) Board of Directors members and three (3) non-Board of Directors members. In addition, the President and the Executive Director shall serve as non-voting ex-officio members.

ARTICLE X EXECUTIVE DIRECTOR

Sec. 1. Executive Director. The Executive Director is hired and/or terminated by the votes of 2/3 of the Board. The Executive Director shall be the manager of all LWVCO activities and shall be responsible to the Board for the application and implementation of policies established by the Board in the operation of the agency. The Executive Director has day-to-day responsibility for the corporation, including hiring, supervising and terminating other staff. The Executive Director shall be a non-voting ex-officio member of the Board and all Board committees and may attend all functions of the Board, with the exception of executive sessions to discuss matters relating to the Executive Director's performance or contract. The Executive Director's duties and responsibilities shall be further described in their contract. The Executive Director may not be related by blood, marriage or domestic partnership to any Board member.

ARTICLE XI COMMITTEES

Sec. 1. Committees. The state Board establishes standing committees and other committees as it may deem necessary to assist the Board in its work. The resolution establishing such committees shall state the purpose, timeline and authority of each committee. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the state Board of any responsibility imposed by law.

ARTICLE XII PROGRAM: ISSUES FOR STUDY AND ACTION

Sec. 1. Principles. The LWVUS principles adopted by the National Convention and supported by the League as a whole constitute the authorization for the adoption of Program. A position must be approved through a meeting of League membership.

Sec. 2. Program. The Program of the LWVCO shall consist of action to implement the Principles and those issues chosen for concerted study and action as follows:

a. Study. At the State level, studies that affect the State as a whole may be initiated by the statewide program planning process, the LWVCO Board, or by any member or Local League with notice to the state and local Board(s). Local, ILO and SLU Boards or members may undertake make suggestions for new state studies to adopt or change or positions after notifying to the state Board at least two (2) months prior to the Annual Meeting; members should also notify their local League Board.

b. Position Adoption. Position adoption at the state level requires a vote of the state membership, which can happen at the Annual Meeting or a special meeting. However, for issues with time constraints, suggestions for changes or additions may be expedited. A special meeting may be called to secure a

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membership vote. A special meeting requires representation from at least fifty percent (50%) of the local Leagues. A quorum shall consist of a number equal to twenty percent (20%) of the possible number of voting delegates, other than the Board of Directors, to the Annual Meeting.

cb. Proposed Program. The state Board shall consider suggestions and formulate a proposed Program which shall be sent with the final call to the Annual Meeting or expedited by a call for a Special Meeting.

Sec. 3. Annual Meeting Action. The LWVCO membership shall adopt an agenda of issues by a majority vote on the proposed state Program recommended by the Board of Directors. Any suggestion from Local, ILO and SLU Boards for new or revised LWVCO positions requiring state study and action submitted to the state Board and not approved by the state Board may be adopted by a three-fifths (3/5) vote at the Annual Meeting. A Special meeting may be called to secure a membership vote whenever time constraints are present.

Sec. 4. Member Action. Members may act in the name of the LWVCO only when authorized to do so by the Board of Directors of the LWVCO.

Sec. 5. League Action. Leagues may act in the name of the LWVCO only when authorized to do so by the Board of Directors of the LWVCO.

ARTICLE XIII ANNUAL MEETING

Sec. 1. Place, Date and Call. The Annual Meeting of the LWVCO shall be held annually, with the purpose of considering and authorizing its program for study and action, electing officers and directors of the Board of Directors, approving the organizational budget, and conducting other needed business.

Sec. 2. Composition. The Annual Meeting shall consist of:

- a. **VOTING MEMBERS** (delegates)
 - 1) The delegates of each local League (LL) and State League Unit (SLU) are determined as stated in the Policy Manual.
 - 2) The members of the Board of Directors of the LWVCO.
 - 3) Each delegate shall be entitled to one (1) vote only at the Annual Meeting, even though the delegate may be attending in two (2) or more LWVCO capacities.
- b. **OBSERVERS** - Members of LLs, ILOs, SLUs, individual members-at-large and guests may attend as non-voting observers as space permits and/or by electronic means.

Sec. 3. Representation & Voting. The members of the LWVUS who are organized into recognized local Leagues in the State of Colorado shall be entitled to voting representation in the Annual Meeting provided in the Policy Manual.

Sec. 4. Quorum. Twenty percent (20%) of the possible number of voting delegates, other than the Board of Directors, shall constitute a quorum for the transaction of business at the Annual Meeting, if there is representation from at least fifty percent (50%) of the local Leagues.

ARTICLE XIV RECOGNITION OF LOCAL LEAGUES, INTER-LEAGUE ORGANIZATIONS



AND LEAGUE UNITS

Sec. 1. Local Leagues.

- a. Local Leagues are those Leagues which have been so recognized by the LWVUS.
- b. The LWVCO Board of Directors shall recommend to the Board of the LWVUS that it recognize as a local League any group of members of the LWVUS in any community within the state provided the group meets qualifying requirements for local Leagues.

Sec. 2. Inter-League Organization.

- a. Members enrolled in local Leagues may create formal or informal ILOs in order to promote the purpose of the League and act on county, metropolitan or regional governmental matters of common concern.
- b. ILOs shall be organized in conformity with qualifying requirements formulated by the national Board of Directors and adopted by the National Convention.
- c. All funds held by an ILO from which recognition has been withdrawn shall be prorated among Leagues responsible for funding the ILO.

Sec. 3. State League Units. SLUs composed of members-at-large shall be organized at the discretion of the state Board and bear the same relationship to the state Board as units of a local League bear to the local League Board.

Sec. 4. Withdrawal of Recognition. The state Board may recommend to the national Board that recognition be withdrawn from a local League or ILO and may dissolve a SLU when it has been determined that there has been recurring failure to meet qualifying requirements. In the event of recurring failure of a local League to meet these qualifying requirements, the Board of Directors of the LWVCO may recommend to the national Board that it withdraw recognition from the local League.

Sec. 5. Disposal of Funds and/or other Property.

- a. When recognition has been withdrawn from a League organization, monies and securities which may at the time be owned by or under the control of that organization shall be paid to the LWVCO after the state and national per member payments and other obligations have been met.
- b. All other property which may at the time be owned or under the control of the League or SLU shall be disposed of to such person, organization or corporation for such public, charitable or educational uses and purposes as the Board of the group in its absolute discretion may designate.
- c. When recognition is withdrawn from an ILO or similar group, the funds remaining in the treasury after all obligations have been met shall be distributed in equal part to the local Leagues that constituted its membership.

ARTICLE XV MANAGEMENT

Sec 1. Staff. The Board of Directors is authorized to hire such staff as needed to carry out the purpose of the corporation.

Sec. 2. Books and Records. The LWVCO shall keep correct and complete books and records of account, minutes of the proceedings of its Board and such other records as may be necessary or advisable or required by law at the registered or principal office of the LWVCO. All books and records of the LWVCO



may be inspected by a director for any proper purpose at any reasonable time, upon reasonable notice to the secretary of the LWVCO.

ARTICLE XVI FINANCIAL RESPONSIBILITY

Sec. 1. Fiscal Year. The fiscal year of the League of Women Voters of Colorado shall commence on the first (1st) day of July of each year and end on the thirtieth (30) day of June of the following year.

Sec. 2. Financial Support.

a. Dues. Each member shall pay annual dues (except as provided for in the Policy and Procedure manual). Members-at-large pay dues directly to the LWVCO. Dues from members of SLUs will be collected by the unit secretary/treasurer and forwarded to the LWVCO.

b. National and State Per Member Payment. Each local League shall make a national per member payment (PMP) in the amount to be determined by the LWVUS and a state per member payment in the amount determined by a three-fifths (3/5) vote at the state Annual Meeting. National PMP and state per member payment are included in the dues paid by members-at-large and members of SLUs.

ARTICLE XVII NATIONAL CONVENTION AND COUNCIL

Sec. 1. National Convention/Council the Board of Directors of the LWVCO at a meeting before the date on which names of delegates must be sent to the LWVUS shall elect delegates to the National Convention/Council in the number allowed by the LWVCO under the provisions of the bylaws of the LWVUS.

ARTICLE XVIII INDEMNIFICATION

Sec. 1. Indemnification. The LWVCO shall indemnify any director, officer, specified representative or former director, officer or specified representative of the LWVCO or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which s/he is made a party by reason of being or having been an officer or director of the LWVCO, except in relation to matters as to which s/he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of her/his duty to the LWVCO.

ARTICLE XIX PARLIAMENTARY AUTHORITY

Sec. 1. Parliamentary Authority. The rules contained in Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the League of Women Voters of Colorado.

ARTICLE XX AMENDMENTS

Sec. 1. Amendments. These bylaws may be amended by a two-thirds (2/3) vote at any Annual Meeting of the LWVCO using the following procedures:

a. Proposals for change shall be submitted by the Board of any local League, ILO, SLU, or by the state Board. Such proposed amendments shall be submitted in writing to the state Board at least three (3) months prior to the opening date of the Annual Meeting.

b. All such proposed amendments together with the recommendations of the Board of Directors of the LWVCO shall be sent to the presidents/leaders of local Leagues and ILOs and to the leaders of SLUs at least two (2) months prior to the opening date of the Annual Meeting.

c. The presidents/leaders of local Leagues, ILOs and leaders of SLUs shall notify the members of their respective Leagues or units of the proposed amendments. Failure of any member to receive such notice shall not invalidate amendments to the bylaws of the LWVCO.