

## Bylaws

Proposed for **Addition** or **Deletion** from the Bylaws adopted at Convention in 2017

### Article I. Name

**Section 1.01 Name.** The name of this corporation shall be the League of Women Voters of Florida, hereinafter referred to in these bylaws as **LWVFLWVFL**. 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 2.01 Purposes.** The purposes of the **LWVFLWVFL** are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

**Section 2.02 PoliciesPolitical Policy. The Policies of LWVFL are:**

**(a) Political Policy.** The League shall not support or oppose any political party or any candidate.

**Section 2.02(b) Diversity, Equity & Inclusion Policy. The League is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity and Inclusion Policy.**

### Article III. Membership

**Section 3.01 Eligibility.** Any person who subscribes to the purposes and policy of the League shall be eligible for membership.

**Section 3.02 Types of Membership.**

- (a) Voting Members.** Persons at least 16 years of age who join ~~LWVFLWVFL~~ shall be voting members of the local and state Leagues and of the LWVUS.
- (b)** Those who live within an area of a local League may join that League or any other local League.
- (c)** Those who reside outside the area of any local League may join a local League or shall be state members-at-large.
- (d)** Those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.
- (e) Those who are students are defined as individuals enrolled either as full or part-time with an accredited institution.**
- ~~(e)~~(f)** Associate Members. All others who join the League shall be associate members.

**Article IV. Officers**

**Section 4.01 Enumeration and Election of Officers.** The officers of the ~~LWVFLWVFL~~ shall be a president, a first vice president, a second vice-president, a secretary, and a treasurer. ~~They shall be elected by the Convention and shall hold office until the conclusion of the next regular biennial Convention or Council until their successors have been elected and qualified.~~ Co-officers are permissible and references herein to any officers shall include the possibility of co-officers.

**Section 4.02 Enumeration of Board of Directors. The LWFVL Board shall consist of the officers of the League, five elected directors and not more than five appointed directors as the Board deems necessary to carry on the work of the League. These appointed directors shall be in addition to any directors voted by the board to fill vacancies as specified in Article V, Section 5.03. The term for appointed directors not filling vacancies shall be determined by the LWFVL board to be expiring at either the next Convention or Council.**

~~Section 4.02~~**Section 4.03** The President. The president shall preside at all meetings of the organization and of the Board of Directors, unless the president shall designate another person to preside. The president shall be, ex officio, a member of all committees except the Nominating Committee. The president shall have such usual powers of supervision and management as may pertain to the office of the president and perform such duties as may be designated by the Board.

~~Section 4.03~~**Section 4.04** The Vice-Presidents. In the event of absence, disability, resignation or death of the president, the vice-presidents, in the order of their rank, shall assume the office. In the event neither vice-president is able to serve in this capacity, the Board of Directors shall elect one of its elected members to fill the vacancy. The vice-presidents shall perform such other duties as the president and the Board designate.

~~Section 4.04~~**Section 4.05** The Secretary. The secretary, or duly appointed assistant(s), shall keep minutes of all Conventions and Councils of the organization and of all meetings of its Board of Directors.

~~Section 4.05~~**Section 4.06** The Treasurer. The treasurer, or duly appointed assistant(s), shall: collect, receive, and disburse moneys; be custodian of these moneys; present periodic statements to the Board at its regular meetings and to the Convention and Council when each meets.

## **Article V. Board of Directors**

~~Section 5.01 Number, Manner of Selection, and Term of Office. The Board of Directors shall consist of the officers of the League, five elected Directors and not more than five appointed directors. The elected directors shall be elected by the Convention and shall serve until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. The elected members shall appoint such additional directors, not exceeding five, as they deem necessary to carry on the work of the League. The term of office of the appointed directors shall expire concurrently with the term of office of the elected directors.~~  
Election of Officers and Board of Directors.

(a) At the Convention which this amendment is adopted, directors shall be elected as follows: The president, second vice-president, secretary and two directors shall be elected to serve a term for two years or until their successors have been qualified and elected at the next Convention. The first vice-president, treasurer and three directors shall be elected to serve a term of one year or until their successors have been qualified and elected at the next Council.

(b) Except for the election of directors specified in Article V. Section 5.01(a), officers and directors shall be elected as follows:

(i) At Convention, the president or one co-president, second vice-president, secretary and two directors shall be elected.

(ii) At Council, one co-president, if there are co-presidents, first vice-president, treasurer and three directors shall be elected.

~~n 5.01~~ (iii) Officers and directors shall take office immediately upon taking the oath of office and serve for two years or until their successors have been qualified and elected.

**Section 5.02 Qualifications.** No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless that person is a voting member enrolled in a local League of Women Voters in the State of Florida or a member-at-large ~~residing in~~ and a permanent resident of the State of Florida. All members of the Board agree to abide by and support the adopted policies and procedures of the LWVFL.

~~Section 5.03 Vacancies. Any vacancy other than in the office of the president may be filled, until the next Convention, by a majority vote of the remaining members of the Board. In the event a member of the State Board is absent from two consecutive regular meetings of the State Board, unless excused by the Board, that office shall be declared vacant.~~

~~(a) Sole President. In the event of absence, resignation, removal, disqualification, disability or death of a sole president, the vice-presidents, in order of their rank, shall possess all the powers and perform all the duties of the office of president. If no vice-president is able to serve as president, the state Board shall elect one of their members to fill the vacancy.~~

~~(b) Co-president. In the event of absence, resignation, removal disqualification, disability or death of a co-president, the Board of Directors shall decide by a majority vote whether the remaining co-president will serve as sole president or if the co-president vacancy will be filled by the vice-presidents, in order of their rank. If no vice-president is able to serve as co-president, the state Board may elect one of their members to fill the vacancy.~~

~~Section 5.03(c) Other Officers and Directors. Any vacancy, other than of the president, occurring in the Board of Directors by reason of absence, resignation, removal, disqualification, disability or death of an officer or director shall be filled, for the remainder of the vacated position's term, by a majority vote of the remaining members of the Board of Directors.~~

~~Section 5.04 Resignation and Removal of Officers and Members of the Board. Three consecutive absences from a Regular Meeting by any officer or director without valid reason as determined by the Board, shall constitute a resignation. Any officer or director may be removed with or without cause as determined by a vote of two-thirds of the total membership of the Board, not including the officer or director sought to be removed, who shall have no right to vote with respect to any such action. Failure to comply with adopted procedures and policies may be reason for removal from the Board of Directors.~~

**~~Section 5.04~~Section 5.05** Powers and Duties. The Board of Directors shall have 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 Convention. The Board shall plan and direct the work necessary to carry out the program on state governmental matters as adopted by the Convention. It shall accept responsibility delegated to it by the Board of Directors of the LWVUS for the organization and development of local Leagues and Member-at-Large Units, for the carrying out of the program and for the promotion in the local Leagues of finance programs requisite to further the work of the League as a whole. The Board shall create and designate such special committees as it may deem necessary.

**~~Section 5.05~~Section 5.06** Regular Meetings. There shall be at least four regular meetings of the Board of Directors annually. The president shall notify each member of the Board of Directors of the time and place of all regular meetings in writing, delivered personally or by mail, facsimile, or other electronic means, sent at least two weeks before any such meeting. No action taken at any regular Board meeting attended by three fourths 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.

**~~Section 5.06~~Section 5.07** Special Meetings. The president may call special meetings of the Board of Directors ~~or~~ **shall call** a special meeting **may be called** upon the written request of five members of the Board. Members of the Board shall be notified of the time, place and subject of special meetings, in writing, delivered personally or by mail, facsimile, or other electronic means, sent at least three days prior to such meetings, ~~provided, however, that during~~ **During** a Convention or Council the president may, or upon the request of five members of the Board shall call a special meeting of the Board **with notice requirements of a special meeting with the exception of the three day prior notice requirement by handing the members of the Board a written notice.**

**Section 5.07Section 5.08** Manner of Meetings. Meetings may be held in person or by electronic means including but not limited to telephonic conferencing, video conferencing and E-Mail. Telephonic and video conferencing meetings shall be called, noticed and conducted in the same manner as in person meetings. Meetings via email may extend over a period of time (e.g. 1 week) **only for exceptional circumstances** with **strict adherence to the following** procedural requirements **to include the following**:

- (a) The President shall formally call a meeting by notifying each member of the Board of Directors, providing the agenda, and meeting start and end time.
- (b) A quorum is established based on the number of Board member responses to the President's call. A majority of members of the Board shall constitute a quorum.
- (c) All motions, debates and votes are sent **by reply all only to the President, who shall forward them to all members in the order received.**
- (d) The time allowed for discussion and voting on a motion shall be specified by the President, who shall send out a reminder alert as the vote closing time nears.
- (e) The meeting shall end at the specified time unless formally extended.
- (f) The President shall ensure that the Secretary has a record of the vote.

**Section 5.08Section 5.09** Quorum. A majority of members of the Board of Directors shall constitute a quorum.

**Section 5.09Section 5.10** Executive Committee. There shall be an Executive Committee composed of the five elected officers **(increased if there are co-officer positions)**. The Executive Committee shall exercise such power and authority as may be delegated to it **at the first regular meeting following Convention or Council, or by vote of the Board** and shall report to the Board on all actions taken by it **at the next between-regular meetingmeetings** of the Board.

## Article VI. Recognition of local Leagues, Inter-League Organizations and Member-at-Large Units.

### Section 6.01 Local Leagues.

- (a) Local Leagues are those Leagues which have been so recognized by the LWVUS.
- (b) The ~~LWVFLWVFL~~ Board of Directors may recommend to the LWVUS Board that it recognize as a local League any group of members of the LWVUS in any community within the state, provided that the group meets the requirements for local Leagues as adopted by the LWVUS Convention and requirements as set forth in ~~LWVFLWVFL~~ policy.
- (c) In the event of recurrent failure of a local League to meet requirements, the Board of Directors shall recommend to the LWVUS Board that it withdraw recognition from the local League. All funds held by a local League from which recognition has been withdrawn shall be paid to the ~~LWVFLWVFL~~.
- (d) In the event that a local League chooses to disband, all funds remaining after all bills and accounts have been settled shall be paid to the ~~LWVFLWVFL~~.
- (e) In the event that a local League chooses to disband and become a Member-At-Large Unit (MAL), all operating funds held by that League, remaining after all bills and accounts have been settled, shall be paid to the ~~LWVFLWVFL~~ and any education funds will remain with the MAL Unit's Accrual Account. If there is no activity in that specific MAL Unit account within three years, the funds would then become the property of the ~~LWVFLWVFL~~ Education Fund.
- (f) In the event that a local League chooses to disband and become part of an adjoining functioning League, all operating funds of the disbanding League, remaining after all bills and accounts have been settled, will be transferred to the host League and Accrual Account funds of the disbanding League to the host League's Accrual Account.

(g) In the event that a local League chooses to disband and become a part of more than one adjoining functioning League, all funds of the disbanding League, remaining after all bills and accounts have been settled, will be divided according to the percentage of members joining each host League, with operating funds transferred to the host Leagues and Accrual Account funds to the host Leagues Accrual Accounts.

#### Section 6.02 Inter-League Organizations.

- (a) 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.
- (b) The LWVFLWVFL Board shall guide ILOs that fulfill requirements adopted by the LWVUS Convention.

#### Section 6.03 Member-at-Large Units.

- (a) Member-at-Large Units are those groups which have been so recognized by the LWVFLWVFL.
- (b) The Board of Directors has responsibility for the establishment of Member-at-Large Units. For this purpose, the Board may organize a group of members-at-large in a community in which no local League exists and shall recognize the group as a Member-at-Large Unit when it meets the state requirements.
- (c) The Board shall withdraw recognition from a Member-at-Large Unit for recurrent failure to meet the requirements for recognizing a Member-at-Large Unit. All funds held by a Member-at-Large Unit from which recognition has been withdrawn shall be paid to the LWVFLWVFL.

## Article VII. Financial Administration

Section 7.01 Fiscal Year. The fiscal year of the LWVFLWVFL shall commence on the first of July April of each year.

**Section 7.02 Care of Moneys.**

**(a) Moneys shall be deposited in federally insured financial institutions. The treasurer and/or president shall be qualified signatories on all accounts.**

**(b) The financial books of the treasurer shall be reviewed by a committee annually.**

**(b)(c) The Board has a fiduciary duty in administration of the finances of the LWVFL.**

**Section 7.03 Financial Support.**

**(a) Financial responsibility for the work of the ~~LWVFL~~LWVFL shall be assumed annually by the local Leagues and members-at-large.**

**(b) Members who are enrolled in local Leagues shall pay annual dues to the local League. Each local League shall make a per member payment directly to the ~~LWVFL~~LWVFL, the amount of such payment to be determined at the ~~LWVFL~~LWVFL Convention or Council by a three-fifths vote of those present and voting. When more than one member resides at the same address in a common household, the local League shall make a per member payment equal to one-half the determined per member payment for each additional member. The local League shall make ~~no a~~ per member payment for each student member ~~equal to one-half of the determined per member payment~~. The ~~LWVFL~~LWVFL shall make a per member payment to the LWVUS for members-at-large in Florida.**

**Section 7.04 Budget. The Board shall submit to the Convention or Council for adoption a budget for the ensuing year. All local Leagues and Member-at-Large Units shall be advised of proposed changes in per member payment following approval of the proposed budget by the ~~LWVFL~~LWVFL Board no later than February 1. A copy of the proposed budget shall be sent via electronic means to the president of each local League and the chair of each Member-at-Large Unit at least at least four weeks in advance of the Convention or Council.**

**Section 7.05 Budget Committee.** The budget shall be prepared by a Budget Committee that shall be appointed for this purpose at least four months in advance of the Convention or Council. The treasurer shall be, ex officio, a member of the Budget Committee, but shall not be eligible to serve as chair.

**Section 7.06 Distribution of Funds on Dissolution.** In the event of a dissolution for any cause of the LWVFLWVFL, all moneys and securities which may at the time be owned by or under the absolute control of the LWVFLWVFL shall, after payment of obligations, be paid to the LWVUS. Other property of whatsoever nature, whether real, personal or mixed, which may at the time be owned by or under the control of the LWVFLWVFL shall be disposed of by an officer or employee of the organization having possession of same to such person, organization or corporation, for such public, charitable or educational uses and purposes, as may be designated by the then Board of Directors of the LWVFLWVFL.

## **Article VIII. Convention**

**Section 8.01 Place, Date, Call.** A Convention of the LWVFLWVFL shall be held biennially in the odd-numbered years. The time and place of the Convention shall be determined by the Board of Directors. The president shall send a first call for the Convention to the presidents of local Leagues and Member-at-Large Units not less than four months prior to the opening date of the Convention fixed in said call. Thereafter, the Board of Directors may advance or postpone the opening date of the Convention by not more than two weeks. A final call for the Convention shall be sent by the president to local Leagues and Member-at-Large Units at least two months before Convention.

**Section 8.02 Composition.** The Convention shall consist of delegates chosen by the members of local Leagues in the number provided in Section 8.04 of this Article, presidents of local Leagues and chairs of Member-at Large Units or an alternate in the event the president or chair is unable to attend, and members of the Board of Directors of LWVFLWVFL.

**Section 8.03 Qualifications of Delegates and Voting.** Each delegate shall be a voting member enrolled in a recognized local League or Member-at-Large Unit in the State of Florida. Each delegate shall be entitled to one vote only if that League has met its per member payment responsibilities. The state Board may make an exception in the case of proven hardship. Each delegate shall be entitled to one vote only at the Convention even though the delegate may be attending in two or more capacities. Absentee or proxy votes shall not be permitted. The Convention shall be sole judge of whether a delegate is qualified to vote.

**Section 8.04 Representation.** Local Leagues and Member-at-Large Units shall be entitled to delegate representation in the Convention as follows:

- (a) In addition to one president, a local League shall be entitled to one delegate chosen by members of the local League.
- (b) In addition to one chair, a Member-at-Large Unit shall be entitled to one delegate chosen by members of the Member-at-large Unit.
- (c) Local Leagues and Member-at-Large Units with more than 25 voting members, as of ~~January 1 of~~ said Convention year, shall be entitled to one additional delegate for each additional 25 voting members or major fraction thereof. The record in the state office of ~~paid~~-voting members, as reported to LWVUS, shall determine the official membership count for this purpose.

**Section 8.05 Powers.** The Convention shall consider and authorize for action a program, shall elect officers and Directors as outlined in Article V, Section 5.01, shall adopt a budget for the ensuing year, and shall transact such other business as may be presented.

**Section 8.06 Quorum.** Fifty voting delegates other than the Board of Directors shall constitute a quorum for the transaction of the business of the Convention, provided there is representation from at least half of the local Leagues.

## **Article IX. Council**

**Section 9.01 Place, Date and Call.** A meeting of the Council shall be held in the interim year between Conventions, approximately twelve months after the preceding Convention, at a time and place to be determined by the Board of Directors. A formal call shall be sent by the president to the presidents of the local Leagues and chairs of Member-at-Large Units at least 30 days before a Council meeting. Special meetings may be called in the event of extreme emergency.

**Section 9.02 Composition.** The Council shall ~~be composed consist of delegates chosen by the members of local Leagues in the number provided in Section 9.04 of this Article, of the~~ presidents of the local Leagues and chairs of Member-at-Large Units ~~(or an alternate in the event the president or chair is unable to attend), one delegate chosen by each local League,~~ and the Board of Directors of the LWVFLWVFL. ~~Each local League delegate shall be entitled to vote only if that delegate's League has met its per member payment responsibilities. The state Board may make an exception in the case of proven hardship.~~

**Section 9.03 Qualifications of Delegates and Voting.** ~~Each delegate shall be a voting member enrolled in a recognized local League or Member-at-Large Unit in the State of Florida. Each delegate shall be entitled to one vote only if that League has met its per member payment responsibilities. The state Board may make an exception in the case of proven hardship. Each delegate shall be entitled to one vote only at the Council even though the delegate may be attending in two or more capacities. Absentee or proxy votes shall not be permitted. The Council shall be sole judge of whether a delegate is qualified to vote.~~

**Section 9.04 Representation.** ~~Local Leagues and Member-at-Large Units shall be entitled to delegate representation in the Council as follows:~~

- ~~(a) In addition to one president, a local League shall be entitled to one delegate chose by members of the local League.~~
- ~~(b) In addition to one chair, a Member-at-Large Unit shall be entitled to one delegate chosen by members of the Member-at-Large Unit.~~

**Section 9.02(c) Local Leagues and Member-at-Large Units with more than 25 voting members, as of said Council year, shall be entitled to one additional delegate for each additional 25 voting members or major fraction thereof. The record in the state office of voting members, as reported to LWVUS, shall determine the official membership count for this purpose.**

**Section 9.03 Section 9.05 Powers.**

- (a) The Council shall **elect officers and directors as outlined in Article V, Section 5.01, shall** adopt a budget for the ensuing year and shall transact such other business as shall be presented by the state Board.
- (b) In the event of an emergency, the Council may change the program upon recommendation of the state Board, local League, or Member-at-Large Unit, using the following procedure:
- (i) At least two months prior to the Council meeting, any local League proposing a change shall submit it to the state Board which shall decide whether to recommend it.
  - (ii) At least one month prior to the Council meeting, the Board shall send to the presidents of local Leagues and chairs of Member-at-Large Units all proposed changes.
  - (iii) Any change proposed by a local League and not recommended by the state League shall first require a majority vote of the Council for consideration.
  - (iv) A two-thirds vote shall be required to adopt any change in program.

**Section 9.04 Section 9.06 Quorum.** Representation from at least half of local Leagues including Member-At-Large Units shall constitute a quorum.

## **Article X. Nominations and Elections**

**Section 10.01 Nominating Committee.**

**(a)** The Nominating Committee shall consist of five members who are permanent residents of the State of Florida, two of whom shall be members of the Board of Directors. The chair and two members, who shall not be members of the Board of Directors, shall be elected by the Convention.

**(b)** Nominations for these offices shall be made by the current Nominating Committee. The other members of the committee shall be appointed by the Board of Directors immediately after the Convention.

**(c)** Any vacancy occurring in the Nominating Committee shall be filled by the Board of Directors. The Board may remove an elected or appointed member of the nominating Committee with or without cause by a vote of two-thirds of the members of the Board at a regular or special meeting.

**Section 10.01(d)** The president of the ~~LWVFLWVFL~~ shall send the name and address of the chair of the Nominating Committee to the president of each recognized local League and Member-at-Large Unit immediately following Convention and within 30 days of filling a vacancy in the position.

**Section 10.02** Suggestions for Nominations. The chair of the Nominating Committee shall request, through the president of each local League and chair of each Member-at-Large Unit, suggestions for nomination for offices to be filled. Suggestions for nominations by local Leagues and Member-at-Large Units shall be sent by the president or secretary to the chair of the Nominating Committee at least three months before the Convention or Council. Any member may also send suggestions to the chair of the Nominating Committee.

**Section 10.03 Report of Nominating Committee and Nominations from Floor.** The report of the Nominating Committee of its nominations for officers, ~~directors~~directors, and the chair and two members of the succeeding Nominating Committee shall be sent to the local Leagues and Member-at-Large Units no later than two months before the date of Convention or Council. The report of the Nominating Committee shall be presented to the Convention or Council ~~on the first day of the Convention~~ during the first plenary session. Immediately following the presentation of this report, nominations may be made from the floor provided that the consent of the nominee shall have been secured.

**Section 10.04 Election.** The election shall be in the charge of an election committee appointed by the president on the first day of Convention. Election shall be by secret ballot for any contested office or slate or by voice for any uncontested office or slate. A majority vote shall constitute an election.

## **Article XI. Program**

**Section 11.01 Principles.** The governing principles adopted by the national Convention and supported by the League as a whole constitute the authorization for the adoption of program.

**Section 11.02 Program.** The program of the ~~LWVFLWVFL~~ shall consist of action to implement the Principles and positions of the LWVUS and ~~LWVFLWVFL~~; and those state governmental issues chosen by the Convention or Council for concerted study or concurrence and action.

**Section 11.03 Program Selection.** The Convention shall select the governmental issues for concerted study and action using the following procedures:

- (a) Local League and Member-at-Large Unit Boards may make recommendations for a program item, which must be received by the Board of Directors at least ninety days prior to the Convention.**

- (b) The Board of Directors shall consider the recommendations and shall formulate a proposed program which shall be submitted to the local League and Member-at-Large Unit Boards at least sixty days prior to the Convention.
- (c) In order for a local League to propose the adoption or amendment of an **LWVFLWVFL** position by concurrence on the floor of Convention, the local League shall give notice to all local Leagues, Member-at-Large Units, and the **LWVFLWVFL** of its intent to do so at least sixty days before the beginning date of that Convention. The local League must also provide written notice to all local Leagues, Member-at-Large Units, and the **LWVFLWVFL** of that proposal, together with background information (including pros and cons on the issues and an explanation of the rationale for using this form of member agreement) at least sixty days before the beginning date of that Convention. A two-thirds vote is required to amend or adopt an **LWVFLWVFL** League position by concurrence on the floor of Convention.
- (d) Recommendations for changes submitted by local League and Member-at-Large Unit Boards and received by the Board of Directors at least three weeks before the opening of the Convention shall be considered by the Board prior to the Convention, at which time the Board may change the proposed program. Such changes may not be voted on by the Convention on the same day on which they were proposed.
- (e) Any recommendation for the program submitted to the Board of Directors at least ninety days before Convention, but not proposed by the Board, may be adopted by the Convention provided that consideration is ordered by a majority vote and that on the following day the proposal for adoption receive a majority vote.
- (f) Program is presented to the Convention in the following order: Recommended Program items, Not Recommended Program items for a consideration vote, any concurrence items. A majority vote shall be required for the adoption of each program item, with the exception that a two-thirds vote is required to amend or adopt a League position by concurrence. All voting takes place on the day following presentation.

**Section 11.04 Member Action.** Members may act in the name of the LWVFLWVFL only when authorized to do so by the Board of Directors of the LWVFLWVFL.

**Section 11.05 Local League Action.** Local Leagues and Member-at-Large Units may take action on state governmental matters only when authorized to do so by the Board of Directors of the LWVFLWVFL. Local Leagues and Member-at-Large Units may act only in conformity with, and not contrary to, positions taken by the LWVFLWVFL.

## **Article XII. National Convention and Council**

**Section 12.01 National Convention.** The Board of Directors, at a meeting before the date on which names of delegates must be sent to the national office, shall elect delegates to that Convention in the number allowed the LWVFLWVFL under the provisions of the bylaws of the LWVUS.

**Section 12.02 National Council.** The Board of Directors shall elect delegates to the meeting of the Council of the LWVUS in the number allowed LWVFLWVFL by the bylaws of LWVUS.

## **Article XIII. Parliamentary Authority**

**Section 13.01** The rules contained in the current edition of 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 these bylaws and any special rules the LWVFLWVFL may adopt.

## **Article XIV. Amendments**

**Section 14.01 Amendments.** These bylaws may be amended by a two-thirds vote at any Convention, using the following procedures:

- (a) Proposals for change shall be submitted by any local League or Member-at-Large Unit Board to the Board of Directors at least three months prior to Convention.**
- (b) All such proposed amendments together with the recommendations of the Board shall be sent to the presidents of local Leagues and chairs of Member-at-Large Units at least two months prior to Convention.**
- (c) The presidents of local Leagues and chairs of Member-at-Large Units shall notify their members of the proposed amendments. Failure of the local League or Member-at-Large Unit to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws.**