



BYLAWS

ARTICLE I. NAME

Sec. 1. Name. The name of this organization shall be the League of Women Voters of the St. Petersburg Area. This local League is an integral part of the League of Women Voters of the United States and of the League of Women Voters of Florida.

ARTICLE II. PURPOSES AND POLICIES

Sec. 1. Purposes. The purposes of the League of Women Voters of the St. Petersburg Area ("the League") are,

1. To promote political responsibility through informed and active participation in government and encourage civic and political responsibility through education and advocacy
2. To act on selected governmental issues.
3. To sponsor and support educational projects that will facilitate a deeper understanding of major state and local public policy issues, providing a base for active, informed residents to participate in government.

Sec. 2. Policies.

1. **Political Policy.** The League shall not support or oppose any political party or any candidate.
2. **Diversity, Equity, and Inclusion Policy.** The League is fully committed to ensuring compliance - in principle and in practice - with the current [LWVUS Diversity, Equity, and Inclusion Policy](#).

Sec. 3. Tax Exempt Status.

The League of Women Voters of the St. Petersburg Area Education Fund is organized and operated exclusively for charitable and educational purposes

under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Bylaws, the League of Women Voters of the St. Petersburg Area shall not implement any activities not permitted by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of its activities shall be considered lobbying or attempting to influence legislation.

ARTICLE III. MEMBERSHIP

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

Sec. 2 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.

ARTICLE IV. OFFICERS

Sec. 1. Enumeration and Election of Officers. The officers of the League of Women Voters of the St. Petersburg Area shall be a president or co-presidents, an immediate past president (who is not elected), a first vice president and a second vice president*, a secretary and a treasurer, who shall be elected by the general membership at an Annual Meeting, and take office immediately. The president or co-presidents, first vice president, and second vice president shall be elected annually for one-year terms. The secretary shall be elected for a two-year term in odd-numbered years. The treasurer shall be elected for a two-year term in even-numbered years.

The immediate past president (or two immediate past co-presidents) will serve for a one-year term automatically and immediately following their term as president and upon the election of a new president (or two co-presidents).

*In the case of co-presidents being elected, the office of second vice president need not be filled.

Sec. 2. The President or Co-President. The president or co-presidents shall preside at appropriate meetings of the organization and of the Board of Directors. They may, in the absence or disability of the treasurer, sign or endorse checks, drafts, and notes. The president or co-presidents shall be, ex officio, a member of all committees except the Nominating Committee. They shall have such usual powers of supervision and management as may pertain to the office of the president and perform such other duties as may

be designated by the Board. The president or co-presidents, or their approved delegate, shall have exclusive authority to speak on behalf of the organization in all media and public relations matters. The president shall also review and approve all media that is distributed on behalf of the LWVSPA. The co-presidents shall decide between themselves as to the division of the duties of the office. In the event of any lack of agreement on any matter between the co-presidents, the Board shall make the final decision. The President shall supervise the operations of the Local League office, as well as all staff, and the performance of all third-party contracts. The president shall have the authority to suspend an employee or vendor if an emergency exists, but otherwise shall seek Board authorization prior to terminating any employee or contract. The president(s) must know and understand the League's core values, strategic plans, bylaws, and policies and procedures.

Sec. 3. The Vice Presidents' Operational Planning. In order to facilitate Board leadership and operational efficiency, the president may delegate and establish primary responsibilities for the first and second vice presidents within 60 days of the first Board meeting following the annual membership meeting, or as needed during their tenure, and present them to the newly-installed Board of Directors. In the absence or disability of the treasurer and President, the first vice president may sign or endorse checks, drafts and notes.

Sec. 4. The Secretary. The secretary shall keep and distribute minutes of appropriate meetings of the League, and of all meetings of the Board of Directors.

Sec. 5. The Treasurer. The treasurer shall collect and receive all monies due. They shall be the custodian of these monies, shall deposit them in a bank and/or other reliable financial institution as directed by the Board, and shall disburse the same in accordance with the budget or on order of the Board. In the event of any check/electronically transmitted payment issued for an amount in excess of \$500, and that was not approved in the budget, the signature or written confirmation of both the president(s) and treasurer shall be required. No check/electronically transmitted payment shall be issued in an amount for more than \$2500, and that was not approved in the budget, without the approval of the Board of Directors.

Sec. 6. Immediate Past President or Two Immediate Past Co-Presidents.

The immediate past president(s) shall work closely with the president(s) on existing and future projects to ensure a smooth transition in leadership. The immediate past president shall counsel and advise the Board as needed and appropriate.

ARTICLE V. BOARD OF DIRECTORS

Sec. 1. 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. Two directors shall be elected by the general membership at the Annual Meeting held in even-numbered years and three directors shall be elected by the general membership at the Annual Meeting held in odd-numbered years. They shall serve for a term of one to two years 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 terms of office of the appointed directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

Sec. 2. Qualifications. No person shall be elected or appointed, or shall continue to serve as an officer or director of this organization, unless they are a voting member of the League of Women Voters of the St. Petersburg Area.

Sec. 3. Vacancies and Disqualification. A Board member shall act in good faith and in the best interests of the organization, for a proper purpose, in a manner that shall not violate local, state, or federal laws, and in a manner consistent with the values of the organization and the Board of Directors' instructions and intentions. The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct the same, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the program as adopted by the national convention, the state convention, and the annual meeting. The Board shall create and designate such special committees as it may deem necessary. All Board members shall serve without compensation and shall be disqualified from consideration as vendors or contractors for compensation.

Sec. 4. Powers and Duties. Any vacancy of an officer or Board member for any reason, including disqualification from Board service, may be filled until the next annual meeting by a majority vote of the remaining members of the Board of Directors. Grounds for disqualification from Board service shall include, but are not limited to, 1) three absences from a Board meeting without a valid reason during a fiscal year; 2) lapse of LWVSPA membership due to non-payment of dues; or 3) unauthorized use of LWVSPA funds. In all cases, disqualification from Board service is subject to Board consideration.

Sec. 5. Meetings. There shall be at least nine regular meetings of the Board of Directors annually. Notice shall be provided to all Board members no less than five days in advance of such meetings. Meetings may be held in person or by electronic means, including but not limited to telephonic conference, video conferencing, and/or email. All regular and special meetings of the Board shall provide for participation by telephone, video, or email conference if requested by a Board member.

Sec. 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Sec. 7. Special Meetings.

- 1. Emergency Meetings.** In the event that a matter should be addressed quickly, and there is not sufficient time to provide the Board with five days advance notice, the president or a co-president may call a special meeting of the Board of Directors. All special meetings require that notice be made to each Board member at least 48 hours prior to the meeting.
- 2. Board-called meetings.** In addition, upon the written request of a majority of the Board, the president(s) or co-president shall call a special meeting. Such a meeting shall be scheduled no more than five days after the request has been received by the president or co-president, and at least 48 hours' notice of the special meeting shall be provided to each Board member.
- 3. Board member removal meetings.** Upon the written request of a majority of the Board, the Board shall have authority to call a special meeting for the purpose of seeking removal of any Officer including President, for any reason stated in Article V, Section 4, as well as including but not limited to lack of confidence in the officer's performance or possible misconduct.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Sec. 1. Nominating Committee. The Nominating Committee shall consist of five members: The chair and three others, who shall not be members of the Board of Directors, shall be nominated by the current Nominating Committee and elected by the members at the Annual Meeting. At the first board meeting following the Annual Meeting, the remaining member shall be appointed by the newly elected Board of Directors from among its own members.

1. The Nominating Committee may not nominate one of its own members for the Board of Directors. However, a member of the Nominating Committee may be nominated for the Board of Directors from the floor at the Annual Meeting.
2. Any vacancy on the Nominating Committee shall be filled by the Board of Directors.
3. Suggestions for nominations for officers and directors may be sent to this committee by any voting member.

Sec. 2. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers, directors and members of the succeeding Nominating Committee shall be sent to all members at least one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member, provided the consent of the nominee has been secured.

Sec. 3. Elections. The election shall be by written ballot, providing that when there is but one nominee for any office, the ballot may be by voice vote. A majority vote by those qualified to vote, present and voting, shall constitute an election.

ARTICLE VII. MEETINGS

Sec. 1. Membership Meetings. There shall be at least four meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Sec. 2. Annual Meeting. An Annual Meeting shall be held after the end of each League fiscal year, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

1. Adopt a local program for the ensuing year.

2. Elect officers, directors, and members of the Nominating Committee.
3. Adopt a budget.
4. Transact such other business as may properly come before it.

Sec. 3. Quorum. Fifteen paid members (including life members) shall constitute a quorum at all business meetings of the League of Women Voters of the St. Petersburg Area.

ARTICLE VIII. FINANCIAL ADMINISTRATION

Sec. 1. Fiscal Year. The fiscal year of the League of Women Voters of the St. Petersburg Area is from April 1 to March 31.

Sec. 2. Dues. Members shall pay dues in accordance with LWVUS policy. Membership lasts for one year after joining or renewal.

Sec. 3. Budget. A proposed budget for the ensuing year, based on recommendations of the Finance Committee and approved by the Board, shall be shared with the members at least one month before the Annual Meeting where it will be presented for adoption. The budget shall include support for the work of the League as a whole.

Sec. 4. Finance Committee. A Finance Committee of at least three members shall be assembled to help ensure the financial health of the organization and that legal reporting requirements are met. The Treasurer shall serve on the Finance Committee. The Board of Directors will appoint at least one Board director to the committee at the beginning of each League year. The committee assures financial controls, financial review, and financial analysis for the organization. The committee reviews financial statements in detail and makes recommendations to the Board regarding the financial health and goals of LWVSPA. The committee will present a report to the Board 90 days after the close of the fiscal year. Financial audits of the LWVSPA may be conducted by an external auditor periodically. This contractor may be an LWVSPA member, but may not serve on the Finance Committee or Board.

ARTICLE IX. PROGRAM

Sec. 1. Authorization. The governmental principles adopted by the national convention, and supported by the League as a whole, constitute the authorization for the adoption of the program.

Sec. 2. Program. The program of the League of Women Voters of the St. Petersburg Area shall consist of:

1. Action to protect the right to vote of every citizen, and
2. Those national, state, regional, county and municipal governmental issues chosen for concerted study and action.

Sec. 3. Action by the Annual Meeting. The Annual Meeting shall act upon the program using the following procedures:

1. The Board of Directors shall consider the recommendations sent in by the voting members two months prior to the Annual Meeting and shall formulate a proposed program.
2. The proposed program shall be sent to all members at least one month before the Annual Meeting.
3. A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed program as presented to the Annual Meeting by the Board of Directors.
4. Recommendations for the program submitted by voting members two months prior to the Annual Meeting, but not recommended by the Board of Directors, may be considered by the Annual Meeting provided that:
 - a. the Annual Meeting shall order consideration by a majority vote, and
 - b. the Annual Meeting shall adopt the item by a majority vote.

Sec. 4. Program Changes. Changes in the program, in the case of altered conditions, may be made provided that:

- a. information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed, and
- b. final action by the membership is taken at a succeeding meeting.

Sec. 5. Member Action. Members may act in the name of the League of Women Voters on a program component only when authorized to do so by the appropriate Board of Directors.

ARTICLE X. NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Sec. 1. National Convention. The Board of Directors, at a meeting before the date on which the names of the delegates must be sent to the national office, shall select delegates to that convention in the number allotted to the League of Women Voters of the St. Petersburg Area under the provisions of the bylaws of the League of Women Voters of the United States.

Sec. 2. State Convention. The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall select delegates to that convention in the number allotted to the League of Women Voters of the St. Petersburg Area under the provisions of the bylaws of the League of Women Voters of Florida.

Sec. 3. State Council. The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the state office, shall select delegates to that council in the number allotted to the League of Women Voters of the St. Petersburg Area under the provisions of the bylaws of the League of Women Voters of Florida.

ARTICLE XI. PARLIAMENTARY AUTHORITY

Sec. 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the organization may adopt or those of the League of Women Voters of the United States or the League of Women Voters of Florida.

ARTICLE XII. AMENDMENTS

Sec. 1. Amendments. Amendments to the bylaws shall be proposed by the bylaws committee. These bylaws may only be amended by at least a two-thirds vote of the voting members present and voting at the Annual Meeting provided that amendments were submitted to the membership, following the protocols below, at least one month in advance of the meeting.

Sec. 2. Bylaws Committee. A bylaws committee of at least three members shall be appointed by the Board of Directors by November 1 of even-numbered years or as deemed necessary by the Board. The committee will review the bylaws and submit any recommendations to the Board of Directors. The committee shall also consider proposed

amendments from individual members that have been received in writing not later than six weeks prior to the Annual Meeting.

Sec. 3. Proposal. Based on a report from the bylaws committee, the Board of Directors shall submit recommended and not-recommended proposed amendments to the membership for their consideration at the Annual Meeting.

ARTICLE XIII. DISSOLUTION

In the event of the merger or dissolution of LWVSPA for any reason, all money and securities or other property which at the time be owned or under the absolute control of LWVSPA shall be distributed at the discretion of the Board, or such other persons as shall be charged by law with the liquidation of LWVSPA 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 Code 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.

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