

# **LEAGUE OF WOMEN VOTERS OF GEORGIA EDUCATION FUND, INC. BYLAWS**

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## **ARTICLE I - NAME, PURPOSES, TAX-EXEMPT STATUS, SEAL, OFFICES, FISCAL YEAR, EFFECTIVE DATE**

Section 1. **Name.** The name of this corporation shall be the League of Women Voters of Georgia Education Fund, Inc., herein after referred to as the Fund

Section 2. **Purposes.**

(a) The Fund is organized for the following charitable and educational purposes: to assemble and distribute books, pamphlets, brochures, and other information on local and Georgia governmental matters of a purely educational and nonpartisan nature and to supply to the public such information by all means of communication including speakers bureaus, telephone, press, radio, television, and the internet, and to initiate projects to carry out the above purposes.

(b) The Fund is authorized to accept only the following types of contributions:

1. A gift for a local League project.
2. A gift to be held for a local League project until project is approved.
3. A gift for a specific Education Fund State project.
4. An unspecified gift to the Education Fund.
5. A gift for a project undertaken by two or more local Leagues.

Any or all of the above projects must be approved by a committee designated by the board of directors to be composed of the president, the treasurer, and at least three others elected by the board of directors.

Section 3. **Tax-Exempt Status.** The Fund is organized and is to operate as a non-profit charitable and educational organization, and it is intended that the Fund will qualify at all times as an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1954, as amended (the "Code" or "Internal Revenue Code"), by qualification as an organization described in Section 501(c)(3) of the Code, that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055, and 2522 of the Code, and that it will qualify as other than a private foundation pursuant to Section 509(a) of the Code.

Section 4. **Seal.** The seal of the Fund shall be in such form and shall contain such symbols and wording as the board of directors may from time to time adopt.

Section 5. **Office.** The Fund shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the board of directors.

Section 6. **Other Offices.** The Fund may also have offices and places of business at such other places within the State of Georgia, as the board of directors may from time to time determine.

Section 7. **Fiscal Year.** The fiscal year of the Fund shall be July I to June 30 of each year.

Section 8. **Effective Date.** These bylaws shall become effective January 18, 1979.

## **ARTICLE II - MEMBERSHIP**

The Fund shall be composed of members of the League of Women Voters of the United States who are enrolled in local Leagues within Georgia and recognized by the League of Women Voters of Georgia and members at large of the League of Women Voters of the United States residing within the State of Georgia.

### ARTICLE III - MEETINGS

Section 1. **Biennial Meetings.** There shall be a biennial Meeting of the Fund at such time as the biennial convention of the League of Women Voters of Georgia is held in each odd numbered year and notice shall be given at least one month prior to said biennial Meeting.

Section 2. **Other Meeting.** There shall be a meeting of the Fund at the same time as the meeting of council of the League of Women Voters of Georgia in the interim years between conventions, approximately twelve (12) months after the preceding convention. Notice shall be given at least one month prior to said meeting.

Section 3. **Quorum.** A quorum shall consist of voting delegates representing not less than one-half (1/2) of the local leagues.

### ARTICLE IV

Section 1. **Enumeration and Election of Officers.** The officers of the League of Women Voters of Georgia Education Fund, Inc. shall be those holding the same office in the League of Women Voters of Georgia: a president, or two co-presidents, two or three numbered Vice Presidents, a secretary, and a treasurer. They shall be elected by the convention of the League of Women Voters of Georgia and shall hold office until the conclusion of the next regular biennial Meeting or until their successors have been elected and qualified.

Section 2. **The president(s).** The president(s) (a) shall preside at all meetings of the Fund and of the board of directors unless the president(s) shall designate another person to preside; (b) shall be, ex-officio, a member of all committees except the Nominating Committee; (c) 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; (d) may, in the absence or disability of the treasurer, sign or endorse checks, drafts, and notes.

Section 3. **The vice presidents.** The three vice presidents, in the order of their rank, shall, in the event of absence, resignation, disability, or death of the president, possess all the powers and perform all the duties of that office. In the event that no vice presidents are able to serve in this capacity, the board of directors shall elect one of its members to fill the vacancy. The vice presidents shall perform such other duties as the president and the board may designate.

Section 4. **The Secretary.** The secretary or duly appointed assistant shall keep minutes of biennial and other board meetings of the Fund, and of all meetings of the board of directors. The secretary shall sign with the president all contracts and other instruments when so authorized by the board, and shall perform such other functions as may be incident to the office.

Section 5. **The Treasurer.** The treasurer shall be responsible for the collection and receipt of all monies due; shall be the custodian of these monies; shall be responsible for the investment of such monies pursuant to policies adopted by the board for the short-term investment of funds and for the investment of capital funds, and shall be responsible for the disbursement of such monies in accordance with procedures adopted by the board. The treasurer shall present periodic statements to the board at its regular meetings and an annual report to the convention or council. The books of the treasurer shall be examined in convention years and with every change of the treasurer. This examination can be done by an accountant or an appointed committee of three (3) League members who are not members of the board and who are not immediate relatives of any current member of the board.

### ARTICLE V - BOARD OF DIRECTORS

Section 1. **Number, Manner of Selection and Term of Office.** The board of directors shall consist of the officers of the League of Women Voters of Georgia Education Fund, Inc., five (5) to seven (7) elected directors, and appointed directors not to exceed the number of elected directors. The elected directors shall be the same as those elected by the convention of the League of Women Voters of Georgia and shall serve until the next directors are elected and qualified. The elected members shall appoint such additional directors, not exceeding the number of

elected directors, as they deem necessary to carry on the work of the Fund. The term of office of the appointed directors shall expire concurrently with the term of office of the elected directors.

Section 2. **Qualifications.** No person shall be elected or appointed or shall continue to serve as an officer or director of this corporation unless this person is a voting member of the League of Women Voters of the United States: (a) enrolled in a local League or (b) enrolled as a member at large of the League of Women Voters of Georgia and living in Georgia.

Section 3. **Vacancies.** Any vacancy other than in the office of the president may be filled, until the next biennial meeting by a majority vote of the remaining members of the Board.

Section 4. **Powers and Duties.** The board of directors shall have full charge of the property and business of the Fund with full power and authority to manage and conduct the same, subject to the instruction of the biennial meeting. The board shall create and designate such special committees as it may deem necessary.

Section 5. **Regular Meetings.** (a) There shall be at least six (6) 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, telephone, email, or fax at least one week before any such meeting, giving the time and place of meeting. No action taken at any regular board meeting 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.

(b) When it becomes apparent to the President or the Executive Director that a quorum cannot be achieved on a regularly scheduled and properly noticed board meeting date, the president or the executive director shall have the authority to schedule the meeting on an alternative date agreeable to the majority of the elected board members. Said board meeting may be conducted in person, by conference call or, if necessary, by electronic transmission. It shall be incumbent upon the board of directors to determine an appropriate method of recording minutes at such an alternative meeting and complying where at all possible with proper parliamentary procedure.

Section 6. **Special Meetings.** (a) The president may call special meetings and upon the written request of five (5) members of the board, shall call a special meeting. Notice of all special meetings shall be by mail, telephone, e-mail, or fax at least two (2) days prior to the meeting, except as provided below.

(b) During a convention or council meeting of the League of Women Voters of Georgia, the president may call a special meeting by giving personal notice to each board member in attendance. Upon the request of five (5) board members, the president shall call a special meeting giving personal notice to each board member in attendance.

Section 7. **Quorum.** A number equal to a majority of the elected members of the board of directors shall constitute a quorum.

#### **ARTICLE VI - AMENDMENTS**

These bylaws may be amended by a two-thirds vote at any Meeting authorized by Article III of these bylaws provided that the proposed amendment was submitted to the board of the Fund at least three months prior to the said Meeting by a local board, or has been proposed by the board of the Fund. The board of the fund shall send all such amendments to each member at least one month prior to said Meeting.

#### **ARTICLE VII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Fund in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

#### **ARTICLE VIII - DISSOLUTION**

In the event of dissolution of the League of Women Voters of Georgia Education Fund, Inc. to the extent allowed under applicable law, all of the assets of this Fund shall be distributed to the League of Women Voters of the United States Education Fund, Inc. or its successor or any 501(c)(3) organizations.

*Adopted January 18, 1979*

*Revised May 1989*

*Revised May 1991*

*Revised May 1993*

*Revised June 1995*

*Revised May 1997*

*Revised June 1999*

*Revised May 2001*

*Revised May 2005*

*Revised May 2007*

*Revised April 2009*