

BYLAWS of the LEAGUE OF WOMEN VOTERS OF CONNECTICUT, Inc.

THE LEAGUE OF WOMEN VOTERS OF CONNECTICUT, Inc.
was incorporated on October 16, 1924 in Hartford, CT.

AS ADOPTED BY THE STATE CONVENTION May 11, 1948
AND AS AMENDED BY THE CONVENTIONS OF

May 20, 1952	June 10, 1975	June 14, 1977	May 31, 1991	May 21, 2005
June 11, 1957	June 11, 1969	June 5, 1981	May 31, 1997	June 16, 2007
June 13, 1961	June 9, 1971	June 10, 1983	June 5, 1999	June 6, 2009
June 12, 1963	June 12, 1973	June 5, 1987	June 2, 2001	
June 13, 1967	June 7, 1985	June 2, 1989	May 16, 2003	

ARTICLE I Name

Sec. 1. Name: The name of this LWVCT is the League of Women Voters of Connecticut, Inc. hereinafter referred to in these bylaws as LWVCT. The LWVCT is an integral part of the League of Women Voters of the United States (LWVUS).

ARTICLE II Purposes and Policy

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

Sec. 2. Nonpartisan Policy: The LWVCT shall not support or oppose any political party or any candidate.

ARTICLE III Membership

Sec. 1. Eligibility: All recognized Connecticut Leagues and Members-at-Large are an integral part of the LWVCT. Any person who subscribes to the purposes and policy of the LWVCT shall be eligible for membership.

Sec. 2. Types of Membership:

(a) Voting Members. Citizens at least 18 years of age residing within Connecticut, who join any local League within Connecticut or the LWVCT and who are in good standing shall be Voting Members of the LWVCT and of the LWVUS;

(1) individuals who live within an area of a local League may join that League or any other local League or may become state Members-at-Large;

(2) those who reside outside the area of any local League may join a local League or may become state Members-at-Large;

(3) 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. All others who join the League shall be associate members unless the LWVCT Board creates one or more other membership categories for which such persons qualify.

(c) Other Members. The LWVCT Board may from time to time create other membership categories, including but not limited to Junior Members. The rights, privileges, and duties of

members of any such category shall be defined at the time the category is created, and shall be consistent with the policies and bylaws of the LWVCT and LWVUS.

ARTICLE IV Officers

Sec. 1. Enumeration and Election of Officers: The officers of the LWVCT shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. Any or all of these offices may be held by two or more persons who share the responsibilities of their office. Each officer shall be elected by the biennial Convention and shall hold office until the conclusion of the next regular biennial Convention or until her successor has been duly elected and has qualified, or until her death or until she resigns or has been removed in the manner hereinafter provided.

Sec. 2. The President: The President

- shall preside at all meetings of the organization and the Board of Directors unless the President designates someone to preside in her place;
- may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes;
- shall be, ex-officio, a member of all committees except the Nominating Committee;
- shall have such usual powers of supervision and management as may pertain to the office of President and perform such other duties as may be designated by the Board.

Sec. 3. The Vice-Presidents: The Public Issues Vice-President shall, in the event of absence, resignation, removal, disability, or death of the President, possess all the powers and perform all the duties of that office until the next meeting of the Board of Directors, when a President can be appointed either temporarily or permanently as needed. In the event that the Public Issues Vice-President is unable to serve in this capacity, the Board of Directors shall appoint elect one of the other Vice-Presidents or one of its members to fill the vacancy. The Vice-Presidents shall perform such other duties as the President and Board may designate.

Sec. 4. The Secretary: The Secretary

- shall keep minutes of Convention, Council, and meetings of the Board of Directors;
- shall notify all officers and directors of their election;
- shall sign with the President all contracts and other instruments when so authorized by the Board;
- shall perform such other functions as may be incidental to the office.

Sec. 5. The Treasurer: The Treasurer, or a duly appointed assistant,

- shall collect and receive all moneys due;
- shall be the custodian of these moneys;
- shall deposit them in a bank or banks designated by the Board of Directors, and shall disburse the same upon the order of the Board of Directors;
- 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 reviewed annually by a certified public accountant as soon as the books are closed for the year.

Sec. 6. The Executive Committee: The officers shall constitute an executive committee to

- act in emergencies;
- conduct necessary business, not involving program direction change, between meetings of the Board;
- exercise such power and authority delegated to it by the Board;
- report any action of the executive committee to the board at the next regular meeting.

A majority of the executive committee shall constitute a quorum. Meetings shall be held at the call of the *President* or any three members of the executive committee.

Sec. 7. Vacancies. Any vacancy in any office may be filled by the affirmative vote of a majority of all remaining members of the Board of Directors for the unexpired term at a duly called meeting of the Board.

Sec. 8. Resignations: The resignation of any officer shall be in writing, whether conveyed by U.S. mail, facsimile or electronic transmission or comparable method, and shall be effective immediately upon receipt by the Board of Directors, if no time is specified, or at such later time as the resigning officer may specify and the Board shall accept.

Sec. 9. Removal of Officers: The Board of Directors at a meeting duly noticed and held may remove any officer for cause by a vote of two-thirds (2/3) of those Directors present and voting, provided that the notice of such meeting shall include notice of the proposed removal. The Officer sought to be removed shall have no right to vote with respect to any such action.

ARTICLE V Board of Directors

Sec. 1. Number, Manner of Selection and Term of Office: The Board of Directors shall consist of officers of the LWVCT, at least two and not more than eight (8) other elected directors, and not more than eight (8) appointed directors. Each elected director shall be elected by the biennial Convention and shall serve until the conclusion of the next regular biennial Convention or until her successor has been duly elected and has qualified, or until her death or until she resigns or has been removed in the manner hereinafter provided. The elected members shall appoint such additional directors, not exceeding eight (8), as they deem necessary to carry on the work of the LWVCT. The terms of office of the appointed directors shall expire concurrently with the term of office of the elected directors.

Sec. 2. Qualifications: No person shall be elected or appointed or shall continue to serve as an officer or director of the LWVCT unless this person is a voting member of the LWVCT.

Sec. 3. 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 of Directors.

Sec. 4. Power and Duties: The Board of Directors shall have full charge of the property and business of the LWVCT, 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 selected governmental matters as adopted by the Convention or Council. It shall accept responsibility delegated to it by the Board of Directors of the LWVUS for the organization and development of local Leagues, for the carrying out of program and for promotion in the local League 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. The Board shall create and designate such special committees as it may deem necessary.

Sec. 5. Regular Meetings: There shall be at least eight (8) regular meetings of the Board of Directors annually. The *President* shall notify each member of the Board of Directors of all regular meetings by sending to each member's last known post office address or email address, at least five (5) days before any such meeting, notice thereof, giving the time and place of the 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.

Sec. 6. Special Meetings: The President may call special meetings of the Board of Directors, and shall call a special meeting upon the written request of two members of the Board. Members of the board shall be notified of the time and place of special meetings in writing at least two days prior to such meeting. During a Convention, however, the President may, or upon the request of two members of the Board shall, call a special meeting by handing the members of the Board a written notice of the time and place of said meeting.

Sec. 7. Quorum: A majority of the members of the Board of Directors shall constitute a quorum. Any one or more members, or all, of the Board may participate in a meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Sec. 8. Remote Participation in Meeting: Any one or more members, or all, of the Board may participate in a meeting by means of telephone conference or similar remote communications allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall be deemed "presence" in person at a meeting.

Sec. 9. Directors' Consent Without A Meeting: If all the Directors severally or collectively consent in writing, whether conveyed by U.S. mail, facsimile or electronic transmission or comparable method, to any action(s) to be taken by the LWVCT, such action(s) shall be valid corporate action(s) as though it or they had been authorized at a meeting of the Board of Directors. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

Sec 10. Voting: At all meetings of the Board, each Director has one (1) vote. Any act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be deemed to be the act of the Board of Directors. If there is a tie vote, the motion under discussion shall be deemed defeated.

Sec. 11. Compensation Of Directors: Directors of the LWVCT shall serve without compensation, except that any Director may be reimbursed by the LWVCT for ordinary and reasonable expenses actually incurred in the performance of his or her duties in the manner and to the extent that the Board shall determine, consistent with the requirements of section 33-1092 of the Connecticut General Statutes. Notwithstanding the foregoing, the LWVCT shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the LWVCT's purposes. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the LWVCT pursuant to authorization by the Board of Directors, subject, however, to sections 33-1127 through 33-1130 of the Connecticut General Statutes.

Sec. 12. Resignations: The resignation of any Director shall be in writing, whether conveyed by U.S. mail, facsimile or electronic transmission or comparable method, and shall be effective immediately upon receipt by the Board of Directors, if no time is specified, or at such later time as the resigning Director may specify and the Board shall accept.

Sec. 13. Removal Of Directors: The Board of Directors at a meeting duly noticed and held may remove any director for cause by a vote of two-thirds (2/3) of those Directors present and voting, provided that the notice of such meeting shall include notice of the proposed removal. The Director sought to be removed shall have no right to vote with respect to any such action.

ARTICLE VI
Local Leagues, Inter-League Organizations and Member-at-Large Units

Sec. 1. Local Leagues:

- (a) Local Leagues are those Leagues within Connecticut which have been so recognized by the LWVUS.
- (b) The Board of Directors shall recommend to the Board of the LWVUS, hereinafter referred to as the national Board, that it recognize as a local League any group of members of the LWVUS in any community within the state, provided the group fulfills both state and national recognition requirements.
- (c) In the event of recurring failure of a local League to fulfill these requirements, the Board of Directors of LWVCT may recommend to the national Board that the national Board withdraw recognition from the local League or suggest reorganization of the local League into a Member-at-Large Unit. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVCT. Funds held by a local League that reorganizes into a Member-at-Large Unit may remain with that unit.

Sec. 2. 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 Board of Directors shall recommend to the national Board that such ILO be recognized provided they fulfill state and national recognition requirements.
- (c) In the event of recurrent failure of an ILO to fulfill these requirements, the Board of Directors shall recommend to the national Board that it withdraw recognition from such ILO. All funds held by an ILO from which recognition has been withdrawn shall be prorated among the member Leagues.

Sec. 3. Member-at-Large Units:

- (a) The Board of Directors may authorize the establishment of Member-at-Large units at places of employment or in communities where the establishment of a recognized local League is not feasible. Member-at-Large units shall operate within guidelines adopted by the Board of Directors.
- (b) In the event of recurrent failure to adhere to guidelines for Member-at-Large units, the Board of Directors may withdraw approval of the Member-at-Large unit. All funds held by a Member-at-Large unit from which approval has been withdrawn shall be paid to the LWVCT.

ARTICLE VII
Committees

Sec. 1. Creation Of Committees: The Board of Directors may, by resolution adopted by the affirmative vote of a majority of Directors present and voting, create one or more committees. In each case, the committee shall be comprised of one or more Directors, and each committee shall have and may exercise all such authority of the Board of Directors as may be delegated to it by appropriate resolution.

Sec. 2. Committee Rules: A majority of the members of any committee may fix its rules of procedure. All actions by any committee shall be reported to the Board of Directors at a meeting succeeding such action and shall be subject to revision, alteration and approval by the Board of Directors.

Sec. 3. Powers: A Committee shall have such functions and may exercise such power of the Board of Directors as may be delegated lawfully and as provided in the resolution or resolutions creating such Committee or Committees; provided, however that the creation of such Committee or Committees shall not operate to relieve the Board of Directors, any individual director, or the

officers of any responsibility imposed on such persons by law. Notwithstanding any provision of this Article or these Bylaws to the contrary, no Committee shall have any power to:

- (a) Fill vacancies on the Board of Directors or any of its Committees;
- (b) Amend the Certificate of Incorporation;
- (c) Adopt, amend, or repeal the Bylaws;
- (d) Amend or repeal any resolution of the Board of Directors;
- (e) Approve a plan of merger; approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the LWVCT; or
- (f) Approve a proposal to dissolve the LWVCT.

Sec. 4. Vacancies: Vacancies on Committees shall be filled by the Board of Directors.

Sec. 5. Minutes: Each Committee shall keep minutes or written notes of its proceedings and report the same to the Board of Directors.

ARTICLE VIII Financial Administration

Sec. 1. Fiscal Year: The fiscal year of the LWVCT shall commence on the first of July of each year.

Sec. 2. Financial Support: Financial responsibility for the work of the LWVCT shall be assumed annually as follows:

- (a) Members who are enrolled in local Leagues shall pay annual dues to the local League. Each local League shall make a per member payment (PMP hereafter) directly to the LWVCT, the amount of such payment to be determined by the Convention or Council by a three-fifths (3/5) vote of those present and voting.
- (b) When two or more members reside at the same address in a common household the local League shall make a payment equal to a full PMP for one member and one-half PMP for each additional member.
- (c) Each Member-at-Large shall pay annual dues to the LWVCT in an amount set by the Board of Directors.

Sec. 3. Budget: The Board shall submit to the Convention or Council for adoption a budget for the ensuing fiscal year. This budget shall provide for the support of the LWVCT. A copy of the proposed budget shall be sent to presidents of local Leagues, ILOs and Member-at-Large units at least one month in advance of the Convention or Council.

Sec. 4. Budget Committee: The Budget shall be prepared by a committee, which shall be appointed for that 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.

Sec. 5. Audit: The books of the Treasurer shall be audited or reviewed annually by a certified public accountant and shall be available in the files of LWVCT.

Sec. 6. Net Earnings: No part of the net earnings of the LWVCT shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the LWVCT shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Sec. 7. Self-Dealing: The LWVCT shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue code of 1986 or corresponding provisions of any subsequent federal tax law.

Sec. 8. Distribution of Funds on Dissolution: In the event of dissolution of the LWVCT for any cause, all moneys and securities which may at the time be owned by or under the absolute control of the

LWVCT shall be paid to the LWVUS after the Board of Directors has paid or made provision for the payment of all the liabilities of the LWVCT if at the time of the LWVCT's dissolution the LWVUS qualifies as an exempt organization under Section 501(c)(3) or 501(c)(4) of the U.S. Code, or, if it does not so qualify, to such other organization(s), organized and operated exclusively for charitable, educational, religious or scientific purposes, as at the time qualify as an exempt organization under Section 501(c)(3) or 501(c)(4) of the U.S. Code, in such manner as the Board may resolve, so long as said resolution is consistent with these Bylaws and with the LWVCT's Certificate of Incorporation. All other property of whatsoever nature, whether real, personal, or mixed which may at the time be owned by or under the control of the LWVCT shall be disposed of by an officer or employee of the organization having possession of same to such person, organization, or LWVCT for such public, charitable, or educational uses and purposes as may be designated by the Board of Directors.

Sec. 9. Indemnification: Each LWVCT director, officer or specified representative of the LWVCT shall be indemnified against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being or having been a director, officer or specified representative, or any settlement thereof, whether the person is a director, officer or specified representative of LWVCT at the time such expenses are incurred, except in such cases wherein the individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which the indemnified may be entitled. Indemnification shall be up to the amount insured.

Sec. 10. Contracts: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the LWVCT, and such authority may be general or confined to specific instances.

Sec. 11. Loans: No loans shall be contracted on behalf of the LWVCT and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Sec. 12. Deposits: All funds of the LWVCT not otherwise employed shall be deposited from time to time to the credit of the LWVCT in such banks, trust companies or other depositories as the Board may resolve.

ARTICLE IX Convention

Sec. 1. Place, Date and Call: A Convention of the LWVCT shall be held biennially in odd numbered years, at a time and place to be determined by the Board of Directors. The President shall send a first call for Convention to the presidents of local Leagues, ILOs and Member-at-Large units not less than three months prior to the opening date of Convention fixed in said call. Thereafter the Board of Directors may advance or postpone the opening date of the Convention by no more than two weeks. A final call for the Convention shall be sent by the President to the presidents of local Leagues, ILOs and Member-at-Large units at least one month before Convention.

Sec. 2. Composition: The Convention shall consist of:

- (a.) the delegates or the alternates, chosen by the members through the local Leagues in the number provided in Sec. 4 of this Article;
- (b.) the members of the Board of Directors of the LWVCT;
- (c.) one delegate chosen by the board of each recognized ILO; and
- (d.) one delegate or alternate, chosen by the members of each recognized Member-at-Large unit in the state.

Sec. 3. Qualifications of Delegates and Voting: Each delegate shall be a voting member of the LWVCT. 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 voting shall not be permitted. The Convention shall be the sole judge of whether a delegate is qualified to vote.

Sec. 4. Representation: The members of the LWVCT who are organized into recognized local Leagues in the state of Connecticut shall be entitled to voting representation as follows: each local League shall be entitled to at least two delegates; local Leagues having more than 50 voting members shall be entitled to one additional delegate for every 25 voting members or major fraction (13 or more) thereof. The record of paid, voting members as of the January membership count deadline of the year in which the Convention is held, as reported to the state office, shall determine the official membership count for this purpose. Delegates shall be chosen by the members through the local League.

Sec. 5. Powers: The Convention shall adopt a program. It shall elect officers, directors, and the chair and two members of the nominating committee. Furthermore, it shall adopt a budget for the ensuing fiscal year and shall transact such other business as may be properly presented.

Sec. 6. Quorum: Twenty percent of the possible number of voting delegates other than the Board of Directors shall constitute a quorum for the transaction of the business of the Convention, provided that there is representation from at least one-third (1/3) of the combined total of local Leagues and Member-at-Large Units.

Sec. 7. Observers: Non-delegate attendees shall be considered non-voting observers.

ARTICLE X Council

Sec 1. 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. The time and place of the meeting shall be determined by the Board of Directors. A formal call shall be sent by the President to the presidents of the local Leagues, ILOs and Member-at-Large units at least one month before a Council meeting. Special Council meetings may be called by the Board of Directors in the case of extreme emergency.

Sec. 2. Composition: The Council shall be composed of:

- (a) one president from each local League or an alternate in the event the president is unable to attend;
- (b) one delegate chosen by each recognized local League;
- (c) one delegate chosen by each recognized ILO and Member-at-Large unit;
- (d) the Board of Directors of the LWVCT.

Sec. 3. Powers: The Council shall give guidance to the Board on the Program (as defined below) methods of operation, and budget as submitted by the Board of Directors, and may adopt new Program as specified in Article XII below. The Council shall adopt a budget for the ensuing year and shall transact such other business as shall be presented by the Board.

Sec. 4. Quorum: Ten (10) delegates other than the Board of Directors shall constitute a quorum for the transaction of business at the Council provided that there is representation from at least one third (1/3) of the combined total of local Leagues and Member-at-Large Units.

Sec. 5. Observers: Non-delegate attendees shall be considered non-voting observers.

ARTICLE XI Nominations and Elections

Sec. 1. Nominating Committee: The Nominating Committee shall consist of either three members, one of whom shall be a member of the Board of Directors, or five members, two of whom shall be members of the Board of Directors. The chair, who shall be an ex-officio, non-voting member of the Board of Directors, and one or two members, who shall not be members of the Board of Directors, shall be elected by the Convention. Nominations for these offices shall be made by the current Nominating Committee. Further nominations may be made from the floor of the Convention. The other members of the Committee shall be appointed by the Board of Directors immediately after the Convention. Vacancies occurring in the Nominating Committee shall be filled by the Board of Directors. The President of the LWVCT shall send the names and addresses of the Nominating Committee to the president of each recognized local League, ILO and Member-at-Large unit.

Sec. 2. Suggestions for Nominations: At least four (4) month prior to Convention, the chair of the Nominating Committee shall request, through the president of each local League, ILO and Member-at-Large unit, suggestions for nominations for offices to be filled.

Sec. 3. Report of Nominating Committee and Nominations from Floor: The report of the Nominating Committee of its nominations for officers, directors and the chair and one or two members of the succeeding Nominating Committee shall be sent to the local Leagues, ILOs and Member-at-Large units one month before the date of the Convention. The report of the Nominating Committee shall be presented to the Convention. Immediately following the presentation of this report, nominations may be made from the floor by any member of the Convention provided that the consent of the nominee shall have been secured.

Sec. 4. Elections: The elections shall be under the direction of an Election Committee appointed by the President. The election shall be by ballot, except that when there is but one nominee for each office it shall be in order to move that the Secretary cast the ballot for every candidate. A simple majority of votes cast shall be sufficient for the election of officers and directors.

ARTICLE XII Program

Sec. 1. Principles: The governmental principles adopted by the national Convention and supported by the League as a whole constitute the authorization for adoption of a Program.

Sec. 2. Program: The Program of the LWVCT shall consist of (a) action to implement the Principles and (b) those state governmental issues chosen for concerted study or concurrence and action.

Sec. 3. Program Selection: The Convention and/or Council shall select the governmental issues for concerted study or concurrence and action using the following procedures:

- (a) To be considered for recommendation, local League boards, ILOs and Member-at-Large units need to make written recommendations for a new program proposal to the Board of Directors at least two months prior to the Convention or Council. Any League that proposes the adoption or amendment of a state position by concurrence on the floor of the Convention or Council shall send background information, including pros and cons on the issue and an explanation of the rationale for using this form of member agreement, to the Board of Directors at the time the proposal is submitted.

- (b) The Board of Directors shall consider the recommendations and shall formulate a proposed program which shall be submitted to the local League boards, ILOs and Member-at-Large units at least one month prior to Convention or Council.
- (c) Non-recommended items shall be reported with recommended items at least one month in advance.
- (d) At Convention or Council the Board of Directors shall present its recommended program proposal at the first business session.
- (e) Consideration of a non-recommended program proposal previously submitted to the Board of Directors requires an affirmative majority vote at the first business session.
- (f) At a later business session an affirmative majority vote shall be required for the adoption of the Program except that a two-thirds vote is required to amend or adopt a state position by concurrence on the floor of Convention or Council.
- (g) Program positions shall be formally reviewed as to relevancy ten years after their adoption and every ten years thereafter. The results shall be communicated to the membership and shall be presented to the next Convention for: (a) reaffirmation of the position, (b) update, (c) restudy and restatement of position in whole or in part, (d) elimination of position in whole or in part.

Sec. 4. New Positions: New positions resulting from a study consensus or concurrence become effective upon adoption by the Board of Directors.

Sec. 5. Interim Board Action: When an important state issue emerges requiring swift action, which cannot wait until the next Council or Convention for program adoption, the Board may adopt an interim study by a two-thirds vote of the entire Board.

Sec. 6. League Action: Local Leagues, ILO's, and Member-at-Large units may take action on state governmental issues only when authorized by the Board of Directors of the LWVCT. They may act only in conformity with, not contrary to, a position taken by the LWVCT and/or the LWVUS.

Sec. 7. Member Action: Members may act in the name of the LWVCT only when authorized to do so by the Board of Directors of the LWVCT or its designee(s).

ARTICLE XIII National Council and Convention

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 elect delegates to that Convention in the number allotted the LWVCT under the provisions of the Bylaws of the LWVUS. The delegates, one of whom shall be the LWVCT President or a duly authorized alternate, must be voting members of the LWVCT.

Sec. 2. National Council: 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 elect delegates to that Council in the number allotted the LWVCT under the provisions of the Bylaws of the LWVUS. The delegates, one of whom shall be the LWVCT President or a duly authorized alternate, must be voting members of the LWVCT.

ARTICLE XIV
Parliamentary Authority

Sec. 1. Parliamentary Authority: The rules contained in the current edition of *Robert's Rules Of Order Newly Revised* shall govern the LWVCT in all cases where they are applicable and where they are not inconsistent with these bylaws.

ARTICLE XV
Amendments and Interpretation

Sec. 1. 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 Board or Member-at-Large unit to the Board of Directors at least two months prior to Convention.
- (b) All such proposed amendments together with the recommendations of the Board of Directors shall be sent to the presidents of local Leagues, ILOs and Member-at-large units at least one month prior to the Convention.
- (c) The presidents of local Leagues, ILOs and Member-at-Large units shall notify the members of their respective Leagues of the proposed amendments. Failure of a League president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the Bylaws.

Sec. 2. Interpretation: All words of either gender herein may be read as either feminine or masculine. All words in the singular may be read in the plural, and all words in the plural may be read in the singular, where sense so requires.

Sec. 3. Successor Statutes: Any citation of any state or federal statute may be read as referring to the corresponding provisions of any subsequently substituted state or federal statute, whether such substitution results from amendment, renumbering, re-codification or any other cause.