

# BYLAWS

## Junior League of Norman, Inc.

### ARTICLE I - Name

The name of the organization shall be "Junior League of Norman, Inc.", hereinafter also referenced as The League or League.

### ARTICLE II - Purpose and Policy

**Section 1. PURPOSE.** The League is an organization of women committed to promoting voluntarism, developing the potential of women and improving the community through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable.

**Section 2. POLICY.** The League does not discriminate on the basis of race, creed, religion or national origin. The Junior League of Norman strives in all endeavors to be sensitive to the special needs of our members and to encourage each member to identify those needs through open communication.

### ARTICLE III - Membership

**Section 1. REQUIREMENTS.** Women who comply with the requirements of the League as stated in Article III, Section 3, of these Bylaws shall be admitted to new membership. No member shall at any time be a member of more than one Junior League.

**Section 2. CATEGORIES.** The categories of membership are as follows:

a. **New Member.** New Members are those engaged in their first year of membership with The League and are an active participant in the training established by the League to prepare them for effective community and League involvement. New Members are not eligible to vote or hold office. New Members shall be required to complete their training course and make payment of all financial responsibilities by May 1 of the year in which they are admitted for new membership. A New Member may request an extension to complete the New Member requirements by making application to the Board of Directors of the League by April 1 of the year in which they are admitted for new membership. An extension may be granted by the Board of Directors. The Board of Directors shall vote on all New Members becoming Active members prior to the general meeting of The League held in May of the year in which the New Members are admitted for new membership and an announcement regarding the status of membership for all New Members shall be communicated to membership at such general meeting.

b. **Active.** Active members are those who have completed the New Member training and been approved by The League Board of Directors for Active membership. Active members must also make timely payment of all annual dues and fulfill all financial commitments, remain in good standing, as later defined, and justify Active membership by demonstrating voluntary service to their communities and their participation in the League's placement plan. A Sustaining member may be reclassified as an Active member at any time.

c. **Associate.** An Active member is eligible for Associate member status when they have completed five (5) years of membership, comprised of one New Member year and at least four (4) years of Active membership in good standing, excluding periods of absence due to leave or resignation. The

Immediate Past President may not go Associate. The member wishing to receive Associate status must submit a written request to the League President and Vice President of Membership by March 1 prior to the fiscal year the member wishes to become an Associate member. The Board of Directors of The League shall vote on a member's request to change membership status prior to the March general meeting of the same year in which the Active member submits such request. Associate members must continue to pay annual dues and fulfill all financial commitments and shall retain all privileges of Active membership, with the exception of serving in any elected position. Meetings are optional for the Associate member. Any Associate member reclassifying to Active membership after a period of absence from active service, must complete one (1) fiscal year of active service before being eligible to be slated for an elected position.

d. **Sustaining.** An Active member is eligible for Sustaining member when they have completed seven (7) years of membership, comprised of one New Member year and at least six Active and/or Associate years. The Immediate Past President may not go sustainer. Members wishing to receive Sustaining membership status must submit a written request to the President and Vice President of Membership by March 1 prior to the fiscal year in which they wish to become a Sustaining member. The Board of Directors of The League shall vote on a member's request to change membership status prior to the March general meeting of the same year in which the member submits such request. Sustaining members are those who have fulfilled the Active membership requirements as defined in Article III, Section 2b, of these Bylaws, and who continue to support the League, including payment of annual dues and fulfillment of all financial commitments, and support the community. Sustaining members shall have all the privileges of membership except that they may not hold office or vote at a general meeting, however, the Sustaining Advisor who serves on the Board of Directors, the Sustaining Coordinator who serves on the Membership Team, and the sustaining member who serves on the Finance Team shall have the right to vote on matters brought before the Board or team on which they serve.

### **Section 3. ADMISSION TO MEMBERSHIP.**

a. **Eligibility.** The League reaches out to women of all races, religion and national origins who demonstrate an interest in and commitment to voluntarism. A prospective new member shall be a minimum of twenty-two (22) years of age on May 31 of the year she is proposed for Active membership. A prospective new member shall possess an interest in voluntarism, commitment to community service, and interest in developing her potential for voluntary participation. No additional criteria shall be used. The prospective new member information form shall include only information based on the criteria used. There shall be no deliberative process in the Admission system.

b. **Proposal of Members.** Prospective New Members shall be proposed in accordance with written policy as the Board of Directors may from time to time adopt. All prospective new members shall be informed of their prospective new membership.

c. **Good Standing.** An Active member shall remain in good standing throughout their service to The League. An Active member shall receive credit toward Associate or Sustainer status for each year served by showing fulfillment of all obligations with their placement, fulfillment of all financial obligations and payment of annual dues, and proper attendance at general meetings and trainings. Compliance with the above stated obligations shall be defined in The Leagues' policies and procedures. Prior to the end of each fiscal year, the Board of Directors shall vote in accordance with these Bylaws and The League's policies and procedures whether an Active member is in good standing and whether the Active member will receive credit for their year of service based on fulfillment of all League obligations.

**Section 4. MEMBERSHIP PRIVILEGES.** A member in good standing, who is subject to change in residence, shall be granted, upon application in writing to the League President and Vice President of Membership one of the following privileges.

a. **Transfer.** New, Active and Sustaining members shall have the privilege of transferring membership from one Junior League to another. The privilege of transfer does not extend to a person who has previously been dropped or expelled from membership by the Junior League to which the transfer is desired. Any member desiring to transfer membership shall submit a written request to the President and Vice President of Membership. The Board of Directors of the League shall vote on the member's request to transfer within thirty (30) days of submission of such request.

b. **Inter-League.** New, Active and Sustaining members, who will be residing temporarily in the area of another Junior League and who so formally request in writing to the President and Vice President of Membership shall be granted the Inter-League privilege for a period not to exceed one year. The period may be extended by the sending Junior League for one additional year. A member granted the Inter-League privilege shall comply with requirements of the receiving Junior League and shall be entitled to all privileges and responsibilities of membership except the right to vote or hold office. She shall be listed as a member of and pay dues to the sending Junior League which shall have final responsibility for the member in all matters.

c. **Sustaining Seasonal Inter-League.** A Sustaining member who resides for a portion of the year in the area of the League and a portion of the year near another Junior League, and who so formally requests in writing to the President and Vice President of Membership, shall be granted the Seasonal Inter-League privilege. The privilege permits the Sustaining member to participate in the Junior League in whichever area she is currently residing. A Sustaining member may hold the Seasonal Inter-League privilege in more than one Junior League at a time. The Seasonal Inter-League privilege may be extended for an unlimited period of time. The Sustaining member shall be listed as a member and shall pay annual dues to the sending League which shall have the final responsibility for her in all matters. A Sustaining member granted the Seasonal Inter-League privilege shall comply with the requirements of the Junior League in whose area she is currently residing, including the payment of the designated fee set by policy of the Board of Directors.

d. **Non-Resident.** Active and Sustaining members, who are living at a distance from the League area shall be granted the non-resident privilege. Non-resident Active and Sustaining members who live in an area in which there is a Junior League may retain the privilege indefinitely. Non-resident members shall have the privileges of membership except that they may not hold office, vote, propose, or second candidates for New membership.

**Section 5. RESIGNATION.** Upon vote by the Board of Directors of The League, any member of the League who is not in arrears in financial obligations to the League or in the performance of League duties may resign in good standing. Such resignation request shall be made in writing to the League President and Vice President of Membership by March 1 of the year prior to which they are seeking to resign.

**Section 6. REMOVAL.** A member may be removed when the Board of Directors deems such an action is in the best interest of the League. Removal requires a two-thirds (2/3) vote of the Board of Directors after fifteen (15) days written notice to the member. The notice shall state the cause for such action and an opportunity for a hearing before the Board of Directors shall be given. In cases of non-payment of dues, a member will be removed from the membership by approval of the Board of Directors and no hearing before the Board of Directors shall be given.

**Section 7. REINSTATEMENT.** Any member who has resigned while in good standing may be reinstated by a two-thirds (2/3) vote of the Board of Directors upon paying the current full year's dues. Any member whose name has been removed from the membership not in good standing shall not be eligible for reinstatement.

#### **ARTICLE IV - Dues and Ways and Means Obligations**

##### **Section 1. ANNUAL DUES.**

a. **Amount.** The Board of Directors shall adopt a written policy regarding the amount of dues payable to the League by the members. Such policy shall be reviewed periodically and shall be subject to membership approval.

b. **Refunds.** Refunds of dues will not be made to members resigning during the fiscal year, to members who have been removed from membership not in good standing, or to New members who fail to complete their training course.

**Section 2. SUSTAINING EMERITUS STATUS.** Emeritus membership may be granted to any Sustaining member who has reached the age of 80 years, and has requested Emeritus membership. Upon being granted Emeritus membership, she shall no longer have a dues requirement to the League. Her membership shall be reflected in the League's membership roll. The League shall have no financial obligation to the Association for the membership after the age of 80.

**Section 3. FEES.** All fees are determined by a written policy adopted by the Board of Directors. A fee shall be payable upon the commencement of the New Member training course.

**Section 4. OTHER WAYS AND MEANS COMMITMENTS.** The Board of Directors shall propose a written policy establishing any obligation for the League's Ways and Means events. Such policy shall be subject to approval by the Active membership by a written ballot vote.

#### **ARTICLE V - Officers/Executive Committee**

**Section 1. COMPOSITION.** The elected officers shall be a President, President-Elect, Community Vice President, Administrative Vice President, and Treasurer/Finance Vice President. The Executive Committee shall be composed of the elected officers of the League.

**Section 2. ELIGIBILITY.** Any member in good standing who is an Active member as defined by Article III, Section 2, of these Bylaws, except a Nominating Committee member, shall be eligible to be slated to become an officer of the League.

**Section 3. NOMINATION.** The Nominating Committee shall present a slate of one candidate for each office to be filled. This list shall be presented to all members of the League at a general membership meeting before the election meeting. Additional nominations, with the consent of the nominee, may be made in writing by ten percent (10%) of the Active members. They shall be received by the Nominating Chair at least two (2) weeks prior to the election meeting and shall be mailed by her to each Active member at least ten (10) days prior to the election meeting. Any additional nominations shall be presented with the Nominating Committee's slate at the election meeting. Election shall be by ballot, unless there is only one (1) candidate for any office, when a voice vote may elect.

**Section 4. ELECTION AND TERM.** Officers shall be elected at a general membership meeting,

as specified by policy of the Board of Directors, for a term of one (1) year with the exception of the President, which will be elected for a two (2) year term. Should a single slate be presented, election shall be made by voice. If there is more than one (1) candidate for office, voting shall be by secret ballot, and the votes shall be counted by three (3) Active members. Election shall be by majority vote of the votes cast. The officers shall assume their duties on June 1.

**Section 5. DUTIES.** The powers and duties of the officers shall be as follows:

a. **President.** The President shall be the executive officer of the League and shall oversee the general direction of the affairs of the League, and shall preside at meetings of the League, Board of Directors and Executive Committee. She shall be an ex officio member of all committees except the Nominating and Placement Committees and shall sign, with the Treasurer/Finance Vice President, all contracts and obligations authorized by the Board of Directors.

b. **President-Elect.** The President-Elect shall automatically succeed to the office of the President and shall assist the President and assume duties in her absence. She shall oversee all aspects of the office, including the office manager, supplies, and procedures. The President-Elect will serve a one year term, in the second year of the current President's term.

c. **Community Vice President.** The Community Vice President shall assist the President and assume the duties of the President or President-Elect in their absence. She shall also serve as Chair of the Community Team. In years when there is not a President-Elect, the Community Vice President shall oversee all aspects of the office, including the office manager, supplies and procedures.

d. **Administrative Vice President.** The Administrative Vice President shall keep the minutes of the League, the Board of Directors and the Executive Committee. She shall maintain a file of all essential records of officers and committees. She shall conduct the general correspondence of the League and perform such other duties as required by the Board of Directors. She shall notify members of called meetings and be responsible for the supervision of roll call at general and special meetings. She shall assist the President and Board of Directors in League administration.

e. **Treasurer/Finance Vice President.** The Treasurer/Finance Vice President shall be the custodian of the funds of the League; shall collect all dues and assessments and receive all monies and make payments in accordance with the budget. Expenses not provided for in the budget shall be incurred and paid only upon order of the Board of Directors. She shall keep full and accurate accounts and shall present financial statements at the regular meetings of the League and the Board of Directors and be the keeper of the official seal. The Treasurer/Finance Vice President shall turn over to her successor all books and financial records. She shall sign, with the President, all contracts and obligations authorized by the Board of Directors.

f. **Executive Committee.** The Executive Committee shall have the authority of the Board of Directors between meetings of the Board of Directors. Any action taken by the Executive Committee shall be submitted to the Board of Directors for ratification at its next meeting. The duties of the Executive Committee shall be to establish the Board of Directors' agenda, counsel the President as to assignment of charges and issues to be addressed by committees or other work groups, and such other responsibilities as may be delegated to them by these Bylaws or the Board of Directors. Except as otherwise provided by law or in these Bylaws, the act of a majority of the members present at which a quorum is present shall be an act of the Executive Committee.

**Section 6. VACANCIES.** Vacancies among officers with the exception of the President and the Treasurer/Finance Vice President, shall be filled by election at the general membership meeting

following the vacancy from a single slate submitted by the Nominating Committee. Persons so elected shall serve until the expiration of the original term. Vacancy of the President or Treasurer/Finance Vice President shall be filled by the President-Elect or Assistant Treasurer.

**Section 7. REMOVAL.** Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors.

**Section 8. MEETING.** The Executive Committee shall meet at the call of the President or upon the request of three (3) of its members.

**Section 9. QUORUM.** A majority of the Executive Committee shall constitute a quorum for all meetings of the Executive Committee.

## **ARTICLE VI - Board of Directors**

**Section 1. COMPOSITION.** The Board of Directors shall include all elected Officers of the League, the Vice Presidents of all Teams, the Chairs of all committees deemed necessary to League administration or program in any given year, one (1) Member-at-Large, the Bylaws/Parliamentarian, and a Sustaining Advisor.

**Section 2. ELIGIBILITY.** Any member in good standing who is an Active member, with the exception of the Sustaining Advisor who must be a Sustaining member, shall be eligible to be slated for an office or serve on the Board of Directors. Nominating Committee members are not eligible to be slated for any office.

**Section 3. ELECTION AND TERM.** The Nominating Committee shall present a single slate of Board members to the Active membership at a general membership meeting no later than January and the election shall be at the following general meeting.

Additional nominations with the consent of the nominee may be made in writing by ten percent (10%) of the Active members. They shall be received by the Nominating Chair at least two (2) weeks prior to the election meeting and shall be sent by them to each Active member at least ten (10) days prior to the election meeting. Any additional nomination(s) shall be presented with Nominating Committee's slate at the election meeting. Election shall be by ballot, unless there shall be but one (1) candidate for any Board position then a voice vote may elect. They shall assume their duties on June 1.

### **Section 4. DUTIES.**

a. **General.** The internal and external affairs of the League shall be managed under the direction of the Board of Directors. Except as provided by the Charter, Articles of Incorporation and these Bylaws, the Board of Directors shall formulate and maintain policies and provide for the development of procedures to execute its responsibility. The Board of Directors shall, in consultation with the Active membership, define goals for the League and maintain a strategic plan. The Board of Directors shall provide oversight to the programs and resources of the League to insure the achievement of its purposes. Except as otherwise provided by law and these Bylaws, a majority of the votes cast may decide any question brought before a meeting of the Board of Directors.

b. **Policy.** The Board of Directors may adopt policies consistent with these Bylaws, which set forth the standards of conduct of the affairs of the League.

c. **Bylaws/Parliamentarian.** The purpose of this role is to study suggested changes to the Bylaws and Policies and Procedures, prepare revisions and present the proposed changes to the Board of Directors and the membership for a vote. While the Bylaws/Parliamentarian shall be a voting member of the Board of Directors, she will not be permitted to vote as a general member on proposed bylaws changes presented to the general membership. She will, however, be authorized to vote on all other issues presented for general membership's consideration.

**Section 5. VACANCIES.** With the exception of positions held by officers, any vacancy on the Board of Directors shall be appointed by the Nominating Committee and shall not require membership approval. Persons so appointed shall serve until the expiration of the original term of office.

**Section 6. MEETINGS.** The Board of Directors shall hold regular monthly meetings, except in the month of July. Special meetings may be called by the President or upon the written request of five (5) members of the Board of Directors. The purpose of the meeting shall be stated in the call.

**Section 7. QUORUM.** A majority of the members of the Board of Directors shall constitute a quorum.

**Section 8. REMOVAL.** Any member of the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE VII - Standing Committees**

**Section 1. PURPOSE.** Standing committees are those whose duties and responsibilities are continual within the leadership, membership responsibilities, and new member training programs of the League.

### **a. Nominating Committee.**

(1) **Composition.** There shall be a Nominating Committee whose members shall be elected from a multiple slate. The committee will consist of an elected Chair, and no less than three (3) and no more than seven (7) members. Members shall serve a two (2) year term. Voting shall be by secret ballot and the votes shall be counted by the Bylaws/Parliamentarian, Nominating Chair, and members of the Nominating Committee. As nominations are accepted, the President-Elect shall be notified of the nominees.

(2) **Vacancies.** Should a vacancy on the committee occur, the position will remain unoccupied. In the event the vacancy results in the committee having fewer than the required minimum number of members, the vacancy will be filled by the member receiving the next highest vote in the most recent election. If that member is unable to fill the position, the current President-Elect shall fill the position for the remainder of the fiscal year. Should an elected chair of the Nominating Committee be unable to fulfill her duties, her successor shall be chosen from the committee by a majority vote of the committee. All elected members of the Nominating Committee are not eligible to be slated for a position on the Board of Directors.

(3) **Purpose.** The purpose of this committee shall be to maximize the personal growth and development of League members while fulfilling the leadership needs of the League's committees.

(4) **Duties.** It shall be the duty of this committee to prepare slates of candidates for the elected offices and elected committee chairs of the League, selection of members to attend conferences, and shall

perform other related duties as may be specified by these Bylaws and required by the Board of Directors.

(5) **Quorum.** Two-thirds committee members at a Nominating meeting shall constitute a quorum.

**b. New Member Committee.** There shall be a New Member Committee which consists of Active members and an elected chair. The purpose of this committee is to provide an orientation to prospective candidates for League membership, and to establish a training course to prepare New members for effective community and League involvement. The New Member Committee shall notify the Board of Directors of those members who fail to complete their training prior to the League Board meeting held in April of the year in which such New Members are seeking Active membership.

**c. Education and Development Committee.** There shall be an Education and Development Committee which consists of Active members and an elected chair. The purpose of this committee is to provide workshops and seminars that teach skills to be used in League-related work. The Education and Development Committee presents information which members will be able to use to increase their effectiveness as volunteers. This committee shall also be responsible for securing locations and planning all general meetings, trainings, retreats and socials. If contracts are necessary to secure any of these locations, this committee shall not be permitted to sign a contract on behalf of the League and these Bylaws and the League policies and procedures shall control.

**d. Fund Development Committee.** There shall be a Fund Development Committee which consists of Active members and an elected chair. The purpose of this committee is to coordinate all outside solicitations, research potential fundraising methods and sources and oversee all grant-writing.

**e. Advisory Planning Committee.** There shall be an Advisory Planning Committee which consists of Active members and an elected chair. The purpose of this committee is to utilize membership input to develop long and short-range plans for the League and monitor the progress in meeting established goals. This committee also coordinates the annual Project and Fundraiser Vote. The chair is a member of the Board of Directors.

**f. Placement Committee.**

(1) **Composition.** There shall be a Placement Committee whose members shall be elected from a multiple slate. The committee will consist of an elected Placement Chair, and no less than three (3) and no more than seven (7) members. Members shall serve a two (2) year term. Voting shall be by secret ballot and the votes shall be counted by the Bylaws/Parliamentarian, Nominating Chair, and members of the Nominating Committee. As nominations are accepted, the President-Elect shall be notified of the nominees.

(2) **Vacancies.** Should a vacancy on the committee occur, it will be filled by the member receiving the next highest vote in the most recent election. In the event this vacancy cannot be filled from the most recent election, the position will remain vacant. Should an elected chair of the Placement Committee be unable to fulfill her duties, her successor shall be chosen from the committee by a majority vote of the Placement Committee. All elected members of the Placement Committee are not eligible to be slated for a position on the Board of Directors.

(3) **Purpose.** The purpose of this committee shall be to maximize the personal growth and development of League members while fulfilling the manpower needs of the League's committees.

(4) **Duties.** It shall be the duty of this committee to annually place all active members, interview all



active members at regular intervals, and keep uniform records of committee and community placement, ways and means, training and conferences attended, and other pertinent data.

(5) **Quorum.** Two-thirds committee members at a Placement meeting shall constitute a quorum.

**Section 2. ELECTION OF CHAIRS.** A single slate of candidates for the leadership positions of these committees and any other committees in which the Board of Directors shall feel necessary to form (with the exception of the Nominating and Placement Committees) will be prepared by the Board of Directors and presented to all Active members of the League at least 10 days prior to the March general meeting. Any additional nominations, with the consent of the nominee, may be made in writing by ten percent (10%) of the Active members. They shall be received by the Board of Directors at least one (1) week prior to the election meeting and shall be mailed, regular mail or electronically, by the member opposing the slate to each active member at least five (5) days prior to the election meeting. Any additional nomination(s) shall be presented with the Board of Directors' slate at the election meeting. The election meeting shall be no later than the March general meeting. Election shall be by ballot, unless there shall be one (1) candidate for any committee chair position, when a voice vote may elect.

**Section 3. VACANCIES.** Any vacancy of any chair of a standing committee except the Nominating and Placement Committees [see Article VII, Section 1. a (2)] shall be appointed by the Board of Directors. Persons so appointed shall serve until the expiration of the original term of office.

**Section 4. REMOVAL OF CHAIRS.** Any chair of any standing committee may be removed by a two-thirds (2/3) vote of the Board of Directors.

### **ARTICLE VIII - Special Committees**

Special Committees may be appointed by the President with the approval of the Board of Directors which shall designate their power and term of the committee's appointment.

### **ARTICLE IX - Meetings**

**Section 1. GENERAL MEETINGS.** General meetings shall be held in accordance with a schedule determined by policy of the Board of Directors.

**Section 2. ANNUAL MEETING.** The Annual Meeting of the League shall be held in May.

**Section 3. SPECIAL MEETINGS.** Special meetings may be called by the Board of Directors or upon the written request of ten (10) members of the League.

**Section 4. ATTENDANCE.** Active and New members are expected to attend all general meetings of the League. When both day and night general meetings are scheduled, a member may choose to attend either meeting.

**Section 5. VOTING.** A quorum (ten percent of the voting membership) and a two-thirds (2/3) vote of the Active members present and voting at any general or special meeting is required for the following:

- a. approval of each financial obligation, which will be required to be written ballot vote;
- b. approval of projects and fundraisers;
- c. taking public action;

- d. to amend these Bylaws; and
- e. to adopt position statements regarding the League's external policies.

**Section 6. ABSENTEE BALLOTS.** Absentee ballots are permissible for any ballot vote taken by the membership at a regularly scheduled meeting. If the proposal is amended or changed in any way at the regular meeting at which the official vote is called, the absentee ballots are null and void.

**Section 7. QUORUM.** A quorum shall consist of ten percent (10%) of the voting membership.

**Section 8. MEETING FACILITY/LOCATION.** All meetings and functions of the League and its members shall be held at facilities which do not discriminate against women or on the basis of race, religion or national origin.

### **ARTICLE X - Fiscal Policies**

**Section 1. FISCAL YEAR.** The fiscal year shall begin June 1 and end May 31.

**Section 2. ACCOUNTS AND AUDIT.** The books and accounts of the Junior League of Norman, Inc. shall be kept in accordance with generally accepted accounting principles and shall be audited or reviewed annually by a certified public accountant at the end of the fiscal year. The League must duly establish its tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code. The League shall immediately send to the Association Office evidence of any change in its status as a tax exempt organization under Section 501(c)(3) of the United States Internal Revenue Code.

**Section 3. BONDING.** The Treasurer/Finance Vice President, Assistant Treasurer and President shall be bonded.

**Section 4. ANNUAL BUDGET.** The Treasurer/Finance Vice President as the elected financial officer of the League, shall submit the League budget to the Board of Directors annually for approval as the League policies and procedures direct.

**Section 5. DISSOLUTION.** In the event the League is dissolved or liquidated, no member shall share in or receive any funds or other assets remaining in the possession of the corporation. Such funds or other assets will be distributed to a charitable or educational organization or organizations in the community, tax exempt within the meaning of the Internal Revenue Code, having the same or similar activities as does this corporation. Such organizations are to be selected by a majority of the last Board of Directors of this corporation.

### **ARTICLE XI - Delegates**

**Section 1. DELEGATES TO ASSOCIATION CONFERENCES.** The President shall be the voting delegate to the annual conference of the Association. The President-Elect and incoming President-Elect shall be the non-voting delegates. Any other non-voting delegates shall be selected by the Nominating Committee. Delegates to all other Association conferences shall be selected by the Nominating Committee.

**Section 2. DELEGATES TO OTHER MEETINGS.** Delegates to Technical and Regional Conferences or Institutes shall be selected by the Nominating Committee.

## **ARTICLE XII - Parliamentary Authority**

The most recent edition of Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws, or by special rules of procedures adopted by the League.

## **ARTICLE XIII - Policies and Procedures**

Policies are those rules and regulations which clarify and implement the Bylaws. Procedures are the procedural rules for proper committee conduct and function. Policies and Procedures must be in harmony with these Bylaws. They shall be established, rescinded or amended by a two-thirds (2/3) vote of the Board of Directors, except for any obligation binding on the entire active membership, at which point a majority vote of the voting membership is necessary.

## **ARTICLE XIV - Amendments**

These Bylaws may be amended by two-thirds (2/3) vote of the Active members present at any general meeting of the League, provided that the proposed amendment has been distributed to each voting member prior to the date of the meeting. Any Bylaws changes from the Association may be ratified by a two-thirds (2/3) vote of the Board of Directors.