

**League of Women Voters of Oregon Bylaws**  
**(501(c)(3) Bylaws Originally Adopted by May 2015 LWVOR Convention)**

Revised May 7, 2017 by LWVOR Convention

**Article I**

**Name**

Sec. 1. **Name.** The name of this organization shall be the League of Women Voters of Oregon; hereinafter referred to in these bylaws as LWVOR. This state League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS.

**Article II**

**Purposes and Policy**

Sec. 1. **Purposes.** The purposes of the LWVOR are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. LWVOR is organized and operated primarily for charitable, educational and advocacy purposes under Section 501(c)(3) of the Internal Revenue Code, or the correspondi

ng section of any future federal tax code. Notwithstanding any other provision of these Articles, LWVOR shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the corporation shall be attempting to influence legislation.

Sec. 2. **Political Policy.** The LWVOR shall not support or oppose any political party or any candidate.

**Article III**

**Membership**

Sec. 1. **Eligibility.** Any person who subscribes to the purposes and policy of the LWVUS shall be eligible for membership.

Sec. 2. **Types of Membership.**

- a. 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; (1) those who live within an area of a local League may join that League or any other local League; (2) those who reside outside the area of any local League may join a local League or shall be state members-at-large; (3) those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.
- b. Associates. All others who join the League shall be associate members.

## **Article IV**

### **Officers and Board of Directors**

Sec. 1. **Enumeration of Officers.** The officers of the LWVOR shall be a president, a first vice-president, a second vice-president, a secretary, and a treasurer.

Sec. 2. **Enumeration of the Board of Directors.** The LWVOR Board of Directors shall consist of the officers of the LWVOR, six elected directors, and not more than six appointed directors.

Sec. 3. **Election of Officers and Directors of the Board of Directors.** The president, first vice-president, secretary, and three elected Board members shall be elected by the convention. They shall assume office June 1 following the convention and shall serve until May 31 following the next regular biennial convention or until their successors have been elected. The second vice-president, treasurer, and three elected Board members shall be elected by the council. Except for the treasurer, they shall assume office June 1 following the council and shall serve until May 31 following the next regular biennial council or until their successors have been elected. The treasurer shall assume office on July 1 following the council and hold office through June 30 following the next biennial council or until a successor has been elected.

Sec. 4. **Number, Selection, and Term of Office of Appointed Directors.** The elected officers and directors may appoint such additional directors, not exceeding six, as they deem necessary to carry on the work of the LWVOR.

Sec. 5. **Qualifications.** No person shall be elected or appointed or shall continue to serve as an officer or director of this organization who is not a member of the LWVOR.

Sec. 6. **The President.** The president shall preside at all meetings of the organization and of the LWVOR Board of Directors. The president may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. The president shall be, ex-officio, a member of all committees except the Nominating Committee, and 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 LWVOR Board.

Sec. 7. **The Vice-President.** The two vice-presidents, in 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 neither vice-president is able to serve in this capacity the LWVOR Board of Directors shall elect one of its members to fill the vacancy. The vice-presidents shall perform such other duties, as the president shall designate.

Sec. 8. **The Secretary.** The secretary shall keep minutes of convention, council, and meetings of the LWVOR Board of Directors; shall notify all officers and directors of their election; and shall perform such other functions as may be incident to the office.

Sec. 9. **The Treasurer.** The treasurer shall collect and receive all moneys due; shall be custodian of these moneys; shall deposit them in a bank or banks designated by the LWVOR Board of Directors and disburse them upon order of the LWVOR Board of Directors; shall present statements to the LWVOR Board at its regular meetings and two annual reports, (1) a year-to-date report to the convention or council, and (2) a complete fiscal year report to all local League organizations at the completion of the fiscal year.

Sec. 10. **Vacancies.** Any vacancy, other than in the office of the president, may be filled, until the convention or council held closest to the end of the Board member's term, by a majority vote of the remaining members of the LWVOR Board. In filling the vacancy, the LWVOR Board shall consider names submitted by the Nominating Committee.

Sec. 11. **Resignation and Removal of Officers and Directors.** Three consecutive absences from a Board meeting by any member without valid reason, as determined by the Board, shall constitute a resignation. Failure to observe the procedures outlined in Article V, Sec. 2 when a Board member has a conflict of interest with the LWVOR will result in the Board member's resignation or removal.

Any officer or Board member may be removed for cause, as determined by the Board, by a 2/3 vote of the Board of Directors.

## **Article V**

### **LWVOR Board of Directors' Operations**

Sec. 1. **Powers and Duties.** The LWVOR 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 convention. The LWVOR Board shall plan and direct the work necessary to carry out the program on state governmental matters as adopted by the convention. It shall accept responsibility delegated to it by the Board of Directors of the LWVUS for the organization and development of local Leagues, for the carrying out of Program, and for promotion in the local Leagues of finance programs requisite to further the work of the League as a whole. The LWVOR Board shall have the authority, where circumstances require, to make reasonable and prudent adjustments in the existing budget approved at convention or council, to implement so far as feasible the general emphasis of the budget. The LWVOR Board shall create and designate special committees, as it deems necessary.

Sec. 2. **Conflict of Interest.** A conflict of interest is not cause for a Board member's resignation if the following procedure has been observed:

- a. The material facts of the activity have been disclosed to the Board of Directors.
- b. The activity is not contrary to the interests, financial or otherwise, of the League of Women Voters of Oregon.
- c. The Board of Directors approves, by a vote, of the Board member's activity.
- d. Any Board member who has material interest in a specific issue shall not vote on matters relating to that issue.

Sec. 3. **Regular Meetings.** There shall be at least four regular meetings of the LWVOR Board of Directors annually. The president shall notify each member of the LWVOR Board of Directors of all regular meetings by email if available or by paper copy to each members' last known post office address, at least one week before any such meeting, notice thereof, giving the time and the place of meeting. No action taken at any regular LWVOR Board meeting attended by three-fourths of the members of the LWVOR Board shall be invalidated because

of the failure of any member or members of the LWVOR Board to receive any notice properly sent or because of any irregularity in any notice actually received.

Sec. 4. **Special Meetings.** The president may call special meetings of the LWVOR Board of Directors, and shall call a special meeting upon the written request of five members of the LWVOR Board. Members of the LWVOR Board shall be notified of the time, place and manner of special meetings by email, telephone or letter sent at least two days prior to such meeting, provided, however, that during a convention or council, the president may, or upon the request of five members of the LWVOR Board shall, call a special meeting of the LWVOR Board by handing the members of the LWVOR Board a written notice of the time and place of the meeting.

Sec. 5. **Procedure for Motions Presented by Email:** When a quorum of Board members is unable to participate in a simultaneous meeting, the 2-day requirement for special meetings is waived, and as with email motions, voting shall not take place until at least 24 hours have passed after the initial notice and content of the proposed motion was emailed to members. If, during the relevant period, any member has requested further group discussion on the motion before voting occurs, the Chair shall arrange and facilitate an appropriate process so that group discussion may occur on the requesting member's concern. "Appropriate processes" may include: (1) telephonic discussion at which a quorum of members is actually present, or (2) an appropriate time period during which members may exchange electronic dialogue discussing their views on the issue being considered before voting is initiated. If, however, no member has requested such group discussion, the Chair may initiate voting by email on the Motion immediately upon the completion of the 24-hour waiting period. Response to the call for the vote must be completed within 24 hours.

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

Sec. 7. **Executive Committee.** The LWVOR Board of Directors may appoint an Executive Committee consisting of no fewer than five members of the LWVOR Board. The Executive Committee shall be comprised of the officers of the LWVOR Board and a designated alternate. The Executive Committee shall meet at the call of the president. The Executive Committee shall exercise such power and authority as may be delegated to it by the LWVOR Board of Directors and shall report to the LWVOR Board of Directors on all actions taken by it between regular meetings of the LWVOR Board.

Sec. 8. **Indemnification of Officers, Directors, and Employees.** The LWVOR shall indemnify to the fullest extent not prohibited by law any director, officer, member of any committee, or employee who was or is a party or is threatened to be made a party to any proceeding because such person was or is a director, officer, member of any committee, or employee of LWVOR, including any threatened, pending, or completed action, suit, or proceeding whether brought in the name of the LWVOR or otherwise and whether of a civil, criminal, administrative, or investigative nature, against all expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such a proceeding. Any indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Bylaws, agreements, statutes, policies of insurance, or otherwise.

Sec. 8. **Limitation of Liability.** The civil liability of directors, officers, or employees shall be limited as specified under the Oregon Nonprofit Corporation Act of 1989.

## **Article VI**

### **Recognition of Local Leagues, Inter-League Organizations and Members-At-Large**

#### **Sec. 1. Local Leagues.**

- a. Local Leagues are those Leagues that have been so recognized by the LWVUS.
- b. The LWVOR Board of Directors shall recommend to the LWVUS Board that the LWVUS Board recognize as a local League any group of members of the LWVUS in any community within the state, provided the group fulfills requirements for local Leagues as adopted by the LWVUS.
- c. In the event of recurring failure of a local League to fulfill these requirements, the LWVOR Board of Directors shall recommend to the LWVUS Board that the LWVUS Board withdraw recognition from the local League. All funds held by a local League from which recognition has been withdrawn, after satisfying their financial obligations, including those to LWVOR and LWVUS, shall be paid to the LWVOR.

#### **Sec. 2. Inter-League Organizations.**

- a. Inter-League Organizations are those Leagues that have been so recognized by the LWVUS.
- b. The LWVOR Board of Directors shall recommend to the LWVUS Board that the LWVUS Board recognize as an Inter-League Organization any group of local Leagues, provided the group fulfills requirements for Inter-League Organizations as adopted by the LWVUS. The LWVOR Board of Directors has responsibility for the guidance of ILOs.
- c. In the event of recurring failure of an Inter-League Organization to fulfill these requirements, the LWVOR Board of Directors shall recommend to the LWVUS Board that the LWVUS Board withdraw recognition from the Inter-League Organization. All funds held by an Inter-League Organization from which recognition has been withdrawn shall be pro-rated, based on membership, among the member Leagues after satisfying any financial obligations of the ILO.

### **Sec. 3. Member-at-Large Units.**

- a. The LWVOR Board of Directors may organize members-at-large into State Units. Rules and procedures for the formation and operation of such units shall be the responsibility of the LWVOR Board and operate within the limitations established by the LWVUS.
- b. In the event of recurrent failure to adhere to guidelines for State Units or to operate within the limitations established by the LWVUS, LWVOR may withdraw approval of the State Unit. All funds held by a State Unit from which approval has been withdrawn shall be paid to and disbursed by LWVOR.

## **Article VII**

### **Financial Administration**

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

### **Sec. 2. Financial Support.**

- a. Local Leagues shall annually assume financial responsibility for the work of the LWVOR as a whole.
- b. Each local League shall make a per member payment (PMP) directly to the LWVOR, the amount of such payment to be determined by the convention by a

three-fifths vote of the delegates voting. When two members reside at the same address in a common household, the local League shall make a payment equal to one and one-half times the determined per member payment. Local Leagues shall make a payment equal to one half times the determined per member payment for students who are working half-time or more toward a degree at an accredited institution. Additional support for the LWVOR shall be determined at LWVOR convention or council.

c. Each local League shall also make a per member payment (PMP) directly to the LWVUS in the amount set by the LWVUS convention for individuals, households and students.

Sec. 3. **Budget Committee.** A budget shall be prepared by a committee, which shall be appointed for that purpose at least three 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. 4. **Budget.** The LWVOR Board of Directors shall send a proposed budget for the next fiscal year to the presidents of the local Leagues and Inter-League Organizations at least four weeks in advance of the convention or council.

Sec. 5. **Distribution of Funds on Dissolution.** In the event of the merger or dissolution of this corporation for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the corporation shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of the corporation 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.

## **Article VIII Convention**

Sec. 1. **Place, Date, Call.** A convention of the LWVOR shall be held biennially at a time and place to be determined by the LWVOR Board of Directors. The president



shall send a first call for the convention to the presidents of the local Leagues, Inter-League Organizations and members-at-large representatives not less than three months prior to the opening date of the convention fixed in the call. Thereafter, the LWVOR Board of Directors may advance or postpone the opening date of the convention by not more than two weeks. A final call for the convention shall be sent to the presidents of the local Leagues, Inter-League Organizations and members-at-large representative(s) at least three weeks before convention.

Sec. 2. **Composition.** The convention shall consist of (a) the delegates 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 LWVOR, (c) one delegate chosen by the Board of each recognized Inter-League Organization, and (d) the delegate(s) for members-at-large as selected according to the procedures established in the State Board Policies, Procedures, & Guidelines. Any member of the LWVOR may attend convention as an observer.

Sec. 3. **Qualification of Delegates and Voting.** Each delegate shall be a member of the LWVOR. 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. Recognition of qualified delegates shall be determined by a Credentials Committee as designated by the president.

Sec. 4. **Representation.** In a convention year, each recognized local League shall be entitled to two (2) delegates for the first 40 members or fewer. One shall be designated as the delegation chair. There will be one additional delegate allowed for every 20 additional members or major fraction (10 or more) thereof belonging to the local League as of LWVUS PMP reporting date for the year of the convention. Each approved State (MAL) Unit shall be entitled to one delegate. For those MAL members, not in an approved State Unit, MAL representation at convention shall be one delegate for every 20 MALs or major fraction (10 or more) thereof belonging to the League as of LWVUS PMP reporting date for the year of the convention. Those MAL delegates shall be selected as established in the LWVOR Policies, Procedures & Guidelines. If there are fewer than 10 MALs, the interest of the MALs shall be represented by the LWVOR Membership Chair.

Sec. 5. **Alternates.** Each local League or Inter-League Organization may designate the same number of alternates as allotted delegates. Alternates for members-at-large (MAL) may be selected according to the procedures established in the State Board Policies, Procedures & Guidelines. The number of

designated alternates for MALs may equal the number of allotted delegates. An alternate may replace a registered delegate after proper evidence of the delegate's withdrawal has been presented to the Credentials Committee and the alternate has registered as the new delegate. No alternate can "substitute" for a delegate who remains registered. In the event that a registered delegate or an alternate cannot attend, an observer may acquire the status of delegate only with the approval of the local League president or the president's designee who must inform the Credentials Committee. A member-at-large observer may acquire the status of delegate with the approval of the State Board Membership Chair or the Membership Chair's designee who must inform the Credentials Committee.

Sec. 6. **Powers.** The convention shall consider and authorize for action a program, shall elect the president, first vice-president, secretary, three elected Board members and members of the Nominating Committee, shall adopt a budget for the ensuing year, and shall transact such other business as may be presented.

Sec. 7. **Quorum.** Twenty-five percent of the possible number of voting delegates shall constitute a quorum for the transaction of the business of the convention, provided that there is a representation from at least one half of the local Leagues.

## **Article IX Council**

Sec. 1. **Place, Date, Call.** A meeting of the council shall be held in the interim year between conventions, approximately twelve months after the preceding convention at a time and place to be determined by the LWVOR Board of Directors. A formal call shall be sent by the president of LWVOR to the presidents of the local Leagues, Inter-League Organizations and members-at-large at least four weeks before a council meeting. Special meetings of the council may be called in the event of extreme emergency.

Sec. 2. **Representation.** In a council year, each recognized local League shall be entitled to two (2) delegates. Each approved State (MAL) Unit shall be entitled to one delegate. For those MAL members, not in an approved State Unit, MAL representation at council shall be one delegate selected as established in the LWVOR Policies, Procedures & Guidelines. If there are fewer than 10 MALs, the interest of the MALs shall be represented by the LWVOR Membership Chair.

Sec. 3. **Qualification of Delegates and Voting.** Each delegate shall be a member of the LWVOR. Each delegate shall be entitled to one vote only at the council

even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. A Credentials Committee as designated by the president will recognize qualified delegates.

Sec. 4. **Alternates.** Each local League or Inter-League Organization may designate the same number of alternates as allotted delegates. The alternate for members-at-large (MAL) may be selected according to the procedures established in the State Board Policies, Procedures & Guidelines. The qualifications for alternates shall be the same as those for delegates. An alternate may replace a registered delegate after proper evidence of the delegate's withdrawal has been presented to the Credentials Committee and the alternate has registered as the new delegate. No alternate can "substitute" for a delegate who remains registered. In the event that a registered delegate or an alternate cannot attend, an observer may acquire the status of delegate only with the approval of the local League president or the president's designee who must inform the Credentials Committee. A member-at-large observer may acquire the status of delegate with the approval of the State Board Membership Chair or the Membership Chair's designee who must inform the Credentials Committee.

Sec. 5. **Powers.** The council shall elect the second vice-president, treasurer, and three elected Board members, shall give guidance to the LWWOR Board on Program, methods of work, and budget as submitted by the LWWOR Board of Directors. The council is authorized to change the Program only in the event of an emergency upon recommendation of the LWWOR Board or a local League, using the following procedure: (1) at least eight weeks before the council meeting, any local League proposing a change shall submit it to the LWWOR which shall decide whether to recommend it. (2) At least four weeks before the council meeting, the LWWOR Board shall send to the presidents of local Leagues and MAL representatives all proposed changes. (3) Any change proposed by a local League and not recommended by the LWWOR Board shall first require a majority vote of the council for consideration; and (4) the change is adopted by a two-thirds vote. The council shall adopt a budget for the ensuing year and shall transact such other business as shall be presented by the LWWOR Board.

Sec. 6. **Quorum.** Fifteen delegates other than the LWWOR Board of Directors shall constitute a quorum for the transaction of business at the council provided that there is a representation from at least half the local Leagues.

## Article X

## **Nominations and Elections**

Sec. 1. **Nominating Committee.** The Nominating Committee shall consist of a minimum of five members, three of whom shall be members of the LWWOR Board of Directors. The Chair and a minimum of two members, who shall not be members of the LWWOR Board of Directors, shall be elected by the convention and shall serve for a two-year term. Any vacancy occurring in the Nominating Committee shall be filled by the LWWOR Board of Directors. In the event a vacancy occurs in the Chair position of the Nominating Committee, the LWWOR Board of Directors shall designate an Off-Board member to serve in this capacity. The president of the LWWOR shall send the name and address of the Chair of the Nominating Committee to the presidents of each recognized local League and Inter-League Organization.

Sec. 2. **Suggestions for Nominations.** The Chair of the Nominating Committee shall request, through the president of each local League and Inter-League Organization, suggestions for nominations for offices to be filled. Suggestions for nominations by local Leagues and Inter-League Organizations shall be sent by the president, secretary, or any member of the local League or Inter-League Organization to the Chair of the Nominating Committee.

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 three members of the succeeding Nominating Committee shall be sent to the local Leagues and Inter-League Organizations four weeks before the date of the convention or council. The report of the Nominating Committee shall be presented during the first day of the convention or council. Immediately following the presentation of this report, nominations may be made from the floor by any member of the convention or council provided that the consent of the nominee shall have been secured.

Sec. 4. **Election.** The election shall be in the charge of an Election Committee appointed by the president on the first day of the convention or council. The election shall be by ballot, except 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 majority vote shall constitute an election.

Sec. 5. **Vacancies.** When a vacancy occurs on the LWWOR Board of Directors, except in the office of president, the Nominating Committee shall submit to the

LWVOR Board the names of members who may be considered in filling the vacancy.

## **Article XI**

### **The Program**

Sec. 1. **Principles.** The governmental principles adopted by the LWVUS convention and supported by the League as a whole, constitute the authorization for the adoption of Program.

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

Sec. 3. **Convention Action.** The convention shall select those governmental issues for concerted study and action, using the following procedure:

- a. Local Leagues shall submit program recommendations to the LWVOR Board of Directors for consideration at least three months prior to the convention.
- b. The LWVOR Board of Directors shall consider the recommendations and shall formulate a proposed Program that shall be submitted to the local League Boards at least four weeks prior to the convention.
- c. Any League that plans to propose the adoption or amendment of a state League position by concurrence with a position statement of another League or Leagues shall submit the recommendation to the state board as specified in Section 3A of this Article. Any League, or the state board, that plans to propose the adoption or amendment of a state League position by concurrence with a position statement of another League or Leagues on the floor of convention shall send the proposed position statement, background information, including pros and cons on the issue and an explanation of the rationale for using this form of member agreement, to all Leagues at least four weeks before convention. Adoption of a concurrence requires a 2/3 vote.
- d. Any recommendation for the Program submitted to the LWVOR Board of Directors at least two months prior to the convention, but not proposed by the LWVOR Board, may be adopted by the convention, provided consideration is ordered by a majority vote and the vote on adoption comes on a following day. Adoption of Program shall adhere to convention rules.

Sec. 4. **Council Action.** The council may change the Program as provided in Article IX.

Sec. 5. **Member Action.** Members may act in the name of the LWVOR only when authorized to do so by the Board of Directors of the LWVOR.

Sec. 6. **Local League and Inter-League Organization Action.** Local Leagues and Inter-League Organizations may take action on state governmental matters after receiving permission from the Board of Directors of the LWVOR. Local Leagues and Inter-League Organizations may act only in conformity with and not contrary to, the position taken by the LWVOR.

## **Article XII**

### **LWVUS Convention and Council**

Sec. 1. **LWVUS Convention and Council.** The LWVOR Board of Directors shall elect delegates to LWVUS convention and council in the number allowed the LWVOR under the provisions of the Bylaws of the LWVUS. The current president will automatically be selected as the primary delegate. Any delegate should intend to serve on the LWVOR Board the following year.

## **Article XIII**

### **Parliamentary Authority**

Sec. 1. **Parliamentary Authority.** 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.

## **Article XIV**

### **Amendments**

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 to the LWVOR Board of Directors at least three months prior to convention.
- b. All proposed amendments received from local Leagues or proposed by the LWVOR Board of Directors, together with the recommendations of the LWVOR Board shall be sent to the presidents of local Leagues and Inter-League Organizations at least four weeks prior to convention.

c. The presidents of all local Leagues shall notify the members of their respective Leagues of the proposed amendments. Failure of a local League president to give the notice or failure of any member to receive the notice shall not invalidate amendments to the bylaws.