



**BYLAWS OF WOMEN LEADING GOVERNMENT**

**DELAWARE CHAPTER**

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## TABLE OF CONTENTS

	Page #
<b>ARTICLE I - MISSION STATEMENT</b>	1
<b>ARTICLE II - MEMBERSHIP</b>	1
Section 1. Classification of Members	1
Section 2. Membership Dues	1
Section 3. Good Standing	1
Section 4. Membership Roster	2
Section 5. Non-Liability of Members	2
Section 6. Transferability of Memberships	2
Section 7. Termination of Membership	2
<b>ARTICLE III - MEMBERSHIP RIGHTS</b>	3
Section 1. Voting Rights	3
Section 2. Inspection Rights	3
<b>ARTICLE IV - MEMBER MEETINGS AND VOTING</b>	3
Section 1. Member Voting	3
Section 2. Annual Member Meetings	3
Section 3. Special Meetings of Members	4
Section 4. Time and Manner of Notice of Meetings	4
Section 5. Contents of Notice	4
Section 6. Notice of Certain Actions Required	4-5
Section 7. Member Quorum	5
Section 8. Act of the Members	5
Section 9. Manner of Voting	5-6
Section 10. Waiver of Notice or Consent by Member	6
<b>ARTICLE V - OFFICERS</b>	7
Section 1. Officers	7
Section 2. Nomination of Officers	7
Section 3. Election and Term of Office	7
Section 4. Member in Transition	7
Section 5. Resignation	7
Section 6. Vacancies	8
Section 7. Chairperson	8
Section 8. Vice Chairpersons	8
Section 9. Secretary	8
Section 10. Treasurer	8
<b>ARTICLE VI - COMMITTEES</b>	9
Section 1. Board Committees	9
Section 2. Executive Committee	9
Section 3. Advisory Committees	9
Section 4. Nominating Committee	10
Section 5. Meetings	10
<b>ARTICLE VII - MISCELLANEOUS</b>	10

Section 1. Fiscal Year	10
Section 2. Contracts, Notes, and Checks	11
Section 3. Advancing Expenses	11
Section 4. Amendments	11

**BYLAWS  
OF  
WOMEN LEADING GOVERNMENT  
DELAWARE CHAPTER**

**ARTICLE I  
MISSION STATEMENT**

To help women succeed in public service by enhancing career-building models that develop leadership skills and by networking professional women in government.

**ARTICLE II  
MEMBERSHIP**

Section 1 – Classification of Members

All Members shall accept and abide by the International City Managers Association (ICMA) Code of Ethics, as interpreted and enforced by ICMA. Except for student members and retired members, all Members shall be full-time employees of a City, County, State, College or University or members in transition from full-time employment or employees of an organization that serves any of the preceding entities.

Women Leading Government (WLG) recognizes that periods of transition, such as changes in employment status, occur in public service. Members in transition may continue their WLG roles and responsibilities as long as they are desirous of continued participation in the profession. In the event of a Board vacancy, the majority of the board may vote to appoint a successor to the vacant position.

Section 2 – Membership Dues

Each member must pay to this organization, within the time and on the conditions set by the Board of Directors, dues in amounts to be fixed from time to time by the Board of Directors. The Board of Directors may determine the conditions under which any payment of dues shall be refundable. The membership year is January 1 to December 31.

Section 3 – Good Standing

Those, members who have paid the required dues shall be members in good standing of this organization.

#### Section 4 – Membership Roster

This organization shall keep a membership roster containing the name of each member and the last e-mail address provided to this organization by each member for purposes of notice. The roster shall indicate whether a member is in good standing.

#### Section 5 – Nonliability of Members

No member of this organization shall be personally liable for the debts, liabilities, or obligations of this organization.

#### Section 6 – Transferability of Memberships

Membership in this organization, or any right arising therefrom, may not be transferred or assigned. Any attempted transfer shall be void.

#### Section 7 – Termination of Membership

Membership in this organization shall continue until terminated as provided in this Section, or until the member dies or resigns in writing delivered to the Chairperson or Secretary of this organization. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this organization.

A. Basis for Termination – Membership in the organization shall terminate upon the occurrence of any of the following events or conditions:

- a. Expiration – If membership is issued for a period of time, such membership shall terminate when such period has elapsed, unless the member elects to renew the membership.
- b. Nonpayment of Dues - This organization shall send written notice of termination of membership to any member whose dues or fees are one year or more in arrears. Unless a different date is indicated in such notice, such membership shall automatically terminate thirty days after such notice of the failure to pay dues or fees on or before their due date is sent. A member may avoid such termination by paying the amount of delinquent dues and fees, together with any interest thereon, within such thirty-day period. Any terminated member who wishes to have such membership reinstated must first pay all delinquent dues and fees in full, together with any interest thereon.
- c. ICMA Code of Ethics – If the International City/County Management Association (ICMA) determines that a WLG member has violated the ICMA Code of Ethics the WLG Board may terminate the membership of the member from WLG.

**ARTICLE III  
MEMBERSHIP RIGHTS**

Section 1 - Voting Rights

Subject to these Bylaws, voting members of this organization shall have the right to vote, as set forth in these Bylaws, on:

- a. the election of Board members;
- b. the removal of Board members;
- c. all amendments to these Bylaws
- d. the disposition of all or substantially all of the assets of this organization;
- e. any merger of this organization;
- f. any other matter that may properly be presented to members for a vote, pursuant to this organization's Article's, Bylaws, or action of the Board of Directors, or by operation of law.

Section 2 – Inspection Rights

A. Articles and Bylaws. This organization shall keep at its principal office current copies of the Bylaws of this organization, which shall be open to inspection by voting members at all reasonable times. The principal office location shall be designated by resolution of the Secretary's office.

B. Accounting Records; Minutes. On written request, any voting member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this organization and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the voting member's interests as a voting member.

**ARTICLE IV  
MEMBER MEETINGS AND VOTING**

Section 1 – Member Voting

Each voting member in good standing shall have one vote on each matter on which the members are entitled to vote.

Section 2 – Annual Member Meetings

An annual meeting of the membership will be held in January; for the purpose of electing members of the Board and transacting such business as may come before the meeting.

### Section 3 – Special Meetings of Members

A special meeting is any meeting, other than the Annual Membership Meeting or Committee meetings, requesting the attendance of all members of good standing and who are entitled to vote.

- A. Authorization to Call a Special Meeting - Special meetings of the members may be called (1) by a majority of the Board, (2) by the Chairperson, or (3) on the written request of fifty percent (50%) of the members.
- B. Procedures for Calling Special Meetings Requested by Members. If a special meeting is called by members, the requesting members shall be delivered by e-mail to the Chairperson, the Vice Chairperson, or the Secretary of this organization. The requested meeting will be held not less than thirty, nor more than sixty, days following the receipt of the request. If appropriate notice of such a meeting is not given within seven days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board or the Chairperson.

### Section 4 – Time and Manner of Notice of Meetings

The Secretary shall give notice of each members' meeting to each member who, as of the record date for notice of the meeting, would be entitled to attend such meeting. The notice shall be delivered to the last address provided by the member to this organization for purposes of notice by e-mail no more than ninety days before the date of such meeting, or by other mail not less than twenty nor more than ninety days before the date of such meeting.

### Section 5 – Contents of Notice

The notice shall state the place, date, and time of the meeting and (a) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted; or (b) in the case of the annual meeting, the names of all those who are nominees for director as of the date of the notice, and those matters which the Board, as of the date of the notice, intends to present for action by the voting members, but any proper matter may be presented at the annual meeting for such action, subject to Section 7 of this Article.

### Section 6- Notice of Certain Actions Required

Unless the vote of the voting membership shall be unanimous, any of the following votes shall be valid only if the general nature of the action approved was stated in the notice of the meeting at which the vote occurred: (a) to remove a Board member without cause, (b) to fill a vacancy on the Board, (c) to adopt, amend, or repeal Bylaws; (d) to dispose of all or substantially all of

the organization's assets; (e) to merge this organization with another entity or to amend an agreement of merger, or (f) to voluntarily dissolve this organization.

#### Section 7 – Member Quorum

Fifteen percent of the voting memberships then in effect shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough voting members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum.

#### Section 8 – Act of the Members

Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law or these Bylaws require a greater number.

#### Section 9 - Manner of Voting

- A. Voting at Meetings - Voting at meetings may be by voice or by secret ballot, provided that any election of Board Members, and any other vote designated by the chairperson of the meeting, in his or her discretion, or, requested by ten percent of the voting power present at the meeting, shall be conducted by secret ballot.
- B. Proxy Voting Prohibited - Proxy voting shall not be permitted on any matter put to the vote of the voting members.
- C. Action by Written Ballot Without a Meeting
  - a. Generally - any action required or permitted to be taken by voting members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting. In this section "Written Ballot" shall mean either a paper mailed ballot or an equivalent electronic version.
  - b. Content of Written Ballots - Any written ballot distributed to the voting members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.
  - c. Time for Return of Ballots - All written ballots shall provide a reasonable time within which to return them to this organization and each ballot shall state on its face or in an accompanying notice the date by which it must be returned to be counted.
  - d. Requirements for Valid Action - Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number



of votes that would be required to approve the action if the vote were taken at a meeting of the members.

- e. Solicitation Rules - Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.
  - f. No Revocation of Written Ballots – A written ballot may not be revoked.
  - g. Outcome of Written Ballots - The Secretary shall circulate to the members of the organization the outcome of any member vote taken by written ballot within twenty-one days following the date by which ballots must be returned to be counted.
- D. Election Ballots - Any ballot used in the election of Board shall set forth the names of the candidates who have been properly nominated at the time the ballot is issued. The ballot shall also provide a space for voting members to designate a vote for a candidate not on the ballot.

#### Section 10 – Waiver of Notice or Consent by Members

- A. Generally - Any action of the members taken at a meeting where a quorum is present but for which proper notice was not given, will be valid if, either before or after the meeting, each voting member entitled to vote who was not present at the meeting signs (1) a written waiver of notice, (2) a consent to holding the meeting, or (3) an approval of the minutes. The waiver of notice need not specify the purpose or general nature of business to be transacted of this Article, in which case the waiver of notice must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the minutes of the meeting.
- B. Effect of Attendance at Meeting - Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, unless the member attends for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 7 of this Article, if that objection is expressly made at the meeting.

## **ARTICLE V OFFICERS**

### Section 1 – Officers

The officers of this organization shall be a Chairperson, one Vice-Chairpersons, a Secretary, and a Treasurer. The organization may also have, at the discretion of the Board, such other officers as may be appointed by the Board of Directors. Neither the Secretary nor the Treasurer may serve concurrently as the Chairperson.

### Section 2 – Nomination of Officers

The Nominating Committee shall nominate qualified candidates for officer positions pursuant to the same provisions of Article VI of these Bylaws that govern nomination of candidates for election as at-large Board members.

### Section 3 – Election and Term of Office

The officers of this organization shall be elected at each annual meeting of the members held in odd-numbered years, or, if such officers are not elected at such meeting, they may be elected at any special meeting of the members, or by written ballot. Candidates for election as officers must be members of the organization in good standing at the time of their election. Each officer shall be elected for a term of two years, and each shall serve subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold office until expiration of the term and until a successor has been elected. No officer shall serve more than two consecutive terms in the same office, regardless of whether such terms are full two-year terms or just partial terms, except for the Vice Chairpersons, who may serve as such for up to three consecutive terms.

### Section 4 – Member in Transition

Any Officer who has a change in their profession that may change their membership status may complete their term in office as long as they are desirous of continued participation in the profession.

### Section 5 - Resignation

Any officer may resign at any time by giving written notice to this organization. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this organization under any contract to which the officer is a party. Any officer's resignation will also mean that individual's resignation as a Board member.

## Section 6 - Vacancies

A vacancy in any office other than Chairperson shall be filled within thirty days by the Chairperson, subject to approval by vote of at least two-thirds of the members of the Executive Committee, for the remainder of the term. A vacancy in the office of Chairperson shall be filled by election of the Vice-Chairperson by vote of at least two-thirds of the members of the Executive Committee, for the remainder of the term.

## Section 7 – Chairperson

The Chairperson shall be the chief executive officer of this organization and shall, subject to control of the Board, generally supervise, direct, and control the business and other officers of this organization. The Chairperson shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The Chairperson shall be a member of all Board Committees, shall have the general powers and duties of management usually vested in the office of Chairperson of the organization, and shall have such other powers and duties as may be prescribed by the voting members, the Board, or these Bylaws.

## Section 8 - Vice Chairpersons (President Elect)

The Vice Chairpersons shall have such powers and duties as may be prescribed by the Chairperson, the voting members, the Board, or these Bylaws. In the absence of the Chairperson, the Vice Chairpersons will take on the duties of the Chairperson.

## Section 9 - Secretary

The Secretary shall supervise the keeping of a full and complete record of the proceedings of the members and the Board and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this organization, and shall have such other powers and duties as may be prescribed by the Chairperson, the voting members, the Board, or these Bylaws.

## Section 10 – Treasurer

The Treasurer shall supervise the charge and custody of all funds of this organization, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this organization's properties and business transactions; shall render reports and accountings as required, including presenting a financial report to the members of the organization each year no later than December 15; and shall have such other powers and duties as may be prescribed by the Chairperson, the voting members, the Board, or these Bylaws.

## **ARTICLE VI COMMITTEES**

### Section 1 – Board Committees

The Board may, by resolution adopted by a majority of the Board members then in office, create any number of Board Committees, each consisting of two or more Board members, to serve at the pleasure of the Board. The Chairperson shall appoint the Chairs of all committees and the members of all committees other than the Nominating Committee and the Executive Committee, who shall be selected as provided in Sections 2 and 4 of this Article. Board Committees may be given all the authority of the Board, except for the powers to:

- a. set the number of Board members within a range specified in these Bylaws;
- b. fill vacancies on the Board or on any Board Committee;
- c. amend or repeal these Bylaws or adopt new Bylaws;
- d. amend or repeal any resolution of the Board which by its express terms is not so amendable;
- e. create any other Board Committees or appoint the members of any Board Committees or;
- f. approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this organization.

A vacancy in any office other than Chairperson shall be filled within thirty days (30) through the appointment of a new officer by the Chairperson.

### Section 2 – Executive Committee

An Executive Committee shall exist as a standing Board Committee, pursuant to Section 1 of this Article VI, having all of the authority of the Board legally permitted to be delegated to it to act for and in the name and on behalf of this organization between meetings of the Board. The Executive Committee shall consist of all officers of this organization and chairs of the standing committees.

### Section 3 – Advisory Committee

The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of Board members and/or non-Board members and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this organization, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

#### Section 4 – Nominating Committee

This organization shall have a Nominating Committee, from time to time, as an Advisory Committee to the Board. The Nominating Committee shall consist of five members plus a First Alternate and a Second Alternate. Three of the five committee members and the two Alternates, who shall not include any individuals then serving as directors or officers of this organization, shall be elected by the voting members of the organization during the year preceding the election year. The two Alternates shall participate in committee proceedings but shall vote only in the event of the resignation or absence of a committee member: if one committee member is not present, the First Alternate will vote; if two or more committee members are not present, both Alternates will vote. The remaining two committee members shall be appointed by the Chairperson from among a list recommended by the officers of this organization; the individuals on this list may be Board members or officers of this organization. No member of the Nominating Committee shall be eligible to be nominated for election as a Board member or officer. Each member of the Nominating Committee shall be elected or appointed for a term of two years, and each shall serve until expiration of the term and until a successor has been elected or appointed. No more than two members of the Nominating Committee at any time shall be serving a second consecutive term on the Committee, and no member of the Nominating Committee shall serve more than two consecutive terms on the Committee. The members of the organization shall receive notice of the names of the Nominating Committee members no less than ninety days prior to the meeting at which directors and/or officers are to be elected.

#### Section 5 - Meetings

- A. Of Board Committees - Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.
- B. Of Advisory Committees - Subject to any rules adopted by the Board, Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.
- C. The Board may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

### **ARTICLE VII MISCELLANEOUS**

#### Section 1 – Fiscal Year

The fiscal year of the organization shall begin on January 1 and end on December 31.

## Section 2 – Contracts, Notes and Checks

All contracts entered into on behalf of this organization must be authorized by the Board or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this organization shall be signed by at least two officers of the organization.

## Section 3 – Advancing Expenses

The Board may authorize the advance of expenses incurred by or on behalf of an agent of this organization in defending any proceeding prior to final disposition, if the Board finds that:

- a. the requested advances are reasonable in amount under the circumstances;  
and
- b. before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.
- c. The Board shall determine whether the undertaking shall be secured and whether interest shall be charged on the obligation created thereby.

## Section 4 – Amendments

Amendments to these Bylaws may be adopted by the voting members of this organization at a duly-held meeting, provided that any amendment must comply with Article I of these Bylaws. The Board does not have power to amend these Bylaws. Any five (5) members or the Board may propose a Bylaws amendment for consideration at a meeting at least ninety (90) days before such meeting. If a proposed amendment will be considered at a meeting, it shall be submitted in writing to the persons entitled to vote thereon at least thirty (30) days before such meeting. Once an amendment to these Bylaws has been approved, the Secretary shall distribute copies of it to all members of the organization in good standing within ninety (90) days after the meeting at which it was approved.