

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF FALMOUTH, MASSACHUSETTS

(ADOPTED 1954 AS AMENDED 1970, 1973, 1974, 1977, 1988, 1996, 1998, 2001, 2002, 2008, 2011, 2016, 2019)

ARTICLE I

Sec.1. Name. The name of this organization shall be League of Women Voters of Falmouth, hereinafter referred to in these bylaws as LWVF or as the League. This local League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS, and of the League of Women Voters of Massachusetts.

**ARTICLE II
Purposes and Policy**

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

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

**ARTICLE III
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) Associate Members. All others who join the League shall be associate members.

**ARTICLE IV
Board of Directors**

Sec. 1. Number: Manner of Selection and Term of Office. The Board of Directors shall consist of the officers of the League and not more than 16 Directors. At least four Directors shall be elected by the general membership at each Annual Meeting and shall serve for a term of two years, or until their successors have been elected and qualified. Additional Directors (not to exceed 16 in total) may be appointed by the Board of Directors as they deem necessary to carry on the work of the League. The terms of office of the appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

Sec. 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless that person is a voting member of the League of Women Voters of Falmouth.

Sec. 3. Vacancies. Any vacancy occurring in the Board of Directors by reason of the resignation, death or disqualification of an officer or elected member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from a Board meeting of any member without a valid reason shall be deemed a resignation.

Sec. 4. Powers and Duties. The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the Program as adopted by the National Convention, the State Convention, and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Sec 5. Meetings. There shall be at least nine regular meetings of the Board of Directors annually. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board.

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

Sec. 7. Remote Meetings. If circumstances make it inconvenient or impossible for the board to meet, board members may conduct business by holding a meeting through electronic communications (e.g., e-mail or conference call by telephone). Such meetings shall be referred to as remote meetings. All materials for consideration at a remote meeting must be distributed to all members of the board. Remote meetings may count as any of the nine regular board meetings required each year if minutes are kept.

ARTICLE V Officers

Sec. 1. Enumeration and Election of Officers. The officers of the League of Women Voters of Falmouth shall be a President, a first Vice President, a second Vice President, a Secretary, and a Treasurer who shall be elected for terms of two years by the general membership at an Annual Meeting and take office as of July 1st.

Sec. 2. The President or Chair of the Steering Committee:

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

Sec. 3. The Vice Presidents. The two Vice Presidents, in the order of their rank, shall, in the event of absence, disability, or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall select one of its members to fill the vacancy. The Vice Presidents shall perform such other duties as the President and Board may designate.

Sec. 4. The Secretary. The secretary shall keep minutes of the meetings of the membership and of the board. The secretary shall notify all officers and directors of their election and shall sign with the president/steering committee designee all contracts and other instruments when so authorized by the board and shall perform such other duties as the president/steering committee designee and board shall direct.

Sec. 5. The Treasurer. The Treasurer shall collect and receive all moneys due. The Treasurer shall be the custodian of these moneys, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same as required. The Treasurer shall present statements to the Board at their regular meetings and an Annual Report to the Annual Meeting.

Sec. 6. Steering Committee. When there is no candidate for President, or no sitting President, the Board of Directors ("Board") shall nominate a Steering Committee drawn from the Board to perform the duties of the President. The Steering Committee shall not exceed 5 voting members and shall be elected by the general membership at the Annual Meeting for a term of one year. The Steering Committee shall choose a Chair. The Steering Committee shall meet as necessary prior to each regular Board meeting to make recommendations to the Board on matters of policy, procedure and concern.

ARTICLE VI Financial Administration

Sec. 1. Fiscal Year. The fiscal year of the League of Women Voters of Falmouth shall commence on the first day of July each year.

Sec. 2. Dues. Dues shall be voted by the membership at the Annual Meeting and shall be payable immediately. Members who fail to pay their dues within three months after the Annual Meeting shall be dropped from the membership rolls.

Sec. 3. Budget. A budget for the ensuing year shall be submitted by the Board of Directors to the Annual Meeting for adoption. The budget shall include support for the work of the League as a whole.

Sec. 4. Budget Committee. A Budget Committee to consist of a Chairperson, The Treasurer, and no more than two from the general membership, shall be appointed by the Board of Directors at least two months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members at least two weeks before the Annual Meeting. The Treasurer shall not be eligible to serve as a Chairperson of the Budget Committee.

Sec. 5. Oversight. Annually a non-Board member will be appointed to review the treasurer's financial statements, records and bank statements. A report of good order shall be presented at Annual Meeting and a vote taken.

Sec. 6. Distribution of Funds on Dissolution

In the event of the dissolution of the League of Women Voters of Falmouth all monies and securities which may at the time be owned by or under the control of the League shall be paid to the LWVMA after the state and national per member payments and other obligations have been met. All other property of whatsoever nature, whether real, personal, or mixed that may at the time be owned or under the control of the LWVF shall be disposed of to such person, organization, or corporation for such public, charitable or educational use and purposes as the board in its absolute discretion may designate.

**ARTICLE VII
Meetings**

Sec. 1. Membership Meetings. There shall be at least four meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Sec. 2. Annual Meeting. Annual Meeting shall be held no more than 90 days prior to or 30 days after the end of the Fiscal year, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- A) Adopt a local Program for the ensuing year,
- B) Elect officers, directors and the chairman and two members of the Nominating Committee,
- C) Adopt an adequate budget, and
- D) Transact such other business as may properly come before it.

Sec. 3. Quorum. Twenty percent (20%) of the voting members shall constitute a quorum for conducting business at the Annual Meeting of the LWVF, provided written notice of the meeting has been sent to the membership at least one week in advance of the meeting.

**ARTICLE VIII
Nominations and Elections**

Sec. 1. Nominating Committee. The Nominating Committee shall consist of five members, two of whom shall be members of the Board of Directors. The Chairman and two members, who shall not be members of the Board, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors no later than the subsequent January Board meeting. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for nominations may be sent to the Committee by any voting member.

Sec. 2. Report of Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for Officers, Directors, Steering Committee, if necessary, and members of the succeeding Nominating Committee shall be sent to all members at least two weeks before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

Sec. 3. Elections. The election shall be by ballot, except when there is only one nominee for each office, the Secretary may be instructed to cast one ballot for the entire slate. A majority vote of those voting members present and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

**ARTICLE IX
Program**

Sec. 1. Authorization. The governmental principles adopted by the National Convention, and supported by the League as a whole, constitute the authorization for the adoption of the Program.

Sec. 2. Program. The Program of the League of Women Voters of Falmouth shall consist of action to protect the right to vote of every citizen and those governmental issues chosen for concerted study and action.

Sec. 3. Action by the Annual Meeting. The Annual Meeting shall act upon the Program using the following Procedures:

- A) The Board of Directors shall consider the recommendations from the voting members and shall formulate a Proposed Program.
- B) The Proposed Program shall be sent to all members AT LEAST two weeks before the Annual Meeting.

C) A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the Proposed Program as presented to the Annual Meeting by the Board of Directors.

D) Recommendations for Program submitted by voting members one month prior to the Annual Meeting but not recommended by the Board of Directors may be considered by the Annual Meeting provided that

(1) The Annual Meeting shall order consideration by a majority vote and

(2) The Annual Meeting shall adopt the item by a majority vote.

E) Changes in the Program, in the case of altered conditions, may be made provided that Information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed and voted upon.

Sec. 4. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the Board of Directors or the President.

ARTICLE X 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 XI Amendments

Sec. 1. Amendments. These Bylaws may be amended by a two-thirds vote of the voting members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least two weeks in advance of the meeting.

Reviewed by the Board of Directors November 27, 2018

Approved at the LWV of Falmouth Annual Meeting, May 4, 2019:

Joan Boyer
Kathy Mortenson