

LEAGUE OF WOMEN VOTERS BROOKLINE BY-LAWS

As adopted January 20, 1948, and amended May 22, 1956; May 24, 1961; May 22, 1962; May 19, 1964; May 23, 1966; May 23, 1967; May 21, 1968, May 26, 1971; May 30, 1979; June 10, 1981; June 13, 1983; June 6, 1985; June 15, 1987; June 22, 1988; May 24, 1990; May 24, 1993; June 24, 2010; June 14, 2012; June 18, 2015; June 29, 2020; June 29, 2021; June 27, 2023; June 25, 2024; June 17, 2025. **June 18, 2026.**

ARTICLE I Name

Section 1. The name of this organization shall be the League of Women Voters of Brookline, hereinafter referred to in these bylaws as LWVB. This local League is an integral part of the League of Women Voters of the United States (LWVUS) and of the League of Women Voters of Massachusetts (LWVMA)

ARTICLE II Purpose and Policy

Section 1. **Purpose.** The purposes of the LWVB are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. **Political Policy.**

- a) LWVB shall not support or oppose any political party or any candidate.
- b) **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity, and Inclusion Policy.

ARTICLE III Membership

Section 1. **Eligibility.** Any person who subscribes to the purposes and political policy of the LWVB shall be eligible for membership.

Section 2. **Types of Membership**

Effective February 1, 2025, subsections 2a) and 2b) are replaced.

- 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. (4) Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

b) Associate Members. All others who join the League shall be associate members.

ARTICLE IV Board of Directors

Section 1. **Number, Manner of Selection and Term of Office.**

a) The Board of Directors shall consist of the officers of the LWVB, at least 6 but not more than 10 elected Directors and not more than 8 appointed Directors.

1) Elected Directors: At least three but not more than five Directors shall be elected by the general membership at each Annual Meeting and shall serve for the term of two years, beginning on July 1st of the next fiscal year.

2) The Board members shall appoint such additional Directors, not exceeding 8, 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.

b) Past presidents of the LWVB shall be appointed as Directors of the Board for at least two years following their term(s) as President.

Section 2. **Qualifications.**

All Directors of LWVB must be members of LWVB.

Section 3. **Vacancies.** Any vacancy occurring on the Board of Directors by reason of the resignation, death or disqualification of an officer or elected or appointed member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. A Director is expected to regularly attend most board meetings. Absence from three board meetings in a year will cause the President to consider recommending to the other Board Members removal of that Director with such recommendation specified in the agenda of a future regular board meeting furnished and provided to that Director at least one week in advance of that meeting.

Section 4. **Power 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 League Convention, the State League Convention and the Annual Meeting of LWVB. The Board shall create and designate such special committees as it may deem necessary.

Section 5. **Meetings.** There shall be at least five regular meetings of the Board of Directors annually. The president may call a special meeting of the Board of Directors and shall call a special meeting upon the written request of three members of the Board. Regular or special meetings may be conducted by electronic means, such as telephone conference call or video conferencing. The spoken or written communication of any director who is not physically present must be audible or visible to the Board in real time. Participation by such means shall constitute presence in person at a meeting. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

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

Section 7. **Executive Committee.** The officers shall be an Executive Committee which shall exercise the powers of the Board of Directors to act in an emergency between meetings of the Board. Any action taken by the Executive Committee shall be reported to the Board of Directors at the next regularly scheduled meeting.

ARTICLE V Officers

Section 1. **Enumeration, Qualifications, and Election of Officers.**

a) Officers of LWVB shall be a President or Co-Presidents or Steering Committee; Vice President(s) if recommended by the Nominating Committee; Secretary; and two co-Treasurers. Officers shall be voting members of LWVB.

b) Officers shall be elected for terms of two years by the general membership at an Annual Meeting and take office beginning July 1st of the next fiscal year.

Section 2. **President(s).** The President(s) shall preside at all meetings of LWVB and of the Board of Directors or shall appoint someone to preside. The President(s) may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes; shall be ex-officio, member(s) of all committees except of the Nominating Committee; shall have such usual powers of supervision and management as may pertain to the office of the President and shall perform such other duties as may be designated by the Board. The President (or one of the Presidents if more than one) shall serve as a Trustee of the Sara K. Wallace Fund

Section 3. **Vice President(s).** The Vice Presidents, in the order of their seniority on the Board of Directors, shall, in the event of the absence, disability or death of the President, have all the powers and perform all the duties of that office. In the event that no Vice President is able to serve in this capacity, the Board of Directors shall elect one of their members to fill the vacancy. The Vice

President(s) shall perform such other duties as the President and Board may assign,

- Section 4. **Steering Committee.** In years when there is no candidate for the office of President and no sitting President, a Steering Committee of 3-5 members will be selected by the elected members of the Board of Directors from among its members immediately following the Annual Meeting to serve a one-year term. One member of the Steering Committee will be named Spokesperson for the League and Trustee of the Sara K. Wallace Fund. The Steering Committee will assume the executive role and duties of President and Vice President, whose offices they are replacing. Members of the Steering Committee may also hold Director portfolios.
- Section 5. **Secretary.** The Secretary shall keep minutes of all meetings of LWVB and of all meetings of the Board of Directors; shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the Office. The Secretary serves as a Trustee of the Sara K. Wallace Fund.
- Section 6. **Treasurer.** The Treasurers shall collect and receive all money due to LWVB; shall be the custodian of these moneys, shall deposit them in a bank designated by the Board of Directors and shall disburse those funds as budgeted for the fiscal year. Expenditures exceeding budgeted amounts must be approved by the President(s), Vice President or the Steering Committee and reported to the Board at the next Board meeting. The Treasurer shall present statements to the Board at their regular meetings and an annual report to LWVB members at the Annual Meeting. One of the Treasurers shall serve as a Trustee of the Sara K. Wallace Fund.

ARTICLE VI Financial Administration

- Section 1. **Fiscal Year.** The fiscal year of the LWVB shall commence on the first day of July of each year and end on June 30 of the following year.
- Section 2. **Financial Support.**
- a) Annual Dues shall be billed by, and remitted to, LWVUS on an annual cycle corresponding with the last payment of dues, or date of joining the League. Members joining the League after January 31, 2025, are assigned an expiration date of one year after their first Annual Dues payment is received, with subsequent dues renewals handled by LWVUS.
 - b) There are two Categories of Membership: Primary and Life. Annual Dues for Primary Membership shall be recommended by LWVUS and

announced at the Annual Meeting. Life Members are not required to pay Annual Dues.

- Section 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.
- Section 4. **The Budget Committee.** A budget committee 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 Treasurer shall be an ex-officio a member of the Budget Committee but shall not be eligible to serve as chair of the Budget Committee. The proposed budget shall be sent to all LWVB members at least two weeks before the Annual Meeting.
- Section 5. **Distribution of Funds on Dissolution.** In the event of the dissolution of LWVB, all moneys and securities which may at the time be owned by or under the control of LWVB shall be paid to the LWVMA after the per member payments owed to LWVMA and LWVUS and other obligations of LWVB have been met. All other property of any nature whatsoever nature, whether real, personal, or mixed that may at the time be owned or under the control of LWVB shall be disposed of to such person, organization, or corporation for such public, charitable or educational use and purposes as the Board of Directors in its absolute discretion may designate.
- Section 6. The LWVB books and statements shall be reviewed every year by a person approved by the Board.

ARTICLE VII Meetings

- Section 1. **General Meeting.** There shall be at least 3 meetings of the membership each year. The time and place of the meetings shall be determined by the Board of Directors.
- Section 2. **Annual Meeting.** An annual meeting shall be held before the close of the fiscal year at a date determined by the Board of Directors. Absentee or proxy voting shall not be permitted. The Annual Meeting shall:
- a) Adopt a local program for the coming year,
 - b) Elect officers, directors, and members of the Nominating Committee,
 - c) Adopt an adequate budget, and
 - d) Transact such other business as may properly come before it.

Section 3. **Quorum.** Fifteen percent of the members of LWVB shall constitute a quorum at all meetings of LWVB.

ARTICLE VIII Nominations and Elections

Section 1. **Nominating Committee.** The Nominating Committee shall consist of not less than three and not more than five members of LWVB.

a) Appointed Members. At least one and not more than two members of the Nominating Committee shall also be members of the Board of Directors and shall be appointed by the Board of Directors immediately following the Annual Meeting. Appointed members of the nominating Committee serve until the conclusion of the next Annual Meeting.

b) Elected Members. The Chair and at least one but no more than two members, who shall not be members of the Board of Directors, shall be elected at the Annual Meeting. Each shall be elected for a two-year term.

c) Nominations for Officers and Directors may be submitted to the Nominating Committee by any member of LWVB.

Section 2. **Report of Nominating Committee.** The report of the Nominating Committee containing the nominations for Officers, Directors, and the members of the succeeding Nominating Committee shall be sent to all members at least two weeks before the date of the Annual Meeting.

Section 3. **Nominations from the Floor.** Immediately following the report of the Nominating Committee at the Annual Meeting, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

Section 4. **Elections.** The election shall be by ballot. When there is but one nominee for each office, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election.

ARTICLE IX Principles and Program

Section 1. **Principles.** The Principles are the concepts of government adopted by LWVUS and supported by the League as a whole. They are authorization for the adoption of national, state, and local programs.

Section 2. **Definition of Program.** The LWVB program shall consist of

a) Action to implement the Principles,

b) Those local governmental issues chosen by the Annual Meeting for concerted study and action.

Section 3. **DEI Policy – LWVUS adopted by LWVB**

Discrimination or harassment of any kind will not be accepted within the League, including but not limited to race, socio-economic status, age, ability status, religion, sexual orientation, national origin, gender identity, or marital status. The League is committed to fostering, cultivating, and preserving a culture of diversity, equity, inclusion, access, and belonging for all people. The League is an organization that respects and values the richness of our community and our members. The collective sum of our individual differences and life experiences represents not only our culture, but our reputation and the organization's mission and achievements as well.

Section 4. **Local Program.** The Board of Directors shall consider the recommendations provided by members at least two months prior to the Annual Meeting, and thereafter:

- a) Shall formulate a proposed local program,
- b) The Board of Directors shall provide LWVB members with notice of the proposed Local Program at least two weeks before the Annual Meeting by disclosure in LWVB's bulletin or by e-mail distribution to LWVB members.
- c) The Board of Directors shall consider recommendations for changes to the proposed local program that are received at least three weeks before the last scheduled Board of Directors meeting prior to Annual Meeting. It shall be considered by the Board prior to the Annual Meeting at which time the Board may modify the proposed program.
- d) A majority vote of those present and voting shall be required for adoption of subjects in the proposed local program as presented to the Annual Meeting by the Board of Directors.
- e) Further changes in the proposed program submitted for consideration to, but not recommended by the Board of Directors may be made by LWVB members at the Annual Meeting, provided that
 - 1) Items which have been submitted to the Board of Directors two months prior to the Annual Meeting, but not been not recommended for the proposed program, may be presented to the Annual Meeting.
 - 2) Items submitted to the Board of Directors by the method specified in Section 3(c) of this Article, but not recommended by the Board of Directors may also be presented to the Annual Meeting provided that information concerning the proposed changes that were not-recommended by the Board of Directors has been sent to all LWVB members at least two weeks prior to Annual Meeting.
 - 3) The Annual Meeting shall order consideration of proposed changes by majority vote.

Section 5. **Adopted Program.** Changes in the adopted Local Program may be made provided that:

a) 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.

b) The general membership meeting shall order consideration and shall adopt the change by a majority vote.

Section 6. **Member Action.** Members may act in the name of the League of Women Voters of the United States, Massachusetts, or Brookline only when authorized to do so by their respective Boards of Directors.

Section 7. **Local League Action.** LWVB may act only in conformity with, (or) not contrary to, the position taken by LWVUS or LWVMA as stated in the Platform.

ARTICLE X

National Convention, State Convention and Council

Section 1. **National Convention.** At its meeting immediately preceding the Convention of LWVUS, the Board of Directors shall appoint delegates to the national convention in the number allotted LWVB under the provisions of Article IX, Section 2 4 of the Bylaws of the LWVUS.

Section 2. **State Convention.** At its meeting immediately preceding the State Convention, the Board of Directors shall appoint delegates to the State Convention, in the number allotted LWVB under the provisions of Article VIII, Section 4 of the Bylaws of the LWVMA.

Section 3. **State Council.** The Board of Directors at its meeting immediately preceding the State Council of the LWVMA, shall appoint a delegate to the State Council. (See State Bylaws, Article IX, Section 1).

ARTICLE XI Parliamentary Authority

Section 1. **Parliamentary Authority.** The rules contained in Roberts Rules of Order, Newly Revised, shall govern LWVB in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII: CONFLICT OF INTEREST

Section 1. Purpose. The League shall maintain a Conflict-of-Interest Policy to protect its integrity, nonpartisanship, and public trust.

Section 2. Definition. A conflict of interest arises when a Board member, officer, or key volunteer has personal, financial, professional, or political interests that could influence—or appear to influence—their actions on behalf of the League.

- Section 3. Disclosure.** All covered individuals shall disclose any actual or potential conflicts of interest to the Board in a timely manner.
- Section 4. Recusal.** Any individual with a conflict of interest shall:
- Refrain from participating in discussion or decision-making on the matter
 - Abstain from voting
 - Leave the meeting during deliberation when appropriate
- Section 5. Nonpartisanship.** Consistent with the League's nonpartisan mission, individuals with conflicts related to political campaigns or ballot questions shall not participate in planning, moderating, or overseeing League activities related to those matters.
- Section 6. Annual Disclosure.** The Board shall require annual written disclosure of conflicts of interest from all Board members.
- Section 7. Administration.** The Board shall adopt and maintain a Conflict-of-Interest Policy consistent with this Article and ensure appropriate documentation of disclosures and recusals.

ARTICLE XIII

Code of Conduct

Section 1. Conduct Detrimental to the League

Any member of the League of Women Voters of Brookline is expected to act in good faith and in a manner that supports the mission, integrity, and effective functioning of the organization. Conduct that deliberately and maliciously interferes with or prevents the business of the League shall be considered detrimental to the organization.

Such conduct may include but is not limited to knowingly providing false or misleading information with the intent to derail League activities or decision-making; consistently and intentionally disrupting official meetings or processes; withholding, misusing, or refusing to provide information or materials that are owned by the League or reasonably required for the League to carry out its business; or any other actions intended to undermine the League's operations or governance.

Members found to have engaged in conduct detrimental to the League may be subject to disciplinary action. Such action shall include the filing of a formal complaint with the League of Women Voters of Massachusetts

(LWVMA), where the complaint will be formally documented and placed on file. Any disciplinary action shall be preceded by a review conducted by a designated review committee, which will provide the member with notice of the concerns and an opportunity to be heard, in accordance with procedures established by the Board