

# LEAGUE OF WOMEN VOTERS OF MINNESOTA EDUCATION FUND BYLAWS

**As adopted by the 2013 Convention and as amended  
in 2015, 2016, 2017, 2019, 2021, and 2023.**

## **ARTICLE I. NAME**

The name of this corporation will be the League of Women Voters of Minnesota Education Fund (hereinafter "LWVMN"). This state LWV is an integral part of the League of Women Voters of the United States (hereinafter "LWVUS").

## **ARTICLE II. PURPOSES AND POLICY**

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

### **Section 2. Policies.**

- a. LWVMN will not support or oppose any political party or any candidate.
- b. LWVMN is fully committed to ensure compliance – in principle and in practice – with the adopted Diversity, Equity, and Inclusion Policy.

## **ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility.** Any person who subscribes to the purposes and policies of LWV will be eligible for membership.

### **Section 2. Types of Membership.**

- a. Voting members. Persons at least 16 years of age who join LWVMN also will be voting members of local LWVs and LWVUS.
  1. Individuals who live within the area of a local LWV may join that LWV or any other local LWV.
  2. Individuals who reside outside the area of any local LWV may join a local LWV or become state members.
  3. Individuals who have been members of LWVUS for 50 years or more will be honorary 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 (non-voting) members. All others who join LWVMN will be associate members.

## **ARTICLE IV. OFFICERS**

### **Section 1. Enumeration and Election of Officers.**

- a. The officers will be a president, a first vice-president, a second vice-president, a secretary and a treasurer. They will be elected by the Convention and will hold office until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. Two individuals may be elected to share one position, or two positions may be held by one individual elected to the dual-position office, except that the offices of president and treasurer must be held by two different individuals.

- b. The officers constitute the executive committee. The executive committee may confer as needed to prepare the agenda for monthly Board meetings. The executive committee will confer when immediate action is necessary and a meeting of the Board of Directors is not feasible and will in those instances have the powers and duties of the Board of Directors for planning and directing the Program for Action and carrying out organizational responsibilities.

**Section 2. The President.** The president presides at Convention, Council and meetings of the Board of Directors. The president may, in the absence or disability of the treasurer, sign or endorse checks, drafts or notes. The president will sign all contracts and other instruments when so authorized by the Board. The president will be an ex-officio member of all committees except the nominating committee and will have such usual powers of supervision and management over the Board as may pertain to the office of the president and will perform such other duties as may be designated by the Board.

**Section 3. The Vice-Presidents.** The two vice-presidents, in the order of their rank, will, in the event of absence, disability, resignation or death of the president, possess all the powers and perform all the duties of that office. If no vice-president is able to serve in this capacity, the Board of Directors will elect one of its members to fill the vacancy. The vice-presidents will perform such other duties as the president and Board may designate.

**Section 4. The Secretary.** The secretary will keep minutes of Convention, Council and meetings of the Board of Directors and of the executive committee and will perform such other functions as may be incident to the office. If a second signature is necessary on a contract or other instrument, the secretary will sign when so authorized by the Board. The secretary will prepare and present to the Board such reports as the Board may request from time to time.

**Section 5. The Treasurer.** The treasurer will present a report of financial transactions and status at each Board meeting, at Convention and at Council and will from time to time make such other reports as the Board may require. The treasurer will be a member of the finance committee. The treasurer will perform other duties as may be assigned by the Board.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Number, Manner of Selection and Term of Office.** The Board of Directors consists of the officers of LWVMN, five elected directors and not more than five appointed directors. The elected directors are elected by the Convention and serve until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. The appointed directors are appointed by the Board as deemed necessary to carry out the work of LWVMN. The term of office of the appointed directors will expire concurrently with the term of office of the elected directors. A director may not serve for more than six consecutive terms.

**Section 2. Qualifications and Eligibility.** Any voting member of LWVMN may be elected or appointed to serve as an officer or director of LWVMN; except that no staff member is eligible to serve as an officer or director.

**Section 3. Vacancies.** Any vacancy other than in the office of the president may be filled until the next Convention by appointment by the president and final approval by a majority vote of the remaining members of the Board of Directors. The office of the president will be filled in accordance with Article IV, Section 3 of these bylaws.

**Section 4. Powers and Duties.** The Board of Directors has full charge of the property and business of LWVMN with full power and authority to manage and conduct the same, subject to the instructions of the Convention. The Board will plan and direct the work necessary to carry out the *Program for Action* on selected governmental issues as adopted by the Convention. It will accept responsibility delegated to it by the Board of Directors of LWVUS for the organization and development of local LWVs, for guidance of inter-LWV organizations, for carrying out the *Program for Action* and for promotion of financial programs in the local LWVs. Such local finance programs are required to further the work of LWV, including transmission of funds toward the support of adequate state and national budgets. The Board will create and designate such special committees as it may deem necessary.

**Section 5. Regular Meetings.** The Board will meet at least quarterly and no less than five times per year. A meeting of a new Board will occur at the close of or within four weeks of Convention in order to set a calendar and confirm assignment of tasks. The president or the secretary will notify Board members of all meetings at least one week before a regular meeting.

**Section 6. Special Meetings.**

- a. Special meetings of the Board may be called at any time
  1. by the president or in the president's absence by one of the vice presidents, or
  2. by two (2) or more members of the Board by making a written request to the secretary to call the meeting.
- b. The president or the secretary will give notice of the meeting to be held and its purpose or proposed agenda. If no notice of the meeting is given within five (5) days from the day on which the request was made, the person who requested the meeting may fix the time and place of the meeting and give notice of the meeting.
- c. Special meetings may be held by electronic methods provided that all Board members have access to the electronic methods used and that discussion/debate procedures for asynchronous meetings are followed:
  1. A vote of the Board of Directors will be initiated by the president.
  2. No second to a motion is required.
  3. The Board must be notified of the results of the vote at the end of voting.
  4. The results of the voting will be recorded and announced at the next Board meeting.

**Section 7. Leaves of Absence.**

- a. Any member of the Board of Directors may request a leave of absence from the Board for up to six months. This leave must be approved by a majority of the Board.
- b. The Board has the authority to place an officer or director on a leave of absence for up to six months with or without cause. This requires a majority vote.

- c. When on leave, the absent Board member is not included in the quorum needed for the Board to conduct business.
- d. The Board member's responsibilities will be re-assigned to other Board members during the leave of absence.

#### **Section 8. Removal of Officers and/or Directors.**

- a. An officer or director absent from three out of five consecutive meetings may be removed from the Board by a majority vote.
- b. If an officer is deemed unable to serve, the Board, by a two-thirds vote, may declare the office to be vacant.
- c. An officer or director may be removed by a two-thirds vote of the Board of Directors. The officer or director whose removal has been proposed will be given notice of intent to take such action and will be given an opportunity to respond to the reasons for removal by the Board. Any vacancy which results from such removal will be filled in accordance with Section 3 of this article.

**Section 9. Quorum.** A majority of the members of the Board of Directors constitutes a quorum, and a majority of the members in attendance at any Board meeting will decide its action.

#### **ARTICLE VI. COMPENSATION.**

No part of the net earnings of LWVMN will inure to the benefit of any member of LWVMN. No Director will be reimbursed for service as a member of the Board or any of its committees. Directors serve without compensation that the Board of Directors may authorize reimbursement for reasonable expenses incurred on behalf of LWVMN in accordance with the Expense Reimbursement Policy.

#### **ARTICLE VII. EXECUTIVE DIRECTOR**

The executive director is hired by the Board and serves at the will of the Board; is responsible for day-to-day management of the financial, administrative and program operations of LWVMN under the direction of the Board; and performs such other duties as the Board may prescribe.

#### **ARTICLE VIII. COMMITTEES**

Committees, standing or special, will be established by the Board of Directors as deemed necessary. Persons who are not members of LWVMN and who can provide expertise needed by the committee may be appointed to any committee by the president or by a majority vote of the Board. The nonmember serving on a committee has the right to vote on the committee only.

#### **ARTICLE IX. RECOGNITION OF LOCAL LWVS AND STATE UNITS**

##### **Section I. Local LWVs.**

- a. Local LWVs are those LWVs which have been so recognized by LWVUS.
- b. The Board of Directors will recommend to the Board of LWVUS that it recognize as a local LWV any group of members of LWVUS in any community within the state, provided the group meets qualifying standards for local LWVs as adopted by the national Convention.

- c. In the event of recurring failure of a local LWV to meet the qualifying standards, the Board of Directors may recommend to the LWVUS Board that it withdraw recognition from the local LWV. All funds held by a local LWV from which recognition has been withdrawn will be paid to LWVMN in accordance with the laws of the State of Minnesota. In the event the non-qualifying LWV is merging with another local LWV, its funds, minus a reorganization fee determined by and paid to LWVMN, will go to the merged LWV.

## **Section 2. State Units.**

- a. State units are those so recognized by LWVMN.  
The Board of Directors has responsibility for the establishment of new LWVs. For this purpose the Board may organize a group in a community in which no local LWV exists and will recommend the group for recognition as a state unit when it meets the qualifying guidelines as set forth by the Board of Directors.
- b. In the event of recurring failure of a state unit to meet the qualifying guidelines, the Board of Directors may recommend that recognition be withdrawn. All funds held by state units from which recognition has been withdrawn will be paid to LWVMN in accordance with the laws of the State of Minnesota.
- c. When a Minnesota state unit has attained at least ten members and completed their third year of operation, or under special circumstances by decision of the Board, the state unit may complete the process for Local LWV Recognition within a six-month period.

## **ARTICLE X. FINANCE**

**Section 1. Fiscal Year.** The fiscal year of LWVMN will commence on April 1 each year.

**Section 2. Budget.** The Board will submit to the Convention for adoption budgets for the ensuing two fiscal years. These budgets will provide for the support of LWVMN. The Per Member Payment (PMP) amount will be determined for the ensuing two fiscal years only by the delegates at the state Convention. A copy of the proposed budgets will be sent to each local LWV president at least six weeks in advance of the Convention. The budgets will be adopted by a majority vote of the delegates present and voting at the Convention.

**Section 3. Finance Committee.** The finance committee reports to the Board and is responsible for developing and reviewing fiscal procedures and the budget with staff and other Board members. The finance committee consists of at least four members, at least two of whom are members of the Board. The financial records of the organization are public information and will be made available to the membership, Board members, and the public.

**Section 4. Program Funding.** Successful execution of any Program or Action topic adopted at Convention will be contingent upon adequate funding.

## **ARTICLE XI. CONVENTION**

**Section 1. Place, Date and Call.** A Convention of LWVMN will be held biennially in odd-numbered years at a time and place determined by the Board of Directors. A first call will be

sent by electronic means and must be sent to the presidents of the local Leagues, State Unit chairs, and state members not less than four months prior to the opening date of the Convention (as fixed in the call). Thereafter the Board of Directors may advance or postpone the opening date of the Convention by not more than two weeks. A final call will be sent by electronic means and must be sent to the presidents of the local LWVs and State Unit chairs and the delegates at least six weeks before the opening date of the Convention.

**Section 2. Composition.** The Convention consists of:

- a. delegates chosen by the members of the local LWVs;
- b. delegates who are state members of LWVMN, selected in accordance with Section 4c of this Article;
- c. the presidents of local LWVs or their alternates in the event the president is unable to attend;
- d. the members of the Board of Directors; and
- e. former LWVMN Presidents.

**Section 3. Qualification of Delegates and Voting.**

- a. All delegates will be voting members. Each delegate representing a local LWV will be entitled to vote only if that local LWV is current in its State Per Member Payment (PMP). The State Board may make an exception in the case of proven financial hardship.
- b. Each delegate is entitled to only one vote at the Convention even though the delegate may be attending in more than one capacity. Absentee or proxy voting is not permitted. The Convention will be the sole judge of whether a delegate is qualified to vote.

**Section 4. Representation.**

- a. Each local LWV will be entitled to two delegates in addition to the president of the local LWV (or an alternate in the event the president is unable to attend). These additional delegates will be chosen by the local LWV. Each local LWV having more than twenty voting members will also be entitled to one additional delegate for each additional twenty members (or major fraction thereof) belonging to that local LWV on January 31 of the Convention year. The record in the state office of paid voting members as of January 31 of the Convention year will determine the official membership count for this purpose.
- b. Former LWVMN presidents will be granted delegate status automatically and will not be included in the calculation of delegates for a local LWV.
- c. State members of LWVMN will be entitled to one delegate for each twenty members, chosen by a procedure determined by the Board.

**Section 5. Powers.** The Convention will consider and adopt the *Program for Action*; elect officers, directors, nominating committee chair and two nominating committee members; adopt budgets for the ensuing two fiscal years; review the bylaws; and transact such other business as may be properly presented.

**Section 6. Quorum.** A quorum is a majority of the delegates registered at the Convention provided that no fewer than ten local Leagues are represented.

## **ARTICLE XII. COUNCIL**

**Section 1. Place, Date and Call.** A meeting of the Council will be held in the interim year between Conventions, approximately twelve months after the preceding Convention at a time and place determined by the Board of Directors. A call will be sent by electronic means or by regular mail and must be sent to the presidents of the local LWVs and to all other voting members at least thirty days before the opening date of a Council meeting. Special meetings may be called in the event of emergency.

**Section 2. Composition.** Council will have the same composition as Convention, as enumerated in Article XI.

**Section 3. Qualifications of Delegates and Voting.** Council will have the same Qualifications of Delegates and Voting as Convention, as enumerated in Article XI.

**Section 4. Powers.** The Council will consider the *Program for Action* and review the budget as submitted to the Board of Directors. The Council is authorized to modify the *Program for Action* should the need arise, provided that notice of any proposal is sent to the presidents of the local Leagues at least two months in advance of the meeting of the Council and provided that two-thirds of the Council delegates present and voting adopt the modification. The Council will review the budget for the ensuing year and may modify it to meet current needs and will transact such other business as presented by the Board.

**Section 5. Quorum.** A quorum for the transaction of business at a Council meeting consists of no fewer than twenty members besides the Board of Directors provided that no fewer than ten local LWVs are represented.

## **ARTICLE XIII. NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee.** The nominating committee consists of five members, three (the chair and two members) of whom have been elected by the Convention and two of whom will be members of the Board of Directors. Nominations for the elected members will be made by the current nominating committee. Further nominations may be made from the floor of the Convention. The Board members of the committee will be appointed by the Board of Directors immediately after the Convention. Vacancies occurring in the nominating committee will be filled by appointment by the Board of Directors. The name and contact information of the chair of the nominating committee will be sent to all members by electronic means.

**Section 2. Suggestions for Nominations.** The chair of the nominating committee will request through the president of each local LWV and the chair of each state unit suggestions for nominations for offices to be filled. Any member may send suggestions to the chair of the nominating committee.

**Section 3. Report of the Nominating Committee and Nominations from the Floor.** The report by the nominating committee of its nominees for officers, directors, and the chair and two members of the succeeding nominating committee will be sent to local LWVs at least six weeks before the date of the Convention. The report of the nominating committee will be

presented to the Convention at the first meeting of the Convention. Immediately following the presentation of this report, nominations may be made from the floor by any member of the Convention, provided that the consent of the nominee has been secured.

**Section 4. Election.** The election will be under the direction of an election committee appointed by the president at the first meeting of the Convention. The election will be by ballot. When there is but one nominee for each office, it will be in order to declare the election by acclamation. A majority vote of those present and voting will constitute an election.

#### **ARTICLE XIV. PROGRAM**

**Section 1. Principles.** The governmental principles adopted by the national Convention and supported by the LWV as a whole constitute the authorization for adoption of the *Program for Action*.

**Section 2. Program.** The *Program for Action* consists of:

- a. implementation of LWVUS Principles, LWVUS Public Policy Positions, state and local positions and
- b. those state governmental issues chosen for concerted study, review, concurrence, modification and/or action.

**Section 3. Convention Action.** The Convention will act upon the *Program for Action* using the following procedures:

- a. Local LWVs will make suggestions for a *Program for Action* topic to the Board of Directors at least three months prior to the Convention.
- b. The Board of Directors will consider the suggestions and may formulate one or more recommended *Program for Action* topics which will be submitted to the local LWV Boards at least six weeks prior to the Convention.
- c. A majority vote of those present and voting will be required for the adoption of a *Program for Action* topic recommended by the Board of Directors.
- d. Any recommendation for a *Program for Action* topic submitted to the Board of Directors at least three months before the Convention, but not recommended by the Board, may be adopted by the Convention if:
  1. at a Convention, consisting of a session having at least two meetings, consideration is ordered by majority vote of those present and voting at a first meeting and
  2. the non-recommended item is ordered by a three-fifths vote of those present and voting at a subsequent meeting.
- e. A *Program for Action* topic discussion will include the impact of the topic on the budget.

**Section 4. Council Action.** The Council may change the *Program for Action* as provided in Article XII.

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

**Section 6. Local LWV Action.** Local LWVs and inter-LWV organizations may take action on state governmental issues only when authorized to do so by the Board of Directors. Local LWVs may act only in conformity with, and not contrary to, any position taken by LWVMN and/or LWVUS. Withdrawal of recognition of a Local LWV may result if the Local LWV is not in compliance with this section.

## **ARTICLE XV. NATIONAL CONVENTION AND COUNCIL**

**Section 1. National Convention.** The Board of Directors, at a meeting before the date on which the names of delegates must be sent to the national office, will elect delegates to that Convention in the number allotted to LWVMN under the provisions of the bylaws of LWVUS.

**Section 2. National Council.** The Board of Directors will elect the delegates to the meeting of the Council of LWVUS at least one month prior to Council in accordance with the provisions of the bylaws of LWVUS.

## **ARTICLE XVI. ELECTRONIC MEETINGS**

Regular meetings of the board, special meetings of the board, Convention, Council, and committees are authorized to meet by electronic means so long as all members can simultaneously hear each other and participate during the meeting. An anonymous vote conducted through a designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

## **ARTICLE XVII. PARLIAMENTARY AUTHORITY**

The rules contained in the latest edition of Robert's Rules of Order Newly Revised will govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the provisions of Minnesota law or these bylaws.

## **ARTICLE XVIII. AMENDMENTS**

**Section 1.** Amendment with notice before Convention.

These bylaws may be amended by a two-thirds vote of those present and voting at any Convention, using the following procedures:

- a. Proposals for amendments may be submitted by any voting member to the Board of Directors. All proposals must be received at least three months prior to the opening date of Convention.
- b. All such proposed amendments together with the recommendations of the Board of Directors will be sent by electronic means (unless another communication method is requested by a voting member) to all voting members at least six weeks prior to the opening date of the Convention.
- c.

**Section 2.** Amendment with notice at Convention.

These bylaws may be amended by a four-fifths vote of the delegates present and voting at any Convention of LWVMN, the Convention consisting of a session having at least two meetings wherein notice is given at a first meeting and the vote is taken at a subsequent meeting.

**Section 3.** Amendment with notice before Council.

These bylaws may be amended by a four-fifths vote of the delegates present and voting at any Council of LWVMN, provided notice has been given to voting members at least one month prior to the date of Council.

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