

**LEAGUE OF WOMEN VOTERS OF MONTANA
BYLAWS (April, 2017)**

NOTE: The first three articles are the same for all State and Local Leagues. They are developed at the National level.

ARTICLE I

The name of the organization shall be League of Women Voters of Montana, hereinafter referred to in these bylaws as LWVMT.

**ARTICLE II
PURPOSES & POLICY**

Section 1. Purposes and Policy. The League of Women Voters, a non-partisan political organization, encourages informed and active participation in government, works to increase understanding of major public policy issues, and influences public policy through education and advocacy.

Section 2. Political Policy. LWVMT shall not support or oppose any political party or any candidate.

**ARTICLE III
MEMBERSHIP**

Section 1. Eligibility. Any person who subscribes to the purposes and policy of LWVMT and whose residence is Montana shall be eligible for membership.

Section 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) individuals who live within an area of a local League may

join the League or any other local League; 2) those individuals who reside outside the area of any local League may join a local League or shall be state members-at-large (MAL); 3) individuals who become state members-at-large shall pay dues and shall be subject to state bylaws; 4) those who make a lump-sum life membership payment to LWVUS shall be paid life members and 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 OFFICERS

Section 1. Enumeration and Election of Officers. The officers of LWVMT shall be President, Vice-President(s) as needed, Secretary, and Treasurer. They shall be elected by Convention for a two year term and shall hold office until the conclusion of their term or until their successors have been elected and qualified.

Section 2. The President. The President shall have such powers of supervision and management as customarily pertain to the office; shall preside at the convention and all meetings of the Board of Directors; shall be an ex-officio member of all committees except the Nominating Committee; may sign or endorse checks, drafts and notes in the absence of the Treasurer; and shall perform such other duties as the Board may direct.

Section 3. The Vice-President(s). The Vice-President, in the event of absence, resignation, disability or death of the President, will possess all the powers and perform all the duties of that office. If the Vice-President is unable to serve in this capacity, the Board of Directors shall elect one of its members to fill the vacancy. The Vice-President shall perform such other duties as the President and Board may designate.

Section 4. The Secretary. The Secretary shall keep minutes of Convention and of meetings of the Board of Directors. The Secretary shall notify all officers and directors of their election. The Secretary 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 Secretary's office, including updating the Bylaws as amended at the Convention and distributing the amended Bylaws to members.

Section 5. The Treasurer. The Treasurer shall collect and receive all monies due, except that the Board may appoint a special project treasurer who shall be accountable to the Board. The Treasurer shall be the custodian of these monies, shall deposit them in a bank or banks designated by the Board of Directors, and shall disburse the same only upon order of the President as approved by the Board of Directors. The Treasurer shall present periodic statement to the Board at its regular meetings and an annual report to Convention. The President shall appoint a review committee to review the books annually and to present a report to Convention.

Section 6. Transfers of Property. The consent of the Board of Directors and the signatures of two officers shall be necessary to endorse, transfer and deliver any certificate of stock, bond, note or other security or property in the name and in behalf of the LWVMT.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number, Manner of Selection, Term of Office. Board Directors shall consist of the officers of the League, the Presidents of each local League, or his/her designee, the chairs of local MAL Unites, Standing Committee chairs, and the Voter Editor. These directors shall be elected by Convention and shall serve two year terms or until their successors have been elected and qualified. The term of office of the local League Presidents and Chairs of

recognized MAL Units on the State Board shall be the same as that held at the local level. The term of office of the appointed directors shall be two years.

Following the Biennial Convention Business Meeting, the new Board of Directors shall appoint, at any of its regular meetings, such additional directors as they deem necessary to carry on the work of the League and to assure that every unit is represented on the Board. The term of office of the appointed directors shall be two years.

Standing Committee Chairs, such as Position Review, Retreat Planning, Voter Service and Legislative Action, are appointed by the Board at the first Board meeting following the Annual Business meeting. Their term of office shall be two years. The Board may appoint temporary committees and standing committee chairs as needed, and encourage chairs of temporary committees to attend Board meetings as necessary in the capacity of a non-voting member.

Section 2. Qualifications. No person shall be elected, appointed or shall continue to serve as officer or director of this organization unless that person is a voting member of LWVMT.

Section 3. Vacancies. Any vacancy other than in the office of the President may be filled, until the next Convention, by a majority vote of the remaining members of the Board. The office of the President shall be filled as provided in Article IV, Section 3 above.

Section 4. Powers and Duties. The Board of Directors shall have full charge of property and business of the organization, with full power and authority to manage and conduct the same, subject to the instructions of Convention. The Board shall plan and direct the work necessary to carry out the Program as adopted. It shall accept responsibility delegated to it by the LWVUS to organize and develop local Leagues, adopt positions at any time after LWVMT members have studied an issue and come to concurrence or consensus per current "In League" procedures, carry out the Program, promote financial soundness in the local Leagues, and support the work of the League as may deem necessary.

Section 5. Regular Meetings. There shall be at least four regular meetings of the Board of Directors annually. The President shall notify each member of the Board of Directors of all regular meetings by phone, fax, email or letter at least one week before such meetings.

Section 6. Special Meetings. The President may call special meetings of the Board of Directors and shall call a meeting upon the written request of five members of the Board. Members of the Board shall be notified of the time and place of special meetings by phone, fax, email or letter sent at least 10 days prior to such meeting, provided, however, that during Convention the President may, or upon request of five members of the Board shall, call a special meeting of the Board by handing the members of the Board a written notice or giving verbal notice of the time and place of said meetings.

Section 7. Quorum. A majority of the members of the Board of Directors shall constitute a quorum. Any one or more members of the Board may participate in a meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI RECOGNITION OF LOCAL LEAGUES AND MALS

Section 1. Local Leagues.

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

- c. In the event of recurring failure of a local League to meet these qualifying standards, the Board of Directors of LWVMT may recommend to the National Board that it withdraw recognition from the local League. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVMT.

Section 2. State Member-at-Large Units.

- a. State Member-at-Large (MAL) Units are those groups which have been recognized by LWVMT.
- b. The Board of Directors of LWVMT has the responsibility for the establishment of and recognition of MAL Units. For this purpose the Board may organize a group in a community in which no League exists and shall grant recognition provided the group meets recognition standards as adopted by the State Board. MAL Units may be of three types: 1) a MAL Unit located within a community; 2) an electronic MAL Unit, or eMAL unit, not confined to any one community; or 3) a Campus MAL Unit located on the campus/campuses of institutions of higher learning. MAL Units may vary widely in their levels of activity. In some cases, they may continue indefinitely as MAL units. In others, they may serve as the starting point for establishing a new local League in a community.
- c. In the event of recurring failure of a recognized MAL Unit to meet these qualifying standards, the Board of Directors may withdraw recognition. All funds held by the MAL Unit from which recognition has been withdrawn shall be paid to the LWVMT.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 1. Fiscal Year. The fiscal year of LWVMT shall commence on the first of April of each year.

Section 2. Budget. The Board shall submit a two-year budget for adoption at Convention. This budget shall provide for the support of LWVMT through Per Member Payment (PMP). A copy of the budget shall be sent to each local League President and recognized MAL Chair at least one month in advance of Convention.

Section 3. Budget Committee. The two-year budget shall be prepared by the co-treasurers or the Treasurer and at least one other person, at least two months (60 days) before Convention. The Treasurer should include one to two members who are not on the board in preparing the budget.

Section 4. Audit Committee. The President will appoint an audit committee of not less than three members to audit the financial records after the end of the fiscal year. The committee will report their findings to the Board in even years and to the Convention in odd years.

Section 5. Disposition of Funds or Dissolution of the State League. All funds and property held by the State League from which recognition has been withdrawn shall be paid to the LWVUS.

ARTICLE VIII CONVENTION AND RETREAT

Section 1. Place, Date, and Call. In odd years a Convention of LWVMT shall be held at a time and place to be determined by the Board of Directors. The President shall send a first call for the Convention to the Presidents of the local Leagues and Chairs of recognized MAL Units not less than two months (60 days) prior to the opening date of Convention fixed in said call. Thereafter, the Board of Directors may advance or postpone the opening date of Convention by not more than two weeks. A final call for Convention shall be sent to the Presidents of the local Leagues at least one month before

Convention. The final call to Convention will include the proposed budget and the nominating committee report.

Section 2. Composition. The Convention shall consist of a) the delegates chosen by the local Leagues and recognized MAL Units in the number provided in Section 4 of this Article; and b) the remaining members of the LWVMT Board of Directors.

Section 3. Qualifications of Delegates and Voting. Each delegate shall be a voting member in LWVMT. Each delegate shall be entitled to one vote only at Convention even though the delegate shall be attending in two or more capacities. Absentee voting shall not be permitted. The Convention shall be the sole judge of whether a delegate is qualified to vote.

Section 4. Representation. Local Leagues in Montana shall be entitled to voting representation in the Convention as follows: a) The members of each local League and each recognized MAL Unit shall be entitled to one delegate; and b) each local League or MAL Unit having more than 20 voting members shall be entitled to one additional delegate for each additional 20 voting members or fraction thereof, belonging to said local League or recognized MAL Unit on February 1 of that year. The record in the LWVMT office of paid voting members shall determine the official membership count for this purpose. Each delegate representing a local League or recognized MAL Unit shall be entitled to vote only if that unit has met its Per Member Payment (PMP) responsibilities. The State Board may make an exception in the case of proven hardship.

Section 5. Powers. The convention shall elect officers and directors, adopt a biennial budget, and transact such other business as may be presented, and may adopt Program components as needed.

Section 6. Quorum. Fifty percent of the voting delegates shall constitute a quorum for the transaction of the business of Convention, provided that there is representation from at least a majority of the local Leagues and recognized MAL Units.

Section 7. Retreat. In even numbered years, LWVMT will hold a Retreat at a time and location to be determined by the Board of Directors. All league members and prospective members will be welcome. Content of the Retreat may include the following: presentations and workshops to showcase issues researched by local Leagues; review and adoption of Policy updates as researched and recommended by the Legislative Action Committee; consider current strengths, weaknesses, opportunities and threats to the League; brainstorm new ideas; and obtain commitments from attendees to carry on specific projects.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The nominating committee shall consist of two members of the Board and when possible, up to three non-board members who are interested and are appointed by the Board of Directors. The chair of the Nominating Committee shall be appointed by the President, with preference to non-board members. The Nominating Committee shall be constituted at least four months prior to the Convention. The LWVMT President shall send the name and contact information of the chair of the nominating committee to the President of each recognized local League and Chair of each recognized MAL Unit. Presidents and Chairs are encouraged to provide the Nominating Committee with names of candidates.

Section 2. Suggestions for Nominations. The chair of the nominating committee shall request, at least 120 days prior to Convention, through the President of each local League and Chair of each recognized MAL Unit, suggestions for nominations for officers to be filled. Suggestions for nominations shall be sent to the chair of the nominating committee at least two months (sixty days) before Convention. Any member may send suggestions to the chair of the nominating committee.

Section 3. Report of Nominating Committee and Nominations from Floor. The report of the nominating committee of its nominations for officers, shall

be sent to each unit one month prior to Convention. The report of the nominating committee shall be presented to Convention. Immediately following the presentation of the report, nominations may be made from the floor with the nominee's consent.

Section 4. Elections. The election shall be by ballot, unless there is but one nominee for each office it shall be by voice vote. A majority shall constitute an election.

ARTICLE X PROGRAM

Section 1. Principles. The governmental Principles adopted by the National Convention and supported by the League as a whole, constitute the authorization for the adoption of **Program**.

Section 2. Program. The Program of LWVMT shall consist of action to implement the Principles and those governmental issues chosen for concerted study or action.

Section 3. Convention and Retreat Program Action. The Convention and Retreat shall act upon the program using the following procedures:

- a. Local League Boards and recognized MAL Units may make recommendations for Program to the Board of Directors at least two months (60 days) prior to Convention or Retreat. Program recommendations must include the names of at least three people willing to work on the proposed State study or project.
- b. The Board of Directors will consider the recommendations and formulate a proposed Program which will be sent to all units at least one month prior to Convention or Retreat.
- c. Recommendations for changes submitted by local League Boards or recognized MAL Units and received by the Board of Directors at least

two weeks before the opening of Convention or Retreat shall be considered by the Board prior to Convention or Retreat, at which time the Board may change the proposed program.

d. A majority vote shall be required for the adoption of the Program proposed by the Board of Directors.

e. Any recommendation for the Program submitted to the Board of Directors at least one month before Convention or Retreat, but not proposed by the Board, may be adopted by Convention or Retreat provided consideration is ordered by a majority vote and the proposal for adoption receives a two-thirds vote.

Section 4. Member Action. Members may act in the name of LWVMT only when authorized to do so by the LWVMT Board of Directors.

Section 5. Local League Action. Local Leagues may take action on LWVMT Positions or statewide issues only when authorized to do so by the LWVMT Board of Directors. Local Leagues may act only in conformity with, or not contrary to, the position taken by LWVMT.

Section 6. Position Review Committee. The LWVMT Positions shall be reviewed by the position review committee appointed by the President for that purpose. The committee shall consist of no fewer than three members, including a chair and at least one member of the State Board. The committee will determine if each position is current and clear, recommending changes deemed appropriate. The committee will also help the State Board spotlight a few positions each year in a way that would enhance League member understanding of State Program. The committee shall report to the State Board no later than two months (60 days) prior to the membership meeting of each year, whether Retreat or Convention.

ARTICLE XI NATIONAL CONVENTION AND COUNCIL

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

Section 2. National Council. The Board of Directors, at its meeting preceding the meeting of the LWVUS Council, shall elect delegates to such Council in the number allowed the LWVMT under the provisions of the LWVUS Bylaws.

ARTICLE XII PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in 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 XIII AMENDMENTS

Section 1. Amendments. The bylaws, except Articles I, II, and III, may be amended by a two-thirds vote at any Convention, using the following procedures:

- a. Proposals for change shall be submitted by any unit to the Board of Directors at least two months (60 days) prior to Convention. Proposals may also be submitted by the State Board.
- b. All such proposed amendments together with the recommendations of the Board shall be sent to all units at least one month prior to Convention.

- c. The Presidents of local Leagues and Chairs of recognized MAL Units shall notify the members of their respective Leagues of the proposed amendments. Failure of a local League President or recognized MAL Unit Chair to give such notice or failure of any member to receive such notice shall not invalidate the subsequent adoption of the amendments of the Bylaws.

ARTICLE XIV DECISION MAKING BY ELECTRONIC MEANS

Section 1. Introduction. Most Board meetings will take place in person, however, regular and special meetings may be held by electronic means such as telephone and/or video conferencing, and email. Boards shall not use electronic meetings unless all members have access to the electronic media used.

Section 2. Procedural Requirements for Decision Making by Electronic Means

Because board members must be permitted sufficient discussion time, email meetings can potentially last much longer than usual—perhaps a week or more. Therefore:

- a. The president shall formally call a meeting, giving the agenda and stating a beginning and end time long enough to allow all members to participate.
- b. Board member responses to this call shall establish a quorum.
- c. All motions, debate and votes shall be sent only to the president, who will forward them to all members in the order received.
- d. Seconds would not be required for motions.
- e. The time allowed for discussion and voting on a motion shall be specified by the president, who shall send out reminder alerts as the vote closing time nears.
- f. The meeting shall end at the specified time unless formally extended.

- g. The Secretary shall record the motion, those participating, and the final tally of yeas and nays.

ARTICLE XV

BOARD ORGANIZATION-LEADERSHIP TEAM

Section 1. The board may use a traditional model of organization, as described earlier in **Article IV** and **Article V**, or an alternative model subject to approval at the annual State Convention. This may include, but is not limited to elected officers, leadership team management, or co-leadership of particular offices or positions.

Section 2. If the state League uses the Leadership Team model, the rest of the board will consist of the local League presidents or his/her designee, the leader (s) of any recognized MAL unit (s), Standing Committee chairs, and the Voter Editor, as enumerated in **Article V**.

Section 3. All other sections of **Article V** remain in force.