

BYLAWS

Council of Metropolitan Area Leagues of Women Voters Bylaws

Original Agreement adopted September 1962, amended June 1968, 1969, 1970, 1973, 1975, May 1978, 1980, 1982, 1987, 1988, 1991, 1996, 2001, 2006, 2007, 2010, 2011, 2019 and 2022.

Article I Name

Section 1. Name. The name of this organization shall be the Council of Metropolitan Area Leagues of Women Voters (CMAL). This Council of local LWVs is an integral part of the League of Women Voters of the United States (LWVUS) and of the League of Women Voters of Minnesota (LWVMN).

Article II Purpose and Policy

Section 1. Purposes.

- a. The purpose of CMAL shall be to promote political responsibility through informed and active participation in government, and to increase the knowledge and effectiveness of the members in the field of area-wide governmental issues.
- b. CMAL may take action on governmental measures and policies of common concern in the public interest in conformity with the Principles of LWVUS. CMAL may coordinate other LWV work on the metropolitan area level.

Section 2. Policies.

The policies of CMAL are:

- a. Political Policy: CMAL shall not support or oppose any political party or any candidate.
- b. Diversity, Equity and Inclusion Policy: CMAL is fully committed to ensure compliance -- in principle and in practice -- with LWVUS' Diversity, Equity and Inclusion Policy.

Article III Membership

Section 1. Membership. CMAL shall be composed of the members of the local LWVs or Members at Large Units (hereafter referred to as local LWV) in the seven Minnesota counties of Anoka, Carver, Dakota, Hennepin, Ramsey, Scott and Washington.

Article IV Composition of CMAL

- a. Each local LWV Board may appoint a Delegate to CMAL who shall have the responsibility of keeping the local Board informed about CMAL matters.
- b. Each local LWV having more than 50 paid members as of the LWVUS cutoff date for determining membership shall be entitled to one additional voting Delegate for each additional 50 members or fraction thereof.
- c. The term of office of Delegate to CMAL shall be two years or at the discretion of the local LWV.
- d. Each Delegate to CMAL shall be a voting member thereof.
- e. Each LWV may designate an Alternate for each of its Delegates who may attend all meetings and shall be a voting member of CMAL in the absence of the official Delegate.
- f. LWVMN shall be invited to send one of its members as a liaison who shall be nonvoting.

Article V Board of Directors

Section 1. Enumeration and Selection of Board of Directors. The Board of Directors shall consist of the four officers of CMAL, four elected directors and not more than seven appointed directors. Two directors shall be elected by the delegates at each Annual Convention and shall serve for a term of two years, or until their successors have been elected and qualified. The elected members shall appoint such additional directors, not exceeding seven, as they deem necessary. The terms of the appointed directors shall be one year and shall expire at the conclusion of the next Annual Convention.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or member of the Board of Directors of this organization unless this person is a voting member enrolled in a participating LWV. Consideration shall be given to area wide geographic representation.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors by reason of the resignation, death, removal or disqualification of an officer or member may be filled, until the next Annual Convention, by a majority vote of the remaining members of the Board of Directors.

Section 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 and delegates to the Annual Convention. It shall plan and direct the work necessary to carry out the Program as adopted by the Annual Convention. It will receive and evaluate consensus reports from the local LWVs. Consensus shall be determined and implemented by the Board of Directors. The Board shall create and designate special committees as it may deem necessary. It shall carry out the policies and directions of CMAL between Annual Conventions.

Section 5. Executive Committee. The Chair shall, with the approval of the Board, designate four members of the Board of Directors to constitute an executive committee, which shall transact business between Board meetings, provided that nothing shall be done contrary to LWV policy or Board action. (See New Roberts Rules of Order, Revised Edition).

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

Section 7. Regular Meetings. The Board of Directors shall meet at least quarterly. A meeting of a new Board of Directors shall occur within four weeks of the Annual Convention in order to establish the regular meeting schedule. The Chair or Secretary shall notify Board members of all meetings at least one week before a regular meeting.

Section 8. Remote Participation. The Board of Directors may permit any member to attend a regular or special meeting of the Board of Directors by telephone or other electronic means. Any Board member participating remotely shall be counted toward the quorum for the meeting.

Section 9. Special Meetings.

- a. The Chair or Vice Chair may call a special meeting of the Board of Directors by so advising the Secretary.
- b. Any two or more members of the Board of Directors may call a special meeting of the Board of Directors by so advising the Secretary.
- c. The Chair or Secretary shall give at least five days' notice of the date, time and place of the special meeting to the Board of Directors.
- d. Special meetings may be conducted electronically, provided that all members of the Board of Directors have access to the electronic methods and that the results of any vote at an electronic meeting be recorded in the minutes of the next regular Board meeting.

Section 10. Removal. Any officer or director may be removed from the Board of Directors by 2/3 majority vote thereof. The duties of any officer or director removed pursuant to this Section shall be assigned according to Article VI.

**Article VI
Officers**

Section 1. Enumeration and Election of Officers. The officers of CMAL shall be a Chair, Vice Chair, Secretary and Treasurer who shall be elected for a term of two years at an Annual Convention and take office immediately. The Chair and Secretary shall be elected in odd-numbered years and the Vice Chair and Treasurer in even-numbered years.

Section 2. The Chair. The Chair shall preside at all meetings of the organization and of the Board of Directors. The Chair may, in the absence or disability of the Treasurer, sign or

endorse checks, drafts and notes. The Chair shall be, ex officio, a member of all committees except the Nominating Committee and shall have such usual powers of supervision and management as may pertain to the office of Chair and perform such other duties as may be designated by the Board of Directors.

Section 3. The Vice Chair. The Vice Chair shall, in the event of absence, disability, resignation or death of the Chair, possess all the powers and perform all duties of that office, until such time as the Board of Directors shall select one of its members to fill the vacancy. The Vice Chair shall perform such other duties as the Chair and Board of Directors may designate.

Section 4. The Secretary. The Secretary shall keep minutes of all meetings of CMAL and of all meetings of the Board of Directors. The Secretary shall notify all officers of their election and shall sign, with the Chair, all contracts and other instruments when so authorized by the Board of Directors, and shall be custodian of the minutes and all other official documents that have come before the Board of Directors or the membership in meetings, as well as all unofficial documents and communications of CMAL relative to governance, bylaws and program adoption, and shall perform such other duties as may be incident to the office. The Secretary shall assist the Board of Directors with development of a permanent repository for official CMAL documents.

Section 5. The Treasurer. The Treasurer shall collect and receive all moneys, dues, and be the custodian of these moneys, and shall endorse and deposit them in a bank designated by the Board of Directors, and shall sign and disburse the same only upon order of the Board. The Treasurer shall present statements to the Board at their regular meetings and an annual report to the Annual Convention.

Section 6. Voting Eligibility. Any member of the Board of Directors who is not a local LWV delegate shall be accorded a vote at Board and at Quarterly Meetings and the Annual Convention on all items except for a motion to dissolve CMAL.

Article VII Financial Administration

Section 1. Fiscal Year. The fiscal year of CMAL shall commence on the first day of June.

Section 2. Dues and Assessments. CMAL may assess dues and/or assessments to local LWVs, which shall be payable by November. This amount shall be recommended by the Budget Committee and approved by the delegates to the Annual Convention as part of its annual budget for each year. Any assessment shall be based on the number of their members excluding LWVUS and LWVMN State members or members-at-large and life members.

Section 3. Budget. A budget for the ensuing year shall be submitted by the Board of Directors to CMAL Annual Convention for adoption.

Section 4. Budget Committee. A Budget Committee may be appointed by the Board of Directors to prepare a budget for the ensuing year. The proposed budget shall be sent by the Budget Committee, or the Board of Directors if there is no Budget Committee, to the local LWVs six weeks before the Annual Convention. The Treasurer shall not be eligible to serve as Chair of the Budget Committee.

Section 5. Distribution of Funds on Dissolution. In the event of the dissolution of CMAL all moneys, excluding CMAL Education Funds, shall be returned in equal proportions to the local LWVs in good standing for the past three years. CMAL Education Funds shall be distributed to LWVMN.

Section 6. Financial Review. An independent financial review of the Treasurer's books will be done at the close of the fiscal year.

Article VIII Meetings

Section 1. CMAL Meetings. There shall be a minimum of one program meeting a year, as the Board of Directors shall determine, in addition to the CMAL Annual Convention, to each of which all LWV members are invited. Times and places shall be determined by the Board of Directors.

Section 2. Annual Convention. An Annual Convention shall be held each year not later than June 15th. LWVs shall be notified as to the exact date of the Convention at least six weeks in advance. The Convention shall:

- a. Adopt a program for the year,
- b. Elect officers and directors of CMAL and members of the Nominating committee, adopt a budget, and
- c. Transact such other business as may properly come before it.

Section 3. Voting. A majority vote of those present and voting is necessary unless otherwise specified. Absentee or proxy voting shall not be permitted.

Section 4. Communications. Quarterly Meeting and Annual Convention notices will be made available electronically to all Delegates, Alternates, local LWV Presidents, and interested members. Excerpts should be made available to local LWV members through their local communications.

Section 5. Quorum. The presence of at least one Delegate from one-third of local LWVs in the metropolitan area shall constitute a quorum.

Article IX Nominations and Elections

Section 1. Nominating Committee.

- a. If a Nominating Committee is established, it shall consist of three members. The Chair and one member shall be elected at the CMAL Annual Convention. Nominations for these offices shall be made by the current Nominating Committee. After the Annual Convention, the third member shall be appointed by the Chair from the Board of Directors, with the concurrence of the newly-elected Board of Directors. No two members of the Nominating Committee shall be members of the same LWV. If a Nominating Committee is not established, the Board of Directors may act as the Nominating Committee.
- b. Any vacancy on the Nominating Committee shall be filled by appointment of the Board of Directors.
- c. Suggestions for nominations for Officers of CMAL may be sent to the Nominating Committee by any voting member of a local LWV.

Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee or Board of Directors of its nominations for officers, directors and the members of the succeeding Nominating committee shall be sent electronically to the Delegates six weeks before the Annual Convention. Nominations may be made from the floor by any voting Delegate to the Convention, with the consent of the nominee.

Section 3. Elections. The election shall be by ballot, but when there is but one nominee for each office, the Secretary may be instructed to cast a general ballot by the assembly. A majority of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

Article X Program

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

Section 2. Program. The Program of CMAL shall consist of those governmental issues of metropolitan area concern chosen for concerted study and action.

Section 3. Action by the Annual Convention. The Annual Convention shall act upon the Program using the following procedures:

- a. The Board of Directors shall consider the recommendations received from local LWVs two months before the Annual Convention, and shall formulate a Proposed Program.

The Proposed Program, together with the non-recommended items, shall be submitted by the Board of Directors to the local LWVs six weeks before the Annual Convention.

- b. A majority vote of the Delegates present and voting at the CMAL Annual Convention is required for the adoption of subjects in the Proposed Program as presented to the Annual Convention by the Board of Directors.
- c. Recommendations for Program submitted by voting members two months prior to the Annual Convention but not recommended by the Board of Directors may be considered by the convention provided that: 1) the Annual Convention shall order consideration by a majority vote, and 2) the Annual Convention shall adopt the item by a two-thirds vote.
- d. Changes in the Program, in the case of altered conditions, may be made provided that information concerning the proposed changes be sent to all local LWVs at least six weeks prior to an Annual Convention at which the proposed changes are to be discussed and voted upon.

Section 4. Board of Directors Action. The Board of Directors shall determine the development of the adopted Program, shall decide when consensus has been reached, and shall take appropriate action.

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

Article XI National Convention

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 may select delegates to that convention in the number allotted CMAL under the provisions of the Bylaws of LWVUS.

Article XII Parliamentary Authority

Section 1. Parliamentary Authority. The rules contained in “The New Robert’s Rules of Order, revised edition,” 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. These Bylaws may be amended at any convention by using the following procedures:

- a. Proposals for changes shall be submitted by any participating local LWV member to the Board of Directors at least two months prior to the date of the Annual Convention.

- b. All such proposed amendments together with the recommendations of the Board of Directors shall be sent to all local LWVs six weeks prior to the date of the Annual Convention.
- c. Those changes that are recommended by the Board of Directors require a majority vote of the Delegates present. Those changes that are not recommended by the Board require a 2/3 vote.
- d. The Presidents of all metropolitan area LWVs shall notify the Boards of their respective LWVs of the proposed amendments. Failure of a local LWV to give such notice or failure of any member to receive such notice shall not invalidate amendments to the Bylaws of CMAL.

Article XIV Dissolution

Section 1. Dissolution. CMAL may be dissolved by the following process:

- a. A participating local LWV member or CMAL Board member submits the proposal to the CMAL Board at least two months prior to the Annual Meeting.
- b. The CMAL Board discusses and votes for or against the proposal and sends the original proposal with the recommendation to the local LWVs at least six weeks prior to the CMAL Annual Meeting.
- c. The CMAL Delegate(s) discusses the proposal with their local LWV Board.
- d. The proposal is discussed and voted on by the Delegates at the Annual Meeting. If the proposal is recommended by the CMAL Board, a majority vote of the Delegates is required. If not recommended, a two-thirds vote of the Delegates is required.