

BYLAWS

LEAGUE OF WOMEN VOTERS OF BROOKLINE

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.

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. LWVB 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 political policy of the LWVB 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) 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

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: One half of the Directors shall be elected by the general membership at each Annual Meeting and shall serve for the term of two years, or until their successors have been elected and qualified.

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. At least one half of the members of Board of Directors shall be voting members of LWVB, the other Directors may be associate 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. Three consecutive absences from a board meeting of any member without a valid reason shall be deemed a resignation.

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, video conferencing or e-mail. 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 constitute 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) The Officers of LWVB shall be a President or Co-Presidents, Vice President(s) if recommended by the Nominating Committee, a Secretary, and a Treasurer. Officers shall be voting members of LWVB.

b) These officers shall be elected for terms of two years by the general membership at an Annual Meeting and take office immediately and shall hold office until their successors have been elected and qualified.

- Section 2. **The President(s).** The President(s) shall preside at all meetings of LWVB and of the Board of Directors or shall designate 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.
- Section 3. **The 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, possess all the powers and perform all the duties of that office. In the event that no Vice President(s) 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 designate.
- Section 4. **The 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.
- Section 5. **The Treasurer.** The Treasurer 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 the same only upon the authorization of the President(s) or the Vice President(s) of the Board. The Treasurer shall present statements to the Board at their regular meetings and an annual report to LWVB members at the Annual Meeting.

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 recommended by the Board of Directors and subject to approval and modification by Annual Meeting. Dues shall be payable between July and January of each fiscal year. New members joining the League between February and June of any year and pay the annual dues will be members through June of the following year. Any member who fails to pay dues by the National assessment deadline shall be dropped from the membership rolls.
 - b) Categories of dues (e.g. individual, household, student) based on the annual dues approved by Annual Meeting, may be approved by the Board prior to the dues billing of each year. Notice of variations in the dues structures will be sent to each member with or before the dues billing.
- 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 4. **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.

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 terms.
- 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 of 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. **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 shall be sent to all members 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 shall be considered by the Board prior to the Annual Meeting at which time the Board may modify the proposed program.
 - d) Any proposed changes approved by the Board of Directors shall be sent to all LWVB members at least one week prior to the Annual Meeting.
 - e) 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.

f) 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.

2) The Annual Meeting shall order consideration of proposed changes by majority vote.

Section 4. **Adopted Program.** Changes in the adopted Local Program, in the case of altered conditions, 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 5. **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 6. **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 Amendments

Section 2. **Amendments.** These Bylaws may be amended by a two-thirds vote of the voting members of the Annual Meeting, provided the amendments were submitted to the LWVB membership in writing at least two weeks in advance of the Meeting.