

**LEAGUE OF WOMEN VOTERS - ROCHESTER METROPOLITAN AREA
BYLAWS**

ARTICLE I - Name

The name of this organization shall be the League of Women Voters of the Rochester Metropolitan Area (LWVRMA). 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 New York State (LWVNYS). The League is categorized by the Internal Revenue Service as a 501(c)4 organization.

ARTICLE II - Purposes and Policy

- Sec. 1. PURPOSES. The purposes of the LWVRMA are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.
- Sec. 2. POLITICAL POLICY. The LWVRMA shall not support or oppose any political party or candidate.

ARTICLE III - Membership

- Sec. 1. ELIGIBILITY. Any person who subscribes to the purposes and policy of the LWVRMA shall be eligible for membership.
- Sec. 2. TYPES OF MEMBERSHIP. The membership of the LWVRMA shall be composed of voting members and associate members.
- a) Voting Members.
 - (1) Citizens who are at least eighteen (18) years of age who join the League and whose dues are current shall be voting members.
 - (2) Those who have been members of the League for fifty (50) years or more shall be honorary life members excused from the payment of dues.
 - b) Associate Members. All others who join the League and whose dues are current shall be associate members.

ARTICLE IV - Officers

- Sec. 1. ENUMERATION AND ELECTION OF OFFICERS. The officers of the LWVRMA shall be a president (or co-presidents), a first vice president, a second vice president, a secretary and a treasurer, who shall be elected for terms of two (2) years by the general membership at an annual meeting and take office upon election. The president(s), the first vice president, and the secretary shall be elected in even-numbered years. The second vice president and the treasurer shall be elected in odd-numbered years. No officer shall be eligible for election to the same office for more than two (2) full consecutive terms.

- Sec. 2. **THE PRESIDENT(S).** The president(s) shall preside at all meetings of the organization and of the board of directors [Board]. The president(s) may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. The president(s) or the person designated by the president(s) shall be, ex-officio, a member of all committees except the nominating committee. The president(s) shall have such usual powers of supervision and management as may pertain to the office of the president and perform such other duties as may be designated by the Board.
- Sec. 3. **THE VICE PRESIDENTS.** The vice presidents shall perform such duties as the president(s) and Board shall designate. The first vice president shall preside in the absence of the president(s) and succeed the president(s) if same is unable to serve. In the event the first vice president is unable to serve in this capacity, the Board shall elect one of its elected members to fill the vacancy.
- Sec. 4. **THE SECRETARY.** The secretary shall keep minutes of all meetings of the Executive Committee, the Board, and the membership. The secretary shall sign, with the president(s), all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office.
- Sec. 5. **THE TREASURER.** The treasurer shall collect and receive all moneys due. The treasurer shall be the custodian of these moneys, shall deposit them in a bank designated by the Board, and shall disburse the same as approved within the budget or upon order of the Board. The treasurer shall present statements to the Board at its regular meetings and an annual report at the annual meeting. The treasurer will present a written financial report of grants received with each quarterly board report and at the annual meeting. The report will include "grantor, amount of grant, purpose of grant and account of disbursement of funds." The outgoing treasurer shall complete the financial records for the fiscal year and submit them to the board for review. The financial records of LWVRMA shall be reviewed at the end of each fiscal year by an audit committee or by an accountant, as determined by the Board. The treasurer shall follow Generally Accepted Accounting Principles.

ARTICLE V - Board of Directors

- Sec. 1. **NUMBER, MANNER OF SELECTION, AND TERM OF OFFICE.** The Board shall consist of the officers of the League of Women Voters of the Rochester Metropolitan Area LWVRMA, a minimum of five (5) and a maximum of ten (10) elected directors and not more than five (5) appointed directors. Half of the elected directors shall be elected by the general membership at the annual meeting in even-numbered years and the other half in odd-numbered years and shall serve for a term of two (2) years, or until their successors have been elected and qualified. The terms of office for all elected directors shall begin on July 1st following the election. The elected members shall appoint such additional directors, as they deem necessary to carry on the work of the LWVRMA. Appointed directors shall serve until June 30th following their appointment.
- Sec. 2. **QUALIFICATIONS.** No person shall be elected or appointed or shall continue

to serve as an officer or director of this organization except a voting member of the LWVRMA.

- Sec. 3. **VACANCIES.** Any vacancy occurring in the Board by reason of the resignation, death, or disqualification of an officer other than the president or of an elected director may be filled, until the next annual meeting, by a majority vote of the remaining members of the Board. Three (3) consecutive absences from a board meeting by any member without a valid reason may be deemed a resignation. A vote of the members of the Board shall determine whether the three (3) consecutive absences were without a valid reason.
- Sec. 4. **POWERS AND DUTIES.** The Board 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 convention, the state convention, and the annual meeting. The Board shall create and designate such special committees as it may deem necessary. These may include an executive committee, consisting of the officers, which may be empowered to make decisions, normally falling within the Board's jurisdiction, whenever such decisions are required before the next regularly scheduled board meeting, except when the seriousness of the matter to be decided warrants calling a special board meeting. Any action so taken will be reported to the Board at the next meeting.
- Sec. 5. **MEETINGS.** There shall be at least nine (9) regular meetings of the Board annually. The president(s) may call special meetings of the Board and shall call a special meeting upon written request of one-third (1/3) of the members of the Board.
- Sec. 6. **QUORUM.** A majority of the members of the Board shall constitute a quorum. A majority in attendance at any board meeting shall, in the presence of a quorum, decide its action.
- Sec. 7. **INDEMNIFICATION.** The corporation shall indemnify and hold harmless its directors and officers from any and all liability that may arise in the performance of their duties to the full extent permitted by the New York Not-For-Profit Corporation Law.
- Sec. 8. **CONFLICT OF INTEREST POLICY.** The Board shall adopt and follow a Conflict of Interest Policy that conforms with the New York Not-For-Profit Corporation Law.
- Sec. 9. **VOTING.** When matters arise upon which the board must vote between scheduled board meetings, information may be distributed electronically and by telephone, and votes may be received by the Secretary by those same methods. This activity shall be noted in the minutes of the following board meeting.

ARTICLE VI - Financial Administration

- Sec. 1. **FISCAL YEAR.** The fiscal year of LWVRMA shall commence on the first day of July each year.

- Sec. 2. DUES. Dues shall be payable upon joining the LWVRMA. Thereafter, dues will be payable annually on the first day of October. The amount of such payment shall be determined by the annual meeting by a three-fifths (3/5) vote of those present and voting. Any member who fails to pay dues within three (3) months after such dues become payable shall be dropped from the membership rolls.
- Sec. 3. BUDGET. A budget for the ensuing year shall be submitted by the Board to the annual meeting for adoption. The budget shall include support for the work of the LWVRMA, the LWVNYS, and the LWVUS.
- Sec. 4. BUDGET COMMITTEE. A budget committee of three (3) members, in addition to the treasurer who serves in an ex officio capacity, shall be appointed by the Board at least seven (7) months prior to the annual meeting. This committee will prepare a budget for the ensuing year. The proposed budget and the proposed amount of the annual dues shall be sent to all members one (1) month before the annual meeting. The treasurer shall not be eligible to serve as budget chair.
- Sec. 5. QUARTERLY BUDGET REVIEW. The officers shall review the quarterly budget comparison statement and recommend appropriate adjustments to the Board.
- Sec. 6. ENDOWMENT FUND. The Board may establish an Endowment Fund. Income from this fund may be used for the annual operating budget. The principal may be used for any purpose only upon a two-thirds (2/3) vote of the Board and a two-thirds (2/3) vote of those present and voting at a general membership meeting.
- Sec. 7. DISTRIBUTION OF FUNDS ON DISSOLUTION. In the event of the dissolution of the LWVRMA all moneys and securities which may at the time be owned by or under the control of the LWVRMA shall be paid to the LWVNYS after the state and national per member payments and other obligations have been met. All other property of whatsoever nature, whether real, personal, or mixed which may at the time be owned or under the control of the LWVRMA shall be disposed of to such person, organization, or corporation for such public, charitable, or educational use, and purposes as the Board in its absolute discretion may designate.
- Sec. 8. AUDIT COMMITTEE. An audit committee composed of three (3) members of the League shall be appointed by the Board when the review of the financial records is not being conducted by an accountant. The audit committee shall review the records and report to the Board by the November meeting. The committee's findings will be reported to the membership. The treasurer shall not be eligible to serve as a member of this committee.

ARTICLE VII - Meetings

- Sec. 1. MEMBERSHIP MEETINGS. General membership meetings shall be held at the option of the Board or upon written request of ten per cent (10%) of the voting members of the LWVRMA. Time and place shall be determined by the Board.
- Sec. 2. ANNUAL MEETING. An annual meeting shall be held between May 1 and June 15, the exact date to be determined by the Board.

The annual meeting shall:

- a) adopt a local program for the ensuing year,
- b) elect officers, directors, and members of the nominating committee,
- c) determine the amount of the annual dues by a three-fifths (3/5) vote,
- d) adopt an adequate budget, and
- e) transact such other business as may properly come before it.
- f) HAVE AN ANNUAL REPORT INCLUDING FINANCIAL INFORMATION (ASSETS, LIABILITIES, REVENUES, AND EXPENSES) AND A STATEMENT OF THE NUMBER OF CURRENT MEMBERS, WHETHER THIS IS AN INCREASE OR DECREASE OVER THE PRECEDING YEAR, AND THE PLACE WHERE THE NAMES AND ADDRESSES OF ALL MEMBERS CAN BE FOUND AND CONSULTED. THE REPORT SHALL BE FILED WITH THE RECORDS OF THE CORPORATION AND PLACED IN THE MINUTES OF THE ANNUAL MEETING. *

The minutes of the annual meeting shall be approved by the Board at the first regular meeting of the Board following the annual meeting not more than thirty (30) days after July 1st.

Sec. 3. QUORUM. TEN (10) PER CENT OF THE MEMBERSHIP SHALL CONSTITUTE A QUORUM AT THE ANNUAL MEETING OR ANY OTHER GENERAL MEMBERSHIP MEETING OF THE LWVRMA.

Sec.4. MEETING NOTICE. NOTICE FOR ALL BUSINESS MEETINGS OF THE MEMBERSHIP SHALL BE GIVEN TO EACH MEMBER OF THE LWVRMA EITHER PERSONALLY, BY MAIL, OR BY ELECTRONIC MAIL. IF THE NOTICE IS GIVEN PERSONALLY, BY FIRST CLASS MAIL, OR BY ELECTRONIC MAIL, IT SHALL BE GIVEN NOT LESS THAN TEN (10) DAYS NOR MORE THAN FIFTY (50) DAYS PRIOR TO THE MEETING; IF MAILED BY ANY OTHER CLASS OF MAIL, IT SHALL BE GIVEN NOT LESS THAN THIRTY (30) DAYS OR MORE THAN SIXTY (60) DAYS BEFORE THE MEETING.

ARTICLE VIII - Nominations and Elections

Sec. 1. NOMINATING COMMITTEE. The nominating committee shall consist of five (5) members:

The chair and two (2) members, who shall not be members of the Board, shall be elected at the annual meeting. Nominations for these offices shall be made by the current nominating committee.

Two (2) members who shall be members of the Board shall be appointed by the Board at the first board meeting following the annual meeting.

Any vacancy on the nominating committee shall be filled by the Board. Suggestions

for nominations for officers and directors may be sent to this committee by any voting member.

Sec. 2. **REPORT OF NOMINATING COMMITTEE AND NOMINATIONS FROM THE FLOOR.** The report of the nominating committee of its nominations for officers, directors, and the members of the succeeding nominating committee shall be sent to all members one (1) month before the date of the annual meeting. Immediately following the presentation of this report 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.

*Requirement of the New York State Not-for-Profit Corporation Law.

Sec. 3. **ELECTIONS.** The election shall be by ballot. When there is but one nominee for each office, the secretary may be instructed to cast the entire ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX - Program

Sec. 1. **AUTHORIZATION.** The governmental principles adopted by the national convention and supported by the LWVUS and the LWVNYS, constitute the authorization for the adoption of program.

Sec. 2. **PROGRAM.** The program of the LWVRMA shall consist of:

- a) action to protect the right to vote of every citizen and
- b) those governmental issues chosen for study and action.

Sec. 3. **ACTION BY THE ANNUAL MEETING.** The annual meeting shall act upon the local program using the following procedures:

- a) The Board shall consider the recommendations sent in by the voting members two (2) months prior to the annual meeting and shall formulate a proposed program.
- b) The proposed program shall be sent to all members one (1) month before the annual meeting.
- c) A majority vote of voting members present and voting at the annual meeting shall be required for adoption of subjects in the proposed program as presented to the annual meeting by the Board.
- d) Recommendations for program submitted by voting members two (2) months prior to the annual meeting but not recommended by the Board may be considered by the annual meeting provided that the annual meeting shall order consideration by a majority vote. A two-thirds (2/3) vote shall be required for adoption of such recommendations.
- e) Changes in the program, in the case of altered conditions, may be made provided that information concerning the proposed changes has been sent to all members at least two (2) weeks prior to a general membership meeting at which the change is to be discussed and voted upon.

Sec. 4. **MEMBER ACTION.** Members may act in the name of the League of Women

Voters only when authorized to do so by the relevant Board. They may act only in conformity with, and not contrary to, a position taken by the LWVRMA, the LWVNYS, and/or the LWVUS.

ARTICLE X - National Convention, State Convention, and Council

- Sec. 1. NATIONAL CONVENTION. The Board at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates to that convention within the number allotted the LWVRMA under the provisions of the bylaws of the LWVUS.
- Sec. 2. STATE CONVENTION. The Board at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that convention within the number allotted the LWVRMA under the provisions of the bylaws of the LWVNYS.
- Sec. 3. STATE COUNCIL. The Board at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that council within the number allotted the LWVRMA under the provisions of the bylaws of the LWVNYS.

ARTICLE XI - Parliamentary Authority

- Sec. 1. PARLIAMENTARY AUTHORITY. The rules contained in the latest edition of Robert's Rules of Order Revised shall govern the organization when they are not inconsistent with these bylaws.

ARTICLE XII - Amendments

- Sec. 1. AMENDMENTS. These bylaws may be amended by a two-thirds (2/3) vote of the voting members present and voting at any general membership meeting provided the amendments were submitted to the membership in writing at least one (1) month in advance of the meeting.

Approved 5/27/2015