

LEAGUE OF WOMEN VOTERS OF NEW YORK STATE BYLAWS
AS AMENDED AND ADOPTED BY DELEGATES AT STATE CONVENTION, JUNE 2015

Article I
Name and Office

Sec. 1 Name. The name of this organization shall be the League of Women Voters of New York State, hereinafter referred to in these bylaws as “LWVNYS.” The LWVNYS is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as “LWVUS”.

Article II
Purposes and Policy

Sec. 1 Purposes. The purposes of the LWVNYS shall be to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2 Political Policy. The LWVNYS 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 LWVNYS shall be eligible for membership.

Sec. 2 Types of Membership.

- a. Voting members. Citizens at least 18 years of age who join the LWVNYS at any level shall be voting members at all levels of League.
 - i. individuals who live within an area of a local League may join that League or any other local League; those who reside outside the area of any local League may join a local League or may be state members-at-large;
 - ii. those who have been members of the LWVUS for 50 years or more shall be honorary life members excused from the payment of dues
- b. Associate Members. All others who join the LWVNYS shall be associate members. Associate members are non-voting members.

Article IV
Officers

Sec. 1 Enumeration, Election and Term. The officers of the LWVNYS shall be a president, a first vice-president, with up to but no more than three additional vice-presidents, and either a secretary and a treasurer or a combined position of secretary/treasurer. The number and order of vice-presidents and whether the offices of secretary and treasurer shall be combined shall be recommended by the Nominating Committee. Any of those offices may not be eliminated or combined until the term of an elected officer is concluded. The Officers shall be elected by the convention and hold office until the conclusion of the next convention or until their successors have been elected and qualified.

Sec. 2 Qualifications. Only voting members in the state of New York shall be elected or appointed to serve as officers or directors of the LWVNYS.

Sec. 3 President. The president shall preside at all meetings of the LWVNYS and of the board of directors, hereinafter referred to as “the board”, unless the president is absent or designates someone else to preside. In the absence or disability of the treasurer, the president may sign or endorse checks, drafts, and notes. The president shall be, ex officio, a member of all committees except the nominating committee and have such usual powers of supervision and management as may pertain to the office of the president and perform other duties designated by the board.

Sec. 4 Vice-presidents. In the event of the absence of the president, the first vice-president, or any of the vice-presidents, in order of rank, shall assume that office until the president’s return. If the board declares the office of president vacant, the first vice-president shall assume the office. If the first vice-president is unable to serve as president, any of the vice-presidents, in order of rank, shall assume that office until the next convention. In the event that none of the vice-presidents is able to serve in this capacity, the board shall elect one of its elected members to fill the vacancy. The vice-presidents shall perform such other duties as the president and board may designate.

Sec. 5 Secretary. The secretary shall keep, or cause to be kept, minutes of convention, council, and meetings of the board; shall notify all officers and directors of their election; shall sign with the president all contracts and other instruments when so authorized by the board; and shall perform such other functions as the president and board shall direct.

Sec. 6 Treasurer. The treasurer shall, at the direction of the president and the board, perform such financial oversight of the professional staff of the organization, as is appropriate under the circumstances, and such other duties as may customarily pertain to the office; and shall arrange for an annual audit of the books by a certified public accountant.

Article V
Board

Sec. 1 Number, Selection, and Term. The board shall consist of the officers of the LWVNYS, up to five but not less than three elected directors, and up to four appointed directors. The number of elected directors shall be recommended by the Nominating Committee. The elected directors shall be elected by the convention and shall serve until the conclusion of the next convention or until their successors have been elected and qualified. The elected members of the board shall appoint such additional directors, not exceeding four, as they deem necessary to carry on the work of the LWVNYS. The terms of office of the appointed directors shall expire concurrently with the terms of office of the elected directors.

Sec. 2. The “Entire Board” shall consist of the number of Directors within the designated range that were elected as of the most recently held election of Directors plus the number of directors appointed and serving.

Sec. 3. Absences and Vacancies.

- a. **Absences.** In the event that a board member is absent from two consecutive meetings of the board, without excuse accepted as satisfactory by the directors, that position may be declared vacant by a majority vote of the remaining board members.
- b. **Vacancies.** A board position shall be vacant in the event a board member dies or resigns, a position is declared vacant pursuant to Section 3a of this Article, or a board member is determined to have engaged in misconduct by three-fifths of the remaining board.
- c. Any vacancy in the board other than in the presidency may be filled until the next convention by a majority vote of the remaining members of the board.

Sec. 4. Powers and Duties.

- a. The board shall have full charge of the property and fiscal business of the LWVNYS with full power and authority to manage and conduct the same, subject to the instructions of the convention.
- b. The board shall plan and direct the work necessary to carry out the program on state governmental matters as adopted by the convention.
- c. The board shall accept responsibility delegated to it by the board of the LWVUS for:
 - i. the organization and development of local Leagues;
 - ii. carrying out of a program;
 - iii. providing assistance to the local Leagues in obtaining funds to further the work of a local League or the LWVNYS; and
 - iv. guidance of intrastate inter-League organizations hereinafter referred to as ILOs.
- d. The board may create member-at-large (hereinafter referred to as MAL) units, and establish rules and regulations for their operations.
- e. The board shall create and designate such committees as it may deem necessary. “Committees of the Board” are those that may have the power to bind the board within the limitations of NYS law. These committees must be comprised solely of board members, have at least 3 members. “Committees of the Corporation” cannot bind the board and may include non-board members. These committees are appointed by the board.
- f. The board may appoint an executive committee consisting of no fewer than five members of the board. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board, at the earliest opportunity, on all actions taken by it between regular meetings of the board.
- g. The consent of the board and the signature of two officers shall be necessary to endorse, transfer, and deliver any certificate of stock, bond or other security or real property in the name and on behalf of the LWVNYS. The board may delegate such authority to sign or endorse checks, drafts, and notes as it may from time to time see fit.

Sec. 5 Regular Meetings. There shall be at least two regular meetings of the board annually. At the direction of the president, at least two weeks before each regular meeting, each board member shall be sent a written notice of the meeting which may be transmitted by regular mail, fax or email giving the time and place of such meeting.

Sec. 6 Special Meetings. The president may call special meetings of the board, and/or shall call a special 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 written notice transmitted by regular mail, fax, e-mail, sent at least six days prior to such meeting. During convention or council, however, the president may, or upon the request of five members of the board shall, call a special meeting of the board by giving members of the board a written notice of the time and place of said meeting.

Sec. 7 Quorum. A majority of the members of the board shall constitute a quorum and a majority of the members in attendance at any board meeting shall, in the presence of a quorum, decide its action. Any member of the board may participate in a meeting by means of conference telephone or similar communications equipment that allows 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.

Sec. 8. Action of Board. Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable

means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonable be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee.

Sec. 9 Compensation. Directors shall not receive compensation for services rendered to or on behalf of the LWVNYS except that members of the board may be reimbursed, based on the board's reimbursement policy, for expenses reasonably incurred on behalf of the LWVNYS upon presentation to the treasurer or secretary/treasurer of reasonable detailed receipts thereof.

Article VI

Recognition of Local and Provisional Leagues

Sec. 1 Local Leagues. Local Leagues are those Leagues which have been so recognized by the LWVUS.

Sec. 2 Recognition of Local Leagues. The LWVNYS board shall recommend to the LWVUS board recognition of any group in the state which fulfills recognition requirements for local Leagues as adopted by the national convention. When such recognition is granted, the local Leagues shall become an integral part of the LWVUS and the LWVNYS.

Sec. 3 Withdrawal of Recognition. When a local League recurrently fails to fulfill recognition requirements, the board shall recommend to the LWVUS board that recognition be withdrawn. Final action rests with the LWVUS board. All funds held by such dissolved Leagues shall be paid to the LWVNYS after payment of all liabilities.

Sec. 4 Member-at-Large Units. When a group of people in a community in which no local League exists wishes to form a League of Women Voters, it may be organized into a Member-at-Large unit by the board under the requirements adopted by the convention of the LWVUS. It shall remain a MAL unit until such time as it has fulfilled the recognition requirements for local Leagues, or until its recognition has been withdrawn. The Board has the authority to disband a MAL Unit, upon a vote of a majority of the MAL Unit members or upon a finding of the Board that the MAL Unit is not in compliance with the requirements for a MAL Unit. All funds held by a MAL unit from which recognition has been withdrawn shall be paid to the LWVNYS.

Sec. 5 Inter-League Organizations-ILOs. Members enrolled in local Leagues may organize ILOs in order to promote the purposes of the League and to take action on county, metropolitan or regional governmental matters. The LWVNYS board shall recommend to the LWVUS board that such ILO be recognized, provided requirements adopted by the national convention have been met. The board has responsibility for the guidance of ILOs. In the event of recurrent failure of an ILO to fulfill these requirements, the board shall recommend to the LWVUS board that it withdraw recognition from such ILO. All funds held by an ILO from which recognition has been withdrawn shall be prorated among its member Leagues.

Article VII

Financial Administration

Sec. 1 Fiscal Year. The fiscal year of the LWVNYS shall be from July 1 to June 30 of the following year.

Sec. 2 Financial Support. Each local League shall make an annual per-member and household payment to the LWVNYS in the amount to be determined by a 3/5 vote of those present and voting at each convention. Local Leagues shall be excused from making per-member payments for paid life or honorary life members. Member-at-Large Units shall pay dues to the LWVNYS in an amount to be determined by the LWVNYS board.

Sec. 3 Budget. The board shall submit to the convention or council for adoption a proposed budget for the ensuing year. This proposed budget shall provide for the support of the LWVNYS. A copy of the proposed budget shall be sent to the president of each local League and ILO and each MAL unit chair at least six weeks in advance of the convention or council. A budget shall be adopted by a majority vote, except that the per-member-payment shall be approved as provided in section 2 of this article. The practice of preparation and implementation of a two-year budget may be adopted by a vote of two-thirds of the delegates present at convention. Should a two-year budget be implemented, in the interim year, the board shall report to the delegates at council on the status of the finances of the organization and budgetary items.

Sec. 4 Budget Committee. The budget shall be prepared by a committee which shall be appointed for that purpose by the board at least four months in advance of the convention or council. The budget committee shall consist of no fewer than five members including a chair and the treasurer. The majority of the members of this committee, including the chair, shall not be members of the state board. Except for the treasurer, each member of the budget committee shall be from a different local League. Recommendations of the committee shall be by the concurrence of the majority of the full committee.

Sec. 5 Distribution of Funds on Dissolution. In the event of the dissolution of the LWVNYS, all moneys and securities which may at the time be owned by or under the control of the LWVNYS shall be paid to the LWVUS after the state board has paid or made provision for the payment of all the liabilities of the LWVNYS. All other property of whatsoever nature, whether real, personal, or mixed which may at the time be owned or under the control of the LWVNYS shall be disposed of to such a person, organization, or corporation for such public, charitable or educational use and purposes as the state board in its discretion may designate.

Sec. 6 Indemnification. Every LWVNYS director, officer or specified representative of the LWVNYS shall be indemnified against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being or having been a director, officer or specified representative, or any settlement thereof, whether the person is a director, officer or specified representative at the time such expenses are incurred, except in such cases wherein the individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which the indemnified may be entitled. Indemnification will be up to the amount insured.

Article VIII
Meetings of the Members

Sec. 1 Place, Date, and Call. A meeting of members shall be held annually for the election of the board of directors and the transaction of other business as shall come before such meeting. The time and place of such meeting shall be set by the board. Such meetings held in odd years shall be denominated as conventions and the meetings held in even years shall be denominated as councils.

Sec. 2. Call for Convention and Council. At the direction of the president, a call for the convention or council shall be sent to the president of each local League and ILO, and chair of each MAL unit not less than three months prior to the opening date of the convention or council fixed in said call. Thereafter the board may advance or postpone the opening date of the convention or council not more than two weeks from the date fixed in the first call. A final call for the convention or council shall be sent by the president to the president of each local League and ILO, and chair of each MAL unit, at least 30 days before convention or council.

Sec. 3. Convention:

a. Composition. The convention shall consist of the delegates of the local Leagues, ILOs and MAL units,

- as provided in this article, and the members of the board, each of whom shall be entitled to one vote.
- b. Qualifications of Delegates and Voting. All delegates shall be voting members of the League. Each delegate representing a local League, ILO, or MAL unit, or duly authorized proxy as provided in subsection f, shall be a member in good standing of that local League, ILO or MAL Unit and shall be entitled to vote only if that League, ILO or MAL unit has met its per-member-payment responsibilities. The LWVNYS board may make an exception in the case of proven hardship. No delegate shall be entitled to more than one vote, and absentee shall not be permitted. Final determination of a delegate's qualifications or credentials shall be made by the convention.
 - c. Representation at convention The members of the LWVUS who are organized into recognized local Leagues, ILOs, and MAL units in the state of New York shall be entitled to voting representation at the convention as follows: each local League shall be represented by one delegate. In addition to that delegate, each local League is entitled to one delegate for the first 40 members. Leagues having more than 40 members shall be entitled to one delegate for each additional 40 members or major fraction thereof. Membership numbers will be determined by the number indicated in the official LWVUS membership count report for the year of the convention. Each recognized ILO shall be entitled to one voting delegate. Each MAL unit shall be entitled to one voting delegate.
 - d. Quorum. A quorum for the transaction of business at convention shall be participation by one tenth of the total number of authorized delegates.
 - e. Authorization for Action. The convention shall consider and authorize a program for action; shall elect officers, directors, the chair and two members of the nominating committee; shall adopt a budget for the ensuing year; and shall transact such other business as may come before it. .
 - f. Proxies. Every proxy must be in writing and signed by the president of the local League or ILO or the chair of the MAL Unit. Every proxy shall be revocable at the pleasure of the person executing it, unless otherwise provided by law. The proxy can contain such conditions as determined by the giver of the proxy. For the purpose of representing another League, all proxies shall be delivered to the presiding officer.

Sec. 4 Council

- a. Composition: Council shall consist of each local League, ILO, MAL unit and the Board of Directors.
- b. Voting at Council. Each local League, ILO and MAL unit and each Director shall be entitled to one vote. In addition to that vote, each local League is entitled to one vote for the first 40 members. Leagues having more than 40 members shall be entitled to one vote for each additional 40 members or major fraction thereof. Membership numbers will be determined by the number indicated in the official LWVUS membership count report for the year of the council.
- c. Quorum. A quorum for the transaction of business at a council meeting shall consist, in person or by proxy, of one tenth of the total number of authorized votes.
- d. Authorization for Action. The council shall consider program, methods of operation and the financial status of the organization, including a proposed or ongoing budget, as presented by the LWVNYS board. The council is authorized to make such modifications of the program and, if applicable, an ongoing budget, as shall be necessary to meet altered conditions, provided that notice of such action shall have been sent by the LWVNYS board to the members at least six weeks in advance of the meeting of the council.. A two-thirds majority of the votes cast shall be necessary to adopt changes to the program. A majority vote shall be necessary to adopt an ongoing budget. The council shall transact such other business as shall be presented.
- e. Proxies Presence at and votes taken at council may be by proxy. Every proxy must be in writing and signed by the President of the local League or ILO or the Chair of the MAL Unit. Every proxy shall be revocable at the pleasure of the person executing it, unless otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary or, in the absence of the Secretary, the presiding Member appointed to act as secretary of the meeting.

Sec. 5 Special Meetings of the Members. Special meetings of the members may be called by the board and by such person or persons as may be authorized by the certificate of incorporation or the by-laws. In any case, such meetings may be convened by the members entitled to cast ten per cent of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The secretary of the corporation upon receiving the written demand shall promptly give notice of such meeting, or if the secretary fails to do so within five business days thereafter, any member signing such demand may give such notice. The meeting shall be held at the place fixed in the by-laws or, if not so fixed, at the office of the corporation or at such other place designated by the board. If such meeting is held, it will be noticed and conducted according to the provisions relating to the convention as hereinabove provided.

Article IX
Nominations and Elections

Sec. 1 Nominating Committee. The nominating committee shall consist of five members, two of whom shall be members of the board. The chair and two members who shall not be members of the board shall be elected by the convention. Nomination for these offices shall be made by the current nominating committee. Further nominations may be made from the floor of the convention. The other members of the committee shall be appointed by the board immediately after the convention. Vacancies occurring in the nominating committee shall be filled by the board.

Sec. 2 Suggestions by Local Leagues and MAL Units. The nominating committee chair shall solicit from the president of each local League, ILO, and the chair of each MAL unit, suggestions for nominations for the offices to be filled.

Sec. 3 Suggestions for Nominations. Suggestions for nominations shall be sent to the chair of the nominating committee at least six months before convention. Any member may send suggestions to the chair of the nominating committee.

Sec. 4 Decisions of the Committee. Decisions of the committee shall be by the concurrence of the majority of the full committee.

Sec. 5 Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee of its nominations for officers, directors, and the chair and two members of the succeeding nominating committee shall be sent to the president of each local League and ILO, and to the chair of each MAL unit, six weeks before the convention. The report shall be presented on the first day 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.

Sec. 6 Election. The election shall be under the direction of an election committee appointed by the president on the first day of the convention. The election shall be by ballot, except that when there is but one nominee for each office, it may be by voice vote. A majority vote of those present and qualified to vote and voting shall constitute an election.

Article X
Program

Sec. 1 Principles. The Principles adopted by the national convention and supported by the League as a whole constitute the authorization for the adoption of the LWVNYS program.

Sec. 2 Program. The program of the LWVNYS shall consist of:

- a. action to implement the Principles, and
- b. concerted study and action on those state governmental issues chosen by the LWVNYS convention.

Sec. 3 Convention Action. The convention shall act upon the program using the following procedures:

- a. Local League, ILO and MAL unit boards may make recommendations for a program to the board at least three months prior to the convention.
- b. The board shall consider the recommendations and shall formulate a proposed program which shall be submitted to the president of each local League and ILO, and to the chair of each MAL unit, at least six weeks prior to the convention.
- c. A majority vote shall be required for the adoption of the program proposed by the LWVNYS board.
- d. Any recommendation for the program submitted to the board at least three months before the convention, but not proposed by the board, may be adopted by the convention, provided consideration is ordered by a majority vote and the proposal for adoption receives a three-fifths vote.

Sec. 4 Council Action. The council may modify or change the program as provided in Article VIII.

Sec. 5 Member Action. Members may act in the name of the LWVNYS only when authorized to do so by the board.

Sec. 6 Local League, ILO and MAL Unit Action. Local Leagues, ILOs, and MAL units may take action on state governmental matters only when authorized to do so by the LWVNYS board. Local Leagues, ILOs, and MAL units must act only in conformity with, or not contrary to, the position taken by the LWVNYS.

Article XI
National Convention and Council

Sec. 1 National Convention. The board shall elect the number of delegates to the national convention that was allotted to the LWVNYS under the provisions of the bylaws of the LWVUS.

Sec. 2 National Council. The board shall elect the number of delegates to the national council that was allotted to the LWVNYS under the provisions of the bylaws of the LWVUS.

Article XII
Parliamentary Authority

Sec. 1 Parliamentary Authority. The rules contained in Robert's Rules of Order, Newly Revised, shall govern the LWVNYS in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XIII
Statutory Compliance Article

Sec. 1. Conflicts of Interest Protocols. This Corporation shall adopt, and at all times honor, the terms of a written conflicts of interest policy to assure that its Directors, Officers and Key Employees act in the Corporation's best interest and comply with applicable legal, regulatory and ethical requirements. The conflicts of interest policy of the Corporation shall include, at a minimum, the following provisions:

- a. Procedures. Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or authorized committee, as appropriate.
- b. Restrictions. Stipulations that when the Board of Directors, or authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:
 - i. be present at, or participate in, any deliberations,
 - ii. attempt to influence deliberations, and/or
 - iii. cast a vote on the matter.
- c. Definitions. Definitions of circumstances that could constitute a conflict of interest.
- d. Documentation. Requirements that the existence and resolution of the conflict be documented in the records of the Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon.
- e. Audit-Related Disclosure. Protocols to assure for the disclosures of all real or potential conflicts of interest are properly forwarded to the Audit Committee or Conflicts of Interest Committee, as appropriate, or if there is no such Audit or Conflicts Committee, to the Board of Directors, or another Committee of the Board, as appropriate.

Article XIV
Amendments

These bylaws may be amended at any biennial convention by a two-thirds vote of the delegates present and voting. Changes proposed by local leagues and ILO's shall be submitted to the board at least three months prior to a convention. All such proposed amendments and shall be sent by the board to the president of each local League and ILO, and to the chair of each MAL unit, at least six weeks prior to the convention, together with the recommendations of the board. The presidents of all local Leagues shall notify the members of their respective Leagues of the proposed amendments. The failure of a local president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws adopted at any convention.

If necessary to comply with any law or regulation governing the LWVNYS, bylaws may be adopted, amended or repealed by the board of directors. Any bylaw adopted by the board may be amended or repealed by the members in conformity with the procedure hereinabove described for the adoption, amendment or repeal of bylaws by the members.