2021 Board Recommended Bylaw Amendments
Deletions are in black bolded font with lines drawn through words; additions are in red bolded font.

Proposed Amendments

Article II

Purposes and Policy
Sec. 3 Diversity, Equity & Inclusion Policy. The League is fully committed to ensure compliance - in principle and practice - with the LWVNYS Diversity, Equity and Inclusion Policy.

RATIONALE
This amendment is required to be in conformity with the first three Articles of the LWVUS Bylaws as required by LWVUS.

Article III

Membership
Sec. 2 Types of Membership.
   a. Voting members. Persons at least 16 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;
      iii. those who are students are defined as individuals enrolled either as full or part time with an accredited institution.
   b. Associate Members. All others who join the LWVNYS shall be associate members. Associate members are non-voting members.

RATIONALE
This amendment deletes the word “honorary” to be consistent with LWVUS language. It also defines a “student member” and removes confusing language about Associate Members.

Article IV

Officers
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 contracts and loans and 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. 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
Sec. 5. **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 or financial review of the books by a certified public accountant.

**RATIONALE**

It is proposed that the President instead of the Treasurer or the Secretary sign contracts, loans, etc, as this is usually required on these documents. In Section 6, the words, “or financial review” are added as the state League is not required by nonprofit law to have a full audit completed.

**Article V**

**Board**

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 the 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, or 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. In executing the duties of their office, board members are expected to carry out applicable laws and regulations as well as League bylaws, mission, policies, standards and procedures. Board members who do not shall be counseled.

c. The board shall plan and direct the work necessary to carry out the program on state governmental matters as adopted by the convention.

d. 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.

e. The board may create member-at-large (hereinafter referred to as MAL) units, and establish rules and regulations for their operations.

f. 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, and 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.

g. 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.

h. 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 four 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. 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.

RATIONALE
The proposed amendments to Article V: Brings Sec. 3a, b, in line with current applicable New York State Non-Profit statutes. They also clean up some of the language concerning expectations of the state Board members, increase the number of state Board meetings to a minimum of 4 per year, and have the bylaws in conformity with the actual procedures for Board reimbursements.

Article VII
Financial Administration
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 and students. Member-at-Large Units shall pay dues to the LWVNYS in an amount to be determined by the LWVNYS board.

Sec. 3 The Executive Director. The Executive Director may sign contracts and loans and sign or endorse checks within limitations set by the board.

RATIONALE
This amendment was proposed by LWV of Rochester and is recommended by the state Board as well. It cleans up the language for life members and also adds the exclusion of PMP for student members, which the state League has not charged in decades, if ever. LWVUS recently changed to no longer charge PMP for student members as well.

Section 3 was added to facilitate the ongoing operations of LWVNY that are under the direction of the Executive Director.

Article VIII
Meetings of the Members
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 **voting** shall not be permitted. Final determination of a delegate’s qualifications or credentials shall be made by the convention.

**RATIONALE**
Adding the word “voting” simply clarifies this process.

**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 ILOs 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.

**RATIONALE**
These proposed changes are simply grammatical corrections.