

BYLAWS
LEAGUE OF WOMEN VOTERS OF NEW YORK STATE
EDUCATION FOUNDATION
(revised and approved by Board March 2021)

ARTICLE I
Name and Purpose

The League of Women Voters of New York State Education Foundation (herein after referred to as the Foundation) is a non-profit corporation duly incorporated under the Not-For-Profit Corporation Law of the State of New York, whose purposes are those set forth in its Certificate of Incorporation.

ARTICLE II
Mission Statement

The Foundation is dedicated exclusively to the support and promotion of the educational programs of the League of Women Voters of New York State.

ARTICLE III
Membership

The Foundation shall have no members.

ARTICLE IV
Board of Directors

- a. Powers and Duties. The board of directors is the governing body of the Foundation and shall have full power to control and manage the property and affairs of the Foundation and shall have full authority with respect to the distribution and payment of the moneys received by it from time to time.
- b. Composition. The property, affairs and activities of the Foundation shall be managed by a board of directors. Officers and directors of the LWVNYSEF shall consist exclusively of the members of the board of directors of the League of Women Voters of New York State (herein after referred to as LWVNYS.) The executive director of the Foundation shall serve as a non-voting, *ex officio* member of the board. The “Entire Board” shall consist of the number of directors that were elected as of the most recently held election of directors of the LWVNYS plus the number of directors appointed and serving.
- c. Term of Office. The term of office shall commence at the time of election or appointment to the LWVNYS board and shall serve until the conclusion of the next LWVNYS convention or until their successors have been elected and qualified.
- d. Voting Rights. Each director in attendance at a meeting shall have one vote. Directors cannot vote or participate in a meeting by proxy.

e. Meetings. There shall be at least four (4) regular meetings of the board of directors annually. Regular meetings shall be held at such time and place as the board may designate. Notice of regular meetings shall be given at least two weeks in advance. Special meetings of the board may be called at any time by the secretary at the request of the president or at the request of any five directors. Notice of such special meeting shall be given five (5) business days before the meeting. Notice of meetings shall be in writing which may be transmitted by regular mail, fax or email giving the time and place of said meeting. Such notice may be waived.

At the first meeting of the fiscal year, the board shall elect officers and approve committee chairs if necessary, adopt a budget, and transact such other business as may properly come before it.

f. Quorum. A majority of the members of the board of directors then in office shall constitute a quorum for the transaction of business. Members will be considered in attendance either by physical presence or by participation via teleconference.

g. Action of the Board. The vote of a majority of the directors present at a meeting at which a quorum has been declared shall decide action by the board of directors. 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.

h. Compensation. Members of the board of directors shall not receive any salary or compensation for their services as board members; however, expenses incurred on behalf of the Foundation may be reimbursed.

i. Indemnification. Consistent with the provisions of Article VII of the Not-for-Profit Corporation Law, the organization shall, to the extent legally permissible, indemnify each person who serves as one of its directors or officers, or who serves at its request as a member, director or officer of another organization against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved or with which such person may be threatened, while in office or thereafter, by reason of being or having been such a person, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the organization. Any person who at the request of the Foundation serves another organization in one or more of the above indicated capacities

and shall have acted in good faith in the reasonable belief that his or her actions were in the best interests of the participants shall be deemed to have acted in such manner with respect to this organization. Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the organization, after notice that it involves such indemnification, (a) by a disinterested majority of the directors then in office; or (b) by a majority of the interested directors then in office, provided that there has been obtained in writing of independent legal counsel to the effect that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the organization.

Expenses, including counsel fees, reasonably incurred by any person in connection with the defenses or disposition of any such action, suit or other proceeding may be paid from time to time in advance of the final disposition thereof upon receipt of an undertaking by such person to repay the amounts so paid if such person ultimately shall be adjudicated to be not entitled to indemnification under this section. Such an understanding may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this section shall affect any other rights to indemnification to which any person or other personnel may be entitled by contract or otherwise by law.

As used in this section, the term "person" includes such person's respective heirs, executors and administrators, and "interested" member, director or officer is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is then pending.

ARTICLE V **Officers**

The officers of the Foundation shall be the president, the vice president, the secretary and the treasurer as elected by the board at the first meeting of the fiscal year. They shall continue in office until their successors have been duly elected or until their resignation or removal. Only members of the board of directors shall be eligible to serve as officers.

a. President. The president shall preside at all meetings of the board of directors and shall perform such duties as shall pertain to the office or shall be directed by the board. The president shall serve as *ex officio* member of all committees with the exception of the nominating committee.

b. Vice President. The vice president shall preside in the absence of the president and shall, in the event of the resignation, disability or death of the president, assume that office. In the event that the vice president is unable to serve in this capacity, the board of directors shall elect one of its elected members to fill the vacancy. The vice president shall perform such other duties as the president or board may designate.

c. Secretary. The secretary shall attend and keep minutes of all such meetings, shall be the custodian of corporate records and official documents, shall keep the seal of the Foundation, and shall perform such other duties as the president or board may designate.

d. Treasurer. The treasurer shall be responsible for all the funds, securities, titles, deeds, mortgages and like documents relating to the real and personal property of the Foundation; oversee the accounts of the Foundation; make reports of the finances of the Foundation to the board at each meeting or whenever called upon by the board of directors; keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Foundation; ensure an annual audit or financial review is completed by a certified public accountant and that generally accepted accounting principles are upheld; and shall perform such other duties as may be directed by the board or president.

ARTICLE VI **Fiscal Affairs**

a. Fiscal Year. The fiscal year of the Foundation shall begin on the first day of July and end on the last day of June.

b. Budget. A budget showing the anticipated income and expenses of the Foundation must be presented annually to the board of directors for approval.

c. Financial Reports. An annual report of the financial state of the Foundation, with a summary of major financial transactions that have occurred within the past year, shall be submitted by the treasurer to the board of directors.

d. Contracts. The board of directors may authorize any officer, director, or other agent of the Foundation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Foundation that has prior approval of the board, and such authority may be general or confined to specific circumstances.

e. Checks, Drafts, etc. All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Foundation shall be signed by the Executive Director or such officer or director of the organization as shall be determined by resolution of the board of directors. In the absence of such determination, such instruments shall be signed by the President.

f. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks or other depositories as the board of directors may select.

g. Gifts. The board of directors may accept or refuse on behalf of the Foundation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Foundation.

ARTICLE VII **Committees**

a. Functions of Committees. Committees may be established to deal with matters relating to the purpose of the Foundation. Action by committees shall be subject to review by the board of directors, and recommendations shall be brought by the committee chairs to the board for approval.

b. Authorization. The board of directors, by resolution of a majority of its members, shall create one or more committees to promote the purposes of the Foundation. The board shall appoint a chair for each of these committees. The designation and appointment of any such committee shall not operate to relieve the board of directors or any other officer of responsibilities imposed upon them by these bylaws.

c. “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.

d. Budget Committee. A budget shall be prepared by a budget committee which shall be appointed for that purpose by the board at least four months in advance of the state 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 board of directors. 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. The Budget Committee shall report its recommendations to the board of directors.

e. Standing Committees. There shall be the following standing committee of the board of directors:

An *executive committee* consisting of the officers of the board of directors of the Foundation. The executive committee shall be charged with executing the functions delegated by the board as consistent with policies established by the board. Actions of the executive committee shall be reported to the board at its next scheduled meeting. The executive committee may transact all necessary business between regular meetings of the board except as specifically limited by Section 712 of the New York State Not-for-Profit Corporate Law. If there is no consensus of the executive committee, a special meeting of the board of directors will be called.

The designation of any committee and the delegation of authority shall not alone relieve any director of the duty to the corporation under Section 717 of the New York State Not-for-Profit Corporate Law.

ARTICLE VIII

Statutory Compliance Article

Sec. 1. Conflicts of Interest Protocols. This Foundation 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 Foundation's best interest and comply with applicable legal, regulatory and ethical requirements. The conflicts of interest policy of the Foundation 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 Foundation, 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, to the board of directors, or another committee of the board, as appropriate.

ARTICLE IX

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds vote of the entire board of directors, acting in accordance with Article VII, with at least thirty (30) days' written notice of intention to alter, amend or repeal the bylaws or to adopt new bylaws.

Written notice may be waived by the members of the board of directors.

ARTICLE X

Parliamentary Authority and Interpretation

- a. Parliamentary Authority. The parliamentary authority of the Foundation shall be Robert Rules of Order.
- b. Interpretation. These bylaws are subject to the New York State Not-for-Profit Corporate Law and must be interpreted so as to conform with that Law, as it is interpreted and amended from time to time.

ARTICLE X

Exempt Activities

Notwithstanding any other provisions of these bylaws, no director, officer or representative of the Foundation shall take any action or carry on any activity by or on

behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501(c)3 of the Internal Revenue Code and Regulations thereunder as they now exist or as they are amended.

ARTICLE XI

Voluntary Dissolution

This Foundation may be dissolved by a two-thirds vote of the entire board of directors, authorizing a petition for its dissolution to be filed in the Supreme Judicial Court of the State of New York, setting forth in substance the grounds of the application for dissolution. Such notice shall be given to the board of directors of the League of Women Voters of New York State at least six months prior to the application to the court. On dissolution, the assets of this Foundation shall be distributed exclusively to a Foundation of the League of Women Voters of New York State or, if such Foundation is not available, to any other Foundation of the League of Women Voters in trust for the educational programs of the League of Women Voters of New York State.

(Approved 11/24/97)
(Revised 9/15/2004)
(Revised 7/26/2006)
(Revised 2015)
(Revised March 2021)