

## **The League of Women Voters of Massachusetts Bylaws**

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### **ARTICLE I – Name**

**Sec. 1. Name.** The name of this organization shall be the League of Women Voters of Massachusetts, hereinafter referred to in these bylaws as LWVMA. LWVMA 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 Policies**

**Sec. 1. Purposes.** The purposes of LWVMA are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

**Sec. 2. Policies. The Policies of LWVMA are**

1. **Political Policy.** The League shall not support or oppose any political party or any candidate.
2. **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance – in principle and in practice – with LWVUS’ Diversity, Equity, and Inclusion Policy.

### **ARTICLE III – Membership**

**Sec. 1. Eligibility.** Any person who subscribes to the purposes and policy of the League of Women Voters of the United States shall be eligible for membership.

**Sec. 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 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 payment of dues; (4) 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 League shall be associate members.

### **ARTICLE IV – Officers and Board of Directors**

**Sec. 1. Enumeration of Officers.** The officers of LWVMA shall be a president, no more than two vice-presidents who shall be ranked numerically, a secretary and a treasurer. Throughout these bylaws, the term “president” shall also mean co-presidents.

**Sec. 2. Enumeration of Board of Directors.** The LWVMA board shall consist of the officers of the League, nine elected directors and not more than three appointed directors as the board deems necessary to carry on the work of the League. These appointed directors shall be in addition to any directors voted by the board to fill vacancies as specified in Article IV, Section 13(c).

**Sec. 3. Election of Officers and Board of Directors**

- a. At the convention at which this amendment is adopted, officers and directors shall be elected as follows:
  - The president or one co-president, first vice-president, secretary and five directors shall be elected and shall serve two years.
  - One co-president, if there are co-presidents, second vice-president, treasurer and four directors shall be elected and shall serve one year.

They shall take office on July 1 of the year in which they are elected and shall serve until their successors have been qualified and elected.

b. Thereafter, officers and directors shall be elected as follows:

At conventions, the president or one co-president, first vice-president, secretary and five directors shall be elected.

At councils, one co-president, if there are co-presidents, second vice-president, treasurer and four directors shall be elected.

They shall take office on July 1 of the year in which they are elected and shall serve for two years or until their successors have been qualified and elected.

**Sec. 4. The President.** The president shall preside at meetings of the organization and of the Board of Directors of LWVMA, hereinafter referred to as the state board, except in the event of a potential conflict of interest. The president may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes; shall sign all contracts and other instruments when so authorized by the state board; shall be an ex-officio member of all LWVMA committees with full voting rights except 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 state board.

**Sec. 5. The Vice-Presidents.** In the event of absence, resignation, removal, disqualification, disability or death of the president, the vice-presidents will possess all the powers and perform all the duties of that office as provided in Sec. 13 of this Article. The vice-presidents shall perform such other duties as the president and the state board may designate.

**Sec. 6. The Secretary.** The secretary or secretary pro tem shall ensure that minutes are taken of all conventions and councils of the League, and of all meetings of the state board; shall notify all officers and directors of their election or removal; shall sign with the president all contracts and other instruments when so authorized by the state board, and shall perform such other functions as may be incident to the office.

**Sec. 7. The Treasurer.** The treasurer shall be responsible for the collection and receipt of all monies due. The treasurer shall be the custodian of these monies, and shall deposit them in financial institutions designated by the state board. The treasurer shall present periodic financial reports to the state board at its regular meetings and a report to the convention and council.

**Sec. 8. Qualifications.** Only a voting member of a local League, a Unit of LWVMA, or LWVMA shall be elected or appointed or shall continue to serve as an officer or director of this organization.

**Sec. 9. Powers and Duties.** The state board shall have full charge of the property and business of the organization with full power and authority to manage and conduct the same, subject to the instructions of the convention and council. The state board shall plan and direct the work necessary to carry out the program as adopted by the convention and council and it shall develop legislative priorities based on LWVMA and LWVUS positions.

It shall accept responsibility delegated to it by the Board of Directors of the LWVUS for the organization and development of local Leagues and Units of LWVMA, for the carrying out of program and for promotion in the local Leagues and Units of LWVMA of finance programs requisite to further the work of the League as a whole, and the support of an adequate state and national budget. The state board shall create and designate such standing and ad hoc committees as it may deem necessary and shall perform such other duties as are specified in these bylaws.

**Sec. 10. Specific Policies.** The state board shall establish policies relating to its members' nonpartisanship activities and potential conflicts of interest as well as other areas of concern.

**Sec. 11. Regular Meetings.** There shall be no fewer than four regular meetings of the state board during the fiscal year. The president shall send notice of all regular meetings to each member of the state board and all local League and Unit of LWVMA presidents or other contacts designated by the local League or Unit of LWVMA ("primary contact") at least seven days before any such meeting, notice thereof giving the date, time and place of the meeting, and the method by which the meeting will be held. Throughout these bylaws, the term "send" shall mean to transmit electronically or otherwise in writing. No action taken at any regular state board meeting attended by a majority of the members of the state board shall be invalidated because of the failure of any member or members of the state board to receive any notice properly sent or because of any irregularity in any notice actually received. Any League member may attend any regular state board meeting as an auditor. Any local League or Unit of LWVMA, upon the request of its board sent to the president of the state League, shall be given a hearing at a subsequent meeting of the state board.

**Sec. 12. Special Meetings.** The president may call special meetings of the state board, and shall call a special meeting upon the request sent by at least one-third of the members of the state board. Members of the state board shall be sent notice of the date, time and place of special meetings and the method by which the meeting will be held at least three days prior to the meeting. During a convention or council the president may, or upon the request of at least one-third of the members of the board shall, call a special meeting of the state board by giving personal notice to each member of the state board.

**Sec. 13. Vacancies.**

- a. **Sole President.** In the event of absence, resignation, removal, disqualification, disability or death of a sole president, the vice-presidents, in order of their rank, shall possess all the powers and perform all the duties of that office. In the event that no vice-president is able to serve as president, the state board shall elect one of their members to fill the vacancy.
- b. **Co-president.** In the event of absence, resignation, removal, disqualification, disability or death of a co-president, the state board shall decide by a majority vote whether the remaining co-president will serve as sole president or if the co-president vacancy will be filled by the vice-presidents, in order of their rank. In the event that no vice-president is able to serve as co president, the state board may elect one of their members to fill the vacancy.
- c. **Other Officers and Directors.** Any vacancy, other than in the presidency, occurring in the state board by reason of the absence, resignation, removal, disqualification, disability or death of an officer or director shall be filled, for the remainder of the vacated position's term, by a majority vote of the remaining members of the state board.

**Sec. 14. Resignation and Removal of Officers and Members of the State Board.** Three absences from a state board meeting by any officer or director during a fiscal year without valid reason, as determined by the state board, shall constitute a resignation. Any officer or director may be removed for cause as determined by a vote of two-thirds of the total membership of the board not including the officer or director sought to be removed, who shall have no right to vote with respect to any such action.

**Sec. 15. Quorum.** A majority of the members of the state board shall constitute a quorum.

**Sec. 16. Executive Committee.** The elected officers shall constitute an executive committee to act in emergencies between meetings of the state board. Any action of the executive committee shall be submitted to the state board for approval at the next regular meeting.

## **ARTICLE V – Local Leagues and Units of LWVMA**

### **Sec. 1. Local Leagues.**

- a. Definition. Local Leagues are those Leagues which have been so recognized by LWVUS.
- b. Recognition. Members shall be organized into local Leagues in order to promote the purposes of the League and to take action on local governmental matters. When there is, in any community in the state, a group of members which meets the recognition standards for local Leagues as adopted by the state board and at the national convention, the state board shall recommend to the national board that recognition be granted. When such recognition is granted, the local League shall become an integral part of LWVUS and LWVMA.
- c. Requirements set by LWVMA. Pursuant to the LWVUS delegation of responsibility to LWVMA for the organization and development of local Leagues, LWVMA may set requirements, including standards, policies, rules, procedures and other provisions, relating to local Leagues. The state board may take appropriate action to enforce such requirements and to ensure the compliance of local Leagues with all applicable laws.
- d. Withdrawal of Recognition. When a local League recurrently fails to live up to the recognition standards, the state board shall recommend to the national board that recognition be withdrawn. Final action rests with the national board. All funds held by a local League from which recognition has been withdrawn shall be paid to LWVMA.

### **Sec. 2. Units of LWVMA**

- a. Units of LWVMA may be formed by the state board in areas where circumstances dictate such organization. Members of Units of LWVMA shall be state members-at-large. Rules and procedures for the formation and operation of such Units shall be the responsibility of the state board and shall operate within the limitations established by the LWVUS.
- b. When a Unit of LWVMA recurrently fails to live up to the rules and procedures set by the state board, the state board may withdraw approval of the Unit. All funds held by a Unit of LWVMA from which approval has been withdrawn shall be paid to and disbursed by the state board.

## **ARTICLE VI – Financial Administration**

**Sec. 1. Fiscal Year.** The fiscal year of LWVMA shall commence on the first of July of each year and shall end on June 30 of the following year.

### **Sec. 2. Financial Support.**

- a. Local Leagues shall assume responsibility for the financial support of LWVMA annually in such manner as shall be determined by convention or council of the state League.
- b. Members-at-large shall pay annual dues to the state League in such amount as shall be determined by the state board.

**Sec. 3. Budget.** The state board shall send a proposed biennial budget to the convention for adoption. This budget shall provide for the support of the state League. A copy of the proposed budget shall be sent to each local League and Unit of LWVMA president/primary contact at least six weeks in advance of the convention.

**Sec. 4. Budget Committee.** The state board shall appoint a budget committee of at least three members, in addition to the treasurer. The budget committee shall be appointed for a two-year term at least six months before the convention. The chair of the budget committee shall not be a member of the state board. The budget committee shall prepare the biennial budget for review by the board at least two months before the convention and may provide budgetary guidance to the board during the biennium.

**Sec. 5. Audit.** The books of the treasurer shall be audited or reviewed annually by a public accountant and shall be available in the files of LWVMA along with the audit reports.

**Sec. 6. Distribution of Funds on Dissolution.** In the event of a dissolution for any cause of LWVMA, all monies and securities which may at the time be owned by or under the absolute control of LWVMA shall be paid to LWVUS after the state board has paid or made provision for the payment of all the liabilities of LWVMA. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned by or under the control of LWVMA, shall be disposed of by any officer or employee of the organization having possession of same to such person, organization, or corporation, for such public, charitable or educational uses and purposes as may be designated by the then state board; the designation of person, organization or corporation and of use and purpose to be at the absolute discretion of said board.

## **ARTICLE VII – Convention**

**Sec. 1. Place, Date, Call, and Notification.** A convention of LWVMA shall be held biennially at a time and place to be determined by the state board. The president shall send a first call for the convention to the presidents/primary contacts of local Leagues and Units of LWVMA and to members-at-large not less than three months prior to the opening date of the convention fixed on said call. Thereafter the state board may advance or postpone the opening date of the convention not more than two weeks from the date fixed in the first call. A final call for the convention shall be sent by the president to the presidents/primary contacts of local Leagues and Units of LWVMA and to members-at-large at least six weeks before convention.

**Sec. 2. Composition.** The convention shall consist of the delegates of the local Leagues, delegates of Units of LWVMA, delegates of the members-at-large, and the members of the state board. The local League and Unit of LWVMA delegates shall be chosen by the local League and Unit of LWVMA boards according to the representation formula as provided in Sec. 4 of this Article with consideration of the general membership's suggestions. Members-at-large delegates shall be chosen by the state board according to the representation formula as provided in Sec. 4 of this Article with consideration of suggestions of the members-at-large.

**Sec. 3. Qualifications of Delegates and Voting.** Each delegate must be a voting member of LWVMA. Each delegate shall be entitled to one vote only at the convention even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. The convention shall be the sole judge of whether a delegate is qualified to vote.

### **Sec. 4. Representation.**

- a. Each local League and Unit of LWVMA shall be entitled to at least two delegates. Local Leagues and Units of LWVMA having more than 50 voting members shall be entitled to one additional delegate for each additional 25 voting members or fraction thereof. The number of voting members of local Leagues shall be determined by the number indicated in the official LWVMA membership count report submitted by the local League in January of the convention year. The number of voting members of Units of LWVMA shall be determined by the number indicated in the official LWVMA membership count report submitted by LWVMA to LWVUS in January of the convention year.
- b. Local Leagues and Units of LWVMA that have met their per member payment responsibilities to LWVMA shall be entitled to be represented by delegates at convention. The state board may make an exception in the case of hardship.

c. Members-at-large shall be entitled to at least two delegates. If there are more than 50 members-at-large, members-at-large are entitled to one additional delegate for each additional 25 members-at-large or fraction thereof. The number of members-at-large shall be determined by the number indicated in the official January LWVUS membership count report submitted by LWVMA in January of the convention year, but the determination of the number of members-at-large shall not include those who are members of Units of LWVMA.

**Sec. 5. Authorization for Action.** The convention shall consider and authorize for action a program, shall elect officers and directors as provided in Art. IV, Sec. 3 and members of the Nominating Committee as provided in Art. IX, Sec. 1, shall adopt a biennial budget, and shall transact such other business as may be presented.

**Sec. 6. Quorum.** A quorum shall consist of a majority of the delegates, not including the state board, registered for the convention provided that not fewer than one-third of local Leagues and Units of LWVMA are represented.

**Sec. 7. Observers.** Members of LWVMA may attend the convention as non-voting observers.

## **ARTICLE VIII – Council**

**Sec. 1. Place, Date, Call, and Notification.** A council of LWVMA shall be held biennially at a time and place to be determined by the state board. The president shall send a first call for the council to the presidents/primary contacts of local Leagues and Units of LWVMA and to members-at-large not less than three months prior to the opening date of the council fixed on said call. Thereafter the state board may advance or postpone the opening date of the council not more than two weeks from the date fixed in the first call. A final call for the council shall be sent by the president to the presidents/primary contacts of local Leagues and Units of LWVMA and to members-at-large at least six weeks before council.

**Sec. 2. Composition.** The council shall consist of the delegates of the local Leagues, delegates of Units of LWVMA, delegates of the members-at-large, and the members of the state board. The local League and Unit of LWVMA delegates shall be chosen by the local League and Unit of LWVMA boards according to the representation formula as provided in Sec. 4 of this Article with consideration of the general membership's suggestions. Members-at-large delegates shall be chosen by the state board according to the representation formula as provided in Sec. 4 of this Article with consideration of suggestions of the members-at-large.

**Sec. 3. Qualifications of Delegates and Voting.** Each delegate must be a voting member of LWVMA. Each delegate shall be entitled to one vote only at the council even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. The council shall be the sole judge of whether a delegate is qualified to vote.

### **Sec. 4. Representation.**

- a. Each local League and Unit of LWVMA shall be entitled to at least two delegates. Local Leagues and Units of LWVMA having more than 50 voting members shall be entitled to one additional delegate for each additional 25 voting members or fraction thereof. The number of voting members of local Leagues shall be determined by the number indicated in the official LWVMA membership count report submitted by the local League in January of the council year. The number of voting members of Units of LWVMA shall be determined by the number indicated in the official LWVMA membership count report submitted by LWVMA to LWVUS in January of the convention year.
- b. Local Leagues and Units of LWVMA that have met their per member payment responsibilities to LWVMA shall be entitled to be represented by delegates at council. The state board may make an exception in the case of hardship.

- c. Members-at-large shall be entitled to at least two delegates. If there are more than 50 members-at-large, members-at-large are entitled to one additional delegate for each additional 25 members-at-large or fraction thereof. The number of members-at-large shall be determined by the number indicated in the official January LWVUS membership count report submitted by LWVMA in January of the council year, but the determination of the number of members-at-large shall not include those who are members of Units of LWVMA.

**Sec. 5. Procedures and Authorization for Action.** The council shall elect officers and directors as provided in Art. IV, Sec. 3 and members of the Nominating Committee as provided in Art. IX, Sec. 1, consider changing the program and budget on recommendation of the state board or a local League or Unit of LWVMA board using the following procedures:

- a. At least four weeks before the meeting, any local League or Unit of LWVMA board proposing a change shall send it to the state board.
- b. At least two weeks before the meeting, the state board shall send notice of all proposed changes to the presidents/primary contacts of local Leagues and Units of LWVMA and to members-at-large.
- c. Any change proposed by a local League or Unit of LWVMA and not recommended by the state board shall first require a majority vote of the council for consideration.
- d. A two-thirds vote shall be required to adopt any change.

The council is authorized to change the program and budget only in the event of an emergency. The council shall transact such other business as shall be presented by the state board.

**Sec. 6. Quorum.** A quorum shall consist of a majority of the delegates, not including the state board, registered for the council, provided that one-third of local Leagues and Units of LWVMA are represented.

**Sec. 7. Observers.** Members of LWVMA may attend the council as non-voting observers.

## **ARTICLE IX – Nominations and Elections**

### **Sec. 1. Nominating Committee.**

- a. The nominating committee shall consist of five members, two of whom shall be members of the state board.
- b. At the convention at which this amendment is adopted, members of the Nominating Committee shall be elected as follows:

The chair and one member, who shall not be members of the state board, shall be elected and shall serve two years.

One member, who shall not be a member of the state board, shall be elected and shall serve one year.

They shall take office on July 1 of the year in which they are elected and shall serve until their successors have been qualified and elected.

- c. Thereafter, members of the Nominating Committee shall be elected as follows:

At conventions, the chair and one member, who shall not be members of the state board, shall be elected.

At councils, one member, who shall not be a member of the state board, shall be elected.

They shall take office on July 1 of the year in which they are elected and shall serve for two years or until their successors have been qualified and elected.

- d. Nominations for these offices shall be made by the current nominating committee. The other members of the committee shall be appointed by the state board following the convention. Vacancies occurring in the nominating committee by reason of death, resignation or disqualification shall be filled by the state board.

**Sec. 2. Suggestions to Nominating Committee.** The president of LWVMA shall send the name and contact information of the chair of the nominating committee to the president/primary contact of each local League and Unit of LWVMA and members-at-large. It shall be the duty of the chair of the nominating committee to request through the president/primary contact of each local League and Unit of LWVMA suggestions for nominations for the offices to be filled. These suggestions for nominations shall be sent by the president/primary contact or secretary of each local League or Unit of LWVMA to the chair of the nominating committee at least three months before the convention or council. Any member may send suggestions to the chair of the nominating committee.

**Sec. 3. Report of Nominating Committee and Nominations from Floor.** The report of the nominating committee of its nominations for officers, directors, and the members of the succeeding nominating committee, as provided in Art. IV, Sec. 3 and Art. IX, Sec. 1, shall be sent to the local Leagues and Units of LWVMA and members-at-large six weeks before the date of the convention or council. The report of the nominating committee shall be presented to the convention or council. Immediately following the presentation of this report, nominations may be made from the floor by any member of the convention or council provided that the consent of the nominee shall have been secured.

**Sec. 4. Election Committee.** The state board shall appoint an election committee at least six weeks before the date of the convention or council. The election committee shall consist of at least three members, and no member shall be a member of the state board or a nominee for officer, director or member of the nominating committee.

**Sec. 5. Election.** The election shall be in the charge of the election committee. The election shall be by ballot, except that if there is only one nominee for each office it shall be by voice vote. A majority vote of those present and voting shall constitute an election.

## ARTICLE X – Program

**Sec. 1. Authorization.** The governmental principles adopted by the national convention, and supported by the League as a whole, constitute the authorization for the adoption of program.

**Sec. 2. Definition of Program.** The program of LWVMA shall consist of those state governmental issues chosen by the convention for concerted study and action or concurrence. All action shall reflect and uphold the Principles of the organization.

**Sec. 3. Adoption of Program.** The convention shall adopt the program, using the following procedures:

- a. Local League and Unit of LWVMA boards and members-at-large may send their suggestions for state program to the state board at least three months prior to the opening date of the convention.
- b. The state board shall consider the recommendations and shall formulate a proposed recommended program from these recommendations which shall be sent to the local League and Units of LWVMA presidents/primary contacts and members-at-large at least six weeks prior to the opening date of convention.
- c. A majority vote shall be required for the adoption of the proposed program recommended by the state board.



- d. Any recommendations for the state program sent to the state board at least three months before the convention, but not recommended by the state board, may be adopted by the convention provided consideration is ordered by a majority vote and the proposal for adoption receives a two-thirds vote.
- e. Recommendations for changes in the proposed program sent by local League and Units of LWVMA boards and received by the state board at least three weeks before the opening of the convention shall be considered by the state board prior to the convention at which time the state board may modify the proposed recommended state program.

**Sec. 4. Adoption of New Positions by Consensus.**

- a. A proposed position or amendment to a current position based on member study and consensus shall be presented to the state board.
- b. The state board shall consider the proposal and, if recommended for a vote at convention, will send the recommended position to local League and Unit of LWVMA presidents/primary contacts and to members-at-large at least six weeks prior to the opening date of convention.
- c. A majority vote of delegates present at convention is required to adopt new positions based on member study.

**Sec. 5. Adoption of New Position by Concurrence.**

- a. A local League, a Unit of LWVMA or the state board may propose the adoption or amendment of a new position by concurrence on the floor of the convention.
- b. The proposed position, along with pros and cons on the issue and an explanation of the rationale for using this form of member agreement, must be sent to the state board no less than three months prior to the opening date of convention.
- c. The state board shall consider the proposal and, if recommended for a vote at convention, will send all material to local League and Unit of LWVMA presidents/primary contacts and to members-at-large at least six weeks prior to the opening date of convention.
- d. A two-thirds vote of delegates present is required to amend or adopt a position by concurrence on the floor of the convention.

**Sec. 6. Council Action.** The council may change the program as provided in Article VIII, Sec. 5.

**Sec. 7. Member Action.** Members may act in the name of LWVMA only when authorized to do so by the state board.

**Sec. 8. Local League Action.** Local Leagues and Units of LWVMA may take action on state governmental matters only when authorized to do so by the state board. Local Leagues and Units of LWVMA may act only in conformity with, or not contrary to, the position taken by LWVMA and/or LWVUS.

**ARTICLE XI – National Convention and Council**

**Sec. 1. National Convention.** The state board shall elect delegates to the national convention in the number specified by LWVUS bylaws. The delegates shall include the president or a duly authorized representative, and all delegates must be voting members of the League.

**Sec. 2. National Council.** The state board shall elect delegates to the national council in the number specified by LWVUS bylaws. The delegates shall include the president or a duly authorized representative, and all delegates must be voting members of the League.

**ARTICLE XII – Parliamentary Authority**

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

**ARTICLE XIII – Amendments**

**Sec. 1. Amendments.** These bylaws may be amended at any convention by a two-thirds vote provided that the proposed amendment was sent to the state board at least three months prior to a convention. All such proposed amendments shall be sent by the state board to the presidents/primary contacts of all local Leagues and Units of LWVMA and to members-at-large at least six weeks prior to a convention together with the recommendations of the state board. The presidents/primary contacts of all local Leagues and Units of LWVMA shall notify the members of their respective Leagues of the proposed amendments. The failure of a local League or Unit of LWVMA president/primary contact to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws.