

Bylaws of The League of Women Voters of Buffalo/Niagara, Inc.

Adopted 5/24/95

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Article I

Name

Sec. 1 The name of this organization shall be the League of Women Voters of Buffalo/Niagara, Inc., hereinafter referred to in these bylaws as LWVB/N. This local League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS, and of the League of Women Voters of New York State, hereinafter referred to in these bylaws as LWNYS.

Article II

Purposes and Policy

Sec. 1 The purposes of the LWVB/N are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2 The League shall not support or oppose any political party or any candidate.

Article III

Membership

Sec. 1 Any person who subscribes to the purposes and policy of the League shall be eligible for membership.

Sec. 2 Types of Membership

A. Voting members. Persons at least 16 years of age who join LWVB/N shall be voting members of the LWVB/N, LWNYS, and LWVUS.

(1) Individuals who reside within the area may join this League or any other local League.

(2) Individuals who reside outside the area of any local League may join this 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 the payment of dues.

B. Associate members. All others who join the League shall be associate members.

Article IV

Officers

Sec. 1 Enumeration and Election of Officers: The officers of the LWVB/N shall be a president, a vice president, a secretary, a treasurer and a president-elect. There shall be four (4) officers. All officers shall be elected for terms of two (2) years by the voting members at the annual meeting and take office immediately following the meeting except for the treasurer who will commence

duties at the beginning of the fiscal year, the first day of July. The president and the secretary shall be elected in odd-numbered years and the vice president and the treasurer shall be elected in even-numbered years. A president-elect may be elected by the membership or appointed by the board of directors for a one-year (1-year) term in an even-numbered year that coincides with the final year of a presidential term. The president-elect shall serve as president for the two years following that year.

In the event that no one accepts the presidency, the board shall divide the responsibilities of the president among its members who will then comprise the board leadership team. It may change the number of officers, but will not affect the total number of board members. Leadership team members will serve for one year at a time and may be appointed again. In the following even-numbered year, a president may be elected for a one-year term.

Sec. 2 President: The president or members of the leadership team shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the board, or designate another person to do so; shall be, ex officio, a member of all committees except the Nominating Committee; may sign or endorse checks, drafts and notes in the absence of the treasurer; and shall perform such other duties as the board may direct. In the event of the absence, disability, resignation or death of the president, the president-elect or vice president shall assume the office. If neither the president-elect nor vice president is able to serve as president, the board shall fill the vacancy from among the elected directors.

Sec. 3 Vice President: The vice president shall perform such duties as the president and the board shall direct.

Sec. 4 Secretary: The secretary shall keep minutes of the meetings of the membership and of the board. The secretary shall notify all officers and directors of their election and shall sign with the president all contracts and other instruments when so authorized by the board and shall perform such other duties as the president and the board shall direct.

Sec. 5 Treasurer: The treasurer shall collect and receive all moneys due, be the custodian of these moneys, deposit them in a financial institution designated by the board, and disburse the same only upon the order of the board. The treasurer shall present written reports to the board at regular meetings and an annual report to the annual meeting. The treasurer shall deliver the books to a board-appointed auditor no later than one month after the close of each fiscal year.

Sec. 6 President-Elect: The president-elect shall work with the president in her/his final year as board president to learn the president's job. At the end of that year, the president-elect shall be elected for a full two-year term as president.

Article V **Board of Directors**

Sec. 1 Number, Manner of Selection and Term of Office: The board of directors shall consist of officers of the LWVB/N, up to seven (7) elected directors and not more than four (4) appointed directors. Up to four (4) directors shall be elected by voting members at the annual meeting in odd-numbered years, and up to three (3) directors shall be elected by voting members at the annual

meeting in even-numbered years. Elected directors shall serve for terms of two (2) years and shall take office immediately following the meeting. The officers and elected directors shall appoint directors, not exceeding four (4), as they deem necessary to carry on the work of the LWVB/N. The term of office of the appointed directors shall be one (1) year or until the next annual meeting. The total number of board members shall not exceed fifteen (15) and should be an odd number. No officer or director shall serve for more than three (3) consecutive two (2) year terms except the president-elect who shall serve for one (1) one-year term as president-elect then automatically be elected to a two-year term as president for a total of three years.

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: Qualifications: Only a voting member of the LWVB/N may be elected or appointed to serve as a member of the board of directors.

Sec. 4 Vacancies: Any vacancy other than the president occurring in the board of directors by reason of resignation, death, or disqualification of any member may be filled until the next annual meeting by majority vote of the remaining members of the board of directors. If a board member is absent from three (3) board meetings in one year without excuse, his/her position shall be deemed vacant.

Sec. 5 Power and Duties: The board of directors 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.

Sec. 6 Meetings: There shall be at least six (6) regular meetings of the board of directors annually. The president may call special meetings upon the written request of four (4) of the members of the board.

Sec. 7 Quorum: A majority of the members of the board of directors shall constitute a quorum. A majority in attendance at any board meeting shall, in presence of a quorum, decide its action.

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 reasonably 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: In the event that the Nominating Committee is unable to recruit two (2) members to fill the president and vice president offices, the Nominating Committee shall recruit two additional members for the board of directors.

Article VI **Committees**

Sec. 1 Executive Committee: The board may appoint an Executive Committee of no fewer than five (5) 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 on all actions taken by it between regular meetings of the board.

Sec. 2 Budget Committee: A Budget Committee and chair shall be appointed by the board of directors at least four (4) months prior to the annual meeting. The members shall be the treasurer, development chair, voter service chair and at least one member of a committee working on LWVB/N issues. The treasurer shall not be eligible to serve as budget chair. The chair should be an off-board person. The Budget Committee should seek advisement from all committees and from the office manager in preparing the budget.

Sec. 3 Finance Committee: The LWVBN board of directors has delegated supervisory authority of its financial affairs to the Finance Committee. The Finance Committee will consist of five League members and be chaired by a member of the board, who is not the treasurer. The board president and board treasurer shall be members of the committee. The committee members will serve for one board year and be appointed by the board at its first meeting of each board year.

Sec. 4 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 by the annual meeting. Promptly after the annual meeting, the board shall appoint two (2) of its members to the committee. Board members in the final year of their term may not serve on the Nominating Committee. Vacancies shall be filled by appointment by the board.

Sec. 5 Program, Issues and Events Committee: The Program, Issues and Events Committee shall review proposed actions and make recommendations to the board for final approval. The committee shall also receive program proposals from the voting members and recommend League program for board approval and for adoption at the LWVB/N annual meeting. The committee shall also propose, schedule and coordinate meetings/events for the LWVB/N and oversee the development of the annual League calendar subject to board approval. Voting members of the committee shall be the committee chair, one representative of each study/action committee and any interested League member. The committee shall meet the week prior to a scheduled board meeting.

Sec. 6 Membership Committee: The Membership Committee shall oversee the membership records of LWVB/N and shall develop and direct an annual plan for recruitment, participation and retention of members.

Sec. 7 Voter Services Committee: The Voter Services Committee shall coordinate preparation of the Voters Guide, the conduct of candidate forums, voter services activities and other duties as specified by the board of directors.

Sec. 8 Ad Hoc Committees: The board of directors may designate and appoint additional committees each of which shall have and exercise the authority of the board of directors in the management of the organization only to the extent specifically authorized by the board of directors and these bylaws. "Committees of the board" are those that may have the power to bind the board within the limitations of New York State Not-for-Profit Corporation Law. These committees must be comprised solely of board members and have at least three (3) members. "Committees of the

corporation” cannot bind the board and may include non-board members. These committees are appointed by the board. Each committee shall consist of at least three (3) directors and such additional members of the organization as are needed to carry out the work of the committee. Each committee created under this section shall select its chair at its first meeting. The board of directors may dissolve any committee created under this section.

Sec. 9 Limits on Committee Action: No committee created under this article shall have authority as to the following matters:

- A. The submission to members of any action requiring members’ approval under the New York Not-for-Profit Corporation Law.
- B. The filling of vacancies in the board of directors or in any committee.
- C. The fixing of compensation of the directors for serving on the board or on any committee.
- D. The amendment or repeal of the bylaws or the adoption of new bylaws.
- E. The amendment or repeal of any resolution by the board that by its terms shall not be amendable or repealable.

Article VII

Financial Administration

Sec. 1: The fiscal year of the LWVB/N shall commence on the first day of July each year.

Sec. 2: The annual dues for membership shall be determined by adoption of the budget at the annual meeting.

- A. Members' annual dues shall be due on the first day of each fiscal year. Any member who fails to pay dues within six (6) months after they become payable shall be dropped from the membership rolls.
- B. When two or more members reside at the same address in a common household, full dues shall be paid by the first member and one-half the full dues shall be paid by each additional member.
- C. Dues payments or contributions to LWVB/N are not deductible as charitable contributions for federal or state income tax purposes.

Sec. 3: A budget for the ensuing year shall be submitted by the board of directors to the annual meeting for adoption. The budget shall include support for the work of the LWVB/N as a whole.

Sec. 4: The proposed budget containing the proposed amount of the annual dues shall be presented to the board of directors for review and revision at least two (2) months prior to the annual meeting and be published and sent to all the members at least one (1) month preceding the annual meeting.

Sec. 5 Distribution of Funds on Dissolution: In the event of a dissolution for any cause of the LWVB/N, all moneys and securities which may at the time be owned by or under the absolute control of the LWVB/N shall be paid to LWVNYS after the board of directors has paid or made provision for the payment of all the liabilities of the LWVB/N. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under the control of the LWVB/N, shall be assigned to the LWVNYS.

Article VIII
Meetings

Sec. 1 General Membership Meetings: There shall be at least one (1) meeting for the total membership each year, which may be the annual meeting. It may be held in person, by videoconference, by conference call, or by any other appropriate means. The time and place shall be determined by the board of directors.

Sec. 2 Annual Meeting: An annual meeting shall be held within the ninety (90) days prior to the end of the fiscal year, the date and place to be determined by the board of directors.

- A. Call to annual meeting. The call to the annual meeting is to be sent to all members at least one (1) month preceding the annual meeting. The call should include the proposed program and any non-recommended program items, the proposed budget, the report of the Nominating Committee and the report of the Bylaws Committee.
- B. Action of the annual meeting
 - (1) Adopt a local program,
 - (2) Adopt a budget and set the dues for the new fiscal year,
 - (3) Consider bylaws amendments,
 - (4) Elect officers, directors, the chair and three (3) members of the Nominating Committee, and
 - (5) Transact such other business as may properly come before it.

Sec.3 Special General Meetings: The board shall call a special general meeting upon written request of eleven (11) voting members. Notice of such meetings shall state the purpose of the meeting, and only business related to that purpose may be considered and acted upon.

Sec. 4 Quorum: Thirty-five (35) voting members or ten percent (10%) of the voting members, whichever is less, shall constitute a quorum at all general meetings.

Sec. 5 Majority Vote: Majority vote of voting members present shall prevail except where stated otherwise.

Article IX
Nominations and Elections

Sec. 1 Report of Nominating Committee: The report of the Nominating Committee, containing its nominations for officers and directors and the chair and two (2) members of the next Nominating Committee, shall be sent to the members one (1) month before the annual meeting. The report of the Nominating Committee shall be presented to the annual meeting. Nominations may be made from the floor immediately thereafter provided the consent of the nominee has been obtained.

Sec. 2 Elections: Elections shall be by ballot except that if there is only one (1) nominee for an office it shall be by voice vote. A majority vote shall constitute an election.

Article X Program

Sec. 1 Authorization: The governmental principles adopted by the LWVUS Convention and supported by the League as a whole, constitute the authorization of the national, state and local program.

Sec. 2 Program: The program of the LWVB/N shall consist of:

- A. Action to implement the principles of the LWVUS.
- B. Those governmental issues chosen for concerted study and action.

Sec. 3 Adoption of Local Program: The annual meeting shall select program using the following procedures:

- A. The board of directors shall consider the recommendations proposed by the voting members and the Program, Issues and Events Committee two (2) months prior to the annual meeting and shall formulate a proposed program.
- B. The proposed program and non-recommended program items shall be sent to all members one (1) month before the annual meeting.
- C. A majority vote of voting members present shall be required for adoption of the items in the proposed program as presented to the annual meeting.
- D. Recommendations for program submitted by members two (2) months prior to the annual meeting but not recommended by the board of directors may be considered by the annual meeting provided that the annual meeting shall order consideration by a majority vote. A majority vote shall then be required to adopt the item.

Sec. 4 Changes in Program: In the case of unforeseen events of a serious and urgent nature, changes may be made in the program between annual meetings provided that:

- A. Information concerning the proposed change is sent to all members at least one (1) month prior to a general membership meeting at which the changes are discussed, and
- B. The proposed change is voted upon favorably by a majority of members, a quorum being present.

Sec. 5: No League committee or member may enter into any agreement or contract without board approval. Only the LWVBN president or treasurer may sign contracts and agreements.

Sec. 6 Program Action: Members may act in the name of the LWVB/N only when authorized to do so by the board. They may act only in conformity with, and not contrary to, a position taken by the LWVB/N, the LWVNYS, and the LWVUS.

Article XI Conventions

Sec. 1 National Convention: The board of directors at a meeting before the date on which the names of delegates must be sent to the LWVUS office shall select delegates to that convention in the number allotted the LWVB/N under the provisions of the bylaws of the LWVUS.

Sec. 2 State Convention: The board of directors at a meeting before the date on which the names of delegates must be sent to the LWVNYS office shall select delegates to that convention in the number allotted the LWVB/N under the provisions of the bylaws of LWVNYS.

Article XII
Parliamentary Authority

The rules contained in the current *Robert's Rules of Order* shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws.

Article XII
Statutory Compliance

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:
 - (1) Be present at, or participate in, any deliberations,
 - (2) Attempt to influence deliberations, and/or
 - (3) 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

A quorum being present, these bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting and/or membership meeting, provided that amendments were submitted to the membership in writing at least one (1) month in advance of the meeting.