

BY-LAWS OF THE LEAGUE OF WOMEN VOTERS OF CONCORD-CARLISLE

As adopted May 20, 1947 and amended May 20, 1953; May 9, 1962; May 19, 1965; May 25, 1966; May 24, 1967; May 15, 1974; May 21, 1975; May 26, 1976; May 24, 1978; May 27, 1981; May 21, 1982; May 23, 1984; May 20, 1987; May 18, 1988; May 17, 1990; May 23, 2007; May 20, 2009

ARTICLE I

Sec. 1 as amended 1965, 1975, 1988 The name of this organization shall be the League of Women Voters of Concord-Carlisle. This local League is an integral part of the League of Women Voters of the United States and of the League of Women Voters of Massachusetts.

ARTICLE II

Purpose and Policy

Sec. 1 as amended 1967, 1975, 1988 *Purpose.* The purpose of the League of Women Voters of Concord-Carlisle shall be to promote political responsibility through informed and active participation of citizens in government.

Sec. 2 as amended 1962, 1967, 1975, 1988 *Policy.* The League of Women Voters of Concord-Carlisle may take action on local governmental measures and policies in the public interest in conformity with the principles of the League of Women Voters of the United States. It shall not support or oppose any political party or any candidate.

ARTICLE III

Membership

Sec. 1 as amended 1967 *Eligibility.* Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

Sec. 2 as amended 1967, 1970, 1974, 1975, 1988 *Types of membership.* The membership of the League of Women Voters of Concord-Carlisle shall be composed of voting members and associate members.

(a) Voting members shall be those citizens at least eighteen years of age.

(b) Associate members shall be all other members.

ARTICLE IV

Officers

Sec. 1 as amended 1984, 1988 *Enumeration and Election of Officers.* The Officers of the League of Women Voters of Concord-Carlisle shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer.

Sec. 2 *The President.* The President shall preside at all meetings of the organization and of the Board of Directors. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. That person shall be, ex officio, a member of all committees except the Nominating Committee. That

person shall have such usual powers of supervision and management as may pertain to the office of the President, and perform such other duties as may be designated by the Board.

Sec. 3 as amended 1975, 1984

The Vice Presidents. The two Vice Presidents, in the order of their rank, shall, in the event of the absence, resignation, disability or death of the President, possess all the powers and perform all the duties of that office. In the event that neither of the Vice Presidents is able to serve in this capacity, the Board of Directors shall elect one of their members to fill the vacancy. The Vice Presidents shall perform such other duties as the President and Board may designate.

Sec. 4 as amended 1975, 1984

The Secretary. The Secretary shall keep minutes of business meetings of the League and of all meetings of the Board of Directors and shall conduct correspondence of the League.

Sec. 5 as amended 1975, 1981

The Treasurer. The Treasurer shall collect and receive all money due. The Treasurer shall be a custodian of these monies, shall deposit them in a bank and/or interest bearing account designated by the Board of Directors and shall disburse the same only upon the order of the Board. That person shall present statements to the Board at their regular meetings and an annual report to the Annual Meeting. The books of the Treasurer shall be audited annually prior to the Annual Meeting by an auditor appointed by the Board of Directors.

ARTICLE V Board of Directors

Sec. 1 as amended 1953, 1967, 1974, 1975, 1978, 1984

Number, Manner of Selection and Term of Office. The Board of Directors shall consist of the officers of the League and at least five (5) elected directors. The officers and elected directors shall be elected by the Annual Meeting and shall serve until the conclusion of the next regular Annual Meeting or until successors have been elected and qualified. The Board of Directors shall appoint such additional directors as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall be one (1) year and shall expire at the conclusion of the next Annual Meeting.

Sec. 2 as amended 1967, 1975, 1988

Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless that person is a voting member of the League of Women Voters of Concord-Carlisle.

Sec. 3 as amended 1975

Vacancies. Any vacancy occurring in the Board of Directors by reason of resignation, death, or disqualification of an officer or elected member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from a board meeting without a valid reason shall be deemed a resignation.

Sec. 4

Powers 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. 5 as amended 2009

Meetings. There shall be at least nine (9) regular meetings of the Board of Directors annually, which shall be open to all members of the League of Women Voters of Concord-Carlisle. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board. Special meetings may be conducted by electronic means, such as telephone conference call, video conferencing or email. The use of electronic meetings shall be reserved for those issues needing a decision before an in-person meeting is scheduled, and all members of the Board must have access to the electronic media used.

Sec. 6 as amended 2009

Quorum. A majority of the members of the Board of Directors 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 one or more members of the board may participate in a meeting by means of conference telephone or other similar equipment allowing 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. 7 as amended 1975

Executive Committee. The Board shall appoint from its own body two (2) members, who with the President and two (2) vice presidents, shall constitute an executive committee, to act in emergencies between meetings of the Board. In case any of the above members are unavailable, the president may use personal discretion in choosing other members of the Board to fill the temporary vacancy. Any action of the executive committee shall be reported to the Board at its next regular meeting. Since determination of action is properly vested in the full Board, caution in the use of the executive committee should be exercised.

ARTICLE VI Financial Administration

Sec. 1 as amended 1988, 2009

Fiscal Year. The fiscal year of the League of Women Voters of Concord-Carlisle shall commence on the first day of July in each year and shall end on June 30 of the following year.

Sec. 2 as amended 1962, 1966, 1967, 1971, 1972, 1975, 1976, 1981, 1982, 1987, 1990, 2009

Dues. Annual dues for all members shall be payable by July 1.

- (a) Change in the amount of dues shall be decided by a two-thirds vote of the voting members at the Annual Meeting, provided that notice of any changes was submitted to the membership in writing at least two (2) weeks in advance of the meeting.
- (b) Any member who fails to pay dues within seven (7) months after they

become due shall be dropped from the membership roll.

Sec. 3 *Budget.* 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 League as a whole.

Sec. 4 as amended 1962, 1974, 1975 *Budget Committee.* A Budget Committee shall be appointed by the Board of Directors at least two (2) months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members at least two (2) weeks before the Annual Meeting. The Treasurer shall be ex-officio a member of the Budget Committee, but shall not be eligible to serve as Chairman.

ARTICLE VII Meetings

Sec. 1 as amended 2009 *Membership Meetings.* There shall be at least three (3) meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Sec. 2 *Annual Meeting.* An Annual Meeting shall be held yearly, the exact date and place to be determined by the Board of Directors. The Annual Meeting shall:

- (a) Adopt a local program for the ensuing year.
- (b) Elect officers and directors, and members of the Nominating Committee.
- (c) Transact such other business as may properly come before it.

Sec. 3 as amended 1967, 1975, 1988, 1990 *Quorum.* Ten (10%) percent of the members shall constitute a quorum at all meetings of the League of Women Voters of Concord-Carlisle.

ARTICLE VIII Nominations and Elections

Sec. 1 as amended 1953, 1967, 1984 *Nominating Committee.* The Nominating Committee shall consist of five (5) members, two (2) of whom shall be members of the Board of Directors. The Chairman and two (2) members who shall not be members of the Board of Directors, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The other two (2) members of the Committee shall be appointed by the Board of Directors, immediately after the Annual Meeting. Vacancies occurring in the Nominating Committee shall be filled by the Board of Directors.

Sec. 2 as amended 1967, 1974, 1975 *Report of the Nominating Committee and nominations from the Floor.* The report of the Nominating Committee of its nominations for Officers, Directors and members of the succeeding Nominating Committee shall be sent to all members at least two (2) weeks before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately

following the presentation of this report, nominations may be made from the floor by any voting members provided the consent of the nominee has been secured.

Sec. 3 *Elections.* The election shall be by ballot, provided that when there is but one nominee for each office, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election.

ARTICLE IX Program

Sec. 1 as amended 1962, 1967 *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 as amended 1962, 1967, 1974, 1975, 1988 *Program.* The Program of the League of Women Voters of Concord-Carlisle shall consist of: (a) action to protect the right to vote of every citizen; (b) those local government issues chosen for concerted study and action.

Sec. 3 as amended 1967, 1974, 1975, 2009 *Action by the Annual Meeting.* The Annual Meeting shall act upon the program using the following procedures;

- (a) The Board of Directors shall consider the recommendations either submitted in writing or made at a program planning meeting by the voting members at least two (2) months prior to the Annual Meeting and shall formulate a Proposed Program.
- (b) The Proposed Program shall be sent to all members at least two (2) weeks before the Annual Meeting.
- (c) A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the Proposed Program as presented to the Annual Meeting by the Board of Directors.
- (d) Recommendations for Program submitted by voting 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: (1) the Annual Meeting shall order consideration by a majority vote and (2) the Annual Meeting shall adopt the item by a two-thirds vote.
- (e) Changes in the Program, in case of altered conditions, may be made provided that: (1) information concerning the proposed changes has been sent to all members at least two (2) weeks prior to a general membership meeting at which the change is to be discussed, and (2) final action by the membership is taken at a succeeding meeting.

Sec. 4 as amended 1984 *Member Action.* Members may act in the name of the League of Women Voters only when authorized to do so by the Board of Directors.

ARTICLE X
National Convention, State Convention and Council

Sec. 1 as amended 1962, 1967, 1975, 1988 *National Convention.* The Board of Directors at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates to the convention in the number allotted the League of Women Voters of Concord-Carlisle under the provisions of the By-Laws of the League of Women Voters of the United States.

Sec. 2 as amended 1962, 1967, 1975, 1988 *State Convention.* The Board of Directors at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to the Convention in the number allotted the League of Women Voters of Concord-Carlisle under the provisions of the By-Laws of the League of Women Voters of Massachusetts.

Sec. 3 as amended 1962, 1967, 1975, 1988 *State Council.* The Board of Directors at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that Council in the number allotted the League of Women Voters of Concord-Carlisle under the provisions of the By-Laws of the League of Women Voters of Massachusetts.

ARTICLE XI
Parliamentary Authority

Sec. 1 as amended 1975 *Parliamentary Authority.* The rules contained in Roberts 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 By-Laws.

ARTICLE XII
Amendments

Sec. 1 as amended 1974, 1975, 2009 *Amendments.* These By-Laws may be amended by a two-thirds vote of the voting members at the Annual Meeting, provided the amendments were submitted to the membership in writing at least two (2) weeks in advance of the meeting.

ARTICLE XIII
Temporary Variations in Governance Structure

Sec. 1 as added 2007 *Temporary Variations in the Governance Structure.* Notwithstanding any provision of these By-Laws to the contrary, the membership may, at any Annual Meeting, accept a slate of officers and directors that varies from that otherwise required by Articles IV and V of the By-Laws. The leadership group elected at any such Annual Meeting shall carry out the responsibilities assigned to officers and directors in these By-Laws.