

# LEAGUE OF WOMEN VOTERS MINNESOTA EDUCATION FUND BYLAWS

As adopted by the 2013 Convention and as amended in 2015, 2016, and 2017.

## ARTICLE I. NAME

The name of this corporation shall be the League of Women Voters Minnesota Education Fund (hereinafter "LWV Minnesota Education Fund"). This state LWV is an integral part of the League of Women Voters of the United States (hereinafter "LWVUS").

## ARTICLE II. PURPOSES AND POLICY

**Section 1. Purposes.** The purposes of LWV Minnesota Education Fund are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

**Section 2. Political Policy.** LWV Minnesota Education Fund shall not support or oppose any political party or any candidate.

## ARTICLE III. MEMBERSHIP

**Section 1. Eligibility.** Any person who subscribes to the purposes and policy of LWV shall be eligible for membership.

### **Section 2. Types of Membership.**

- a. Voting members. Persons at least 16 years of age who join LWV Minnesota Education Fund shall be voting members of local LWVs and LWVUS.
  1. Individuals who live within the area of a local LWV may join that LWV or any other local LWV.
  2. Individuals who reside outside the area of any local LWV may join a local LWV or shall be state members.
  3. Individuals who have been members of LWVUS for 50 years or more shall be honorary life members excused from the payment of dues.
- b. Associate (non-voting) members. All others who join LWV Minnesota Education Fund shall be associate members.

## ARTICLE IV. OFFICERS

### **Section 1. Enumeration and Election of Officers.**

- a. The officers of LWV Minnesota Education Fund shall be a president, a first vice-president, a second vice-president, a secretary and a treasurer. They shall be elected by the Convention and shall hold office until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. Two individuals may be elected to share one position, or two positions may be held by one individual elected to the dual-position office, except that the offices of president and treasurer shall be held by two different individuals.
- b. The officers of LWV Minnesota Education Fund shall constitute the executive committee. In addition, the president may appoint up to two other members of the Board of Directors to serve on the executive committee. The executive committee may confer as needed to prepare the agenda for monthly board meetings. The executive committee shall confer when immediate action is necessary and a meeting of the Board of Directors is not feasible, and shall in those instances have the powers and duties of the Board of Directors for planning and directing the Program for Action and carrying out organizational responsibilities.

**Section 2. The President.** The president shall preside at all meetings of the corporation and of the Board of Directors unless the president designates another person to preside. The president may, in the absence or disability of the treasurer, sign or endorse checks, drafts or notes. The president, or a designated representative in the president's absence, shall sign all contracts and other instruments when so authorized by the Board. The president shall be, ex officio, a member of all committees except the nominating committee and 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 Board.

**Section 3. The Vice-Presidents.** The two vice-presidents, in the order of their rank, shall, in the event of absence, disability, resignation or death of the president, possess all the powers and perform all the duties of that office. In the event that no vice-president is able to serve in this capacity, the Board of Directors shall elect one of its members to fill the vacancy. The vice-presidents shall perform such other duties as the president and Board may designate.

**Section 4. The Secretary.** The secretary shall keep minutes of Convention, Council and meetings of the Board of Directors and of the executive committee and shall perform such other functions as may be incident to the office. If a second signature is necessary on a contract or other instrument, the secretary shall sign when so authorized by the Board.

**Section 5. The Treasurer.** The treasurer or a duly appointed representative, shall receive all money due, shall be the custodian of such funds, deposit them in a bank designated by the Board of Directors, and shall disburse them only upon order of the Board of Directors. The treasurer shall present periodic statements to the Board at its regular meetings. The treasurer shall present an annual report to the Convention or Council. The books of the treasurer shall be audited annually and the report made available to the membership.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Number, Manner of Selection and Term of Office.** The Board of Directors shall consist of the officers of LWV Minnesota Education Fund, five elected directors and not more than five appointed directors. The elected directors shall be elected by the Convention and shall serve until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. The elected members shall appoint such additional directors, not exceeding five, as they deem necessary to carry on the work of LWV Minnesota Education Fund. The term of office of the appointed directors shall expire concurrently with the term of office of the elected directors.

**Section 2. Qualifications.** Any voting member of LWV Minnesota Education Fund may be elected or appointed to serve as an officer or director of this corporation.

**Section 3. Vacancies.** Any vacancy other than in the office of the president may be filled until the next Convention by appointment by the president and final approval by a majority vote of the remaining members of the Board of Directors. The office of the president shall be filled in accordance with Article IV, Section 3 of these bylaws.

**Section 4. Powers and Duties.** The Board of Directors shall have full charge of the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the Convention. The Board shall plan and direct the work necessary to carry out the *Program for Action* on selected governmental issues as adopted by the Convention. It shall accept responsibility delegated to it by the Board of Directors of LWVUS for the organization and development of local LWVs, for guidance of inter-LWV organizations, for carrying out the *Program for Action* and for promotion of finance programs in the local LWVs. Such local finance programs are requisite to further the work of LWV as a whole, including transmission of funds toward the support of adequate state and national budgets. The Board shall create and designate such special committees as it may deem necessary.

**Section 5. Regular Meetings.** There shall be at least four regular meetings of the Board of Directors annually. The president shall notify each of the directors of all meetings at least one week before any such meeting.

**Section 6. Special Meetings.** The president may call special meetings of the Board of Directors and shall call a special meeting upon the request of three members of the Board.

Members of the Board shall be notified of the time and place of special meetings at least 48 hours prior to such meeting. At the time of a Convention the president may, and upon the request of three members of the Board shall, call a special meeting of the Board by notifying the members of the Board of the time and place of said meeting.

Special meetings may be held by electronic methods provided that all board members have access to the electronic methods used and that discussion/debate procedures for asynchronous meetings are followed. A vote of the Board of Directors shall be initiated by the president. No second to a motion is required. The Board shall be notified of the results of the vote at the end of voting. The results of the voting shall be recorded and announced at the next Board meeting.

**Section 7. Leaves of Absence.** Any member of the Board of Directors may request a leave of absence from the Board for up to six months. This leave must be approved by a majority of the Board. When on leave, the absent Board member will not be included in the quorum needed for the Board to conduct business.

**Section 8. Removal of Officers and/or Directors.** At any regular or duly called special meeting of the Board of Directors, any one or more of the officers and/or directors may be removed by a two-thirds vote of the Board of Directors. Any officer and/or director whose removal has been proposed shall be given at least thirty days' notice of intent to take such action and an opportunity to be heard at this meeting. Any vacancy which results from such removal shall be filled in accordance with Article V, Section 3 of these bylaws.

**Section 9. 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 decide its action.

## **ARTICLE VI. COMMITTEES**

Committees, standing or special, shall be established by the Board of Directors as deemed necessary.

## **ARTICLE VII. RECOGNITION OF LOCAL LWVS AND STATE UNITS**

### **Section I. Local LWVs.**

- a. Local LWVs are those LWVs which have been so recognized by LWVUS.
- b. The Board of Directors shall recommend to the Board of LWVUS that it recognize as a local LWV any group of members of LWVUS in any community within the state, provided the group meets qualifying standards for local LWVs as adopted by the national Convention.

- c. In the event of recurring failure of a local LWV to meet the qualifying standards, the Board of Directors of LWV Minnesota Education Fund may recommend to the LWVUS Board that it withdraw recognition from the local LWV. All funds held by a local LWV from which recognition has been withdrawn shall be paid to LWV Minnesota Education Fund. In the event the non-qualifying LWV is merging with another local LWV, its funds, minus a reorganization fee determined by and paid to LWV Minnesota Education Fund, shall go to the merged LWV.

## **Section 2. State Units.**

- a. State units are those which have been so recognized by LWV Minnesota Education Fund.
- b. The Board of Directors of LWV Minnesota Education Fund has responsibility for the establishment of new LWVs. For this purpose the Board may organize a group in a community in which no local LWV exists and shall recommend the group for recognition as a state unit when it meets the qualifying guidelines as set forth by the LWV Minnesota Education Fund Board of Directors.
- c. In the event of recurring failure of a state unit to meet the qualifying guidelines, the Board of Directors of the LWV Minnesota Education Fund may recommend that recognition be withdrawn. All funds held by state units from which recognition has been withdrawn shall be paid to LWV Minnesota Education Fund.
- d. When a Minnesota state unit has attained at least ten members and completed their third year of operation, or under special circumstances by decision of the Board, said state unit may complete the process for Local LWV Recognition within a six-month period.

## **ARTICLE VIII. FINANCE**

**Section 1. Fiscal Year.** The fiscal year of LWV Minnesota Education Fund shall commence on April 1 each year.

**Section 2. Budget.** The Board shall submit to the Convention for adoption budgets for the ensuing two fiscal years. These budgets shall provide for the support of LWV Minnesota Education Fund. The Per Member Payment amount shall be determined for the ensuing two fiscal years only by the delegates at the state convention. A copy of the proposed budgets shall be sent to each local LWV president at least six weeks in advance of the Convention. The budgets shall be adopted by a majority vote of the delegates present and voting at the Convention.

**Section 3. Finance Committee.** The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the budget with staff and other Board members. The members of the Finance Committee shall consist of at least five members, at least two of whom are members of the LWVMN Board. The treasurer shall be a member of the finance committee but shall not be eligible to serve as chair. Annual reports shall be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

**Section 4. Program Funding.** Successful execution of any Program or Action topic adopted at Convention shall be contingent upon adequate funding.

**Section 5. Distribution of Funds on Dissolution.** In the event of a dissolution of LWV Minnesota Education Fund for any cause, all monies and securities which may at the time be owned by or under the absolute control of LWV Minnesota Education Fund shall be paid to LWVUS, after the Board of Directors has paid or made provision for the payment of all the liabilities of LWV Minnesota Education Fund. All other property whether real, personal or mixed, which may at the time be owned by or under the control of LWV Minnesota Education Fund, shall be disposed of by any officer or employee of the corporation for such public, charitable or educational uses and purposes as may be designated by the then LWV Minnesota Education Fund Board of Directors.

## **ARTICLE IX. CONVENTION**

**Section 1. Place, Date and Call.** A Convention of LWV Minnesota Education Fund shall be held biennially in odd-numbered years at a time and place determined by the Board of Directors of LWV Minnesota Education Fund. The president shall send a first call for the Convention to the presidents of the local Leagues and State Unit chairs not less than four months prior to the opening date of the Convention fixed in the call. Thereafter the Board of Directors may advance or postpone the opening date of the Convention by not more than two weeks. A final call for the Convention shall be sent to the presidents of the local LWVs and State Unit chairs and the delegates at least six weeks before the opening date of the Convention.

**Section 2. Composition.** The Convention shall consist of the delegates chosen by the members enrolled in the local LWVs and delegates chosen by state members of LWV Minnesota Education Fund, as provided in Section 4 of this article; the presidents of local LWVs or an alternate in the event the president is unable to attend; and the members of the Board of Directors of LWV Minnesota Education Fund.

**Section 3. Qualification of Delegates and Voting.** Each delegate shall be a voting member enrolled in a recognized local LWV for which its current State Per Member Payment is paid or shall be an state member of LWV Minnesota Education Fund. The State Board may make an exception in the case of proven financial hardship. Each delegate shall

be entitled to only one vote 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.

**Section 4. Representation.**

- a. The members of LWVUS who are organized into recognized local LWVs in the State of Minnesota shall be entitled to voting representation in the Convention as follows: Each local LWV shall be entitled to two delegates in addition to the president of the local LWV (or an alternate in the event the president is unable to attend). These additional delegates shall be chosen by the local LWV. Each local LWV having more than twenty voting members shall also be entitled to one additional delegate for each additional twenty members (or major fraction thereof) belonging to said local LWV on January 31 of the Convention year. The record in the state office of paid voting members as of January 31 of the Convention year shall determine the official membership count for this purpose. Former LWV Minnesota Presidents shall be granted delegate status automatically and shall not be included in the calculation of delegates for a local LWV.
- b. State members of LWV Minnesota Education Fund shall be entitled to one delegate for each twenty members, chosen by a procedure determined by the Board of LWV Minnesota Education Fund.

**Section 5. Powers.** The Convention shall consider and authorize the *Program for Action*; shall elect officers, directors, finance chair, nominating committee chair and two nominating committee members; shall adopt budgets for the ensuing two fiscal years; shall review the bylaws; and shall transact such other business as may be properly presented.

**Section 6. Quorum.** A quorum shall consist of a majority of the delegates registered at the Convention provided that no fewer than ten local Leagues are represented.

**ARTICLE X. COUNCIL**

**Section 1. Place, Date and Call.** A meeting of the Council shall be held in the interim year between Conventions, approximately twelve months after the preceding Convention at a time and place determined by the Board of Directors of LWV Minnesota Education Fund. A formal call shall be sent by the president of LWV Minnesota Education Fund to the presidents of the local LWVs at least thirty days before the opening date of a Council meeting. Special meetings may be called in the event of emergency.

**Section 2. Composition.** The Council shall be composed of the Board of Directors of LWV Minnesota Education Fund, the presidents of local LWVs (or an alternate in the event the president is unable to attend), and one delegate chosen by each local LWV.

**Section 3. Powers.** The Council shall consider the *Program for Action* and methods of work and review the budget as submitted to the Board of Directors. The Council is authorized to modify the *Program for Action* only in the event of an emergency, provided that notice of proposed modification shall have been sent to the presidents of the local Leagues at least two months in advance of the meeting of the Council, and provided also that two-thirds of the Council delegates present and voting shall be required to adopt the modification. The Council shall review the budget for the ensuing year and may modify it to meet current needs and shall transact such other business as shall be presented by the Board.

**Section 4. Quorum.** A quorum for the transaction of business at a Council meeting shall consist of no fewer than twenty members besides the Board of Directors provided that no fewer than ten local LWVs are represented.

## **ARTICLE XI. NOMINATIONS AND ELECTIONS**

**Section 1. Nominating Committee.** The nominating committee shall consist of five members, three (the chair and two members) of whom have been elected by the Convention and two of whom shall be members of the Board of Directors. Nominations for the elected members shall be made by the current nominating committee. Further nominations may be made from the floor of the Convention. The Board members of the committee shall be appointed by the Board of Directors immediately after the Convention. Vacancies occurring in the nominating committee shall be filled by appointment by the Board of Directors. The president of LWV Minnesota Education Fund shall send the name and address of the chair of the nominating committee to the president of each recognized local LWV.

**Section 2. Suggestions for Nominations.** The chair of the nominating committee shall request through the president of each local LWV suggestions for nominations for offices to be filled. Any member may send suggestions to the chair of the nominating committee.

**Section 3. Report of the Nominating Committee and Nominations from the Floor.** The report by the nominating committee of its nominees for officers, directors, and the chair and two members of the succeeding nominating committee shall be sent to local LWVs at least six weeks before the date of the Convention. The report of the nominating committee shall be presented to the Convention at the first meeting of the Convention. Immediately following the presentation of this report, nominations may be made from the floor by any member of the Convention, provided that the consent of the nominee has been secured.

**Section 4. Election.** The election shall be under the direction of an election committee appointed by the president at the first meeting of the Convention. The election shall be by ballot. When there is but one nominee for each office, it shall be in order to declare the election by acclamation. A majority vote of those present and voting shall constitute an election.



## ARTICLE XII. PROGRAM

**Section 1. Principles.** The governmental principles adopted by the national Convention and supported by the LWV as a whole constitute the authorization for adoption of the *Program for Action*.

**Section 2. Program.** The *Program for Action* of LWV Minnesota Education Fund shall consist of:

- a. implementation of LWVUS Principles, LWVUS Public Policy Positions, state and local positions and
- b. those state governmental issues chosen for concerted study, review, concurrence, modification and/or action.

**Section 3. Convention Action.** The Convention shall act upon the *Program for Action* using the following procedures:

- a. Local LWVs shall make suggestions for a *Program for Action* topic to the Board of Directors at least three months prior to the Convention.
- b. The Board of Directors shall consider the suggestions and may formulate one or more recommended *Program for Action* topics which shall be submitted to the local LWV Boards at least six weeks prior to the Convention.
- c. A majority vote of those present and voting shall be required for the adoption of a *Program for Action* topic recommended by the Board of Directors.
- d. Any recommendation for a *Program for Action* topic submitted to the Board of Directors at least three months before the Convention, but not recommended by the Board, may be adopted by the Convention provided consideration is ordered by majority vote of those present and voting and at a subsequent meeting the proposal for adoption receives a three-fifths vote of those present and voting.
- e. A *Program for Action* topic discussion shall include the impact of the topic on the budget.

**Section 4. Council Action.** The Council may change the *Program for Action* as provided in Article X.

**Section 5. Member Action.** Members may act in the name of LWV Minnesota Education Fund only when authorized to do so by the Board of Directors of LWV Minnesota Education Fund.

**Section 6. Local LWV Action.** Local LWVs and inter-LWV organizations may take action on state governmental issues only when authorized to do so by the Board of Directors of LWV Minnesota Education Fund. Local LWVs may act only in conformity with, and not contrary to, any position taken by LWV Minnesota Education Fund and/or LWVUS.

### **ARTICLE XIII. NATIONAL CONVENTION AND COUNCIL**

**Section 1. National Convention.** The Board of Directors of LWV Minnesota Education Fund, at a meeting before the date on which the names of delegates must be sent to the national office, shall elect delegates to that Convention in the number allotted to LWV Minnesota Education Fund under the provisions of the bylaws of LWVUS.

**Section 2. National Council.** The Board of Directors of LWV Minnesota Education Fund shall elect delegates to the meeting of the Council of LWVUS at a meeting preceding such Council meeting in the number allowed LWV Minnesota Education Fund under the provisions of the bylaws of LWVUS.

### **ARTICLE XIV. PARLIAMENTARY AUTHORITY**

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the provisions of Minnesota law or these bylaws.

### **ARTICLE XV. AMENDMENTS**

These bylaws may be amended by a two-thirds vote of those present and voting at any Convention of LWV Minnesota, using the following procedures:

- a. Proposals for changes shall be submitted by any local LWV Board in Minnesota to the Board of Directors of LWV Minnesota Education Fund at least three months prior to the opening date of the Convention.
- b. All such proposed amendments together with the recommendations of the Board of Directors of LWV Minnesota Education Fund shall be sent to the presidents of local LWVs at least six weeks prior to the opening date of the Convention.
- c. The presidents of local LWVs shall notify the members of their respective LWVs of the proposed amendments. Failure of a local LWV president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws of LWV Minnesota Education Fund.