

BYLAWS

LEAGUE OF WOMEN VOTERS OF SCARSDALE

Article I

Name

The name of this organization shall be the League of Women Voters of Scarsdale, hereinafter referred to in these bylaws as "LWVS." LWVS is an integral part of the League of Women Voters of the United States, hereinafter referred to as "LWVUS," of the League of Women Voters of New York State, hereinafter referred to as "LWVNYS," and the League of Women Voters of Westchester, hereinafter referred to as "LWVW."

Article II

Purposes and Policies

Section 1. Purposes. The purposes of LWVS are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.

Section 2. Political Policy. LWVS 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 policies of LWVS shall be eligible for membership.

Section 2. Types of Membership. The membership of LWVS shall be composed of voting members and associate members. Membership in LWVS confers membership in LWVUS, LWVNYS and LWVW.

(a) Voting members. Persons at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues, and the 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 League 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. Associate members are non-voting members.

Section 3. Membership Year. The membership year shall be from July 1 through June 30 of each year.

Section 4. Member Action. Members may act in the name of LWVS only when authorized to do so by the board. When acting in the name of LWVS, members, including board members, may act only in conformity with, and not contrary to, a position taken by LWVS, LWVW, LWVNYS and LWVUS.

Article IV

Officers

Section 1. Election, Qualifications and Term of Office. The officers of LWVS shall be a president or co-presidents, a first vice president, a second vice president, a recording secretary, a corresponding secretary and a treasurer. They shall be voting members of LWVS. The officers shall be elected by the general membership at the annual meeting and shall serve for a term of two years, except if specifically nominated for one year by the nominating committee and elected for such term at the annual meeting. The term of office shall expire at the conclusion of the next annual meeting for officers elected for one year and at the conclusion of the annual meeting in the second year for officers elected for two years. Except in the

case of one-year nominations, the election of the president or co-presidents, first vice president and corresponding secretary shall be held in years alternating with the election of the second vice-president, recording secretary and treasurer. The officers of LWVS shall constitute the executive committee.

Section 2. President or Co-Presidents. The president or a co-president shall be chair of the board of directors hereinafter referred to as “the board”, and shall preside at all meetings of the organization and the board, unless the president or co-presidents shall designate another officer to preside at a meeting. The president or a co-president shall sign or endorse checks, drafts, and notes in the absence or disability of the treasurer. The president or co-presidents must execute along with one other officer all contracts authorized by the board. The president or co-presidents shall, with the approval of the board, engage and/or dismiss employees. The president or co-presidents shall serve as ex-officio member(s) of all committees except the nominating committee, shall have such usual powers of supervision and management as customarily pertain to the office of president and shall perform such other duties as may be designated by the board. In the event of the absence, disability, resignation or death of the president or co-presidents, the first vice president shall assume the office. If the first vice president is unable to serve as president, or in the event of the absence, disability, resignation or death of the first vice president, the second vice president may serve. If the second vice president is unable to serve, or in the event of the absence, disability, resignation or death of the second vice president, the board shall fill the vacancy from among the elected officers or directors.

Section 3. Vice Presidents. The vice presidents shall perform such duties as the president or co-presidents and the board shall direct.

Section 4. Recording Secretary. The recording secretary shall keep or cause to be kept minutes of all meetings of the board and the executive committee and the annual meeting.

Section 5. Corresponding Secretary. The corresponding secretary shall conduct the correspondence, including electronic communications, of LWVS as directed by the board and the president or co-presidents and shall perform such other related duties as the board and president or co-presidents shall designate.

Section 6. Treasurer. The treasurer shall collect and receive all monies due, shall be the custodian of these monies, shall on behalf of LWVS maintain accounts in board-authorized financial institutions, and shall disburse the same upon authorization of the board. The treasurer shall present financial statements to the board at their regular meetings and the annual report to the annual meeting and shall arrange for an annual audit and shall submit all required governmental filings.

Article V Board of Directors

Section 1. Number, Manner of Selection and Term of Office. The board shall consist of the officers, not more than nine elected directors and not more than nine appointed directors. Of the directors (not the officers) elected by the general membership at each annual meeting, four shall serve for a term of two years and one for a term of one year, or until their successors have been elected and qualified. The elected officers and directors shall appoint such additional directors as they deem necessary to carry on the work of the LWVS. The term of office of the appointed directors shall be one year, and shall expire at the conclusion of the next annual meeting.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve on the board unless that person is a voting member of LWVS.

Section 3. Vacancies. Any vacancy in the board by reason of the resignation, death or disqualification of an officer (other than president) or member may be filled, until the next annual meeting, by the majority vote of the remaining members of the board. Absences of any member from three consecutive board meetings, without excuse accepted as satisfactory by the board, shall be deemed a resignation. Failure to be present for a substantial portion of a board meeting shall be deemed an absence from a board meeting.

Section 4. Powers and Duties. The board shall have full charge of the property and business of the LWVS, with full power and authority to manage and conduct same, with consideration of recommendations from the general membership at the annual meeting. It shall plan and direct the work necessary to implement the program as adopted by the LWVUS convention, the LWVNYS convention, the LWVW convention and the LWVS annual meeting. The board shall create and designate such special committees as it may deem necessary to implement its program.

Section 5. Board Meetings. There shall be at least nine regular meetings of the board during each fiscal year. The president or co-presidents may call special meetings of the board, 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, conferencing by Skype or other similar means, or e-mail. The use of electronic meetings shall be reserved for those issues needing a decision of the board before an in-person meeting is scheduled or can be held. Notice of special meetings shall be given by e-mail at least two days prior to the meeting.

Section 6. Quorum. A majority of the members of the board shall constitute a quorum, and a majority of the members in attendance at any board meeting shall, in the presence of a quorum, decide board action. Any members of the board may participate in a meeting by means of conference telephone or similar communications equipment that allows 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.

Section 7. Committees. (a) There shall be an executive committee of LWVS, which shall be comprised of the officers of LWVS. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report on all actions taken by it between regular meetings of the board.

(b) The board may, from time to time, appoint committees for any purpose, and may delegate to any such committee such powers of the board as the board may decide. Unless otherwise provided by the board, each director, whether or not a member of any committee, shall be entitled to attend any meeting of any such committee (other than the nominating committee if such director is not an appointed member).

(c) Any committee appointed by the board pursuant to this section may be composed wholly or in part of persons who are not directors.

Article VI Membership Meetings

Section 1. Membership Meetings. There shall be at least four meetings of the general membership during the fiscal year. Time and place shall be determined by the board. Written notice of the meetings shall be sent by mail or electronic means to the membership at least one week in advance.

Section 2. Annual Meeting. An annual meeting shall be held between April 1 and May 31, the exact date to be determined by the board. Absentee or proxy voting shall not be permitted. The annual meeting shall:

- (a) adopt a local program for the ensuing year;
- (b) elect officers and directors, a chair and two other members of the nominating committee;
- (c) adopt an annual budget; and
- (d) transact such other business as may properly come before it.

Section 3. Quorum. Twenty-five members shall constitute a quorum at the annual meeting. A majority of the members in attendance at any meeting shall, in the presence of a quorum, decide action by the membership.

Section 4. Special Membership Meetings. The president or co-presidents must call a special meeting within 10 days upon the written request of 15 members. Notice of a special meeting shall be given by e-mail at least five days prior to the meeting.

Article VII
Nominations and Elections

Section 1. Nominating Committee. The nominating committee shall consist of five members, two of whom shall be members of the board. The chair and two members, who shall not be members of the board, shall be elected at the annual meeting. Nominations for these offices shall be made by the current nominating committee. Other members shall be appointed by the board at a board meeting as soon as practicable following the annual meeting. Any vacancy on the nominating committee shall be filled by the board as soon as practicable. Suggestions for nominations for officers and directors may be given to the nominating committee by any member. Decisions of the nominating committee shall be by the concurrence of the majority of the full committee.

Section 2. Report of Nominating Committee and Nominations From the Floor. The report of the nominating committee of its nominations for officers, directors and the members of the succeeding nominating committee shall be sent by mail or electronic means to all members one month before the date of the annual meeting. The report of the nominating committee shall be presented at the annual meeting. Immediately following the presentation of this report, nominations from the floor may be made by any voting member provided the consent of the nominee has been secured.

Section 3. Elections. The election shall be by ballot at the annual meeting, except that, when there is but one nominee for each office, it shall be by voice vote. In the case of vote by ballot, the affirmative vote of a majority of those voting members present and voting at the annual meeting shall be required to elect officers, directors, and the members of the succeeding nominating committee.

Article VIII
Local Program

Section 1. Principles. The Principles are concepts of government adopted by the LWVUS convention and supported by the League of Women Voters as a whole. They are the authorization for the adoption of LWVUS, LWVNYS, LWVW and LWVS programs.

Section 2. Program. The program of LWVS shall consist of: a) action to implement the Principles of LWVUS and b) those program items adopted at the annual meeting for study and action.

Section 3. Adoption of Local Program.

- (a) The board shall consider recommendations by voting members at least one month prior to the annual meeting and shall formulate a proposed program.
- (b) The proposed program shall be presented and a vote at the annual meeting shall be required for adoption of the proposed local program as presented by the board at the annual meeting.
- (c) A majority of voting members present and voting at the annual meeting shall be required for adoption of the proposed local program as presented by the board at the annual meeting.
- (d) Recommendations for program items submitted by voting members one month prior to the annual meeting but not recommended by the board may be considered at the annual meeting provided that the annual meeting shall order consideration by a majority vote.

- (e) A three-fifths vote of those voting members present and voting at the annual meeting is necessary to adopt a non-recommended program item.
- (f) Changes in the adopted local program may be made provided that: (1) information concerning the proposed change(s) has been sent to all members at least ten days prior to a general membership meeting at which the change(s) is to be discussed and (2) final action by the membership is taken at a succeeding meeting.

Article IX
Financial Administration

Section 1. Fiscal Year. The fiscal year of LWVS shall be from July 1 through June 30 of each year.

Section 2. Dues. Annual dues shall cover the July 1-June 30 year.

Section 3. Budget. A budget, including the dues schedule, for the ensuing year shall be submitted by the board to the general membership for adoption at the annual meeting. The budget shall be adopted by a majority vote of those voting members present and voting at the meeting.

Section 4. Budget Committee. The budget shall be prepared by a budget committee, which shall be appointed by the board at least three months prior to the annual meeting. The budget committee shall consist of no fewer than five members, including the chair and treasurer. The chair and one member shall not be members of the board. The president shall serve as an ex officio member only and shall not be eligible to serve as chair of the budget committee. The proposed budget shall be sent to all members at least ten days before the annual meeting.

Section 5. Distribution of Funds on Dissolution. In the event of the dissolution of LWVS, all monies and securities which may at the time be owned by or under the control of LWVS shall be paid to LWNYS after the LWVW, LWNYS and LWVUS per member payments and its other financial obligations have been met. All other property of whatever nature, whether real, personal, or mixed, which may at the time be owned or under the control of LWVS, shall be disposed of to such person(s), organization, or corporation for such public, charitable or educational use and purposes as the board in its absolute discretion may designate.

Article X
National Convention, State Convention, State Council and County Convention

Section 1. National Convention. The board, at the meeting before the date on which the names of delegates must be sent to the national office, may select delegates to that convention in the number allotted LWVS under provision of the bylaws of the LWVUS.

Section 2. State Convention. The board, at a meeting before the date on which the names of delegates must be sent to the state office, may select delegates to that council in the number allotted LWVS under provisions of the bylaws of LWNYS.

Section 3. State Council. The board, at a meeting before the date on which the names of delegates must be sent to the state office, may select delegates to that convention in the number allotted LWVS under provision of the bylaws of LWNYS.

Section 4. County Convention. The board, at a meeting before the date on which the names of delegates must be sent to the county office, may select delegates to that convention in the number allotted LWVS under provision of the bylaws of LWVW.

Article XI

Parliamentary Authority

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

Article XII
Amendments

These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting or at a special business meeting called for the purpose of amending the bylaws provided that the proposed amendments were submitted to the membership in writing at least ten days in advance of the meeting.

Draft dated September 20, 2016
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