

# **BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF Rhode Island**

## **June 2017**

### **ARTICLE I, Name and Office**

*Section 1* NAME The name of this organization shall be League of Women Voters of Rhode Island hereafter referred to in these bylaws as LWVRI or as the League. This state League is an integral part of the League of Women Voters of the United States hereinafter referred to in these bylaws as LWVUS.

*Section 2* PRINCIPAL OFFICE The principal office of the LWVRI shall be in Rhode Island at such place as the board of directors shall determine.

### **ARTICLE II, Purposes and Policy**

*Section 1* PURPOSES The purposes of the LWVRI are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

*Section 2* POLITICAL POLICY The League shall not support or oppose any political party or any candidates.

### **ARTICLE III, Membership**

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

#### *Section 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 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 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**

*Section 1* ENUMERATION AND ELECTION OF OFFICERS The officers of the LWVRI shall be a president, two vice-presidents, a secretary and a treasurer. They shall be elected in the following manner:

- (a) A president, the first vice-president and secretary shall be elected by the Convention in the odd numbered years and shall hold office until the conclusion of the next regular biennial convention or until their successors have been elected and qualified.
- (b) The second vice-president and the treasurer shall be elected at the biennial Council in the even numbered years and shall hold office until the conclusion of the biennial Council or until their successors have been elected and qualified.

*Section 2* THE PRESIDENT The president shall have such powers of supervision and management as customarily pertain to the office: shall preside at all meetings of the organization and the state 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 state board may direct.

*Section 3* THE VICE-PRESIDENTS There shall be two vice-presidents: the first vice-president and the second vice-president. The first vice-president shall perform such duties as the president and board shall designate. The second vice-president shall act as corresponding secretary under direction of the president and do such other duties designated by the president and the board. In the event of a vacancy in the office of president, the board shall designate one of the vice-presidents to succeed to the presidency and to hold that office until the next election. The vice-presidents, in order of their rank, shall preside in the absence of the president.

*Section 4* THE SECRETARY The secretary shall keep the minutes of the Convention, Council, and meetings of the Board of Directors. 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 board may designate.

*Section 5* THE TREASURER The treasurer shall collect and receive all monies due and shall be the custodian of the monies; depositing them in a bank designated by the board of directors. The treasurer shall present periodic statements to the board at its regular meetings and an annual report to the Convention or Council. The books of the treasurer shall be reviewed at the conclusion of each fiscal year by a committee consisting of a newly appointed budget committee and at least one other League member who is not a board member. The treasurer shall sit ex-officio on this committee. Subject to that review, the committee shall arrange for an independent review of the books.

## **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 the LWVRI and six elected directors. The elected board members may appoint additional directors, not exceeding six, as they deem necessary to carry on the work of the League.

(a) Elected directors shall serve for a two-year term. Three shall be elected at Convention and three at Council.

(b) Appointed directors shall serve until the following Convention or Council.

*Section 2* QUALIFICATIONS All elected or appointed officers and directors of the organization must be voting members of the LWVUS or enrolled as a member-at-large of the LWVRI or a member of a provisional League in Rhode Island.

*Section 3* VACANCIES Any vacancy other than in the office of the president may be filled until the next Convention or Council by a majority of the remaining members of the board.

*Section 4* RESIGNATIONS AND ABSENCES

(a) Any officer or board member may resign by submission of a written resignation to the board. Said resignation shall take effect when accepted by the board of directors.

(b) Any board member who has had three consecutive absences from board meetings without a reasonable explanation shall forfeit membership on the board of directors.

*Section 5* POWERS AND DUTIES The board of directors shall:

(a) 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 instruction of the Convention or Council;

(b) plan and direct the work necessary to carry out programs on selected governmental issues as adopted by the Convention or Council;

(c) accept responsibility delegated to it by the board of directors of the LWVUS for the organization and

development of local Leagues, and for the carrying out of the program;

(d) be responsible for the promotion in the local Leagues of finance programs requisite to further the work of the League as a whole, including transmission of funds towards the support of adequate state and national budgets;

(e) be responsible for the establishment of provisional Leagues where provisional leagues have fulfilled the qualifications required;

(f) recommend to the LWVUS the establishment of a local League;

(g) create and designate such special committees as it may deem necessary;

(h) select delegates to the national Convention and Council of the LWVUS; and

(i) appoint directors as needed such that each local League and each LWVRI members-at-large unit has board member representation; that at least one member of the board is assigned as membership chair responsible for the coordination of local League plans for membership growth and retention; and that at least one member of the board is responsible for the publication of *The Voter* as the consistent scheduled communication with the membership of the LWVRI.

*Section 6 DUTIES OF INDIVIDUAL BOARD MEMBERS* Each member of the Board of Directors is expected to attend meetings on a regular basis, and to commit to working in an area of his/her interest: i.e. newsletter, membership, fund raising, voter service, website special events, budget, etc.

*Section 7 REGULAR MEETINGS* There shall be at least five regular meetings of the board of directors annually. Notice shall be given to each member of the board of directors giving the time and the place of the meeting at least one week before that meeting. No action taken at any regular board meeting attended by a quorum of the members of the board shall be invalidated because of the failure of any member or members of the board to receive notice properly sent or because of any irregularity in any notice actually received.

*Section 8 SPECIAL MEETINGS* 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. Members of the board shall be notified of the time and place of special meeting by telephone or letter sent at least three days prior to such meetings. During a Convention or Council, the president may, or upon the request of five members of the board, shall call a special meeting of the board by giving personal notice to the members of the board of the time and place of the meeting.

*Section 9 URGENT ISSUES* These may be considered and approved by a majority vote between regular board meetings by polling the Board **by telephone and/or e-mail. The results of the polling are to be recorded in the minutes of the next meeting of the Board following the polling.** If a financial matter is involved, the Treasurer shall be consulted regarding the availability of funds prior to polling the Board.

*Section 10 QUORUM* One-third of the members of the board of directors shall constitute a quorum.

*Section 11 VOTING* Each board member shall be entitled to one vote only.

## **ARTICLE VI, Recognition of Local and Provisional Leagues**

### *Section 1 LOCAL LEAGUES*

(a) Local Leagues are those Leagues that have been so recognized by the LWVUS.

(b) The board of directors shall recommend to the national board of the LWVUS that it recognizes as a local League any group of members of the LWVUS in any community within the state, provided the group meets qualifying requirements for local Leagues as adopted by national Convention.

(c) In the event of recurring failure of a local League to meet these qualifying requirements, the board of directors of the LWVRI may recommend to the national board that it withdraw recognition from the local League. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVRI.

## **Section 2 PROVISIONAL LEAGUES**

(a) Provisional Leagues are those Leagues that have been so recognized by the LWVUS.

(b) The board of directors of the LWVRI has the responsibility for the establishment of new Leagues. For this purpose, the board may organize a group in a community in which no local League exists and shall recommend that group for recognition as a provisional League to the LWVUS when it meets the qualifying requirements for provisional Leagues adopted by the national Convention and the LWVRI.

(c) In the event of recurring failure of a provisional League to meet these qualifying requirements, the board of directors of the LWVRI may recommend to the national Board that it withdraw recognition from the provisional League. All funds held by a provisional League from which recognition has been withdrawn shall be paid to LWVRI.

## **ARTICLE VII, Financial Administration**

**Section 1 FISCAL YEAR** The fiscal year of the LWVRI shall be from July 1 to June 30.

**Section 2 FINANCIAL SUPPORT** All local Leagues and provisional Leagues shall make annual per member payments directly to the LWVRI, the amount of such payment to be determined by the State Board after being considered by the Board at a second consecutive Board meeting, and consultation with each and every local League. Each member-at-large of the League of Women Voters of Rhode Island shall make annual payments directly to the LWVRI in the amount of the sum of the annual per member payment as determined by the Convention of the LWVUS, the annual per member payment as determined by the State Board of the LWVRI, and one dollar (\$1)

**Section 3 BUDGET** The board shall submit to the Convention or Council for adoption a budget for the ensuing fiscal year. This budget shall provide for the support of the state League. The Board of Directors shall submit the proposed budget to the general membership in writing at least one month prior to the Convention or Council.

**Section 4 BUDGET COMMITTEE** The budget shall be prepared by a committee of three (3) to five (5) members that shall be appointed for that purpose at least four months in advance of the Convention or Council. The treasurer shall be, ex-officio, a member of the budget committee but shall not be eligible to serve as chair.

**Section 5 DISTRIBUTION OF FUNDS ON DISSOLUTION** In the event of a dissolution for any cause of the LWVRI, all monies and securities which may at the time be owned or under the absolute control of the LWVRI, shall be paid to the LWVUS after the board of directors has paid or made a provision for the payment of all liabilities of the LWVRI. All other property of whatsoever nature, whether real, personal or mixed which may at the time be owned or under the control of the LWVRI 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 LWVRI.

**Section 6: MEMBERS OF A COMMON HOUSEHOLD** When multiple members reside at the same address in a common household, the local or provisional League shall make a payment determined by the State Board of Directors for the first member; a payment equal to one-half the per member payment shall be paid for each other member. When multiple members-at-large reside at the same address in a common household, payment for the first member-at-large shall be as determined by the State Board of Directors; a payment equal to one half the per-member payment shall be paid by each other member-at-large in that household.

## **ARTICLE VIII, Convention**

*Section 1 PLACE, DATE AND CALL* A convention of the LWVRI shall be held biennially in odd-numbered years at a time and place to be determined by the board of directors of the LWVRI. The president shall send a first call for the Convention to the presidents of the local Leagues and provisional Leagues not less than four months prior to the opening date of the Convention fixed in said call. Thereafter, the board of directors may advance or postpone the opening date of Convention by not more than two weeks. A final call for the Convention shall be sent to the presidents of local Leagues and provisional Leagues at least six weeks before the opening date of the Convention.

*Section 2 COMPOSITION* The Convention shall consist of:

- (a) all members of the League of Women Voters of Rhode Island invited in writing to attend;
- (b) only delegates as qualified in Section 4 of this article will be eligible to vote on the business as may be properly presented at Convention.

*Section 3 QUALIFICATIONS OF DELEGATES AND VOTING* Delegates shall be registered to vote on business as may be properly presented at Convention. Each delegate shall be a voting member of the League of Women Voters, either:

- (a) enrolled in a recognized local or provisional League which has met its per member payment responsibilities, or the state board may make an exception in the case of proven hardship; or
- (b) enrolled as a member-at-large of the LWVRI.

*Section 4 REPRESENTATION*

- (a) Members of each local League or provisional League in attendance shall caucus for the purpose of selecting a delegate or delegates eligible to register to vote. Each local League having more than 10 voting members shall be entitled to one delegate for every 10 members, or a major fraction thereof, belonging to said local League on which the national membership count is taken of said year. The records of the state office of paid voting members as of date on which the national member count is taken shall determine the official members count for this purpose.
- (b) Members-at-large in attendance shall caucus for the purpose of selecting a delegate or delegates eligible to register to vote. The members-at-large shall be entitled to register one delegate for every 10 members-at-large, or a major fraction thereof, belonging as of the date on which the national member count is taken of said year.
- (c) The local League President or alternate and the provisional League President or alternate are eligible to register to vote provided the President or alternate has not registered to vote as a delegate of a local League caucus.
- (d) A member of the board in attendance is eligible to register to vote provided the board member has not registered to vote as a delegate of a caucus or as a delegate as a local League President.
- (e) No delegate shall be entitled to more than one vote. Final determination of a delegate's qualifications or credentials shall be made by the Convention.

*Section 5 POWERS AND DUTIES* The Convention shall adopt the program, shall elect officers and directors, shall adopt a budget for the ensuing fiscal year and shall transact such business as may be properly presented.

*Section 6 QUORUM* A quorum shall consist of a majority of the delegates registered and voting provided that not less than one-half of the local Leagues are represented.

## **ARTICLE IX, Council**

*Section 1 PLACE, DATE AND CALL* A meeting of the Council shall be held in the interim year between Conventions, approximately 12 months after the preceding Convention at a time and place to be determined by the board of directors of the LWVRI. A formal call shall be sent by the president of the LWVRI to the presidents of the local Leagues at least 30 days before the opening date of a Council meeting. Special meetings may be called by a vote of the board of directors.

*Section 2 COMPOSITION* The Council shall be composed of:

- (a) the presidents of the local/Provisional Leagues or an alternate;
- (b) one delegate chosen by each local League;
- (c) the board of directors of the LWVRI; and
- (d) one delegate for members-at-large to be appointed by a caucus of the members-at-large at or before the Council.

*Section 3 POWERS AND DUTIES* The Council shall change and/or adopt program(s), shall elect officers and directors, shall adopt a budget for the ensuing fiscal year and shall transact such other business as shall be presented by the board. The Council is authorized to change and/or adopt program(s) provided that:

- (a) notice of the proposed changes and/or adoptions shall have been sent to the presidents of the local and provisional Leagues at least six weeks in advance of Council; and
- (b) the change and/or adoption is adopted by two thirds vote of those present and voting.

*Section 4 QUORUM* A quorum shall consist of a majority of the delegates registered and voting, provided that not less than one-half of the local Leagues is represented.

## **ARTICLE X, Nominations and Elections**

*Section 1 NOMINATING COMMITTEE* The nominating committee shall consist of five (5) members. The chair, who shall be a member of the board of directors, and two members shall be elected by the Convention for two (2) year terms. Nominations for the off-board members shall be made by the current nominating committee. Any vacancy occurring in the nominating committee shall be appointed by the board of directors. The nominating committee shall sit to advise the board on vacancies until the next Convention.

*Section 2 SUGGESTIONS FOR NOMINATIONS* The chair of the nominating committee shall request, through the president of each local League and provisional League, suggestions for nomination for offices to be filled. Suggestions for nomination by local and provisional Leagues shall be sent by the president or secretary of such local and provisional League to the chair of the nominating committee at least three months before the opening date of the Convention.

*Section 3 REPORT OF NOMINATING COMMITTEE AND NOMINATIONS FROM THE FLOOR* The report of the nominating committee shall be sent to local and provisional league at least six weeks in advance of the Convention or Council. The board of directors shall submit the report in writing to the general membership at least four weeks prior to the Convention or Council. The report shall be presented to Convention or Council early in the order of business. Immediately following the presentation of this report, nominations may be made from the floor provided that the consent of the nominee shall have been obtained.

*Section 4 ELECTIONS* If there is only one nominee for each office, it shall be in order to move that the secretary cast a ballot for the slate. If there is more than one nominee for an office, election shall be by ballot. A majority vote of those present and voting shall constitute an election.

## **ARTICLE XI, Program**

*Section 1 PRINCIPLES* The governmental Principles adopted by the national Convention and supported by the League as a whole constitute the authorization for the adoption of program.

*Section 2 PROGRAM* The program of the LWVRI shall consist of:

- (a) action to implement the Principles, and
- (b) those state governmental issues chosen for concerted study and action.

*Section 3 CONVENTION AND/OR COUNCIL ACTION* The Convention and/or Council shall act upon the state program using the following procedures:

- (a) local League boards may make recommendations for state programs to the board of directors of the LWVRI at least three months prior to the opening day of Convention and/or Council
- (b) the board of directors shall consider the recommendations and shall formulate a proposed recommended program which shall be submitted to the local Leagues at least six weeks before the opening day of Convention and/or Council. The board of directors shall submit the proposed recommended program to the general membership at least four weeks prior to the Convention and/or Council;
- (c) a majority vote of those present and voting shall be required for the adoption of the proposed program recommended by the board of directors;
- (d) other non-recommended suggestions for the state program may be submitted to the board of directors of the LWVRI at least six weeks before the Convention and/or Council; and
- (e) a majority vote of those present and voting shall be required for the adoption or consideration of non-recommended suggestions for the state program.

*Section 4 COUNCIL ACTION* The Council may change and/or adopt the program as provided in Article IX, Section 3.

*Section 5 MEMBER ACTION* Members may act in the name of the LWVRI only when authorized to do so by the board of directors of the LWVRI.

*Section 6 LOCAL LEAGUE ACTION* Local Leagues may take action on state governmental issues only when authorized to do so by the board of directors of the LWVRI. In situations where action must be taken prior to a regularly scheduled board meeting, local Leagues may take action on state issues only after consultation with the president of the LWVRI. Local Leagues may only act in conformity with, and not contrary to, a position taken by the LWVRI and or the LWVUS.

## **ARTICLE XII, National Convention and Council**

*Section 1 NATIONAL CONVENTION* The board of directors of the LWVRI shall elect delegates to the national Convention in the numbers allowed the LWVRI under the provisions of the bylaws of the LWVUS. This shall be done at a meeting before the date on which the names of delegates must be sent to the LWVUS.

*Section 2 NATIONAL COUNCIL* The board of directors of the LWVRI shall elect delegates to the national Council in the numbers allowed the LWVRI under the provisions of the bylaws of the LWVUS. This shall be done at a meeting before the date on which the names of delegates must be sent to the LWVUS.

## **ARTICLE XIII, Indemnification**

Section 1 INDEMNIFICATION OF OFFICERS, DIRECTORS, ETC.

(a) The League of Women Voters of Rhode Island shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the League) by reason of the fact that he or she is or was a director, officer, employee or volunteer of the League, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the League, and with respect to any criminal action or proceeding, had no reasonable cause to believe to believe his or her conduct was unlawful, except that no indemnification shall be made in respect to any criminal action or proceeding as to which such person shall have been adjudged to be guilty unless, and only to the extent that, the court in such action or proceeding was brought shall determine under application that, despite the adjudication of guilt, in view of all of the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the League, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The League shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by, or in the right of, the League to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or volunteer of the League against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the League, except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the League unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent such a director, officer, employee, or volunteer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(d) Any indemnification under subsection (a) and (b) (unless ordered by a court) shall be made by the League only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent or volunteer is proposed in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made

(1) by the Board of Directors by the affirmative action of the directors, a quorum being present and consisting of directors who were not parties to such action, suit or proceeding, or

(2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the League in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in sub-section (d) upon receipt of an undertaking by or on behalf of the director, officer, employee, or volunteer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized in this Section.

(f) The indemnification provided in this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, affirmative action of disinterested directors or otherwise both as to action in his or her official capacity and as to action in another capacity



while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or volunteer and shall inure to the benefit of the heirs, executors and administrators of such person.

(g) The League may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or volunteer against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the League would have the power to indemnify him or her against such liability under the provisions of this Section.

#### **ARTICLE XIV, Parliamentary Authority**

*Section 1* PARLIAMENTARY AUTHORITY The rules contained in 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 the bylaws of the LWVRI.

#### **ARTICLE XV, Amendments**

*Section 1* AMENDMENTS These bylaws may be amended by a two-thirds majority of those present and voting at any Convention of the LWVRI provided the following procedure for proposal and notification is followed:

- (a) amendments may be proposed by local Leagues or the state board of directors;
- (b) proposals must be submitted to the board of directors at least three months prior to the Convention;
- (c) the board of directors will notify local League presidents of the proposed changes at least six weeks before convention; and
- (d) the board of directors shall submit proposed amendments to the general membership of the LWVRI in writing at least four weeks prior to the Convention.