

BYLAWS  
LEAGUE OF WOMEN VOTERS OF MAINE  
(As amended, May 2, 2017)

ARTICLE I: Name

Sec. 1. Name. The name of this organization shall be the League of Women Voters of Maine, hereinafter referred to in these bylaws as LWVME. This state League is an integral part of the League of Women Voters of the United States.

ARTICLE II: Purpose and Policy

Sec. 1. Purpose. The purposes of the League of Women Voters of Maine are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2. Policy. ~~The~~ LWVME shall not support or oppose any political party or any candidate.

ARTICLE III: Membership

Sec. 1. Eligibility. Any person who subscribes to the purpose 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 the League shall be voting members of ~~their~~ local Leagues, ~~the~~ state Leagues and of the League of Women Voters of the United States; (1) individuals 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 ~~m~~Members-~~a~~At-~~H~~Large; (3) those who have been members of the League for fifty years or more shall be honorary life members excused from 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 League of Women Voters of Maine~~ LWVME shall be a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected by the Convention to hold office until the conclusion of the next regular biennial Convention or until their successors have been elected or appointed and qualified.

Sec. 2. President. The President shall preside at all meetings of the ~~organization of the State Board, or designate another person to do so and at Convention~~; may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes; 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 perform such other duties as may be designated by the ~~b~~ Board. The

President or other designated officer shall also serve as the Registered Agent of the Corporation.

Sec. 3. Vice-President. The Vice-President shall, in the event of absence, resignation, disability or death of the President, possess all the powers and perform all the duties of that office. In the event that the Vice-President is unable to serve in this capacity, the Board shall elect one of its members to fill the vacancy. The Vice-President shall perform such duties as the President and the Board may designate.

Sec. 4. Secretary. The Secretary, or a duly appointed assistant, shall keep minutes of Conventions, ~~Councils~~, and ~~of~~ meetings of the State Board. The Secretary shall co-sign with the President all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office.

Sec. 5. The Treasurer. The Treasurer, ~~or a duly appointed assistant, shall collect and receive all monies due; shall be the custodian of these monies; shall deposit them in a bank or banks designated by the State Board; and shall disburse the same only upon order of the State Board. The Treasurer shall present periodic statements to the Board at its regular meetings and a biennial report to the Convention.~~ shall supervise the charge and custody of all funds of LWVME, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of LWVME's properties and business transactions; shall render reports and accountings as required; and shall have other such powers and duties as may be prescribed by the Board or these Bylaws. The books of ~~the Treasurer~~ LWVME shall be reviewed annually by a firm or individual appointed by the Board.

#### ARTICLE V: Board of Directors

Sec. 1. Numbers, Manner of Selection and Term of Office. The Board of Directors of ~~the~~ LWVME, hereinafter referred to as the State Board, shall consist of the officers, not more than ~~six (6)~~ ten (10) elected Directors, ~~the Presidents of the local Leagues, the Chairs of the Member at Large Units~~, and not more than ~~fourteen (14)~~ six (6) appointed directors. At least three (3) of the elected Directors shall be chosen from a list provided by MCCE Action, a Maine nonprofit corporation, and one (1) shall be chosen from a list provided by the Council of Local leaders. ~~The elected directors shall be elected membership elects the elected d~~ Directors ~~shall be elected by the~~ at Convention ~~and shall~~ to serve until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. The elected ~~members~~ Directors shall appoint such additional directors, not exceeding ~~fourteen~~ six (6), as they deem necessary to carry on the work of the League. The term of office of the appointed directors shall expire concurrently with the term of office of the elected directors.

Sec. 2. Qualifications. All elected or appointed officers and directors of this organization must be voting members of the League of Women Voters of Maine.

Sec. 3. Vacancies. Any vacancy, other than the office of President, may be filled until the next convention by a majority vote of the remaining members of the Board.

Sec. 4. Powers and Duties. The State Board shall 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 instructions of the Convention. The State Board shall plan and direct the work necessary to carry out the program on state and governmental matters as adopted by the Convention. It shall accept the responsibility, delegated to it by the League of Women Voters of the United States, for the organization and development of local Leagues, for carrying out of program, and 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 toward the support of an adequate national budget. **The State Board shall be responsible for approving any budget deviations during the two-year budget cycle.** The State Board shall have the power to appoint an executive committee and create and designate such special committees as it may deem necessary. The State Board shall appoint Trustees to the League of Women Voters of Maine Education Fund, consistent with the bylaws of the LWVME Education Fund **and shall appoint those same persons to the Board of Maine Citizens for Clean Elections, a Maine nonprofit corporation.**

Sec. 5. Executive Committee. The State Board may appoint an executive committee consisting of no fewer than four members of the board. The executive committee shall exercise such power and authority as may be delegated to it and shall report on all actions taken by it between regular meetings of the State Board.

Sec. 6. Regular Meetings. There shall be at least four regular meetings of the State Board annually. The President shall notify each member of the Board of all regular meetings at least one week before any such meeting giving the time and place of the meeting. No action taken at any regular Board meeting attended by three-fourths of the members of the Board shall be invalidated because of failure of any members of the Board to receive any notice properly sent or because of any irregularity in any notice actually received.

Sec. 7. Special Meetings. The President may call special meetings of the State Board and shall call a special meeting upon written request of three members of the Board. Members of the Board shall be notified of the time and place of special meetings at least six days prior to such a meeting, provided however that during a Convention the President may, upon request of three members of the Board, call a special meeting of the Board by giving personal notice to each member of the ~~b~~ Board.

Sec. 8. Absences. In the event a member of the State Board is absent from two consecutive regular meetings of the State Board, without excuse, that office shall be declared vacant.

Sec. 9. Quorum. A majority of the members of the State Board shall constitute a quorum. Any one or more members of the board may participate in a meeting by means of conference telephone or similar communications 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. 10. Informal Action by State Board. Any action required or permitted by law to be taken at a meeting of directors may be taken without a meeting if **endorsed by a majority of voting members of the State Board after reasonable notice. Such notice must be by electronic or written ~~consent~~ means setting forth the action ~~so to be taken is endorsed by a majority of the voting members of the State Board.~~**

Sec. 11. Removal. The ~~b~~ Board of ~~d~~ Directors may, by vote of a two-thirds majority of the directors then in office, remove any director for cause. Such cause may include, but not be limited to, continuing absence from board meetings without excuse, failure to complete assigned duties, jeopardizing the reputation of the League, or lack of cooperation with the ~~b~~ Board. Prior to the vote, the director shall receive written notification and opportunity to address the board.

ARTICLE VI: Recognition of Local Leagues and Authorization of Member-~~a~~ At-~~H~~Large units.

Sec. 1. Local Leagues.

a.) Local Leagues are those Leagues which have been so recognized by the League of Women Voters of the United States.

b.) The State Board has responsibility for the establishment of new Leagues. For this purpose, the Board may organize a group of citizens in a community in which no local League exists.

Sec. 2. Member-~~a~~ At-Large Units. The State Board may authorize Units composed of members-at-large, which shall operate under the guidelines established by the Board.

ARTICLE VII: Financial Administration

Sec. 1. Fiscal Year. The fiscal year of ~~the~~ LWVME shall be from July 1 through June 30 of each year.

Sec. 2. Financial Support.

~~a.) Financial responsibility for the work of the League of Women Voters of Maine shall be assumed annually by local Leagues.~~

~~b~~ a.) Members who are enrolled in local Leagues shall pay annual dues to the local League. Each local League shall make a per member payment to the League of Women Voters of Maine, the amount of such a payment to be determined by Convention by a 2/3 vote of those present and voting. ~~Each local League shall also make a per member payment to the League of Women Voters of the United States.~~

~~e~~ b.) The League of Women Voters of Maine shall make a per-member payment to the League of Women Voters of the United States for state ~~m~~ Members-~~a~~ At-~~L~~ Large.

Sec. 3. Budget. The Board shall submit to the Convention for adoption a budget for the ensuing two years. This budget shall provide for the support of the League of Women Voters of the United States as well as for ~~the~~ LWVME. A copy of the budget shall be received by all members at least ~~four~~ two weeks in advance of the Convention.

Sec. 4. Budget Committee. The budget shall be prepared by a committee ~~which~~ of at least five (5) members including the Treasurer who shall be appointed by the State Board for that purpose at least ~~two~~ four months in advance of the Convention. ~~The Board shall designate a chair of the Budget Committee.~~ The Treasurer shall be a member of the Budget Committee but shall not be eligible to serve as chair. ~~At least two of the appointments made by the State Board to the Budget Committee must be from a list of~~

persons provided by MCCE Action. ~~The majority of the members of the budget committee, including the chair, shall not be members of the State Board.~~

Sec. 5. Distribution of Funds on Dissolution. In the event of a dissolution for any cause of the League of Women Voters of Maine, all monies and securities which may at the time be owned by or under the absolute control of the League of Women Voters of Maine shall be paid to ~~the designated successor organization within the State of Maine or to~~ the League of Women Voters of the United States. All other property of whatsoever nature, whether real, personal, or mixed which may at the time be owned by or under the control of the League of Women Voters of Maine 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 State Board of the League of Women Voters of Maine.

#### ARTICLE VIII: Convention

Sec. 1. Place, Date and Call. A Convention of the League of Women Voters of Maine shall be held biennially at a time and place to be determined by the State Board. The President shall send a first call for the Convention to the Presidents of the local Leagues not less than three months prior to the opening date of such Convention fixed in said call. Thereafter the State Board may advance or postpone the opening date of the convention by not more than two weeks.

Sec. 2. Composition. ~~The Convention shall consist of the delegates chosen by the members through the local Leagues and Member-at-Large Units in the number provided in Sec. 4 of this article; the Presidents of the local Leagues and the Chairs of the Member-at-Large units or an alternate in the event the President is unable to attend; and the members of the State Board of the League of Women Voters of Maine. Members-at-large who are not in a unit shall select their delegates to Convention based on the same formula used by local Leagues supervised by the State Board. MAL members wishing to be delegates to Convention should contact the President and indicate willingness to serve. Slots will be filled on a first come, first serve basis.~~ The Convention shall consist of members and guests in attendance.

Sec. 3. ~~Qualifications of Delegates and Voting.~~ ~~Each delegate shall be a voting member of the League of Women Voters of Maine. Each delegate shall be entitled to one vote only at 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. Any member may attend Convention as an observer. Only members of the League of Women Voters of Maine may vote at Convention.~~

#### ~~Sec. 4. Representation:~~

~~a.) The members of the League of Women Voters of the United States who are organized into recognized local Leagues and MAL Units in the state of Maine shall be entitled to voting representation as follows: The members in each local League or MAL Unit shall be entitled to one (1) delegate who shall be chosen by their members. The members in each local League or MAL Unit having more than fifteen (15) voting members shall be entitled to one additional delegate for each (5) voting members or~~

~~major fraction thereof, belonging to said local League or MAL Unit on January 1st of said year. The record in the state office of paid voting members shall determine the official membership count for this purpose.~~

~~b.) After all local Leagues, MAL Units, and MALs have selected delegates, all those who would like to serve as delegates, but who have been precluded because of the number of slots available from their League, MAL Unit, or MALs, should contact the President and request to serve as a Convention delegate. All such requests shall be considered by the President and, if necessary, members of a committee convened for that purpose by the President. This committee shall then fill slots on a first come, first served basis.~~

~~Sec. 5 4. Powers. The e Convention shall consider and authorize for action a program, elect officers and directors, adopt a budget for the ensuing two years, vote on any proposed bylaw changes, and shall transact such other business as may be presented.~~

~~Sec. 6 5. Quorum. A quorum shall consist of a majority of the voting delegates members registered at the Convention, provided that there is representation from a majority of the existing local Leagues and MAL Units.~~

#### ARTICLE IX: Council of Local Leaders

~~Sec. 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 to be determined by the State Board. Special meetings may be called in the event of emergency. A formal call shall be sent to the local League Presidents and MAL Unit Chairs at least 30 days before a council meeting.~~

##### Sec. 2 1. Composition.

~~a.) The Council shall be composed of the Presidents of the local Leagues and Chairs of the Member-at-Large units and/or their designees. an alternate in the event that the President or Chair is unable to attend, two delegates chosen by each local League and Member at Large Unit, and the State Board of the League of Women Voters of Maine. Members at Large who are not in a unit shall select delegates to Council based on the same formula used by local Leagues.~~

~~b.) Vacant slots shall be filled by process described in Article VIII, Sec. 4,b. Any member may attend the Council as an observer.~~

~~Sec. 3 2. Powers Purpose. The Council shall give guidance to the Board on program, methods of work, and budget as submitted by the State Board. The Council is authorized to change the program and budget only in the event of an emergency provided: 1) notice of the proposed changes shall have been sent to the Presidents of the local Leagues and Chairs of the MAL Units at least one (1) month in advance of the meeting of Council; and 2) the change is adopted by two-thirds vote. All action taken at Council shall be affirmed at the next Board meeting following Council.~~

The Council of Local Leaders, hereinafter referred to as the Council, shall provide ongoing support for local League development and the development of local League leadership. The Council shall

- a.) facilitate communication among local League organizations and between these organizations and the State Board,
- b.) by December 1, 2019, recommend a program and budget for the remainder of the biennium. Thereafter, no later than December 1<sup>st</sup> of each even-numbered year, recommend a program for the next biennium, including a budget,
- c.) participate in the State Board and Nominating Committee as described in Article V. Board of Directors and Article X. Nominating Committee of these bylaws, and
- d.) advise the State Board of additional strategies and opportunities to strengthen local Leagues and Member-at-Large Units and expand the number of local organizations.

~~Sec. 4. Quorum. A majority of the voting delegates registered at Council shall constitute a quorum for the transaction of business at Council provided that there is representation from a majority of the State Board as well as representation from a majority of the existing local Leagues and MAL Units.~~

#### ARTICLE X: Nominations and Elections

##### Sec. 1. Nominating Committee.

~~b. a)~~ The Nominating Committee shall consist of five members appointed by the State Board, two of whom shall be members of the State Board. The Board shall designate a chair of the Nominating Committee. ~~The chair and two members, who shall not be members of the State Board, shall be elected by the convention. The non-elected Nominating Committee members shall be appointed by the State Board at the first meeting following Convention.~~ At least one (1) member of the Nominating Committee shall be selected from a list provided by MCCE Action and one (1) member shall be selected from a list provided by the Council. The President of the League of Women Voters of Maine shall send the names and addresses of the nominating committee to each recognized League, and MAL Unit.

~~a.b.)~~ Any vacancy occurring in the Nominating Committee by reason of death, resignation or disqualification shall be filled by the State Board.

Sec. 2. Suggestions for Nominations. The chair of the Nominating Committee shall request, through the President of each local League and chairs of MAL units, suggestions of nominations for ~~offices to be filled~~ officers and directors at least two months before Convention. ~~Suggestion for nominations by local Leagues shall be sent by the President or Secretary of such local League to the chair of the Nominating Committee at least two months before Convention.~~ Any member may send suggestions to the chair of the Nominating Committee at any time up to two months before Convention.

Sec. 3. Report of Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for officers; ~~and directors and the chair and two members of the succeeding Nominating Committee~~ shall be ~~received by submitted to~~ League members four weeks before the date of the Convention. The report of the Nominating Committee shall be presented to the Convention during the first plenary session of the Convention. Immediately following the presentation of this report, nominations may be made from the floor provided that the consent of the nominee shall have been secured.

Sec. 4. Elections. ~~The election shall be in the charge of an Election Committee appointed by the President on the first day of the Convention. The election shall be made by ballot, except that when there is but one nominee for each office it shall be in order to move that the Secretary cast the ballot for every candidate.~~ A majority vote of the Convention shall constitute an election.

#### ARTICLE XI: Program

Sec. 1. Principles. The Principles are concepts of government supported by the League. Principles are adopted and amended by the national Convention and supported by the League as a whole. Principles constitute the authorization for the adoption of national, state and local program.

Sec. 2. Program. The program of the League of Women Voters of Maine consists of (a) action to protect the right to vote of every citizen, (b) adopted positions upon which action is taken, and (c) those state governmental issues chosen for concerted study, leading to a position and action.

Sec. 3. ~~Program~~ Study Selection. The Convention shall select the ~~elements of proposals for a state program study~~ using the following procedures:

a.) ~~Local League boards may make recommendations for program to the State Board~~ The State Board shall consider all proposals for a program of study submitted to it by local league boards, Member-At-Large units and members at least two months prior to the Convention.

b.) The State Board shall consider the recommendations and shall formulate a proposed program of study which shall be submitted to the ~~Local League Boards members~~ at least four weeks prior to Convention.

c.) Recommendations for changes submitted by local League Boards, ~~MAL units and individual members~~ and received by the State Board at least two weeks before the opening of the Convention shall be considered by the Board prior to the Convention. ~~Upon consideration, at which time~~ the Board may ~~change revise~~ the proposed program of study prior to Convention.

d.) A majority vote shall be required for the adoption of the program of study proposed by the State Board.

e.) Any recommendations for the program of study submitted to the State Board at least two months before the Convention, but not proposed by the Board, may be adopted by the Convention provided consideration is ordered by a ~~majority two-thirds (2/3)~~ vote and the vote on adoption comes in a separate plenary session. Adoption of any

program element ~~not recommended by the Board~~ requires a ~~majority~~ two-thirds (2/3) vote.

~~Sec. 4. Council Action. The Council may change the program as provided by Article IX.~~

Sec. 5 4. Member Action. Members may act in the name of the League of Women Voters of Maine only when authorized to do so by the State Board of the League of Women Voters of Maine. The Board may adopt and publish operating procedures for granting such authorization.

Sec. 6 5. Local League Action. Local Leagues may ~~take action~~ act on state governmental matters only when authorized to do so by the State Board. ~~of the League of Women Voters of Maine.~~ The Board may adopt and publish operating procedures for granting such authorization. Local Leagues may act only in conformity with, or not contrary to, the position taken by the League of Women Voters of Maine.

## ARTICLE XII: National Convention and Council

Sec. 1. National Convention. The State Board, at a meeting before the date on which names of delegates must be sent to the national office, shall elect delegates to that Convention in the number allowed under the provisions of the Bylaws of the League of Women Voters of the United States.

Sec. 2. National Council. The State Board, at its meeting preceding the meeting of the Council of the League of Women Voters of the United States, shall elect delegates to such Council in the number allowed under the provisions of the Bylaws of the League of Women Voters of the United States.

## ARTICLE XIII: Parliamentary Authority

Sec. 1. 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 XIV: Amendments

Sec. 1. Amendments. ~~These Bylaws may be amended by a two-thirds vote at any Convention;~~ Any proposed amendments to the Bylaws shall be adopted if approved by a two-thirds (2/3) vote at Convention using the following procedures:

a.) Proposals for change ~~shall~~ may be submitted by any local League Board ~~or any member of the League~~ to the State Board at least two months prior to Convention.

b.) All such proposed amendments together with the recommendations of the Board shall be sent to the League members at least four weeks prior to the Convention.

~~e.) The Presidents of the local Leagues shall notify the member of their respective Leagues of the proposed amendments. Failure of a local League President to give such notice or failure of any member to receive such notice, shall not invalidate amendments to the Bylaws.~~

## ARTICLE XV: ~~Protection of Directors:~~ Indemnification

~~The corporation shall in all cases 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, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation is or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in a settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; except that no indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation or, with respect to any criminal action proceeding, who had no reasonable cause to believe such conduct to be unlawful. The foregoing rights of indemnification shall, in the case of the death or incapacity of any director, officer or other person, inure to the benefit of his or her heirs, estate, executors, administrators, conservators or other legal representatives.~~

Sec 1. Limitation of Liability. No Director shall be liable to the Corporation except for his or her own acts or omissions in bad faith. No Director shall be personally liable for any obligation or liability incurred by the Corporation or by the Directors. The Corporation shall alone be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of the Corporation.

Sec 2. Indemnification. The Corporation shall defend, indemnify and hold harmless any and all officers and directors of the Corporation, their agents, successors and assigns from and against any claims, demands, lawsuits, damages, liabilities, loss, costs or expenses (including but not limited to reasonable attorneys' fees and court costs), judgments, and settlements asserted against them by reason of the fact that they are or were a Director or Officer of the Corporation, except that no indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith. The foregoing rights of indemnification shall, in the case of the death or incapacity of any Director or Officer inure to the benefit of their heirs, estate, executors, administrators, conservators, or other legal representatives.