

League of Women Voters of Needham Education Fund, Inc.

By Laws

Approved by LWV Needham board of directors February 5, 2015

ARTICLE I

Name

This corporation shall be called THE LEAGUE OF WOMEN VOTERS (LWV) OF NEEDHAM EDUCATION FUND, INC., hereafter referred to as the FUND.

ARTICLE II

Purpose

The FUND is organized and shall be operated exclusively for educational purposes, particularly to establish programs to help people participate in their government, and for other charitable, scientific, and literary purposes; and to study such issues.

Our mission has three essential parts:

- Educate people on the importance of their participation in government, in the political process, and in their home community.
- Create awareness of the issues at the local, state and national levels and what average citizens can do to have an impact on their government.
- Instill in citizenry the knowledge of their role and responsibilities in managing their own government.

No part of the net earnings of the FUND shall inure to the benefit of any private shareholder or individual and no part of the activities of the FUND shall be for attempting to influence legislation. Nor shall the FUND participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office or be partisan in its approach to political campaigns.

ARTICLE III

Board of Directors

Section 1: Organization. The affairs of the FUND shall be managed at sole the discretion of the Board of Directors, hereafter referred to as the BOARD. There shall be five members of the

BOARD: the president and treasurer of LWV Needham and 3 additional members. All BOARD members must be members of LWV Needham. The BOARD shall adopt such rules for the management of the FUND as they may deem proper.

Section 2. Officers. The officers shall include a president, clerk, and treasurer. The treasurer shall be the treasurer of the LWV Needham. President and clerk shall be elected by the BOARD. The president of LWV Needham may serve as, but does not have to be, president of the FUND.

Section 3: Nominations. Nominations for the three elected BOARD members shall be made by the LWV Needham board of directors with advice of the BOARD. The BOARD shall continue to serve with full authority until their successors are duly approved.

Section 4: Election and term. The LWV Needham board of directors elects the BOARD other than LWV Needham president and treasurer. The three elected BOARD members shall serve for two-year terms. The president and treasurer of LWV Needham shall always serve as BOARD members for their terms of office as LWV Needham president and treasurer.

Section 5: Vacancies. Upon the death, resignation or inability to serve of any BOARD member, a successor member shall be nominated promptly by the LWV Needham board of directors and approved by the BOARD to serve for the unexpired term of the predecessor BOARD member.

Section 6: Removal. Ground for removal of a BOARD member shall be activities of a type which would cause an otherwise eligible person to be ineligible to serve on the BOARD. Removal shall be by vote of a majority of the other BOARD members, and ratification of said vote by the board of directors of LWV Needham.

Section 7: Diversity and Pluralism. The FUND, in both its values and practices, affirms its belief and commitment to diversity and pluralism, which means there shall be no barriers to participation in any activity of the FUND on the basis of gender, race, creed, religion, age, sexual orientation, national origin, or disability. The FUND affirms its commitment to reflecting diversity in its BOARD, volunteers and programs.

Section 8: Conflict of Interest. BOARD members must exclude themselves from participation in any decision-making process if they or a member of their immediate family, or any party, group, or organization to which they have an allegiance, have an interest that may be

seen as competing with the interests or concerns of the FUND. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the BOARD.

Section 9: Annual Meetings. There shall be an Annual Meeting of the FUND each year in the spring. At such annual meetings, any affairs of the FUND may be acted upon. The president of the FUND shall send out a meeting notice and agenda which may be amended at the meeting.

Section 10: Special Meetings. Special meetings of the FUND may be called at the discretion of the president of the FUND, the board of directors of LWV Needham, or two BOARD members of the FUND. The notice of the call shall contain a brief statement of the business to be transacted at such meeting, and no other business may be transacted. Electronic meetings for the purpose of voting on an issue that cannot wait for an in-person meeting are allowed.

Section 11: Quorum. A majority of the BOARD shall constitute a quorum for the transaction of business.

Section 12: Voting. Each BOARD member shall have one vote, and the vote of a majority of the BOARD members present at a meeting (where a quorum is present) of the BOARD shall be necessary for the exercise of the powers of the BOARD described in Article III and IV.

Section 13: Annual and Interim Reports. The BOARD shall submit an annual report of the finances and activities of the FUND to the Board of Directors of LWV Needham, and shall furnish the LWV Needham board of directors such other reports as it may direct. The Annual Report of the FUND shall be made available to the membership of LWV Needham.

ARTICLE IV

Power of FUND BOARD

Section 1: The BOARD has full discretionary power in the management of the FUND.

Section 2: Specific powers.

A. To receive, accept and administer any contributions from the general public or any other source for the stated purposes of the FUND in accordance with the provisions of the by laws. Such contributions may include those given for an express purpose provided such purpose is within the scope of the stated purposes of the FUND.

B. To disburse funds of the FUND, whether received as contributions or other income, for any of the stated purposes of this FUND.

C. To retain and manage by methods deemed prudent any gifts or donations transferred to the FUND. No principal or income shall be loaned, directly or indirectly, to any BOARD member or to anyone else.

D. To pay all reasonable costs, charges and expenses incurred in the administration of the FUND, including costs incurred for professional counsel and for the protection of the investments.

E. To do any other acts and things necessary, proper, or advisable to effectuate the purposes of the FUND.

F. The BOARD shall not engage in any prohibited transaction within the meaning of Section 501 (c) (3) of the current Internal Revenue Code.

G. In the exercise of any of the powers conferred, the BOARD shall be free and wholly exonerated from liability on account of any honest error of judgment or by reason of acts or things done or omitted in good faith and without willful default or neglect.

ARTICLE V

Funds and Properties

Section 1: Separation of funds. The BOARD shall keep all assets of the FUND as separate and distinct assets and in such manner as to be identifiable. In no event shall any assets of the FUND be used for the general purposes of LWV Needham.

Section 2: Depository. The cash funds of the FUND shall be kept in an account maintained in the name of the FUND in such depository as the BOARD shall from time to time select. Such depository shall be authorized to pay out from the funds on deposit following the direction of a majority vote of the BOARD and on the signature of treasurer or chair of the FUND.

ARTICLE VI

Compensation

Section 1: The BOARD shall not be entitled to any compensation for services rendered as BOARD members.

ARTICLE VII

Duration

Section 1: The duration of the FUND shall be perpetual, subject to termination only by vote of the board of directors of LWV Needham, or by the following circumstance:

A. In the event of dissolution of LWV Needham the FUND shall also dissolve.

Section 2: Upon termination of the FUND, the BOARD shall distribute all of its assets to such non-profit charitable, scientific, or education organizations as are described in Section 501(c)(3) of the current Internal Revenue Code with preference given to the educational funds of either the LWVUS or the LWVMA, and as shall be in the opinion of the BOARD best able to effectuate the stated purposes of the FUND.

ARTICLE VIII

Applicable Law

The FUND shall be administered in the Commonwealth of Massachusetts. It is the intention that this FUND agreement shall in all respects be construed, interpreted and governed according to the laws of the Commonwealth of Massachusetts.

ARTICLE IX

Special Power of BOARD

The BOARD shall have power, by unanimous action in writing, and subject to approval by the board of directors of LWV Needham, to make such clarifying, administrative, or other amendments to these by laws, as are consistent with the purposes of this FUND; provided, however, that no amendment shall be made to Article II, relating to purpose, nor to Article VIII, relating to duration, nor shall any such amendment grant to the BOARD any power expressly denied to them in Article IV, nor authorize the BOARD to conduct the affairs of this FUND in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code. All revisions or amendments to these by laws shall include as an appendix the original, historical agreement of these by laws.