BYLAWS

League of Women Voters of Needham

(as amended June 2, 2005, June 7, 2007, June 8, 2011, Sept 8, 2016, Sept 3, 2020, Jun 13, 2022, May 22, 2025, June 28, 2026)

ARTICLE I
Name

Sec. 1. Name. The name of this organization shall be the League of Women Voters of Needham (hereinafter "LWVN"). This local league is an integral part of the League of Women Voters of Massachusetts (hereinafter "LWVMA") and of the League of Women Voters of the United States (hereinafter "LWVUS"). (Collectively, the LWVN, the LWVMA and the LWVUS are referred to herein as the "League of Women Voters" or the "League.")

ARTICLE II
Purpose and Policy

Sec. 1. Purposes. The purposes of the LWVN are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2. Policies. The policies of the LWVUS are

1. **Political Policy.** The League shall not support or oppose any political party or any candidate.
2. **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity, and Inclusion Policy.
3. **Member Rights and Responsibilities Policy.** League members and leaders shall comply with the Member Rights & Responsibilities Policy and shall participate in accordance with League governance standards. The League expects that members will treat others with respect and civility when participating in all League activities.

ARTICLE III
Membership

Sec. 1. Eligibility. Any person who subscribes to the purposes and policies of the League shall be eligible for membership.

Sec. 2. Types of Membership. The membership of the LWVN shall be composed of voting members and associate members.

a. **Voting Members**. Persons at least 16 years of age who join the LWVN shall be voting members of a Local League, a State League and of the LWVUS; (1) individuals who live within the area of the LWVN may join the LWVN or any other local League; (2) those who reside outside the area of any local League may join the LWVN or any other 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; (4) those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

b. **Associate Members.** All others who join the LWVN shall be associate members.

ARTICLE IV
Officers

Sec. 1. Enumeration and Election. The officers shall be a president or two co-presidents, up to two vice-presidents, a secretary and a treasurer. Each officer shall be elected by the membership at an annual meeting and shall hold office for a term of two years or until his or her successor is elected and

qualified. As provided in ART. V below, each officer shall also be a member of the board of directors of the LWVN.

Sec. 2. The President. The president (or, if there are co-presidents, a co-president) shall preside at all meetings of the organization and of the board of directors. The president (or, if there are co-presidents, either co-president) may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. The president (or, if there are co-presidents, each co-president) shall be an ex-officio member of all the committees except the nominating committee; shall have such usual powers of supervision and management as may pertain to the office of president; and shall perform such other duties as may be designated by the board of directors. Except as otherwise stated in these bylaws, if there are co-presidents, actions binding the LWVN or publicly stating the organization's positions or views must be taken by both co-presidents, acting together.

Sec. 3. The Vice-President. The vice-president (or, if there are two vice-presidents, the vice-president designated by the board of directors) shall, in the event of absence, resignation, disability or death of the president (or, if there are co-presidents, the co-presidents), possess all the powers and perform all the duties of the office of president. In the event that no vice-president is able to serve in this capacity, the board of directors shall elect one of its elected members to fill the vacancy until the next annual meeting. The vice-president (s) shall perform such other duties as may be designated by the president (or, if there are co-presidents, the co-presidents) or the board of directors.

Sec. 4. The Secretary. The secretary shall record and keep minutes of all meetings of the organization and of the board of directors; shall notify all officers and directors of their election or appointment (in the case of Appointed Directors); shall sign, with the president (or co-presidents), all contracts and other instruments when so authorized by the board of directors; and shall perform such other duties as may pertain to the office of secretary. In the absence of the secretary from any meeting of the membership or the board of directors, a temporary secretary designated by the person presiding at the meeting shall record the minutes of the meeting.

Sec. 5. The Treasurer. The treasurer shall collect and receive all monies due; shall be the custodian of these monies; shall deposit them in a bank designated by the board of directors; and shall disburse these monies only upon order of the board of directors. The treasurer shall present statements to the board of directors at their regular meetings and an annual report to the annual meeting; and shall submit the books for review as provided in ART. VII, Sec. 5 of these bylaws. The treasurer shall be an ex-officio member of the budget committee.

ARTICLE V
Board of Directors

Sec. 1. Number, Composition, Selection and Term of Office. The board of directors shall consist of the officers, plus up to twelve directors elected by the membership at an annual meeting ("Elected Directors"), and up to four directors appointed from time to time by the officers and Elected Directors as necessary to carry out the work of the League. Each Elected Director shall serve for a term of two years or until his or her successor is elected and qualified. Each Appointed Director shall serve until the conclusion of the annual meeting next following his or her appointment.

Sec. 2. Qualification. No person shall be elected or appointed or shall continue to serve as an officer or director who is not a voting member of the LWVN.

Sec. 3. Absences. Any member of the board of directors who is absent from three consecutive regular meetings of the board of directors, without a valid reason as determined by the president (or, if there

are co-presidents, the co-presidents), shall be considered to have resigned.

Sec. 4. Vacancies. Any vacancy on the board of directors, other than in the office of president, may be filled, until the next annual meeting, by the board of directors. A vacancy in the office of president shall be filled as provided in ART. IV, Sec. 3 of these bylaws.

Sec. 5. Powers and Duties. The board of directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the membership. The board shall plan and direct the work necessary to carry out the program as adopted by the national convention, the state convention and the annual meeting. The board shall create and designate such special committees as it deems necessary.

Sec. 6. Meetings. There shall be at least nine regular meetings of the board of directors annually. The president (or, if there are co-presidents, the co-presidents) may call special meetings of the board of directors and shall call a special meeting upon the written request of at least five members of the board of directors.

Sec. 7. Quorum and Voting. A majority of the members of the board of directors then in office shall constitute a quorum. When a quorum is present at any meeting, a majority of the directors present and voting may decide any question unless otherwise provided by law or these bylaws.

Sec. 8. Electronic Mail Voting. Where the president (or, if there are co-presidents, the co-presidents) deems it necessary to take an action between meetings of the board or of the executive committee, the president (or, if there are co-presidents, one of the co-presidents) shall send a resolution regarding the proposed action via electronic mail to all members of the board with instructions on how to reply and the deadline for voting (where possible, the deadline should allow time for board members to discuss the resolution). The resolution cannot be amended (however, the resolution may be withdrawn and a new resolution circulated as described above). The resolution will pass when approved by a majority of the board members then in office. At the next board meeting, the president (or, if there are co-presidents, one of the co-presidents) will read the resolution and the results of the vote into the minutes; no further discussion or action on the resolution will be required by the board.

ARTICLE VI
Executive Committee

Sec. 1. Composition. The executive committee shall consist of the officers with the president serving as chairperson (or, if there are co-presidents, with the co-presidents serving as co-chairpersons). The president (or, if there are co-presidents, one or both of the co-presidents) may invite to a meeting of the executive committee any person whose presence may be necessary or helpful in carrying out the specific business for which the meeting is called.

Sec. 2. Powers and Duties. The executive committee shall exercise such power and authority as may be delegated to it by the board from time to time and shall report to the board on all actions taken by it between regular meetings of the board.

Sec. 3. Meetings. The executive committee shall meet at the discretion of the president (or, if there are co-presidents, the co-presidents).

ARTICLE VII
Financial Administration

Sec. 1. Fiscal Year. The fiscal year shall be from July 1 to June 30 of each year.

Sec. 2. Dues. All members shall pay annual membership dues except those exempted from paying dues in Article III. Membership lasts for one year after joining or renewal. Members who fail to renew within the period specified by LWVUS will be removed from the roster. Net revenue collected through membership dues will be shared by LWVUS, the member's state League, and the League of Women Voters of Needham.

Sec. 3. Budget Committee. The chairperson of the budget committee shall be appointed by the president (or, if there are co-presidents, the co-presidents) and the budget committee shall be appointed by the board of directors as soon as possible following the annual meeting and no later than three months prior to the next annual meeting. The treasurer shall be an ex-officio member of the budget committee but shall not be eligible to serve as chairperson; and, when possible, a past treasurer shall be a member of the budget committee.

Sec. 4. Budget. The budget for the ensuing year shall be prepared by the budget committee and shall provide for the support of the work of the League as a whole. The budget shall be approved by the board of directors, shall be sent to the membership at least fourteen (14) days prior to the annual meeting and shall be presented to the annual meeting for approval by the membership.

Sec. 5. Financial Review. The books of the treasurer shall be reviewed prior to each annual meeting by a qualified person or persons who shall be appointed by the board of directors.

Sec. 6. Dissolution. In the event of a dissolution, for any cause, of the LWVN, after paying or making provision for the payment of all liabilities, all monies and securities which may at the time be owned by or under the absolute control of the LWVN shall be paid to the LWVMA. All other property of whatever nature, whether real, personal or mixed, which may at the time be owned by or under the control of the LWVN 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 board of directors of the LWVN.

ARTICLE VIII
Meetings of the Membership

Sec. 1. Regular and Special Meetings. There shall be at least two regular meetings of the membership each year, one of which may be the annual meeting. In addition, the board may call special meetings of the membership and shall call such a meeting upon written request of fifteen percent of the voting members. The time and place of meetings of the membership shall be determined by the board of directors.

Sec. 2. Annual Meeting. An annual meeting shall be held in the spring of each year, the exact date to be determined by the board of directors. The annual meeting shall:

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

Sec. 3. Notice. Notice of all meetings of the membership shall be sent to the members in writing at least fourteen (14) days prior to the meeting date.

Sec. 4. Quorum. Ten percent of the number of voting members of the LWVN as of the date notice of the meeting was given shall constitute a quorum at all meetings of the membership.

ARTICLE IX
Nominations and Elections

Sec. 1. Nominating Committee. The nominating committee shall consist of three members. The chairperson and one member shall not be members of the board of directors and shall be elected at the annual meeting to serve until the next annual meeting. One member shall be a member of the board of directors and shall be appointed by the board of directors following the annual meeting to serve until the next annual meeting. Vacancies on the nominating committee shall be filled by the board of directors.

a. The nominating committee shall identify a candidate for each open office to be filled by election at the annual meeting, including officers, Elected Directors and members of the succeeding nominating committee.

b. Suggestions for nominations may be made to the nominating committee by any voting member.

Sec. 2. Nominating Committee Report and Additional Nominations. The nominating committee shall prepare a report listing the candidates it has identified for nomination; this report shall be sent to the members at least fourteen (14) days prior to the annual meeting and shall be presented to the annual meeting. Immediately following the presentation of the report of the nominating committee, nominations may be made from the floor by any voting member, provided that the consent of the nominee shall have been secured.

Sec. 3. Election. Election to positions filled by vote of the membership at the annual meeting shall be by ballot, except that a ballot shall not be required when there is only one nominee for each office. A plurality vote shall elect. (In the event of a tie, decision shall be by lot.)

ARTICLE X
Program

Sec. 1. Authorization. The governmental principles adopted by the national convention and supported by the League as a whole shall constitute the authorization for the adoption of program.

Sec. 2. Definition. The program of the LWVN shall consist of:

a. Action to implement the principles of the League of Women Voters;

b. Study of and/or action to implement selected local governmental issues.

Sec. 3. Adoption. The annual meeting shall adopt the local program using the following procedure:

a. Suggestions for program may be submitted to the board of directors by voting members at least two months prior to the annual meeting.

b. The board of directors shall consider the suggestions and shall formulate a proposed program.

c. The proposed program shall be sent to the members at least fourteen (14) days prior to the annual meeting and shall be presented to the annual meeting by the board of directors or their designees.

d. To be adopted, issues recommended in the proposed program must be approved by a majority vote.

e. Suggestions for program submitted by voting members at least two months prior to the annual meeting but not recommended in the proposed program may be adopted by the annual meeting provided that the issue shall be
1) ordered for consideration by a majority vote,

2) adopted by a two-thirds vote.

f. Changes in the program, in the case of altered conditions, may be made at any meeting of the membership provided that:
   1) the change has been submitted to the members in writing at least fourteen (14) days prior to the meeting at which it is to be proposed;
   2) the change shall be approved by a two-thirds vote.

Sec. 4. Program Action. The LWVN may act only in conformity with and not contrary to the principles of and positions taken by the LWVMA and the LWVUS. LWVN members may act in the name of the League of Women Voters only when authorized to do so by the appropriate board of directors. Members so authorized may act only in conformity with, and not contrary to, the principles of and positions taken by the LWVN, the LWVMA and the LWVUS.

ARTICLE XI
National Convention, State Convention and Council

Sec. 1. National Convention. The president (or, if there are co-presidents, the co-presidents) shall select delegates to national convention in the number allotted the LWVN under the provisions of the bylaws of the LWVUS.

Sec. 2. State Convention. The president (or, if there are co-presidents, the co-presidents) shall select delegates to state convention in the number allotted the LWVN under the provisions of the bylaws of the LWVMA.

Sec. 3. State Council. The president (or, if there are co-presidents, the co-presidents) shall select delegates to state council in the number allotted the LWVN under the provisions of the bylaws of the LWVMA.

ARTICLE XII
Parliamentary Authority

Sec. 1. Parliamentary Authority. The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern meetings of this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIII
Amendments

Sec. 1. Required Amendments. The first three articles of the LWVN bylaws must be consistent with those of the LWVUS in order to define and maintain the unity of the organization and the powers and privileges of members. These bylaws shall be amended as necessary by the LWVN board of directors to be consistent with amendments to the first three articles of the LWVUS bylaws made at a LWVUS convention; approval at a meeting of the LWVN membership is not required to make such a change, but the change shall be announced to the LWVN membership.

Sec. 2. Other Amendments. Other amendments to these bylaws may be approved at any meeting of the membership by two-thirds vote, provided that the amendment (s) have been submitted to the members in writing at least fourteen (14) days prior to the meeting at which they are to be proposed.