

BYLAWS  
LEAGUE OF WOMEN VOTERS OF MAINE  
(As amended, May 15, 2021)

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 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.

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. Policies. The policies of LWVME are

1. Political Policy. LWVME shall not support or oppose any political party or any candidate.
2. Diversity, Equity & Inclusion Policy. The LWVME is fully committed to ensure compliance – in principal and in practice – with LWVUS' Diversity, Equity and Inclusion Policy.

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 League and state Leagues of their place of joining and of the League of Women Voters of the United States. Those who have been members of the League for fifty years or more shall be honorary life members excused from payment of dues. Those who are students are defined as individuals enrolled as full or part time with an accredited institution.

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 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 State Board 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 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 and 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 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 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 LWVME, hereinafter referred to as the State Board, shall consist of the officers, not more than ten (10) elected Directors and not more than seven (7) 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 membership elects the elected Directors at Convention to serve until the conclusion of the next regular biennial Convention or until their successors have been elected and qualified. The elected Directors shall appoint such additional directors, not exceeding seven (7) as they deem necessary to carry on the work of the League. One of the seven appointed Directors shall be recommended by the Steering Committee of the Youth Council. The term of office of the appointed directors shall expire concurrently with the term of office of the elected directors, except that the term of the Youth Council member of the Board shall be one year.

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 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 means setting forth the action to be taken.

Sec. 11. Removal. The Board of 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 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-At-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-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 LWVME shall be from July 1 through June 30 of each year.

##### Sec. 2. Financial Support.

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.

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 Members-At-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 LWVME. A copy of the budget shall be received by all members at least two weeks in advance of the Convention.

Sec. 4. Budget Committee. The budget shall be prepared by a committee of at least five (5) members including the Treasurer who shall be appointed by the State Board for that purpose at least 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.

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 members and guests in attendance.

Sec. 3. Voting. Only members of the League of Women Voters of Maine may vote at Convention.

Sec. 4. Powers. The 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. 5. Quorum. A quorum shall consist of a majority of the 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. Composition. The Council shall be composed of the Presidents of the local Leagues and Chairs of the Member-at-Large units and/or their designees.

Sec. 2. Purpose. 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 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.

#### ARTICLE X: Youth Council

Sec. 1. Composition. Anyone 20 years of age or younger may join the Youth Council. Any Youth Council member who wishes to remain on the Youth Council upon reaching their 21<sup>st</sup> birthday may do so.

Sec. 2. Purpose. The mission of the Youth Council is to help build a culture of youth civic engagement with a focus on voter participation and promoting democracy. Our vision is that Maine youth are informed about and engaged in our robust democracy even before they are eligible to vote. As part of this work, the goal of the Youth Council is to build a diverse group of youth across Maine who are passionate about the importance of voting and civic involvement in our democracy. The Youth Council will

- a.) participate in the work of the LWVME Board by joining committees or teams determined by the Steering Committee of the Youth Council.
- b.) facilitate communications between the Youth Council and the State Board.

## ARTICLE XI: Nominations and Elections

### Sec. 1. Nominating Committee.

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. 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.

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 officers and directors 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 shall be 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. A majority vote of the Convention shall constitute an election.

## ARTICLE XII: 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. Study Selection. The Convention shall select the proposals for a state study using the following procedures:

a.) 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 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, the Board may 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 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 two-thirds (2/3) vote.

Sec. 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. 5. Local League Action. Local Leagues may act on state governmental matters only when authorized to do so by the State Board. 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 XIII: 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 XIV: 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 XV: Amendments

Sec. 1. Amendments. 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 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.

#### ARTICLE XVI: Protection of Directors: Indemnification

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.