

## BYLAWS

(as amended April, 1978)  
(as amended April, 1982)  
(as amended April, 1988)  
(as amended April, 1991)  
(as amended April, 1995)  
(as amended May, 2001)  
(as amended May, 2019)  
(as amended March 27, 2020)

### ARTICLE I

#### Name

Sec.1. Name. The name of this organization shall be the League of Women Voters of New Canaan, Inc. (hereinafter, "LWVNC"). This local League is an integral part of the League of Women Voters of the United States ("LWVUS") and of the League of Women Voters of Connecticut ("LWVCT").

### ARTICLE II

#### Purpose and Policy

Sec. 1. Purpose. The purpose of the LWVNC is to promote political responsibility through the informed and active participation of citizens in government and to act on selected Governmental issues.

Sec. 2. Political Policy. The LWVNC shall not support or oppose any political party or any candidate.

### ARTICLE III

#### Membership

Sec. 1. Eligibility. Any person who subscribes to the purposes and the non-partisan policy of the LWVUS, LWVC, and this League shall be eligible for membership.

Sec. 2. Types of Membership. (replaces all Membership Sec.2 under Article III)

A. Voting Members:

1. Regular Members: US Citizens at least 16 years of age who pay dues as established annually by this League shall be voting members of this local League, the LWVCT and LWVUS.
  - a. Those who live within an area of a local League may join that League or any other League.
  - b. Those who reside outside the area of any local League may join a local League or shall be a State members-at-large.
2. Household Members: Additional members joining from the same address as a regular voting member will pay one-half of the regular dues.
3. Life members: Those who have been members of the LWVUS continuously for 50 years or more will be life members and excused from payment of all future dues.

B. Non-Voting Members:

1. Junior Members: Students in the local high schools may join as junior members. They may not vote and will pay no dues.
2. Associate Members: All others who join this League are non-voting associate members.

## ARTICLE IV

### Board of Directors

Sec. 1. Number, Manner of Selection and Term of Office. The Board of Directors shall consist of the Officers of this League and at least six elected Directors. There may be a co-Director for each elected Director position. Directors shall be elected by the general membership at each Annual Meeting and shall serve for a term of one year or until their successors have been elected. Officers shall serve for a term of two years. The elected Board members shall appoint such additional directors, not exceeding the number of elected Directors, as the Board deems necessary to carry on the work of the League. The term of office of the appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

Sec. 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an Officer or Director of this organization unless that person is a voting member of the League of Women Voters of New Canaan.

Sec. 3. Vacancies. Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of an Officer or elected member shall be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors.

Sec. 4. 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 the same, subject to the instructions of the general membership. It 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 may deem necessary.

Sec. 5. Meetings. There shall be at least eight regular meetings of the Board of Directors annually. 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. Three consecutive absences from a Board meeting by any member without a valid reason shall be deemed a resignation from the Board of Directors.

Sec. 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum. Any one or more members, or all, 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 communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Sec. 7 Executive Committee. There shall be an Executive Committee composed of the President, the Vice-President, Secretary and Treasurer, with the power to transact emergency business when it is not feasible to call a Board meeting. Any action taken the Executive Committee shall be placed on the agenda of the next Board meeting.

## ARTICLE V

## Officers

Sec.1. Enumeration and Election of Officers. The officers of the League of Women Voters of New Canaan shall be President, Vice-President, Secretary and Treasurer who shall be elected for terms of two years by the general membership at the Annual Meeting and take office immediately. The President and the Secretary shall be elected in the odd-numbered years for a two-year term. The Vice-President and the Treasurer shall be elected for a two-year term in the even-numbered years. There may be an elected co-holder of each officer position.

Sec. 2. The President. The President shall preside at all meetings of the organization and of the Board of Directors unless the President shall designate another person to preside. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. The President 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.

Sec.3. The 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 the office. In the event that the Vice-President is unable to serve in this capacity, the Board of Directors may elect one of its members to fill the vacancy. The Vice-President shall perform such other duties as the President and Board may designate.

Sec.4. The Secretary. The Secretary shall keep minutes of all meetings of the League and of all the meetings of the Board of Directors, shall notify all of the Officers and Directors of their election or appointment, and sign, with the President, all contracts and other instruments when so authorized by the Board. The Secretary shall also perform such other functions as may be incident to the office.

Sec. 5. Treasurer. The Treasurer 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 Board of Directors, and shall disburse such monies as necessary. Amounts in excess of \$1000 may be disbursed only with the majority approval of the LWVNC Board of Directors. The Treasurer shall maintain financial records of all receipts and expenses for a period of not less than seven (7) years and shall present any such records at the request of the Board with at least two (2) weeks advance notice. Treasurer will present an annual report to the Annual Meeting and shall close the books for the fiscal year before turning them over to the succeeding Treasurer.

## ARTICLE VI

### Financial Administration

Sec.1. Fiscal Year. The fiscal year of the League of Women Voters of New Canaan shall commence on the first day of July each year.

Sec. 2. Dues. There shall be annual dues. A two-thirds vote of the voting members present and voting at the Annual Meeting shall be required to make a change in the existing dues rate which change shall be effective July 1st following the Annual Meeting. Dues shall be paid annually by June 30<sup>th</sup> for the ensuing fiscal year. A portion of the dues collected by the League shall cover required Per Member Payments (PMP) to the LWVCT and LWVUS. When more than one member resides at the same address in a common household, one member shall pay dues in the full amount required by the

League, and additional members shall pay dues in an amount equal to one-half the annual dues required by the League.

Sec. 3. Budget. A budget for the following year shall be submitted by the Board of Directors to the Annual Meeting for adoption. The budget shall include support for the work of the League as a whole.

Sec. 4. Budget Committee. A Budget Committee shall be appointed by the Board of Directors at least two months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members one month before the Annual Meeting. The Treasurer shall be a member of the Budget Committee and is eligible to serve as the Chairman.

Sec. 5. Financial Review. The books shall be reviewed annually by someone other than a League Board Member.

Sec. 6. Dissolution.

- A. Procedures. This organization may be dissolved with the approval of a two-third vote of its membership at a meeting called for this purpose with two weeks prior notice, and the approval of the LWVCT and LWVUS.
- B. Distribution of Assets. In the event of the dissolution of the League of Women Voters of New Canaan, all monies and securities owned by the League of Women Voters of New Canaan after payment of all liabilities shall be paid to the League of Women Voters of Connecticut, provided that the LWVCT qualifies at the time of this League's dissolution as an exempt organization under Section 501(c) (3) of the internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal tax law), and provided further that the LWVCT is at that time an eligible recipient under the bylaws, rules and procedures of the LWVUS. If the LWVCT is at that time not qualified as exempt, this League will dispose of its assets in accordance with all then applicable state and federal laws, rules and regulations, and then applicable bylaws, rules and procedures of the LWVUS.

## ARTICLE VII

### Meetings

Sec.1. Membership Meetings. There shall be at least four meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Sec. 2. Annual Meeting. An Annual Meeting shall be held between May 1<sup>st</sup> and June 30<sup>th</sup>, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- A. adopt a local program for the ensuing year
- B. elect Officers and Directors, members of the Nominating Committee
- C. adopt an adequate budget, and
- D. transact such other business as may properly come before it.

Sec.3. Quorum. Twenty per cent of the membership shall constitute a quorum at all general meetings of the League of Women Voters of New Canaan.

Section 4. Remote Participation in a Meeting. Any one or more members, or all, of the Board may participate in a meeting by means of speakerphone, telephone conference call or similar remote

communications allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means will be deemed "presence" in person at a meeting.

Sec. 5. Consent Without a Meeting. If a majority of the Board members consent in writing, whether conveyed by U.S. mail, electronic transmission or any comparable method, to any action(s) to be taken by this League, such action(s) will be valid corporate action(s) as though it or they had been authorized at a meeting of the Board. The Secretary will note such consents in the Minutes of the next meeting of the Board.

Section 6. Place of Meeting and Remote Participation. The Directors may hold their meetings at such place or places within or outside the State of Connecticut as the Board may from time to time determine. Any one or more members, or all, of the Board may participate in a meeting by means of speakerphone, telephone conference call or similar remote communications allowing all persons participating in the meeting to communicate with each other at the same time. Any Director participating in any meeting by any such means is deemed to be present in person at the meeting.

Section 7. Directors' Consent without a Meeting. If the Directors severally or collectively consent in writing, whether conveyed by U.S. mail, facsimile or electronic transmission or comparable method, to any action to be taken by the [League], such action will be as valid corporate action as though it had been authorized at a meeting of the Board. Unless such consents are ratified by a vote at the next meeting of the Board the Secretary will file such consents with the minutes of the meetings of the Board.

## **ARTICLE VIII**

### **Nominations and Elections**

Sec. 1. Nominating Committee. The Nominating Committee shall consist of at least three members, two of whom shall be members of the Board of Directors, and one shall be from the general membership but not serving on the Board. They shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors immediately following the Annual Meeting. Suggestions for nominations for Officers and Directors may be sent to this committee by any voting member of this League. Any vacancy on the Nominating Committee shall be filled by the Board of Directors.

Sec.2. Report of the Nominating Committee and Nominations from the floor. The report of the Nominating Committee of its nominations for Officers, elected Directors and the elected members of the succeeding Nominating Committee shall be sent to all members one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented at the Annual Meeting. Immediately following the presentation of this report, nominations can be made from the floor by any voting member, provided the consent of the nominee shall have been secured.

Sec.3. Elections. The elections shall be by ballot, provided that when there is but one nominee for each office the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote who are present and voting shall constitute an election. Absentee or proxy votes shall not be permitted.

## **ARTICLE IX**

## Program

Sec. 1. Authorization. The governmental principles adopted by the National Convention and supported by the League as a whole, constitute the authorization for the adoption of a Program.

Sec.2. Program. The Local Program of the League of Women Voters of New Canaan consist of:  
A. actions to implement the principles of the League of Women Voters of the United States, and  
B. those local governmental issues chosen for concerted study and action.

Sec. 3. Action by the Annual Meeting. The Annual Meeting shall act upon the Program using the following procedures:  
A. The Board of Directors shall consider the recommendations sent in by the voting members two months prior to the Annual Meeting and shall formulate the Proposed Program.  
B. The Proposed Program shall be sent to all members on month before the Annual Meeting.  
C. A majority vote of the voting members present and voting at the Annual Meeting shall be required for adoption of items in the Proposed Program as presented to the Annual Meeting by the Board of Directors.  
D. Recommendations for Program submitted by voting members two months prior to the Annual Meeting, but not recommended by the Board of Directors may be considered by the Annual Meeting provided that the request for Program consideration receives a two-thirds majority vote of those members present at the Annual Meeting.

Sec. 4. Changes in Local Program. Changes in the Local Program, in the case of altered conditions or emergencies, may be made provided that:  
A. Information concerning the proposed changes has been sent to al members at least two weeks prior to a general membership meeting at which the change is discussed.  
B. Final action by the membership is taken at a succeeding meeting.

Sec. 5. Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the proper Board of Directors. They may act only in conformity with and not contrary to a position taken by the LWVUS, LWVCT and LWCNC.

## ARTICLE X

### National Convention, State Convention and Council

Sec. 1. National Convention. The Board of Directors shall select delegates to the National Convention in the number allotted the League of Women Voters of New Canaan under the provisions of the Bylaws of the LWVUS. This selection should be made before the date on which the names of the delegates must be sent to the National office.

Sec. 2. State Convention. At a meeting before the date on which the names of delegates must be submitted to the State office, the Board of Directors shall select delegates to the State Convention in the number allotted to the League of Women Voters of New Canaan under the Bylaws of the LWVCT.

## **ARTICLE XI**

### Parliamentary Authority

Sec. 1. Parliamentary Authority. The rules contained in the latest edition of the Robert's Rules of Order Newly Revised Edition shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## **ARTICLE XII**

### Amendments

Sec. 1. Amendments. These Bylaws may be amended by a two-thirds vote of the voting members present and voting at the Annual Meeting, provided the amendments were submitted in writing to the membership at least one month in advance of the Annual Meeting.

Sec. 2. Revision. Bylaws shall be reviewed every five years and revised if necessary.