

LWVMD AMENDED AND RESTATED BYLAWS

(As adopted at LWVMD CONVENTION 2023)

ARTICLE I, NAME

The name of this organization shall be the League of Women Voters of Maryland, Inc., (hereinafter referred to as the LWVMD). The LWVMD is an integral part of the League of Women Voters of the United States, (hereinafter referred to as the LWVUS). Where the words "League" or "Leagues" are used, the words shall refer to the League of Women Voters or the Leagues of Women Voters respectively.

ARTICLE II, PURPOSE AND POLICY

Section 1, Purpose. The purposes of the LWVMD shall be, among other things, to promote political responsibility through informed and active participation in government and to act on selected governmental issues in accordance with member-adopted positions, protecting voters, educating and engaging voters, reforming campaign finance rules, defending the environment, and performing other activities permitted of corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes.

Section 2, Policies.

1. **POLITICAL POLICY.** No substantial part of the activities of LWVMD shall be the carrying on of propaganda or otherwise attempting to influence legislation, and LWVMD shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The LWVMD 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.

ARTICLE III, MEMBERSHIP

Section 1, Eligibility. Any person who subscribes to the purposes and policy of the LWVUS shall be eligible for membership.

Section 2, Types of Membership. The membership of the League shall be composed of voting members and associate members.

- a. **Voting members.** Persons at least 16 years of age who join the League shall be voting members of the LWVUS, the LWVMD, the local League to which the member belongs, and any regional League to which that local League belongs:
 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 LWVMD members-at-large.
 3. Those who have been members of the League for fifty (50) years or more shall be life members excused from the payment of dues.
 4. Those who are enrolled either full or part time in an accredited institution shall be student members.
- b. **Associate Members.** All others who join the League shall be associate members.

Section 3, Member Action. Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate LWVUS or LWVMD Board of Directors.

ARTICLE IV, ENUMERATION AND ELECTION OF OFFICERS

Section 1, Officers. Officers of the LWVMD shall be president or co-presidents, vice-president, secretary and treasurer. They shall be elected by the convention and they shall hold office for a term of two years until the conclusion of the next biennial convention or until such time as successors have been named by the Board. They shall take office upon conclusion of the convention at which they are elected, except the treasurer, who shall take office on the first day of the next fiscal year.

Section 2, President or Co-presidents. The president or a co-president shall preside at all meetings of the organization and of the board of directors. The president or a co-president may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes; shall, with the secretary or treasurer, sign all contracts and other instruments when authorized by the board; shall be a member, *ex officio* (non-voting), of all committees except the nominating committee; shall have the usual powers of supervision and management that pertain to the office of the president and perform such other duties as may be designated by the board. If one of the co-presidents is unable to continue in office, the other co-president shall assume the duties of president.

Section 3, Vice-Presidents. The vice-president, in the event of absence, resignation, disability or death of the president or co-presidents, shall possess the powers and perform the duties of that office. In the event that the vice-president is unable to serve as president, the board of directors shall elect by majority vote one of its members to fill the vacancy. The vice-president shall perform such other duties as the president and the board may designate.

Section 4, Secretary. The secretary shall keep the minutes of the convention, the council, and of the meetings of the board of directors; shall notify the officers and directors of their election; may sign with the president or a co-president contracts and other instruments when authorized by the board; and shall perform other duties as designated by the president or co-presidents or board.

Section 5, Treasurer. The treasurer or delegated assistant shall collect and receive all moneys due; shall be the custodian of these moneys, shall deposit them in a bank or banks designated by the board of directors, and shall disburse the same in accordance with the budget or upon the order of the board of directors. The treasurer may sign with the president or a co-president contracts and other instruments when authorized by the board. The treasurer shall present statements to the board and its regular meetings, and an annual report to the convention or council. The books of the treasurer shall be reviewed annually within ninety (90) days after the fiscal year ends.

ARTICLE V, BOARD OF DIRECTORS

Section 1, Composition. The board of directors shall consist of the officers, nine (9) elected directors and not more than nine (9) appointed directors. Directors elected by the convention shall serve for a term of two years until the conclusion of the next regular biennial convention or until their successors have been elected. The board shall appoint such additional directors not exceeding nine (9) as they deem necessary to carry on the work of the League. The terms of office of the appointed directors shall expire with the terms of office of the elected directors.

Section 2, Qualifications. No person shall be elected or appointed or continue to serve as an officer or director unless this person is a voting member of the LWVUS, enrolled in a local League or enrolled as a member-at-large of the LWVMD.

Section 3, Vacancies. Any vacancy in the board of directors may be filled, until the next convention, by a majority vote of the board. Unexcused absence of any board member from three (3) consecutive meetings shall be deemed resignation from the board. Thereupon, the board shall be authorized to fill the vacancy. The board of directors shall have the power to remove any director or officer with due process and such action shall be conclusive.

Section 4, Powers and Duties. The board of directors shall have charge of the property and business of the organization with the power and authority to manage and conduct the same, subject to the instructions of the convention. The board shall create and designate committees as it may deem necessary. The board shall plan and direct work necessary to carry out the Program, as defined in Article X. It shall accept responsibility delegated to it by the LWVUS board (a) for the organization and development of local Leagues, (b) for carrying out Program, (c) for promoting fundraising in the local Leagues to further the work of the state and national Leagues as a whole, and (d) for transmission of funds toward the support of adequate state and national budgets.

Section 5, Regular meetings. There shall be at least six (6) regular meetings of the board of directors annually. The president or co-president shall notify each member of the board of directors of all regular meetings, giving the time, place or manner of the meeting. Action taken at any regular board meeting attended by a majority of the board members shall not be invalidated because of the failure of any board member(s) to receive any notice that has been properly sent or because of any irregularity in any notice if the notice was actually received by the board member(s).

Section 6, Executive committee. The executive committee, consisting of the officers of the board, shall exercise such power and authority as may be delegated to it by the LWVMD board and shall report to the LWVMD board on all actions taken by it between regular meetings of the board. the executive director shall be an ex-officio (non-voting) member of the executive committee.

Section 7, Special meetings. The president or co-president may call special meetings of the board of directors, and shall call a special meeting upon the written request of five (5) board members. Board members, except during convention, shall be notified of the time, place or manner of special meetings. During a convention the president or co-president may call a special meeting of the board. A special meeting during convention shall also be called upon request by five (5) board members.

Section 8. Virtual or Conference Telephone Call Meetings. Board members may participate in meetings by means of virtual meeting software, conference telephone calls or similar communication 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. Such meetings shall follow the prescriptions of in-person board meetings. Notification of all meetings must be in a timely manner.

Section 9. Email Meetings. Board meetings may be held by email to deal with specific matters which arise between in-person or virtual board meetings. For an email meeting to occur the president must send an agenda to all board members with no more than three (3) items to be commented on or voted upon and a deadline for closing the email meeting. Participants can vote at any time during the period that the vote is open but before the deadline. If a quorum of members responds within the time period designated, the meeting is valid.

Section 10. Quorum. A majority of the current board members shall constitute a quorum.

ARTICLE VI, RECOGNITION OF LOCAL LEAGUES AND MEMBER-AT-LARGE UNITS

Section 1, Obtaining recognition.

The LWVMD board may organize a group of members in a community where no local League exists and assist it in fulfilling LWVMD requirements for recognition as a member-at-large (MAL) unit. When the group fulfills those requirements, the LWVMD board shall recognize the group as a MAL unit. Its monies are handled by the treasurer of the LWVMD. When a MAL unit fulfills the LWVUS requirements to

become a local League and the MAL unit fulfills the LWVMD requirements for recommendation by the LWVMD to LWVUS to become a local League, the LWVMD board shall recommend to the LWVUS that it recognize the MAL unit as a local League.

Section 2, Withdrawing recognition.

- a. **Local League of Women Voters.** In the event a local League repeatedly fails to fulfill LWVUS or LWVMD requirements, the LWVMD board shall call a meeting of the membership of the local League in question. The letter of notification of the meeting to the local League's membership shall be in conformance with LWVUS requirements and shall relate to the members that the meeting is called for their discussion and vote on disbandment of their local League. If that membership votes for disbandment, the LWVMD shall prepare documents in conformity with LWVUS procedure. When disbandment is accepted by LWVUS, the membership will become members-at-large of the LWVMD, and shall be serviced by the LWVMD. All funds held by such local League shall become the property of the LWVMD.
- b. **Member-at-Large Unit.** When a Member-at-Large (MAL) Unit fails to fulfill its requirements, LWVMD may call a meeting of its membership to discuss disbandment. If the members vote for disbandment, the members will be serviced by the LWVMD.

ARTICLE VII, CONVENTION

Section 1, Place, date and call. A convention of the LWVMD shall be held in odd-numbered years at a time, place and manner to be determined by the board of directors. The president or co-president shall send a first call for the convention to the presidents or co-presidents of local Leagues and inter-League organizations not less than four (4) months before the opening date of the convention. Thereafter the board of directors may advance or postpone the opening date of the convention up to two (2) weeks. A final call for the convention shall be sent to the presidents or co-presidents of local Leagues, MAL units, members-at-large, and inter-League organizations at least two (2) months before convention.

Section 2, Composition. The convention shall consist of the delegates chosen by the boards of directors of the local Leagues, MAL units, and Inter-League organizations in the number provided in Section 4 of this Article; the presidents or co-presidents of the local League and MAL units (or alternates); and the LWVMD board members.

Section 3, Qualifications of delegates and voting. Each delegate shall be a voting member enrolled in a recognized local League, MAL unit, or inter-League organization. Each delegate shall be entitled to one vote only at the 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.

Section 4, Representation. Every local League and MAL unit shall be entitled to at

least three delegates including the president or co-presidents. Local Leagues or MAL units having more than fifty (50) voting members shall be entitled to one additional delegate for each additional fifty (50) members, or major fraction thereof, belonging to said local League on January 31st of the current year. The record in the state office of paid voting members as of January 31st of the current year shall determine the official membership count for this purpose. No League may be allocated more than one-third of the total possible delegates accredited to the convention. Any inter-League organization that includes local Leagues in Maryland shall be entitled to one delegate.

Section 5, Powers. The convention shall consider and authorize for action a Program as defined in Article X, shall elect officers and directors and the chair and two (2) members of the nominating committee, shall adopt a budget for the ensuing year, and shall transact such other business as may properly come before it.

Section 6, Quorum. Twenty five (25) delegates other than the board of directors shall constitute a quorum for the transaction of convention business, provided that there is representation from a majority of local Leagues.

ARTICLE VIII, COUNCIL

Section 1, Place, date and call. A meeting of the council shall be held in even-numbered years, approximately twelve months after the preceding convention, at a time, place or manner determined by the board of directors. A formal call shall be sent to the presidents or co-presidents of the local Leagues, MAL units, and inter-League organizations at least sixty (60) days before a council meeting.

Section 2, Composition. The voting delegates to council shall be composed of the LWVMD board and two (2) representatives from each local League, each MAL unit and inter-League organization.

Section 3, Powers. The council shall give guidance to the board on Program as defined in Article X, methods of operation, and proposed budget as submitted by the board of directors. The council shall be authorized to change the Program only in the event of an emergency or altered condition, provided that notice of proposed modifications of the Program shall have been sent to the presidents or co-presidents of the local Leagues, MAL units, and inter-League organizations at least one (1) month in advance of the meeting of the council, and provided also that a two-thirds vote of the members of the council present and voting shall be required to adopt a modification. The council shall adopt a budget for the ensuing year and shall transact other business as presented by the board.

Section 4, Quorum. Twelve (12) delegates other than the board of directors shall constitute a quorum for the transaction of business at council provided that there is representation from at least a majority of the local Leagues.

Section 5, Special Councils and meetings. The president or a co-president may call a special council meeting in the event of emergency, or shall call a special meeting at the request of six (6) local League or MAL unit presidents or six (6)

LWVMD board members.

ARTICLE IX, NOMINATIONS AND ELECTIONS

Section 1, Nominating committee. The nominating committee shall consist of five (5) members. The chairman and two (2) members – none from the board of directors – shall be nominated by the current nominating committee and elected by the convention. The other two (2) members shall be elected by the board of directors from its membership after the convention. Vacancies in the nominating committee shall be appointed by the board of directors. The executive director shall serve in an ex officio (non-voting) capacity on the nominating committee.

Section 2, Suggestions for nominations. The nominating committee shall request, through each local League and MAL unit, suggestions for nominations for positions to be filled.

Section 3, Report of the nominating committee and nomination from the floor. The report of the nominating committee for officers, directors and the chairman and two (2) members of the succeeding nominating committee shall be sent to the local Leagues and MAL units at least one (1) month before the date of convention. Immediately following the presentation of the report to the delegates assembled at Convention, nominations may be made from the floor by any delegate to the convention provided that the consent of the nominee shall have been obtained.

Section 4, Election. The election shall be by anonymous ballot. If there is only one (1) nominee for an office, it shall be by voice vote. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE X, PRINCIPLES AND PROGRAM

Section 1, Principles. The Principles are concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state and local Program.

Section 2, Program. The Program of the LWVMD shall consist of:

- a. Action to implement the principles and positions, and
- b. Those state governmental issues chosen by the Convention for concerted study and action.

Section 3, Convention Action. The convention shall act upon the proposed Program, using the following procedures:

- a. Local League and MAL unit boards may make recommendations for state Program to the board of directors at least two (2) months before convention.
- b. The board of directors shall consider the recommendations and formulate a proposed Program, which shall be submitted to the local Leagues, MAL units and members-at-large at least one (1) month before convention.

- c. A majority vote of delegates shall be required for the adoption of Program proposed by the board of directors.
- d. Any recommendations for the Program submitted to the board of directors at least two (2) months before the Convention, but not proposed by the board, may be adopted by the convention provided consideration is ordered by a majority vote and on a following day the proposal for adoption receives a three- fifths vote.

Section 4, Council action. The Council may change the Program, as provided in Article VIII.

Section 5, Local League and MAL unit action. Local Leagues and MAL units may take action on state governmental issues only when authorized to do so by the board of directors of the LWVMD. Local Leagues and MAL units may act only in conformity with, not contrary to, the Positions taken by the LWVMD and/or LWVUS.

Section 6, Member action. Members may act in the name of the LWVMD only when authorized to do so by the LWVMD board.

ARTICLE XI, FINANCIAL ADMINISTRATION

Section 1, Fiscal year. The fiscal year of the LWVMD shall be from July 1 through June 30.

Section 2, Financial support. Financial responsibility for the work of the LWVMD shall be assumed annually by the local Leagues, MAL units and members-at-large.

- a. Each local League shall make a per-member payment to the LWVMD in accordance with the adopted budget.
- b. Local Leagues that provide a reduced rate for family members living in the same household shall make a payment for each subsequent family member as determined by the convention or council.
- c. Members-at-large shall pay annual dues to the LWVMD in an amount set by the state board of directors. Any Member-at-large who fails to pay her or his dues within three (3) months after they come due may be dropped from the membership rolls.
- d. The board may establish different per-member payment and member-at-large dues requirements for student members.

Section 3, Budget. A budget for the fiscal year shall be submitted by the board to the convention or council for adoption. The budget shall provide for the support of the state League. The proposed budget shall be sent to each local League, MAL unit, and inter-League organization at least one (1) month in advance of the convention or council.

Section 4, Budget committee. A budget committee shall be appointed by the board of directors at least five (5) months in advance of the convention or council. This committee shall submit a budget to the board for review before submission to the convention or council. The treasurer shall not be eligible to serve as chair of the

budget committee but shall be an *ex-officio* (non-voting) member.

Section 5, Distribution of funds on dissolution. In the event of a dissolution for any cause of the LWVMD, all moneys and securities which may at the time be owned by or under the absolute control of the LWVMD shall be paid to the LWVUS Education Fund, provided that LWVUS Education Fund is an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code at that time, and then only after the board of directors has paid or made provisions for the payment of all of the liabilities of the LWVMD. 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 LWVMD shall be disposed of by any officer or employee of the organization having possession of same to such person, organization or corporation as shall at the time qualify as exempt under section 501(c)(3) of the Internal Revenue Code, for such public, charitable, or education uses and purposes as may be designated by the board of directors of the LWVMD.

ARTICLE XII, NATIONAL CONVENTION AND COUNCIL

Section 1, LWVUS convention. The board of directors, at a meeting before the dates on which names of delegates must be sent to the national office, shall elect delegates to that convention in the number allowed the LWVMD under the provision of the bylaws of the LWVUS.

Section 2, LWVUS council. One (1) month before the meeting of the council of the LWVUS, the board of directors shall elect delegates to the council in the number allowed the LWVMD under the provisions of the bylaws of the LWVUS.

ARTICLE XIII, PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Newly 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, OFFICER INDEMNIFICATION

The LWVMD shall indemnify and hold harmless its officers and directors to the fullest extent of the law as provided in the Maryland Code of Corporations and Associations as amended from time to time. Indemnification shall extend to all judgments, penalties, fines, settlements, and reasonable expenses actually incurred by any director or officer if that director or officer was, is or is threatened with suit in his capacity as a director or officer. No director or officer shall be entitled to indemnification if the Director or Officer received an improper personal benefit from his or her action for which he or she seeks indemnification.

ARTICLE XV, AMENDMENTS

Amendments to these bylaws may be proposed by the LWVMD board or by any local League board or MAL unit, provided such proposed changes shall be submitted to the

LWVMD board at least two (2) months before a convention. All such proposed amendments shall be sent by the LWVMD board, to all local Leagues, MAL units and MALs at least one (1) month before a convention, together with the recommendations of the LWVMD board of directors. The presidents or co-presidents of all local Leagues and MAL units shall make the proposed amendments available to their members. Amendments to these bylaws shall be adopted by a two-thirds vote at the convention and shall be effective at the conclusion of the convention unless otherwise stated.