

# BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF NEW JERSEY, INC.

Incorporated April 19, 1924

(Marked up based on proposed bylaws amendments to be voted on at the June 10, 2023 Convention)

## LEGEND

- Proposed added language is in **bold**.
- Proposed deleted language is in [brackets] and ~~struck through~~.

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## ARTICLE I

Name

Section 1 – Name and Principal Office. The name of this corporation shall be the League of Women Voters of New Jersey, Inc. (“LWVNJ”) with offices at 204 West State Street, Trenton, New Jersey 08608. LWVNJ is an integral part of the League of Women Voters of the United States (“LWVUS”).

## ARTICLE II

Purposes and Policy

Section 1 - Purposes. The purposes of LWVNJ are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2 – Policies.

- Political Policy. LWVNJ shall not support or oppose any political party or any candidate.
- Diversity, Equity & Inclusion Policy. LWVNJ is fully committed to ensure compliance - in principle and in practice - with the Diversity, Equity, and Inclusion Policy of the League of Women Voters of the United States.
- LWVNJ may take action on state governmental measures and policies in the public interest in conformity with the principles of the League of Women Voters of the United States.

## ARTICLE III

Membership

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

Section 2 - Types of Membership.

- a. ~~[Voting members are those p]Persons at least sixteen (16) years of age who join the League of Women Voters and live in New Jersey]~~ **LWVNJ shall be voting members of local League(s), LWVNJ, and LWVUS. [They]Voting members of LWVNJ may be: (1) enrolled in recognized local Leagues; (2) members at large (“MALs”) who reside outside the area of, or are not enrolled in, any recognized local League (“unaffiliated MALs”); or (3) life members[–Life members are those residing in the state] who have been members of [the League of Women Voters of the United States]LWVUS for fifty (50) years or more. [The board of directors (“Board”) shall establish procedures for participation in LWVNJ councils and consensus meetings by MALs who are not enrolled in a local League. All voting members may serve on the Board or on program committees.]**
- b. Associate members are all other members.

**ARTICLE IV**

Recognition of Local Leagues and Inter-League Organizations (“ILOs”)

Section 1 - Local Leagues and ILOs. Local Leagues and ILOs are those Leagues and ILOs that have been recognized by the League of Women Voters of the United States.

Section 2 - Recognition of Local Leagues. When there is, in any community in the state, a group of members of the League of Women Voters of the United States which meets the recognition standards for local Leagues as adopted at the national convention, the Board of LWVNJ shall recommend to the national board that recognition be granted. There are two sets of recognition standards for local Leagues, those relating to local Leagues that manage their own finances and membership, and a second set for state-administered local Leagues (“SALLs”).

Section 3 - Recognition of ILOs. When a majority of the members of a majority of the local Leagues in a county form an ILO to promote the purposes of the League, to adopt program, and to work on matters of common concern, the Board of LWVNJ shall recommend to the board of directors of the League of Women Voters of the United States that recognition be granted.

Section 4 - Local Leagues.

- a. When a group in a community in which no local League exists wishes to form a League of Women Voters, they may be organized by LWVNJ into a local League which may or may not be state-administered.
  1. If the local League is not state-administered, it must comply with the standards for local Leagues set out in the current edition of the appropriate LWVUS publication, including having its own bylaws, non-profit status, and handling its own financial affairs.
  2. If the local League is state-administered, it must meet the criteria for LWVUS recognition of new Local Leagues, originally approved in April 2017, as such criteria may have been amended from time to time. In addition, it must have a minimum membership of 10 LWVNJ members. It must encourage a diverse membership. It must establish democratic procedures for running meetings and making decisions, including but not limited to at least one business meeting for the election of its leadership team at least every two years. Such a meeting must include: a procedure for nominations before the meeting and made known to the members in advance of the meeting; a procedure for nominations from the floor of the meeting; and a procedure for a secret ballot, if such a ballot is requested. *See* Article XIV for additional information.
- b. When a local League has taken steps to disband but meets all of the standards for recognition as a SALL, the Board may recognize that League as a SALL.

Section 5 - Withdrawal of Recognition. In the event of recurring failure of a local League or ILO to meet recognition standards, the Board shall recommend that the board of directors of the League of Women Voters of the United States withdraw recognition from the local League or ILO. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVNJ, and all funds held by an ILO from which recognition has been withdrawn shall be prorated among the member Leagues.

## **ARTICLE V**

### **Board of Directors**

Section 1 - Number, Manner of Selection and Term of Office. The Board shall consist of the officers of LWVNJ and up to fifteen directors. The members at convention shall elect all of the officers and at least ten directors. The elected directors shall serve until the conclusion of the next regular biennial convention or until their successors have been chosen. The officers and elected directors shall appoint such additional directors, not exceeding five (5), as they deem necessary to carry on the work of LWVNJ. The term of office of the appointed directors shall be two years and expire concurrently with the term of office of the elected directors.

Section 2 - Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of LWVNJ unless that person is a voting member of LWVNJ.

Section 3 - Term Limits. All Board members, including officers other than the president and the treasurer, shall serve two-year terms but are eligible for re-election for up to a total of three consecutive terms in any combination of positions. An initial appointment as an officer or director to fill an unexpired term shall not count toward the three consecutive terms limit. Board members shall serve staggered terms so that, every two years, the new Board members shall equal as close to-third of the board as possible. The Board shall have the power to determine the number of additional terms then-present Board members and officers may serve after this amendment goes into effect at the close of the 2021 Convention. After one year of absence, a former Board member or officer may be reelected or reappointed to the board.

Section 4 - Vacancies. The president shall designate a vice president to serve in the absence of the president. In the event of the resignation, removal, disability, or death of the president, the Board shall elect by majority vote one of the vice presidents to fill the vacancy. If no vice president is able to serve, the Board shall elect by majority vote another of its members to serve as president. Any vacancy, other than in the presidency, occurring in the Board may be filled by majority vote of the remaining members of the Board.

Section 5 - Powers and Duties. The Board shall have full charge of the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the convention. The Board shall plan and direct the work necessary to carry out the program on state government matters as adopted by the convention. It shall accept responsibility delegated to it by the board of directors of the League of Women Voters of the United States.

Section 6 - Regular Meetings. The Board shall meet at least quarterly. Notice of the time and place shall be provided to all members of the Board not less than [~~one week~~]**seven (7) days** before the date of the meeting.

Section 7 - Special Meetings. The president may call special meetings of the Board, and shall call a special meeting upon the written request of five members of the Board. Members of the Board shall be notified of the time and place of special meetings at least three days prior to such meeting, provided, however that during a convention or council the president may, or upon request of five members of the Board shall, call a special meeting of the Board by notifying the members of the Board of the time and place of said meeting.

Section 8 - Quorum. A majority of the members of the Board shall constitute a quorum and a majority of the members in attendance at any Board meeting shall, in the presence of a quorum, decide its action.

Section 9 - Attendance and Removal from Office. In the event that a member of the Board is absent from three consecutive Board meetings without a valid excuse, [~~s/he~~]**such member** may be removed from office by a majority vote at a Board meeting. A Board member may be removed from office with or without cause by a two-thirds vote at a Board meeting. A vote for removal may not be taken unless notice has been given to the person whose removal is sought, and to the Board in the agenda of the meeting, at least [~~one~~ **seven (7) days**] prior to the meeting.

Section 10 - Electronic and Phone Meetings. Board members may participate in Board meetings by conference call or any other electronic method of communication, provided all persons participating in the meeting are able to hear each other, or that the technology used for the electronic meetings shall allow the members continuous full access to and full participation in all meeting transactions throughout the specified time of the meeting.

**Section 11 - Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, provided, all the members of the Board consent in writing to such action, setting forth the action so taken. Such consent may be electronic. The written consents of all Board members shall be filed with the minutes of the proceedings of the Board.**

## ARTICLE VI

### Officers

Section 1 - Enumeration and Election of Officers. The officers of LWVNJ shall be a president, two vice presidents, a secretary and a treasurer. Co-officers are permissible and references herein to any officers shall include the possibility of co-officers. They shall be elected by the convention and shall hold office until the conclusion of the next regular biennial convention or until their successors have been elected. The president shall be eligible for election for up to three consecutive terms as president, without regard to their previous service as a director.

Section 2 - The President. The president shall preside at all meetings of the organization and of the Board except as provided in Section 3 of Article V. 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 may nominate the chairs and members of other committees established by the Board, subject to Board approval. The president shall give active direction to LWVNJ and be responsible for overall supervision and management of LWVNJ, and perform such other duties as may be designated by the Board.

Section 3 – The Vice Presidents. The first vice-president shall be in charge of state program. The second vice-president shall serve as field service coordinator between the state League and the local leagues. The vice presidents shall perform such other duties as the president and the Board may designate.

Section 4 - The Secretary. The secretary or a duly appointed assistant shall keep the minutes of the conventions and councils of LWVNJ and of the meetings of the Board. The secretary may have other responsibilities as decided by the officers of LWVNJ. The secretary, president, or treasurer shall sign all contracts and instruments when so authorized by the Board.

Section 5 - The Treasurer. The treasurer shall serve as chief financial officer of LWVNJ and shall be an ex-officio member of the budget committee. There shall be no limit on the number of terms the Treasurer may serve.

## ARTICLE VII Committees

Section 1 - Member-Elected Committees. The Budget Committee chair and the chair and two members of the Nominating Committee shall be elected by LWVNJ members in convention. None of these shall be members of the Board. Nominations for these offices shall be made by the current Nominating Committee. Further nominations may be made from the floor of the convention.

Section 2 - Nominating Committee. The Nominating Committee shall consist of five members, two of whom shall be members of the Board. **The LWVNJ Executive Director shall serve as an *ex officio*, non-voting member of the Nominating Committee.** The Board members to serve on the committee shall be appointed by the Board immediately after the convention. The president of the LWVNJ shall send the name and address of the chair of the Nominating Committee to local League and ILO presidents and leaders. It shall be the duty of the chair of the Nominating Committee to request through the president or leaders of each local League suggestions for nominations for offices to be filled. The committee shall serve until the conclusion of the next regular convention.

Section 3 - Budget Committee. The Budget Committee chair shall serve until the conclusion of the next regular biennial convention. The biennial budget shall be prepared by a committee of both Board and non-Board members including the Treasurer, and approved by the Board before submission to convention. The committee shall be appointed for that purpose within ~~[six months]~~ **one hundred eighty (180) days** after the convention. The committee shall serve until the conclusion of the next regular convention; it will review the budget and suggest revisions as needed in the non-convention year.

Section 4 - Executive Committee. The Board may create an Executive Committee of the officers, including the president as its chair, which shall have the power to act for the Board on urgent matters between meetings, subject to ratification of its actions at a subsequent meeting.

Section 5 - Program Committees. The Board may create Program Committees to implement governmental issues for which LWVNJ has positions. The Board shall review and approve: the appointments of all Program Committee chairs, whether self-nominated or nominated by an existing Program Committee; and all Program Committees' recommendations for action on specific legislation, regulations or public policy areas. Any LWVNJ member may serve on a Program Committee.

Section 6 - New Study, Review or Update Committees. The Board may create new study, review or update committees to study new program items or to review or update existing program items as chosen by convention or council. The Board shall review and approve: the outline of study, the committee chair, the study and consensus timetable, plans and speakers for workshops, the type of publications (quantity and cost if a book), the consensus questions and member agreement form, and the results of the member agreement and position statement. Any LWVNJ member may serve on a new study, review or update committee.

Section 7 - Other Board-Appointed Committees. The Board may, by resolution, create other committees having such powers as are permitted by these bylaws, by Title 15A of the New Jersey Statutes or its current equivalent, and as are specified in the resolution establishing the committee. Each such committee shall consist of not less than three members, at least two of whom shall be members of the Board, and may include voting members of LWVNJ.

Section 8 - Nondelegable Powers; Rules of Committees. No committee of the Board shall be empowered to act in lieu of the entire Board in respect to the removal of officers or directors, the filling of vacancies on the Board or committees, authorization of merger or dissolution of LWVNJ, or with respect to amendment of the articles of incorporation or the bylaws of LWVNJ. Each committee of the Board shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request or as required by law. All committees except the Nominating, Budget and Executive Committees shall perform an advisory function to the Board. No committee chair other than the chair of the Nominating Committee shall serve more than three consecutive two-year terms.

Section 9 - Termination of Committees, Terms, Removal of Committee Chairs, Filling of Vacancies, and Notice. All committees other than member-appointed committees may be terminated by the Board. The terms of all committee members will end at the end of each biennial Convention after their appointment, subject to reappointment. Any Board-appointed or Board-approved Committee chair may be removed from office with or without cause by a two-thirds vote at a Board meeting. A vote for removal may not be taken unless notice has been given to the person whose removal is sought and to the Board in the agenda of the meeting at least [~~one week~~]**seven (7) days** prior to the meeting. Any replacement for a Board-appointed or Board-approved Committee chair may be filled by a majority vote of the Board. All committees will give notice of each committee meeting at least [~~one week~~]**seven (7) days** before the meeting.

## **ARTICLE VIII**

### Financial Administration

Section 1 - Fiscal Year. The fiscal year of LWVNJ shall commence on the first day of July of each year.

Section 2 - Financial Support. Financial responsibility for the work of the LWVNJ shall be assumed annually as follows:

- a. Local Leagues that are locally-administered shall pay a per member payment.
  1. When two or more members reside at a common address in the same household the local League shall make a full per member payment for the first member and a payment equal to one-half the per member payment for each other member.
  2. Local Leagues shall pay half the per-member payment for each student member.
- b. MALs and members of SALLs shall pay annual dues to LWVNJ as determined by the Board.
- c. Life members do not pay annual dues.

Section 3 - Budget. The Board shall submit to the convention for adoption a proposed budget for the next two **(2)** fiscal years. The budget shall propose the amount of per member payment to be made by the local Leagues. A copy of the proposed budget shall be sent to each local League and ILO president or leaders at least [~~six weeks~~]**forty-five (45) days** in advance of the convention. The Board shall be authorized to make appropriate modifications to the budget in the second year of the biennium. If a new PMP level should be deemed necessary in a non-convention year, a meeting of **the** council must be called to authorize the change. If there is to be a proposed increase in per member payment, local Leagues shall be notified of the amount of the increase at least [~~six weeks~~]**forty-five (45) days** in advance of convention or the council meeting.

Section 4 - Distribution of Funds on Dissolution. In the event of a dissolution for any cause of LWVNJ, all monies and securities which may at the time be owned by or under the absolute control of LWVNJ shall be paid 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 LWVNJ 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 LWVNJ.

Section 5 - Audit. The books shall be reviewed annually by a certified public accountant and formally audited by a certified public accountant at least every other year. The audit shall include both years of the biennium.

Section 6 - Inurement. No part of the net earnings of LWVNJ shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that LWVNJ shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, above.

## ARTICLE IX Convention

Section 1 - Place, Date, Call, and Notification. A convention of LWVNJ shall be held biennially. The time and place of the convention shall be determined by the Board. The president shall send a first call for convention to each local League and ILO president or leaders and make this information available to all members not less than ~~[three months]~~ **ninety (90) days** prior to the opening date of the convention fixed in said call. Thereafter the Board may advance or postpone the opening date of the convention not more than ~~[two weeks]~~ **fourteen (14) days** from the date fixed in the first call. The president shall send a final call for the convention to each local League or ILO president or leaders at least thirty **(30)** days before ~~the~~ convention and make this information available to all members.

Section 2 - Composition. The convention shall consist of the delegates chosen by the members of the local Leagues, as provided in Section 4 of this article, the president or a designated leader of each local League or ILO or their duly authorized representatives, unaffiliated MALs, and the members of the Board of LWVNJ.

Section 3 - Qualifications of Delegates and Voting. Each delegate shall be a voting member of LWVNJ and thus have paid ~~[his or her]~~ **their** dues up to date to the local League or LWVNJ, as appropriate. Each delegate from a locally-administered local League shall be entitled to vote only if that League has met its per member payment responsibilities. The board may make an exception in the case of proven hardship. Each delegate shall be entitled to one **(1)** vote only at the convention even though the delegate may be attending in two **(2)** 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. In addition to the president or leader or a duly authorized representative, each recognized local League shall be entitled to one delegate for any number of voting members up to the first 25 voting members. When the number of voting members reaches 26, an additional delegate shall be authorized (thus two, in addition to the president, leader or authorized representative, for a total of 3 delegates at 26 members) and one more delegate for every 25 additional voting members above that number belonging to said local League (thus 4 with 51 members, 5 with 76 members, and so on). The member count on January 31 of the convention year shall be used for these calculations. The record in the state office of paid up voting members shall determine the official membership count for this purpose. Local Leagues must have per member payments paid in full through the quarter preceding convention or council to guarantee representation. ILOs are entitled to one representative (their president or duly authorized representative) regardless of their number of members. There may be one unaffiliated MAL delegate for each 25 unaffiliated MALs in the member count, chosen on a first-come/first registered basis.

Section 5 - Authorization for Action. The convention shall consider and authorize for action a program, shall elect officers and directors, shall adopt a budget for the next two fiscal years, and shall transact such other business as may be presented.

Section 6 - Quorum. A quorum shall consist of not less than twenty percent of the possible number of voting delegates (other than the Board), representing not less than twenty-five percent of the local Leagues, for the transaction of business at a state convention.

## **ARTICLE X**

### Nominations and Elections

Section 1 - Suggestions for Nominations. Suggestions for nominations by local Leagues or ILOs shall be sent by the head of such unit to the chair of the Nominating Committee at least [~~three months~~]**ninety (90) days** before the convention. Any member may send suggestions to the chair of the Nominating Committee.

Section 2 - Report of the Nominating Committee and Nominations from Floor. The report of the Nominating Committee of its nominations for officers, directors, budget chair, and the chair and two **(2)** members of the succeeding Nominating Committee shall be sent to local Leagues and ILOs [~~one month~~]**thirty (30) days** before the date of the convention. The report of the Nominating Committee shall be presented to the convention on the first day of the convention. Immediately following the presentation of this report, nominations may be made from the floor by any member of the convention, provided,~~ing~~ the consent of the nominee shall have been obtained in advance.

Section 3 - Elections. The election shall be in the charge of an Election Committee appointed by the president on the first day of the convention. The election shall be by ballot except that, if there is but one nominee for each office, it shall be by voice vote. A majority of those present and voting shall constitute an election.

## **ARTICLE XI**

### Principles and Program

Section 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.

Section 2 – Program. The program of LWVNJ shall consist of (a) League principles and positions (b) actions to implement those principles and positions, and (c) procedures such as studies and updates, by which new or revised positions are developed. Specifically:

- a. The LWVUS principles referenced in Section 1 of this article form the core of the League's program at all levels. Specific positions on state issues must be approved by concurrence or consensus and reaffirmed biannually at convention.
- b. Any action by the LWVNJ in support of, or opposition to, a governmental issue shall be based on one or more of the following, as they apply at the state level: the principles and positions of the LWVUS and the positions adopted by the LWVNJ.
- c. Procedures for studying an issue or updating existing positions are outlined below.

Section 3 - General Procedures. Changes to existing state League positions and addition of new state League positions can only take place after study or review at an appropriate level of League. There are three basic methods by which changes to program can be made:

- The convention is the normal method by which new studies, reviews and updates are authorized. The convention can also approve a new position by concurrence with a study done by another state League, and it can delete an existing position or part of one. For previously-approved program to be carried forward into the new League biennium, convention must reaffirm it. The process by which convention makes all these decisions is described below (*See* Section 4).
- Although the convention is the normal method for making program decisions, the Council can do so as well, under special circumstances (*See* Article XII).

**Section 4 - Procedure for [p]Program [a]Approval by [e]Convention.**

The convention shall select the governmental issues for concerted study and action, deletion of an existing position or part of one, or concurrence with a study done by another state League, using the following procedures:

- a. Local League boards and state program committees may make recommendations to the Board at least [~~three months~~]**ninety (90) days** prior to the convention.
- b. The Board shall consider the recommendations of local Leagues, state program committees, and the LWVNJ Board and formulate a proposed program which shall be submitted to the local Leagues and ILOs at least [~~two months~~]**sixty (60) days** prior to the convention.
- c. Any recommendation for the program submitted to the Board at least [~~three months~~]**ninety (90) days** prior to the convention, but not proposed by the Board, may be adopted by the convention, provided, consideration is ordered by a majority vote and the vote on adoption comes after a specified time has elapsed to permit proponents to hold caucuses and lobby to obtain support for their proposal. To be eligible for consideration as a non-recommended item, it must be proposed and/or seconded by members of at least three **(3)** different local Leagues, and at least two **(2)** individuals must have committed to serving on the committee, one **(1)** of whom agrees to be Chair. These individuals may be local League members, MALs, or Board members. The final vote may be on the same day as the vote for consideration.
- d. A majority vote of those present and voting shall be required for adoption of subjects in the proposed program, including a concurrence, and for deletion of an existing program item. Adoption of a non-recommended program subject requires a two-thirds vote of those present and voting.

**Section 5 – Editorial Changes to Position Statements and Explanatory Statements. The Board may approve, by a two-thirds vote, editorial changes to LWVNJ’s then current position statements and explanatory statements. Editorial changes are defined for this purpose as those that do not affect the underlying intent of such statements.**

Section [5]6 - Member Action. Members may act in the name of LWVNJ only when authorized to do so by the Board of LWVNJ.

Section [6]7 - Local League Action. Local Leagues may take action on state governmental matters only when authorized by the [b]Board of LWVNJ. Local Leagues may act only in conformity with, not contrary to, a position taken by LWVNJ.

**ARTICLE XII**  
Council

Section 1 - Nature and Purpose of Council. The term “council” shall refer to a statewide meeting of the LWVNJ, with specified representation from local Leagues, ILOs, and the Board, that is called between conventions to transact business requiring member input.

Section 2 - Place, Date, Call and Notification. The Council shall be called if the Board of LWVNJ wishes to change PMP other than at convention. The Board may also choose to call council into session to hold a Board election or to obtain member ratification and discussion of substantial changes in direction, program, or financing. The time and place of the meeting shall be determined by the Board. The president shall send a formal call to local Leagues and ILO presidents and leaders at least thirty days before a council meeting. A special council meeting may also be called by written request of 10 of the local League or ILO presidents or leaders.

Section 3 - Composition. The council shall consist of the delegates chosen by the members of the local Leagues, as provided in Section 4 of this article, the members of the Board of the LWVNJ, and presidents and leaders of ILOs or their duly authorized representatives.

Section 4 - Representation. In addition to the president, leader, or a duly authorized representative, each recognized local League shall be entitled to one delegate for each 100 voting members or major fraction (51 or more) thereof. **The board of directors (“Board”) shall establish procedures for participation in LWVNJ councils and consensus meetings by MALs who are not enrolled in a local League.**

Section 5 - Powers. The council shall give guidance to the Board on program, methods of work, and budget as submitted by the Board. The council is authorized to change the program only in the event of an emergency, provided that notice of proposed modifications of the program shall have been sent to the presidents or leaders of the local Leagues at least [~~two months~~]**sixty (60) days** in advance of the meeting of the council, and provided also that a two-thirds majority of the members of the council present and voting shall be required to adopt the modifications. Limitations on action by **the** council are similar to those for **the** convention. The council may adopt a budget for the current fiscal year and shall transact such other business as shall be presented by the Board.

Section 6 - Quorum. A quorum shall consist of not less than ten members (other than the Board), representing not less than ten local Leagues for the transaction of business at a council meeting.

Section 7 - Qualifications of Delegates and Voting. Each delegate shall be entitled to vote only if that League has met its per member payment responsibilities. The Board may make an exception in the case of proven hardship.

### **ARTICLE XIII** National Convention and Council

At a meeting before the date on which names of delegates must be sent to the national office, the Board shall elect delegates to the National Convention or Council in the number allowed LWVNJ under the provisions of the bylaws of the League of Women Voters of the United States.

### **ARTICLE XIV** Miscellaneous Provisions

Section 1 - Parliamentary Authority. The rules contained in the current edition of “Roberts Rules of Order Newly Revised” shall govern the LWVNJ in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Section 2 – Notice. Whenever under the provisions of these bylaws notice is required to be given to a director, officer, committee member, or member, such notice may be given by voice mail, electronic mail, other electronic methods, or hand delivery, and will be deemed given when received. Notice may also be given in writing by first class mail or overnight delivery service with postage prepaid to such person at ~~his or her~~ **their** address as it appears on the records of LWVNJ. Such notice shall be deemed to have been given when deposited in the mail or the delivery service.

Section 3 - Mandatory Indemnification. The LWVNJ shall to the maximum extent permitted under the New Jersey Nonprofit Corporation Law, as amended, indemnify and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that ~~he or she~~ **such person** is or was a director, officer, employee or agent of or volunteered services to the LWVNJ; or is or was serving at the request of the LWVNJ as a director, officer, employee, or member of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

In order for LWVNJ to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

**Section 4 – Deadlines. All references to “days” within these bylaws shall be calendar days unless otherwise specifically noted.**

## ARTICLE XV

### Amendments

Amendments to these bylaws may be proposed by any local League board, provided, such proposed changes shall be submitted to the Board at least ~~two months~~ **sixty (60) days** prior to a convention or council. Amendments to these bylaws may also be directly proposed by the Board without having been first suggested by a local League. All such proposed amendments shall be sent by the Board to the presidents or leaders of all local Leagues, and unaffiliated MALs, at least ~~six weeks~~ **forty-five (45) days** prior to a convention or council together with the recommendations of the Board. The presidents or leaders of all local Leagues shall notify the members of their respective Leagues of the proposed amendments. The failure of a local League president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws, which may be adopted by a two-thirds vote of those present and voting at any convention or council.

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### History

In May 2007:

The words "of citizens" were removed from article II.

The references to "paid life members" were removed from article III.

Both changes were mandated by LWVUS, which wanted to reference to citizens stricken, and which no longer has a "paid life" category.

In May 2009:

Article III.4: New Section on MALs added.

Article V.9: New Section on e-voting and such added.

Article VII.2: Paid life members removed, and bylaw setting fiscal year for MALs removed.

Article VII.7: Possibility of biennial audit added.

Quorum wording at both Council and Convention clarified.

Article X: Extensive changes to the definition of program, to allow the board to initiate a study, and to tighten requirements for a non-recommended item to be approved.

Article XI: Minor clarification of Council rules.

In May 2013, we extended the number of delegates from each local League (so the third delegate is added at 26, not 51) and gave MAL units the same numbers. We also changed the official member count date to Jan. 31, for consistency with LWVUS.

In May 2016, the Board appointed a Bylaws Committee to review the bylaws and bring them up to date. This revision was approved by Convention on April 29, 2017.

In May 2019, we made provisions for state-administered local Leagues (SALLs) and deleted references to MAL units, and increased the total size of the Board to 20, 5 officers and 15 directors.

In May 2021, we amended the policies to mirror the policies in the LWVUS bylaws. We set term limits for officers, board members and committee chairs. We added a provision for co-officers. Groups eligible to propose new studies were expanded to include state program committees and the state Board itself. We broadened the reasons for calling a Council in the year between state conventions.