

**Restated Bylaws of
League of Women Voters of Minneapolis, Inc.**

ARTICLE I

Name

Sec. 1 Name. The name of this organization shall be the League of Women Voters of Minneapolis, Inc., hereinafter referred to in these Bylaws as LWVMpls. This corporation is an integral part of the League of Women Voters of the United States, the League of Women Voters of Minnesota, and the Council of Metropolitan Area Leagues (CMAL).

ARTICLE II

Purpose and Policy

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

Sec. 2 Political Policy. The LWVMpls may take action on local governmental measures and policies in the public interest in conformity with the Principles of the League of Women Voters of the United States and within the limits imposed by the LWVMpls' status as an organization described in section 501(c)(3) of the Internal Revenue Code. The LWVMpls 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 political policy of the LWVMpls shall be eligible for membership.

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

- a. Voting members
 - 1. Voting members shall be at least sixteen (16) years of age who have annual dues paid or waived.
 - 2. Honorary members: those members who have attained 50 years as a member of the LWVUS. They shall pay no further dues and shall retain all voting privileges.
 - 3. Voting members of LWVMpls will also be voting members of LWVMN and LWVUS.
- b. Associate members. All others who join LWVMpls will be 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 the LWVMpls, and four (4) to thirteen (13) elected Directors to total no less than nine (9) and no more than eighteen (18) members. Four (4) to seven (7) Directors shall be elected by the general membership at the Annual Meeting for a term of two years. Directors shall also be elected to fill any vacancies in unexpired terms. No person shall be elected to the same office for more than three (3) consecutive terms. If the number of elected Directors are less than thirteen (13) the President, subject to approval of the Board, may appoint additional Directors as s/he deems necessary to carry on the work of the LWVMpls. The terms of office of the appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting. No appointed Director shall be appointed for the same office for more than six consecutive terms. All Directors shall have the same power, authority and privileges.

- a. Two or more persons may be elected to share one or more Board positions or Offices.
- b. The Board of Directors may approve the appointment of two or more members to share responsibilities on the Board of Directors. In this case those serving in the position shall each have one vote.

Sec. 2 Qualifications. No person shall be elected or appointed or shall continue to serve as an Officer or Director of this organization who is not a voting member of the LWVMpls.

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 may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. The Board may remove a Director or Officer "for cause", such as failure to meet duties, conduct unbecoming, and non-attendance.

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 it, 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, State, Metropolitan Area, and Annual Meetings. The Board shall create such special committees as it may deem necessary. The specific duties and policies of the Board shall be contained in the LWVMpls Policies and Procedures. The LWVMpls Policies and Procedures can be revised by a majority vote of the Board of Directors.

Sec. 5 Meetings. There shall be at least nine (9) regular meetings of the Board of Directors annually.

- a. Special Meetings. If action is needed on an issue before the next regularly scheduled meeting, the President may call a special meeting of the Board of Directors upon the written or electronic request of five members of the Board. Written or electronic notification specifying the time, place, and purpose of the meeting shall be mailed or transmitted to each Director at least five days preceding each meeting.

- b. Remote Participation. If a member of the Board cannot attend a meeting in person, the Board may permit such members to participate in the meeting by telephone or other electronic means. Any Board members participating in a meeting by telephone or other electronic means will be counted in determining whether a quorum is present for transacting business.
- c. Electronic votes may be taken following on-line discussion open to all board members, or discussion and vote may take place via teleconference of all available Board members. The Secretary will then take, announce, and record the vote. This shall be considered "written action" for legal purposes.

Sec. 6 Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Sec. 7 Executive Committee. The Board of Directors shall designate four of its members to act as an Executive Committee. This committee shall be a President, a President-Elect, a Secretary, and a Treasurer. If there is no President-Elect, the Board shall designate a Co-President or Past President to serve. This designation shall take place at the first Board meeting following the Annual Meeting. The Executive Committee so described shall transact business in the interim between Board meetings, and shall outline the duties of special committees created by the Board, provided that nothing shall be done contrary to the policy adopted at Annual Meeting or other meetings of the LWVMpls or to any action of the Board of Directors.

Sec. 8 Paid Staff. Paid staff may be hired by the Board and serves at the will of the Board; and may be tasked for day-to-day management of the financial, administrative and program operations of LWVMpls under the direction of the Board; and performs such other duties as the Board may prescribe. Paid staff shall be ex officio, non-voting members of the Board of Directors and all LWVMpls committees upon which they are invited to serve.

Sec. 9 Committees. Committees, standing or special, will be established by the Board of Directors as deemed necessary. Persons who are not members of LWVMpls and who can provide expertise needed by the committee may be appointed to any committee by the president or by a majority vote of the Board. The nonmember serving on a committee has the right to vote on the committee only.

Sec. 10 Conflict of Interest. The Conflict of Interest Policy shall be reviewed at the first meeting of the duly elected Board of Directors. Each Board Member shall submit a signed Disclosure of Interest Statement to declare either having none or disclosing any relationship, interest, or situation involving them or a family member that might result in, or appear to be, an actual or potential conflict of interest with the work of the LWVMpls.

Sec.11 LWVMpls Board of Directors. The Board of Directors of LWVMpls shall serve as the Board of Directors of the League of Women Voters of Minneapolis Advocacy Fund.

ARTICLE V**Officers**

Sec. 1 Enumeration and Election of Officers. The Officers of the LWVMpls shall be a President, President-Elect, and Past-President who shall each be elected for a term of one year and shall move in succession from President-Elect to President to Past-President, and a Secretary and a Treasurer each of whom shall be elected for terms of two years. All Officers shall be elected by the general membership at Annual Meeting and take office immediately. No Officer shall be elected to the same office for more than six consecutive years.

Sec. 2 President. The President shall preside at all Membership meetings of the organization, as provided in Article VII, and of the Board of Directors, except as s/he appoints someone else. The President shall be an ex-officio member of all committees except the Nominating Committee; shall assign to members of the Board insofar as practicable the oversight of portfolios designated by the Board as necessary to carry on the activities of the LWVMpls; shall appoint, with the approval of the Board, the chairs of special committees as created from time to time by the Board. The President shall have powers of supervision and management and perform such other duties as may be designated by the Board.

a. A Co-President, if there is one, shall in the event of absence, resignation, disability or death of the other Co-President possess all the powers and perform all the duties of the office of the President until such time as a formal election shall be held by the Board of Directors to either fill the vacancy or decide to have one President for the remainder of the term.

Sec. 3 President-Elect. The President-Elect shall succeed to the office of the President. In the event of the absence or disability of the President, the President-Elect shall perform her/his duties. If the office of the President should become vacant between elections, the President-Elect shall fill the vacancy and complete the unexpired term. The President-Elect shall then become the President for a full term after the completion of such unexpired term. In addition, the President-Elect shall have powers of supervision and management and perform such other duties as may be designated by the Board.

Sec. 4 Secretary. The Secretary shall keep minutes of all membership meetings of the LWVMpls and of all meetings of the Board of Directors and the Executive Committee, and will perform such other functions as may be incident to the office. The Secretary shall have a copy of these Bylaws and the Policies and Procedures available at all meetings and be knowledgeable of their contents. The Secretary will prepare and present to the Board such reports as the Board may request from time to time. If needed, the Secretary may sign, with the President (two signatures required) all contracts and other instruments when so authorized by the Board.

Sec. 5 Treasurer. The Treasurer oversees financial processes, performed by duly appointed staff representatives, for receipt, custodianship, deposit, and approved disbursement of funds. The President, the Treasurer, and one other person, designated by the Board of Directors, shall be authorized to make withdrawals from the accounts residing at the bank designated by the Board of Directors; two signatures required. The Treasurer shall present financial statements and status to the Board at its regular meetings and an annual report at the Annual Meeting. The Treasurer will prepare other reports and perform other duties as may be assigned by the Board.

ARTICLE VI

Financial Administration

Sec. 1 Fiscal Year and Membership Year. Both the fiscal year and membership year of the LWVMpls shall begin on July 1 and end on June 30 each year.

Sec. 2 Budget Committee. The Board of Directors shall appoint a Budget Committee to prepare a budget for the ensuing year. The Treasurer shall be a member of this committee however, s/he shall not be eligible to serve as chair of the Budget Committee.

Sec. 3 Financial Support. Financial support to LWVMpls through contributions, grants and dues, provides for the per member payment (PMP) assessments from LWVMN and LWVUS in addition to the budgeting needs of LWVMpls. The membership year is from July 1 to June 30. Dues categories shall be determined by the Board of Directors upon recommendation of the Membership Committee and approval by the Board.

Sec. 4 Budget. The budget shall include support for the work of the LWVMpls as a whole. The Budget Committee shall prepare the budget and submit it to the Board of Directors for approval. The proposed budget shall be sent to all members three weeks before the Annual Meeting. The Chair of the Budget Committee or their designate shall submit the budget to the Annual Meeting for approval by three-fifths of the voting members for adoption.

Sec. 5. The Distribution of Funds on Dissolution. In the event of the dissolution of the LWVMpls, all moneys, securities and property, real, personal or mixed, which the LWVMpls has acquired by gift, bequest or otherwise, as well as all unexpended income from said moneys or property, and any other funds that may be owned or under the control of the LWVMpls, shall be disposed of to such person, organization, or corporation for such public, charitable or educational uses and purposes as the board in its absolute discretion may designate.

ARTICLE VII

Membership Meetings

Sec. 1 All meetings of voting members may be held on a day and time as the Board shall determine. If the Board deems it necessary or prudent, the Board may determine that such meetings may be held solely by means of remote or electronic platforms.

Sec. 2 The Annual Meeting shall:

- a. Adopt a local program for the ensuing year as defined in Article IX, Section 2.
- b. Elect Officers and Directors, and the Chair and two members of the Nominating Committee;
- c. Adopt an adequate budget; and
- d. Transact such other business as may properly come before it.

Sec. 3 Special Membership Meetings. Special membership meetings may be called by the President or a majority of the Executive Committee. A written or electronic notice specifying the time, place, and purpose of the meeting shall be mailed or transmitted to each member entitled to vote at the meeting not less than five nor more than sixty days preceding the meeting.

Sec. 4 Quorum. Ten percent (10 %) of the total voting membership shall constitute a quorum at all membership meetings of the LWVMpls.

ARTICLE VIII

Nominations and Elections

Sec. 1 The duties of the Nominating Committee are to submit a slate of nominations for Officers, Directors and the succeeding Nominating Committee at the Annual Meeting.

- a. The Nominating Committee consists of five members, three (the chair and two members) of whom have been elected at the Annual Meeting and two of whom will be members of the Board of Directors. Nominations for the elected members will be made by the current Nominating Committee. Further nominations may be made from the floor of the Annual Meeting. The Board members of the committee will be appointed by the Board of Directors at the first Board meeting following the Annual Meeting. Vacancies occurring in the nominating committee will be filled by appointment by the Board of Directors.
- b. The name and contact information of the chair of the nominating committee will be sent to all members by electronic means so as to request from the members suggestions for nominations for offices to be filled.

Sec. 2 Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee shall be sent to all members at least three weeks before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee has been secured.

Sec. 3 Elections. The election shall be in the charge of an Annual Meeting Committee appointed by the President before the Annual Meeting. The election shall be by ballot or voice vote. When there is but one nominee for each office, the Secretary may be instructed to cast a unanimous ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX

Program

Sec. 1 Authorization. The Governmental Principles adopted by the National Convention, and supported by the League of Women Voters as a whole, constitute the authorization for the adoption of Program.

Sec. 2 Program. The Program of the LWVMpls shall consist of

- a. action to implement the principles and positions of the League and/or
- b. those local governmental issues for concentrated study and action.

Sec. 3 Procedures.

The Board of Directors shall consider, prior to the Annual Meeting, the recommendations sent in by the voting members and shall formulate a Proposed Program. The Proposed Program includes retaining for action the current League positions, with or without amendment, and/or may include recommending a new study. A new study must meet the criteria as listed in the LWVMpls Policies and Procedures. The Proposed Program shall be sent to all members at least three weeks before the Annual Meeting.

a. Voting shall be as follows:

1. Those Proposals that have been considered by the Board and recommended prior to the Annual Meeting, may be approved by a majority of members voting at the Annual Meeting.
2. Those Proposals that have not been recommended by the Board prior to the Annual meeting, shall require a three-fifths vote for approval.
3. Those Proposals that are presented without prior consideration by the Board from the floor at the Annual meeting shall require a three-fifths vote for approval.

b. Adjustments to Program:

1. Changes to the Program adopted at the Annual Meeting may be made by the Board of Directors after being presented at one board meeting, disseminated to the membership for comment, and approved by majority vote at a following board meeting.
2. The Board of Directors may in special circumstances initiate by majority vote a new study or update for members' consensus or concurrence in order to formulate a timely position on which to act, provided that such action is presented at one board meeting, disseminated to the membership for comment and approved by majority vote at a subsequent board meeting.
3. If the Board determines that a Position needs revision before the next Annual Meeting, the Board may vote to approve a new or revised Position. The membership will then be notified and provided with background information and will vote to accept or reject the Concurrence statement. A minimum of three weeks' notice is required between member notice and final vote, which may be electronic or written.
4. Quorum. A quorum for consensus /concurrence decisions shall be determined by a two-thirds affirmative vote of a minimum of ten percent of the current membership.

Sec. 4 Member Action. Members may act in the name of the LWVMpls only when authorized to do so by the Board of Directors.

Sec. 5 Local League Action. The LWVMpls may act only in conformity with, and not contrary to, the position taken by the League of Women Voters of the United States, the League of Women Voters of Minnesota, and the Council of Metropolitan Area Leagues.

ARTICLE X**Delegates**

Sec. 1 National Convention. The Board of Directors at a meeting before the date on which the names of the delegates must be sent to the national office shall select delegates to that Convention in the number allotted by the LWVMpls under provisions of the Bylaws of the LWVUS.

Sec. 2 State Convention. The Board of Directors at a meeting before the date on which the names of the delegates must be sent to the state office shall select delegates to the State Convention in the number allotted the LWVMpls under the provisions of the Bylaws of the LWVMN.

Sec. 3 State Council. The Board of Directors at a meeting before the date on which the names of the delegates must be sent to the state office shall select delegates to that Council in the number allotted the LWVMpls under the provisions of the Bylaws of the League of Women Voters of Minnesota.

Sec. 4 Metropolitan Area Convention. The voting delegates at the Council of Metropolitan Area Leagues (CMAL) Convention shall be the regularly designated delegates or alternates to that convention in the number allotted by the CMAL Board of Directors
Indemnification and Insurance

ARTICLE XI

Indemnification and Insurance

Sec. 1 Indemnification. The corporation shall indemnify its directors, officers, committee members, and employees against such expenses and liabilities, in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 2, as amended from time to time, or as required by other provisions of law; provided, however, that this corporation shall not indemnify any person with respect to any claim, issue or matter as to which that person is adjudged to be liable to this corporation.

Sec. 2 Advances. The corporation shall advance expenses in such manner, under such circumstances, and to such extent, as required or permitted by Minnesota Statutes, Section 317A.521, subd. 3, as amended from time to time; provided, however, that this corporation shall not advance expenses incurred in defense of a claim brought by or in the right of this corporation or expenses incurred in pursuing a claim against this corporation. The provisions of this Section are not intended to limit the ability of a person to receive advances as an insured under an insurance policy maintained by this corporation.

Sec. 3 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, or employee against any liability asserted against and incurred by that person in or arising from such capacity, whether or not this corporation would otherwise be required to indemnify the person against the liability.

ARTICLE XII

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 XIII

Amendments

Sec. 1 Amendments.

- a. These Bylaws may be amended by a two-thirds vote of the members present and voting at the Annual Meeting or at a Special Membership Meeting of the members called for that purpose at which a quorum is present.
- b. Amendments shall be proposed by the Board of Directors by resolution setting forth the proposed amendments and directing that they be submitted to the membership for adoption.
- c. Written or electronic notice of the Annual Meeting or of a Special Membership Meeting, stating the purpose and the proposed amendments, shall be sent to the members at least three weeks in advance.
- d. Amendments shall become effective at the close of the meeting at which they are adopted by the vote of the members, unless otherwise specified.

AMENDMENTS TO THE LWVMPLS, INC. BYLAWS

Restated Bylaws of League of Women Voters of Minneapolis, Inc. (formerly League of Women Voters of Minneapolis Education Fund) May 22, 2008

Amended: June 4, 2013, June 16, 2016 and _____, __2020.