

**BYLAWS OF THE
LEAGUE OF WOMEN VOTERS OF ST. PAUL EDUCATION FUND**

**ARTICLE I
NAME AND PURPOSE**

- Section 1: The name of this organization shall be the League of Women Voters of St. Paul Education Fund.
- Section 2: The League of Women Voters of St. Paul Education Fund is organized exclusively for charitable and educational purposes, more specifically to promote the informed and active participation of citizens in government.

**ARTICLE II
MEMBERSHIP**

- Section 1: Membership shall consist only of the members of the Board of directors.

**ARTICLE III
ANNUAL MEETING**

- Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 2: Special Meetings. Special meetings may be called by the President or the Executive Committee.
- Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail or email, not less than seven days before the meeting.

**ARTICLE IV
BOARD OF DIRECTORS**

- Section 1: Board Role, Size. The Board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the Organization Director and committees. The Board shall have up to fifteen and not fewer than seven members.
- Section 2: Compensation. The Board receives no compensation other than reasonable expenses. The Board may also authorize contracts or payments to Board members for provision of specific services, providing that the contract is fair and reasonable, there is full disclosure by the interested Board member to the full Board, and that a two-thirds majority of the entire

Board (excluding the interested Board member) voted in favor of the contract.

- Section 3: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place. Meetings may be held in person or by telephone conference call.
- Section 4: Presence at Meetings. Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this Section shall constitute presence at such a meeting.
- Section 5: Board elections. Election of directors will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.
- Section 6: Terms. All Board members shall serve two-year terms, but are eligible for re-election with no limit on the number of terms. All terms shall be staggered to the extent possible.
- Section 7: Quorum. A quorum must be attended by at least fifty percent of the Board members before business can be transacted or motions made or passed.
- Section 8: Notice. An official Board meeting requires that each Board member have notice by mail or email seven days in advance.
- Section 9: Waiver of Notice. Notwithstanding the above requirements, a director may waive in writing notice of the date, time and place of any meeting. Attendance at a meeting shall also constitute a waiver of notice, except where the director attends solely for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully called.
- Section 10: Officers and Duties. The Board will elect the officers from among its members at the first Board meeting after the annual meeting at which Board members were elected. There shall be four officers of the Board consisting of a President, President-elect, Secretary and Treasurer. The same person may hold two offices, except that the President of the Board may not hold another office.

The President shall provide leadership to the Board in carrying out the mission of the organization. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: President-elect, Secretary and Treasurer.

The President-elect will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

- Section 11: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary ten days in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.
- Section 12: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.
- Section 13: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. The Secretary shall send out notices of special meetings to each Board member by mail or email seven days in advance.
- Section 14: Action by the Board Without or in Supplement of Meeting. Any action or decision required or permitted to be taken at a regular or special meeting of the Board may be taken or made without convening a formal meeting, provided written notice setting forth the action or decision to be made is provided to all members at least one week before the action is taken, and provided that a majority of the Board so consent in writing to take action without a meeting. To be approved by written vote or telephone poll, an action or decision must be approved by a majority of the Board.
- Section 15: Action or Notice by Electronic Mail. Any action by the board that may be taken in writing or by telephone poll may also be taken by email. Notice that may be provided in writing may also be provided by email. The timeline for notice or action by email shall be the same as the timeline

required for action by mail. When notice is to be given or action is to be conducted by email, regular mail must be used for anyone who does not have access to email.

ARTICLE V COMMITTEES

- Section 1: The Board may create committees as needed. The President appoints all committee chairs.
- Section 2: The four officers serve as the members of the Executive committee. Except for the power to amend the Articles of Incorporation and Bylaws, the executive committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- Section 3: Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other Board members. The chair of the Finance Committee shall be appointed by the President. The Treasurer shall be a member of the Finance Committee, as shall be the chair of the Development Committee. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records and annual budget of the organization are public information and shall be made available to Board members and the public.
- Section 4: Fiscal Year. The fiscal year shall be from July 1 of each year through June 30 of the following year.
- Section 5: Financial Review of Books. An independent financial review of the Treasurer's books shall be done at the close of the fiscal year.

ARTICLE VI CHECKS AND DOCUMENT SIGNING

- Section 1: All Trust checks, drafts, endorsements, notes and evidences of indebtedness must be signed by the President or Treasurer or agent of the Trust selected by the Board. Endorsements for deposits must be made in the manner decided by the Board. The Board of Directors shall prescribe a procedure that adequately safeguards the payment of money from the League.

**ARTICLE VII
AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the League of Women Voters of St. Paul Education Fund on March 8, 2004.