

BYLAWS AND CERTIFICATE OF INCORPORATION LEAGUE OF WOMEN VOTERS OF PENNSYLVANIA

Certificate of Incorporation as Amended June 28, 1947

The undersigned, all of whom are citizens of Pennsylvania, having associated themselves together for the purpose hereinafter specified and desiring that they may be incorporated, and that letters patent may issue to them and their successors according to law, do hereby declare, set forth and certify:

1. The name of the proposed corporation is League of Women Voters of Pennsylvania.
2. Said corporation is formed for the purpose of promoting political responsibility through informed and active participation of citizens in government and does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.
3. The business of said corporation is to be transacted in the City and County of Philadelphia and other counties within the Commonwealth of Pennsylvania.
4. Said corporation is to exist perpetually.

WITNESS OUR HANDS AND SEALS this 18th day of October A.D. 1923

Filed: November 28, 1923 Recorded: Charter Book 231, p.3

Gertrude Gouveneur Smith; Martha G. Thomas Harrisburg, Pennsylvania; Marion Reilly

Bylaws of the League of Women Voters of Pennsylvania

As adopted at Convention May 14, 1947, and as amended by the forty-second Convention, May 11, 1997, June 6, 1999, June 3, 2007, June 7, 2009, June 5, 2011, June 18-19, 2021 and as amended at previous conventions.

ARTICLE I: Name

The name of this organization shall be League of Women Voters of Pennsylvania, hereinafter referred to in these bylaws as LWVPA. This state League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWWUS.

ARTICLE II: Purposes and Policy

Section 1. Purposes

The purposes of the LWVPA are:

1. To promote political responsibility through informed and active participation in government
2. To act on selected governmental issues

Section 2. Policies. The Policies of the LWVPA Are:

1. Political Policy. The League 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 LWWUS Diversity, Equity, and Inclusion policy.

ARTICLE III: Membership

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

Section 2. Types of Membership.

- A. Voting Members. Individuals at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues, and of the LWWUS; (1) those who live within an area of a local League may join that League or any other League; (2) those who reside outside the area of any local League may join a local League or shall be State (PA) Members-at-Large (MALs); (3) those who have been members of the League for 50 years or more shall be life members excused from the payment of dues. [4] those who are students are

defined as individuals enrolled either as full or part time with an accredited institution.

B. Associate Members. All others who join the League shall be associate members.

ARTICLE IV: Officers

Section 1. Election, Qualifications and Term. The officers of LWVPA shall be a president, vice-presidents, a secretary and a treasurer. Throughout these bylaws, the term "president" shall also mean co-presidents. Each vice-president will be ranked numerically in the event that unanticipated presidential succession is required. They shall be voting members of LWVUS and LWVPA and shall be elected by the biennial convention to hold office until the end of the next convention or until their successors have been elected and qualified. No officer shall serve more than three successive terms. However, after a two-year hiatus an individual may be elected or appointed to the Board again.

Section 2. The President. The president shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the Board of Directors, hereinafter referred to as the state board, or designate another person to do so; shall be ex-officio, a member of all committees except the nominating committee; may sign or endorse checks, drafts, and notes in the absence of the secretary-treasurer; and shall perform such other duties as the state board may direct.

In the event of the absence, disability, resignation, or death of the president, the vice presidents, in order of their rank shall assume the office. If no vice president is able to serve as president, the state board shall fill the vacancy from among the elected directors.

Section 3. The Vice President(s). The vice president(s) shall perform such duties as the president and the state board shall direct.

Section 4. The Secretary-Treasurer or Secretary and Treasurer. Whether combined or separated into two separate offices, the duties shall be those that customarily pertain to each office. The secretary shall be responsible for seeing that minutes of the Board meetings are accurately recorded and provided to the Board. The treasurer shall oversee the organization's budget, accounting, and audits.

ARTICLE V: Board of Directors

Section 1. Selection, Qualifications and Term. The Board of Directors or state board shall consist of the officers and no fewer than five (5) directors elected by the convention. Up to five (5) additional directors shall be appointed by the elected members of the state board as needed. All directors shall be voting members of LWVUS and LWVPA. Elected Directors shall serve for two years until the Appointed Directors shall be appointed for one-year terms. Vacancies other than the presidency may be filled by majority vote of the remaining members of the state board. No elected Director shall serve for more than three successive terms on the Board of Directors. After a two-year hiatus, an individual may be elected or appointed to the Board again.

Section 2. Powers. The state board shall manage and supervise the business, affairs, and activities of the LWVPA subject to the instruction of the convention and council. It shall be responsible for the organization and development of local Leagues and member-at-large units for the guidance of inter-League organizations, for financial development, and for planning and directing state program as directed by the convention or council.

It shall have the power to create special committees and task forces as it deems necessary and shall perform such other duties as are specified in these bylaws.

Section 3. Meetings. At least four (4) regular in person (if possible) meetings shall be held annually at such time and place as the state board may determine. Alternatively, all meetings may be conducted remotely/virtually by using a video platform (e.g. zoom, google hangouts, go-to-meeting etc.) Notice of all regular meetings shall be given at least two (2) weeks before the meeting. The president may call special meetings. Upon the written request of three (3) members of the state board a special meeting shall be called. The president may call, or upon the request of three (3) members shall call, a special meeting by giving personal notice to each member of the state board. The president and/or executive committee may call for an electronic vote on matters of urgency. All electronic decisions must be ratified during the next regular meeting of the board.

Section 4. Quorum. A majority of the members of the state board shall constitute a quorum.

Section 5. Liability of Directors and Indemnification. A director shall not be personally liable for monetary damages as director for any action taken, or any failure to take any

action, unless (1) the director has breached or failed to perform the duties of director in accordance with the standard of conduct contained in Section 8363 of Subchapter F of Chapter 83, Title 42 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing provision shall not apply to the responsibility or liability of a director pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

LWVPA shall indemnify every officer and director against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are a party by reason of being or having been a director, except in relation to matters as to which any such director shall be adjudged to be liable for negligence or misconduct in the performance of duty.

Section 6. Duties. In executing the duties of their office, board members are expected to carry out applicable laws and regulations as well as League bylaws, mission, policies, principles, positions, standards, and procedures. Board members who do not carry out their roles shall be counseled. If violations persist, they may be removed from office by a two-thirds vote of the board of directors.

Section 7. Removal from Board. A member of the state board may be asked to resign for just cause, including three absences from board meetings without due notice, and other reasons, e.g., inability to fulfill duties of the office or portfolio or conflict with the Material Conflict of Interest or Nonpartisan Political Policy. LWVPA Policies and Procedures shall contain a procedure for removal for the use of the state board and the concerned member.

Section 8. Vacancies

- a. Sole president. In the event of absence, resignation, removal, disqualification, disability or death of a sole president, the vice-presidents, in order of their rank, shall possess all the powers and perform all the duties of that office. In the event that no vice-president is able to serve as president, the state board shall elect one of their members to fill the vacancy.

- b. Co-President. in the event of absence, resignation, removal, disqualification, disability or death of a co-president, the state board shall decide by a majority vote whether the remaining co-president will serve as sole president or if the co-president vacancy will be filled by the vice-presidents, in order of their rank. In the event that no vice-president is able to serve as co-president, the state

board may elect one of their members to fill the vacancy.

- c. Other Officers and Directors. any vacancy, other than in the presidency, occurring in the state board by reason of the absence, resignation, removal, disqualification, disability or death of an officer or director shall be filled, for the remainder of the vacated position's term, by a majority vote of the remaining members of the state board.

Section 9. Executive Committee. The President, Vice Presidents, Secretary and Treasurer and any other Board member designated by the President shall constitute an executive committee to act in emergencies between meetings of the state board. The Executive Committee shall exercise such power and authority as may be delegated to it by the Board. Any action of the executive committee shall be submitted to the state Board for approval at the next regular meeting.

ARTICLE VI: League Organization

Section 1. Local Leagues.

- a. Local League are those Leagues within the state of Pennsylvania that have been so recognized by the LWVUS.
- b. Local League are those Leagues within the state of Pennsylvania that have been so recognized by the LWVUS.
- c. The board of directors, hereinafter referred to as the state board, shall recommend to the Board of the LWVUS, hereinafter referred to as the national board, that it recognize as a local League any group of members of the League in any community with the state provided the group fulfills both state and national recognition requirements.
- d. In the event of recurrent failure of a local League to fulfill these requirements, the state board shall recommend to the national board that it withdraw recognition from such local League.
- e. If the League completely dissolves, all funds held by the League shall be paid to the LWVPA after the national per member payment and other obligations have been met.

Section 2. Inter-League Organizations. Members enrolled in local Leagues may organize

inter-League organizations, hereinafter referred to as ILOs, in order to promote the purposes of the League and to take action on county, metropolitan or regional governmental matters. The state board shall recommend to the national board that such ILO be recognized provided requirements adopted by the national convention have been met. The state board has responsibility for the guidance of ILOs. In the event of recurrent failure of an ILO to fulfill these requirements, the state board shall recommend to the national board that it withdraw recognition from such ILO. All funds held by an ILO from which recognition has been withdrawn shall be prorated among the member Leagues.

Section 3. Member-at-Large Units

- a. If the League completely dissolves, all funds held by the League shall be paid to the LWVPA after the national per member payment and other obligations have been met.
- b. The state board may authorize the establishment of Member-at-Large Units units in communities in which the establishment of a recognized local League is not feasible. Member-at-Large Units shall operate within the limitations established by the LWVUS and within guidelines adopted by the state board.
- c. In the event of recurrent failure to adhere to guidelines for Member-at-Large Units or to operate within the limitations established by the LWVUS, the state board may withdraw approval of the Member-at-Large Unit. All funds held by a Member-at-Large Unit from which approval has been withdrawn shall be paid to the state League.

ARTICLE VII: Financial Administration

Section 1. Fiscal Year. The fiscal year of the LWVPA shall be from July 1 to June 30 of each year.

Section 2. Financial Support. Each local League shall make an annual per member payment (PMP) to the LWVPA in an amount to be determined for each of the next two fiscal years by a three-fifths (3/5) vote of those present and voting at each state convention. A council may make a change in the PMP by a three-fifths (3/5) vote of those present and voting. Each member of a Member-at-Large Unit as well as each PA member shall make an annual dues payment to the LWVPA as determined by the state board. When two (2) or more members reside at the same address in a common

household, full payment shall be made for the first member; a payment equal to one-half (1/2) the PMP shall be paid for each additional member. A local League shall be excused from making a per-member payment for life members. The total amount to be paid annually by each local League and provisional League shall be determined by the number of paid voting members as reported to the LWVPA based on the official membership roster which is used by the LWVUS. Total local League PMP for those Leagues whose rosters are not received by the printer deadline will be based on the membership of the previous year.

Section 3. Budget. The state board shall convene a budget committee of up to four (4) members at least five months prior to the end of the fiscal year to draft a budget for the next fiscal year. At least one member, who shall serve as the Chair of the committee, should be chosen from amongst all PA members. The Executive Director and the treasurer shall be members ex officio of the committee.

The board shall send the proposed budget for the next fiscal year to the president of each local League, *Member-at-Large Unit*, and recognized ILO at least six (6) weeks before the convention or six (6) weeks before the end of the fiscal year. At convention, the budget shall be adopted by a majority vote. In a non-convention year, the budget will be adopted by the board of directors at the last board meeting of the fiscal year. The PMP shall be approved as provided in Section 2 of this Article.

Section 4. The Distribution of Funds on Dissolution. In the event of a dissolution for any cause of the LWVPA, all moneys and securities, which may at the time be owned or under the absolute control of the LWVPA, shall be paid to the LWVUS after the state board has paid or made provision for the payment of all the liabilities of the LWVPA. 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 LWVPA, 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 state board.

ARTICLE VIII: Convention

Section 1. Place, Date and Call. A convention of the LWVPA shall be held biennially at a time and place to be determined by the state board. A first call to convention shall be sent to the presidents of the local Leagues, recognized ILOs, and *Member-at-Large Unit* at least three (3) months prior to the date fixed in said call. Thereafter the state board

may advance or postpone this date by not more than two (2) weeks. A final call giving the exact time and place of the convention shall be issued at least six (6) weeks prior to its opening session.

Section 2. Composition. The convention shall be composed of the following voting delegates based on the official membership roster which is used by the LWVUS to determine per-member payment and consisting of the following member designations:

- a. Each local League, provisional League, and Member-at-Large unit shall be entitled to at least one delegate in addition to the president or an alternate in case the president is unable to attend.

- b. Local Leagues, provisional Leagues, and Member-at-Large units having more than 25 voting members shall be entitled to one delegate for each additional 25 members.

- c. MALs not in formal units shall be entitled to 1 delegate for each 25 members. These delegates will be chosen by the State Board.

- d. One delegate from each ILO.

- e. The members of the LWVPA Board.]

Section 3. Qualifications of Delegates and Voting. All delegates shall be voting members of the state League. Each delegate representing a local League shall be entitled to vote only if that League has met its per member payment responsibilities. The state board may make an exception in the case of proven hardship. No delegate shall be entitled to more than one vote. Absentee or proxy voting shall not be permitted. The convention shall make the final determination of a delegate's qualifications or credentials.

Section 4. Powers. The convention shall adopt a program, elect officers and directors, and three (3) members of the nominating committee, adopt the annual per member payment, adopt a budget for the current fiscal year, adopt Statement of Policy for Local Leagues in Pennsylvania, and transact such other business as may properly come before it.

Section 5. Quorum. A quorum shall consist of a majority of the delegates registered at the convention provided that not less than a majority of the local Leagues are represented.

ARTICLE IX: Council

Section 1. Place, Date and Call. A meeting of a council may be called by the state board to conduct business or respond to an emergency at a time and place determined by the state board.

A formal call shall be issued to presidents of local Leagues, recognized ILOs and Member-at-Large Units at least thirty days before a council meeting.

Local Leagues may petition the state board for the call of a council. Petitions must specify the issue(s) to be considered and must be received from a simple majority of the local Leagues within a 30-day time period. Upon the receipt of said petitions, the state board will issue a formal call within 30 days for a meeting of a council to be held within 60 days.

Section 2. Composition. The council shall consist of the presidents of each local League and recognized ILO, or an alternate in the event the president is unable to attend; one delegate chosen by each local League; and the members of the state board.

Section 3. Qualifications of Delegates and Voting. All delegates shall be voting members of the state League. Each delegate representing a local League shall be entitled to vote only if that League has met its per member payment responsibilities. The state board may make an exception in the case of proven hardship. No delegate shall be entitled to more than one vote. Absentee or proxy voting shall not be permitted. The council shall make the final determination of a delegate's qualifications or credentials.

Section 4. Powers. The council shall give guidance to the state board on the issue(s) for which the council was called. It may only adopt a change in the PMP in accordance with Article VII, Section 2. Any change in program shall require a two-thirds (2/3) vote of those present and voting.

Section 5. Quorum. A quorum shall consist of a majority of the delegates registered at council provided that not less than a majority of the local Leagues are represented.

ARTICLE X: Nominations and Elections

Section 1. Nominating Committee. The nominating committee shall consist of five (5) members. Three (3) members, who shall not be members of the state board, shall be elected by the convention for a term of two (2) years. The state board shall appoint two (2) of its members to the committee soon after its initial Board Meeting. Vacancies shall

be filled by appointment by the state board. The Nominating Committee on meeting for the first time shall elect a chair from amongst the non-State Board members.

Section 2. Suggestions for Nominations. The chair of the nominating committee shall request suggestions for nominations through the president of each local League, MAL Units and MALs and ILOs by advising them of the offices to be filled and the address to which suggestions are to be sent. Any voting member of the LWVPA may submit suggestions for nominations. All suggestions shall be submitted at least three (3) months before the date of the convention.

Section 3. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee, containing its nominations for officers, directors and three members of the next nominating committee, shall be presented to the convention at the first session of the convention. Nominations may be made from the floor immediately thereafter provided the consent of the nominee has been obtained.

ARTICLE XI: Principles and Program

Section 1. Principles. The Principles are concepts of government supported by the League and are the authorization for adoption of national, state, and local program. They may be amended by the national convention.

Section 2. Program. The program of the LWVPA shall consist of action to implement the Principles and program of the LWVUS and those state issues chosen by the convention for concerted study and action as follows:

- a. Local League and recognized ILO Boards may make proposals to the state board at least three (3) months prior to the convention;
- b. The state board shall consider these proposals and formulate a recommended program which shall be sent to the presidents of local Leagues and recognized ILOs at least six (6) weeks before the convention;
- c. The convention shall adopt a program by three-fifths (3/5) vote of those present and voting on each subject presented to it.
- d. A program proposal submitted by local League board at least three (3) months prior to convention but not recommended by the state board may be adopted only if its consideration is ordered by majority vote of the convention and the

vote on adoption comes at a following session.

Section 3. Program Action. Local Leagues and recognized ILOs may act on state program only in conformity with positions taken by the LWVPA and the LWVUS. Action taken on program by local Leagues, recognized ILOs, or individual members shall be consistent with Statement of Policy for Local Leagues in Pennsylvania as adopted at convention and council.

ARTICLE XII: National Convention and Council

Section 1. National Convention. The state board may appoint two (2) delegates to the national convention in addition to the president or alternate.

Section 2. National Council. The state board may appoint one (1) delegate to the national council in addition to the president or alternate.

ARTICLE XIII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws

ARTICLE XIV: Amendments

The state board shall convene a Bylaws Review Committee of three (3) members from the state board and/or non board members at least four months prior to the biennial convention. A notice should be sent out with the first call to convention to all local presidents that they may submit amendments to the LWVPA bylaws at least 3 months before the convention.

These bylaws may be amended at any convention by a two-thirds (2/3) vote of those present and voting provided that the proposed amendment(s) ARE submitted to the state board at least three (3) months prior to convention by a local board or have been proposed by the state board. The state board shall send all such proposed amendments to the presidents of the local Leagues and recognized ILOs and PA member units at least six (6) weeks prior to the convention. The local League presidents shall notify members of their respective Leagues of the proposed amendments, but failure to give such notice

shall not invalidate the subsequent adoption of the amendments by the convention.