BYLAWS

of

THE LEAGUE OF WOMEN VOTERS OF THE CITY OF NEW YORK, INC.

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LEAGUE OF WOMEN VOTERS® OF THE CITY OF NEW YORK

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF THE CITY OF NEW YORK, INC.

ARTICLE I. NAME`

Section 1. Name. The name of this organization shall be The League of Women Voters of the City of New York, Inc. ("LWVNYC"). LWVNYC's former name was League of Women Voters of the City of New York Education Fund, Inc. ("Ed Fund"), the surviving corporation of the merger ("the Merger") between the previously-existing The League of Women Voters of the City of New York, Inc. and Ed Fund. Ed Fund's name was changed to The League of Women Voters of the City of New York, Inc. pursuant to the certificate of merger filed with the Secretary of State on pursuant to Section 904 of the Not-for-Profit Corporation Law of the State of New York ("N-PCL").

LWVNYC is a local league (a "Local League") of The League of Women Voters of the United States ("LWVUS") and of The League of Women Voters of New York State ("LWVNYS") and is an integral part thereof.

ARTICLE II. PURPOSES AND POLICY

Section 1. Purposes. The purposes of the LWVNYC are set forth in its Certificate of Incorporation (as amended from time to time) and include the promotion of political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. Policy. The LWVNYC may take action on local governmental measures and policies in the public interest in conformity with the Principles of the LWVUS and LWVNYS. It shall not support or oppose any political party or any candidate.

Section 3. Diversity Equity and Inclusion Policy. LWVNYC is fully committed to ensure compliance – in principle and in practice – with LWVUS Diversity, Equity, and Inclusion Policy.

ARTICLE III. MEMBERSHIP

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

Section 2. Types of Membership

A. *Voting Members*. Persons at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues and of the LWVUS; (1) those who live within an area of a local League may join that League or any other local League; (2) those who reside outside the area of any local League may join a local League or shall be state members-at-large; (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. Enumeration and Election of Officers. The officers of the LWVNYC (each, an "Officer") shall be a President or two Co-Presidents, or if deemed necessary by the Board, a management team consisting of as many people as is necessary to carry out the work of the LWVNYC (herein referred to as "President"), up to four Vice Presidents, a Secretary and a Treasurer. The Officers shall be elected for terms of two (2) years by the members at the Annual Meeting in even-numbered years or until their successors have been elected and qualified. They take office immediately upon the conclusion of the Annual Meeting.

Section 2. Qualifications. Only voting members of the LWVNYC shall be elected or appointed to serve as Officers or Directors of the LWVNYC.

Section 3. The President. The President shall preside at the Annual Meeting. The President shall sign contracts and other legal instruments together with another officer authorized by the Board. The President shall be an ex officio member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board.

Section 4. Vice Presidents. The Vice Presidents, shall in the event of absence, disability or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board shall elect one of its members to fill the vacancy. The Vice Presidents shall perform such other duties as the President and the Board may designate.

Section 5. The Secretary. The Secretary shall keep the minutes of all meetings of the Board and of the Annual Meeting. The Secretary shall notify all Officers and Directors of their election. The Secretary shall perform such other functions as may be incident to the office.

Section 6. The Treasurer. The Treasurer or a duly appointed Assistant Treasurer shall collect and receive all monies due. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board, and shall disburse the same upon order of the Board. The Treasurer shall present, at a minimum, a statement of financial activities and a statement of financial position to the Board at its regular meetings. The financial records of the organization shall be reviewed annually by a certified public accountant.

ARTICLE V. BOARD OF DIRECTORS
Section 1. Number, Manner of Selection and Term of Office.

a) The Board of Directors (the "Board") shall consist of the officers of the LWVNYC ("Officer Directors"), up to five but no fewer than three elected directors ("Elected Directors") and up to six appointed directors ("Appointed Directors" and, together with Officer Directors and Elected Directors, the "Directors"). The number of Elected Directors shall be recommended by the Nominating Committee (as defined below). The Officer Directors shall be elected at the Annual Meeting in even-numbered years, or at the next Annual Meeting if a vacancy in an elective office has occurred, and shall serve until the next election in an even-numbered year. The Elected Directors shall be elected in the Annual Meeting in odd-numbered years, or at the next Annual Meeting if a vacancy in an elective office has occurred, and shall serve until the next election in an odd-numbered year. The Officer Directors and Elected Directors shall appoint such Appointed Directors as they deem necessary, but not more than six, to help carry on the work of LWVNYC. The terms of office of the Appointed Directors shall be up to one year and shall expire at the next Annual Meeting. Directors, whether elected or appointed, shall be limited to six consecutive years in the same office.

b) At the first meeting of the Board after the Annual Meeting, the Board may elect a Chairperson of the Board (the "Board Chair") from among the Board members. The Board Chair shall, in conjunction with the President, develop the agenda for the meetings of the Board, and shall act as advisor to the President. The Board Chair shall be an ex officio member of all committees of the Board, except the Nominating Committee. No one shall serve more than six consecutive years as Board Chair. If no Board Chair is elected, the President shall serve as Chair of the Board.

Section 2. Qualifications. Only Voting Members of the LWVNYC shall be elected or appointed or continue to serve as an Officer or Director of the LWVNYC.

Section 3. Vacancies and Absences. Any vacancy occurring in the elected Board by reason of the resignation, death or disqualification of any member may be filled on an interim basis, until the next Annual Meeting, by a majority vote of all the remaining members of the Board. It shall be the function of the Nominating Committee to

recommend to the Board candidates for vacancies in the elective offices occurring between elections. Absence of any member from three consecutive Board meetings, without valid reason, shall be deemed a resignation.

Section 4. Powers and Duties. The Board shall have full charge of the property and business of the LWVNYC with the full power and authority to manage and conduct the same, subject to the instructions of the Annual Meeting. It shall plan and direct the work necessary to carry out the program as adopted by the National and State Conventions and the Annual Meeting. The Board shall create and designate such committees as it may deem necessary, which shall include a committee on Diversity Equity and Inclusion. The Board may adopt, amend or discontinue such Standing Rules (as defined below) as it may deem necessary for the functioning of the Board.

Section 5. Standing Rules. The "Standing Rules" are policies and guidelines to the Board for the carrying out of their duties, which are not contained in the Bylaws, and which shall be adopted, amended or discontinued as provided in these Bylaws.

Section 6. Meetings. There shall be at least six regular meetings of the Board annually. The Board Chair 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 any special meeting by written notice, transmitted electronically or by mail, sent at least five (5) business days prior to such meeting. The Board Chair shall preside at the Board meetings.

Section 7. Quorum. A majority of the members of the Board of Directors 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. Any member of the board may participate in a meeting by means of conference telephone, video conferencing applications, or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time; participation by such means shall constitute presence in person at a meeting.

ARTICLE VI. ADVISORY BOARD.

The Board may appoint an Advisory Board representing the corporate, civic, cultural and philanthropic community of New York City who support the work of the LWVNYC. The size and composition of the Advisory Board shall be decided by the LWVNYC Board of Directors. The Advisory Board shall serve as a committee of LWVNYC as described in Section 712(e) of the N-PCL.

ARTICLE VII. FINANCIAL ADMINISTRATION.

Section 1. Fiscal Year. The fiscal year of the LWVNYC shall be from July 1 through June 30 of the following year.

Section 2. Dues. Members shall pay dues in accordance with LWVUS policy.

Section 3. Budget. A budget for the ensuing year shall be submitted by the Board to the Annual Meeting for adoption. The Budget shall include support for the work of the League as a whole.

Section 4. Budget and Finance Committee. A Budget and Finance Committee shall be appointed by the Board of Directors at the first Board meeting following the Annual Meeting. The Budget and Finance Committee shall provide financial guidance and oversight, and shall, at least four months prior to the Annual Meeting, prepare a budget for the ensuing fiscal year. The proposed budget shall be sent to all members at least 30 days before the Annual Meeting. The Treasurer shall not be eligible to serve as Chair of the Budget and Finance Committee.

ARTICLE VIII. MEMBER MEETINGS

Section 1. Notice. There shall be at least one meeting of the membership each year, which shall be designated the Annual Meeting. Notice of the Annual Meeting shall be given to all members at least 30 days prior to the meeting electronically or by mail. Any other meeting of the Members shall be designated a Special Meeting.

Section 2. Annual Meeting. The Annual Meeting shall be held at a time and place to be determined by the Board (including, to the extent permitted by law, in virtual format). The Annual Meeting shall (a) elect officers and directors, (b) adopt a budget; (c) adopt amendments to the Bylaws; (d) adopt a local program for the ensuing one or two years; and (e) transact such other business as may properly come before it.

Section 3. Special Meetings of the Members. Special Meetings of the Members may be called by the Board or by Members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting, who may, in writing, including by e-mail, demand the call of a Special Meeting specifying the date and month thereof, which shall not be less than 14 days nor more than 30 days from the date of such written demand. The Secretary upon receiving the written demand shall promptly give notice of such meeting, or if they fail to do so within five business days thereafter, any member signing such demand may give such notice. The Special Meeting shall be held at a time and place to be determined by the Board (including, to the extent permitted by law, in virtual format).

Section 4. Quorum. One hundred voting members, or 10% of the total members entitled to vote, whichever shall be less, shall constitute a quorum at any meeting of the Members. The record in the office of the LWVNYC of paid-up voting members as of 45 days prior to a meeting shall determine the members entitled to vote at the meeting or any adjournment thereof. Any member entitled to vote may designate , by written proxy, transmitted electronically or by mail, another member to be present to vote in their stead. All proxies must be received at the LWVNYC office no later than three (3)

business days prior to the meeting.

Section 5. List or record of members at Annual Meeting. A list or record of members entitled to vote, certified by the LWVNYC Secretary, who shall be responsible for its preparation, shall be produced at each meeting, upon request therefor of any member who has given notice by email or other electronic method to the Secretary provided that such request will be made at least 10 days prior to such meeting. If the right to vote of any person at the meeting is challenged, the Election Committee shall require such list or record of members to be produced as evidence of the right of the person(s) challenged to vote at such meeting. All persons who appear from such list or record to be members entitled to vote thereat may vote at the meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The immediate past President of the LWVNYC shall be the Chair of the Nominating Committee. In the absence of such person, the Board shall select one of its directors to serve in such a role. The Chair shall select at least two members of the LWVNYC, only one of whom shall be from the Board, to prepare a slate for the elective offices. It shall be one of the functions of the Nominating Committee to recommend to the Board candidates for vacancies in the elective offices occurring between elections. Suggestions for nominations for officers and directors may be sent to the Nominating Committee by any voting member, provided the consent of the nominee has been obtained. The President or Co-President of the LWVNYC shall not be a member of the Nominating Committee.

Section 2. Report of the Nominating Committee. The report of the Nominating Committee, containing its nominations for officers and elected directors, shall be sent to the Members at least 30 days before the Annual Meeting. The report of the Nominating Committee shall be presented at the Annual Meeting. Nominations may be made from the floor by any voting member immediately after presentation, provided the consent of the nominee has been obtained.

Section 3. Election. The Election Committee, appointed by the President at the Annual Meeting, shall be in charge of the election if it is by ballot. If there is only one nominee for each office, the election may be by voice vote. Officers are elected by majority vote of the members present, or voting by written proxy, and qualified to vote.

ARTICLE X. 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 the program.

Section 2. Program. The program of the LWVNYC shall consist of (a) action to

implement the principles and (b) those governmental issues chosen at the Annual Meeting for concerted study and action.

Section 3. Adoption of Local Program.

a) The Board shall consider the recommendations for a local program sent in by the voting members. Voting members shall send their recommendations not later than 60 days prior to the Annual Meeting. An Ad Hoc Board committee shall consider all recommendations and draft a proposed Local Program. The draft proposal shall then be reviewed by the Board of Directors.

b) The proposed program shall be sent to all members at least 30 days before the Annual Meeting.

c) A majority of the qualified members present or by written proxy and voting at the Annual Meeting shall be required for adoption of any item in the proposed program as presented to the Annual Meeting by the Board.

d) Recommendations for program items submitted by voting members 60 days prior to the Annual Meeting but not recommended by the Board may be considered by the Annual Meeting provided that the Annual Meeting shall order consideration by a majority vote.

e) A three-fifths vote of those qualified members present or by written proxy at the Annual Meeting is necessary to adopt a non-recommended program item.

Section 4. Member Action. Members may act in the name of the LWVNYC only when authorized to do so by the Board. They may act only in conformity with a position taken by the LWVNYC, the LWVNYS and the LWVUS.

Section 5. Local League Action. The LWVNYC may act only in conformity with, or not contrary to, the position taken by the LWVNYS and the LWVUS.

ARTICLE XI. NATIONAL CONVENTION AND STATE CONVENTION, AND STATE COUNCIL.

Section 1. National and State Conventions. Nominations for delegates to a National or State Convention may be sent to the Secretary of the LWVNYC by any voting member not later than 60 days preceding that convention. From these nominations the Board shall elect by ballot delegates to the particular convention in the number allotted to the LWVNYC (or portion thereof) under the provisions of the Bylaws of the LWVUS and the LWVNYS. When less than a full delegation is to be sent, the apportioned number shall be determined each year by the Board of Directors in consultation with

the Budget Committee.

Section 2. State Council. The Board of Directors shall direct how LWVNYC votes are cast at the State Council.

Section 3. Alternates. Alternates for the delegates to the National Convention shall be elected at the same time as delegates. The Board may empower the President and/or a committee to fill any vacancy in the event that the list of alternates shall have been exhausted.

ARTICLE XII. PARLIAMENTARY AUTHORITY.

The rules contained in Robert's Rules of Order as 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.

Bylaws Committee. A Bylaws Committee shall be appointed by the Board at least four months prior to the Annual Meeting to consider any proposals for amendments submitted by voting members. The report of the Bylaws Committee together with the Statement of the Board's recommendations on the separate proposals shall be submitted to the Annual Meeting for action.

a) The report of the Bylaws Committee and the recommendations of the Board of Directors shall be sent to the members at least 30 days prior to the Annual Meeting.

b) A two-thirds vote of those qualified members present or by written proxy at the Annual Meeting shall be required for adoption of the amendments to these Bylaws.

ARTICLE XIV. STATUTORY COMPLIANCE ARTICLE.

Section 1. Conflicts of Interest Protocols. This Organization shall adopt, and at all times honor, the terms of a written conflicts of interest policy to assure that its Directors, Officers and Key Employees act in the Organization's best interest and comply with applicable legal, regulatory and ethical requirements. The conflicts of interest policy of the Organization shall include, at a minimum, the following provisions:

a) **Procedures.** Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or authorized committee, as appropriate.

b) **Restrictions.** Stipulations that when the Board of Directors, or authorized

committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:

i. be present at, or participate in, any deliberations,

ii. attempt to influence deliberations, and/or

iii. cast a vote on the matter.

c) **Definitions.** Definitions of circumstances that could constitute a conflict of interest.

d) **Documentation.** Requirements that the existence and resolution of the conflict be documented in the records of the Organization, including in the minutes of any meeting at which the conflict was discussed or voted upon.

e) **Audit-Related Disclosure.** Protocols to assure for the disclosure of all real or potential conflicts of interest are properly forwarded to the Audit Committee or Conflicts of Interest Committee, as appropriate, or if there is no such Audit or Conflicts Committee, to the Board of Directors, or another Committee of the Board, as appropriate.