

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: Board Membership. Membership on the board ("Board") shall consist only of members duly elected to the Board of Directors.
- Section 2: General Membership. Any person shall be eligible for membership and may become a Member ("Member") by participating in the dues structure of the organization. Types and terms of membership shall be defined by the Board of Directors but shall generally include:
- a) Persons at least 16 years of age who are enrolled in the League of Women Voters of St. Paul Education Fund.
 - b) Members who have been enrolled in the League for 50 years or more, who shall be considered life members and shall not be required to pay annual dues.
- Section 3: Privileges of Members. Members of the organization shall be invited to the Annual Meeting of the organization and will be presented with the annual slate of officers and board members for approval. Members shall have the right to vote on organizational matters of business that are brought to the members by the Board of Directors, which shall include the annual budget, annual policy and program directives, and substantive changes to these bylaws (which is defined as changes that significantly impact the structure of the organization and its leadership). For all other purposes, Members of this corporation are non-voting.
- Section 4: Removal of Members. A Member may be removed at any time, with or without cause, by the affirmative vote of a two-thirds majority 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, the Executive Committee or full Board, or upon written request of at least 20 Members and submitted in writing or by electronic communication. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. The Board shall schedule such meeting within 30 days of receipt of the written request.
- Section 3: Notice. Notice of each annual or special meeting shall be given to each voting member, by email or other approved communication, not less than seven days before the meeting. The business transacted at a special meeting is limited to the purposes stated within the notice of 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 may delegate 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, by telephone conference call, or by other electronic meeting platforms. Meetings of the Board shall be open to Members.
- 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. The Board will present a slate of officers and board members for approval at the annual meeting of the membership who, when duly elected, will

begin their terms of service at the next board meeting thereafter.

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 for up to six terms (12 years). 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. There shall be four officers of the Board consisting of a President, Vice President, Secretary and Treasurer. The same person may hold two offices, except that the President of the Board may not hold another office. An office may be shared by two persons.

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: Vice President, Secretary and Treasurer.

The Vice President 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 quarterly report during corresponding Board meetings. 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 between elections, 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 notice in writing or by phone setting forth the action or decision to be made is provided to all members at least one week before the action is taken. 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 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 the Treasurer or another member appointed by the President. 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, 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 checks, drafts, endorsements, or other official organizational documents must be signed by the President and/or Treasurer. The Board of Directors shall prescribe a procedure that adequately safeguards the managing of the organization's financial assets.

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. When amendments to these Bylaws are determined to be substantive changes by the Board of Directors, the Bylaws shall be brought to the Members for review and approval.

These Bylaws were approved at a meeting of the Board of Directors of the League of Women Voters of St. Paul Education Fund on April 30, 2021 and adopted by the Membership at the annual meeting on May 17, 2021.