

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF NEW MEXICO

Amended May, 2017

Article I. NAME

The name of this Corporation shall be the League of Women Voters of New Mexico, Inc., hereinafter referred to in these bylaws as LWVNM. This state League is an integral part of the League of Women Voters of the United States (LWVUS).

Article II. PURPOSES AND POLICY

Section 1. Purposes. The purposes of LWVNM are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. Political Policy. LWVNM shall not support or oppose any political party or candidate.

Article III. MEMBERSHIP

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

Section 2. Types of Membership.

- a. Voting Members. Persons of at least 16 years of age who join the League shall be voting members of local Leagues or state member-at-large (MAL) units, and of LWVNM and LWVUS.
 1. Individuals 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 MALs.
 3. Those who make a lump-sum life membership payment to LWVUS shall be paid life members and those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues.
- b. Associate Members. All others who join the League shall be associate members.

Article IV. OFFICERS

Section 1. Enumeration, Election, and Duties of Officers. The officers of LWVNM shall be president, a vice-president, a secretary and a treasurer. They shall be elected at the Convention and shall take office immediately after the Convention. They shall hold office until the election at the next biennial Convention or until their successors have been elected and qualified. If the position of president is vacant and the vice-president is unable to assume the responsibilities of the president, the board shall function as a Leadership Team and shall possess all the powers and perform the duties of that office until that office is filled.

Section 2. The President. The president shall preside at all meetings of the organization and of the state board or designate someone to preside. The president may, in the absence or disability of the treasurer, sign or endorse checks, drafts and notes. The president shall be, ex-officio, a member of all committees except the nominating committee, and 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 state board.

Section 3. The Vice-President. The vice-president shall perform such duties as the president and the state board may designate, filling in during the absence of the president. In the event of the absence, resignation, disability or death of the president, the vice-president shall assume the office of the president, possessing all the powers and performing all the duties of that office. If the vice-president is unable to serve as president, the state board shall elect one of their members to fill the vacancy.

Section 4. The Secretary. The secretary shall keep the minutes of the Convention, Councils, and of all meetings of the state board. The secretary shall notify all officers and directors of their election. The secretary shall sign, with the president, all contracts and other instruments when so authorized by the state board, and shall perform such other functions as may be incident to the office.

Section 5. The Treasurer. The treasurer, or a duly appointed assistant, shall collect and receive all moneys due. The treasurer shall be custodian of these funds, shall deposit them in financial institutions designated by the state board. The treasurer shall present periodic statements to the state board at its regular meetings and an annual report to the Convention or Council. The books of the treasurer shall be reviewed annually at the end of the fiscal year.

Section 6. The Leadership Team. When a president is not elected and the vice-president is unable to assume the responsibilities of the president, the board shall govern the organization as a leadership team. At the first board meeting following the biennial Convention, officers and directors that were elected to serve on the board will volunteer, self-select or be nominated to accept the leadership position(s) of president or vice-president. Two or more individuals may serve in this capacity (co-president, co-vice-president). The leadership team will identify the responsibilities of each member of the team, and have responsibility for the routine business of the League (e.g., calling meetings, preparing agendas, chairing meetings).

Article V. BOARD OF DIRECTORS (STATE BOARD)

Section 1. Number, Manner of Selection and Term of Office. The board of directors shall be members of LWVNM and shall consist of the officers of LWVNM, not more than six elected directors, not more than six appointed directors, and the presidents of the local Leagues and MAL units. The directors elected at the Convention shall take office immediately after the Convention. They shall hold office until the election at the next biennial Convention. The appointed directors shall be appointed by the state board as ad hoc directors as the need arises in relationship to projects adopted by the state board, and shall serve until the project is completed or dropped or until a replacement is secured in case of resignation, illness or other cause(s). Presidents of local Leagues shall serve during their term of office and may serve in other capacities on the state

board. While serving on the board, the ad hoc directors and the presidents shall have full voting rights.

Section 2. Vacancies. Any vacancy other than in the office of the president may be filled until the next Convention by a majority vote of the remaining members of the board*. Two consecutive absences from a board meeting without notification to the president or secretary, and without a valid reason, shall be deemed a resignation.

*Provisions for filling the vacancy in the presidency are made in Article IV, Section 3.

Section 3. Powers and Duties. The state board shall have full charge of the property and business of the corporation with full power and authority to manage and conduct the same, subject to the instructions of the Convention. The state board shall plan and direct the work necessary to carry out the program adopted by the Convention. It shall accept responsibility delegated to it by the board of directors of LWVUS for the organization and development of all Leagues and MAL units within the state. It shall also accept responsibility for implementing state and national program and transmission of funds toward the support of state and national budgets. The state board shall create and designate such special committees as it may deem necessary.

Section 4. Regular Meetings. There shall be at least four regular meetings of the state board annually.

Section 5. Special Meetings. The president may call special meetings of the state board. Upon written request of five members of the board, a special meeting of the board must be called. Board members shall be notified of the time and place of special meetings at least six days prior to such meeting. During a Convention the president may, or upon the request of five members of the board, shall, call a special meeting of the board.

Section 6. Electronic Board Meetings. The board may conduct either regular or special meetings by e-mail or telephone conferencing provided that all board members shall have access to the electronic media used. Procedures for discussion, debate and voting shall be in place prior to the convening of such a meeting.

Section 7. Emergency Polling of the Board. When an urgent decision must be made by the board between regular meetings, the president may call and/or e-mail the members of the board. Board members must be given full information about the issue to be decided and sufficient time to share opinions before the final decision is given. A quorum of the board must respond. The emergency decision must be presented at the next board meeting for ratification and official report in the minutes.

Section 8. Executive Committee. An executive committee, consisting of the president and four other members appointed by the State Board from its own body, shall act for the board between regular meetings, provided that any action taken shall be presented to the board for ratification at its next meeting. Three members of the executive committee shall constitute a quorum to transact business.

Section 9. Quorum. A majority of members of the board shall constitute a quorum.

Article VI. RECOGNITION OF LOCAL LEAGUES AND STATE MEMBER UNITS.

Section 1. Local Leagues.

- a. Local Leagues are those Leagues that have been so recognized by LWVUS.
- b. The state board shall recommend that the national board recognize as a local League any group of members of the LWVUS within a community of the state, that meets recognition standards for local Leagues as adopted by LWVUS.
- c. In the event of recurring failure of a local League to maintain recognition standards, the state board may recommend to the national board that it withdraw recognition from the local League. All funds held by a local League from which recognition has been withdrawn shall be paid to LWVNM.

Section 2. State Member Units. State member units may be formed by the state board in areas where the population dictates such organization. Rules and procedures for the formation and operation of state member units shall be the responsibility of the state board.

Article VII. FINANCIAL ADMINISTRATION.

Section 1. Fiscal Year. The fiscal year of the LWVNM shall be from May 1 to April 30 of each year.

Section 2. Financial Support. Financial responsibility for the work of the state League shall be assumed by the members of LWVNM.

Section 3. Dues.

- a. Members enrolled in local Leagues shall pay annual dues as adopted at Annual Meeting.
- b. Dues for members-at-large (MALs) shall be recommended by the state board and adopted at state Convention.

Section 4. Per Member Payment.

- a. Each local League shall make an annual member payment (PMP) to LWVNM for local League members, additional members in a common household, student members, and associate members, the amount to be determined at state Convention by a three-fifths vote of the delegates.
- b. Each local League shall pay the PMP in full directly to LWVNM by December 31 of each calendar year. The state treasurer shall notify each local League of the amount of PMP due not less than sixty days in advance of the due date.
- c. The state treasurer shall make a per member payment to LWVUS for each MAL in accordance with the bylaws and procedures of LWVUS.

Section 5. Budget Committee. The state board shall appoint a budget committee at least four months in advance of Convention. The treasurer shall be an ex-officio member of the committee but shall not serve as chair. The committee shall prepare a balanced budget for the next two fiscal years and present it to the state board for approval.

Section 6. Budget. The state board shall approve and distribute a proposed budget for the next two fiscal years to the membership at least 45 days prior to the Convention. A budget shall be adopted by the Convention. The state board shall review the budget prior to the succeeding Council and distribute proposed modifications at least 30 days prior to the Council. Modifications may be made by the Council.

Section 7. Distribution of Funds on Dissolution. In the event of the dissolution of LWVNM for any cause, all moneys and securities which may at the time be owned by or under the absolute control of LWVNM shall be paid to LWVUS. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned by or under the control of LWVNM shall be disposed of by any officer or employee of the organization having possession of the same to such person, organization, or corporation, for such public, charitable, or educational uses and purposes as may be designated by the current state board of LWVNM.

Article VIII. CONVENTION

Section 1. Place, Date, and Call. A convention of LWVNM shall be held biennially at a time and place to be determined by the state board. The president shall send a first call for Convention to the membership not less than four months prior to the opening date of the Convention fixed in said call. Thereafter the state board may advance or postpone the opening date of the Convention by not more than two weeks. A final call for Convention shall be sent to the membership at least 30 days before Convention.

Section 2. Composition. The Convention shall consist of the delegates chosen by the members through the local Leagues and state MAL units as prescribed in Section 4 of this article, and the members of the state board of LWVNM.

Section 3. Qualifications of Delegates and Voting Members. Each delegate shall be a voting member in the state of New Mexico. Each delegate representing a local League shall be entitled to vote only if that League has met its per member payment responsibilities to LWVNM. The state board may make an exception in the case of proven hardship. Each delegate shall be entitled to one vote only at Convention even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. The Convention shall be the sole judge of whether a delegate is qualified to vote.

Section 4. Representation. The members of LWVUS who are organized into recognized local Leagues and state MAL units in the state of New Mexico shall be entitled to voting representation in the Convention as follows:

- a. The president and one delegate who shall be chosen by the board of each local League; each local League having more than 15 voting members shall be entitled to one additional delegate for each additional 25 voting members or major fraction thereof.
- b. Each state MAL unit shall be entitled to one delegate chosen by their members.
- c. Members-at-large shall be represented by a MAL representative to be selected by the state board.

- d. The numbers of delegates shall be established by membership count of paid voting members as of February first of said year.
- e. In the event any delegate chosen is unable to attend the Convention, a substitute may be selected by the board of the local League, provisional League, or state MAL unit.

Section 5. Powers. The Convention shall consider and adopt a program for study and action, shall elect officers and directors, shall adopt a balanced budget for the ensuing two years, and shall transact such other business as may be presented.

Section 6. Quorum. Forty percent of the possible number of voting delegates other than members of the state board shall constitute a quorum provided that there is representation from a majority of the local Leagues.

Article IX. COUNCIL.

Section 1. Place, Date, and Call. A meeting of the Council shall be held in the interim year between Conventions, approximately twelve months after the preceding Convention, at a time and place to be determined by the state board. A formal call shall be sent to the presidents of the local Leagues and state MAL units at least 30 days before a Council meeting. Special Council meetings may be called by the state board.

Section 2. Composition. The Council shall be composed of the following delegates: the presidents of the local Leagues, or an alternate in the event the president is unable to attend; one delegate chosen by each local League and each state MAL unit; a MAL representative to be selected by the state board; and all members of the LWVNM state board.

Section 3. Qualifications of Delegates and Voting Members. Each delegate shall be a voting member in the state of New Mexico. Each delegate representing a local League shall be entitled to vote only if that League has met its per member payment responsibilities to LWVNM. The state board may make an exception in the case of proven hardship. Each delegate shall be entitled to one vote only at Council even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. The Council shall be the sole judge of whether a delegate is qualified to vote.

Section 4. Powers. The Council shall give guidance to the board on program and methods of work. The Council is authorized to change program only in the event of an emergency, using the following procedure:

- a. At least eight weeks prior to the Council meeting any local League proposing a change shall submit it to the state board, which shall decide whether to recommend it.
- b. At least six weeks prior to the Council meeting, the state board shall send to the presidents of the local Leagues all proposed changes.
- c. Any change proposed by a local league but not recommended by the state board shall first require a majority vote of the Council for consideration.
- d. A two-thirds vote of the Council shall be required to adopt any change.

The Council shall confirm or modify the budget for the ensuing year and shall transact such other business as shall be presented by the state board.

Section 5. Special Council Meeting. In the event of an emergency, the state board may call a special meeting of the Council. A formal call specifying purpose, time and place shall be issued to local presidents and MAL units at least 30 days in advance.

Section 6. Quorum. A majority of the possible number of voting delegates shall constitute a quorum provided that there is representation from a majority of the local Leagues.

Article X. NOMINATIONS AND ELECTIONS.

Section 1. Nominating Committee. The nominating committee shall consist of five members, two of whom shall be members of the state board. The chair and two members, who shall not be members of the state board, shall be elected by the Convention. Nominations for these offices shall be made by the current nominating committee. The other members of the committee shall be appointed by the state board. Any vacancy occurring in the nominating committee by reason of death, resignation, or disqualification shall be filled by the state board. Contact information for the chair of the nominating committee shall be published in the state newsletter and on the state website.

Section 2. Suggestions for Nominations. The chairman of the nominating committee shall request, through the president of each local League and state MAL unit, suggestions for nominations for offices to be filled. Suggestions for nominations by local Leagues shall be sent by the president or secretary of such local Leagues to the chairman of the nominating committee at least three months before the Convention. Any member may send suggestions to the chairman of the nominating committee.

Section 3. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee of its nominations for officers, directors, and chairman and two members of the succeeding nominating committee shall be presented to the state board and sent to the membership at least 30 days before the date of the Convention. The report of the nominating committee shall be presented to the Convention on the first day of the Convention. Immediately following the presentation of this report, nominations may be made from the floor provided that the consent of the nominees shall have been secured.

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.

Section 2. Program. The program of LWVNM shall consist of action to implement the principles and those governmental issues chosen by the Convention for concerted study or concurrence and action as follows:

- a. The boards of local Leagues, LWVNM committees, and state MAL units may make recommendations for program including amendment of a state League

position or adoption of a position by concurrence. Recommendations must be sent to the state board at least ten weeks prior to the Convention.

- b. The state board shall consider these recommendations and formulate a proposed program, which shall be sent to the membership at least 30 days prior to the Convention.
- c. Any local League, LWVNM committee, state MAL units, or the state board planning to propose the amendment of a state position or adoption of a position by concurrence shall send background information, including pros and cons on the issue and an explanation of the rationale of using concurrence, to all Leagues at least 30 days prior to the Convention.
- d. The Convention shall adopt a program by a majority vote on each subject presented to it.
- e. A program recommendation properly submitted by a local League, LWVNM committee, or by a state MAL unit at least ten weeks prior to Convention but not proposed by the state board may be so considered only if it is ordered by a majority vote of the Convention and the vote on adoption comes on the following day. Adoption of any such recommendation will require a two-thirds vote.

Section 3. Program Action.

- a. League members may act on national and state program only in conformity with League positions. Members may act in the name of the League only when authorized to do so by the appropriate board.
- b. After the LWVNM board approves a new or amended position for inclusion in the program, it becomes LWVNM's position and basis for action on the issue. Changes to the position may be made by the Convention according to the procedures described above in Section 2.
- c. The state board shall have the power to request emergency concurrence action. Requests for emergency concurrence may be initiated by local Leagues or by the state board. The state board shall establish procedures for emergency concurrence action.

Section 4. Council Action. The Council may change the program as provided in Article IX.

Article XII. NATIONAL CONVENTION

Section 1. National Convention. The state board, at a meeting before the date on which names of the delegates must be sent to the National Office, shall elect delegates to that Convention in the number allowed the LWVNM under the provisions of the bylaws of LWVUS.

Section 2. National Council. The state board, at its meeting preceding the meeting of the Council of LWVUS shall elect delegates to such Council in the number allowed the LWVNM under the provisions of the bylaws of LWVUS.

Article XIII. PARLIAMENTARY AUTHORITY

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

Article XIV. AMENDMENTS

These bylaws may be amended at any Convention by a two-thirds vote provided that the proposed amendment was submitted to the state board at least ten weeks prior to the Convention by a local League, state MAL unit or has been proposed by the state board. The state board shall send all such proposed amendments together with the recommendations of the board to the membership at least 30 days prior to the state Convention.

If LWVUS changes any of the first three Articles of the LWVUS Bylaws, the LWVNM Board must change its Bylaws to conform; no vote is required at Convention.