



BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF NEW JERSEY, INC.

Incorporated April 19, 1924

(as revised by delegates at Convention, April 29, 2017)

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ARTICLE I

Name

Section 1 - Name and Principal Office. The name of this corporation shall be the League of Women Voters of New Jersey, Inc (`LWVNJ_) with offices at 204 West State Street, Trenton, New Jersey 08608. LWVNJ is an integral part of the League of Women Voters of the United States.

ARTICLE II

Purposes and Policy

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

Section 2 - Policy. LWVNJ may take action on state governmental measures and policies in the public interest in conformity with the principles of the League of Women Voters of the United States. It shall not support or oppose any political party or any candidate.

ARTICLE III

Membership

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

Section 2 - Types of Membership.

- (a) Voting members are those persons at least 16 years of age who join the League of Women Voters and live in New Jersey. They may be enrolled in recognized local Leagues; enrolled in member-at-large (`MAL_) units; state MALs who reside outside the area of, or are not enrolled in, any recognized local League or MAL unit (`unaffiliated MALs_); or life members. Life members are those residing in the state who have been members of the League of Women Voters of the United States for 50 years or more. The board of directors (`Board_) shall establish procedures

for participation in LWVNJ councils and consensus meetings by MALs who are not enrolled in a local League or MAL unit. All voting members may serve on the Board or on program committees.

- (b) Associate members are all other members.

ARTICLE IV

Recognition of Local Leagues, Inter-League Organizations (`ILOs_) and MAL Units

Section 1 - Local Leagues and ILOs. Local Leagues and ILOs are those Leagues and ILOs that have been recognized by the League of Women Voters of the United States.

Section 2 - Recognition of Local Leagues. When there is, in any community in the state, a group of members of the League of Women Voters of the United States which meets the recognition standards for local Leagues as adopted at the national convention, the Board of LWVNJ shall recommend to the national board that recognition be granted.

Section 3 - Recognition of ILOs. When a majority of the members of a majority of the local Leagues in a county form an ILO to promote the purposes of the League, to adopt program, and to work on matters of common concern, the Board of LWVNJ shall recommend to the board of directors of the League of Women Voters of the United States that recognition be granted.

Section 4 - Member-at-Large-Units.

- (a) When a group in a community in which no local League exists wishes to form a League of Women Voters, they may be organized by LWVNJ into an MAL unit.
- (b) When a local League has taken steps to disband, but meets all of the standards for recognition as an MAL unit, the Board may recognize that League as an MAL unit.
- (c) The Board shall establish rules, standards, and procedures for MAL units.

Section 5 - Withdrawal of Recognition. In the event of recurring failure of a local League, MAL unit or ILO to meet recognition standards, the Board shall withdraw recognition from the MAL unit or recommend that the board of directors of the League of Women Voters of the United States withdraw recognition from the local League or ILO. All funds held by a local League or MAL unit from which recognition has been withdrawn shall be paid to the LWVNJ, and all funds held by an ILO from which recognition has been withdrawn shall be prorated among the member Leagues.

ARTICLE V

Board of Directors

Section 1 - Number, Manner of Selection and Term of Office. The Board shall consist of the officers of LWVNJ and up to twelve directors. The members at convention shall elect all of the officers and at least six directors. The elected directors shall serve until the conclusion of the next regular biennial convention or until their successors have been chosen. The officers and elected directors shall appoint such additional directors, not exceeding 6, as they deem necessary to carry on the work of LWVNJ. The term of office of the appointed directors shall expire concurrently with the term of office of the elected directors.

Section 2 - Qualifications. No person shall be elected or appointed or shall continue to serve as an officer or director of LWVNJ unless that person is a voting member of LWVNJ.

Section 3 - Vacancies. The president shall designate a vice president to serve in the absence of the president. In the event of the resignation, removal, disability, or death of the president, the Board shall elect by majority vote one of the vice presidents to fill the vacancy. If no vice president is able to serve, the Board shall elect by majority vote another of its members to serve as president. Any vacancy, other than in the presidency, occurring in the Board may be filled by majority vote of the remaining members of the Board.

Section 4 - Powers and Duties. The 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 Board shall plan and direct the work necessary to carry out the program on state government matters as adopted by the convention. It shall accept responsibility delegated to it by the board of directors of the League of Women Voters of the United States.

Section 5 - Regular Meetings. The Board shall meet at least quarterly. Notice of the time and place shall be provided to all members of the Board not less than one week before the date of the meeting.

Section 6 - Special Meetings. The president 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 special meetings at least three days prior to such meeting, provided, however that during a convention or council the president may, or upon request of five members of the Board shall, call a special meeting of the Board by notifying the members of the Board of the time and place of said meeting.

Section 7 - Quorum. A majority of the members of the Board 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.

Section 8 - Attendance and Removal from Office. In the event that a member of the Board is absent from three consecutive Board meetings without a valid excuse, s/he may be removed from office by a majority vote at a Board meeting. A Board member may be removed from office with or without cause by a two-thirds vote at a Board meeting. A vote for removal may not be taken unless notice has been given to the person whose removal is sought, and to the Board in the agenda of the meeting, at least one week prior to the meeting.

Section 9 - Electronic and Phone Meetings: Board members may participate in Board meetings by conference call or any other electronic method of communication, provided all persons participating in the meeting are able to hear each other, or that the technology used for the electronic meetings shall allow the members continuous full access to and full participation in all meeting transactions throughout the specified time of the meeting.

ARTICLE VI

Officers

Section 1 - Enumeration and Election of Officers. The officers of LWFVNJ shall be a president, two vice presidents, a secretary and a treasurer, with a proviso that this amendment shall not go into effect until the close of the 2017 Convention. They shall be elected by the convention and shall hold office until the conclusion of the next regular biennial convention or until their successors have been elected. The president shall not be eligible for election to more than three consecutive terms.

Section 2 - The President. The president shall preside at all meetings of the organization and of the Board except as provided in Section 3 of Article V. 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 may nominate the chairs and members of other committees established by the Board, subject to Board approval. The president shall give active direction to LWVNJ and be responsible for overall supervision and management of LWVNJ, and perform such other duties as may be designated by the Board.

Section 3 - The Vice Presidents. The vice presidents shall perform such duties as the president and the Board may designate.

Section 4 - The Secretary. The secretary or a duly appointed assistant shall keep the minutes of the conventions and councils of LWVNJ and of the meetings of the Board. The secretary may have other responsibilities as decided by the officers of LWVNJ. The secretary, president or treasurer shall sign all contracts and instruments when so authorized by the Board.

Section 5 - The Treasurer. The treasurer shall serve as chief financial officer of LWVNJ and shall be an ex-officio member of the budget committee.

ARTICLE VII Committees

Section 1 - Member-Elected Committees: The Budget Committee chair and the chair and two members of the Nominating Committee shall be elected by LWVNJ members in convention. None of these shall be members of the Board. Nominations for these offices shall be made by the current Nominating Committee. Further nominations may be made from the floor of the convention.

Section 2 - Nominating Committee. The Nominating Committee shall consist of five members, two of whom shall be members of the Board. The Board members to serve on the committee shall be appointed by the Board immediately after the convention. The president of the LWVNJ shall send the name and address of the chair of the Nominating Committee to local League and ILO presidents and to leaders of MAL units. It shall be the duty of the chair of the Nominating Committee to request through the president of each local League suggestions for nominations for offices to be filled. The committee shall serve until the conclusion of the next regular convention.

Section 3 - Budget Committee. The Budget Committee chair shall serve until the conclusion of the next regular biennial convention. The biennial budget shall be prepared by a committee of both Board and non-Board members including the Treasurer, and approved by the Board before submission to convention. The committee shall be appointed for that purpose within six months after convention. The committee shall serve until the conclusion of the next regular convention; it will review the budget and suggest revisions as needed in the non-convention year.

Section 4 - Executive Committee: The Board may create an Executive Committee of the officers, including the president as its chair, which shall have the power to act for the Board on urgent matters between meetings, subject to ratification of its actions at a subsequent meeting.

Section 5 - Program Committees: The Board may create Program Committees to implement governmental issues for which LWVNJ has positions. The Board shall review and approve: the appointments of all Program Committee chairs, whether self-nominated or nominated by an existing Program Committee; and all Program Committees' recommendations for action on specific legislation, regulations or public policy areas. Any LWVNJ member may serve on a Program Committee.

Section 6 - New Study, Review or Update Committees: The Board may create New Study, Review or Update Committees to study new program items or to review or update existing program items as chosen

by convention or council. The Board shall review and approve: the outline of study, the committee chair, the study and consensus timetable, plans and speakers for workshops, the type of publications (quantity and cost if a book), the consensus questions and member agreement form, and the results of the member agreement and position statement. Any LWVNJ member may serve on a New Study, Review or Update Committee.

Section 7 - Other Board-Appointed Committees: The Board may, by resolution, create other committees having such powers as are permitted by these bylaws, by Title 15A of the New Jersey Statutes or its current equivalent, and as are specified in the resolution establishing the committee. Each such committee shall consist of not less than three members, at least two of whom shall be members of the Board, and may include voting members of LWVNJ.

Section 8 - Nondelegable Powers; Rules of Committees: No committee of the Board shall be empowered to act in lieu of the entire Board in respect to the removal of officers or directors, the filling of vacancies on the Board or committees, authorization of merger or dissolution of LWVNJ, or with respect to amendment of the articles of incorporation or the bylaws of LWVNJ. Each committee of the Board shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request or as required by law. All committees except the Nominating, Budget and Executive Committees shall perform an advisory function to the Board.

Section 9 - Termination of Committees, Terms, Removal of Committee Chairs, Filling of Vacancies, and Notice - All committees other than member-appointed committees may be terminated by the Board. The terms of all committee members will end at the end of each biennial Convention after their appointment, subject to reappointment. Any Board-appointed or Board-approved Committee chair may be removed from office with or without cause by a two-thirds vote at a Board meeting. A vote for removal may not be taken unless notice has been given to the person whose removal is sought and to the Board in the agenda of the meeting at least one week prior to the meeting. Any replacement for a Board-appointed or Board-approved Committee chair may be filled by a majority vote of the Board. All committees will give notice of each committee meeting at least one week before the meeting.

ARTICLE VIII

Financial Administration

Section 1 - Fiscal Year. The fiscal year of LWVNJ shall commence on the first day of July of each year.

Section 2 - Financial Support. Financial responsibility for the work of the LWVNJ shall be assumed annually as follows:

- A. Local Leagues shall pay a per member payment.
 - 1. When two or more members reside at a common address in the same household the local League shall make a full per member payment for the first member and a payment equal to one-half the per member payment for each other member.
 - 2. Local Leagues shall pay half the per-member payment for each student member.
- B. MALs shall pay annual dues to LWVNJ as determined by the Board.

C. Life members do not pay annual dues.

Section 3 - Budget. The Board shall submit to the convention for adoption a proposed budget for the next two fiscal years. The budget shall propose the amount of per member payment to be made by the local

Leagues. A copy of the proposed budget shall be sent to each local League president, ILO president and MAL unit leader at least six weeks in advance of the convention. The Board shall be authorized to make appropriate modifications to the budget in the second year of the biennium. If a new PMP level should be deemed necessary in a non-convention year, a meeting of council must be called to authorize the change. If there is to be a proposed increase in per member payment, local Leagues shall be notified of the amount of the increase at least six weeks in advance of convention or the council meeting.

Section 4 - Distribution of Funds on Dissolution. In the event of a dissolution for any cause of LWVNJ, all monies and securities which may at the time be owned by or under the absolute control of LWVNJ shall be paid to the League of Women Voters of the United States. All other property of whatsoever nature, whether real, personal or mixed, which may at the time be owned by or under the control of LWVNJ 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 then Board of LWVNJ.

Section 5 - Audit. The books shall be reviewed annually by a certified public accountant and formally audited by a certified public accountant at least every other year. The audit shall include both years of the biennium.

Section 6 - Inurement: No part of the net earnings of LWVNJ shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that LWVNJ shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, above.

ARTICLE IX

Convention

Section 1 - Place, Date, Call and Notification. A convention of LWVNJ shall be held biennially. The time and place of the convention shall be determined by the Board. The president shall send a first call for convention to each local League president, ILO president, and MAL unit leader and make this information available to all members not less than three months prior to the opening date of the convention fixed in said call. Thereafter the Board may advance or postpone the opening date of the convention not more than two weeks from the date fixed in the first call. The president shall send a final call for the convention to each local League president, ILO president and MAL unit leader at least thirty days before convention and make this information available to all members.

Section 2 - Composition. The convention shall consist of the delegates chosen by the members of the local Leagues and MAL units, as provided in Section 4 of this article, the presidents of local Leagues or their duly authorized representatives, the presidents of ILOs or their duly authorized representatives, the leaders of MAL units or their duly authorized representatives, unaffiliated MALs, and the members of the Board of LWVNJ.

Section 3 - Qualifications of Delegates and Voting. Each delegate shall be a voting member of LWVNJ. Each delegate shall be entitled to vote only if that League has met its per member payment responsibilities. The board may make an exception in the case of proven hardship. Each delegate shall be entitled to one vote only at the 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. In addition to the president or the president's duly authorized representative, each recognized local League shall be entitled to one delegate for any number of voting members up to

the first 25 voting members. When the number of voting members reaches 26, an additional delegate shall be authorized (thus two, in addition to the president, a total of 3 at 26 members) and one more delegate for every 25 additional voting members above that number belonging to said local League (thus 4 with 51 members, 5 with 76 members, and so on). The member count on January 31 of the convention year shall be used for these calculations. The record in the state office of paid up voting members shall determine the official membership count for this purpose. Local Leagues must have per member payments paid in full through the quarter preceding convention or council to guarantee representation. MAL units are entitled to representation according to the same calculation as local Leagues. ILOs are entitled to one representative (their president or duly authorized representative) regardless of their number of members. There may be one unaffiliated MAL delegate for each 25 unaffiliated MALs in the member count, chosen on a first-come/first registered basis.

Section 5 - Authorization for Action. The convention shall consider and authorize for action a program, shall elect officers and directors, shall adopt a budget for the next two fiscal years, and shall transact such other business as may be presented.

Section 6 - Quorum. A quorum shall consist of not less than twenty percent of the possible number of voting delegates (other than the Board), representing not less than twenty five percent of the local Leagues, for the transaction of business at a state convention.

ARTICLE X

Nominations and Elections

Section 1 - Suggestions for Nominations. Suggestions for nominations by local Leagues, MAL units or ILOs shall be sent by the head of such unit to the chair of the Nominating Committee at least three months before the convention. Any member may send suggestions to the chair of the Nominating Committee.

Section 3 - Report of the Nominating Committee and Nominations from Floor. The report of the Nominating Committee of its nominations for officers, directors, budget chair and the chair and two members of the succeeding Nominating Committee shall be sent to local Leagues, ILOs and MAL units one month 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 by any member of the convention, providing the consent of the nominee shall have been obtained in advance.

Section 4 - Elections. The election shall be in the charge of an Election Committee appointed by the president on the first day of the convention. The election shall be by ballot except that, if there is but one nominee for each office, it shall be by voice vote. A majority of those present and voting shall constitute an election.

ARTICLE XI

Principles and 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 a program.

Section 2 - Program. The program of LWVNJ shall consist of (a) League principles and positions (b) actions to implement those principles and positions, and (c) procedures such as studies and updates, by which new or revised positions are developed. Specifically:

- a. The LWVUS principles referenced in Section 1 of this article form the core of the League's program at all levels. Specific positions on state issues must be approved by concurrence or consensus and reaffirmed biannually at convention.
- b. Any action by the LWVNJ in support of, or opposition to, a governmental issue shall be based on one or more of the following, as they apply at the state level: the principles and positions of the LWVUS and the positions adopted by the LWVNJ.
- c. Procedures for studying an issue or updating existing positions are outlined below.

Section 3 - General Procedures. Changes to existing state League positions and addition of new state League positions can only take place after study or review at an appropriate level of League. There are three basic methods by which changes to program can be made:

- The convention is the normal method by which new studies, reviews and updates are authorized. The convention can also approve a new position by concurrence with a study done by another state League, and it can delete an existing position or part of one. For previously-approved program to be carried forward into the new League biennium, convention must reaffirm it. The process by which convention makes all these decisions is described below (Section 4).
- Although convention is the normal method for making program decisions, Council can do so as well, under special circumstances (See Article XII).

Section 4 - Procedure for program approval by convention:

The convention shall select the governmental issues for concerted study and action, deletion of an existing position or part of one, or concurrence with a study done by another state League, using the following procedures:

- a. Local League boards may make recommendations to the Board at least three months prior to the convention.
- b. The Board shall consider the recommendations and formulate a proposed program which shall be submitted to the local League and ILOs at least two months prior to the convention.
- c. Any recommendation for the program submitted to the Board of directors at least three months prior to the convention, but not proposed by the Board, may be adopted by the convention provided consideration is ordered by a majority vote and the vote on adoption comes after a specified time has elapsed to permit proponents to hold caucuses and lobby to obtain support for their proposal. To be eligible for consideration as a non-recommended item, it must be proposed and/or seconded by members of at least three different Leagues or MAL Units and at least two individuals must have committed to serving on the committee, one of whom agrees to be Chair. These individuals may be local League members, MALs, or Board members. The final vote may be on the same day as the vote for consideration.
- d. A majority vote of those present and voting shall be required for adoption of subjects in the proposed program, including a concurrence, and for deletion of an existing program item. Adoption of a non-recommended program subject requires a two-thirds vote of those present and voting.

Section 5 - Member Action. Members may act in the name of LWVNJ only when authorized to do so by the Board of LWVNJ.

Section 6 - Local League Action. Local Leagues may take action on state governmental matters only when authorized by the board of LWVNJ. Local Leagues may act only in conformity with, not contrary to, a position taken by LWVNJ.

ARTICLE XII
Council

Section 1 - Nature and Purpose of Council. The term `council_ shall refer to a statewide meeting of the LWVNJ, with specified representation from local Leagues, ILOs, MAL units and the Board,that is called between conventions to transact business requiring member input.

Section 2 - Place, Date, Call and Notification. Council shall be called if the Board of LWVNJ wishes to change PMP other than at convention. The Board may also choose to call council into session to obtain member ratification and discussion of substantial changes in direction, program or financing. The time and place of the meeting shall be determined by the Board. The president shall send a formal call to local Leagues and ILO presidents and leaders of MAL units at least thirty days before a council meeting. A special council meeting may also be called by written request of 10 of the local League presidents or ILO presidents.

Section 3 - Composition. The council shall consist of the delegates chosen by the members of the local Leagues, as provided in Section 4 of this article, the members of the Board of the LWVNJ, presidents of ILOs or their duly authorized representatives and leaders of MAL units or their duly authorized representatives.

Section 4 - Representation. In addition to the president or the president's duly authorized representative, each recognized local League shall be entitled to one delegate for each 100 voting members or major fraction (51 or more) thereof.

Section 5 - Powers. The council shall give guidance to the Board on program, methods of work, and budget as submitted by the Board. The council is authorized to change the program only in the event of an emergency, provided that notice of proposed modifications of the program shall have been sent to the presidents of the local Leagues at least two months in advance of the meeting of the council, and provided also that a two-thirds majority of the members of the council present and voting shall be required to adopt the modifications. Limitations on action by council are similar to those for convention. The council may adopt a budget for the current fiscal year and shall transact such other business as shall be presented by the Board.

Section 6 - Quorum. A quorum shall consist of not less than ten members (other than the Board), representing not less than ten local Leagues for the transaction of business at a council meeting.

Section 7 - Qualifications of Delegates and Voting. Each delegate shall be entitled to vote only if that League has met its per member payment responsibilities. The Board may make an exception in the case of proven hardship.

ARTICLE XIII
National Convention and Council

At a meeting before the date on which names of delegates must be sent to the national office, the Board shall elect delegates to the National Convention or Council in the number allowed LWVNJ under the provisions of the bylaws of the League of Women Voters of the United States.

ARTICLE XIV

Miscellaneous Provisions

Section 1 - Parliamentary Authority. The rules contained in the current edition of "Roberts Rules of Order Newly Revised" shall govern the LWVNJ in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Section 2 - Notice: Whenever under the provisions of these bylaws notice is required to be given to a director, officer, committee member, or member, such notice may be given by voice mail, electronic mail, other electronic methods, or hand delivery, and will be deemed given when received. Notice may also be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of LWVNJ. Such notice shall be deemed to have been given when deposited in the mail or the delivery service.

Section 3 - Mandatory Indemnification: The LWVNJ shall to the maximum extent permitted under the New Jersey Nonprofit Corporation Law, as amended, indemnify and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the LWVNJ; or is or was serving at the request of the LWVNJ as a director, officer, employee or member of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

In order for LWVNJ to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

ARTICLE XV

Amendments

Amendments to these bylaws may be proposed by any local League board, provided such proposed changes shall be submitted to the Board at least two months prior to a convention or council.

Amendments to these bylaws may also be directly proposed by the Board without having been first suggested by a local League. All such proposed amendments shall be sent by the Board to the presidents of all local Leagues, MAL units, and unaffiliated MALs at least six weeks prior to a convention or council together with the recommendations of the Board. The presidents of all local Leagues and MAL units shall notify the members of their respective Leagues of the proposed amendments. The failure of a local League president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws, which may be adopted by a two-thirds vote of those present and voting at any convention or council.

History

In May 2007:

The words "of citizens" were removed from article II.

The references to "paid life members" were removed from article III.

Both changes were mandated by LWVUS, which wanted to reference to citizens stricken, and which no longer has a "paid life" category.

In May 2009:

Article III.4: New Section on MALs added.

Article V.9: New Section on e-voting and such added.

Article VII.2: Paid life members removed, and bylaw setting fiscal year for MALs removed.

Article VII.7: Possibility of biennial audit added.

Article X: Extensive changes to the definition of program, to allow the board to initiate a study, and to tighten requirements for a non-recommended item to be approved.

In May 2013 we extended the number of delegates from each local League (so the third delegate is added at 26, not 51) and gave MAL Units the same numbers. We also changed the official member count date to Jan. 31, for consistency with LWVUS.

In May 2016 the Board appointed a Bylaws Committee to review the bylaws and bring them up to date. This revision is the result of that Committee's work and was approved by Convention on April 29, 2017.

The purpose of such annual meeting shall be:

- a. To elect officers;
- b. To adopt a budget;
- c. To adopt changes in rules for management of the Fund, if any;
- d. To act upon any other matters as may be appropriate, provided written notice has been provided to Trustees in advance of the meeting.

E. Regular Meetings. Regular meetings of the Trustees shall be held on the same dates as regular meetings of the Board of Directors of the League of Women Voters of New Jersey, either before the convening of said meetings or subsequent to the adjournment of said meetings.

F. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business.

G. Voting. Each Trustee shall have one vote, and the vote of a majority of the Trustees present at a meeting of the Board of Trustees duly called and at which a quorum is present shall be necessary for the exercise of the powers of the Board of Trustees hereunder.

H. Removal. Grounds for removal of a Trustee shall be participation in a county or statewide political campaign on behalf of any candidate or other conduct which would cause a Trustee to be ineligible to serve on the Board of Directors of the League of Women Voters of New Jersey. Removal shall be by vote of a majority of the other Trustees and ratification of said vote by a majority of the Board of Directors of the League of Women Voters.

I. Annual and Interim Reports. The Trustees shall submit an annual report of the finances and activities of the fund to the Board of Directors of the League of Women Voters of New Jersey and shall furnish the said Board of Directors such other reports as it may direct.

Article IV. Powers of Trustees

The Trustees, without application to any Court for more special authority therefor, shall have full discretionary power in the management of the Fund:

- A. To receive and accept gifts and donations from the general public or any other source for the purpose of the fund, hereinabove expressed, and for administration in accordance with the provisions of these Bylaws.
- B. To receive and accept for administration in accordance with the provisions of these Bylaws, gifts and donations from any source, for an express purpose, provided such purpose is within the scope of the purposes of the Fund hereinabove expressed.

The officers or Trustees of the Fund may accept on its behalf gift, or bequest consistent with its educational purposes. Where consistent with such purposes, designated

contributions by donors will be accepted, and designations honored, as to special funds, purposes, or uses provided, however, that the Fund at all times reserves all rights over, interest in, and control of such designated contributions and full discretion as to the ultimate expenditure or distribution of the contribution, whether or not in satisfaction of any specified fund, purpose, or use. In the event the Fund should be the beneficiary of any gift, contribution, or bequest subject to conditions subsequent with respect to the administration or alienation of said property, it shall at all times act in a manner consistent with such conditions and the education's purposes to be served by such conditions.

- C. To disburse all moneys of the Fund, whether received as gift, donation, or income, to effectuate any of the purposes of this Fund as hereinabove expressed.
- D. To sell, without notice, at public or private sale, and to exchange, mortgage, lease, pledge, partition, appraise, apportion, divide in kind, borrow on, or hypothecate any and all to the trust funds and properties, whether realty or personalty, upon such terms and conditions as they may deem best, and in so doing to execute all necessary deeds or other instruments.
- E. To retain any properties, securities, or investments now or hereafter transferred to them and any designated contribution, to invest and reinvest any such assets or any fund or moneys coming into their hands as Trustees in stocks, bonds, securities, or other properties, real or personal, without being limited to investments which are prescribed by law for trust funds and without liability on the Trustees' part for any loss or depreciation in value of any such investments, provide, however, that the Trustees shall not make investments with a view toward obtaining short-term trading profits.
- F. To hold or register securities in their names as Trustees, or in the name of their nominees, or to take and keep the same unregistered and to retain them in such condition that they will pass by delivery.
- G. To borrow money for any purpose in connection with administration of the fund and to encumber or pledge all or any part of the trust properties as security therefor.
- H. To pay all reasonable costs, charges, and expenses incurred in the administration of the Fund.
- I. To pay from principal or income such assessments, expenses, or sums of money as the Trustees deem expedient for the protection of any of the fund investments.
- J. To employ such agents, attorneys, and counsel, including investment counsel, as may be reasonably necessary or desirable in managing, protecting, and investing the trust funds, and to pay them reasonable compensation therefor.
- K. To contract with other and to stipulate in the contract or contracts against the personal liability of the Trustees.

- L. To vote, in person or by proxy, any stock held in trust and to exercise any and all rights of stockholders, bondholders, and security holders, with respect to any stock, bonds, or other securities held in trust, including the exercise of subscription rights and conversion privileges, and to participate in consolidation, merger, reorganization, or financial readjustment of any corporation or corporations, including the exchange of securities and stock in connection therewith.
- M. To defend suits at or in equity, or before any other bodies or tribunals, affecting the trust,; to begin suits and prosecute the same to final judgment or decree; to compromise claims or suits or submit the same to arbitration; to maintain actions to foreclose mortgages which may at any time form part of the Fund or, in lieu of foreclosure, to accept deeds from the owners.
- N. To do any and all other acts and things necessary, proper, or advisable to effectuate the purposes of the Fund.

Notwithstanding the foregoing grant of powers, the Trustees shall not engage in any prohibited transaction within the meaning of Section 503 (c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent United State Revenue Laws), nor shall they accumulate income in such manner as to involve denial of tax exemption under Section 504 or the said Code (or the said responding provisions).

In the exercise of any of the powers herein conferred, the Trustees shall be free and wholly exonerated from liability on account of any honest error of judgment or by reason of acts or things done, suffered, or omitted in good faith and without willful fault or neglect.

Article V. Contracts, Checks, Deposits, Separation

- A. Contracts.** The Trustees may authorize any officer or officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the fund; such authority may be general or confined to specific instruments.
- B. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness, issued in the name of the fund, shall be signed by such Trustee or Trustees, agent, or agents of the fund and in such manner as shall from time to time be determined by resolution of the Trustees.
- C. Deposits.** All moneys of the fund shall be deposited from time to time to the credit of the fund in such banks, trust companies, or other depositories as the Board of Trustees may select.
- D. Separation.** The Trustees shall keep all property of the Fund as a separate and distinct fund and in such manner as to be identifiable and shall not intermingle such funds with their personal funds, funds of the League of Women Voters of New Jersey, or funds for other purposes. In no event shall any funds or property of the Fund be used for the general purposes of the League of Women Voters of New Jersey or for any purpose not hereinabove provided.

Article VI. Compensation

The Trustees shall not be entitled to any compensation for services rendered as Trustees, but a reasonable and proper compensation may be paid to any Trustee acting in a professional capacity in behalf of the Fund.

Article VII. Duration

The duration of the fund shall be perpetual, subject to termination only by majority vote of the Board of Directors of the League of Women Voters of New Jersey.

In the event of dissolution of the League of Women Voters of New Jersey, the fund shall be automatically terminated.

Upon termination of the Fund, the Trustees shall distribute all of its assets to such non-profit charitable, scientific, literary, or educational organizations as are described in Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent United States Revenue Laws) and as shall in the opinion of the Trustees be best able to effectuate the purposes of the fund hereinabove expressed.

Article VIII: Applicable Law

The fund herein created shall be administered in the State of New Jersey and to the extent feasible shall be kept in said state. It is the intention of the parties hereto that these Bylaws shall in all respects be construed and interpreted according to the laws of the State of New Jersey and that the parties in all things in respect thereto be governed by such laws. This Article, however, shall not be deemed a limitation upon any of the powers of the Trustees, or to prevent their investing in properties, real or personal, located outside the State of New Jersey.

Article IX. Special Powers of Trustees

The Trustees shall have power, by unanimous action in writing, and subject to approval by the Board of Directors of the League of Women Voters of New Jersey to make such clarifying, administrative, or other amendments to these Bylaws as are consistent with the purpose of these Bylaws, provided however, that no amendment shall be made to Article II, relating to purpose, nor to Article VII, relating to duration, nor shall any such amendment grant to the Trustees any power expressly denied to them in Article IV.

Article X. Amendments

These Bylaws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of all members of the Board of Trustees at any meeting of the Board of Trustees if notice of the proposed amendment shall have been given in the notice for such meeting.

Article XI. Fiscal Year

The fiscal year of the Fund shall conform to the fiscal year of the League of Women Voters of New Jersey.

Article XII. Notices

- A. Manner of Notice.** Whenever under the provisions of law, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Trustee or member of any committee designated by the Trustees, it shall not be construed to require personal delivery, and such notice may also be given in writing by depositing it, in a sealed enveloped in the United States mails, first class, postage prepaid, for transmission to such Trustee or committee member addressed either at such Trustee's or member's business address or address as it appears on the books of the Fund; and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails (or deliver to United Parcel Service).

- B. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time states therein, shall be deemed equivalent to the giving of such notice.