

**League of Women
Voters of the City
of New York**
2020 Annual Meeting
of the Members

**June 18,
2020**

- 1 **Letter From the Co-Presidents**
Supporting Documents and Recommendations from the LWVNYC Board for Voting at the Annual Meeting of Members:
- 2 **Nominations**
Officer and Board Candidates
- 3 **FY 2020 Forecast and FY 2021 Budget**
Vote to approve next year's budget
- 4 **Report of the Bylaws Committee to the LWVNYC Board**
- 5 **Bylaws of the League of Women Voters of the City of New York, Inc.**
Vote to approve bylaws as recommended by the Bylaws Committee
- 6 **Local Program**
Vote to adopt a Local Program for particular focus over the next year



1

Letter From the Co- Presidents

Dear Members:

Welcome to our first Annual Meeting of the Members of our newly merged organization — The League of Women Voters of the City of New York, Inc., a 501(c)(3) organization.

At our last Annual Meeting, the membership voted to merge our two organizations: The League of Women Voters of the City of New York — a 501(c)(4) organization) and The League of Women Voters of the City of New York Education Fund — 501(c)(3) organization. We are pleased to advise that we received the approval of NY State’s Attorney General in May, 2020.

The new organization is called The League of Women Voters of the City of New York, Inc., a 501(c)(3) organization.

How does this affect the League?

- ▶ **Operations are now simplified.** When we operated two organizations, we had to pay twice for services such as bookkeeping and tax accounting. We can save some money because we are paying for these services for only one organization.
- ▶ **Donations to the League may be tax deductible** (check with your tax professional for advice). It is not necessary to direct your donation to one organization or the other.
- ▶ **Membership dues may now be tax deductible to the member** (check with your tax professional for advice).
- ▶ **Actual lobbying activities are now restricted.** The restriction states that not more than 20% of our expense budget can be spent on actual lobbying. Since

most of our lobbying efforts are done on a volunteer basis, our actual costs are far less than the limit. Please also note that advocacy work is not considered lobbying, and so there is no restriction here.

We end our term as your Co-Presidents amid a worldwide pandemic; a situation upending the world, our lives and our work. The effect on our elections, our voting systems, our communities, and our democracy means that the League has a vital mission ahead. We are grateful for your membership and support. We look forward to working with you to preserve our democracy in the coming year.

Respectfully,



Ruth S. Altman
Co-President 2017–2020



Catherine T. Gray
Co-President 2016–2020

2

Nominating Committee Report

The Nominating Committee proposes an outstanding slate of officers to serve a 2-year term. We extend heartfelt thanks to Catherine Gray and Ruth S. Altman who are stepping down as Co-Presidents. Diane Burrows and Lesley Sigall have been nominated to serve as Co-Presidents. Amy Matthews and Jessica Weinberg are slated to continue as Secretary and Treasurer respectively. Members proposed as Vice-Presidents and Board Directors are listed below.

In accordance with the Bylaws, nominations may be submitted from the floor following the presentation of this slate during the Annual Meeting, with the consent of the nominee.

Proposed Slate for Executive Committee of the Board



Diane Burrows, Co-President

Diane has been an active member of LWVNYC since 2016. She has been a Vice President for the past two years. She focused her attention on increasing membership and involvement in the

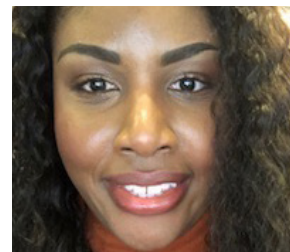
League by creating several new committees. She retired from a very rewarding career as a public educator. During her 22 years teaching Fifth Grade in Goshen, New York, she also served the Goshen Teachers Association as a building representative and executive board member. Diane also taught in St. Clair, Missouri and Columbia, Missouri. She is a graduate of the University of Missouri-Columbia.



Lesley Sigall, Co-President

Lesley has been an active member since July 2018 and a member of the Board since late 2018. In addition to participating in many voter registration events, Lesley has provided the League

with valuable advice on governance and technology. She serves as chair of our Budget Committee and as a member of the Technology Committee. Most recently, Lesley was an Executive Manager in the Technology Enterprise Change Management function at a major US bank. She has also served as Vice President and Business Operations Manager for the Global Infrastructure Services division at a large technology services provider, spent 9 years at a major Swiss bank, culminating in her role as Managing Director and COO for Technology Infrastructure Services and Corporate Real Estate & Services, and was at a large global insurance broker for nearly 13 years, where she concluded her tenure as Senior Vice-President and CFO for IT & Operations. Lesley holds an MBA in Finance from the Stern School of Business, NYU and a BA in Liberal Arts from the Gallatin School, NYU.



Crystal Joseph, Vice President of Communications

Crystal joined the LWVNYC in 2013, as a graduate student researching the importance of civics, learning and contemporary movement building. In

the process, she was pleased to learn that the League of Women Voters was still leading the charge and getting out the vote. The historical, theoretical and foundational support from the league was used to assist in completing the research for her master's thesis on collective social organizing in the 21st Century. Subsequently,

Crystal has also welcomed a partnership with Humanities New York and occasionally leads a reading and discussion book series called, “Votes for Women.” Crystal is a proud City University of New York (CUNY) graduate with a Bachelor’s of Science from Baruch’s Marx School of Public and International Affairs and a Master’s of Arts in Urban Studies with a concentration in Public Administration from the School of Professional Studies. At present, she is a doctoral resident at Concordia University-Chicago pursuing an Ed.D. in Organizational Leadership with a specialization in transformational leadership. Crystal also serves as Director-at-Large of Youth and Civics Education with the NY State League.



Shelly Warwick, Vice President of Technology

Shelly Warwick (MLS, Ph.D.) has been a member of LWV for many years, first in Connecticut and then in New York City. She served as Treasurer of LWVNYC

in 2002 and is currently a Board Member and chair of the Tech Committee and an active member of the Voters Services Committee. She had a long career as faculty at the graduate level, where her responsibilities included developing and teaching online and blended learning courses. Prior to her career in academia she worked as a technology consultant. She has served on the National Board of the Association for Information Science and Technology (ASIST). Her research and publications address intellectual property, intellectual freedom, health literacy, privacy, and the impact of technology on social and information structures.



Susie Gomes, Vice President of Development

Susie is currently a co-chair of the Voter Services Committee at the LWVNYC. In this role, Susie is responsible for community outreach to provide speaking,

training and voter registration events to all community groups within the five boroughs. Our outreach includes civic, corporate, educational, housing and other groups. Prior to joining the LWV, Susie spent her career in the consumer product industry and was most recently a Director of Category Management at BestFoods/Unilever. She managed a group that consulted to the grocery industry on consumer purchasing behaviors of the company’s product lines and categories. Susie’s goal remains to use information to create a more informed, active and involved citizenry.



Ashmi Sheth, Vice President of Membership

While Ashmi regulates banks in her full-time role, she spends much of her life building a platform of ideas that represent Millennials and Gen-Z’ers in the

political process. She’s working with hundreds of other young people to envision and articulate what our future will look like. Ashmi enjoys co-writing original content and wants to ensure underrepresented groups have a voice. She started at the LWVNYC as a Census Committee Co-Chair and appreciates the new opportunity to serve the LWVNYC as a VP, bringing new ideas to the table.



Amy Matthews, Secretary

Amy Matthews has been the LWVNYC Board Secretary since September, 2017. At the League, Amy has been active in voter registration drives and trainings. In addition, Amy has

participated in strategic planning and organizational functions for the League. Before retiring from the private sector in 2017, Amy was a Managing Director for a major catastrophe modeling firm, focusing on the insurance and reinsurance sectors. Prior to that, Amy was a Managing Director for a large reinsurance intermediary. Her client base spanned global insurance and reinsurance carriers. Amy graduated from Brown University with an A.B. in History and received an MBA at the University of Rochester Simon School of Business.



Jessica Weinberg, Treasurer

Jessica has been our treasurer and a Board member since June 2018. She discovered LWVNYC at a voter registration training session for the NYC Women's March. Since 2002 Jessica has

been a trusts and estates attorney at a tax law firm in Manhattan. She is a member of Unsettled Scores, a community pop and rock choir formed in 2015. Jessica holds a BA in Economics/Math from Emory University, a JD from Harvard Law School, and an LLM from the NYU School of Law. Jessica is originally from Long Island and currently lives in Manhattan.

Proposed Slate of the Board of Directors to be Elected (Vote for 5)



Bella Wang

Bella has led the Voting Reform Initiative since 2017, which promotes election reform within New York through a combination of constituent advocacy, voter education, government

hearing testimonies, and other activities. She also runs the @LWVNYC Twitter account and occasionally advises on social media strategy. Bella works as a Data Science Assessments Designer, setting performance and learning standards for the data science industry. Prior to her current position, she was the Founding Data Scientist at a startup where she improved how businesses see and use their employees, for better team-building and better outcomes. Bella graduated from Princeton University with a Ph.D. in Politics. She received an A.B. in Government from Harvard University, with language certificates in French and Spanish, and studied abroad at the University of Paris III: Sorbonne Nouvelle.



Patricia Manning

Patricia Manning grew up in Washington Heights and has lived and worked in the Bronx during most of her adult years. She spent 32 years at Bronx Community Board 8 where she was

hired in 1985 as a Community Associate and later served as District Manager. Before that, she worked at non-profits, among them one that helps teen parents and another that promotes Bronx artists. She graduated from the NYC Citizen Police Academy and over the years has volunteered in Baychester, at the Public Library and other outlets. Her current focus is to promote civics in the NYC community.



Laura Quigg

Laura has long been committed to supporting voting rights and promoting democracy. In addition to being a member of the New York City Chapter of the League of Women Voters, she is also affiliated with League chapters in other states and cities. For LWVNYC she is a co-chair of both the Census and Voter Services Committees. She and her Census co-chairs have been designated as a Complete Count Committee by the US Census Bureau. In partnership with others at the League, she has written a Census Guide, an educational presentation and other promotional materials and organized a series of talks and trainings on the subject. She also heads the Training and Speakers Bureau activities inside the Voter Services Committee. Laura has degrees in Economics from Georgetown and Columbia as well as an MA in International Affairs, also from Columbia. In addition, she holds a PhD in Finance from UC Berkeley. Between degrees, she worked in the Mayor's office of Operations under Ed Koch. She has held positions at the University of Illinois, Urbana-Champaign, with Lehman Brothers, JPMorgan and Sanford Bernstein.



Kai Rosenthal

Kai has been a member since 2017 serving on both the Education and Voting Reform Committees. She has worked on several key projects including the NYC Youth Civics Fair, developing civics plans for public high school students as well as meeting with elected officials to review major legislative issues. She has more than 25 years of experience in marketing communications leading internal departments, at luxury wine and spirits companies, to

develop successful campaigns that meet organizational goals. Currently, Kai provides clients with expertise that includes creative storytelling and messaging, developing communications plans for social, digital and traditional media, building campaigns with influencers and brand spokespeople and implementing memorable events. She graduated from Colgate University with a BA in Political Science. She is also a volunteer tutor with Hour Children's after school program.



Dorothy Ouzidane

Dorothy has been an active member since June 2018 and a founding member of the Women's Rights Committee in July 2018. Dorothy was the Secretary of the Women's Rights Committee from July 2018 until April 2020 when she became one of its Co-Chairs. Dorothy is also a member of the Census Committee. Dorothy is a Certified Treasury Professional who worked at the US Headquarters Company, a wholly owned subsidiary of a large Japanese Multinational Corporation, for 28 years (19 years as Manager Finance Group). Dorothy's areas of concentration were Treasury, Cash Management and Corporate Finance. Dorothy holds a BS in Business Administration with majors in Economics and Marketing from the University of South Carolina's Darla Moore School of Business. She is a member of the Association for Financial Professionals and the Treasury Management Association of New York where she served on the Board of Directors in 2005 and 2006.

Respectfully Submitted,

Nominating Committee

Mary Jenkins, Chair

Reshma Patel

Beth Kelley

**FY 2020
Forecast and
FY 2021 Budget**

	Consolidated			
	FY 2020			FY 2021
	Forecast	Budget	I/(D) to Budget	Budget
Income				
Direct Contributions	\$ 38,118	54,250	(16,132)	\$ 78,118
Membership Dues	19,913	28,350	(8,438)	19,913
Grants	26,075	25,000	1,075	11,175
Program Sales and Fees	12,914	15,020	(2,106)	12,914
Investments	7,611	5,000	2,811	7,611
Special Events	(7,253)	50,000	(57,253)	-
Gross Profit	97,378	177,620	(80,242)	129,731
Expenses				
Salaries and Related Expenses	\$ 78,562	86,289	(7,728)	\$ 96,000
Contract Services	15,600	7,300	8,300	15,600
Facility Expenses	30,091	34,000	(3,909)	31,294
Program Expenses	10,086	8,950	1,136	10,086
Membership PMP	18,381	19,300	(919)	18,381
Other Expenses	19,003	21,218	(2,215)	22,182
Total Expenses	171,722	177,057	(5,335)	193,543
Net Income	\$ (74,344)	563	74,097	\$ (63,813)

Financials are presented as a merged entity.

FY 2020 Forecast

- ▶ We are unfavorable to FY 2020 budget by \$75K, primarily as a result of not holding a special event in this fiscal year.
 - ▶ \$80K unfavorable on income and \$5K favorable on expenses.
 - ▶ This includes \$14.9K in Paycheck Protection Program funding received in April, which will not recur in FY 2021.
- ▶ We received \$9.5K on Giving Tuesday Now, which was offset by a \$15.6K decline in the value of our investments due to the impact of COVID-19 on the markets.

FY 2021 Budget

- ▶ We are budgeting a \$64K deficit in FY 2021.
- ▶ With the introduction of a new Vice President of Development, we plan to improve our financial stability over time.
- ▶ We are budgeting for a \$40K increase in direct contributions.
- ▶ This will be partially offset by investments in Technology in order to enable our Development efforts.

Submitted by:

Lesley Sigall
Jessica Weinberg
Catherine Gray

Board approved on April 28, 2020

1. Background

At last year's Annual Meeting, the membership approved a merger of our two corporate entities:

- a. LWVNYC — the membership organization (a 501(c)4). This organization has members but does not provide a tax deduction for donations.
- b. LWVNYC Education Fund (The Ed Fund) — the education and fundraising organization (a 501(c)3). The Ed Fund has no members.

Each of these organizations had a set of Bylaws. The Bylaws, while similar in intent, had a number of differences. Most of these differences arose because one organization had members, while the other did not.

The merger of the two entities was approved in May, 2020. The Ed Fund became the Surviving Entity. The new name of the merged organization is LWVNYC, Inc. A set of Bylaws was provided to the NY State Attorney General's office that essentially merged the Bylaws of each of the two organizations. This was important because the Bylaws of the Surviving Entity had to accommodate membership. NY State AG's Charities Bureau approved the merger with the Surviving Entity Bylaws. These Bylaws are very similar to the old LWVNYC Bylaws, with the following updates:

- a. A Board Chair role has been identified, that is separate from the President. This is considered a non-profit organization "best practice" to encourage Board independence and oversight, and to provide support to employees who may want to confidential-

ly report issues with the President, Officers or other Board members.

- b. Officers and Board Directors have staggered terms, so that the entire leadership does not turn over in a specific year. Officer terms expire in even years; Board Director terms expire in odd numbered years. In this transition year, all Officers will be elected for a two year term starting 7/1/2020. Current Board Directors will be finishing their two year term, and will come up for election at next year's annual meeting. Any vacated Board positions will be filled this year, but will also be up for reelection next year.

These changes will not require a vote from membership, as they are the Surviving Entity Bylaws approved by the NY State AG for the successor organization.

2. Proposed changes to the Bylaws that will need a vote at the Annual Meeting

Below are the changes that the LWVNYC Board of Directors and the Bylaws Committee recommend to the membership:

- a. Article IV Board of Directors Section 1. b).**
 - i. *Proposed Change:* "The Chair shall be an ex officio member of all Committees of the Board except the Nominating Committee".
 - ii. *Rationale:* This was a role of the President when the President presided over the Board. This change moves that role to the Board Chair.

b. Article V Officers Section 1

- i. *Proposed Change:* Add a fourth VP and remove the VP numbers.
- ii. *Rationale:* The Board of Directors and Officers created specific Roles and Responsibilities for Officers and Board (attached). These roles describe functions that are needed to keep the organization running more smoothly. Responsibility and accountability are now clearly defined. The VP roles would include functions covering Communications, Membership, Technology, and Development. Ranking the VPs was a way to create a succession plan for the President role, but, in practice, was not used to elevate an officer to the President role. We believe that functional VPs add more value to the organization. Adding a fourth VP to specifically address Development creates a way for the League to insure sustainable and accountable fundraising.

c. Article V Officers Section 3

- i. *Proposed change:* “The President shall be an ex officio member of all programmatic committees.”
- ii. *Rationale:* This provides the President with a way to work with and facilitate communication among the programmatic committees. These are the committees that do the public facing work of the League, from Voter Services to Criminal Justice.

d. Article VII. Financial Administration Section 4

- i. *Proposed change:* The existing Board has a standing Budget Committee. This proposed change adds “Finance” to create a Budget and Finance Committee.

- ii. *Rationale:* This Board Committee will sit all year long and provide oversight, guidance, and direction to the organization’s finances as well as prepare the budget for the upcoming year.

e. Article VIII. Member Meetings — Sections 2 and 3

- i. *Proposed changes:* Provide notice electronically as well as by mail or fax, and further clarify that meetings can be conducted in virtual formats to the extent permitted by law.
- ii. *Rationale:* Notifications to members will now be able to keep up with the changing technologies. This also clarifies that these meetings can be held virtually, so long as they are compliant with the law.

We look forward to your support of the proposed changes.

Submitted by the Bylaws Committee:

Amy Matthews
Diane Burrows
Cathy Gray

Reviewed by:

Julian Cardona,
Cleary Gottlieb Steen & Hamilton LLP

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 of citizens in government.

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.

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 of at least 16 years of age, who upon payment of dues, join the LWVNYC, shall be voting members of the Local Leagues, the state Leagues and LWVUS; provided that,
 1. persons who reside within the area of a Local League may join that Local League or any other Local League;
 2. persons who reside outside the area of any Local League may join a Local League or shall be state members-at-large; and
 3. any person who has been a member of the League for 50 years or more shall be a life members excused from the payment of dues.

- b. Associate Members. All others who join the LWVNYC shall be Associate Members. Associate Members are not voting members.
- c. Initial Members. The initial members of the LWVNYC shall be the members of the previously-existing The League of Women Voters of the City of New York, Inc. as of the effective date of the Merger.

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

ARTICLE IV. 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 four 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 at 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 four, to help carry on the work of LWVNYC. The terms of office of the Appointed Directors shall expire concurrently with the terms of office of the Elected Directors. 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 shall elect a Chairperson of the Board (the “Board Chair”) from among the Board members, other than any director who is also serving as the President. 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.

Section 2. Qualifications

No person shall be elected or appointed or shall continue to serve as an Officer or Director of this organization unless such person is a voting member 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. 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, by mail, or fax 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.

ARTICLE V. 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 (as described in Article IV, Section 1) 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 moneys due. The Treasurer shall be the custodian of these moneys, shall deposit them in a bank designated by the Board, and shall disburse the same upon order of the Board. The Treasurer shall present statements to the Board at its regular meetings. The financial records of the organization shall be reviewed annually by a certified public accountant.

ARTICLE VI. ADVISORY BOARD

The Board may appoint an Advisory Board of up to 10 representatives of the corporate, civic, cultural and philanthropic community of New York City who support the work of the LWVNYC. 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

Membership dues shall be payable during the month in which the member joined. The Board may establish special procedures for collection of dues. The dues structure shall be as determined by the Board.

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. Any other meeting of the Members shall be designated a Special Meeting. Notice of any meeting shall be given to all members at least 30 days prior to the meeting electronically, by mail, or fax.

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

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, demand the call of a Special Meeting specifying the date and month thereof, which shall not be less than two nor more than three months 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, by mail, or fax, another member to be present to vote in their stead. Mailed 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 written notice to the Secretary 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 a member of the Nominating Committee. In the absence of such person, the Board shall select one of its directors to serve in such a role. They shall select two members of the LWVNYC, 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.

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.

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, by mail, or fax, another member to be present to vote in their stead. Mailed 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 written notice to the Secretary 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 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 sent in by the voting members not later than 60 days prior to the Annual Meeting.
- 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.

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 XII. 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 XIII. STATUTORY COMPLIANCE

Section 1. Conflict 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:
 1. be present at, or participate in, any deliberations;
 2. attempt to influence deliberations, and/or
 3. 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.



6

Local Programs

Based on the Bylaws of the League of Women Voters of the City of New York, the membership must select a local program for the upcoming year.

The Board of Directors recommends that we focus on disaster preparedness and resilience with respect to our voting and election systems. This year, COVID-19 disrupted our primary elections and exposed a variety of weaknesses in our current system, including:

- ▶ The need for vote by mail or expanded absentee systems;
- ▶ The need for procedures to protect the health of poll workers; and more generally
- ▶ The need for procedures to ensure ballot access to all members of the public.

To undertake this as a local program will require both study and action with regard to our local election processes. Incoming requests from our members about areas in which they'd like to see the League take action have correlated strongly with this urgent need, so we should take this subject seriously over the course of the next year.

Respectfully submitted,

Bella Wang

