

# BYLAWS

of the

## LEAGUE OF WOMEN VOTERS of WASHINGTON EDUCATION FUND

*As amended September 21, 2021*

### ARTICLE 1 OFFICES

**Section 1.1. Registered Office and Registered Agent.** The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

**Section 1.2. Other offices.** The corporation may have other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require.

### ARTICLE 2 MEMBERSHIP

**Section 2.1. Members.** The corporation is a membership corporation. The League of Women Voters of Washington (the "LWVWA"), a Washington state corporation, is the sole and only member of the corporation. No other individual or organization is eligible for membership.

**Section 2.2. Voting Rights.** The LWVWA shall have voting rights with respect to the election of Directors, and such other matters as are provided in these bylaws.

### ARTICLE 3 BOARD OF DIRECTORS

**Section 3.1. General Powers.** The affairs of the corporation shall be managed by a board of directors.

**Section 3.2. Number.** The minimum number of directors is five. The minimum number of directors may be increased at any time by amendment of these bylaws. Any decrease in the number shall not have the effect of shortening the term of any incumbent director.

**Section 3.3. Qualifications.** All directors shall be members of the League of Women Voters of Washington and be the current LWVWA officers and directors. Directors may have such other qualifications as the board may prescribe by amendment to these bylaws.

**Section 3.4. Election of Directors.** Directors shall be elected for a two-year term, staggered between

even and odd years as to beginning and end of term, as stated in the LWVWA Bylaws, in odd-numbered years and will be the officers and directors of LWVWA elected at the convention in odd numbered years, and council in even numbered years.

**Section 3.5. Annual Meeting.** The annual meeting of the board of directors shall be held during the month of July on a date and at a location selected by the board for the purposes of reaffirming Articles of Incorporation and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the board shall cause the meeting to be held as soon thereafter as may be convenient.

**Section 3.6. Regular Meetings.** By resolution, the board may specify the date, time and place for holding regular meetings without other notice than such resolution.

**Section 3.7. Special Meetings.** Special meetings of the board or any committee designated and appointed by the board may be called by or at the written request of the president or two members of board of directors, or in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix the location of the meeting.

**Section 3.8. Place of Meetings.** All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the board or by the person or persons authorized to call the meeting.

**Section 3.9. Notice of Meetings.** Notice of board or committee meetings shall be given to a director in writing or by personal communication with the director not less than ten days before the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with prepaid postage. If notice is delivered by email it shall be deemed effective when sent to the proper address. Notices in writing may be delivered or mailed at his or her address shown on the records of the corporation.

**Section 3.10. Electronic Meetings.** Members of the board or any committee designated by the board may participate in a meeting of such board or committee by means of a conference telephone or any electronic method which allows for all persons participating to hear and respond to each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 3.11. Consent to Electronic Communication.**

**3.11.1.** Communications to directors in an electronic transmission is effective only if such individual has:

- a. consented to receive electronically transmitted communications under the Washington Nonprofit Corporation Act, and
- b. designated in the consent the message format accessible to the recipient, and the address, location, or system to which these communications may be electronically transmitted.

**3.11.2.** A director who has consented to receipt of electronically transmitted communications may revoke the consent by delivering (by mail, facsimile, or electronic transmission) a revocation to the Corporation.

**3.11.3.** The consent of any director is revoked if the corporation is unable to electronically transmit two (2) consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary or other person responsible for giving the notice.

**3.11.4.** The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

### **Section 3.12. Waiver of Notice.**

**3.12.1 In Writing.** Whenever any notice is required to be given to any director under the provisions of these bylaws, the articles of incorporation or applicable Washington law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the waiver of notice of such meeting.

**3.12.2 By Attendance.** The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**Section 3.13 Quorum.** A majority of the directors shall constitute a quorum for the transaction of business at any board meeting. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 3.14 Manner of Acting.** The act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the board, unless the vote of the greater number is required by these bylaws, the articles of incorporation or applicable Washington law.

**Section 3.15 Presumption of Assent.** A director of the corporation present at a board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forward such dissent or abstention by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

### **Section 3.16 Action by Board Without a Meeting.**

**3.16.1 Action by Written Consent.** Any action which could be taken at a meeting of the board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and same document. Written consents submitted by facsimile with the signature of a board member shall be deemed the equivalent of an original. Any such written consent shall be inserted in the minute book as if it were the minutes of a board meeting.

**3.16.2 Action by Electronic Transmission.** Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the board of directors (or its committees) may be taken without a meeting by electronic transmission when conducted in compliance with the notice requirements described in this Article, Section 3.2. Each director entitled to vote with respect to the subject matter thereof must consent in the form of a record setting forth the action so taken. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

**Section 3.17 Resignation.** Any director may resign at any time by delivering written notice to the president or the secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.18 Removal.** One or more directors may be removed from office, with or without cause, by the affirmative vote of a majority of the directors fixed by or in the manner provided by these bylaws.

**Section 3.19 Vacancies.** Vacancies may be filled by a majority vote of the remaining directors even though less than a quorum of the board of directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected.

## **Section 3.20 Board Committees**

**3.20.1 Executive Committee.** An Executive Committee shall be composed of the president and at least two other directors of the corporation designated by the president and approved by the board. The executive committee may meet upon call of the president to transact business of the corporation, subject to the limitations and provisions contained in paragraphs 3.20.2, 3.20.3, 3.20.4 and 3.20.5 of the corporation's bylaws. Actions taken by the Executive Committee shall be reported at the next board meeting. To the extent reasonable, the Executive Committee shall consult with board members, e.g. by telephone or email, prior to taking actions on behalf of the corporation.

**3.20.2 Other Standing or Temporary Committees.** The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of at least two directors. Such committees shall have and exercise the authority of the directors in the management of the corporation, subject to such limitations as may be prescribed by the board and by applicable Washington law, except that no committee shall have the authority to: (a) amend, alter or repeal these bylaws; (b) elect, appoint or remove any member of any other committee or any director or officer of the corporation; (c) amend the articles of incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of

directors, or any individual director of any responsibility imposed by law.

**3.20.3 Quorum. Manner of Acting.** A majority of the number of directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

**3.20.4 Resignation.** Any member of any committee may resign at any time by delivering written notice thereof to the president, the secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**3.20.5 Removal of Committee Member.** The board, by resolution adopted by a majority of the directors in office, may remove from office any member of any committee elected or appointed by it.

**3.21 Compensation.** The directors shall receive no compensation for their service as directors, but may receive reimbursement for expenditures incurred on behalf of the corporation.

## **ARTICLE 4 OFFICERS**

**Section 4.1 Officers.** The officers of the corporation shall be a president, one or more vice presidents, a secretary and a treasurer, each of whom shall be elected by the board of directors. Other officers and assistant officers may be elected or appointed by the board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these bylaws or as may be provided by resolution of the board. The board may assign any officer any additional title that the board deems appropriate. Any two or more offices may be held by the same person, except the president and the treasurer.

**Section 4.2 Election and Term of Office.** The officers of the corporation shall be members of the LWVWA. Officers shall be elected by a majority of the board of directors then in office. The Treasurer and the Investment Treasurer of the LWVWA Education Fund shall not be the Treasurer of LWVWA. Officers shall be elected for two-year terms in odd-numbered years at a special meeting immediately following the close of the LWVWA Convention or Council at which they are elected to their LWVWA office. The LWVWA Education Fund Treasurer shall be elected at a special meeting immediately following Council in even-numbered years. The Investment Treasurer may be appointed by the Board at any appropriate time.

**Section 4.3 Resignation.** Any officer may resign at any time by delivering written notice to the president or the secretary, or by giving oral or written notice at any meeting of the board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.4 Removal.** Any officer or agent elected or appointed by the board may be removed by the affirmative vote of a majority of the board whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.5 Vacancies.** A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the majority vote of the board for the non-expired portion of the term or for a new term established by the board.

**Section 4.6 President.** The president shall be the chief executive officer of the corporation and, subject to the board's control, shall supervise and control all of the assets, business, and affairs of the corporation. The president or another officer or director designated by the president shall preside over meetings of the board. The president may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the board or by these bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the president shall perform all the duties incident to the office of president and such other duties as are assigned to him or her by the board from time to time.

**Section 4.7 Vice Presidents.** In the event of the death of the president or his or her inability to act, the vice presidents, in order of rank, shall perform the duties of the president, except as may be limited by resolution of the board, with all the powers of and subject to the restrictions upon the president. The vice presidents shall perform such other duties as from time to time may be assigned by the board or the president.

**Section 4.8 Secretary.** The secretary shall:

- a. Perform such duties as customarily pertain to the office;
- b. Sign with the president all contracts and other instruments when so authorized by the state board
- c. Assure meeting minutes are accurately recorded, modified as necessary, accepted, and retained;
- d. Perform other duties as the president and state board may designate.

**Section 4.9 Treasurer.** The treasurer shall:

- a. Assure the collection and receipt of all moneys due, assure depositing and disbursing them as designated by the state board;
- b. Process fund transfers into and withdrawals from local League Education Fund accounts managed by LWVWA Education Fund; calculate and transfer interest earned by a local League with a balance in excess of \$10,000 for over six months;
- c. Arrange for an annual review of account systems and internal controls;
- d. Present periodic statements to the state board at its regular meetings and an annual statement to the convention or council
- e. Perform other duties as the president and state board may designate.

**Section 4.10 Investment Treasurer.** The investment treasurer shall:

- a. Be appointed by the Board and may serve in an off-board capacity
- b. Be the chair of the Investment Committee to include these duties:
  - i. arrange and preside at meetings of the Ed Fund Investment Committee

- ii. maintain financial accounts of the Endowment,
- iii. record and transact decisions made by the committee regarding purchase and sale of securities
- iv. make withdrawals when requested by the Education Fund board
- v. maintain and submit to the Education Fund board a status report every two months
- vi. maintain and present a “Yearly Financial History” spreadsheet.

c. Duties as Investment Committee chair are assumed by the Investment Committee vice-chair in the event chair is unavailable until such time as new appointment can be made.

**Section 4.11 Compensation.** The officers shall receive no compensation for their services as officers but may receive reimbursement for expenditures incurred on behalf of the corporation.

## ARTICLE 5 ADMINISTRATION AND FINANCIAL PROVISIONS

**Section 5.1 Fiscal Year.** The fiscal year of the corporation shall be from July 1 to June 30 of the next year.

**Section 5.2 Books and Records.** The corporation shall keep at its principal or registered office copies of its current articles of incorporation and bylaws; accurate and complete records of accounts and finances; minutes of the proceedings of the board, and any minutes maintained by committees of the board; records of the name and address of each member of the board of directors; and such other records as may be necessary or advisable.

**Section 5.3 Rules of Procedure.** The rules of procedure at meetings of the board and committees of the board shall be rules contained in Robert’s Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these bylaws, the articles of incorporation or any resolution of the board.

**Section 5.4 Annual Report.** The Education Fund shall provide an annual report to the League of Women Voters of Washington.

## ARTICLE 6 AMENDMENTS

**Section 6.1 Amendment of Bylaws.** These bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting of the board of directors by a majority vote of the directors in office, if at least ten days’ written notice is given of the intention to take such action at such meeting, and subject to approval of the board of directors of the LWVWA.

*The foregoing bylaws were adopted by the board of directors on March 19, 1996 and amended at the Annual Meeting on May 31, 1996. They were further amended at the Annual Meeting on July 18, 2002, at the board meeting on May 4, 2006, at the board meeting in September, 2008, at the board meeting in January 2010, at a Board Meeting May 10, 2013, at a Board Meeting July 25, 2013, and at the annual meeting on July 15, 2016. They were further amended at a Board meeting on August 10, 2018, and at a Board meeting on September 21, 2021.*