

## Proposed Amended Bylaws C & E Draft 7/14/2024

### **BYLAWS**

#### **MASSACHUSETTS WOMEN'S POLITICAL CAUCUS POLITICAL ACTION COMMITTEE, INC. (the "PAC")**

These amended bylaws were approved by the members of Massachusetts Women's Political Caucus, Inc. ("MWPC") on \_\_\_\_\_, 2024.

#### **Article 1. Articles of Organization**

The name and purposes of the organization shall be as stated in the Articles of Organization. These Bylaws, the powers of the PAC, and of its Directors and its officers, and all matters concerning the conduct and regulation of the PAC shall be subject to the Articles of Organization in effect from time to time.

#### **Article II. Members**

There shall be no members of the PAC. Any action or vote required or permitted by law to be taken by members of the PAC shall be taken by action or vote of the same percentage of members of the PAC Board of Directors ("PAC Board").

#### **Article III. Board of Directors**

A. Powers and Duties: The PAC Board of Directors (the "PAC Board") shall be the governing body and ultimate authority of the PAC, including having all powers and duties required by the Board of Directors by the federal, state, or local law governing the organization. The general management of the business, property and affairs of the PAC shall be vested in the PAC Board.

B. Composition, Election, and Term: The PAC Board shall consist of five individuals. The MWPC President, the MWPC Vice-President, and the MWPC Secretary shall serve as members of the PAC Board without the need for election for so long as they hold such MWPC offices. In addition, the PAC Board shall include two members of the MWPC Board of Directors who are elected as PAC Directors by the MWPC members at their Annual Meeting. Each elected director shall serve for a term of two years and until his or her successor is elected or he or she earlier resigns, is removed, becomes disqualified, or dies. The MWPC Board of Directors may elect new members from the MWPC Board of Directors to fill any vacancy on the PAC Board at any meeting; such individuals shall serve for the balance of the term of the Director who did not complete his or her term. There shall be no limits on the number of terms an elected Director may serve.

C. Endorsement of Candidates. The PAC Board may establish policies and procedures for the endorsement and support of candidates for public office and ballot referenda, in accordance with Article VI of these Bylaws. The PAC Board may also

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#### **Article II. Purpose**

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develop a political plan to further the goals of the MWPC and to guide the PAC in its activities.

D. Meetings, Quorum, and Voting: Meetings shall be at such times and places as the PAC Board shall determine. Written notice shall be given to the Directors of all meetings stating the date, time and place of such meeting: (a) by mailing, postage prepaid and addressed to the last known home or business address at least ten days before the meeting; (b) by causing such notice to be sent by e-mail at least forty-eight hours before the meeting to the Director's e-mail address as it appears in the records of the PAC; or (c) by providing such notice in person or by telephone at least forty-eight hours before the meeting. Three Directors then in office shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote of the Directors present and voting except as required by law, the Articles of Organization, or these Bylaws. A Director may not vote by proxy. An abstention shall not be counted as a vote.

E. Action Without A Meeting. Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of meetings of the PAC Board. Consent may be given by electronic mail or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.

F. Meetings by Remote Communications. The members of the PAC Board or any committee designated by the Board of Directors may hold and participate in meetings by means of a conference telephone, videoconference, or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

G. Waiver Of Notice. Whenever any written notice is required to be given by these Bylaws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Director at a meeting without protest as to notice shall have the effect of waiver of notice.

H. Removal and Resignation of Board Members: Any member of the Board of Directors who fails to attend three consecutive Board meetings or four Board meetings overall in one calendar year is automatically removed from the Board. Any PAC Director removed for failure to attend Board meetings may request reinstatement by the Board by submitting a letter to the PAC Chair and the MWPC Executive Director within two (2) weeks of receiving notice that he or she has been removed as a Board Member. The PAC Board may, if good cause for reinstatement is shown, reinstate the Director upon such terms and conditions as the Board determines in its sole discretion.

1. Removal: A motion to remove a Director for a reason other than non-attendance at meetings as described in the preceding paragraph must be made by three (3) other Directors of at least two (2) different political affiliations. For

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**Deleted:** Meetings and Voting: Meetings shall be at such times and places as the MWPC PAC Board shall determine. A quorum is at least half of all PAC Board Members. Votes may be taken in person, by e-mail, doodle or other acceptable electronic methods

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purposes of this provision, a political affiliation is the person's political registration on his or her voter registration, with unenrolled or independent counting as distinct political affiliations. A 4/5ths vote of the Board of Directors is required.

2. **Resignation:** A Director may resign by delivering a written resignation to the PAC Chair or the MWPC Executive Director. Such resignation shall be effective upon receipt, unless another effective date is stated, and acceptance thereof shall not be necessary to make it effective.

#### Article IV. Officers

A. **Enumeration, Election, Terms And Vacancies:** The officers shall be a Chair, a Treasurer, a Secretary, and such other officers as the PAC Board of Directors may determine. The President of MWPC shall serve as the Chair of the PAC and the Secretary of MWPC shall serve as the Secretary of the PAC, both without need for election to such PAC offices and for so long as they hold such MWPC offices. The PAC Board shall elect a Treasurer from among the other PAC Board members to serve a term of two years, and until his or her successor is elected or she earlier resigns, is removed, becomes disqualified, or dies. No elected officer shall hold the same office for more than two consecutive two-year terms. Any vacancy during a term of office of any officer other than Chair or Secretary shall be filled by the Board of Directors to serve the balance of such officer's term.

B. **Chair:** The Chair(s) shall be the executive officer of the organization and shall preside over and prepare the agenda for the Board of Directors meetings. The Chair shall perform all other duties necessary to achieve the purposes of the PAC. The Chair shall also hold the title and carry out the duties of President when such office is required by law.

C. **Treasurer:** The Treasurer shall be responsible for all financial records of the PAC and the accounting of all monies collected and disbursed by the organization. The Treasurer will also be responsible for all reporting requirements to the Massachusetts Office of Campaign & Political Finance. The Treasurer shall render a Treasurer's Report at each Board meeting and shall present a financial statement to all members of MWPC at their Annual Meeting.

D. **Secretary:** The Secretary shall, subject to the direction of the Board of Directors, be responsible for the recording and maintenance of the corporate records and documents of the PAC, including records of all meetings of the Board of Directors, and for the issuance of calls and notices of meetings of the Board of Directors. If the Secretary is absent from any meeting, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at such meeting. The Secretary shall be a resident of Massachusetts unless the PAC has a resident agent appointed for the purpose of service of process.

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## **Article V.** **Committees**

These Bylaws, or the PAC Board of Directors by resolution, may establish Board Committees as they may from time to time determine necessary or advisable. PAC Board Committees shall be composed of two (2) or more Directors, who shall be elected by the PAC Board of Directors, and the PAC Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these Bylaws may not be so delegated, to any such PAC Board Committee. These Bylaws, or the PAC Board of Directors by resolution, may also establish advisory committees composed of Directors and non-Directors selected in a manner determined by the Board. Advisory committees may not exercise the authority of the PAC Board to make decisions on behalf of the PAC Board of Directors, but may make recommendations to the PAC Board or PAC Board Committees and implement PAC Board or PAC Board Committee decisions and policies under the supervision and control of the PAC Board or PAC Board Committee. All committees shall serve at the pleasure of the PAC Board of PAC Directors. Except as the Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, the business of PAC Board Committees shall be conducted as nearly as may be in the same manner as is provided in these Bylaws for the conduct of business by the PAC Board of Directors, including the taking of minutes and requirements for establishing a quorum and voting. Any action taken by any committee shall be reported to the PAC Board of Directors no later than the date of the meeting of Directors next following the date of such action.

## **Article VI.** **Endorsements Committee**

The PAC Board shall designate an Endorsements Committee, which shall follow the Endorsement Guidelines described below. The committee shall include not more than 15 members who are members in good standing of MWPC. The PAC Board shall name a chair or co-chairs of the committee.

### A. Guidelines for Endorsement:

1. Any candidate for public office may request endorsement from the PAC. Such request must be in writing by submitting a completed questionnaire to the PAC.
2. The PAC may actively solicit feminist pro-choice candidates for endorsement. PAC may solicit women candidates for constitutional and state legislative office and county and local office.

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The MWPC PAC may establish policies and procedures, not inconsistent with these Bylaws, for recommendation for endorsement of candidates by a 2/3 vote of those voting at a meeting at which a quorum of the Board of Directors of MWPC PAC is voting. Such policies and procedures shall be recorded in the MWPC PAC minutes and, unless amended or repealed by a majority vote of those voting at a meeting at which a quorum of the MWPC PAC Board of Directors is voting, shall govern recommendations for MWPC PAC endorsements. ¶

B. Method of Endorsement:

1. The PAC may provide financial assistance only to endorsed women candidates and to support referenda concerning the status of women.

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2. The PAC may provide organizational support only to endorsed women candidates. Such organizational support may include volunteer campaign work, dissemination of political and PAC literature, contribution of political advice, and other such assistance as is available and appropriate as determined by the Board.

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3. All candidates endorsed by the PAC may publicize such endorsements.

C. Eligibility/Endorsement Criteria: In order to be considered for endorsement, a candidate must support at a minimum, the following: The Equal Rights Amendment, reproductive freedom for all women and people who can become pregnant, access to contraceptive coverage, access to fertility treatment, increased access to child care and other dependent programs funded from all available sources, and full civil rights for Gay, Lesbian, Bisexual, and transgender individuals and adherence to such other positions as have, from time to time, been adopted by National Women's Political Caucus ("NWPC") or the MWPC.

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D. Endorsement Procedures:

1. The PAC shall make best efforts to identify and notify women and previously-endorsed candidates running in the State Senate, State House of Representatives, Constitutional offices and such local elections that the Board determines are of significance. Applications for endorsements shall appear on the MWPC website no later than May 1 of each year and may be sent out to candidates by other means as appropriate. Candidates will complete applications and return to the MWPC. Questionnaires will be reviewed by the PAC Board to ensure that candidates meet the baseline criteria for consideration as outlined in these Bylaws.

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2. Candidates who satisfy the eligibility/endorsement criteria will be invited to meet with the Endorsements Committee. Candidates for re-endorsement may forego an interview at the Endorsement Committee's discretion.

3. A candidate interested in federal office should notify the National Women's Political Caucus NWPC.

4. No later than August 15th of each election year, the Endorsement Committee shall vote on, and present to the PAC Board for its consideration, recommendations for endorsements of candidates. A 2/3rds vote is needed for recommendation. Any proposed candidate receiving less than a 2/3rds favorable vote for endorsement shall be included in any communication to the PAC Board with the reasons for the negative recommendation. The PAC Board within seven days shall vote on the Endorsement Committee's recommendations or seek further information from the candidate. Notwithstanding the Endorsement Committee's vote to recommend or decline endorsement, the PAC Board may endorse any candidate for public office who meets the eligibility criteria set forth in these bylaws. In the event of an endorsement by the PAC Board, the PAC Board Chair or her designee shall inform the candidate by email, mail or telephone of the endorsement.

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5. By a vote of 2/3 of the votes cast at a meeting at which a quorum is present, the PAC Board may establish policies and procedures for the PAC and Endorsement Committee. Such policies and procedures shall be recorded in the PAC Board minutes and, unless amended or repealed by a vote of 2/3 of the votes cast at a meeting at which a quorum is present, shall govern recommendations for PAC endorsements.

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## **Article VII. Local Political Action Committees**

Local MWPC political action committees may be organized only by vote of the PAC Board of Directors.

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## **Article VIII. Amendment of Bylaws**

These Bylaws may be amended in whole or in part only at the MWPC Annual Meeting by vote of 2/3 of the votes cast at a meeting at which a quorum is present, provided that notice describing the proposed amendment(s) to be adopted shall have been given in the notice of the meeting at which such amendment is to be considered.

## **Article IX. Fiscal Year**

The fiscal year shall be from January 1 to December 31, or such other date as the PAC Board may determine.

## Article X. General

A. Receipt And Disbursement Of Funds: The PAC Board of Directors may designate such other officer or officers who in addition to or instead of the Chair or Treasurer shall be authorized to receive and receipt for all moneys due and payable to the PAC from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the PAC may be deposited in such bank or banks as the Chair or PAC Board of Directors may from time to time designate or with such other corporations, firms, or individuals as the PAC Board of Directors may from time to time designate.

B. Execution Of Documents: Except as otherwise provided by law, the PAC Board of Directors or these Bylaws, the Chair or Treasurer shall sign for the PAC all deeds, agreements and other formal instruments.

C. Communication By Electronic Or Other Written Means: Written notice or waiver of notice or other communication under these Bylaws may be given by electronic mail or other means of written communication.

D. Conflict Of Interest: The Directors and officers of the PAC owe a fiduciary duty to the PAC to act in good faith and in a manner that they reasonably believe to be in the PAC's best interests. This duty of loyalty requires the Directors and officers to exercise independent judgment on behalf of the PAC, placing the PAC's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the PAC may have and shall comply with a Conflict of Interest Policy, provided, that such policy shall require Directors, officers, and key employees of the PAC to disclose any personal financial interest in a transaction being considered by the PAC, and that unless the PAC Board of Directors determines that such personal financial interest is immaterial, such Director, officer, or key employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); provided, further, that until such a policy is formally adopted by the Directors this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the PAC. The PAC's Conflict of Interest Policy may, for purposes of consideration by independent Directors of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

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The newly Revised Robert's Rules of Order shall govern the procedure of all meetings of this organization.~~1~~

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