

Massachusetts Women's Political Caucus, Inc. Bylaws

These proposed changes were approved by the Massachusetts Women's Political Caucus, Inc. ("MWPC") Board in December 2018. The proposed changes were approved by the members at the MWPC Annual Meeting in January 2019.

Article I. Name

The name of the organization shall be the Massachusetts Women's Political Caucus, Inc. ("MWPC" or "Caucus").

Article II. Purpose

The purposes and goals of the MWPC are to increase women's participation in the political process, to increase the number of women in elected and appointed positions, and to work toward equality for women in elected and appointed positions.

MWPC supports the eradication of all types of wrongful discrimination, including but not limited to discrimination on the basis of sex, race, national origin, ethnicity, skin color, sexual orientation, disability, and religion, and seeks to help ensure reproductive freedom, freedom of sexual orientation, and cessation of violence against women.

Article III. Character of the Organization

The MWPC is a non-profit, non-partisan organization that promotes the advancement of women in the political area through educational and political programs focused on increasing the number of women running for political office, promoting women's participation in politics, and educating women who are running for or who have been elected to political office, and through outreach, research, and education about women and politics.

Article IV. Membership

Membership in the MWPC shall be open to any individual, without regard to ethnicity, race, color, gender, economic status, age, sexual preference, or national origin, who supports the purposes and goals of the organization, as defined in Article II above. Voting members are members in good standing as of the date of the Annual Meeting (defined in Article XI) each year.

Article V. Dues and Fees

Annual membership dues shall be payable in January. The amount of dues shall be determined by the MWPC Board of Directors at least thirty (30) days prior to the Annual Meeting. Annual dues must be paid prior to or at the Annual Meeting for a member to be retained as a voting member in

MASSACHUSETTS WOMEN'S POLITICAL CAUCUS BOARD MEMBER

good standing. Dues will be divided between the National Women's Political Caucus ("NWPC") and MWPC, as determined by the boards of the two organizations, and MWPC will register its members as members of the NWPC.

Members with limited resources may pay a reduced rate to be determined from time to time by the Board of Directors.

Article VI. Fiscal Year

The fiscal year shall be from January 1 to December 31.

Article VII. Officers

The Officers of the MWPC shall be President, one or two Vice-Presidents, Secretary, and Treasurer. Officers will be elected for two-year terms every other year. Although a person may be president for more than one term, no one may hold the presidency for two consecutive terms. Any vacancy during a term of any Officer shall be filled by the President, with the approval of the Board of Directors, until an election is held to fill such vacancies at the next Annual Meeting.

President: The President shall be the executive officer of the organization and shall preside over and prepare the agenda for the Annual Meeting, all membership meetings, and all Board meetings. The President may delegate to staff such duties and responsibilities as are appropriate to the proper management of the organization. The President may appoint chairs of ongoing, ad hoc and special committees or task forces, with the advice and consent of the Board, for such purposes and duration and with such powers as the Board may authorize. The President shall perform all other duties necessary to achieve the purposes of the MWPC. The President is authorized to enter into contracts on behalf of the Caucus, to sign checks on behalf of the Caucus, and to make or authorize payments on behalf of the Caucus, to the extent such contracts, checks, and payments are either authorized by the Board or made in the normal course of business in accordance with the approved budget of the Caucus.

Vice-Presidents: One of the Vice-Presidents shall, in the absence of the President, perform all duties of the President. The Vice-Presidents shall also perform such other duties assigned to that office by the President or by the Board of Directors.

Secretary: The Secretary shall be responsible for the recordings and maintenance of all general membership meetings and all Board meetings of the MWPC. If the Secretary is absent from any meeting, the President shall designate a temporary Secretary to perform the duties of the Secretary at the meeting. The Secretary is responsible for keeping attendance at Board meetings.

Treasurer: The Treasurer shall be responsible for all financial records of the MWPC and the accounting of all monies collected and disbursed by the MWPC. The Treasurer shall render a report at each Board of Directors meeting and shall present a financial statement and proposed budget to all members at the Annual Meeting. The Treasurer is authorized to enter into contracts on behalf of the Caucus, to sign checks on behalf of the Caucus, and to make or authorize payments on behalf of the Caucus, to the extent such contracts, checks, and payments are either authorized

MASSACHUSETTS WOMEN'S POLITICAL CAUCUS BOARD MEMBER

by the Board or made in the normal course of business in accordance with the approved budget of the Caucus.

Article VIII. Board of Directors

The Board of Directors shall be composed of no fewer than ten and no more than eighteen (18) members in good standing, as follows:

Officers of the MWPC and the Chairs or Co-Chairs of all standing committees and Chair or Co-Chairs of the MWPC PAC;

The terms of office of the MWPC Board of Directors shall be limited to two 3-year terms. Following completion of two 3-year terms the member of the Board must step down from the Board for at least one year. After that period, the Governance & Nominating Committee may nominate the individual to serve again in the same or in a different capacity. The terms of the Board members shall be staggered. The years that a person serves as an Officer of the MWPC shall not be counted as part of the 3-year Board member term. Any vacancy occurring during the term of any Board member may be filled by the President with the approval of the Board of Directors of the MWPC until the next Annual Meeting.

- A. The Duties of the Board of Directors shall be to establish policy, implement policy as established at the Annual Meeting, establish programs and priorities consistent with these policies, and adopt a budget.
- B. A quorum is present when at least half of all Board members are present at the meeting.
- C. There must be a quorum at all meetings where a vote is to be taken by the Board of Directors. All actions taken by the Board of Directors shall require a majority vote of all members present and voting. Virtual phone presence will count as the member being present for a quorum and for voting. Emergency votes via email are acceptable.
- D. The Board of Directors shall meet as frequently as is necessary to carry out its duties, but it shall meet at least once a quarter. All such meetings shall be open to the full membership.

Article IX. Executive Committee

Each President will establish an Executive Committee composed of the Officers and such other Board of Director members as the President may from time to time deem appropriate to conduct necessary business between meetings of the Board of Directors. Decisions of the Executive Committee shall be reported to the Board of Directors in a timely fashion.

Article X Governance & Nominating Committee

The Governance & Nominating Committee shall consist of the President, the Vice President(s), and between three to five other members of the MWPC. The Governance & Nominating Committee is responsible to:

- Maintain an effective Board to lead the organization

MASSACHUSETTS WOMEN'S POLITICAL CAUCUS BOARD MEMBER

- Perform at least a bi-annual review of and recommend to the Board any needed changes for organizational Bylaws and key organizational policies and processes
- Implement a process to evaluate current Board, Committee and Executive Director performance
- Oversee the process to recruit, accept nominations and nominate new MWPC Board members
- At least twenty (20) days before the Annual Meeting, the Nominating Committee will present a slate of Officers and Board of Directors for vote at the Annual Meeting by members who are present and in good standing.
- Implement an effective Board member orientation process
- Oversee Board education, guide Board strategic planning, ensure a healthy executive succession plan. Review all Committee charters to the full Board.

Article XI. Annual Meeting

The MWPC shall hold an Annual Meeting each year in January at a date, time, and place determined by the Board of Directors.

At the Annual Meeting, the members in good standing shall elect MWPC Officers and the Members at Large of the Board of Directors. The President or, in her absence, one of the Vice Presidents, shall preside.

An annual report of the activities of the organization shall be presented by the President and/or the Executive Director. The Treasurer shall submit an annual financial report of the income, expenditures, assets, and liabilities of the MWPC. Any other business may be transacted that is set forth in the notice of the meeting.

Notice of the Annual Meeting and the business to be transacted at such meeting shall be published on the MWPC website at least twenty (20) calendar days prior to the date of the meeting.

A quorum is present for the transaction of business when twenty (20) voting members are present. Each member shall have one vote, and a majority of votes of the voting members present and voting shall decide any question, unless otherwise provided for by these Bylaws.

Article XII. Election of Officers, Board Members

Officers and Board Members will be elected at the Annual Meeting. The members in good standing will vote on the proposed slate presented by the Governance & Nominating Committee. Nominations, seconded by at least two other members, will be permitted from the floor of the Annual Meeting. The candidates who acquire the top vote totals for the eligible open Board of Director positions will fill those open positions.

Article XIII. Amendments

MASSACHUSETTS WOMEN'S POLITICAL CAUCUS BOARD MEMBER

These Bylaws may be amended in whole or part at the Annual Meeting by two thirds (2/3) of the voting members present and voting upon such amendment(s), provided that notice is given in accordance with Article XI(D) above of the meeting at which each such amendment is to be considered.

Article XIV. Rules of Procedure

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