

WOMEN'S INTERNATIONAL LEAGUE FOR PEACE & FREEDOM US SECTION BYLAWS (Effective January 2021)

Adopted in 1996, revised and adopted by the National Board in April 2002, with changes based on amendments made through December 2019, including those amendments made as a result of votes of the membership in October 2012, March 2013, January 2015, December 2017, December 2019, and December 2020. Also, in March 2016 the national ad hoc Bylaws Committee made non-substantive clerical and formatting corrections and updated the language quoted from the International WILPF aims and principles (Section I.A., below) to reflect the language of the International Constitution (as revised and adopted on August 5, 2011).

I. ORGANIZATIONAL POLICY

A. The US Section operates under the International WILPF Constitution and By-Laws: “1. The aims and principles of WILPF are: (a) To bring together women of different political beliefs and philosophies who are united in their determination to study, make known and help abolish the causes and legitimization of war. (b) i. To work toward world peace... 3. WILPF sees as its ultimate goal the establishment of an international economic order founded on the principles of meeting the needs of all peoples and not those of profit and privilege...” The work of the US Section of the League is based on these aims and principles and on the statements and resolutions adopted by the International Congress and the International Board.

B. In addition to the above, the US Section and its subdivisions are governed by the Bylaws and the Principles & Policies of the Section. The Bylaws can be amended and the Principles & Policies can be changed as stipulated in I. Organizational Policy, H. Changes in Policy.

C. The US Section is nonpartisan, and as such does not endorse any political party or candidate of a party.

D. A Branch or individual may not speak or take action in the name of WILPF contrary to Section or International policies. All printed material in WILPF's name is to be consistent with these policies. The name of WILPF may not be signed to a statement unless through a duly constituted body of WILPF or in consultation with the Section.

E. Statements or projects undertaken with other organizations must be within WILPF's Principles & Policies, and, whenever possible, with WILPF representatives part of the decision-making and planning.

F. Branches and the Section must abide by International guidelines regarding communications to the governments of other countries, especially where there are WILPF Sections.

G. The National Board President(s) should be consulted when branches or members are in doubt about matters of policy.

H. Changes in Policy

1. Bylaws Amendments. The Bylaws can be amended by consensus of the National Board, except in areas that stipulate membership referendum. Such consensus must take place at a Board meeting or via subsequent Board action, based on changes discussed at a Board meeting. A Board meeting (or subsequent Board actions as a result of that meeting) may come to consensus on Bylaws changes only if the discussion of those changes is announced to Board members as an agenda item for that meeting at least sixty days prior to the Board meeting.
2. Changes to the Principles & Policies. The Principles & Policies can be changed at the initiation of the National Board, twenty members, or five branches, and decided by majority vote in a membership referendum. If a quorum of the Board comes to consensus to oppose the proposed change(s), an additional twenty members or three branches must join in the call for the change(s) prior to the necessity of a membership referendum. In no case may proposed changes conflict with the International WILPF Constitution.

II. MEMBERSHIP

- A. Membership is open to all who accept WILPF's aims and principles and pay annual dues, as established by each national section.
- B. Everyone who joins the US Section is automatically a member of International WILPF.
- C. Members may be at-large or belong to a branch.
- D. Changes in the annual membership dues are recommended by the National Board and decided by a majority vote in a membership referendum.

III. MEETINGS AND SUBDIVISIONS

- A. All subdivisions of WILPF – local groups and branches, geographical areas and clusters, state branches, issue committees, and Board standing and ad hoc committees – shall be governed by the International Constitution and the US Section Bylaws and Principles & Policies.
- B. Three or more WILPF members may function as a WILPF group. One member shall be the mailing contact/liaison with the wider organization. Groups will receive branch mailings and can function in WILPF's name in accordance with established policies.

C. WILPF Branches

1. Ten or more WILPF members may form a branch.
2. All branches must follow the guidelines included in the Protocol for National-Branch Relations, adopted by the National Board and regularly provided to branches. By following the guidelines, a branch qualifies as being in good standing.
3. Only branches in good standing may use the WILPF name in any of their publications or operations.
4. Branches in good standing are additionally eligible for certain benefits, as determined by the National Board.

D. WILPF groups and branches may cooperate in state education and action, and may also meet in geographical clusters.

E. The National Board shall call a National Congress every three years, except, under special circumstances, the board may delay the congress by no more than one year. If the circumstances cause the Board to go off the regular schedule, the Board will return to the schedule at the earliest opportunity.

The Board shall decide the dates and place. Any member of the US Section may attend and participate in decisions. Fifty members shall constitute a quorum for the transaction of business at any duly called national membership meeting of the US Section, of which the National Congress is one.

IV. NATIONAL BOARD

A. Board Membership and Responsibilities

1. The national Board acts on behalf of the membership of the US Section and is responsible to its membership.
2. Participation on the national Board constitutes volunteer service to the organization.
3. The national Board shall consist of the following: one or two national Board (Co-)President(s), Treasurer/Finance Committee Chair, Secretary, Personnel Committee Chair, Membership Development Committee Chair, one or two Development Committee (Co-)Chair(s), two Program Committee Chairs, Nominating Committee Chair, two At-Large Board Members with full participation rights; ex-officio positions are Immediate Past President(s) of the Board and US Member of the International Board (IB).

4. The national Board shall administer the affairs of the Section according to and in implementation of the International Constitution and the US Section Bylaws, and Principles & Policies. It shall act authoritatively in all emergencies that concern the Section. It shall have sole right to authorize or delegate the issuance of printed matter in the name of the national organization, except for material issued by WILPF subdivisions for issue committee, local, area, cluster, state, or project use, consistent with the Principles & Policies.
5. Limited liability of Directors: Members of the Board of Directors shall not be personally liable for monetary damages as such for any action taken or failure to take action unless the Director has breached or failed to perform the duties of her office by acts of self-dealing, willful misconduct, or recklessness. WILPF follows the Pennsylvania Nonprofit Corporation Law of 1998 (15 PA CSA.1501 et seq.) sections 5712 and 5713 concerning standard of care and personal liability. WILPF Directors are also protected by the provisions of the Pennsylvania Directors' Liability Act, Section 8363.
6. The national Board President(s) shall be the administrative-executive officer(s); shall see that decisions and policies set by the Board are implemented; shall appoint ad hoc committees and delegates to non-WILPF meetings in consultation with the Board Steering Committee (see VI. A. 1. and B.); shall consult with appropriate staff, US Section and International members in developing responses to urgent events; shall be ex-officio a member of all committees.
7. The Treasurer shall be the chief fiscal officer of the Section and chair of the Finance Committee and, with the committee and staff, shall work with the preparation and monitoring of the budget, and shall be a member of the Development Committee.
 - a. Annual Review of the Financial Records.
 - i. At the end of each fiscal year, the financial records shall be reviewed by a Certified Public Accountant (CPA) who shall conduct a financial review or an audit or other CPA financial verification procedure, as stipulated in the current statutes governing nonprofit corporations in the state in which WILPF's national office is operating.
 - ii. In any case, should the Board of Directors feel that a more stringent review is beneficial to the organization, the Board may choose the option of having the CPA perform a complete audit.

- b. A written report shall be presented to the national Board on an annual basis and to the US Section Congress in the year it meets. An annual written financial report shall be available to the membership as early as possible in the new fiscal year.

8. The Secretary will collect all minutes from each Board meeting. She will work to ensure that minutes are complete, coherent, corrected, and readily available for reference on the WILPF website. She will maintain a full record of policy decisions taken by the Board. She will also ensure that a summary of Board decisions is prepared and shared with members. Additionally, in cooperation with staff, she will work to maintain the consistency of Board actions with existing decisions and policy.

B. Board Meetings

1. A minimum of two national Board meetings, five to seven months apart (usually one in the Spring and one in the Fall), will be held annually. Any Board meeting beyond these two – excluding the Board meetings that occur at the National Congress – must be preceded by notification to all Board members at least sixty days in advance of the meeting. Failing such notice, the meeting may not make policy decisions. In addition, WILPF US members shall be notified in advance of all meetings by the means specified in WILPF US organizational policy.
2. At the discretion of the Board, one or more of any of the Board meetings each year may be held virtually by telephone conference call or other similar virtual or electronic communications devices or equipment, by means of which all persons participating in the meeting can hear each other. Virtual meetings of the National Board are fully equivalent to in-person meetings.
3. Quorum: A quorum for the national Board shall consist of the round number of Board members closest to 60% of the current Board positions.
4. Decision Making
 - a. For all decisions, including electing or appointing positions and endorsing International office candidates, the national Board and its standing committees shall make decisions by majority vote.
 - b. In the event of co-presidents or co-chairs, in Board and Steering Committee decisions, the co- individuals have and share only the one whole vote of their position.

5. Open Meetings: All Board meetings, except executive sessions, shall be open to all WILPF members.
6. Executive Sessions: Executive sessions may be declared by the Board President if she feels it is appropriate in the following circumstances:
 - when a decision is being made in order to select the Board President(s) or choosing of individuals for other Board-decided positions or endorsements (such as selection of IB Member, UN liaison(s), and delegates to conferences and endorsements of international office candidates).
 - when discussion will address staff matters or possible removal of a Board member.

C. Board Member Selection

1. Selection of elected Board members shall take place each year, as set out in section V.A., below.
2. The manner and time of selection of appointed and ex-officio Board members is determined by their positions.

D. Board Member Terms

1. Terms for ex-officio members of the Board are determined by their positions and/or the bodies they represent.
2. The Immediate Past President will serve on the Board for twelve months as an ex-officio member of the Board.
3. After 2014 (see V.3.a. and b.), all other Board positions have three-year terms.
4. A Board members may be elected or appointed to the national Board for not more than six consecutive years, except that the membership may elect, and (in the event of a vacancy) the Board may appoint, a national Board President to serve a third Board term. A Board President who has served only one term in that office is, in all cases, eligible for a second term.

E. A Board member who misses a Board meeting, in a non-emergency situation, without prior notice to the Board President(s), will be removed by the Steering Committee, with appropriate consultation. A Board member who is not functioning satisfactorily will be asked by her committee chair, or if herself a chair, by the Board President(s), what support she needs. If the situation continues she

can be removed by the Steering Committee, with appropriate consultation. The same policy will be followed in the case of a non-functioning President.

F. The Nominating Committee shall recruit potential Board members and emerging leaders on an ongoing basis using all organizational communication tools available as well as word of mouth referral, with a commitment to maintaining a racial, geographic and age balance among the Board. The Nominating Committee will ask a potential Board member to submit an application and references in a timely manner.

V. SELECTION OF LEADERSHIP POSITIONS

A. National Positions

1. At its first meeting each year the Board shall receive from the Nominating Committee a timeline for the election process for the elected positions to be initiated at that time. Elections for positions will be staggered so that approximately one-third of the Board is elected each year.

2. Qualification for Board Membership

a. To serve on the Board a WILPF US member must be a current member of the US Section and must have been a member for at least twenty-four months out of the prior thirty months.

b. Additionally, a former WILPF US staff member is not eligible to serve on the Board until twelve months after leaving WILPF US employment.

3. Membership on the national Board is by application for a specific position, with the exception of ex officio members.

4. The following positions are selected by membership ballot: One Board President or two Co-Presidents, Treasurer/Finance Committee Chair, Secretary, Personnel Committee Chair, one Development Committee Chair or two Development Committee Co-Chairs, Program Committee Chairs, Nominating Committee Chair, Membership Development Committee Chair and two At Large Board Members.

a. For the elections for the 2014 term, the following terms of office apply:

President(s): two years;

Treasurer/Finance Committee Chair: three years;

Program Committee Chairs: candidate for this office with the most votes will serve a three-year term and second-place candidate will serve a one-year term;

Development Committee Chair: two years;
Nominating Committee Chair: two years;
Personnel Committee Chair: three years;
Secretary: one year;
Membership Development Committee Chair: three years;
At-Large Board members: candidate for this office with the most votes will serve a two-year term and second-place candidate will serve a one-year term.

b. For future terms of office after 2014, each position will be elected for a three-year term.

5. The newly-elected Board members will be installed at the first regularly scheduled Board meeting following the election. The term of each outgoing Board member ends at the time for installation of the newly-elected Board member for that position.

6. Co-Positions

a. Unless two candidates for national Board President apply as a team, only one President will be selected.

b. Unless two candidates apply as a team to be Development Committee Co-Chairs, only one Development Committee Chair will be selected.

B. International Positions

1. Delegates to International Congress. The Nominating Committee shall initiate the process for selecting delegates and alternates to the International Congress. The process should develop a delegation that reflects the cultural, racial, and geographic diversity of the US Section. The Board President(s) shall head the delegation. Any remaining slots will be filled first by the national director and then by selection of the Board.

2. International Officer Nominations. The US Section, as with all WILPF sections, can nominate one person for each International office (president, treasurer, four vice presidents). The Steering Committee shall propose the timeline and process for soliciting from the US Section members nominations for International officers. The six US Section nominees, who do not have to be from the US Section, will be selected by action of the National Board.

3. The US Member of the International Board. This position will be filled by the US National Board no later than the National Board meeting immediately

preceding the International Congress. The selected International Board member will take office at the end of the Congress.

VI. STANDING COMMITTEES OF THE BOARD

A. Appointment of Standing Committee Members by Committee Chairs

In addition to other committee members specified in section VI.B. for the standing committees, committee chairs may appoint additional committee members, subject to Board approval.

B. The standing committees of WILPF US are as follows:

1. **STEERING:** The Steering Committee has overall oversight responsibility for the health and vitality of the Section. It is composed of Board President(s), Secretary, Treasurer/Finance Committee Chair, Development Committee Chair(s), Membership Development Committee Chair, Nominating Committee Chair, Personnel Committee Chair, and two Program Committee Chairs.
2. **FINANCE:** The Finance Committee has responsibility for overseeing the financial sustainability of the Section, and for making recommendations regarding actions to be taken to the Steering Committee and appropriate staff. It is composed of Treasurer/ Finance Committee Chair, at least one Development Committee Chair, US Member of the International Board, relevant staff.
3. **PROGRAM:** The Program Committee has responsibility for ensuring the integrity and effectiveness of WILPF's programmatic activities, including fostering of broad participation of the organization's members in these activities. It is composed of two Program Committee Chairs, one representative of each issue committee, and relevant staff.
4. **PERSONNEL:** The Personnel Committee has responsibility for ensuring that all personnel policies are implemented, particularly in the areas of staff evaluations, and for making recommendations regarding personnel issues, including revisions of the personnel policies, as needed to either the Finance or Steering Committees. It is composed of the Personnel Committee Chair and members appointed by the Board.
5. **DEVELOPMENT:** The Development Committee is responsible for ensuring the integrity and effectiveness of WILPF's financial resource and support base, including initiating national fundraising events. It is composed of the Development Committee Chair(s); the Treasurer/Finance Committee Chair; relevant WILPF staff; WILPF

members who have some experience and interest in fundraising, appointed by the Development Committee Chair(s) with Board agreement.

6. **NOMINATING:** The Nominating Committee is responsible for securing nominations for delegates to the International Congress, for the International Board Representative position, for elected Board positions and for any other ad hoc positions that may arise. The goal is to encourage participation at the national and international level, and help expand our leadership circles. It is composed of the Nominating Committee Chair, WILPF members with interest in expanding the number of people involved in the national leadership of the Section, appointed by the Nominating Committee Chair with Board agreement.
 7. **MEMBERSHIP DEVELOPMENT:** The Membership Development Committee has responsibility for overseeing the growth, sustainability and development of WILPF US's membership and for making recommendations regarding actions to be taken to the Board, the steering committee, and appropriate staff. This committee is composed of the Membership Development Committee Chair and up to a total of nine additional members, appointed by the chair and subject to approval by the Board. At least one member of the committee will serve as a liaison to at large members and at least one other committee member will serve as an ombudsperson for addressing member concerns and complaints. The committee shall determine its procedures for assigning these roles. Additionally, one or both of the At-Large Board Members may be a member of this committee, if she chooses.
 8. **NATIONAL CONGRESS:** The National Congress Committee will provide continuity between Congresses, initiate proposals for the next Congress including site location, Congress Coordinator selection and Congress Program Chairs selection. The chair is to be appointed by the Board and the committee should include one person each from the Program, Nominating and Development committees of the Board; the Congress Coordinator (when one exists) from the most recent Congress, if willing to serve; the National Director; plus, as volunteers are available, one or two people from each of the past one or two Congress, Congress Site, or Congress Program planning teams or committees.
- C. Each standing committee of the Board shall designate a committee member to serve as back-up in performing the duties of the chair when she is unavailable. The committees shall determine their own procedures for selection of these back-up positions.
 - D. The Steering Committee shall make administrative decisions between Board meetings, and undertake such duties as the Board delegates; policy decisions require consultation with the full Board.

- E. Ad hoc committees shall be appointed by the National Board President(s), in consultation with the Steering Committee, as needed.
- F. National Board President(s) shall be ex officio on every Board and national committee.
- G. Program Issue Committees are membership-based committees that provide opportunities for members to participate and take leadership in developing and implementing WILPF program. The purpose, functions, establishment, and maintenance of issue committees follow guidelines established by the Board Program Committee.