

# **Bylaws of the League of Women Voter of Wilmette**

**(As amended 2017, 2019, 2021)**

## **ARTICLE I - Name**

**Section 1.** The name of this organization shall be the League of Women Voters of Wilmette, hereinafter referred to in these bylaws as LWVW or as the League. The LWVW is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS, and of the League of Women Voters of Illinois, hereinafter referred to in these bylaws as LWVIL.

## **ARTICLE II - Purposes and Policy**

### **Section 1. Purposes.**

The purposes of the LWVW are

1. To promote political responsibility through informed and active participation in government
2. To act on selected governmental issues.

### **Section 2. Policies.**

The policies of LWVW are

1. Political Policy. The LWVW shall not support or oppose any political party or any candidate.
2. Diversity, Equity & Inclusion Policy. The LWVW is fully committed to ensure compliance-in-principle and practice-with LWVUS' Diversity, Equity and Inclusion Policy.

## **ARTICLE III - Membership**

**Section 1. Eligibility.** Any person who subscribes to the purpose and policy of the League shall be eligible for membership.

### **Section 2. Types of Membership**

1. Voting Members. Persons at least 16 years of age who join the League shall be voting members of local, state leagues and of the LWVUS;. (1) those who live within an area of a local League may join that League or any other local League; (2) those who reside outside the area of any local League may join a local League or shall be state members-at-large; (3) those who have been members of the League for 50 years or more shall be life members excused from the payment of dues; (4) those who are students are defined as individuals enrolled either as a full or part time with an accredited institution.

## **(Article IV - Officers)**

**Section 1. Election, Qualifications and Term.** The Officers of the LWVW shall be a President, or Co-President(s) or any such title as may be designated by the Nominating Committee or the Board (such as Administrative Director) to fulfill the functions hereinafter enumerated, Co-Presidents, a Secretary, and a Treasurer. All officers shall be voting members of the LWVW elected for terms of two years by the general membership at an Annual Meeting. All Officers shall assume office at the conclusion of the Annual Meeting. No person shall be elected to more than two successive terms in the same office. In the event of the resignation, disability, or death of any Officer, other than the President, the Board of Directors shall appoint a member to fill the unexpired term.

**Section 2. The President.** President, Co-President(s), or Administrative Director(s) (hereinafter referred to as the President) shall have such usual powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the, organization, the LWVW Board and the Executive Committee, or designate another person to do so; may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes; shall be, *ex-officio*, a member of all committees except the Nominating Committee. In the event of the absence, disability, resignation or death of the president, the Board shall elect one of the Co-Presidents to fill the vacancy. If no Co-President is able to serve, the board shall elect another of its members to serve as President. A majority vote shall elect. The Co-President shall designate a Vice President to serve in the Co-President's absence. If there shall be no Co-President, the Vice Presidents shall assume the duties of the office of the President.

**Section 3. The Co-President(s).** The Co-President(s) shall perform such duties as the President and LWVW Board may designate.

**Section 4. The Secretary.** The Secretary shall keep minutes of all meetings of the Board of Directors, the Annual Meeting, and all other meetings so designated by the President and/or the Board of Directors and shall perform such duties as customarily pertain to the office.

**Section 5. The Treasurer.** The Treasurer shall perform such duties as customarily pertain to the office and at the direction of the Board maintain deposits in authorized financial institutions. The Treasurer shall present statements to the Board at their regular meetings and submit a report at the Annual Meeting.

**Section 6. Signature Authority.** When authorized by the LWVW Board of Directors, the President, the Treasurer or an LWVW Board designee have the authority to sign all contracts and other instruments.

## **Article V - Board of Directors**

**Section 1. Number, Selection and Term.** The Board of Directors shall consist of the Officers of the League, Elected Directors, and Appointed Directors. The number of Directors shall not exceed twenty (20) members.

- Elected Directors: The Directors shall be elected by the general membership at the Annual Meeting and shall serve for a term of two years whenever possible or until their successors have been elected or appointed. All Elected Directors shall assume office at the close of the Annual Meeting. To the extent possible, half of the Directors should be elected and begin their terms at each Annual Meeting.
- Appointed Directors: The elected members of the Board shall appoint such additional Directors, as they deem necessary to carry on the work of the LWVW. The Appointed Directors shall serve until the Annual Meeting following their appointment or until their successors have been appointed. The number of Appointed Directors shall not be greater than the number of Elected Directors minus one, except in the case of an unanticipated resignation of an Elected Director.

**Section 2. Qualifications.** No person shall be elected or appointed or shall continue to serve as an Officer or Director of this organization unless that person is a voting member of the LWVW. All Officers and Directors shall observe the Political Activity Policy established by the LWVW and contained in the Policies and Procedures of the LWVW.

**Section 3. Vacancies.** Any vacancy occurring on the Board of Directors by reason of the resignation, removal, death, or disqualification of an officer or elected member may be filled until the next Annual Meeting by a majority vote of the remaining members of the Board of Directors. An officer or director who misses two consecutive meetings may be asked to resign by the Board of Directors.

**Section 4. Powers and Duties.** The Board of Directors shall have charge of the property and business of the organization with power and authority to manage and conduct same, subject to the instructions of the general membership. The Board shall create and designate such special committees as it may deem necessary. It shall plan and direct the work necessary to carry out the program as adopted by the National Convention, the State Convention, the County Convention and the Annual Meeting. The Board of Directors shall elect delegates to National, State and County Conventions in accordance with the bylaws of each League level.

**Section 5. Executive Committee.** The Board may appoint an executive committee consisting of no fewer than five members of the Board, one of whom must be an Officer. The executive committee shall exercise such power and authority as may be delegated to it by the Board and shall report to the Board on all actions taken by it between regular meetings of the Board. This may include acting on behalf of the Board of Directors in an emergency, and such action must be reported to the Board within 2 days of taking such action. Notice may be made by email or telephone.

**Section 6. Meetings.** All Board and Executive Committee meetings are open to all members. A list of meeting dates and places will be published in the newsletter and available at the LWVW website. The Board of Directors shall meet regularly to conduct the business of the LWVW. The President may call special meetings, including calling for a vote of the Board via email. In addition, special meetings or email votes may be directed by a request of five members of the Board.

Email votes will be restricted to actions requiring Board approval between scheduled Board meetings. Action authorized by an email vote will require a quorum of the Board of Directors (as designated in Section 8 below) to approve such action via email. Any email vote must involve notification to all Board members with the opportunity to vote. In the event that a Board member does not have an email address, the member will be contacted by telephone to solicit the vote.

In addition, the Executive Committee is authorized to act for the Board of Directors in an emergency; any action taken by the Executive Committee must be reported to the Board of Directors at its next regular meeting and by email notification within 2 days of taking such action.

**Section 7. Electronic Participation at Meetings.** Any one or more members of the Board may participate in a meeting by means of conference telephone, Skype, or other similar equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Email, texting, or tweeting shall not be considered a proper form of electronic participation at a meeting of the Board of Directors or general meeting of the membership.

**Section 8. Quorum.** Fifty percent (50%) of the members of the Board of Directors, in person or by electronic participation shall constitute a quorum

## **ARTICLE VI - Financial Administration**

**Section 1. Fiscal Year.** The fiscal year of the LWVW shall commence on the first day of July in each year.

**Section 2. Dues.** Annual dues as recommended by the Board of Directors and adopted by the membership at the Annual Meeting shall be due and payable on the first day of July of each year. New members joining Feb 1-June 30 pay full price but dues will then be waived until July 1 of the following year. If an existing member has not renewed by the October 31 deadline they will be removed from communications and removed from the National database by Jan 31.

**Section 3. Budget Committee.** The Board of Directors shall appoint a Budget Committee at least three months prior to the Annual Meeting. The Budget Committee shall consist of at least five members, three of whom shall be members of the Board of Directors. The Treasurer shall not be eligible to serve as chairperson of the Budget Committee. The Board of Directors shall consider the Budget Committee report at least four weeks prior to the Annual Meeting. The proposed budget shall be sent to all members two weeks before the Annual Meeting.

**Section 4. Budget.** The proposed budget for the ensuing year shall be submitted by the Budget Committee at the Annual Meeting. The budget shall include support for the work of the League as a whole.

**Section 5. Financial Review Committee.** A Financial Review Committee shall be appointed by the Board of Directors to perform a financial review of selected financial records following the end of the fiscal year. The Committee shall consist of at least two members, excluding the Treasurer.

#### **ARTICLE VII - Special Committees**

**Section 1. Bylaws Committee.** A Bylaws Committee shall be appointed by the Board of Directors at least three months prior to the Annual Meeting if bylaw revision is deemed advisable by the Board. The Bylaws Committee shall consist of three members: one Board member and two non- Board members. One of the non-Board members shall be designated chairperson.

**Section 2. Bylaws.** The Board of Directors shall consider the Bylaws Committee report and proposed bylaws changes at least six weeks prior to the Annual Meeting. The proposed bylaws changes, recommended and non-recommended, shall be sent to all members two weeks before the Annual Meeting. The Bylaws Committee shall submit its proposals for adoption at the Annual Meeting.

**Section 3. Nonpartisanship Committee.** At least biennially, the Board of Directors shall determine whether it is necessary to appoint a Nonpartisanship Committee. If a committee is established, it shall consist of five or more members at least one of whom shall be from the membership-at-large. The function of this committee shall be to review and establish guidelines in conformity with the political activity policy (also referred to as nonpartisanship policy) of the League of Women Voters of the United States. The committee shall present its recommendations to the Board of Directors. Upon acceptance by the Board, the formulated policy shall be made available to the membership.

#### **ARTICLE VIII - General Membership Meetings**

**Section 1. Membership meetings.** There shall be at least three meetings of the membership each year, one of which shall be the Annual Meeting. Time and place shall be determined by the Board of Directors. Special meetings of the general membership may be called upon the request of ten percent of the members.

**Section 2. Annual Meeting.** An Annual Meeting shall be held at a time and date to be determined by the Board of Directors. At the Annual Meeting, the membership shall:

- a) Adopt a local program for the ensuing year;
- b) Elect Officers, Directors and three members of the Nominating Committee;
- c) Adopt an adequate budget; and
- d) Transact such other business as may properly come before it

**Section 3. Quorum.** Ten percent of the voting membership shall constitute a quorum at all meetings of the LWVW.

#### **ARTICLE IX - Nominations and Elections**

**Section 1. Nominating Committee.** The Nominating Committee shall consist of five members, two of whom shall be members of the Board of Directors. The Chairperson and two members who shall not be members of the Board shall be elected at the Annual Meeting.

Nominations for these offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors immediately following the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for nominations for Officers, Directors and Nominating Committee members may be sent to this committee by any voting member. In the event that it is not possible to fulfill these requirements, the minimum composition of the Committee shall include any combination of members of the Board and members at large.

**Section 2. Report of the Nominating Committee and nominations from the floor.** The report of the Nominating Committee of its nominations for Officers, Directors, chairperson and two members of the succeeding Nominating Committee shall be sent to all members two weeks before the Annual Meeting. The report of the Nominating Committee shall be presented at the Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member, provided the consent of the nominee shall have been secured.

**Section 3. Elections.** The elections shall be by ballot whenever there is competition for any officer, Director or nominating committee member position; if there is only one nominee for an office it may be by voice vote, such voice vote shall be ordered by a member of the body. A majority of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

## **ARTICLE X - Program**

**Section 1. Authorization.** The governmental principles adopted by the National Convention, and support by the League as a whole, constitute the authorization for the adoption of the program.

**Section 2. National, State and County program.** The National, State and County Program of the LWVW shall consist of:

- a) Action to implement the Principles of LWVUS;
- b) Those items chosen for study and action at the National, State and County Conventions of the League of Women Voters.

**Section 3. Local program.** The Local Program LWVW shall consist of:

- a) Action to implement the Principles of the League: and
- b) Those local governmental issues chosen for study and action at the Annual Meeting.
- c) Those local positions chosen for action at the Annual Meeting.
- d) The following procedures will be used to select the Local Program for 3(a), 3(b) and 3(c) above:

- At least four weeks prior to the Annual Meeting, the Board of Directors shall consider the program suggestions that have been submitted by voting members and shall formulate a Proposed Program.
- The recommended Program, along with any program submissions not recommended by the Board, shall be sent to all members two weeks before the Annual Meeting
- A majority vote of voting members, present and voting at the Annual Meeting shall be required for adoption of items in the Recommended Program as proposed at the Annual Meeting by the Board of Directors.
- Program suggestions of voting members submitted to the Board of Directors four weeks 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. A majority vote is then required to adopt the item.

**Section 4. Changes in Program.** Changes in the adopted program, whether to undertake a new study or to reach member agreement on a League position, may be made at some time other than during the Annual Meeting provided such changes are first submitted to the Board of Directors for its consideration and recommendation and then submitted in writing to the members at least two weeks prior to the next general membership meeting, when a general membership meeting is planned. Proposed changes which have been recommended by the Board may be adopted by a majority vote at that meeting. Proposed changes which did not receive Board recommendation require a majority vote at the general membership meeting for consideration. If approved for consideration, the changes then may be adopted by a majority vote.

When circumstances require that a Board recommended program change be considered by the membership during a time when no general membership meeting will occur and that another process must be used, the proposed program position and the background materials relating to it must be submitted in writing to the membership at least two weeks prior to the time when members' decision will be needed. A Quorum of voting members, defined in Article VIII, Section 3, of these Bylaws as ten percent of the voting membership, must participate in this alternative decision-making process in order to determine that member agreement has been reached; and a majority vote of those participating members is required to adopt the program change.

**Section 5. Member action.** Members may act in the name of the LWVW only when authorized to do so by the appropriate Board of Directors.

## **ARTICLE XI - Parliamentary Authority**

**Section 1. Parliamentary authority.** The rules contained in *Robert's Rules of Order Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

## **ARTICLE XII - Amendments**

**Section 1. Amendments.** These Bylaws may be amended by a two-thirds vote of the voting members present and voting at any general membership meeting, provided the proposed amendments were submitted to the Board of Directors for their consideration and recommendation at least one month in advance, and to the membership in writing at least two weeks in advance of the meeting.

## **ARTICLE XIII - Miscellaneous**

**Section 1. Merger.** In the event of a merger between the LWVW and another League, all moneys and securities owned by the LWVW shall be transferred to the merged League organization.