



League of Women Voters of Wilmette

BYLAWS

(As amended 5/23/2013)

ARTICLE I - Name

Section 1. The name of this organization shall be “League of Women Voters of Wilmette.” This local League is an integral part of the League of Women Voters of the United States and of the League of Women Voters of Illinois.

ARTICLE II - Purpose and Policy

Section 1. Purpose. The purpose of the League of Women Voters of Wilmette shall be to promote political responsibility through informed and active participation of citizens in government.

Section 2. Policy. The League of Women Voters of Wilmette may take action on local governmental measures and policies in the public interest in conformance with the principles of the League of Women Voters of the United States. It shall not support or oppose any political party or any candidate.

ARTICLE III - Membership

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

Section 2. Types of membership. The membership of the League of Women Voters of Wilmette shall be composed of voting members and associate members.

- a) Voting members shall be U.S. citizens at least eighteen years of age.
- b) Associate members shall be all other members who do not qualify for membership under Article III, Section 2, Subsection a.

Article IV - Board of Directors

Section 1. Selection and Term. The Board of Directors shall consist of the Officers of the League, elected Directors, and appointed Directors.

- a) Officers: see Article V below.
- b) 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. There shall not be more than ten (10) Elected Directors.
- c) Appointed Directors: The elected members of the Board shall appoint such additional Directors, as they deem necessary to carry on the work of the League. The appointed Directors shall serve until the Annual Meeting following their appointment or until their successors have been appointed. There shall not be more than ten (10) Appointed Directors.

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 League of Women Voters of Wilmette. All Officers and Directors shall observe the Political Activity Policy established by the League of Women Voters of Wilmette and contained in the Policies and Procedures of the League of Women Voters of Wilmette.

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. Three consecutive unexcused absences from Board meetings by any member may be deemed a resignation if a 2/3 (two-thirds) majority of the remaining directors votes to accept this resignation.

In the event of the vacancy of the President, the Board of Directors shall elect one of the Vice Presidents to fill the vacancy until the next Annual Meeting. If no vice President is able to serve, the Board of Directors shall elect another of its members to serve as President until the next Annual Meeting.

The Board of Directors may, by a 2/3 (two-thirds) majority vote of the directors then in office, remove any director for cause. Such cause may include, but not be limited to, unexcused absences as referred to above, failure to perform duties as designated by the board, or lack of cooperation with the board. Prior to the vote, said director shall receive written notification and an opportunity to address the Board.

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 League's website. The Board of Directors shall meet regularly to conduct the business of the Wilmette League. 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 6 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 V - Officers

Section 1. Election and Term. The Officers of the League of Women Voters of Wilmette shall be a President (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), Vice President(s), a Secretary, and a Treasurer who shall be 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. Qualifications. No person shall be elected or appointed or shall continue to serve as an Officer of this Organization unless that person is a voting member of the League of Women Voters of Wilmette.

Section 3. The President. President, Co-President(s), or Administrative Director(s) shall hereinafter be referred to as "the President." The President shall preside at all meetings of the general membership, the Board of Directors and the Executive Committee. The President shall sign, with the Secretary, all contracts and other instruments when so authorized by the Board. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes, and shall be, *ex-officio*, a member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board. The President shall designate a Vice President to serve in the President's absence. If there shall be no President, the Vice Presidents shall assume the duties of the office of the President.

Section 4. The Vice President(s). The Vice President(s) shall perform such duties as the President and Board of Directors may designate.

Section 5. 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. The Secretary shall sign, with the president, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office of Secretary.

Section 6. The Treasurer. The Treasurer shall collect and receive all moneys due. The Treasurer shall be the custodian of these moneys, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the Board. The Treasurer shall present statements to the Board at their regular meetings and submit a report at the Annual Meeting.

ARTICLE VI - Financial Administration

Section 1. Fiscal Year. The fiscal year of the League of Women Voters of Wilmette 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 from January 1 through the Annual Meeting shall pay half of the annual dues. New members who join after the Annual Meeting but before July 1 shall have their annual dues waived until July 1.

Section 3. Budget Committee. A Budget Committee shall be appointed by the Board of Directors 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. Audit Committee. An Audit Committee shall be appointed by the Board of Directors to audit all financial records following the end of the fiscal year. The Audit 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 which shall be from the membership-at-large. The function of this committee shall be to review and establish guidelines in conformity with the 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 League of Women Voters of Wilmette.

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. 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 League of Women Voters of Wilmette shall consist of:

- a. Action to implement the Principles of the League of Women Voters of the United States;
- 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 (including the Joint New Trier Township Program) of the League of Women Voters of Wilmette shall consist of those local governmental issues chosen for study and action at the Annual Meeting, using the following procedures:

- a) 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.
- b) 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.
- c) 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.
- d) 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 the 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 League of Women Voters only when authorized to do so by the appropriate Board of Directors.

ARTICLE XI - Parliamentary Authority

Section 1. Parliamentary authority. The rules contained in Roberts 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 League of Women Voters of Wilmette and another League, all moneys and securities owned by the League of Women Voters of Wilmette shall be transferred to the merged League organization.

ARTICLE XIV - Policy on Diversity

Section 1. Policy on Diversity. The League of Women Voters of Wilmette in both its values and its practices affirms its belief in and commitment to diversity and pluralism. The League recognizes that diverse perspectives are necessary for responsible and effective decision making in democratic organizations. The League affirms its commitment to: removing barriers to participation in any League activity on the basis of age, race, color, gender, disability, sexual orientation, religion, or national origin; and actively seeking to be more inclusive in its membership.