

## **LEAGUE OF WOMEN VOTERS OF WHEATON, ILLINOIS – BYLAWS**

**(approved by the Members on May 23, 2024)**

### **ARTICLE I      NAME**

Section 1. Name. The name of this organization shall be the League of Women Voters of Wheaton (hereinafter referred to in these Bylaws as “League of Women Voters of Wheaton” or “LWVW”). This local league is an integral part of the League of Women Voters of the United States (“LWVUS”) and the League of Women Voters of Illinois (“LWVIL”; collectively, the LWVUS, the LWVIL, and the LWVW are hereinafter referred to as the “League of Women Voters” or the “League”). The League of Women Voters of Wheaton serves the residents of Carol Stream, Warrenville, West Chicago, Wheaton, and Winfield.

### **ARTICLE II      PURPOSE; NON-PARTISAN POLICY; DIVERSITY, EQUITY & INCLUSION POLICY**

Section 1. Purposes. The purposes of the League of Women Voters of Wheaton 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 The League of Women Voters of Wheaton are:

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

### **ARTICLE III      MEMBERSHIP**

Section 1. Eligibility. Any person who subscribes to the purposes and policies of the League shall be eligible for membership.

Section 2. Types of Membership.

Voting Members. Persons at least 16 years of age who join the League shall be voting members of local and state Leagues of their place of joining and of the LWVUS Those who have been members of the League for 50 years or more shall be life members excused from the payment of dues. Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

Associate Members. All others who join the League shall be associate members.

## **ARTICLE IV      BOARD OF DIRECTORS**

### **Section 1. Number, Manner of Selection and Term of Office**

The Board of Directors shall consist of (1) all of the Officers of the LWVW, (2) six (6) additional elected Directors, (3) not more than eight (8) appointed directors, and (4) the immediate past President of the LWVW for a term of one year after retirement from office as President. Three (3) elected Directors shall be elected in even-numbered years and three (3) elected Directors shall be elected in odd-numbered years, by the general membership at each Annual Meeting and shall serve for a term of two years; or until their successors have been elected and qualified. The elected Directors shall appoint such additional Directors, not exceeding eight (8), as they deem necessary to carry on the work of the League. The terms of office of the appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting occurring in the year following their appointment.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an Officer or Director of the LWVW unless such person is a voting Member of the LWVW and over 18 years of age.

Section 3. Resignation; Vacancies. Any Director may resign from the Board at any time. All resignations shall be submitted in writing to the Secretary. For purposes of this Article IV, Section 3, notice given by email shall constitute written notice. Any such resignation takes effect at the time specified therein unless determined otherwise by the Board of Directors. The Board will declare a vacancy in cases other than from expiration of a term and require the replacement be selected in the same manner in which the original selection was made. Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of an Officer or elected Director may be filled, until the next Annual Meeting, by a majority vote of the remaining Directors. Three consecutive absences from the Board meeting of any Director without a valid reason shall be deemed a resignation.

Section 4. Powers and Duties. The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage and conduct the same, subject to the instruction of the general membership. It shall plan and direct the work necessary to carry out the program as adopted by the LWVUS at its national convention and the LWVIL at its state convention and the LWVW at its Annual Meeting. The LWVW Board of Directors shall create and designate such committees as it may deem necessary.

### **Section 5. Meetings.**

(a) Regular Meetings. There shall be at least nine regular meetings of the Board of Directors annually.

(b) Special Meetings. The President (or in the absence of the President, the Board Executive Committee) may call special meetings of the Board of Directors at any time, and the President (or in the absence of the President, the Executive Committee) shall call a special meeting of the Board of Directors upon the written request of five (5) Directors. Special meetings shall require at least twenty-four (24) hours advance notification to each Director. No action taken at any special board meeting shall be invalidated because of the failure of any Director to acknowledge receipt of notice of a special meeting, if that notice has been properly transmitted.

(c) Presence Through Electronic Communication. Directors and members may participate in a meeting of the Board of Directors by means of a conference telephone, any form of electronic communications equipment, and/or internet communication mechanisms, provided that all persons participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(d) Electronic Business. When the President (or in the absence of the President, the Board Executive Committee) deems it necessary to act between meetings of the Board of Directors, the proposed action may be approved by electronic communication by a majority of the Board of Directors. At the next board meeting, the President (or in the absence of the President, the Board Executive Committee) shall read the proposed action and the results of the vote into the minutes; no further action will be required by the Board of Directors.

Section 6. Quorum. A majority of the Directors shall constitute a quorum for conducting a meeting.

## **ARTICLE V      OFFICERS**

Section 1. Enumeration and Election of Officers. The officers ("Officers") of the LWVW shall be (1) a president, co-presidents, or designee as provided below (singularly or collectively hereinafter referred to as "President"), at the discretion of the Nominating Committee (as defined in Article VIII) and the membership; (2) one or more vice-presidents (singularly or collectively hereinafter referred to as "Vice-President"), at the discretion of the Nominating Committee and the membership; (3) a secretary ("Secretary"); and (4) a treasurer ("Treasurer"). In the event the Nominating Committee is unable to identify a person willing to fill the role of President and no nominations for such role are received from the floor at an Annual Meeting, all as in accordance with Article VIII herein, then the role of President shall be performed by the Board Executive Committee until such time as a President can be elected. The Board Executive Committee will meet and determine how the duties of the President will be shared among the Officers until the next Annual Meeting, including who will have the authority to speak for the League. The Board Executive Committee will then share that information with the full Board. The President, the Second Vice President, and the Secretary shall be elected in odd-numbered years. The First Vice President and the Treasurer shall be elected in even-numbered years. Officers shall take office at the conclusion of the Annual Meeting in May. No officer shall be elected to more than two (2) consecutive terms in the same office.

Section 2. President. The President shall preside at all meetings of the organization and of the Board of Directors. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes. With the exception of the Nominating Committee, the President shall, with the approval of the Board of Directors, appoint committees, task forces and work groups and will serve as ex officio Member of same or designate an appointee to do so. The President shall have such usual powers of supervision and management as may pertain to the office of the President, including, without limitation, the delegation of authority to sign contracts on behalf of the League, and perform such other duties as may be designated by the Board.

Section 3. Vice Presidents. The two Vice Presidents shall perform such duties as the President and the Board of Directors may designate. The First Vice President shall serve in the absence of the President. If

not available, the Second Vice President shall serve. In the event of the resignation, disability, or death of the President, the Board of Directors shall elect one of the Vice Presidents to fill the vacancy; if neither Vice President is able or willing to serve, the Board Executive Committee shall handle the responsibilities of the President as specified in Section 1 above.

Section 4. Secretary. The Secretary shall keep minutes of all meetings of the League and of all meetings of the Board of Directors. The Secretary shall notify all Officers and Directors of their election. The Secretary shall have the usual powers and perform such other functions as may be incident to the office of Secretary, and as may be designated by the Board.

Section 5. Treasurer. The Treasurer shall collect and receive all monies due. The Treasurer shall be the custodian of these monies, 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 its regular meetings and an annual report to the Annual Meeting.

## **ARTICLE VI      FINANCIAL ADMINISTRATION**

Section 1. Fiscal Year. The fiscal year of the League of Women Voters of Wheaton shall commence on the July 1 each year and end on June 30 of the following year.

Section 2. Dues. All Members shall pay membership dues except those exempted from paying dues as provided in Article III above. Members shall pay dues in accordance with LWVUS policy. Members who fail to renew within the period specified by LWVUS will be removed from the roster.

Section 3. Budget. A budget for the ensuing fiscal year shall be submitted by the Board of Directors to the Members at the Annual Meeting for adoption. The budget shall provide support for the work of the LWVUS, the LWVIL, and the LWVW.

Section 4. Budget Committee. A budget committee comprised of at least 2 Members shall be appointed by the Board of Directors at least two months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be sent to all members at least one month before the Annual Meeting. The Treasurer shall be an ex-officio member but not be eligible to serve as chairman of the Budget Committee.

Section 5. Distribution of Funds on Dissolution. In the event of dissolution, for any cause, of the League of Women Voters of Wheaton, all monies and securities owned by the League of Women Voters of Wheaton shall be paid to the League of Women Voters of Illinois. All other property of whatever nature, whether real, personal, or mixed, which may at the time be owned by or under the control of the LWVW, shall be disposed of by any Officer of the LWVW having possession of same to such person, organization or corporation for such public, charitable or educational uses and purposes as may be designated by the then Board of Directors of the LWVW.

Section 6. An audit committee shall be appointed by the Board of Directors following the Annual Meeting to review the books and financial records of the LWVW. The audit committee shall be comprised of at least 2 Members shall be appointed by the Board of Directors The audit report shall be presented at the first Board of Directors meeting each fall.

## **ARTICLE VII      MEETINGS; COMMITTEES**

Section 1. Meetings of the Members. There shall be at least three (3) meetings of the Members each year, one of which will be the Program Planning Meeting and one of which will be the Annual Meeting. The time and place for such meetings shall be determined by the Board of Directors. Meetings may be held by means of a conference telephone, any form of electronic communications equipment, and/or internet communication mechanisms, provided that all persons participating in the meeting can communicate with each other at the same time.

Section 2. Annual Meeting. The regular Members' meeting in May shall be the Annual Meeting, unless prior notification is given to the Members. In no event shall the Annual Meeting be later than June 1st. The Annual Meeting shall:

- (a) adopt a Local Program for the ensuing year,
- (b) elect officers and directors to the Board of Directors,
- (c) members of the Nominating Committee,
- (d) adopt an adequate budget, and
- (e) transact such other business as may properly come before it.

Section 3. Quorum. The lesser of fifteen (15) Members, or ten percent (10%) of the Members shall constitute a quorum at the Annual Meeting of the League of Women Voters of Wheaton.

Section 4. Special Meetings of the Members. A special meeting of the Members shall be called by the Secretary upon the written request of the lesser of twenty (20) voting Members, or fifteen percent (15%) of the voting Members.

Section 6. Notice. Written notice of any meeting of the membership shall be given ten (10) days in advance. Written notice shall be satisfied by means of regular mail or by electronic communication.

Section 7. Committee Membership, Appointments and Vacancies. Each committee shall have written duties and responsibilities, and conduct meetings consistent with these Bylaws or with rules adopted by the Board of Directors. Unless duly authorized by these Bylaws, Board committees may not act on behalf of the LWVW, or bind it to any action, but shall make recommendations to the Board or to the Board Executive Committee.

Section 8. Executive Committee of the Board of Directors.

(a) Composition. The executive committee ("Board Executive Committee") of the Board of Directors shall consist of all the officers with the President serving as chairperson. The President may invite to a meeting of the Board Executive Committee any person whose presence may be necessary or helpful in carrying out the specific business for which the meeting is called.

(b) Powers and Duties. The Board Executive Committee functions as an instrument of the Board of Directors and shall possess all the powers of the Board of Directors when in session, provided that it shall not overrule, revise, or change the previous acts of the Board of Directors, or take from standing or ad

hoc committees any business referred to them by the Board of Directors. The Board Executive Committee is authorized to transact routine and ordinary business between meetings of the Board, including, without limitation: 1) transaction of urgent business in a timely manner, which will be taken to the full Board of Directors for its ratification and/or adoption at the next regularly scheduled board meeting, 2) developing and maintaining organizational structure and operating procedures of the Board of Directors and committees, 3) consulting legal counsel on matters requiring interpretation of legal or quasi-legal documents or which may involve litigation, 4) ensuring compliance with these Bylaws and all requirements of funding agencies and governmental entities, 5) other responsibilities as authorized by the Board of Directors for conducting LWVW business.

(c) Meetings of Board Executive Committee. The Board Executive Committee shall meet at the discretion of the President, or whenever two members thereof, shall find it necessary for the transaction of any business which is urgent and cannot be postponed to a regular meeting of the Board of Directors. The Board Executive Committee may transact business providing a quorum is present. All directors shall be given the same notice of the meeting that is sent to the members of the Board Executive Committee and any who wish may participate in the meeting as nonvoting participants. The Board Executive Committee shall report to the Board of Directors on all actions taken by it between regular meetings of the Board of Directors. The Secretary or designee shall prepare Minutes of each Board Executive Committee meeting.

#### Section 9. Standing and Ad Hoc Committees.

(a) In addition to the Nominating Committee appointed and constituted pursuant to Article VIII, Section 1, the Budget Committee appointed and constituted pursuant to Article VI, Section 4, and the Audit Committee appointed and constituted pursuant to Article VI, Section 6 of these Bylaws, the Board may, by resolution adopted by a majority of the voting Board members then in office, designate one or more standing committees ("Standing Committees") and ad hoc committees ("Ad Hoc Committees") of the Board, to serve at the pleasure of the Board.

(b) The President (or Board Executive Committee, as applicable) shall appoint the chairs of all Standing Committees and Ad Hoc Committees. All committee chairs are responsible for keeping the Board of Directors timely informed of their committees' activities by way of written reports, as requested by the Board of Directors.

(c) It is anticipated the position of committee chair will rotate every four (4) years.

(d) Committees of the Board shall have authority with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may take any of the following actions:

Take any final action on any matter which under these Bylaws requires approval of the Members.

Fill vacancies on the Board of Directors or on any committee which has been delegated the authority of the Board of Directors.

Amend or repeal Bylaws or adopt new Bylaws.

Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

Appoint any other committees of the Board of Directors or the members of those committees.

Section 10. Committee Meetings. Meetings of committees may be held at any time and place designated by the Chairs of such committees.

- (a) Each committee shall adhere to League policies and issues.
- (b) Each committee shall prepare a monthly report and send to the Secretary of the Board of Directors five days in advance of regularly scheduled Board meetings.
- (c) An annual committee report shall be prepared for the Annual Meeting.

Section 11. Absentee or Proxy Voting. Absentee or proxy voting, whether for a meeting held in-person or through electronic means, shall not be permitted.

## **ARTICLE VIII     NOMINATIONS AND ELECTIONS**

Section 1. Nominating Committee. The nominating committee ("Nominating Committee") shall consist of five members, two of whom shall be Directors. Three members, who shall not be Directors, shall be nominated by the current Nominating Committee and shall be elected at the Annual Meeting as described below in Section 2. Nominations for the following year's Nominating Committee shall be made by the current Nominating Committee. The other Nominating Committee members shall be appointed by the Board of Directors by November 30 next following the Annual Meeting.

Once all the Nominating Committee members have been elected/appointed, they will meet to elect a Chair from among themselves.

The Nominating Committee Chair shall request suggestions from the entire membership at least four months before the selection of nominees. Suggestions for nominations for Officers, Directors, including self-nominations, may be sent to this committee by any voting Member.

Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for Officers, Directors, and non-board members of the succeeding Nominating Committee shall be sent to all Members at least one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented at the Annual Meeting. Immediately following the Nominating Committee's 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. Election to positions filled by vote of the membership at the Annual Meeting shall be by secret ballot, except that if there is only one nominee for an office, it shall be by voice vote. A majority vote of those present at the meeting shall constitute election. Absentee or proxy voting shall not be permitted.

## **ARTICLE IX      PROGRAM (POSITIONS)**

Section 1. Principles. The principles are concepts of government adopted by the national convention and supported by the League of Women Voters as a whole (the "Principles"). They are the authorization for the adoption of national, state, and local programming.

Section 2. Program. The local program of the LWVW shall consist of action to implement the Principles and those governmental issues chosen for concerted study and action (the "Program").

Section 3. Program Selection Process. The Program shall be adopted according to the following procedures:

- (a) The Board of Directors shall request recommendations from the Voting Members and hold a Program planning meeting at least two (2) months prior to the Annual Meeting.
- (b) The Board of Directors shall consider the recommendations proposed by the Voting Members at the Program planning meeting and shall formulate a proposed Program which shall be sent to all Members at least one month before the Annual Meeting.
- (c) Additional recommendations for Program may be submitted by Voting Members and considered by the Members at the Annual Meeting.
- (d) A majority of Voting Members present and voting at the Annual Meeting shall be required for adoption of the proposed Program as presented to the Annual Meeting by the Board of Directors.

Section 4. Member Action. Only the President (or, in the event there is no President, an Officer on the Board Executive Committee) may act in the name of the League of Women Voters.

Section 5. Local League Action. The League of Women Voters of Wheaton may act only in conformity with, not contrary to, the position taken by the League of Women Voters of the United States as stated in the Principles.

## **ARTICLE X      NATIONAL CONVENTION, STATE CONVENTION AND STATE COUNCIL**

Section 1. National Convention. The Board of Directors at a meeting before the date on which the names of delegates must be sent to the National office shall select delegates to the National Convention in the number allotted to the League of Women Voters of Wheaton under the provisions of the Bylaws of the League of Women Voters of the United States.

Section 2. State Convention. The Board of Directors at a meeting before the date on which the names of the delegates must be sent to the state office shall select delegates to the State Convention in the number allotted to the League of Women Voters of Wheaton under the provisions of the Bylaws of the League of Women Voters of Illinois.

Section 3. State Council. The President or his or her proxy shall be the delegate to the State Council under the provisions of the Bylaws of the League of Women Voters of Illinois.



## **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 these 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 the Annual Meeting, provided the amendments are submitted to the membership in writing at least one month in advance of the meeting.

## **ARTICLE XIII      NOTICE**

Section 1. Written Notice. Whenever written notice is required to be provided by these Bylaws, such notice shall be deemed to have been satisfied by the giving of such notice by regular mail or any form of electronic communication.