

# BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF CHICAGO

## Proposed revisions with strikeouts for June 15, 2019

All language to be deleted is struck-out. All language to be added is in parentheses.

### ARTICLE I

#### Name

The name of this organization shall be the League of Women Voters of Chicago, hereinafter referred to in these bylaws as LWV Chicago. This local League 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; of the League of Women Voters of Cook County, hereinafter referred to in these bylaws as LWVCC, of the League of Women Voters Lake Michigan Region, hereinafter referred to in these bylaws as LWVLMR and League of Women Voters Upper Mississippi River Region, hereinafter referred to in these bylaws as LWVUMRR.

### ARTICLE II

#### Purpose and Policy

**Sec. 1. Purpose.** The purpose of LWV Chicago shall be to promote political responsibility through informed and active participation in government and to act on selected issues.

**Sec. 2. Policy.** LWV Chicago shall neither support nor oppose political parties or any candidate.

### ARTICLE III

#### Membership

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

#### Sec. 2. Types of Membership.

**A. Voting Members.** Persons at least 16 years of age who join LWV Chicago shall be voting members of LWV Chicago, LWVCC, LWVIL, LWVUS, LWVLMR, and LWVUMRR. [1] individuals who live within an area of a local League may join that League or any other local League; [2] those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.

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

### ARTICLE IV

#### Officers (and Board of Directors)

**Sec. 1. Number, Election, Qualifications and Term.** (The board shall consist of the officers of LWV Chicago and not fewer than nine nor more than twelve directors. The number of non-officer directors to be elected at each annual meeting shall be determined by the board.) The officers of the LWV Chicago shall be a president or co-presidents, two or more vice-presidents, (executive vice-president, vice president, up to two additional vice-presidents as determined by the board), a secretary and a treasurer. All officers shall be voting members, elected for terms of two years by the general membership at the annual meeting and shall take office immediately. The officers shall be elected to staggered terms to ensure continuity of leaders.

The elected members may appoint additional directors not to exceed the number of elected directors. All officers and directors must be voting members of LWV Chicago. No person shall be elected to a particular position on the board for more than eight consecutive years. Appointed directors shall serve

~~until the close of the next annual meeting. (No officer shall be elected for more than two successive terms in the same office. No non-officer director shall be elected for more than three successive terms. Officers and non-officer directors shall be elected for terms of two years at the annual meeting and shall take office immediately after the annual meeting.)~~

~~The officers shall be elected to staggered terms to ensure continuity of leadership. At the annual meeting, directors shall be elected so that staggered terms will be maintained. (At the annual meeting, the president, one vice president, the secretary and approximately half of the non-officer directors shall be elected in even-numbered years and the executive vice president, any other vice presidents, the treasurer and approximately half of the non-officer directors shall be elected in odd-numbered years.)~~

**Rationale: Five (5) must be the difference between the smallest possible and largest possible board to conform with the requirements of the Illinois Not for Profit Corporation (NFP) Act.**

**The smallest possible board is president, 2 VPs, secretary, treasurer and 9 directors = 14**

**The largest possible is president, 4 VPs, secretary, treasurer and 12 directors = 19**

**Issue chairs or those who aren't interested in governance can serve off-board. Term limits are necessary to allow newer members a chance to serve. Staggered terms should be specific**

**Sec. 2. The President or Co-Presidents.** ~~The president or co-presidents (hereinafter referred to as 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, or designate another person to do so; shall be an ex-officio member of all committees except the nominating committee; may sign or endorse checks, drafts and notes in the absence of the treasurer; and shall perform such other duties as the board may direct. In the event of the absence, resignation, disability or death of the president, the board shall elect a vice president to assume the office. If no vice president is able to serve as president, (the executive vice president shall assume the office. If the executive vice president is unable to serve as president, the board shall elect another vice president to serve as president. If no vice president is able to serve as president,) the board shall fill the vacancy from among the elected non-officer directors. A majority vote (of those present at the meeting) shall elect.~~

**Sec. 3. The Vice Presidents.** ~~There shall be no more than four vice presidents who shall perform such duties as the president and the board shall designate. (The executive vice president shall be responsible for operations and communications, shall fulfill the role of president in any situation where the president is unable to fulfill the designated duties of that office, and shall perform such other duties as the president and the board shall designate. The other vice presidents shall perform such duties as the president and the board shall designate.)~~

**Rationale: Co-presidents don't generally work well. An executive vice president can relieve the president of some duties and serve as president when the president is unable to serve. Term limits are necessary to allow new people to serve on the board.**

**Sec. 4. The Secretary.** The secretary shall keep minutes of any membership business meeting and board meeting. The secretary shall notify all officers and directors of their election and shall perform such other duties as the president and board may direct.

**Sec. 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 may serve a maximum of three consecutive terms, but shall not be limited in the total number of terms served.~~

**Rationale: Term limits for officers and directors are added in Sec. 1 of this Article.**

~~Sec. 2. (Sec. 6.) Vacancies.~~ Any vacancy, except the presidency, occurring in the board by reason of resignation, death, or disqualification of an officer or ~~elected or appointed member~~ (director) may be filled, until the next annual meeting, by a majority vote of the remaining members of the board.

~~Three absences from a board meeting of any member without a valid excuse shall be deemed a resignation. Notification of such action shall be sent to the board member after two such absences.~~

**Rationale: Absences and removal are dealt with in the next section.**

**(Sec. 7. Removal of an Officer or Director.**

(Under certain circumstances, it may be in the best interest of the organization to remove an officer or director before the expiration of his or her term. Such circumstances include, but may not be limited to: excessive excused absences, a third unexcused absence, failure to disclose a conflict of interest, ethical infractions such as sexual harassment, fraud or criminal behavior, or conduct that reflects poorly on the image of the organization.)

(If the board determines that circumstances exist for removal of a board member, the board shall request that person's resignation by certified letter. Should the board member not comply with the request, the board shall call a special meeting of LWV Chicago members giving notice of the meeting and the purpose for which it is called as required by law. For purposes of removal of an officer or non-officer director, notice of the meeting must be given at least 20 days before the meeting. A 2/3 vote of the voting members present at the meeting is required for removal. Notification of removal as an officer and/or non-officer director shall immediately be sent by certified mail.)

**Rationale: There is no way, under current bylaws, to evict a member of the board for such actions as mentioned. The letter makes termination under any circumstance official. The NFP Act requires that an officer or director elected by membership must be removed by membership, not by the board.**

## ARTICLE V

### ~~Board of Directors~~

#### **(Powers and Duties of the Board of Directors)**

**(Sec. 1. General Management.** )The board shall manage and supervise the business, affairs, and activities of the LWV Chicago subject to the instructions of the annual meeting. It shall select delegates to county and state conventions and councils and to national convention. Members shall be notified of the opportunity to be a delegate. The board shall accept responsibility for such other matters as the national or state Leagues may from time to time delegate to it. It shall have the power to create such standing or special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

**Sec. 1. Number, Manner of Selection and Term of Office.**——**MOVED to Art. IV, Sec. 1**

**Sec. 2. Vacancies**      **MOVED to Art. IV, Sec. 2.**

**Sec. 3. Powers and Duties**      **MOVED to Sect. 1, this article.**

~~**Sec. 4. (Sec. 2.) Meetings.**~~ There shall be at least eight regular meetings of the board annually. The president may call special meetings of the board and shall call a special meeting upon the written request of five members of the board.

**~~Sec. 5.~~ (Sec 3.) Remote Meetings** If circumstances make it inconvenient or impossible for the board to meet, it may conduct business by holding a meeting through electronic communications by means of which all persons participating in the meeting can communicate with each other, e.g. ~~email meetings,~~ telephone conference call (or video conference). Such meetings shall be referred to as remote meetings. (Participation in a remote meeting shall constitute presence in person at the meeting of the persons so participating). All materials for consideration at a remote meeting must be distributed to all members of the board. Remote meetings shall not count as any of the eight regular board meetings required each year.

**(Sec. 4. Action by Unanimous Written Approval.** Any action which could be taken at a meeting of the board may be taken without a meeting if it is unanimously approved by all of the directors entitled to vote on the matter in a writing that sets forth the action to be taken. Approval may be demonstrated by a director's signature on a written consent or, if written approval is sought by e-mail, may be evidenced by a return e-mail clearly indicating the director's approval of the action. All approvals shall be delivered to the secretary to be filed in the records of the board.)

**Rationale: This language complies with the NFP Act.**

**~~Sec. 6.~~ (Sec. 5.) Quorum (and Manner of Acting.)** A majority of the members of the board shall constitute a quorum. In the presence of a quorum, a majority of members in attendance at any board meeting may decide its actions (unless a greater number is required by law, the organization's Articles of Incorporation or these bylaws). One or more members of the board may participate in a meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time.

**Rationale: Wording recommended by attorney.**

**~~Sec. 7.~~(Sec. 6.) Executive Committee.** The officers of LWV Chicago shall constitute the executive committee, which shall exercise such power and authority as may be designated by the board; and shall report to the board on all actions taken by it between regular meetings of the board. Meetings of the executive committee may be called by the president or by a majority of members of the committee. A majority of the members of the committee shall constitute a quorum.

**~~Sec. 8.~~ (Sec. 7.) Standing and Special Committees.**

~~A. The board shall appoint such standing committees deemed necessary for the effective functioning of the organization unless otherwise provided by this article. Membership of such committees is open to any LWV member. The following standing committees shall be organized by February 1.~~

(A. Standing Committees. LWV Chicago shall have a Nominating Committee, a Bylaws Committee and a Budget Committee. The board shall appoint such additional standing committees as the board deems necessary for the effective functioning of the organization and the effective fulfillment of program priorities of all levels of the League. Membership of such committees is open to any member of LWV Chicago. Except as otherwise provided in these bylaws, the board shall appoint the chair and all members of a standing committee.)

**Rationale: Wording recommended by attorney.**

**1) Nominating Committee.** The nominating committee shall consist of ~~three to~~ five voting members of LWV Chicago ~~who shall be elected at the annual meeting.~~ (Three members, including the chair, shall be elected at the annual meeting. Two board members shall be appointed by the board immediately after the annual meeting.) The nominations for the elected positions shall be made by the current nominating committee and further

nominations may be made from the floor at the annual meeting when the new nominating committee will be elected. Any vacancies on the nominating committee shall be filled by the board. The chair of the nominating committee shall, at least three months before the annual meeting, notify the membership of the offices to be filled and request advisory recommendations.

**Rationale: The nominating committee should have people from the board who understand the current board's strengths and weaknesses and can recommend what is needed in the future. LWVIL and LWVUS use the same format of 2 from the board and 3 elected by membership. It should be five members due to the larger membership.**

**2) Bylaws Committee.** The bylaws committee (which the board shall appoint by January 15) will study the bylaws, suggest amendments, if necessary, and consider proposals suggested by any LWV Chicago member for changing the bylaws. (The chair of the bylaws committee shall, at least 60 days before the annual meeting, notify the membership of the opportunity to propose changes to the bylaws. At least one member of the board of directors shall be on the committee but not the chair. The proposed bylaws changes shall be sent to the board for approval at least 60 days before the annual meeting, and shall be sent to) all members at least 30 days before the annual meeting.)

**3) Budget Committee.** The budget shall be prepared by the budget committee (which the board shall appoint by January 15.) The treasurer shall be an ex-officio member of the budget committee but shall not be eligible to serve as chair. (There shall be at least one board member other than the treasurer. The chair and at least one other member shall not be board members.) The proposed budget for the next fiscal year shall be sent (to the board for approval at least 60 days before the annual meeting, and shall be sent) to all members at least 30 days before the annual meeting.

**Rationale: The budget and bylaws committees should be appointed earlier than February 1 as they often need to begin their work before then.**

B. Special Committees. The board shall appoint such special committees as it deems necessary. The chair and committee members shall be voting members of LWV Chicago (except that issue and study committees for consensus or concurrence may include non-members who may participate in discussion up to but not including consensus or concurrence.)

~~b) The board shall appoint such additional standing committees as are deemed adequate for the effective fulfillment of program priorities of all levels of the League. Membership in such committees is open to members or non-members.~~

~~c) The board shall appoint such special committees as it deems necessary. The chair and committee members shall be voting members of LWV Chicago.~~

**Rationale: The last two paragraphs are included in A and B of this section with the one change in B. that non-members may serve on issue, study or concurrence committees.**

## **ARTICLE VI**

### **Meetings**

**Sec. 1. Annual Meeting.** The annual meeting shall be held once a year between May and August, the exact date to be determined by the board. The annual meeting shall elect officers and directors, the

(elected) members of the nominating committee, adopt a budget, adopt amendments to the bylaws, and transact such other business as may properly come before it.

Notice of the annual meeting shall be sent to all members ~~one month~~ (at least 30 days and no more than 60 days) in advance of the meeting. Such notice shall include the slate of candidates and the report of the nominating committee, any proposed bylaws changes, the proposed budget and the proposed program.

**Rationale: The NFP Act requires notice of member meetings to be given no less than 5 nor more than 60 days before the meeting; the change to 30 days rather than a month is more precise.**

## **Sec. 2. Membership Meetings.**

- (A. ~~b.~~ The board may call a special general membership meeting and shall call such a meeting upon the written request of ten percent of the voting members provided that: notice of the meeting is sent to all members at least (14 days and no more than 60 days prior) ~~two weeks prior~~ to the date of the meeting. (For purposes of removal of an officer or non-officer director, notice of the meeting must be given at least 20 days before the meeting. ) The meeting agenda must be included in the notification, and the business confined to the announced agenda. (A quorum shall be present.)
- (B. ~~a.)~~ ~~Annually, there shall be at least two general meetings of the membership~~ (The board may call a general membership meeting) regarding issues chosen by the national, state, county or local LWV, for information, discussion or advocacy. Such meetings may include organizational matters. If (business is to be conducted or) consensus or concurrence is required, (notice must be given and the meeting conducted in the manner specified above for a special general membership meeting.) A quorum shall be present.
- (C. ~~c.~~ Unit meetings may be scheduled (monthly) to further inform and involve members. (Units are small groups of members and nonmembers meeting in various neighborhoods.)

**Rationale: This section was changed to reflect that two general membership meetings are not currently called each year and to conform to the NFP Act. A. could refer to a meeting to remove a board member or it could be on another specific issue. General membership meetings are allowed but not mandated. Units are now defined.**

**Sec. 3. Composition and Representation.** Every voting member of the LWV Chicago shall be entitled to voice and vote at annual, membership and special meetings. Associate members shall be given voice at such meetings.

**Sec. 4. Quorum (and Voting).** Ten percent of the voting members shall constitute a quorum at all business meetings of LWV Chicago. (Absentee or proxy voting shall not be permitted at any meeting.)

**Rationale: Absentee and proxy voting are not allowed at any League meeting and it should be so stated.**

## **ARTICLE VII Nominations and Elections**

**Sec. 1. Report of Nominating Committee and Nominations from the Floor.** ~~The report of the nominating committee of its nominations for officers, directors, and members of the nominating committee~~ (In accordance with the Nominating Procedures approved by the Board of Directors,) the report of the nominating committee of its nominations for officers, directors, and the chair and (two

members of the next nominating committee shall be sent to the Board of Directors at least 60 days before the annual meeting.) The report shall then be sent to all members (at least) ~~one month~~ (30 days) before the annual meeting. Members also shall be notified that nominations may be made from the floor by any voting member.

**Rationale: Informing the board of the nominations is in the LWVIL and LWVUS bylaws, does not mean that the board can overrule the nominating committee, and is a courtesy to the current board.**

~~The chair of the nominating committee shall, at least three months before the annual meeting, notify the membership of the offices to be filled and request advisory recommendations.~~

**Rationale: This was specified in Art. V, Sec. 7, A, 1., and is redundant here.**

The report of the nominating committee shall be presented to the annual meeting. Immediately thereafter, nominations may be made from the floor by any voting member, provided the consent of the nominee has been secured.

**Sec. 2. Elections.** Election shall be by ballot except if there is only one nominee for an office, it may be by voice vote. Such voice vote (may be called for by the president or) ~~shall be ordered by~~ a member of the body. A majority vote shall constitute an election. Absentee or proxy voting shall not be permitted.

**Rationale: It is usually the prerogative of the chair of the meeting to call a voice vote.**

## **ARTICLE VIII**

### **Principles and Program**

**Sec. 1. Principles.** The principles are concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state, county and local programs.

**Sec. 2. National, State, and County Program Recommendations.** Program planning for the LWVUS, LWVIL and LWVCC shall be done in accordance with the procedures established by the respective levels of League. If LWV Chicago is to send in the recommendations, they shall come to the board of directors in the manner recommended by the appropriate League board.

**Sec. 3. Program.** The local program shall consist of implementation of the Principles and Positions of the LWV, including updates or studies chosen by the annual meeting to the positions of LWV Chicago. Areas of special concern the members want to emphasize, whether at the national, state, interleague, county or local level may also be chosen at this meeting. The annual meeting shall act upon the local program; using the following procedures:

↗ (A.) Voting members may make recommendations to the board at least three months before the annual meeting. The method of member input shall be determined by the board.

↘ (B.) All recommendations shall be submitted to the program planning chair, who shall compile all program recommendations and e-mail them to board members at least five days before the board meeting at which local program is to be voted.

↖ (C.) The board shall consider the recommendations and formulate a proposed program which shall be sent to the members at least one month before the annual meeting.

⌘ (D.) The annual meeting shall adopt a program by majority vote. Program recommendations submitted to the board at least three months before the annual meeting but not recommended by the board may be considered provided that the annual meeting shall order consideration by a majority vote and shall adopt the item by a two-thirds vote. Changes in the local program may be made, provided that information concerning the proposed change has been sent to all members at least two weeks before a general membership meeting at which the change is to be discussed.

**Sec. 4. Program Action.** Members may act in the name of LWV Chicago only when authorized to do so by the board and/or the president. They may act only in conformity with, and not contrary to, a position taken by LWV Chicago, LWVCC, LWVIL, LWVUS, LWVLMR, and LWVUMRR.

**Rationale: Capitalizing the letters makes the document consistent.**

## **ARTICLE IX**

### **Financial Administration**

**Sec. 1. Fiscal Year.** The fiscal year of LWV Chicago shall be the same as the fiscal year of the LWVUS.

**Sec. 2. Financial Review.** The books of the organization shall be reviewed within ninety days after the end of the fiscal year by an independent licensed professional. Whenever there is a change in the Treasurer, an audit shall be done. A report of all reviews and audits shall be sent to the membership.

**Sec. 3. Dues.** (Each member, except for life members, shall pay annual dues in an amount determined by the board.) Annual dues shall be payable on the first day of July. Any member who fails to pay dues within three months after they become payable may be dropped from active membership and shall be notified of that action. The board ~~may~~ (shall) set reduced student and household dues and may provide for scholarships ~~for active members~~.

**Rationale: Both LWVIL and LWVUS have life membership written into their bylaws. LWV Chicago also should have it written into its bylaws because it does not pay PMP for them. Reduced student and household dues is mandatory not optional because LWV Chicago pays reduced PMP for them. LWV Chicago currently does not require active membership for reduced dues or scholarships.**

**Sec. 4. State and National Support. (Support for Other Levels of League)** LWV Chicago shall ~~make a contribution for the financial support of LWVCC, LWVIL and LWVUS based on per capita membership;~~ (pay an annual per-member payment to the LWVCC, LWVIL, and LWVUS, in an amount determined by the convention of each, and shall pay annual dues to the LWVLMR and LWVUMRR. LWV Chicago shall make provisions for these ~~contributions~~ (dues and PMP payments) in the annual budget.

**The per-member-payment wording is based on that used by LWVIL and LWVUS bylaws. It confirms practices that we do already and should be in the bylaws.**

(When two or more members reside at the same address in a common household, the payment determined by the board shall be made for the first member; a payment equal to one-half the per-member-payment for LWVIL and LWVUS shall be paid for each other member. No per-member payment shall be made for life members. The per-member-payment for a student member shall be equal to one half the per-member-payment for LWVIL and LWVUS.)



**Both LWVIL and LWVUS have provisions for life, household and student member written into their bylaws so those reduced payments are not optional for LWV Chicago.**

**Sec. 5. Distribution of Funds on Dissolution.** (In the event of dissolution of LWV Chicago, all per member payments to other levels of League and all other obligations shall be paid. After that, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of LWV Chicago shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of LWV Chicago and its affairs, to LWVIL or, if LWVIL is not then in existence, then to any member organizations of the League of Women Voters national organization. If none of these organizations are then in existence, to such other organizations for such public, charitable or educational use and purposes as the board in its absolute discretion may designate. )

**Rationale: This section is basically the same except for some more legal wording suggested by the attorney.**

## **ARTICLE X**

### **Parliamentary Authority**

The rules in the most recent edition of Robert's Rules of Order, Newly Revised shall govern the organization in all cases in which they are applicable and not inconsistent with these Bylaws.

## **ARTICLE XI**

### **Amendments**

These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting (or at a special meeting called for the sole purpose of bylaws amendments), provided that:

a) (A.) At least ~~two months~~ (60 days) prior to the annual or special meeting, members and units shall be invited to submit proposals for amendments to the bylaws committee.

b) (B.) At least ~~one month~~ (30 days) prior to the meeting, all proposed amendments together with the recommendations of the board shall be sent to the membership.

c) (C.) Recommended amendments shall be presented to the meeting for action.

d) (D.) Not-recommended amendments may be voted consideration by a majority vote.

**Rationale: Stating 60 and 30 days is more precise. Capitalizing the letters makes the document consistent.**

**These bylaws were adopted on May 12, 1950 when many neighborhood Leagues joined together to form the League of Women Voters of Chicago.**

Amended: 1951, 1953, 1954, 1957, 1959, 1960, 1962, 1963, 1964, 1966, 1967, 1968, 1969, 1971, 1973, 1974, 1975, 1976, 1977, 1978, 1979, 1980, 1982, 1984, 1987, 1988, 1989, 1991, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2006, 2009, 2011, 2013, 2014, 2016, 2018.