

FINAL DRAFT

All proposed 2020 changes in red

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF CHICAGO

Revised July 11, 2020

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.

Sec 3. Tax Exempt Status. *LWV Chicago is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, LWV Chicago shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of LWV Chicago shall be the carrying on of propaganda, or otherwise attempting to influence legislation.*

ARTICLE III

Membership

Sec. 1. Eligibility. Any person who subscribes to the purposes and policy of LWV Chicago 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 LWV Chicago for 50 years or more shall be life members excused from the payment of dues.

B. Associate Members. All others who join LWV Chicago 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 LWV Chicago shall be a president, executive vice-president, vice president and up to two additional vice-presidents as determined by the board, a secretary and a treasurer.

All officers and directors must be voting members of LWV Chicago. 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.

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.

Sec. 2. The President. 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, 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 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. 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.

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.

Sec. 6. The Voter Service Chair. **The Voter Service Chair shall oversee and coordinate LWV Chicago's efforts to provide nonpartisan information to voters and to promote citizen participation in elections. If the Voter Service Chair is not an elected board member, the Chair becomes a voting board member ex officio.**

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

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.

ARTICLE V

Powers and Duties of the Board of Directors

Sec. 1. General Management. The board shall manage and supervise the business, affairs, and activities of 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. 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 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., 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.

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.

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. 7. Standing and Special Committees.

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 LWV Chicago. 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.

1) Nominating Committee. The nominating committee shall consist of five voting members of LWV Chicago. 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.

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 three months 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 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.

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.

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 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.

Sec. 2. Membership Meetings.

A. 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 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. 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. Unit meetings may be scheduled monthly to further inform and involve members. Units are small groups of members and nonmembers meeting in various neighborhoods.

Sec. 3. Composition and Representation. Every voting member of 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.

ARTICLE VII

Nominations and Elections

Sec. 1. Report of Nominating Committee and Nominations from the Floor. 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 30 days before the annual meeting. Members also shall be notified that nominations may be made from the floor by any voting member.

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 a member of the body. A majority vote shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE VIII

Principles and Program

Sec. 1. Principles. The principles are concepts of government adopted by the national convention and supported by LWV Chicago 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 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 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.

ARTICLE IX

Financial Administration

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

A. Each member, except for life members, shall pay annual dues in an amount determined by the board. Annual dues shall be payable by the first day of July. All members who joined after December 31, 2019 may pay annual dues during their membership anniversary month. 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.

B. The board shall set reduced student and household dues and may provide for scholarships.

C. 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.

Sec. 4. Support for Other Levels of League. LWV Chicago shall 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 LWVLMR and LWVUMRR. LWV Chicago shall make provisions for these dues and PMP payments in the annual budget.

Sec. 5. Corporate Dissolution. **In the event of the merger or dissolution of LWV Chicago for any reason, 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 any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of the organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.**

**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. At least 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. At least 30 days prior to the meeting, all proposed amendments together with the recommendations of the board shall be sent to the membership.
- C. Recommended amendments shall be presented to the meeting for action.
- D. Not-recommended amendments may be voted consideration by a majority vote.

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, 2019, **2020**