

Draft No. 2, December 22, 2014

LEAGUE OF WOMEN VOTERS –

UPPER MISSISSIPPI RIVER REGION (UMRR) ILO BY LAWS

Note: This is a draft of proposed by laws for the UMRR ILO as suggested by the steering committee. The ILO by laws would be formally adopted at the first annual meeting of the proposed ILO sometime during the summer of 2015. This meeting would only occur, however, if we have the commitment of a majority of local LWVs within the five state region to join the ILO.

ARTICLE I – NAME

Name. The name of this organization shall be the League of Women Voters UPPER MISSISSIPPI RIVER REGION hereinafter referred to as **LWV-UMRR ILO**. This Upper Mississippi River Region Inter League Organization (ILO) is an integral part of the League of Women Voters of the United States, hereinafter referred to as LWVUS.

ARTICLE II – PURPOSES AND POLICY

Section 1. **Purposes.** The purposes of the **LWV-UMRR ILO** are to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues affecting the Upper Mississippi River Region.

Section 2. **Policy.** The **LWV-UMRR ILO** shall not support or oppose any political party or candidate.

ARTICLE III – MEMBERSHIP

Section 1. The five state Leagues within the Upper Mississippi River Basin (Illinois, Iowa, Minnesota, Missouri, and Wisconsin) shall be members of the **LWV-UMRR ILO**.

Section 2. All League members of dues-paying local Leagues in communities within the Upper Mississippi River Basin region shall be members of the **LWV-UMRR ILO**.

ARTICLE IV – OFFICERS

Section 1. **Enumeration, Qualification and Term.** The officers of the **LWV-UMRR ILO** shall be a president, a secretary, a treasurer, and a vice-president. All officers shall be members of **LWV-UMRR ILO**. The president and treasurer shall be elected at the first annual meeting and at each annual meeting thereafter in each odd numbered year to hold office for two (2) years or until their successors have been elected and qualified. The secretary and vice president shall be elected at the first annual meeting to hold office for a one year term and at each annual meeting thereafter in even numbered years to hold office for two (2) years or until their successors have been elected and qualified. No person shall be elected to more than two successive terms of two years in the same position.

Section 2. **The President.** Hereinafter “president” shall be understood to refer to “president or co-presidents.” The president shall preside at all meetings of the organization and board of directors. The president 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, may sign or endorse checks, drafts, and notes in the absence of the treasurer, and perform such other duties as may be designated by the board

Section 3. **The Secretary.** The secretary shall keep minutes of the annual meeting and meetings of the board of directors. The secretary shall perform such other duties as directed by the board.

Section 4. **The Treasurer.** The treasurer (or an alternate to be appointed by the board of directors) shall collect and receive all monies due. The treasurer shall be the custodian of these monies, shall deposit them in a bank and disburse the same upon order of the board. The treasurer shall present statements to the board at its regular meetings and a report to the annual **LWV-UMRR ILO** meeting.

Section 5. **The Vice President.** The vice president shall preside in the absence of the president. The vice president shall perform such other duties as directed by the board.

ARTICLE V – BOARD OF DIRECTORS

Section 1. **Manner of Selection and Term of Office.** The Board of Directors, hereinafter referred to as the board, shall consist of the officers of

LWV-UMRR ILO; and one delegate and one alternate appointed by each of the state boards of Illinois, Iowa, Minnesota, Missouri, and Wisconsin. Alternate delegate(s) vote only in the absence of delegate(s). The term of delegates and alternates shall be two years without term limits.

Section 2. **Qualification.** Each member of the board must be a voting member of the **LWV-UMRR ILO**.

Section 3. **Vacancies.** Any vacancy of a state delegate position may be filled by the appropriate state League board.

Section 4. **Powers.** The board shall manage and supervise the business, affairs, and activities of the **LWV-UMRR ILO** subject to the instructions of the annual meeting. It shall select delegates to member state conventions and councils and to national conventions and national councils. It shall accept responsibility for such other matters as the national or state boards may from time to time assign to it. It shall have the power to create such special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

Section 5. **Quorum.** A quorum shall consist of a simple majority of members of the board and include at least one representative from each of the five (5) member state Leagues. Any one or more members of the board may participate by means of electronic communications, including conference telephone, allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. **Meetings.** There shall be at least four (4) regular meetings of the board annually. Members of the board shall be notified of all regular meetings at least one (1) month previous to such meeting. The president may call special meetings and shall call a special meeting upon the written request of four (4) members of the board.

Section 7. **Attendance.** An officer or director who misses two consecutive meetings may be asked to resign.

ARTICLE VI - ANNUAL MEETING

Section 1. **Date.** The date of the annual meeting shall be determined by the

LWV-UMRR ILO board.

Section 2. **Place.** The location of each annual meeting shall be determined by the **LWV-UMRR** board. The place shall rotate around the five states.

Section 3. **Composition.** The annual meeting shall be composed of the following voting delegates:

a) One delegate from each member League that is current in its dues payment. Any League may designate a member of another League to serve as its proxy.

b) Members of the board.

Section 4. **Qualification and Voting.** Each delegate shall be a member and shall be entitled to one vote.

Section 5. **Powers.** The annual meeting shall consider and authorize a program for study and action, shall elect officers, shall adopt a budget for the ensuing year, and shall transact such other business as may properly come before it.

Section 6. **Quorum.** At least one League from each member state and at least one-fifth (1/5) of the member local Leagues must be present at the annual meeting. A quorum shall consist of the majority of the voting delegates registered at the annual meeting.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1. **Nominating Committee.** The nominating committee shall consist of at least five (5) members, up to three (3) of whom shall be members of the board. There shall be a member from each of the five (5) states. The chair of the nominating committee shall not be a member of the board, and shall be elected at the annual meeting. The nominations of the chair shall be made by the current nominating committee. The other members of the committee shall be appointed by the board. Vacancies shall be filled by the board.

Section 2. **Suggestions for Nominations.** At least five (5) months prior to the annual meeting, the chair of the nominating committee shall request suggestions for nominations for offices to be filled. The request will be made to the president of each member League. Suggestions shall be sent to the

chair of the nominating committee at least three (3) months before the annual meeting.

Section 3. Report of the Nominating Committee and Nominations from the floor. The report of the nominating committee of its nominations for officers and the chair and two (2) members of the succeeding nominating committee, shall be sent to the member Leagues at a minimum of 1 month before the date of the annual meeting. The report of the nominating committee shall be presented to the annual meeting during the business session. Immediately following the presentation of this report, nominations may be made from the floor, provided that the consent of the nominee shall have been secured. The election shall be conducted at the time specified in the Annual Meeting Agenda.

Section 4. Election. The election shall be by a written ballot except when there is but one (1) nominee for each office in which case the convention can move to accept the slate by acclamation. A majority of the votes cast shall constitute an election.

ARTICLE VIII – PRINCIPLES AND PROGRAM

Section 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 and local program.

Section 2. Program. The program of the **LWV-UMRR ILO** shall consist of:

- a) Action to implement the Principles and program of the LWVUS
- b) Those governmental issues that affect the Upper Mississippi River Region and that are chosen by the annual meeting for concerted study and action.

Section 3. Annual Meeting Action.

- a) At least five (5) months in advance of the annual meeting the board shall send to the presidents of local and state Leagues a status report of the current positions with action taken under each position, and a request for program recommendations for the next year. The board shall ask for evaluation of the

current positions, may ask for suggestions for study and/or action and may make its own suggestions for study and/or action.

b) Local and state League boards may make recommendations for a program to the board at least three (3) months prior to the annual meeting.

c) The board shall consider these recommendations and formulate a proposed program, which shall be sent to the members at a minimum of two months before the annual meeting.

d) The annual meeting shall be given a list of all program items submitted to the board but not selected by the board in addition to the board proposed program. The annual meeting may amend or modify the board proposed program by adopting a program item by a two-thirds vote, which must include that of delegates from all five states.

d) The annual meeting shall adopt a program by a majority vote, which must include that of delegates from all five (5) state Leagues.

e) Between annual meetings the board may choose to pursue a program item not selected at the previous annual meeting if there is a unanimous vote of the entire board to do so.

Section 4. **Action on LWV-UMRB ILO Program.**

Action may be taken in the name of the **LWV-UMRR ILO** only when authorized to do so by the appropriate board(s). Such action must be in conformity with, and not contrary to, positions taken by the **LWV-UMRR ILO**, the LWVs of Illinois, Iowa, Minnesota, Missouri, and Wisconsin and the LWVUS.

ARTICLE IX – FINANCIAL ADMINISTRATION

Section 1. **Fiscal Year.** The fiscal year of **LWV- UMRB ILO** shall conform to that of the League of Women Voters of the United States.

Section 2. **Dues.** Annual dues per each local League shall be \$25.00 and \$100.00 per each state LWV. Any change in dues will be voted on at an annual meeting and will need to be approved by a 3/5's majority of the delegates voting.

Section 3. **Budget Committee.** The budget shall be prepared by a committee appointed for that purpose at least four (4) months before the annual meeting. Committee members shall represent the geographic diversity of the member state and local Leagues. The treasurer shall be, *ex officio*, a member of the budget committee but shall not serve as chair. The chair shall be a board member. At least one (1) non-board member shall serve on the committee.

Section 4. **Budget.** The board shall submit to the annual meeting for adoption by a three-fifths (3/5) vote a proposed budget to provide support for **LWV-UMRR ILO**. A copy of the proposed budget shall be sent to each state League president and to each local League president not less than two (2) months before the annual meeting.

Section 5. **Distribution of Funds on Dissolution.** In the event of the dissolution of the **LWV-UMRB ILO**, all moneys, securities, and all funds shall be distributed equally among the five (5) member state Leagues after all debts and other obligations have been met.

ARTICLE X – PARLIAMENTARY AUTHORITY

Parliamentary Authority. The rules in the current edition of Roberts' Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XI – AMENDMENTS

Amendments to Bylaws. These bylaws may be amended at any annual meeting by a two-thirds (2/3) vote provided that the proposed amendment was submitted by a member to the board at least three (3) months prior to the annual meeting. The board may appoint a bylaws committee to review and make recommendations for amendments for consideration at the annual meeting. The board shall send any proposed amendments to the presidents of the member Leagues at least two (2) months prior to the annual meeting. Failure of presidents of local Leagues to notify their members, or of state Leagues to notify their boards, of the proposed amendments shall not invalidate the adoption of such amendments by the annual meeting.