

# **LEAGUE OF WOMEN VOTERS OF GREATER GREEN BAY BYLAWS**

## **ARTICLE I**

### **Name**

The name of this organization shall be League of Women Voters of Greater Green Bay, hereinafter referred to in these bylaws as LWVGGB. 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 Wisconsin, Inc. (LWVWI).

## **ARTICLE II**

### **Purposes and Policy**

#### **Section 1 Purposes**

The purposes of the LWVGGB are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

#### **Section 2 Political Policy**

The League shall not support or oppose any political party or any candidate.

#### **Section 3 Charitable and Educational Purposes**

LWVGGB shall be operated exclusively for charitable and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code").

#### **Section 4 501(c)(3) Status Provisions**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the organization. No substantial part of the activities of the organization shall be carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from federal income tax under section 501 (c) (3) of the Code, or by (b) an organization, contributions to which are deductible under section 170 (c) (2) of the Code.

## **ARTICLE III**

### **Membership**

#### **Section 1 Eligibility**

Any person who subscribes to the purposes and policy of LWVGGB shall be eligible for membership.

### **Section 2 Types of Membership**

- a. Voting Member: Citizens at least 18 years of age who join LWVGGB and who pay annual dues shall be LWVGGB, LWVWI and LWVUS voting members for the membership year.
- b. Associate Member: All other members who are enrolled in recognized local leagues or the LWVUS shall be associate members.
- c. Life Member: Those who have been members of the LWV for fifty years or more shall be excused from the payment of dues.

### **Section 3 Written Ballot**

In special circumstances designated at the discretion of the Board of Directors and not pertaining to the election of officers, directors, or amendment of the bylaws or articles of incorporation, the vote of the members may be taken by written ballot as set forth in section 181.0708 of the Wisconsin Statutes. Consistent with the requirements of section 181.0708, Wis. Stats., any action of members may be taken without a meeting if the League of Women Voters of Greater Green Bay delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against such action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## **ARTICLE IV**

### **Board of Directors**

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

The board shall consist of the officers of the LWVGGB, six elected directors, and not more than five appointed directors. One half of elected directors shall be elected 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 members shall appoint such additional directors, not exceeding five as they deem necessary to carry on the work of the LWVGGB. The terms of office of the appointed directors shall be one year and shall expire at the conclusion of the next annual meeting.

#### **Section 2 Qualifications**

All officers and directors shall be voting members of the LWVGGB.

#### **Section 3 Vacancies**

Any vacancy other than the office of president may be filled, until the next annual meeting, by a majority vote of the board.

#### **Section 4 Powers and Duties**

The board shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the general membership. It shall plan and direct the work necessary to carry out the program as adopted by the LWVUS Convention, the LWVWI Annual Meeting, and the LWVGGB Annual Meeting. The board shall create and designate such special committees as it may deem necessary.

#### **Section 6 Quorum**

A majority of the members of the board shall constitute a quorum. 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 hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **Section 7 Attendance**

Three consecutive unexcused absences from a board meeting of any member shall be deemed a resignation.

#### **Section 8 Meetings**

In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for those pertaining to vacancies on the Board, the annual budget, amendments of the bylaws or articles of incorporation, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by at least two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1r) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means, including electronic mail (“email”), and “signed” includes an electronic signature, as defined in §181.0103(10p) of the Wisconsin Statutes, as amended from time to time.

### **ARTICLE V**

#### **Officers**

##### **Section 1 Enumeration, Election, and Term of Officers**

The officers of the LWVGGB shall be president, vice president, secretary, and treasurer, who shall be elected for terms of two years by the general membership at an annual meeting and take office immediately. The president and the secretary shall be elected in odd-numbered years. The vice president and treasurer shall be elected in even-numbered years.

## **Section 2 President**

The president shall preside at all meetings of the organization and of the board unless another board member is designated; may, in the absence of the treasurer, sign or endorse checks, drafts and notes; shall be an ex officio member of all committees except the nominating committee; shall have such usual powers of supervision and management as may pertain to the office of the president and shall perform such other duties as may be designated by the board. The president will serve on the board in an ex officio capacity for the year following the completion of term of office.

## **Section 3 Vice President**

The vice president shall in the event of vacancy in the presidency possess all the powers and perform all the duties of that office. In the event that the vice president is unable to serve, the board shall select one of its members to till the vacancy. The vice president shall perform such other duties as the president and board may designate.

## **Section 4 Secretary**

The secretary shall keep minutes of all board meetings and the annual meeting of the LWVGGB, shall notify all officers and directors of their election, 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.

## **Section 5 Treasurer**

The treasurer shall collect and receive all monies due, shall be the custodian of these monies, shall deposit them in a bank designated by the board, shall disburse the same only upon order of the board, shall present statements to the board at their regular meetings, and shall provide an annual report at the annual meeting. The books of the treasurer shall be audited by a qualified individual annually prior to the annual meeting. Upon request from the treasurer, an assistant shall be appointed by the president with approval of the board to assist the treasurer in administering the duties named above.

## **Section 6 Executive Committee**

The officers of the LWVGGB shall constitute the executive committee and shall act for the board between regular meetings, provided that any action taken shall be presented to the board for ratification at its next meeting. Three members of the executive committee shall constitute a quorum to transact business.

# **ARTICLE VI**

## **Financial Administration**

### **Section 1 Fiscal Year**

The fiscal year of the LWVGGB shall commence on the first day of April of each year. The fiscal year shall determine the membership year, which shall run concurrently with the fiscal year.

## **Section 2 Dues**

Annual dues, recommended by the board and approved at the annual meeting, shall be payable in April. Any member who fails to pay dues by October 1 will be dropped from the membership rolls. Members joining LWVGGB after the beginning of the calendar year will not be reassessed until April of the next year. '

## **Section 3 Budget**

A budget for the ensuing year shall be submitted by the board to the annual meeting for adoption. The budget shall include support for the work of the LWVGGB as a whole.

## **Section 4 Budget Committee**

A budget committee shall be appointed by the board 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 one month before the annual meeting. The treasurer shall not be eligible to serve as chairperson of the budget committee.

# **ARTICLE VII**

## **Meetings**

### **Section 1 Membership Meetings**

There shall be at least four (4) meetings of the membership each year. Time and place shall be determined by the board.

### **Section 2 Annual Meeting**

An annual meeting shall be held during the month of April or May, the exact date to be determined by the board. The annual meeting shall:

- A. Adopt a local program for the ensuing year;
- B. Elect officers, directors, and members of the nominating committee;
- C. Adopt an adequate budget;
- D. Transact such other business as may properly come before it.

### **Section 3 Quorum**

Ten percent of the current membership shall constitute a quorum at all general membership meetings of the LWVGGB.

# **ARTICLE VIII**

## **Nominations and Elections**

### **Section 1 Nominating Committee**

The nominating committee shall consist of three members, one of whom shall be a member of the board. All three shall be elected at the annual meeting. Nominations for these offices shall be

made by the current nominating committee. Any vacancy on the nominating committee may be filled by the chairperson. Suggestions for nominations for officers and directors may be sent to this committee by any voting member. The nominating committee is to function throughout the year in order to assist the board in filling vacancies.

### **Section 2 Report of Nominating Committee and Nominations from the Floor**

The report of the nominating committee shall be sent to all members at least one month before the date of the annual meeting. At the LWVGGB Annual Meeting, 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 election shall be by ballot, provided that when there is but one nominee for each office, the secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election.

## **ARTICLE IX**

### **Principles and Program**

#### **Section 1 Principles**

The governmental principles adopted by the national convention, and supported by the League as a whole, constitute the authorization for the adoption of LWVGGB Program.

#### **Section 2 Program**

The program shall consist of action to implement the principles and those governmental issues chosen for concerted study and action.

#### **Section 3 Action by the Annual Meeting**

The annual meeting shall act upon the program using the following procedure:

- a. The board shall consider the recommendations from the Lively Issues meeting in January and shall formulate a proposed program.
- b. The proposed program shall be sent to all members at least one month before the annual meeting.
- c. A majority vote of members present and voting shall be required for adoption of subjects in the proposed program as presented to the annual meeting by the board.
- d. Recommendations for program submitted by voting members *at least one* month prior to the annual meeting but not recommended by the board may be considered by the annual meeting provided that: 1) the voters shall order consideration by a majority vote; 2) the voters shall adopt the item by a two-thirds vote.

#### **Section 4 Member Action**

Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate board or the executive committee of the board.

### **Section 5 Local League Action**

The LWVGGB may act only in conformity with, and not contrary to the LWVUS positions.

## **ARTICLE X**

### **National Convention, State Annual Meeting**

#### **Section 1 National Convention**

The board at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates in the number allotted the LWVGGB under the provisions of the LWVUS Bylaws.

#### **Section 2 State Annual Meeting**

The board at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that annual meeting in the number allotted the LWVGGB under the provisions of the LWVWI Bylaws.

## **ARTICLE XI**

### **Parliamentary Authority**

The rules contained in the current edition of *Roberts Rules of Order* shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws.

## **ARTICLE XII**

### **Amendments**

Amendments to these bylaws may be proposed by any member, provided such proposed changes shall be submitted to the board at least three months prior to the annual meeting. All proposed amendments shall be submitted to the membership in writing, together with the recommendation of the board, at least one month in advance of the annual meeting. Amendments must be adopted by a two-thirds vote of the members present and voting at the annual meeting.

## **ARTICLE XIII**

### **Dissolution**

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets by distributing the assets to the League of Women Voters of Wisconsin, Inc. or, if the LWVWI, Inc. no longer exists or declines to accept the assets, to the League of Women Voters Education Fund, provided that either organization continues to be recognized as an organization that is exempt from federal income tax under section 501(c)(3) of the Code. If neither organization can accept the assets, the distribution shall be made to such organization or organizations that are organized and operated exclusively for exempt purposes under section 501(c)(3) of the Code, or

corresponding provisions of any subsequent federal tax laws, or to a State or a political subdivision of a State as defined in section 170(c)(1) of the Code.

#### **ARTICLE XIV**

##### **Group Exemption**

The LWVGGB agrees to be included in the group ruling of the LWVWI (the “central organization”). We also agree that we must accept and adhere to all of the following as a part of being a subordinate/chapter:

- a. We agree to accept the purpose of and abide by the policies and principles of LWVWI, including Bylaws, Policies, and Handbook.
- b. We agree to report our activities to LWVWI as requested and to provide the requested reports on our activities and financials.
- c. We agree that we are under the general control and supervision of our central organization, as that term is applied for purposes of a group ruling under section 501(c)(3) of the Code.
- d. We understand that if we ever leave the group ruling or it ceases to exist, we will need to reapply for individual exemption and pay the user fee should we wish to be exempt.

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