



**TO:** Local League Leaders

**FROM:** Ellen Penwell, LWVWI Membership & Events Manager

**DATE:** March 26, 2020

**RE: Guidance on Conducting Board and Annual Meetings during the COVID-19 Pandemic**

### **Board Meetings**

Conducting board meetings remotely presents no problem as you can conduct them by written consent, electronically, by written ballot, or by teleconference. Please refer to the Written Consent section in your bylaws.

### **Annual Meetings**

Complications arise when considering how to remotely conduct the business aspects of your Annual Meeting including officer/director elections and amendments to bylaws, without breaking your bylaws. Please refer to the Written Ballot section in your bylaws.

Current local League bylaws under the section Written Ballot expressly prohibits written ballots to be used for elections or amendments to your bylaws. State law doesn't provide for member meetings to happen electronically, unlike board meetings, and Wisconsin statutes don't allow for member meetings to take place via teleconference for the purpose of voting, although you can always hold a teleconference call with your membership for discussions, announcements, fellowship, etc.

### Action Being Taken

LWVWI is moving forward immediately with a recommendation from our nonprofit lawyers at [Scholz Nonprofit Law LLC](#). Because local League bylaws must comport with the LWVWI bylaws under the group exemption, [the LWVWI Board will be asked ASAP](#) to pass a policy that states that in light of the current situation with COVID-19 and the need to conduct business virtually to keep its members safe, LWVWI specifically permits (but does not require) local chapters to conduct elections by written ballot. The policy will also include language to permit local Leagues to change the month of your Annual Meeting as prescribed in your bylaws just in case you need additional time to organize.

### What Local Leagues Should Do

We will assume that the LWVWI Board will pass this policy so please go forward and prepare materials for written ballots needed for voting at your Annual Meeting. No action is necessary on your part to change your bylaws regarding Written Ballot, etc, as the LWVWI Board policy, once approved, provides the necessary override.

In preparing your written ballot voting procedures, please keep in mind that a written ballot to members must contain the following information:

**1. The number of responses needed to meet the quorum requirements.**

Meaning the ballot will need to state the number of ballots to meet quorum. If a member quorum is not stated in your local league bylaws, you can fall back on the state statute default - 10% of members entitled to vote at the time the ballots are distributed.

**2. The percentage necessary to approve each matter other than election of directors.**

If your ballots include items other than elections, the written ballot will need to state the percentage approval needed to pass - greater than 50%, basically a majority vote. For elections, you don't need to include the percentage, I assume because there might be more than two candidates for any given position.

**3. The time by which a ballot must be received by the corporation in order to be counted.**

This is the date the ballot needs to be received by the local league.

On the Presidents' call yesterday, a member asked: if LWVWI can override local bylaws that do not allow written ballots to be used for elections, can LWVWI also override the provision that member meetings can't take place via teleconference for voting purposes? Our nonprofit attorney informs us that LWVWI does not have that power because of the state statutes don't allow it. The rationale behind the in-person or written ballot vote is to protect members from a Board or other small group ramming through action that the members as a whole don't have time or space to discuss.

If you have questions or concerns, please contact me at [epenwell@lwvwi.org](mailto:epenwell@lwvwi.org) or by phone at 608-256-0827.

---

### **Written Consent.**

In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for filling vacancies on the Board, 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.

**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 (local League name) 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.