



Bylaws
League of Women Voters
Aurora Area
May 20, 2021

ARTICLE I

Name

Section 1. NAME. The name of this organization shall be the League of Women Voters of the Aurora Area (LWVAA). This local league is an integral part of the League of Women Voters of Illinois (LWVIL) and the League of Women Voters of the United States (LWVUS).

ARTICLE II

Purpose and Policy

Section 2. PURPOSES. The purposes of the LWVAA shall be to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.

Section 3. POLICY. The LWVAA shall not support or oppose any political party or candidate. The LWVAA may take action on local governmental measures and policies in the public interest in conformity with the principles and policies of the LWVAA, the LWVIL and the LWVUS, as well as the LWVAA Nonpartisan Policy.

ARTICLE III

Program

Section 1. PROGRAM. The Program of LWVAA shall include chapter development activities, local, state, and national issues as appropriate, chosen for concerted study and action in the coming year.

Section 2. PROGRAM ADOPTION. The Board shall formulate the Proposed Program, considering recommendations of members which have been submitted at least two (2) months prior to the Annual Meeting. The Proposed Program shall be sent by United State Postal Service (USPS) or electronic means to all members at least ten (10) days prior to the Annual Meeting. A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of the Proposed Program. Program recommendations submitted to the Board at least two (2) months prior to the Annual Meeting but not proposed by the Board, may be considered at the Annual Meeting provided that such consideration is supported by a majority vote of voting members present at the Annual Meeting. In the event that such consideration is so supported, adoption of the item shall be by a two-thirds (2/3) vote of voting members present at the Annual Meeting.

Section 3. CHANGES IN THE PROGRAM. If necessary in order to respond to compelling, altered circumstances or emerging conditions, changes in the Program may be made at a membership meeting, provided that:

- Information about each proposed change has been sent by USPS or electronic means to all members at least ten (10) days prior to the membership meeting at which the change is to be discussed.
- The change is approved at a succeeding meeting by a majority vote of the voting members present and voting on the item. At the discretion of the Board, signed, mailed, faxed, or emailed ballots may be counted with those cast at the meeting for this purpose.

Section 4. PROGRAM ACTION BY MEMBERS. Under all circumstances, members may act in the name of the LWVAA only when authorized to do so by the Board. They may act only in conformity with a position taken by the LWVAA, the LWVIL, and the LWVUS.

ARTICLE IV

Membership

Section 1. ELIGIBILITY. Any person, at least sixteen (16) years of age, who subscribes to the purpose and policies of the LWVAA, shall be eligible for membership.

Section 2. TYPES OF MEMBERSHIP. Individuals at least sixteen (16) years of age who join the LWVAA shall be voting members of the LWVAA, the LWVIL, and the LWVUS. The LWVAA may create *Individual, Household, Student, Life*, or other member types as deemed beneficial to the organization and its membership.

ARTICLE V

Board of Directors

Section 1. SELECTION, QUALIFICATIONS, AND TERMS. The Board of Directors (Board) shall consist of the elected Officers of the LWVAA, two Directors elected at the Annual Meeting, and two Directors appointed by the Board. The Board shall appoint such additional Directors as it deems necessary to carry on the work of the LWVAA. All Directors shall be voting members of the LWVAA. One Director shall be elected each year and shall serve for a term of two years or until her/his successor has been elected and qualified. One Director shall be appointed each year and shall serve for a term of two years or until her/his successor has been appointed and qualified.

Section 2. EXECUTIVE COMMITTEE. The Board may appoint an Executive Committee consisting of the elected Officers of the LWVAA. The Executive Committee shall exercise such power and authority as may be delegated to it by the Board and shall report to the Board on all actions taken by it between regular meetings of the Board. The Executive Committee shall meet at the call of the President. Actions of the Executive Committee may be taken in person, by teleconference, videoconference, or by electronic means, with actions reported in the minutes of the next Board meeting.

Section 3. VACANCIES. Any vacancy occurring in the Board shall be filled until the next election by a majority vote of the remaining members of the Board.

Section 4. REMOVAL OF OFFICER OR DIRECTOR. Chronic or egregious action or violation of policies of the LWVAA, the LWVIL, or the LWVUS shall be determined by a

majority of the other Directors to be grounds for removal of an individual from the position of Officer or Director.

Section 5. ABSENCES. Three consecutive absences from a Board meeting by any Director without a valid reason shall be deemed as a resignation from the Board.

Section 6. 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 voting membership. The Board shall plan and direct the work necessary to carry out the Program as adopted by the LWVUS National Convention, the LWVIL State Convention, the LWVAA Annual Meeting, or by amendment as described in these bylaws.

Section 7. MEETINGS, NOTICE, AND AGENDAS. A minimum of six (6) regular meetings of the Board shall be held annually. Notice of, and agendas for Board meetings shall be provided at least one (1) week in advance. The President may call special meetings on her/his own, or upon written request of the majority of Officers and Directors, as long as Officers and Directors receive notice of special meetings at least forty-eight (48) hours in advance of the special meeting. Board meetings, including special meetings, may be conducted in person or by teleconference or videoconference, provided that all persons participating in the meeting have access to equipment that allows everyone to hear each other simultaneously. Notice of, and agendas for all meetings shall be sent by USPS, electronic means, or telephone.

Section 8. QUORUM. A majority of the Directors shall constitute a quorum.

ARTICLE VI

Officers

Section 1. ENUMERATION. The Officers of the LWVAA shall be: Co-Presidents, Vice President, Secretary, and Treasurer.

Section 2. ELECTION, QUALIFICATIONS, AND TERM. Officers shall be voting members and shall serve until their successors have been elected or appointed and qualified.

Officers shall be elected for terms of two (2) years by the voting membership at the Annual Meeting, and take office at the beginning of the next fiscal year. The first officers of the LWVAA shall take office immediately upon election. The Co-Presidents and the Secretary shall be elected in odd-numbered years starting in 2021. The Vice President and the Treasurer shall be elected in even-numbered years starting in 2022.

Section 3. DUTIES OF OFFICERS.

Co-Presidents: The Co-Presidents shall have the powers of supervision and management as customarily pertain to the office, including but not limited to:

- presiding at all meetings of the LWVAA and the Board or designating another person to do so
- serving as an ex officio member of all committees except the Nominating Committee
- signing or endorsing checks, drafts, and notes in the absence of the Treasurer
- signing with the Secretary all contracts and other instruments when so authorized by the Board
- performing such other duties as the Board may direct.

Vice President: The Vice President shall perform such duties as customarily pertain to the office and as the Co-Presidents and the Board direct. The Vice President shall also serve as the Voter Services Committee Chair.

Secretary: The Secretary shall perform such duties as customarily pertain to the office, including but not limited to:

- keeping minutes of membership and Board meetings
- conducting elections
- notifying all Officers and Directors of their election
- attesting to all contracts and other instruments signed by the President when so authorized by the Board
- performing such other duties as the President and the Board shall direct.

Treasurer: The Treasurer shall perform such duties as customarily pertain to the office, including but not limited to:

- collecting and receiving all monies due
- serving as the custodian of these funds
- depositing funds in a bank as designated by the Board
- disbursing funds as authorized in the budget or by the Board
- presenting financial statements to the Board at its regular meetings as well as an Annual Financial Report to the membership at the Annual Meeting
- arranging for an annual audit or review of the LWVAA books
- performing such other duties as the President and the Board shall direct.

Section 4. ORDER OF SUCCESSION. The Vice Presidents shall, in order of their rank, assume the office of the President in the event of the absence, disability, resignation, or death of the President. If neither Vice President is able to serve as President, the Board shall fill the vacancy from among the elected Directors.

ARTICLE VII

Nominations and Elections

Section 1. NOMINATING COMMITTEE. The Nominating Committee shall consist of three (3) members. The Chair and one member, who shall not be directors, shall be elected by the voting membership at the Annual Meeting, with the first Nominating Committee appointed by the Steering Committee. Immediately following the Annual Meeting, the Board shall appoint one Director to the Nominating Committee. The term of office for the Chair and members of the Nominating Committee shall be one year. Vacancies shall be filled by Board appointment. Suggestions for nominations for Officers and Directors may be sent to the Nominating Committee by any voting member.

Section 2. REPORT OF THE NOMINATING COMMITTEE. The report of the Nominating Committee, containing its nominations for Officers and Directors and the Chair and one member of the next Nominating Committee, shall be sent by USPS or electronic means to the members at least one (1) month before the Annual Meeting. The report of the Nominating Committee shall be presented to the membership at the Annual Meeting. Nominations may be made from the floor immediately thereafter, provided the consent of the nominee has first been obtained.

Section 3. ELECTION. Election shall be by ballot, with balloting conducted by the Secretary, unless there is only one nominee for an office, in which case election shall be by voice vote. A majority vote shall constitute election.

ARTICLE VIII

Membership Meetings

Section 1. MEETINGS, NOTICE, AND AGENDAS. There shall be at least four (4) meetings, including an Annual Meeting, of the membership each year. The time and place shall be determined by the Board. Special meetings of the members may be called by the President, the Board, or upon written request of fifteen percent (15%) of the voting members. Members shall receive notice of all meetings and agendas by USPS, electronic means, or telephone at least ten (10) days in advance. Participation in membership meetings shall be in person.

Section 2. ANNUAL MEETING. An Annual Meeting shall be held between April 15th and May 31st; the exact date shall be determined by the Board. Participation in the Annual meeting shall be in person. Absentee or proxy voting shall not be permitted. The following business shall be conducted at the Annual Meeting:

- adoption of local public policy positions and the Program for the upcoming year
- election of Officers and Directors
- election of the Chair and one member of the Nominating Committee
- adoption of the budget
- approval of annual dues
- other business as proposed pursuant to an agenda that is distributed by USPS or electronic means at least ten (10) days in advance.

Section 3. QUORUM. Fifteen percent (15%) of the voting members shall constitute a quorum at all membership meetings.

ARTICLE IX

Conventions

Section 1. NATIONAL CONVENTION. The Board, at a meeting in advance of the date on which the names of delegates must be sent to the LWVUS, shall select delegates to the National Convention in the number allotted to the LWVAA under the provisions of the LWVUS bylaws.

Section 2. STATE CONVENTION. The Board, at a meeting in advance of the date on which the names of delegates must be sent to the LWVIL, shall select delegates to the State Convention in the number allotted to the LWVAA under the provisions of the LWVIL bylaws.

ARTICLE X

Financial Administration

Section 1. FISCAL YEAR. The fiscal year shall run from July 1st through June 30th annually.

Section 2. DUES. The amount of dues shall be approved by the voting membership at the Annual Meeting. Dues shall be payable at the Annual Meeting. New members who join after January 1st shall be assessed at 50% of the annual dues.

Section 3. BUDGET COMMITTEE AND BUDGET PREPARATION. The annual budget shall be prepared by a Budget Committee whose members shall be appointed by the Board at least two (2) months prior to the Annual Meeting. The Treasurer shall act as an ex officio member of the Budget Committee and may not serve as its Chair. The Board shall consider the proposed budget submitted by the Budget Committee and recommend its adoption by the membership. Members shall be sent copies of the recommended budget by USPS or electronic means at least one (1) month prior to the Annual Meeting.

Section 4. DISTRIBUTION OF FUNDS UPON DISSOLUTION. In the event of the dissolution of the LWVAA, all monies and securities which may at the time be owned by or under the control of the LWVAA shall be paid to the LWVIL after the state and national per member payments and other obligations have been met. All other property of any nature, whether real, personal, or mixed, that may at the time be owned or under the control of the LWVAA, shall be disposed of to such person, organization, or corporation for such public, charitable, or educational use and purposes as the Board in its absolute discretion may designate. Members of the Board are not individually responsible for any debts incurred by the League.

ARTICLE XI

Parliamentary Authority

Section 1. PARLIAMENTARY AUTHORITY. The rules outlined in the current edition of *Roberts Rules of Order Newly Revised* shall govern the LWVAA in all cases to which they are applicable and consistent with these bylaws.

ARTICLE XII

Amendments

Section 1. AMENDMENTS. These bylaws may be amended by a two-thirds (2/3) vote of the voting members present at an Annual Meeting, provided that the proposed amendment(s) are submitted in writing to the membership by USPS or electronic means at least one (1) month prior to the Annual Meeting.

Article VI: Officers duly amended 5/20/21