

BYLAWS

LEAGUE OF WOMEN VOTERS OF MANITOWOC COUNTY

ARTICLE I – NAME

Sec. 1. Name: The name of this organization shall be the League of Women Voters of Manitowoc County. This local League is an integral part of the League of Women Voters of the United States and of the League of Women Voters of Wisconsin, Inc.

ARTICLE II – PURPOSE AND POLICY

Sec. 1. Purpose: The purpose of the League of Women Voters of Manitowoc County shall be to promote political responsibility through informed and active participation of citizens in government.

Sec. 2. Policy: The League of Women Voters of Manitowoc County may take action on local governmental measures and policies in the public interest in conformity with the principles of the League of Women Voters of the United States. It shall not support or oppose any political party or any candidate.

The Board of Directors is responsible for carrying out the League nonpartisan political activity/conflict of interest policy in its community, keeping in mind that everything the League does should be measured against the yardstick of nonpartisanship.

While the League encourages its members to be active politically, we specifically prohibit the President and Voter Service Chair from:

- . Running for/or holding elective office, and
- . Participating in political campaigns including fundraising, contributing financially, chairing campaign events, working for, endorsing or contributing in any significant way to a campaign for a political candidate or political party.

Sec. 3. The League of Women Voters of Manitowoc County shall be operated exclusively for charitable and educational purposes, as defined in Section 501©(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the “Code”).

Sec. 4. 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

Sec. 1. Types of Membership. (Revised July 2021)

A. Voting Members. LWV is an organization fully committed to diversity, equity, and inclusion in principle and in practice. Diversity, equity, and inclusion are central to the organization's current and future success in engaging all individuals, households, communities, and policy makers in creating a more perfect democracy.

There shall be no barriers to full participation in this organization on the basis of gender, gender identity, ethnicity, race, native or indigenous origin, age, generation, sexual orientation, culture, religion, belief system, marital status, parental status, socioeconomic status, language, accent, ability status, mental health, educational level or background, geography, nationality, work style, work experience, job role function, thinking style, personality type, physical appearance, political perspective or affiliation and/or any other characteristic that can be identified as recognizing or illustrating diversity.

Voting Members. Persons at least 16 years of age who join the League shall be voting members of local Leagues, state Leagues, and of the LWVUS; (1) those who live within an area of a local League may join that League or any other local League; (2) those who reside outside the area of any local League may join a local League or shall be state members-at-large; (3) those who have been members of the League for 50 years or more shall be life members excused from the payment of dues.

B. Associate Members. All others who join the League shall be associate members.

Sec. 2. 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 Manitowoc County 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 voters cast by ballot.

ARTICLE IV – BOARD OF DIRECTORS

Sec. 1. Number, Manner of Selection and Term of Office: The Board of Directors shall consist of the Officers of the League, four or more Elected Directors, and Appointed Directors not to exceed the number of Elected Directors. One-half of the Elected Directors shall be elected by the voting membership at each Annual Meeting and shall serve for a term of two years. The elected members shall appoint such additional Directors, not exceeding the number of Elected Directors, as they deem necessary to carry on the work of the League. The terms of office of the Appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting.

Sec. 2. Qualifications: Any voting member of the League shall be eligible for election or appointment to the Board of Directors.

Sec. 3. Vacancies: Any vacancy occurring on the Board of Directors by reason of the resignation, death, or disqualification of an Officer or Elected Director may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from a Board meeting of any member without valid reason shall be deemed a resignation.

Sec. 4. Powers and Duties: The Board of Directors shall have full charge of the property and business of the organization with full power and authority to manage and conduct the same, subject to the instruction of the general membership. It shall plan and direct the work necessary to carry out Program as adopted by the National Convention, the State Annual Meeting and the Annual Meeting. The Board shall create and designate such special committees, as it may deem necessary.

Sec. 5. Executive Committee: The Executive Committee shall consist of the Officers and two or more members of the Board. Any action taken by the Executive Committee shall be presented to the Board for approval at the next scheduled Board meeting.

Sec. 6. Meetings: There shall be at least nine regular meetings of the Board of Directors annually. The President may call special meetings of the Board and shall call a special meeting upon the request of three members of the Board.

Sec. 7. Quorum: A majority of the members of the Board shall constitute a quorum.

Sec. 8. Written Consent: In accordance with Section 181.0821.Wis. Stats., any action that would be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth 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 Section 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 Section 181.0103(10p) of the Wisconsin Statutes, as amended from time to time.

ARTICLE V – OFFICERS

Sec. 1. Enumeration and Election of Officers: The Officers of the League of Women Voters of Manitowoc County shall be a President or Co-Presidents, a Vice President, a Secretary, and a Treasurer. The President or Co-Presidents and the Vice President will be elected annually for a one-year term. The terms of the Secretary and Treasurer will be two-year terms with the Treasurer elected in even numbered years and the Secretary in the odd numbered years.

Sec. 2. The President: The President or Co-Presidents shall preside at all meetings of the Board of Directors; may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes; shall be (ex-officio) member(s) of all committees except the Nominating Committee; and 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. In the event of Co-Presidents, a description of how duties will be divided shall be presented at the first Board of Directors meeting following the Annual Meeting election.

Sec. 3. Vice President: The Vice President shall be elected from the voting membership at the Annual Meeting; shall perform the duties of President in the absence or inability of the President to discharge the duties of the office; and shall perform such other duties as the Board of Directors or President may determine.

Sec. 4. Secretary: The Secretary shall keep minutes of all business meetings of the League, the Annual Meeting, and the meetings of the Board of Directors. The Secretary shall notify all Officers and Directors of their election; shall sign, with the President, all contracts and other instruments as so authorized by the Board, and shall perform such other functions incident to the office.

Sec. 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 of Directors, and shall disperse the same only upon order of the Board; shall deposit and disperse funds as directed by the Board; shall present statements to the Board at their regular meetings and an Annual Report to the Annual Meeting. The books of the Treasurer shall be reviewed biennially coinciding with the end of the Treasurer’s term of office.

ARTICLE VI – FINANCIAL ADMINISTRATION

Sec. 1. Fiscal Year: The fiscal year of the League of Women Voters of Manitowoc County shall commence on the first day of July each year.

Sec. 2. Dues: Annual Dues to be determined by the Board of Directors (amount to be set at each Annual Meeting) shall be payable by September 1st of each calendar year. New members

joining after December 31st will pay one-half the annual dues. Any member who fails to pay the dues will be dropped from the membership.

Sec. 3. Budget: A budget for the ensuing year shall be submitted by the Board of Directors to the Annual Meeting for adoption. The proposed budget shall be sent to all members one month before the Annual Meeting.

Sec. 4. Budget Committee: A Budget Committee to consist of two non-board members appointed by the Board at least two months prior to the Annual Meeting and the Treasurer will prepare a budget for the ensuing year. The proposed budget shall be sent to all members one month before the Annual Meeting.

ARTICLE VII – MEETINGS

Sec. 1. Membership Meeting: There shall be at least four meetings of the general membership each year. The Board of Directors shall determine the time and place of these meetings. Discussion Unit meetings will supplement these meetings.

Sec. 2. Annual Meeting: An Annual Meeting shall be held in the spring, the exact date to be determined by the Board. The Annual Meeting shall: adopt a local Program for the ensuing year; elect Officers and Directors; the Chairperson and one or more members of the Nominating Committee; adopt a budget; and transact such other business as may properly come before it.

Sec. 3. Quorum: The voting members present shall constitute a quorum at all meetings of the League of Women Voters of Manitowoc County.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Sec. 1. Nominating Committee: The Nominating Committee shall consist of not less than three members. The Chair and one or more members shall be filled by non-Board members elected at the Annual Meeting. The current Nominating Committee shall make nominations for these positions. The Board shall appoint the other member(s). The Board of Directors shall fill any vacancy. Any voting member may send suggestions for nominations for Officers and Directors to this committee.

The Nominating Committee shall consist of not fewer than three members. The Chairperson of the Nominating Committee and at least one other committee member shall be voting members who are not directors and who are elected at the annual meeting. The current Nominating Committee shall make nominations for these positions. The Board of Directors shall appoint other member(s) of the Nominating Committee. Any vacancy occurring on the Nominating Committee shall be filled by appointment by the Board of Directors. Any voting member may refer suggestions for nominations of Officers and Directors to the Nominating Committee.

Sec. 2. Report of Nominating Committee and Nominations from the Floor: The report of the Nominating Committee of its nominations for Officers, Directors, and members of the succeeding Nominating Committee shall be sent to all members one month before the date of the

Annual Meeting. Immediately following presentation of this report, any voting member may make nominations from the floor provided the consent of the nominee shall have been secured.

Sec. 3. Elections: The election shall be by ballot, except where there is one nominee for each, and then the election may be by voice vote. A majority vote of those present and qualified to vote shall constitute an election.

ARTICLE IX – PROGRAM

Sec. 1. Authorization: The governmental principles adopted by the National Convention and supported by the League as a whole constitute the authorization for adoption of national, state, and local program.

Sec. 2. Program: The Program of the League of Women Voters of Manitowoc County shall consist of a) action to protect the right to vote of every citizen and action to implement the Principles of the League of Women Voters; and b) those governmental issues chosen for concerted study and action pursuant to the provisions of Section 3 of this Article IX.

Sec. 3. Adoption: The Annual Meeting shall act upon the Program using the following procedures:

- a) The Board of Directors shall consider the recommendations sent in by the voting members two months prior to the Annual Meeting and shall formulate a Proposed Program.
- b) The Proposed Program recommended by the Board shall be sent to all members one month before the Annual meeting.
- c) A majority vote of voting members present at the Annual Meeting shall be required for adoption of the Proposed Program as presented to the Annual Meeting by the Board.
- d) Recommendations for program submitted by voting members two months prior to the Annual Meeting but not recommended by the Board may be considered provided that: (1) the Annual Meeting shall order consideration by a majority vote; and (2) the Annual Meeting shall adopt the item by a majority vote. Non-recommended program topics may be submitted at the Annual Meeting and will require a majority vote to be adopted.
- e) Changes in the Program in case of altered conditions, may be made provided that: (1) information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which change is to be discussed; and (2) final actions by the membership is taken at a succeeding meeting.

Sec. 4. Member Action: Members may act in the name of the League of Women Voters only when authorized to do so by the Board of Directors.

ARTICLE X – NATIONAL AND STATE ANNUAL MEETING

Sec. 1. State Annual Meeting: The Board of Directors shall elect delegates to attend National Convention and State Annual Meeting.

Sec 2. National Convention: The Board of Directors at a meeting before the date on which the names of delegates must be sent to the National Office shall elect delegates to that Convention in the number allowed the League of Women Voters of Manitowoc County under the provisions of the Bylaws of the League of Women Voters of the United States.

Sec. 3. State Annual Meeting: The Board of Directors 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 League of Women Voters of Manitowoc County under the provisions of the Bylaws of the League of Women Voters of Wisconsin, Inc.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Sec.1. Parliamentary Authority: The rules contained in Roberts Rules of Order revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XII – AMENDMENTS

Sec.1. Amendments: These bylaws may be amended by two-thirds majority vote of the voting members present and voting at the Annual Meeting, providing the amendments were submitted to the membership in writing at least one month in advance of the meeting.

ARTICLE XIII – DISSOLUTION

Sec. 1. 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. (LWVWI) or, if the LWVWI 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©(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©(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 179©(1) of the Code.

ARTICLE XIV – GROUP EXEMPTION

Sec. 1. Group Exemption: The League of Women Voters of Manitowoc County 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©(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.

Mary Wallace, President

Julie Grinde, Secretary

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