

**LEAGUE OF WOMEN VOTERS –**

**UPPER MISSISSIPPI RIVER REGION ILO BY LAWS**

**Amended June 1, 2019 at the Annual Meeting**

**ARTICLE I – NAME** - The name of this organization shall be the **League of Women Voters - Upper Mississippi River Region Inter League Organization**, 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:

- (a) educate the public concerning the necessity of preserving our Region’s water resources;
- (b) improve public understanding and active, informed citizen participation in evidence-based decision-making as essential elements of responsible and responsive management of the natural resources of the Upper Mississippi River Region;
- (c) promote resource conservation, science-based stewardship, and long-range planning for managing the region’s natural resources, efficient and economical government requiring competent personnel, the clear assignment of responsibilities, adequate financing, effective monitoring and enforcement, coordination among the different agencies and levels of government and well-defined channels for citizen input and review;
- (d) publish on our website, FaceBook page, and other media outlets information related to resource preservation efforts and developments;
- (e) meet with governmental representatives to report to governmental committees, agencies, and boards; and to help local, state and federal lawmakers establish legislation to help protect the region’s natural resources;
- (f) expand and redefine our educational and environmental program from time to time as necessary to meet the continuing challenge of protecting our region’s natural resources; and
- (g) collaborate with non-profit and advocacy groups to leverage impact across political boundaries

**Section 2. IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 3: Policy.** The LWV-UMRR ILO shall not support or oppose any political party or candidate.

**ARTICLE III – MEMBERSHIP**

**Section 1:** The four state Leagues within the Upper Mississippi River Basin (Illinois, Iowa, Minnesota, and Wisconsin) shall be dues paying 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 – THE BOARD OF DIRECTORS**

**Section 1:** Voting members of the Board of Directors shall consist of the officers (Chair, Vice Chair, Secretary, Treasurer); a representative appointed by each of the four state LWVs of Illinois, Iowa, Minnesota, and Wisconsin; the Past Chair; a Communications Director; and other such members as prescribed in the bylaws (as described by the by-laws in Article IV Section 7).

**Section 2: Enumeration, Qualification and Terms of Officers**

The officers of the **LWV-UMRR ILO** shall be a chair, a secretary, a treasurer, and a vice-chair (chair elect). All offices may be jointly held by co-officers. All officers shall be members of **LWV-UMRR ILO**. The chair, vice-chair, 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 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. The Chair shall be elected for no more than two successive terms of two years.

**Section 3: The Chair.** The chair shall preside at all meetings of the organization and board of directors. The chair shall be, *ex officio*, a member of all committees except the nominating committee. The chair 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. A co-chair may be added.

**Section 4: 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 5: 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. The treasurer, in consultation with the Board, shall be responsible to arrange for an annual financial review or audit of the books.

**Section 6: The Vice Chair (Chair Elect)** The vice chair shall preside in the absence of the chair. The vice chair may assume the office of the Chair after one or two terms as vice chair. The vice chair shall perform such other duties as directed by the board.

**Section 7:** There shall be one representative and one alternate appointed by each of the LWV boards of Iowa, Illinois, Minnesota, and Wisconsin to serve as directors. Alternate representatives vote only in the absence of the representative. The terms of the state board representatives shall be two years without term limits. Any vacancy of a state representative or alternate position may be filled by the appropriate state LWV board. It shall be the responsibility of each of the state representatives to act as a liaison to his or her respective state board for communication and information purposes. However, the appointed director is not required to be a member of his or her state board.

**Section 8:** The immediate past chair shall serve as a director on the ILO board. The past chair may assume the duties of the chair if requested by the chair to do so.

**Section 9:** An additional director shall be elected at the annual meeting to serve as the Director of Communications with the responsibility of developing and maintaining online communications to members and the public. The term of the Director of Communications will be two years without term limits.

**Section 10: 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 11: Quorum.** A quorum shall consist of a simple majority of voting members of the board and include at least one representative from three (3) of the four (4) 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 12: Meetings.** There shall be at least six (6) 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 chair may call special meetings and shall call a special meeting upon the written request of four (4) members of the board.

**Section 13: 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 or on committees or removing any director or officer, may be taken without a meeting if initiated by the President (**Chair**) and 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.

**Section 14: Attendance.** An officer or director who misses two consecutive meetings may be removed by a vote of a simple majority at a regular Board meeting. State Board Presidents will be asked to have their Boards appoint a replacement representative to the LWV UMRR ILO Board if a state representative has two consecutive unexcused Board meetings.

**Section 15: Vacancies.** If a vacancy of an officer or director occurs, the Board will appoint an individual to fulfill that position until the term is completed.

**ARTICLE V- 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 ILO** board. The place shall rotate around the four 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: Required representation at Annual Meeting/Quorum.** At least one League from each member state and at least one-fifth (1/5) of the member local Leagues must be represented at the annual meeting for any actions to be taken. Decisions can be approved by a simple majority of the voting delegates registered at the annual meeting.

## **ARTICLE VI– NOMINATIONS AND ELECTIONS**

**Section 1: Nominating Committee.** The nominating committee shall consist of at least five (5) members, up to two (2) of whom may be members of the board. There shall be a member from each of the four (4) states. The chair of the nominating committee shall not be a member of the board, and shall be elected at the annual meeting. The nomination of the nominating committee 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 four (4) 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 two (2) 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, directors, and the nomination committee chair shall be sent to the member Leagues at a minimum of one (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 VII – 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) Activities in support of the Principles and program of the LWVUS
- b) Those environmental issues that affect the Upper Mississippi River Region and are chosen by the annual meeting for concerted study and focused activities.

**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 explanations of activities 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 focus and may make its own suggestions for study and/or focus.

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 (2) 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 of those present, which must include that of delegates from all four (4) state Leagues

e) The annual meeting shall adopt a program by a majority vote of those present, which must include that of delegates from all four (4) state Leagues.

f) Between annual meetings the board may choose to pursue an issue not selected at the previous annual meeting.

**Section 4: Action on LWV-UMRR 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, and Wisconsin and the LWVUS.

**ARTICLE VIII – FINANCIAL ADMINISTRATION:**

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

**Section 2: Dues.** Annual dues per each member League shall be determined by the Board. 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-UMRR ILO**, all moneys, securities, and all funds shall be distributed equally among the four (4) member state Leagues after all debts and other obligations have been met.

**Section 6. Nonliability of Directors.** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 7. Indemnification by Corporation of Directors and Officers.** The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state in which the ILO is incorporated as a not for profit corporation.

**Section 8. Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **ARTICLE IX – PARLIAMENTARY AUTHORITY**

**Parliamentary Authority.** The rules in the current edition of Robert's 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 X– AMENDMENTS**

**Amendments to Bylaws.** These bylaws may be amended at any annual meeting by three fifths (3/5s) 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.