

# **BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF JANESVILLE**

Amended MAY 2, 2017; June 2020. May 2021

## **ARTICLE I. Name of Organization**

The name of this organization shall be the League of Women Voters of Janesville. 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 Education Network.

## **ARTICLE II. Purposes and Policies**

### Section 1. Purpose

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

### Section 2. Policies. The policies of the League of Women Voters of Janesville are

1. **Political Policy.** The League shall not support or oppose any political party or any candidate.
2. **Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance – in principle and in practice – with the League of Women Voters of Janesville’s Diversity, Equity, and Inclusion Policy.

### Section 3. Adherence to IRS Code.

The League of Women Voters of Janesville 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.

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 purpose and policy of the League of Women Voters of Janesville shall be eligible for membership.

#### Section 2. Types of Membership

(a) 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.

(4) those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

(b). Associate Members. All others who join the League shall be associate members.

### **ARTICLE IV. Board of Directors**

#### Section 1. Number, Manner of Selection and Terms of Office

The Board of Directors shall consist of the officers of the League, four elected Directors and not more than four appointed Directors. Two 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 four, 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.

## Section 2. Qualifications

No person shall be elected or appointed or shall continue to serve as an Officer or Director of this organization unless such person is enrolled as a voting member of the League of Women Voters of Janesville.

## Section 3. Vacancies

Any vacancy occurring in the Board of Directors by reason of resignation, death or disqualification of an Officer or elected member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absence from a Board meeting without a valid reason shall be deemed a resignation.

## Section 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 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 National Convention, the State Conventions and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

## Section 5. Meetings

There shall be at least nine (9) regular meetings of the Board of Directors annually. The President may call special meetings of the Board of Directors and shall call a special meeting upon written request of three members of the Board.

## Section 6. Quorum

A majority of the members of the Board of Directors shall constitute a quorum.

#### Section 7. Executive Committee

An Executive Committee may be formed to act for the Board in order to conduct business of an immediate nature when a regular Board is unable to be convened.

(1) The Executive Committee shall be composed of the Officers of the League of Women Voters of Janesville (See Article V) and shall meet on the call of the President.

(2) A quorum shall be a majority of the members of the Executive Committee and must include the President and the Vice-President. (3) They may consider consulting a member with expertise on the issue of concern.

(4) They shall report to the Board of Directors on activities and actions taken.

#### Section 8. Action without Meeting

In accordance with Section 181.0821, Wis. Stats., any action that could be taken at a meeting of 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 (“e-mail”), 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 and Election of Officers

The Officers of the League of Women Voters of Janesville shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected for a term of two years at the Annual Meeting and shall take office immediately. The President and the Secretary shall be

elected in odd-numbered years. The Vice-President and the Treasurer shall be elected in even-numbered years.

#### Section 2. The President

The President shall preside at all meetings of the organization and of the Board of Directors. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes. The President shall be, ex officio, a member of all committee except the Nominating Committee. The President shall have such usual powers of supervision and management as many pertain to the Office of the President and perform such other functions as may be designated by the Board.

#### Section 3. The Vice-President

The Vice-President shall, in the event of the absence, disability or death of the President possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall elect one of its members to fill the vacancy. The Vice-President shall perform such other functions as the President and Board may designate.

#### Section 4. The Secretary

The Secretary shall record all meetings of the League and keep minutes of all meetings of the Board and other meetings as necessary. The Secretary shall notify all Officers and Directors of the results of their election and term of office. The Secretary 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 this office.

#### Section 5. The Treasurer

The Treasurer shall bill memberships and otherwise collect and receive all monies due. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board, and shall disburse same as authorized by the Board and/or consistent with Board policies. The Treasurer shall present statements to the Board at their regular meetings and an annual report to the Annual Meeting.

### **ARTICLE VI. Financial Administration**

#### Section 1. Fiscal Year

The fiscal year of the League of Women Voters of Janesville shall be established by the local Board as needed to conform to either the National Board or State Board policy.

## Section 2. Dues

(a) All members in all classifications shall pay annual dues in whatever amounts and under whatever conditions the membership may specify from time to time. Students are excused from making a per member payment (PMP) to LWVUS and a per member assessment (PMA) to LWVWI.

(b) A member shall be automatically dropped by the Treasurer for non-payment of dues over such period as may be established by the Board.

## 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 League 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 chair of the Budget Committee.

# **ARTICLE VII. Meetings**

## Section 1. Membership Meetings

There shall be at least four meetings of the membership each year, held at a time designated by the Board of Directors.

## Section 2. Annual Meeting

An Annual Meeting shall be held no earlier than April 15 nor any later than the first Monday in June, the exact date to be set by the Board. The Annual Meeting shall

- (a) adopt a local Program for the ensuing year;
- (b) elect Officers and Directors, and members of the Nominating Committee;
- (c) adopt an adequate budget; and

(d) transact such other business as may properly come before it.

### Section 3. Quorum

Twenty percent of the voting members shall constitute a quorum at all business meetings of the League of Women Voters of Janesville.

### Section 4. Written Ballot

Any action that may be taken at an annual, regular or special meeting of the members may be taken by written ballot as set forth in section 181.0708 of the Wisconsin Statutes if the League of Women Voters of Janesville 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. Solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the corporation in order to be counted.

## **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 of Directors. The Chair and one member who shall not be members of the Board shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The Board of Directors shall fill any vacancy on the Nominating Committee. The Board of Directors immediately following the Annual Meeting shall appoint other members. Any voting member may send suggestions for nominations for Officers and Directors to this Committee.

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

The report of the Nominating Committee of its nominations for Officers, Directors and the members of the succeeding Nominating Committee shall be sent to all member at least one month before the date of the Annual Meeting. Immediately following the presentation of this report, 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 any office, the Secretary may be instructed to cast the ballot for that nominee. A majority of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

## **ARTICLE IX. Program**

### Section 1. Principles

The principles shall consist of concepts of government supported by the League as a whole. The Principles shall constitute authorization for the adoption of Program.

### Section 2. Program

The Program of the League of Women Voters of Janesville shall consist of

- (1) action to implement the Principles; and
- (2) those local governmental issues chosen for concerted study and action.
  - (a) The Board of Directors shall consider the recommendations sent in by voting members and shall formulate a Program, which shall be sent to all members one month before the Annual Meeting.
  - (b) A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the Proposed Program as presented to the Annual Meeting by the Board.
  - (c) Recommendation for Local Program may not be submitted to the Annual Meeting unless they have previously been subjected to consideration by the Board. Proposed items for Local Program submitted by voting members to the Board, but not recommend by the Board, shall be sent to all members one month before the Annual Meeting and may be considered by the Annual Meeting provided that:
    1. The Annual Meeting orders consideration by a majority vote, and



2. the Annual Meeting adopts the item by a two-thirds vote.

(d) Changes in the Local Program in the case of altered condition 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 the change is to be discussed, and

(2) final action by the membership is taken at a succeeding meeting.

### Section 3. Member Action

The President is the designated speaker for the League of Women Voters of Janesville. The President and the Board may also appoint an Action Chair who is authorized to conduct correspondence and public contact to further League programming. The President may request the Board of Directors to authorize a member to act in the name of the League of Women Voters on occasions requiring the presence of the League.

### Section 4. Local League Action

The League of Women Voters of Janesville may act only in conformity with, or not contrary to, the position taken by the League of Women Voters of Wisconsin, Inc., or the League of Women voters of the United States as stated in the Program.

## **ARTICLE X. National Convention, State Convention and Council**

### Section 1. National Convention

The Board of Directors at a meeting before the date on which names of delegates must be sent to the national office shall select delegates to that Convention in the number allotted to the League of Women Voters of Janesville under the provisions of the Bylaws of the League of Women voters of the United States.

### Section 2. State Convention and Council

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 Convention or Council in the number allotted the League of Women Voters of Janesville under the provisions of the Bylaws of the League of Women Voters of Wisconsin.

## **ARTICLE XI. Parliamentary Authority**

### Section 1. Parliamentary Authority

Roberts Rules of Order Newly Revised shall govern the proceedings of this organization not herein provided for.

## **ARTICLE XII. AMENDMENTS**

### Section 1. Amendments

Bylaws may be amended in whole or in part by a two-thirds vote of the voting members present at any general or annual business meeting of the League of Women Voters of Janesville or at any special meeting called for that purpose, provided that notice of such amendments be submitted to the membership in writing at least one month in advance of such meeting.

## **ARTICLE XIII. Dissolution**

### Section 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 Education Network, Inc. (“LWVWI Education Network”) or, if the LWVWI Education Network 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 X1V. Exemptions**

The League of Women Voters of Janesville agrees to be included in the group ruling of the LWVWI Education Network (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 Education Network, including Bylaws, Policies, and Handbook.
- b. We agree to report our activities to LWVWI Education Network 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.