

BY-LAWS
League of Women Voters of the Greater Chippewa Valley

ARTICLE I
Name

The name of this organization shall be the League of Women Voters of the Greater Chippewa Valley (herein referred to in these By-Laws as LWV-GCV or as the League). This local League is an integral part of the League of Women Voters of the United States (LWV-US), and of the League of Women Voters of Wisconsin (LWV-WI).

ARTICLE II
Purpose and Policy

Section 1 - **Purpose**. The purpose of the LWV-GCV is 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 LWV-GCV are:

- A. **Political (Non-Partisan) Policy**. The League shall not support or oppose any political party or candidate.
- B. **Diversity, Equity & Inclusion Policy**. The League is fully committed to ensure compliance, in principle and practice, with the LWV-GCV’s Diversity, Equity and Inclusion Policy.

Section 3 – **501(c)(3) Group Exemption**.

- A. LWV-GCV 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”).
- B. 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 shall be eligible for membership.

Section 2 – **Types of Membership**.

- A. Voting members shall be at least 16 years of age who are enrolled in the League at the local or state level. (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 members who have been enrolled in the League for 50 years or more shall be honorary life members and shall not be required to pay annual dues. Those who are students are defined as individuals enrolled either as full or part-time with an accredited institution.
- B. All others who enroll in the League shall be non-voting, associate members.

**ARTICLE IV
Board of Directors**

Section 1 – **Number, Manner of Selection, and Term of Office**. The Board of Directors shall consist of a minimum of five (5) and maximum of eleven (11) members who shall be elected by the general membership at each Annual Meeting and shall serve staggered, two (2) year terms, or until their successors have been elected and qualified.

Section 2 – **Qualifications**. Directors must be voting members of the LWV-GCV and may not be an active member of any political party.

Section 3 – **Conflict of Interest**. Any Director with a real or apparent conflict of interest shall disclose this conflict to the Board of Directors and abstain from discussion or voting on the transaction or project in question. A conflict of interest exists when a Director or related party (including spouse, siblings, parents, or children of a Board member), has a material or financial interest in a transaction or project under consideration by the Directors. It shall be the responsibility of each Board member to eliminate participation and voting on any issue that may indicate a conflict of interest.

Section 4 – **Vacancies**. Any vacancy occurring within the Board of Directors 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 a valid reason shall be deemed a resignation.

Section 5 – **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 convention, and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Section 6 – **Meetings**. The Board of Directors shall determine its schedule of meetings at its first organizational meeting following the Annual Meeting. The President may call special meetings of the Board of Directors and shall call a special meeting upon the written request of three (3) Board members.

Section 7 – **Quorum**. A majority of the members of the Board of Directors shall constitute a quorum.

Section 8 - **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 LWV-GCV 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.

Section 9 – **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 (“email”), 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.

- A. The Officers of the League shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer who shall be elected for terms of two years by the general membership at the Annual Meeting and take office at the beginning of the Fiscal Year. The President, the First Vice President, and the Secretary shall be

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

- B. Elections shall be by ballot, except that if there is only one nominee for each officer position, it shall be by voice vote. A majority of those qualified to vote shall constitute an election.
- C. In the event an officer's role is shared, the election of the co-officer should be on alternate years, each co-officer elected to the terms noted above.

Section 2 – **President**. The President shall have such usual powers as may pertain to the office of the President, including presiding at meetings and developing agendas. In addition, the President shall be the League spokesperson and be the contact person for the LWV-WI and LWV-US. The President, upon order of the Board of Directors, may sign or endorse checks, drafts, and notes in the absence of the Treasurer and shall have access to the League's financial accounts. The President shall be, *ex officio*, a member of all committees except the Nominating Committee (if one is used) 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.

Section 3 – **Vice Presidents**. The two (2) Vice Presidents shall perform such duties as the President and Board may designate. One Vice President shall be assigned the duties of Program Director to coordinate the activities of polling place observers, voter registration, advocating issues, and organizing study groups to examine local issues. The other Vice President shall be assigned the duties of Educational Director to coordinate educational and candidate forums. In the absence of the President by inability or refusal to act, the two (2) Vice Presidents shall perform the duties of the President and possess all the powers of the President until such time as the Board of Directors shall select one of its members to fill the vacancy.

Section 4 – **Secretary**. The Secretary shall keep minutes of all meetings of the League and of all meetings of the Board of Directors. The Secretary shall notify all Officers and Directors of their election. 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 incidental to the office.

Section 5 – **Treasurer**. The Treasurer shall collect and receive all monies due and shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse same only upon order of the Board. The Treasurer shall maintain an up-to-date financial accounting of League activities according to standard financial principles and present a current Treasurer Report at each Board meeting and member meeting, as well as prepare and present a complete Annual Financial Report at the Annual Meeting. The Treasurer shall annually file any forms and pay with League funds any taxes necessary.

Section 6 – **Sharing of an Office**. Any officer position may be filled by a single person or two individuals acting as "co-officers." All references to an officer in these By-Laws include co-officers.

ARTICLE VI
Financial Administration

Section 1 – **Fiscal Year**. The fiscal year of the LWV-GCV shall run from July 1st through June 30th of each year.

Section 2 – **Dues**. Annual dues shall be payable on the first day of a member’s renewal date. LWV-GCV uses a rolling membership structure, which means that LWV-GCV membership will run for exactly one year. For renewing members, the membership will run for one year from the date the current membership expires and for new or returning members, the membership will run for one year from the date of joining. Any member who fails to pay dues within thirty (30) days after they become payable shall be dropped from the membership rolls. Life members and students are excused from making a per member payment (PMP) to LWVUS and a per member assessment (PMA) to LWVWI. .

Section 3 – **Budget**. An annual budget shall be prepared by the Board of Directors and shall be published to membership no less than one month prior to the annual meeting. The budget, as presented, may be amended and adopted at the annual meeting by a majority vote of those present.

ARTICLE VII
Meetings

Section 1 – **Membership Meetings**. There shall be at least four (4) meetings of the general membership each year. The time and place of each meeting shall be determined by the Board of Directors. Action taken at all membership meetings require a quorum.

Section 2 – **Annual Meeting**. Unless otherwise determined by the LWVGCV, an Annual Meeting shall be held between April 1st and May 31st, the exact date to be determined by the Board of Directors. Action taken at the Annual Meeting requires a quorum.

General membership at the Annual Meeting shall:

- A. adopt a local program of study for the ensuing year;
- B. elect officers and directors;
- C. adopt the budget for the ensuing year;
- D. review and adopt the Annual Financial Report;
- E. transact such other business as may properly come before it; and
- F. obtain topic ideas for future general meetings from the membership.

Section 3 – **Special Membership Meetings**. Special membership meetings may be called by the Board of Directors and shall be called within 30 days of a written request of fifteen members of the League. At least two weeks' written notice of any special meeting shall be given to the membership.

Section 4 – **Quorum**. Thirty (30) percent of voting members shall constitute a quorum at all membership meetings.

**ARTICLE VIII
Program**

Section 1 – **Authorization**. The government principles adopted by the national convention and supported by the League as a whole constitute the authorization for the adoption of a Program of Study.

Section 2 – **Program of Study**.

- A. The Program of Study of the LWV-GCV shall consist of those local government issues chosen for concerted study and action and support positions.
- B. The proposed Program of Study shall be presented to the membership before the appropriate meeting.

Section 3 – **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 IX
Delegates to National Convention and State Annual Meeting**

The Board of Directors shall appoint delegates to the LWV-US National Convention and LWV-WI Annual Meeting up to the number allotted.

**ARTICLE X
Parliamentary Authority**

All meetings shall be run by *Robert’s Rules of Order Newly Revised*. The League will be respectful of all members’ opinions and give them an allotted time to speak about issues without interruption.

**ARTICLE XI
Amendments**

These By-Laws may be amended by a two-thirds (2/3rds) vote of the voting members present at the Annual Meeting provided that the proposed amendments are submitted to the membership in writing at least 30 days in advance of the meeting.

**ARTICLE XII
Dissolution**

Upon dissolution of the LWV-GCV, the Board of Directors shall pay all liabilities due and dispose of all of the assets by distributing same to the League of Women Voters of Wisconsin (LWV-WI); or, in the event the LWV-WI no longer exists or declines to accept the assets, then to the League of Women Voters Education Fund, provided that either organization continues to be recognized as a 501(c)(3) corporation. 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 as described under section 501(c)(3) of the current Internal Revenue Code, or to a State or a political subdivision of a State as defined in section 170(c)(1) of said Code.

**ARTICLE XIII
Group Exemption**

LWV-GCV agrees to be included in the group ruling of the LWV-WI (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 LWV-WI, including By-Laws, Policies, and Handbook.
- B. We agree to report our activities to LWV-WI 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.

Adopted as the initial By-Laws of the League of Women Voters of the Greater Chippewa Valley by a majority vote of the general membership present, with Board of Director approval, this 29th day of August, 2017; as amended and adopted by the Annual Meeting, May 25, 2021.

Signed: Annemarie McClellan 5-27-2021
 President/Co-President Date

ATTEST:
Cheryl L. Miller 05/27/2021
 Cheryl L. Miller (May 27, 2021 13:21 CDT) Secretary Date