

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF OZAUKEE COUNTY (WI)

(Revised May 5, 2015; Updated June 2016)

ARTICLE I Name

The name of this organization shall be the League of Women Voters of Ozaukee 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.

ARTICLE II Purposes and Policy

Sec. 1. **Purposes.** The purposes of the League of Women Voters of Ozaukee County are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Sec. 2. **Political Policy.** The League of Women Voters of Ozaukee County may take action on local and county government 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.

Sec. 3. The League of Women Voters of Ozaukee County 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").

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. **Eligibility.** Any person who subscribes to the purposes and policy of the League of Women Voters shall be eligible for membership.

Sec. 2. Types of Membership.

- a. Voting members shall be those persons at least 16 years of age who are paid members of the League.
- b. Those voting members who have been members of the League for 50 years or more shall be life members excused from the payment of dues.
- c. Associate members shall be all other non-voting members.

Sec. 3. **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 Ozaukee 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 votes cast by ballot.

ARTICLE IV Board of Directors

Sec. 1. **Number, Manner of Selection and Terms of Office.** The Board of Directors shall consist of the officers of the League, six elected Directors and not more than six appointed Directors. Three 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 six, 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.** No person shall be elected or appointed or shall continue to serve as an officer or Director of this organization unless the person is a voting member of the League of Women Voters of Ozaukee County.

Sec. 3. **Vacancies.** Any vacancy occurring in the Board of Directors by reason of resignation, death or disqualification of any 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.

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 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 Annual Meeting and the Local Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Sec. 5. **Meeting.** There shall be at least nine 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 the written request of five members of the Board. At the direction of the President, regular and special meetings may be held by electronic means.

Sec. 6. **Quorum.** One-third of the members of the Board of Directors shall constitute a quorum.

Sec. 7. **Executive Committee.** An executive Committee, consisting of four members appointed by the Board of Directors from its own body, together with the President, acting as Chairperson, shall act for the Board between regular meetings, provided that any action taken shall be presented to the Board for Ratification at its next meeting. Three members of the Executive Committee shall constitute a quorum to transact business.

Sec. 8. **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, 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

Sec. 1. **Enumeration and Election of Officers.** The officers of the League of Women Voters of Ozaukee County shall be a President, a Vice-President, a Secretary and a Treasurer, who shall be elected for terms of two years by the general membership at an Annual meeting and take office at the start of the fiscal year. The President, the Vice-President, and the Secretary shall be elected in the odd-numbered years. The Treasurer shall be elected in the even-numbered years.

Sec. 2. **The President.** The President shall preside at all meetings of the organization and 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 committees except the nominating committee. The President 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.

Sec. 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 the office. In the event that the Vice-President cannot fulfill the duties of the office, the Board of Directors shall elect one of its members to fill the vacancy. The Vice-President shall perform such other duties as the President and the Board shall direct.

Sec. 4. **The Secretary.** The Secretary shall keep minutes of all business 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.

Sec. 5. **The Treasurer.** The Treasurer shall collect and receive all moneys due. The Treasurer shall be the custodian of these moneys, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the Board. The Treasurer shall present statements to the Board at their regular meetings and an Annual Report at the Annual Meeting. The Treasurer shall serve on the Budget Committee.

ARTICLE VI Financial Administration

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

Sec. 2. **Dues.** Annual dues, as determined by the membership shall be payable between July 1 and September 30. Any member who does not pay dues by December 31 will be removed from the membership rolls. When a person's initial membership dues are received between January 1 and June 30, full membership rights begin. When two members reside in the same household, the second member shall pay dues equal to half of the regular dues.

Sec. 3. **Budget.** A budget for the ensuing year shall be submitted by the Board of Directors at the Annual Meeting for adoption. The budget shall include support for the work of the League as a whole.

Sec. 4. **Budget Committee.** A Budget Committee shall be appointed by the Board of Directors 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 chairman of the Budget Committee.

ARTICLE VII Meetings

Sec. 1. **Membership Meeting.** There shall be at least four meetings of the membership each year. The time and place shall be determined by the Board of Directors.

Sec. 2. **Annual Meeting.** An Annual Meeting shall be held between April 15 and June 1, the exact date to be determined by the Board of Directors. The Annual Meeting shall adopt a local program for the ensuing year; elect officers, and directors and members of the Nominating Committee; adopt an adequate budget; transact such other business as may properly come before it.

Sec. 3. **Quorum.** Twenty-five percent of the members shall constitute a quorum at all meetings of the League of Women Voters of Ozaukee County (except the Board of Directors, see Article IV, Sec. 6).

ARTICLE VIII Nominations and Elections

Sec. 1. **Nominating Committee.** The Nominating Committee shall consist of five members. Three of the members, including the chair, shall not be members of the Board of Directors, and shall be elected at each Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board of Directors at the first Board meeting following the Annual Meeting. Any vacancy on the

Nominating Committee shall be filled by the Board of Directors. Suggestions for nominations for Officers and Directors may be sent to the Committee by any voting member.

Sec. 2. Report of the 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 the presentations of this report, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

Sec. 3. Elections. The elections shall be by ballot, provided that when there is but one nominee for each office, the Secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

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 the adoption of Program.

Sec. 2. Program. The program shall consist of:

- a. action to protect the right of every citizen to vote
- b. those local and county governmental issues chosen biennially (in even-numbered years) for study and action by the League of Women Voters of Ozaukee County.
- c. The Board of Directors may update terminology in our Local Positions to reflect changes in word usage, as long as it does not change the meaning or intent of the Position.

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

- a. The Board of Directors shall consider the recommendations sent by the voting members six weeks prior to the Annual Meeting and shall formulate a proposed program.
- b. The proposed program shall be sent to all members one month before the Annual Meeting.

- c. A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subject in the proposed program as presented to the Annual Meeting by the Board of Directors.
- d. Recommendations for Program submitted by voting members up to one month prior to the Annual Meeting, but not recommended by the Board of Directors may be considered by the Annual Meeting provided that (1) the Annual Meeting shall order consideration by a majority vote and (2) the Annual Meeting shall adopt the item by a two-thirds vote.
- e. Changes in the Program, in the 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 the change is to be discussed and (2) final action 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 proper Board of Directors.

ARTICLE X National and State Conventions

Sec. 1. **National Convention.** The membership (or if necessary, the Board of Directors) at a meeting before the date on which the names of delegates must be sent to the national office, shall select delegates and alternates to that Convention in the number allotted by the League of Women Voters of Ozaukee County under the Provisions of the By-laws of the League of Women Voters of the United States.

Sec. 2. **State Annual Meeting.** The membership (or if necessary, 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 and alternates to that Convention in the number allotted by the League of Women Voters of Ozaukee County under the Provisions of the By-laws of the League of Women Voters of Wisconsin.

ARTICLE XI Parliamentary Authority

The rules contained in the Roberts Rules of Order Revised shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws.

ARTICLE XI I Amendments

These bylaws may be amended by a two-thirds vote of the voting members present and voting at the Annual Meeting, provided that the amendments were submitted to the membership in writing at least one month in advance of the meeting. These bylaws shall be reviewed in odd-numbered years.

ARTICLE XIII 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(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 XI Group Exemption

The League of Women Voters of Ozaukee 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(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.