



<http://www.leagueofwomenvotersdoorcounty.org/>

## LEAGUE of WOMEN VOTERS of DOOR COUNTY BYLAWS

### ARTICLE I –Name

Section 1: Name The name of this corporation shall be the League of Women Voters of Door County, Inc. This local league is an integral part of the League of Women Voters of the United States and the League of Women Voters of Wisconsin, Inc.

### ARTICLE II -Purpose and Policy

Section 1: Purpose The purpose of the League of Women Voters of Door County, Inc. shall be to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.

Section 2: Policy The League of Women Voters of Door County, Inc. 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.

Section 3: The League of Women Voters of Door County, Inc. 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 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.
- b) Associate Members. All others who join the League shall be associate members.

Section 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 Door County, Inc. 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. For purposes of this section, pursuant to 181.0708(1m)", 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 IV -Board of Directors

Section 1: Number, Manner of Selection, and Term of Office The Board of Directors shall consist of the officers of the League, six elected Directors and not more than four appointed Directors. One-half of elected 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 that person is a voting member of the League of Women Voters of Door County, Inc.

Section 3: Vacancies Any vacancy other than the Presidency 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 absences from a Board meeting of any member 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 League of Women Voters of the United States, Inc. Convention, the League of Women Voters of Wisconsin, Inc. Annual Meeting and the League of Women Voters of Door County, Inc. Annual Meeting. **The Board and Executive Committee will carry out their duties in alignment with the League of Women Voters of Door County, Inc. Nonpartisan Policy.** The Board shall create and designate such special committees as it may deem necessary.

Section 5: Meeting There shall be at least six 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. Each member of the Board of Directors shall be notified of the time and place of all regular meetings by telephone, mail, or email no later than four days before such meeting, giving the time and place of the meeting. Board members shall be notified of the time and place of special Board meetings by telephone, letter or email sent sufficiently in advance to advise all members of the meeting.

Section 6: Executive Committee The Executive Committee is composed of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall have the responsibility of carrying out the business of the Board of Directors in the interim between regular meetings of the board and shall report back to the full board any actions taken by the Executive Committee.

Section 7: Quorum A quorum for any Board of Directors and Executive Committee meeting shall be established by the presence of 51% of the non-vacant seats at any meeting.

Section 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 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 181.0708(1m)", 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 and Executive Committee

Section I: Enumeration and Election of Officers The Officers of the League of Women Voters of Door County, Inc. shall be a President, a Vice President, a Secretary, and a Treasurer. The President and Vice President shall be elected each year by the General Membership at an Annual Meeting and take office immediately. The Secretary and Treasurer shall be elected for terms of two years in the same manner. The Secretary will be elected in odd-numbered years and the Treasurer in even-numbered years. These officers constitute the Executive Committee for the League of Women Voters of Door County.

Section 2: The President The President shall preside at all meetings of the organization and of the Board of Directors unless the President shall designate another person to preside. The President may in the absence or disability of the Treasurer, sign or endorse drafts and notes. The President shall be an ex-officio, a member 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 shall perform such other duties as may be designated by the Board.

Section 3: The Vice President The Vice President shall, in the event of absence, resignation, 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 select one of its members to fill the vacancy. The Vice President shall perform such other duties as the President and Board may designate.

Section 4: The Secretary The Secretary is responsible for the minutes of the Annual Meeting of the League and will send them to the membership one month prior to the next Annual Meeting. The Secretary is responsible for the minutes of all meetings of the Board of Directors and the Executive Committee and shall send them to the Board Members prior to the next meeting. The Secretary shall perform such other functions as directed by the Board.

Section 5: The Treasurer The Treasurer serves as the chief financial officer of the League and holds responsibility for the following duties, which may be delegated to an accountant or other League member. The Treasurer is responsible for all financial business of the League of Women Voters of Door County, Inc. The Treasurer will periodically review copies of the monthly statements of account as well as monthly bank statements and reconciliations of accounts. The Treasurer shall be responsible for preparing financial statements provided to the Board of Directors. The Treasurer is responsible for preparation of the proposed annual budget. The financial records of the League of Women Voters of Door County, Inc. may be subject to an annual financial review. The Treasurer shall perform such other functions as directed by the Board.

#### ARTICLE VI -Financial Administration

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

Section 2: Dues Membership dues must be paid by November 30<sup>th</sup> of each fiscal year. New members who join from January through June will be deemed paid members for the succeeding fiscal year.

Section 3: Budget A budget for the ensuing year shall be prepared and 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.

#### ARTICLE VII – Meetings

Section 1: Membership Meetings There shall be at least three meetings of the membership each year.

Section 2: Annual Meeting The Annual Meeting shall be held before June 1, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- a) Consider and authorize for action a local Program for the ensuing year;
- b) Elect officers and directors, members of the Nominating Committee;
- c) Adopt an adequate budget for the ensuing year; and
- d) Transact such other business as may properly come before it.

Section 3: Quorum Twenty-five percent (25%) of the members shall constitute a quorum at all meetings of the League of Women Voters of Door County, Inc.

### ARTICLE VIII -Nominations and Elections

Section 1: Nominating Committee The Nominating Committee shall consist of three members, at least one of whom shall not be a member of the Board of Directors. At least the Chair and one member shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. 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 this Committee by any voting member.

Section 2: Report of Nominating Committee and Nomination 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 members one month before the date of the Annual Meeting. The report of the Nominating Committee shall be presented to 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 elections shall be by ballot, except when there is but one nominee for each office, it shall be in order to move that the Secretary cast the ballot for every nominee. A majority of those present and qualified to vote shall constitute an election.

### ARTICLE IX –Program

Section 1: Authorization The governmental principles adopted by the League of Women Voters of the United States, Inc. Convention, and supported by the League as a whole, constitute the authorizations for the adoption of the Program

Section 2: Program The program of the League of Women Voters of Door County, Inc. shall consist of:

- a) Action to implement the principles and
- b) Those local governmental issues chosen for concerted study and action.

Section 3: Program Selection The Annual Meeting shall select the governmental issues for concerted study and action 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 shall be sent to all members one month before the Annual Meeting.
- c) A majority of voting members present at the Annual Meeting shall be required for the adoption of subjects in the Proposed Program as presented to the Annual Meeting by the Board of Directors.
- d) Recommendations for Program submitted by voting members two months prior to the Annual Meeting but not recommended by the Board of Directors may be considered by the Annual Meeting provided that:
  - i. The Annual Meeting shall order consideration by a majority vote and
  - ii. The Annual Meeting shall adopt the items by a two-thirds vote.
- e) 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 changes in the Program, in the case of altered conditions, may be made provided that final action by the membership is taken at a succeeding meeting.

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

#### ARTICLE X – League of Women Voter of the United States Convention and League of Women Voters of Wisconsin Annual Meeting

Section I: League of Women Voters of the United States 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 select delegates to that convention in the number allotted the League of Women Voters of Door County, Inc. under the provisions of the Bylaws of the League of Women Voters of the United States.

Section 2: League of Women Voters of Wisconsin 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 convention in the number allotted the League of Women Voters of Door County, Inc. under the provisions of the Bylaws of the League of Women Voters of Wisconsin, Inc.

## ARTICLE XI -Parliamentary Authority

Section I: Parliamentary Authority The rules contained in the latest edition of Robert's Rules of Order 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

Section I: Amendments These Bylaws may be amended by a two-thirds vote of the voting members present at the Annual Meeting provided the amendments were submitted to the membership in writing at least one month in advance of the meeting.

## ARTICLE XIII - Political Policy

Section I: Political Policy To be consistent with national bylaws.

## ARTICLE XIV -Local League Financial Support

Section I: Local League Financial Support Financial responsibility for the work of the League of Women Voters as a whole shall be assumed annually by local leagues.

- a) Each local League shall determine its own membership dues.
- b) Each local League shall make the per member payment directly to the League of Women Voters of the United States.
- c) Each local League shall annually pay to the state League a sum adequate for the support of state work. When two members reside at the same address in a common house-hold, a payment for the two members equal to one and one-half times the single member assessment as determined by the League of Women Voters of Wisconsin Annual Meeting shall be paid by each local League.
- d) All funds held by a local or provisional League or a State Unit from which recognition has been withdrawn shall be paid to the League of Women Voters of Wisconsin, Inc.

## ARTICLE XV –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, 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 XVI – Group Exemption

Section 1: Group Exemption The League of Women Voters of Door County, Inc. agrees to be included in the group ruling of the League of Women Voters of Wisconsin, Inc. (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 the League of Women Voters of Wisconsin, Inc., including Bylaws, Policies, and Handbook.
- b. We agree to report our activities to the League of Women Voters of Wisconsin, Inc., 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.