

Bylaws

League of Women Voters of the La Crosse Area

Article I

Name

Sec. 1. Name. The name of this organization shall be the League of Women Voters of the La Crosse Area. 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, Inc.

Article II

Purpose and Policy

Sec. 1. Purpose. The purpose of the League of Women Voters of the La Crosse Area shall be to promote political responsibility through informed and active participation of citizens in government and to act on selected governmental issues.

Sec. 2. Political Policy. The League of Women Voters of the La Crosse Area 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 candidate.

Sec. 3. The League of Women Voters of the La Crosse Area 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 purpose and policy of the League shall be eligible for membership.

Sec. 2. Types of Membership.

(a) Voting Members. Persons of 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 shall be those citizens at least eighteen years of age who are paid members of the League of Women Voters or are life members.

(b) Associate Members. All others who join the League shall be 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 [Local League] 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 Term 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 that person is a voting member of the League of Women Voters of the La Crosse Area.

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

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 LWVUS Convention, the LWVWI Annual Meeting and the League of Women Voters of La Crosse Area Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Sec. 5. Meetings. 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.

Sec. 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Sec. 7. Executive Committee. An Executive Committee, consisting of the elected officers, 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, including the President, 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 the La Crosse Area 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 immediately. The President and Vice President shall be elected in odd-numbered years. The Secretary and the Treasurer shall be elected in even-numbered years.

Sec. 2. The President. The President shall preside at all of the meetings of the organization and of the Board of Directors; shall, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes; shall be an ex-officio member of all committees; 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.

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

Sec. 4. The Secretary. The Secretary shall keep minutes of all meetings of the League and of all meetings of the Board of Directors; shall notify all Officers and Directors of their election; 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.

Sec. 5. The Treasurer. The Treasurer shall collect and receive all moneys due; 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; and shall present monthly and quarterly statements to the Board at their regular meetings and an annual report to the Annual Meeting.

Article VI

Financial Administration

Sec. 1. Fiscal Year. The fiscal year of the League of Women Voters of the La Crosse Area shall commence on the first day of July each year.

Sec. 2. Dues. Annual dues shall be payable to July 1st. New members shall pay one half the dues the year they join the organization. In a household membership the first member shall pay full dues and each successive member shall pay one-half annual dues.

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

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 chair of the Budget Committee.

Article VII

Meetings

Sec. 1. Membership Meetings. 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 May 30, the exact date and place to be determined by the Board of Directors.

The Annual Meeting shall:

- a) adopt a local program for the ensuing year
- b) elect officers, directors and members of the Nominating committee
- c) adopt an adequate budget, and
- d) transact such other business as may properly come before it

Sec. 3. Quorum. Twenty percent of the voting members shall constitute a quorum at the business meetings of the League of Women Voters of the La Crosse Area.

ARTICLE VIII

Nominations and Elections

Sec. 1. Nominating Committee. The Nominating Committee shall consist of five members, two of whom shall be members of the Board of Directors. The Chair and two members, who shall not be members of the Board of Directors, shall be elected at the Annual Meeting. Nominations for these offices shall be made by the current Nominating Committee. The other members of the committee shall be appointed by the Board immediately after the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by appointment by the Board of Directors.

Sec. 2. Nominations. Any member may send suggestions to the chair of the Nominating Committee.

Sec. 3. Report of Nominating Committee and Nominations from the floor. The report of the Nominating Committee of its nominations for Officers, Directors, and the Chair and members of the succeeding Nominating Committee shall be sent to all members one month before 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.

Sec. 4. Elections. The election shall be by ballot except when there is but one nominee for each office it shall be by voice vote. A majority vote of those present and qualified to vote and voting shall constitute an election.

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 of the League of Women Voters of the La Crosse Area shall consist of
a) action to implement the Principles of the League of Women Voters of the United States, the League of Women Voters of Wisconsin Education Network, and the League of Women Voters of the La Crosse Area, and

b) those governmental issues chosen for concerted study and action.

Sec. 3. Program Adoption.

a) Program shall be adopted at the Annual Meeting.

1) Each year the Board of Directors shall provide the membership with a variety of opportunities to address the program. These opportunities may consist of: a general meeting, unit meetings, distributed literature and mail-in feedback, interactive website or any others the Board deems appropriate.

2) The Board of Directors shall consider the recommendations submitted by the voting members two months prior to the Annual Meeting and shall formulate a Proposed Program.

3) The Proposed Program shall be sent to all members one month before the Annual Meeting.

4) A majority of voting members present and voting at the Annual Meeting shall be required for adoption of the Proposed Program as presented to the Annual Meeting by the Board of Directors.

5) Recommendations for Program submitted by voting members two months prior to the Annual Meeting but not recommended by the Board of Directors, or those not submitted in advance, 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 item by a majority vote.

b) Changes in the Program - In the case of altered conditions, changes in the Program 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 Board of Directors.

Article X

Delegates to National Convention and State Annual Meeting

Sec. 1. National Convention. The members at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates to the Convention in the number allotted the League of Women Voters of the La Crosse Area under the provisions of the Bylaws of the League of Women Voters of the United States.

Sec. 2. Annual Meeting. At the Annual Meeting, the Board of Directors shall present a slate of delegates to the LWVWI Annual Meeting up to the number allotted the League of Women Voters of the La Crosse Area under the provisions of the Bylaws of the League of Women Voters of Wisconsin, Inc.

Sec. 3. Nominations From the Floor. Immediately following presentation of the names of such delegates, further nominations for such delegates may be made from the floor by any voting member

provided the consent of the nominee shall have been secured. The election shall follow the procedure outlined in Article VIII, Sec. 4.

Article XI

Parliamentary Authority

Sec. 1. Parliamentary Authority. The rules contained in Robert's Rules of Order, Newly Revised, 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

Sec. 1. Amendments. These Bylaws may be amended by a two-thirds vote of the voting members present and voting 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

Dissolution

Sec. 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 XIV

Group Exemption

Sec. 1. Group Exemption. The LWV of the LaCrosse Area 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.

These Bylaws were revised and adopted May 5, 2003.

Revised and adopted June 6, 2011.

Revised and adopted May 18, 2015.

Revised and adopted October 5, 2016 (LWVUS recommended changes).