

Bylaws
of the
League of Women Voters of Sheboygan County, Wisconsin

ARTICLE I NAME AND AFFILIATION

Sec. 1. Name and Affiliation.

The name of this organization shall be the League of Women Voters of Sheboygan County, Wisconsin, hereinafter referred to in these Bylaws as LWVSHEB. 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 purposes of LWVSHEB are to promote participation in the democratic process through education and to act on selected governmental issues, consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code").

Sec. 2. Political Policy.

LWVSHEB shall not support or oppose any political party or any candidate. LWVSHEB may take action on local or state governmental measures and policies in the public interest in conformity with the Principles of the LWVUS and consistent with Section 501(c)(3) of the Code.

Sec. 3.

LWVSHEB shall be operated exclusively for charitable and educational purposes, as defined in Section 501(c)(3) of 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 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.

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 LWVSHEB 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, and four - six elected Directors. The 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 have taken office. The elected members shall appoint such additional Directors, not exceeding three, as they deem necessary to carry on the work of the League. The terms of office of the appointed Directors shall expire at the end of the fiscal year.

Sec. 2. Qualifications.

No person shall be elected or appointed or shall continue to serve as an Officer or Director of this organization unless a voting member of LWVSHEB.

Sec. 3. 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 bylaws include co-officers.

Sec. 4. Vacancies.

Any vacancy occurring in the Board of Directors by reason of resignation, death, or disqualification of an Officer or elected Director other than the President and President-Elect (or Vice President) may be filled until the end of the fiscal year by a majority vote of the remaining members of the Board of Directors. For offices with unexpired terms continuing into the next fiscal year, all such offices shall be filled at the Annual Meeting for the period of the unexpired term. Three consecutive absences from a Board meeting, of any member, without a valid reason, shall be deemed a resignation.

A vacancy occurring in the office of President by reason of resignation, death or disqualification shall be filled by the President-Elect (or Vice President). If there is no President-Elect (or Vice President), the office of President may be filled by the Board of Directors from among its elected members.

A vacancy occurring in the office of President-Elect (or Vice President) by reason of resignation, death, or disqualification may be filled by the Board of Directors from among its elected members, until the Nominating Committee has nominated someone to fill the position and the selection has been ratified at a special meeting of the membership. In the event that the President-Elect (or Vice President) assumes the office of President prematurely, no replacement of the President-Elect (or Vice President) shall be made. At the first meeting of the fiscal year, the Board shall designate and rank three of its members to carry out the functions of the President temporarily, in the event of absence, disability, or death of both the President and the President-Elect (or Vice President).

Sec. 5. Power and Duties.

a) The Board of Directors shall have responsibility for 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.

b) It shall have the responsibility for assuring the implementation of the Program as adopted by the LWVUS Convention, the LWVWI Annual Meeting, and the LWVSHEB Annual Meeting.

c) The Board shall create and designate such special committees as it may deem necessary and shall appoint their chairs.

Sec. 6. Meetings.

There shall be at least nine regular open 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. 7. Quorum.

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

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 approving proposed budgets, or proposing changes to the LWVSHEB Bylaws, 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 COMMITTEES

Sec. 1. Standing Committees.

The LWVSHEB shall have four standing committees appointed annually: an Executive Committee (Art. V, Sec. 2), a Finance/Development Committee (Art. VII, Sec. 4), a Nominating Committee (Art. IX, Sec. 1), and a Program and Advocacy Committee (Art. X, Sec. 4).

Sec. 2. Executive Committee.

An Executive Committee, consisting of four members, including the President and President-Elect (or Vice President) with one or more alternates, appointed by the Board of directors from its own membership, may 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.

ARTICLE VI OFFICERS

Sec. 1. Enumeration and Election of Officers.

The Officers of LWVSHEB shall be a President, a President-Elect (or Vice President), a Secretary, and a Treasurer. The President-Elect (or Vice President), Secretary, and Treasurer shall be elected by the general membership at the Annual Meeting, and take office at the start of the fiscal year. The Secretary and the Treasurer shall serve two-year terms. The President-Elect shall have the option of a one- or two-year term as President, to be decided prior to the selection of a new President-Elect (or Vice President). She/He shall assume the office of President at the beginning of the fiscal year following her/his term as President-Elect. If a two-year term is selected, a President-Elect may be elected to a two-year term; or a Vice President may be elected for a one-year term, with a President-Elect selected for a one-year term the following year.

Sec. 2. The President.

The President shall perform the following duties: preside at all meetings of the organization and of the Board of Directors and Executive Committee; in the absence or disability of the Treasurer, sign or endorse checks, drafts and notes; be, ex-officio, a member of all other committees except the Nominating Committee; 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 President-Elect (or Vice President).

The President-Elect (or Vice-President) shall serve on the Executive Committee and shall perform such duties as agreed among the President-Elect (or Vice President), the President, and the other members of the Board.

Sec. 4. The Secretary.

The Secretary shall perform the following duties: keep a complete record of all general

meetings and of all meetings of the Board of Directors; notify all Officers and Directors of their election; notify the chairs of committees of any motion adopted by the Board of Directors or by the members which may affect the work of the committee; notify the members of the Board of Directors of all meetings thereof; sign, with the President, all contracts and other instruments authorized by the Board; and shall perform such other functions as may be incident to the office.

Sec. 5. The Treasurer.

The Treasurer shall perform the following duties: be the custodian of the moneys; deposit them in an institution designated by the Board of Directors; and disburse the same only upon order of the Board; present statements to the Board at its regular meetings.

ARTICLE VII FINANCIAL ADMINISTRATION

Sec. 1. Fiscal Year.

The fiscal year of LWVSHEB shall be from July 1 through June 30.

Sec. 2. Financial Review.

At the close of the fiscal year, the books of the Treasurer shall be subject to a financial review by a qualified person. League members who perform the financial review shall not be current Board members, and shall not have served as Treasurer in the preceding three years.

Sec. 3. Annual Dues.

Members shall pay annual dues. These amounts shall be established at the Annual Meeting by a 3/5 vote, providing that any proposal for change shall be presented to the Board of Directors in writing at least two months before the Annual Meeting and to the members in writing at least 30 days before the meeting. Dues shall be payable July 1. Any member who fails to pay dues within three months after they become payable shall be dropped from the membership rolls.

Sec. 4. Finance/Development Committee.

A Finance/Development Committee shall be appointed by the Board of Directors at the first Board Meeting of the fiscal year. The committee shall consist of at least 3-5 members, including the Treasurer, at least two directors, and at least one member of each subcommittee. The duties of the committee shall include monitoring the financial condition of LWVSHEB, preparing an annual budget, monitoring investments, and overseeing fundraising and development functions. The committee and/or appropriate subcommittees shall be responsible for carrying out these duties. A member of the subcommittee that monitors investments who is not currently a member of the Board of Directors and the Treasurer shall serve on the budget subcommittee. The proposed budget shall be approved by the Board and sent to all members at least 30 days before the Annual Meeting.

Sec. 5. Budget.

A budget for the ensuing fiscal year shall be submitted by the Board of Directors to the membership for adoption at the Annual Meeting.

Section 6. Electronically-Conferenced Meetings

Meetings of the Board or committees of the Board may be conducted by telephone or other communication technology in accordance with Wisconsin Statute 181.0820 or any successor thereto. At the time the meeting is to begin all participating directors shall be informed that a meeting is taking place at which official business may be transacted and that a director

participating in such meeting by electronic means is deemed present in person at the meeting. At the beginning of such meeting, and again at the time any vote at such a meeting is conducted, each of the directors shall first verify their identity and their ability to simultaneously hear each other and have communication immediately transmitted to each and all participating directors by stating their name at the beginning of the meeting, and at the time their vote is cast in the same manner as they cast their vote.

Section 7. 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 **or removing any director or officer**, may be taken without a meeting if initiated by the President and 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 VIII MEETINGS

Sec. 1. Membership Meetings.

Time and place of meetings for the members shall be determined by the Board of Directors.

Sec. 2. Annual Meeting.

The Annual Meeting shall be held in April or May, the exact date to be determined by the Board of Directors. 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 a budget, and
- d) transact such other business as may properly come before it.

Sec. 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.

Sec. 4. Quorum.

A majority of members in attendance will constitute a quorum to conduct business at all membership meetings of LWVSHEB.

ARTICLE IX NOMINATIONS AND ELECTIONS

Sec. 1. Nominating Committee.

The Nominating Committee shall perform the duties specified in the Bylaws and provide such other assistance in filling Board vacancies and appointed positions as the President or Board may request during the year. The Nominating Committee shall consist of three members, two of whom shall be members of the Board of Directors. The Chair and two

members shall be elected at the 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 of the fiscal year. Suggestions for nominations for Officers and Directors may be sent to this committee by any voting member. Any vacancy on the Nominating Committee shall be filled by the Board of Directors.

Sec. 2. Report of 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 members at least 30 days before the date of the Annual Meeting. At 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. 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 X PRINCIPLES AND PROGRAM

Sec. 1. Principles.

The principles are concepts of government adopted by the National Convention and supported by the League as a whole. They constitute the authorization for the adoption of national, state and local Program.

Sec. 2. Program.

The Program shall consist of activities to promote the Principles and Positions of LWVSHEB, which shall be consistent with section 501(c)(3) of the Code:

- a) those local governmental issues chosen for concerted study and action, and
- b) voter and citizen education

Sec. 3. Adoption.

A method of providing for grassroots program determination shall be followed as outlined in the LWVSHEB Policies and Procedures, which are adopted by majority vote of the Board of Directors. The Program then shall be submitted to members at least 30 days before the Annual Meeting and adopted by the Annual Meeting.

Sec. 4. Program and Advocacy Committee.

A Program and Advocacy Committee shall be appointed by the Board of Directors annually. The duties of the committee shall be to recommend program priorities for Board consideration. The committee and/or appropriate subcommittees shall be responsible for carrying out these duties.

Sec. 5. Member Action.

Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate local, state or national Board of Directors.

ARTICLE XI DELEGATES TO NATIONAL CONVENTION AND STATE ANNUAL MEETING

Sec. 1. National Convention.

At the LWVSHEB Annual Meeting in even-numbered years, the Board of Directors shall

present a slate of delegates to the LWVUS Convention up to the number allotted LWVSHEB under the provisions of the Bylaws of the League of Women Voters of the United States.

Sec. 2. LWVWI Annual Meeting.

At each LWVSHEB Annual Meeting, the Board of Directors shall present a slate of delegates to the LWVWI Annual Meeting up to the number allotted LWVSHEB 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 IX, Sec. 3. The Executive Committee may fill any vacancies occurring after that time.

ARTICLE XII PARLIAMENTARY AUTHORITY

Sec. 1. Parliamentary Authority.

The rules contained in *Roberts 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 XIII AMENDMENTS

Sec. 1. Amendments.

These Bylaws may be amended by a two-thirds vote of the members present and voting at the Annual Meeting, provided the amendments were submitted to the membership in writing at least thirty days in advance of the meeting.

ARTICLE XIV 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 organization, 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 XV GROUP EXEMPTION

Sec. 1 Group Exemption.

LWVSHEB 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.