

# **BYLAWS**

## **League of Women Voters St. Croix Valley**

### **Article I**

#### **Name**

##### **Section 1. Name.**

The name of the organization shall be League of Women Voters St. Croix Valley (LWVSCV), hereinafter referred to as the League. This local league is an integral part of the League of Women Voters of the United States (LWWUS) and of the League of Women Voters of Wisconsin, Inc. (LWVWI)

### **Article II**

#### **Purposes and Policy**

##### **Section 1. Purposes.**

The purposes of the LWWUS are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

##### **Section 2. Policies. The policies of LWVSCV are**

- 1. Political Policy.** The League shall not support or oppose any political party or any candidate.
- 2. Diversity, Equity & Inclusion Policy.** The League is fully committed to ensure compliance - in principle and in practice - with LWWUS' Diversity, Equity, and Inclusion Policy.

##### **Section 3.**

LWVSCV 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** **Eligibility and Membership**

### **Section 1. Eligibility.**

Any person who subscribes to the purpose and policy of the L WVSCV 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 L WVUS; (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 honorary life members excused from the payment of dues; (4) those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

**b.** Associate Members. All others who join the League shall be associate members.

### **Section 3. 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 L WVSCV 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.

## **Article IV** **Board of Directors**

### **Section 1. Positions, Manner of Selection, Term.**

The Board of Directors shall consist of the elected officers (Chair, Vice Chair, Secretary, Treasurer), four directors making at least eight people on the Board with the flexibility to add, by Board election, one or two directors to the Board as it deems necessary or appropriate. The Board shall function as an executive board to administer the League. Any Board position may be filled by co-positions with equal decision making and voting rights but with clearly defined separation of duties. All Board members shall serve for two years. The election and term of the Board of Director positions will be staggered, with Chair, Secretary, and two directors being up for election in the odd years and the Vice Chair, Treasurer, and two directors being up for election in the even years. Staggering elections will add continuity to the Board and general LWVSCV membership.

### **Section 2. Qualifications.**

No person shall serve as a member of the Board of Directors who is not a voting member of LWVSCV.

### **Section 3. Attendance and Vacancies.**

A Board member who needs to resign for any reason shall notify the Board. Any vacancy occurring on the Board for any reason shall be filled until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors.

### **Section 4. Powers and Duties.**

The Board of Directors shall be in charge of the property and business of the League. Responsibilities shall include scheduling an agenda for the Annual Meeting. The Annual Meeting minutes shall be sent to all the members at the first opportunity after the Annual Meeting. The Board of Directors shall have authority to approve or amend the minutes at the next Board meeting after the membership has received the minutes in a timely manner. This protocol shall apply to all subsequent general meetings as well. Board meeting minutes shall be reviewed and approved at the next Board meeting. The Board of Directors shall be responsible for the implementation of local programs of study selected at the Annual Meeting. It shall determine local participation in the programs of study selected at the State and National conventions. It shall also designate and create such committees and

assign duties (authorize action and advocacy in accordance with League positions) as it deems necessary and select one of its members to serve on the Nomination Committee. The Board of Directors shall consult with LWVWI for guidelines when addressing any Board or LWV member's action when the bylaws or policies of this League do not adequately address the issue.

### **Section 5. The Secretary.**

The secretary shall keep minutes of business meetings of the League and the Board of Directors and shall perform such other functions as may be incident to the office.

### **Section 6. The Treasurer.**

The treasurer shall collect and receive all money due and shall be the custodian of these monies, shall deposit them in the bank designated by the Board of Directors, shall disburse the same only in conformance with the provisions of the budget or upon order of the Board of Directors, and shall present statements to the Board as requested, an annual report, and the proposed budget.

### **Section 7. Meetings.**

The Board of Directors shall meet a minimum of six times a year. A quorum must be present to conduct business.

### **Section 8. Quorum.**

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

### **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**

### **Financial Administration**

#### **Section 1. Fiscal Year.**

The fiscal year of the L WVSCV shall be July 1 to June 30.

#### **Section 2. Membership and Dues.**

The membership roster shall be submitted to the LWVUS in accordance with the LWVUS guidelines. Members shall pay dues in accordance with LWVUS guidelines. Members shall pay dues in accordance with LWVUS policy. All members shall pay membership dues except those exempted from paying dues (in Article III). Membership lasts one year after joining or renewal. Members who fail to renew within the period specified by LWVUS will be removed from the roster.

#### **Section 3. Budget Committee.**

A Budget Committee shall prepare a budget for the ensuing year, which shall be presented to the Board of Directors at their first meeting of the fiscal year and sent to all members at the first opportunity. The Board shall have authority to approve or amend the proposed budget after the membership has had at least 30 days to review and comment on the budget. The Budget Committee shall review the treasurer's account books annually. The committee shall consist of the treasurer and at least two other members, who shall be recruited by the Nominating Committee, one of whom shall be designated as the Committee chair.

## **Article VI**

### **General Meetings**

#### **Section 1. Membership Meetings.**

There shall be at least four meetings of the membership each year. The Annual Meeting, Candidate Forums and League Programs may be included as a membership meeting. Time and place shall be determined by the Board of Directors.

#### **Section 2. Annual Meeting.**

An Annual Meeting shall be held between April 1 and May 15, the exact date to be determined by the Board of Directors.

The Annual Meeting shall:

- a. Adopt a local program of study for the ensuing year.
- b. Elect members of the Board of Directors, two members of the Nominating Committee, and two members of the Budget Committee, one of whom shall be designated as the committee chair.
- c. Present an Annual Report including reports from each member of the Board and committee chairs.
- d. Transact such other business as may properly come before it.
- e. Obtain topic ideas for future general meetings from the membership.

### **Section 3. Quorum.**

Twenty percent (20%) of voting members shall constitute a quorum at all membership meetings of LWVSCV.

## **Article VII** **Nominations and Elections**

### **Section 1. Nominating Committee.**

The Nominating Committee shall consist of at least three members, only one of whom shall be a member of the Board of Directors. The two members who shall not be members of the Board shall be elected at the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. The Nominating Committee is responsible for nominating members to serve on the Board and will present a slate of candidates at the Annual Meeting. The Board of Directors may direct the Nominating Committee to nominate members to chair committees, or sit on committees or to other positions necessary to carry out the business of the League.

### **Section 2. Report of Nominating Committee and Nominations from the floor.**

The slate of candidates shall be presented 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.

### **Section 3. Elections.**

Elections shall be by ballot, except if there is only one nominee for an office, it shall be by voice. Absentee or proxy voting shall not be permitted. A majority vote shall constitute an election.

## **Article VIII** **Program of Study**

### **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 LWVSCV 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 business meeting.
- c. A majority vote of voting members present at the Annual Meeting shall be required for adoption of the proposed Program of Study.

### **Section 3. Member Action.**

Members may act in the name of the LWVSCV only after getting approval from the Board of Directors.

## **Article IX** **National Conventions and State Meeting**

### **Section 1. National Convention.**

The Board of Directors shall select delegates to the National Convention in the number allotted under the provisions of the Bylaws of the League of Women Voters of the United States.

### **Section 2. State League Annual Meeting**

The Board of Directors shall select delegates to the LWVWI Annual Meeting in the number allotted under the provisions of the Bylaws of the League of Women Voters of Wisconsin, Inc.

## **Article X** **Parliamentary Authority**

### **Section 1. Parliamentary Authority.**

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

## **Article XI** **Amendments and Suspension**

### **Section 1. Amendments.**

These bylaws may be amended by a two thirds vote of the voting members present and voting at the annual, regular or special meeting, providing the amendments were submitted to the membership in writing at least one month in advance of the meeting.

### **Section 2. Suspension.**

Parts of Articles IV through IX of these bylaws may be suspended, if necessary, for up to one year by a two thirds vote of the voting members present and voting at the annual, regular or special meeting if notice of intention to do so has been submitted to the membership in writing at least one month in advance of the meeting.

## **Article XII** **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. 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 XIII** **Group Exemption**

### **Section 1. Group Exemption.**

The LWVSCV agrees to be included in the group ruling of the LWWVI (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 LWWVI, including Bylaws, Policies, and Handbook.
- b. We agree to report our activities to LWWVI 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.

Revised Bylaws adopted as directed by LWWUS 04-28-2024