

BYLAWS

League of Women Voters of Lake Forest/Lake Bluff Area

ARTICLE I – Name

Section 1. Name. The name of this organization shall be League of Women Voters of Lake Forest/Lake Bluff Area (LWV-LF/LB). LWV-LF/LB is an integral part of League of Women Voters of the United States (LWVUS), League of Women Voters Lake Michigan Region (LWVLMR), League of Women Voters of Illinois (LWVIL), and League of Women Voters of Lake County (LWV-LC).

ARTICLE II – Purposes and Policy

Section 1. Purposes. The purposes of the LWV-LF/LB are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section 2. Political Policy. LWV-LF/LB shall not support or oppose any political party or any candidate.

ARTICLE III – Membership

Section 1. Eligibility. Any person who subscribes to the Purposes and Policy of the League of Women Voters shall be eligible for membership.

Section 2. Types of Membership.

a) **Voting Members.** Persons at least 16 years of age who join LWV-LF/LB shall be voting members of LWV-LF/LB, LWV-LC, LWVIL, and LWVUS: (1) individuals 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.

ARTICLE IV - Board of Directors

Section 1. Selection, Qualification, and Terms. The Board of Directors of LWV-LF/LB shall consist of its officers and four or more elected directors. One-half of the elected directors, as outlined in Article V, Section 1, shall be elected at each Annual Meeting, shall have a term of two years, and shall take office at the beginning of the fiscal year on July 1. The elected directors and officers may name appointed directors, whose number shall not exceed the number of elected directors and who shall have a term of one year. All directors shall be voting members of LWV-LF/LB as defined in Article III, Section 2a. Board Members may serve in any one position for a maximum of two consecutive terms, and then may serve in another position; however, no person shall serve in any capacity on the Board for more than 10 consecutive years. All reference in these bylaws to "Board" shall be construed to mean Board of Directors of LWV-LF/LB.

Section 2. Vacancies. Any vacancy occurring on the Board by reason of resignation, death, or disqualification by the Board of an officer or director may be filled until the next Annual Meeting by a majority vote of the remaining members of the Board. Three absences from Board meetings without valid reason during a fiscal year by any Board member shall be deemed an automatic resignation from the Board.

Section 3. Powers and Duties.

a) The Board shall have charge of the property and business of the organization with full power and authority to manage and conduct same. The Board shall plan and direct work consistent with instruction from the LWVUS, LWVLMR, LWVIL, and LWV-LC Annual Meetings and Conventions and the LWV-LF/LB Program adopted at its Annual Meeting. The Board shall create and designate such special committees as it deems necessary. All such committees report to the LWV-LF/LB Board.

b) A Board may remove a director for conduct which the Board shall deem contrary to the best interests of the League including but not limited to inability to perform duties or violations of League policies.

Section 4. Executive Committee. The Executive Committee shall consist of the elected officers of the LWV-LF/LB. It shall meet at the call of the President and shall transact such business as the Board deems necessary for it to carry out the purposes of the LWV-LF/LB as designated herein.

Section 5. Regular Board Meetings, Executive Committee Meetings, Special Board Meetings, and Emergency Board Meetings.

a) There shall be at least eight regular meetings of the Board of Directors of the LWV-LF/LB each year. Regular Board and Executive Committee meetings of the LWV-LF/LB are open to all members. Regular monthly Board meeting dates will be posted on the website.

b) The President may call a Special Meeting of the Board and must call a Special Meeting upon the written request of five members of the Board. Members of the Board shall be notified of the special meeting at least one week prior to such meeting.

c) The President may call an Emergency Meeting and must call such a meeting upon the request of three members of the Board, by giving personal notice to each member of the Board at least 24 hours in advance of such meeting.

d) The Board may choose to hold Regular, Executive, Special, or Emergency Meetings by electronic means (including but not limited to telephone conferencing, video conferencing, and e-mail) providing that all Board members have access to the means of communication and that procedures for the meeting have been agreed upon by the Board members. Participation by simultaneous electronic means shall constitute attendance at a meeting.

e) A majority of the members of the Board shall constitute a quorum. In the presence of a quorum, a majority of the members in attendance at any Board meeting shall decide its action.

ARTICLE V – Officers

Section 1. Enumeration and Election of Officers. The officers of LWV-LF/LB shall be a president, not fewer than two or more than four vice-presidents, a secretary, and a treasurer. In lieu of president, the officers may

include two co-presidents who fulfill all duties and responsibilities described herein and ascribed to the President. All officers shall be voting members of LWV-LF/LB.

Officers will be elected by LWV-LF/LB members every other year: President, one Vice President, and Secretary in one year; and one Vice President and a Treasurer the following year. Their terms of office shall be two years or until their successors have been qualified and elected. Officers shall be elected by voting members at the Annual Meeting and take office at the beginning of the fiscal year on July 1. The retiring President may serve as an ex-officio member of the Board for one year.

Section 2. The President or Co-presidents. The President or Co-presidents shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and Board or designate another person to do so; shall be, ex officio, a member of all committees except the nominating committee; may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes; and shall perform such other duties as may be designated by the Board. In the event of the absence, disability, resignation or death of the President or Co-president, the Board shall elect one or more of the vice-presidents to fill the vacancy. If no vice-president is able to serve, the board shall elect another of its elected members to serve as President or Co-president.

Only the President, Co-president, or designated person may speak for the League.

Section 3. The Vice Presidents. The Vice Presidents shall perform such duties as the President and the Board may designate. One of the Vice Presidents may be designated by the President in his or her absence to serve as Acting President.

Section 4. The Secretary. The Secretary shall keep minutes of the Board of Directors, Executive Committee, the Annual Meeting, and all other meetings so designated by the President and/or the Board of Directors and shall perform such duties as customarily pertain to the office.

Section 5. The Treasurer. The Treasurer shall perform such duties as customarily pertain to the office including collecting and receiving funds. The Treasurer serves in a fiduciary capacity and shall be custodian of all these monies, shall deposit them in an insured account in a financial institution authorized by the Board, and shall disburse the same in accordance with the budget and the direction of the Board.

The Treasurer shall present financial statements to the Board at its regular meetings and an Annual Report to the Annual Meeting. The books of the Treasurer shall be audited at the end of the Treasurer's term or biannually, whichever comes first. The audit is to be authorized by the Board and conducted by an Audit Committee appointed by the Board.

Section 6. Signatory Authority. When authorized by the Board, the President, The Treasurer, or a Board designee shall have the authority to sign all contracts and other instruments.

ARTICLE VI - Financial Administration

Section 1. Fiscal Year. The fiscal year of the LWV-LF/LB shall begin on July 1.

Section 2. Dues. Each member shall pay the appropriate dues annually in the amount approved at the Annual Meeting. Any member who fails to pay dues within two months after notification shall be dropped from the membership roll. When two or more members reside at the same address in a common household, the first

member will owe the full designated amount, the second and any additional household members each will owe an amount equal to one-half of the amount.

Section 3. Budget. A balanced budget for the ensuing year shall be submitted for adoption by the membership at the Annual Meeting. The Budget shall include financial support for the work of the LWV-LF/LB as a whole, and national, regional, state, and local projects as deemed appropriate.

Section 4. Budget Committee. A Budget Committee consisting of at least three members of LWV-LF/LB shall be appointed by the President with the approval of the Board at least three months prior to the Annual Meeting to prepare a budget for the following year. Upon appointment, the Budget Chair shall serve as an ex-officio member of the Board until the discharge of their duties. The proposed budget shall be sent first to the Board for approval two months prior to the Annual Meeting, and then to all members at least 21 days prior to the Annual Meeting. The Treasurer shall not be eligible to serve as Chair of the Budget Committee, but shall act as a member ex-officio.

Section 5. Distribution of Funds upon Dissolution. In the event of dissolution for any cause, the Board of LWV-LF/LB shall distribute all monies, securities and property of whatever nature to the LWVIL after all expenses have been paid.

ARTICLE VII – Meetings

Section 1. Membership Meetings. There shall be at least four meetings of the membership each year. Time and place shall be determined by the Board.

Section 2. Annual Meeting. An Annual Meeting shall be held prior to the beginning of the next fiscal year.

a) The purpose shall be to:

- 1) adopt a local Program of study and/or for action for the ensuing year;
- 2) elect officers, directors, and members of the Nominating Committee;
- 3) adopt a balanced budget;
- 4) review and adoption of the bylaws, if changes are proposed;
- 5) hear a report of the Nonpartisan Political Policy Committee of that Policy; and
- 6) transact such other business as may be necessary.

b) Quorum. A quorum shall consist of 15% of the membership.

c) Voting. A voting member shall be one as defined in Article III of these bylaws. Only voting members who are present at the time the vote is being taken shall be qualified to vote. Absentee or proxy voting shall not be permitted. Members who are entitled to vote may participate in and act at the meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting and entitled to vote can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. A majority vote shall mean a majority of those voting on a particular item or issue in question. Those who do not vote shall not be counted in computing the vote.

ARTICLE VIII - Nominations and Elections

Section 1. Nominating Committee. The Nominating Committee shall consist of five members determined as follows.

- a) **Elected members:** Three LWV-LF/LB members, who are not members of the Board, shall be nominated by the current Nominating Committee and elected at the Annual Meeting, with one of the three being nominated and elected as committee chair.
- b) **Appointed members:** Two elected Board members shall be appointed by the President with the approval of the Board at least three months prior to the next Annual Meeting.

The term of office for all members of the Nominating Committee shall expire at the conclusion of the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by Presidential appointment. Suggestions for nominations of officers, directors, and a Nominating Committee may be sent to this Committee by any voting member.

Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee containing its nominations for officers and directors and for the chair and two members of the succeeding Nominating Committee shall be sent to all members 21 days before the date of the Annual Meeting. At the Annual Meeting, following presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee has been obtained.

Section 3. Elections. Elections shall be by voice vote, except when there is a contest and then the election shall be by written ballot. The candidate receiving a majority vote of those present, qualified and voting, shall be deemed elected. If, however, there is but one nominee for each office, the election shall be by adoption of the slate.

ARTICLE IX – Program

Section 1. Authorization. The governmental principles adopted by national convention, and supported by the Leagues as a whole, constitute the framework for the authorization and the options of Local Program. No Local Program can be contrary to the principles and actions adopted by national, Lake Michigan Region, state, or county Leagues.

Section 2. Action. The League of Women Voters of Lake Forest/Lake Bluff Area may take action on local governmental issues and policies in the public interest in conformity with the Principles and Positions of LWVUS, LWVLMR, LWVIL, LWV-LC, and LWV-LF/LB. Members may act in the name of the League of Women Voters only when authorized to do so by the appropriate Board of Directors (national, Lake Michigan Region, state, county, or LWV-LF/LB).

Section 3. Program. The Program of the LWV-LF/LB may consist of items for study and/or action drawn from the following sources:

- a) those Principles and Program adopted by LWVUS Convention;
- b) those governmental issues adopted by the LWVLMR Annual Meeting;
- c) those governmental issues adopted by LWVIL Convention;

- d) those governmental issues adopted by LWV-LC Annual Meeting; and
- e) those governmental issues adopted by the Annual Meeting of the LWV-LF/LB, herein referred to as the Local Program.

Section 4. Local Program. The Local Program of the LWV-LF/LB shall consist of those governmental issues chosen by its membership for concentrated study and/or action.

Section 5. Action by the Annual Meeting. The Annual Meeting shall act upon the Local Program using the following procedures.

- a) The Board shall consider all recommendations for Program submitted at least two months prior to the Annual Meeting and shall formulate a Proposed Program.
- b) The Proposed Program and a list of the non-recommended items shall be sent to all members 21 days prior to the Annual Meeting.
- c) Items proposed for study and/or action by the Board at the Annual Meeting shall be considered and adopted by a majority vote. If a member does not feel informed about an issue, that member may abstain.
- d) Recommendations for Program submitted two months prior to the Annual Meeting by voting members but not recommended by the Board may be considered and adopted by the Annual Meeting provided:
 - (1) a majority of members present, qualified and voting must vote for consideration of the item; and
 - (2) the item shall then require for adoption, a two-thirds (2/3) majority vote of members present, qualified and voting.

Section 6. Emergency Program Item. An emergency program item not adopted at the Annual Meeting may be adopted as follows:

- a) Agreement on need for emergency item must be reached by a majority of the Board.
- b) Subsequent to Board approval of consideration of the item, members must receive written notification of intent to consider the item two weeks prior to a general membership meeting.
- c) The item must be discussed at a General Membership Meeting; action may or may not be taken at this meeting; and
- d) At this, or a subsequent meeting, the item must be adopted by a majority vote of the membership present, qualified and voting in accordance with the procedures outlined in Article IX, Section 5 (c).

ARTICLE X – Conventions, Councils and Annual Meetings

Section 1. National Convention. The Board shall select, at a meeting before the date on which names of delegates must be sent to the National Office, delegates to that Convention in the number allotted the LWV-LF/LB under provisions of the bylaws of the LWVUS.

Section 2. State Convention. The Board shall select, at a meeting before the date on which names of delegates must be sent to the State Office, delegates to that Convention in the number allotted the LWV-LF/LB under provisions of the bylaws of the LWVIL.

Section 3. League of Women Voters of Lake County. The Board shall select delegates in the number allotted LWV-LF/LB under provisions of the bylaws of LWV-LC.

Section 4. LWVLMR Conventions, Councils and Annual Meetings. The Board shall select, at a meeting before the date on which names of delegates must be sent to the LWVLMR Board, delegates to that Convention, Council or Annual Meeting in the number allotted the LWV-LF/LB under provisions of the bylaws of the LWVLMR.

ARTICLE XI - Bylaws Amendments

Section 1. Bylaws Committee. A Bylaws Committee shall consist of three members who shall be appointed by the President with the approval of the Board at least two months prior to the Annual Meeting.

Section 2. Procedure.

- a) Proposals for change may be submitted by any voting member of the LWV-LF/LB to the Board at least two months prior to the Annual Meeting. All suggestions, either from the general membership or from the Board itself, shall be given to the Bylaws Committee for review.
- b) The Bylaws Committee shall submit to the Board for approval at least one month prior to the Annual Meeting its proposed amendments and those which were considered but not recommended.
- c) All such amendments shall be sent to the membership at least 21 days prior to the Annual Meeting.
- d) The bylaws may be amended by a two-thirds (2/3) vote of the members present, qualified and voting at the Annual Meeting.

ARTICLE XII - Parliamentary Authority

Section 1. Parliamentary Authority. The rules contained in Robert's Rules of Order, most recent edition, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIII - Indemnification of Officers and Directors

Section 1. No officer or director serving without compensation (other than for the reimbursement of actual expenses) shall be liable and no cause of action shall be brought for damages resulting from the exercise of judgement or discretion in connection with the duties or responsibilities of such director or officer unless the act or omission involved willful, wanton or criminal conduct.

Section 2. The LWVIL, shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the LWV-LF/LB, or as a member who is acting on behalf of LWV-LF/LB, against all reasonably incurred expenses and liabilities, including, without limitation, counsel

fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity and may, upon the decision of the insurance company or the LWVIL Board, if coverage is denied, make advances of funds to cover such costs. Notwithstanding, no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the LWV-LF/LB; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of LWVIL and LWV-LF/LB directors who are not at that time parties to the proceeding. Any indemnification or advancement of expenses incurred in connection with indemnification shall be reported at the subsequent Convention.

Section 3. Such indemnification shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Adopted at Annual Meeting, May 21, 2020