

LWV PALATINE AREA BY LAWS

Revised March 2019

Article I - Name

The name of this organization shall be the League of Women Voters of the Palatine Area, hereinafter referred to as the LWVPA. The Palatine Area encompasses Hoffman Estates, Inverness, Palatine, Rolling Meadows, and Schaumburg. Because of legislative districts, we also serve members in various contiguous communities. This League is an integral part of the League of Women Voters of the United States, League of Women Voters of Illinois, and the League of Women Voters of Cook County, hereinafter referred to as LWVUS, LWVIL, and LWVCC.

Article II - Purposes and Policy

Section. 1. *Purposes.* The purposes of the LWVPA are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.

Section. 2. *Political Policy.* The LWVPA 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 LWVUS 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.

Article IV - Officers

Section. 1. *Enumeration, Election, and Term of Officers.* The officers of the LWVPA shall be a president, a vice-president, a secretary and a treasurer to the. In lieu of a president, the officers may include two co-presidents who fulfill all duties and responsibilities described herein and ascribed to the president. These officers shall be elected by the general membership at the annual meeting and take office immediately. The president and vice-president shall be elected in odd-numbered years; the secretary and treasurer shall be elected in even-numbered years. Co-presidents may be elected in staggered years.

A. Term of Officers. Officers may only serve 2 terms consecutively in the same position.

Section. 2. The President. The president, co-presidents, or designee, shall preside at all meetings of the organization and of the Board of Directors. The president or co-presidents may, in the absence or disability of the treasurer or at the request of the treasurer, sign or endorse checks, drafts, and notes. The president or co-presidents shall be, ex-officio, a member of all committees except the nominating committee. The president or co-presidents shall have such usual powers of supervision and management as may pertain to the office of the president or co-presidents, and perform such other duties as may be designated by the Board of Directors.

Section. 3. The Vice-President. The vice-president shall, in the event of absence, disability, or death of the president or co-president, possess all the powers and perform all the duties of the office, until such time as the Board of Directors shall elect one of its members to fill the vacancy. The vice-president shall perform such other duties as the president or co-presidents and Board may designate.

Section. 4. The Secretary. The secretary shall keep minutes at the annual meeting and all meetings of the Board of Directors. The secretary shall sign, together with the president, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may pertain to the office.

Section. 5. The Treasurer. The treasurer shall collect and receive all monies due. The treasurer shall be the custodian of these monies, shall deposit them in a financial institution designated by the Board of Directors, and shall disburse the same only upon order of the Board. The treasurer shall make financial statements to the Board at their regular meetings, compile and present an annual financial report at the annual meeting, and help in preparing the Annual Budget.

Section. 6. Executive Committee. The Executive Committee shall consist of the officers of the organization: the president or co-presidents, vice-president, secretary and treasurer.

Article V - Board of Directors

Section. 1. Number, Manner of Selection, and Term of Office.

(A) Number. The Board of Directors shall consist of the officers of the LWVPA (president or co-presidents, vice-president, secretary, and treasurer), and a minimum of three (3) but not more than seven (7) other directors.

(B) Manner of Selection and Term of Office. At least two (2) of these directors shall be elected by the general membership at the annual meeting and shall serve for a term of two years, or until their successors have been elected. The president or co-presidents, with the consent of the elected members of the Board of Directors, shall appoint such additional directors, to serve for the current program year, and may be reappointed. The total number of directors shall not exceed 7.

Section. 2. Qualifications. A person elected or appointed as an officer or director of this organization must be a member of the LWVPA.

Section. 3. Vacancies. Any vacancy 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.

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 national convention, the state convention, the county convention and the annual meeting. The Board of Directors shall annually review the Non-partisan Political Activity Policy. The board shall create and designate such special committees as it may deem necessary.

(4a) Executive Committee. The Executive Committee shall have the power to act on behalf of the board in emergencies arising in the interim between regular meetings of the board. All Executive Committee action shall be reported to the Board of Directors at the next board meeting. A quorum shall consist of a majority including at least three officers of the organization. The Executive Committee shall keep minutes of all meetings.

Section. 5. Meetings. There shall be at least eight (8) 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 written (including electronic) request of four members of the board.

(5a) Decision Making by Electronic Means. Although most board meetings will take place in person, decisions may be made by electronic means when necessary to reach a quorum or consensus.

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

Article VI - Financial Administration

Section. 1. Fiscal Year. The fiscal year of the LWVPA shall conform to that of the LWVUS, July 1 - June 30.

Section. 2. Dues.

(2a) Term of Dues. Dues shall be payable annually on July 1. Any member who fails to pay dues within two months after they become payable shall be dropped from the membership rolls.

(2b) Dues Subsidie. The LWVPA has a dues subsidy fund. Subsidized membership dues are available for individuals under twenty-six (26) years of age or sixty-five (65) years of age and over who request it. Members who have been enrolled in LWVUS for fifty (50) years or more shall be honorary members and shall not be required to pay annual dues.

Section. 3. 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 proposed budget for the ensuing year. The proposed budget shall be submitted to the Board of Directors for approval. The treasurer shall not be eligible to serve as chair of the budget committee, but shall be an ex-officio member.

Section. 4. Budget. A proposed 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 LWVPA as a whole. The proposed budget shall be sent to all members one month before the annual meeting.

Section 5. Expenditures. Expenditures over \$150 shall need Executive Committee approval.

Section 6. Audit. The books shall be audited at the conclusion of the fiscal year by a committee of members appointed by the president. The audit chair will report the committee's conclusions to the Board of Directors at the next regularly scheduled board meeting.

Section 7. Distribution of Monies and Securities on Dissolution. In the event of dissolution of the LWVPA, all monies and securities held by the LWVPA shall be distributed along with all other property, whether real, personal, or mixed, which may at the time be owned or under the control of the LWVPA to such person, organization, or corporation for such public, charitable, or educational use and purposes as the board may designate.

Article VII - Meetings

Section 1. General Meetings. General meetings shall be held to carry out the purpose and program of the LWVPA. Time and place shall be determined by the Board of Directors.

Section 2. Special Meetings. The board may call a special meeting of the membership at any time and shall call a special meeting upon the written request of twenty-five percent (25%) of the voting members. A written or electronic notice of such special meeting shall be sent to the membership at least one week in advance.

Section 3. Annual Meeting. An annual meeting shall be held between April 1 and July 1, the exact date to be determined by the Board of Directors. The annual meeting shall:

- (3a) Adopt a local program for one year
- (3b) Elect officers, directors, and members of the nominating committee
- (3c) Adopt an adequate budget
- (3d) Appoint a committee to review and approve the minutes of the annual meeting
- (3e) Transact such other business as may properly come before it

Section 4. Quorum. One fourth (1/4) of the members shall constitute a quorum at the annual meeting of the LWVPA.

Article VIII - Nominations and Elections

Section 1. Nominating Committee. The nominating committee consists of three (3) members, at least one of whom is a member of the Board of Directors and at least one from the membership at large. Members of the nominating committee shall be appointed by the president or co-presidents at the annual meeting or immediately following it. Suggestions for nominations for officers, directors, including self-nomination, may be sent to the nominating committee or the president or co-presidents by any voting member.

Section 2. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee--of its nominations for officers, directors--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. Following the presentation of the report, nominations may be made from the floor by any voting member, provided the consent of the

nominee had been secured.

Section 3. Elections. The election shall be by ballot, except if there is but one nominee for each office, it shall be by adoption of the slate. A majority vote of those qualified to vote and voting, shall constitute an election. Absentee or proxy voting is not permitted.

Article IX - Program (Positions)

Section 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 the program.

Section 2. Program. The program of the LWVPA shall consist of:

(2a) Action to implement the principles of the LWVUS; and

(2b) Study and action to support those local governmental issues chosen for concerted study.

Section 3. Action by the Annual Meeting. The annual meeting shall act upon the program using the following procedures:

(3a) 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;

(3b) The proposed program shall be sent to all members one month before the annual meeting;

(3c) A majority vote of voting members shall be required for adoption of subjects in the proposed program as presented to the annual meeting by the Board of Directors;

(3d) Suggestions for the program submitted by voting members two months prior to the annual meeting but not recommended by the Board of Directors may be considered and adopted by the annual meeting, provided that:

(3d.i) The annual meeting shall order consideration by a majority vote, and

(3d.ii) The annual meeting shall adopt the item by a two-thirds (2/3) vote.

Section 4. Membership Action. Members may act in the name of the LWVPA *only* when authorized to do so by the Board of Directors. They may act *only* in conformity with, and not contrary to, a position taken by LWVPA, LWVCC, LWVIL, and LWVUS.

Article X - National, State and Cook County Conventions

Section 1. National Convention. The Board of Directors shall select delegates to the convention according to the provisions of the bylaws of the LWVUS.

Section 2. State Convention. The Board of Directors shall select delegates to the convention according to the provisions of the bylaws of the LWVIL.

Section 3. County Convention. The Board of Directors shall select delegates to the convention according to the provisions of the bylaws of the LWVCC.

Article XI - Parliamentary Authority

Section 1. *Parliamentary Authority.* *Robert's Newly Revised Rules of Order* shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws.

Article XII - Amendments

Section 1. *Amendments.* These bylaws may be amended by a two-thirds (2/3) vote of the voting members present at the annual meeting, provided the proposed amendments were submitted to the membership electronically or in writing, at least one month in advance of the meeting.

Section 2. *Bylaws Committee.* In even numbered years, a bylaws committee (consisting of 1 board member and 2 members-at-large) shall be appointed by the executive committee at the annual meeting, to review the bylaws. The bylaws committee findings, with any recommendations, will be forwarded to the Board of Directors 2 months prior to the next annual meeting.

Committee: Jackie McGrath, Betty Hull, Susan Kern

March 2019