

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF ILLINOIS

ARTICLE I - Name

Section 1. The name of the organization shall be the League of Women Voters of Illinois, hereinafter referred to in these bylaws as LWVIL. LWVIL is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS.

ARTICLE II - Purposes and Policy

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

Section 2. Political Policy. The League 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 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 as follows:

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 – League Organization

Section 1. Local Leagues.

a. Local Leagues are those Leagues which have been so recognized by the LWVUS.

b. The LWVIL board shall recommend to the LWVUS that the LWVUS and the LWVIL recognize as a local League any group of members of the LWVUS in any community within the State of Illinois, provided the group meets both LWVIL and LWVUS recognition standards for local Leagues. Only one local League shall be recognized in any community.

- c. In the event of recurring failure of a local League to maintain recognition standards, the LWVIL Board shall recommend to the national board that it withdraw recognition from the local League or suggest reorganization of the local League into a member-at-large unit. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVIL after the national per-member-payment and other obligations have been met. Funds held by a local League that reorganizes into a member-at-large unit may remain with that unit.

Section 2. Interleague Organizations.

- a. Interleague organizations, hereinafter referred to as ILOs, are those groups of local and/or state Leagues recognized by the LWVUS and organized to promote the purposes of the League and to take action on county, metropolitan, or regional governmental matters.
- b. The role of the LWVIL in ILOs is one of guidance except for multistate ILOs.
- c. LWVIL shall appoint voting representatives to the Board of Directors of the ILOs as specified by the ILOs bylaws.
- d. LWVIL shall pay annual dues to ILOs as specified by the ILO bylaws.
- e. In the event of recurring failure of an ILO to maintain national recognition standards, the LWVIL Board shall recommend to the national board that it withdraw recognition from the ILO. All funds held by the ILO from which recognition has been withdrawn shall be prorated among the Leagues responsible for funding it, after all financial obligations have been met.

Section 3. Member-at-Large (MAL) Units.

- a. The LWVIL Board may authorize the establishment of member-at-large units where circumstances dictate. Such units shall be composed of members-at-large who wish to group together for meetings, and shall operate within the limitations established by the LWVUS and within guidelines adopted by the LWVIL Board.
- b. In the event of recurrent failure of an MAL unit to adhere to guidelines for member-at-large units or to operate within the limitations established by the LWVUS, the LWVIL Board may withdraw approval of the MAL unit. All funds held by an MAL unit from which approval has been withdrawn shall be paid to the LWVIL, after all financial obligations have been met.

ARTICLE V – Officers

Section 1. Enumeration and Election of Officers. The officers of the LWVIL shall be a president, not less than two or more than four vice-presidents, a secretary and a treasurer. The secretary and treasurer may be combined into one position. 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 the LWVIL and shall be

elected by the convention to hold office until the close of the next convention or until their successors have been elected and qualified. No person shall be elected to more than two consecutive terms in the same office.

Section 2. The President. The president shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the LWVIL Board or designate another person to do so; shall be, ex officio, a member of all committees except the nominating committee; may 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, the board shall elect one of the vice-presidents to fill the vacancy. If no vice-president is able to serve, the board shall elect another of its members to serve as president.

Section 3. The Vice-Presidents . The vice-presidents shall perform such duties as the president and the LWVIL Board may designate.

Section 4. The Secretary and Treasurer.

a. The secretary shall perform such duties as customarily pertain to the office.

b. The treasurer shall perform such duties as customarily pertain to the office; arrange for an annual audit of the books by a certified public accountant; and at the direction of the LWVIL board, maintain deposits in authorized financial institutions.

ARTICLE VI – LWVIL Board of Directors

Section 1. Selection, Qualification and Term. The LWVIL Board shall consist of the officers, ~~six~~ eight or nine additional directors elected by the convention except when vacancies occur. All directors shall be voting members of the LWVIL. They shall serve until the close of the next convention or until their successors have been elected and qualified. An officer or director who misses two consecutive meetings may be asked to resign by the board of directors. No ~~appointed~~ ~~or~~ elected director shall serve more than two consecutive terms in the same office. No individual shall serve in any capacity, either officer or director, on the Board of Directors for more than five consecutive terms. Vacancies other than the presidency may be filled by a majority vote of the remaining members of the board.

Section 2. Powers and Duties . The LWVIL Board shall manage and supervise the business and activities of the LWVIL consistent with the instruction of the LWVIL convention. The board shall create and designate such committees as it may deem necessary. All committees report to the LWVIL Board.

Section 3. Executive Committee. The executive committee shall exercise such power and authority as may be delegated to it and shall report on all actions taken by it between regular meetings of the board of directors. The executive committee shall consist of the elected officers. The executive committee shall review the performance of the Executive Director annually.

Section 4. Regular Meetings. There shall be at least six meetings of the LWVIL Board annually. Members of the board shall be notified of all regular meetings at least one week prior to such meetings.

Section 5. Special Meetings. The president may call special meetings of the LWVIL Board and shall call a special meeting upon the written request of five members of the board. Members of the board shall be given written notice at least six days prior to such meetings. During a convention the president may, or upon request of five members of the board shall, call a special meeting by giving personal notice to each member of the board.

Section 6. Remote Meetings. The board may meet to conduct business by holding a meeting through electronic communications (e.g. through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication).

Section 7. Quorum. A majority of the members of the board of directors shall constitute a quorum. In the presence of a quorum, a majority of members in attendance at any board meeting shall decide its action. Any one or more members of the board may participate in a meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8. Name Change. The LWVIL Board is hereby authorized to change the name of this corporation to League of Women Voters of Illinois (NFP) or a similar available name and appropriately register the name with the Secretary of State of Illinois at the Board's discretion.

ARTICLE VII - Convention

Section 1. Place, Date, and Call to Convention. A convention of the LWVIL shall be held biennially at a time and place determined by the LWVIL Board. Dates listed in the official LWVIL calendar shall constitute a first call to convention and shall be sent to the presidents or those leaders acting in that capacity of local Leagues and ILOs and to the chairs of member-at-large units. A final call shall be sent out with the convention overview at least 90 days before convention and final registration materials at least 60 days prior to convention. Thereafter the board may advance or postpone this date by not more than two weeks.

Section 2.
Composition.

a. The convention shall be composed of the following voting delegates:

- 1) One delegate representing each local League and each MAL unit for each 25 voting members or major fraction thereof based on the official membership roster which is used by LWVUS to determine per-member payment.
- 2) A president or designated delegate from each local League and each MAL unit.

3) One delegate from each ILO.

4) The members of the board of directors of the LWVIL.

b. The convention shall be composed of the following non-voting participants:

1) One alternate representing each local League and each MAL unit for each 25 members or major fraction thereof based on the record in the state office of voting members as of January 31st preceding the convention.

2) Members-at-large of the LWVIL unless appointed as a voting delegate by a local League or a MAL unit.

Section 3. Qualifications of Delegates and Voting . Each delegate and alternate shall be a voting member of LWVIL. Each delegate or alternate acting for an absent delegate may vote or make motions. Each delegate shall be entitled to one vote only, even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. The LWVIL Board shall be the judge of whether a delegate is qualified to vote.

Section 4. Privilege of the Floor. Delegates, alternates, and members-at-large may have the privilege of the floor.

Section 5. Powers . The convention shall adopt a program of study and action, elect officers and directors, establish per-member-payments for the next two years, adopt budgets for the ensuing two fiscal years, and transact such other business as may be presented.

Section 6. Quorum. A quorum shall consist of a majority of the delegates registered at the convention provided that not less than fifty percent (50%) of the local Leagues in Illinois are represented at the convention.

ARTICLE VIII – Process for Making Changes Between Conventions

Section 1. Convening a Council. If the LWVIL Board or twenty-five percent (25%) of local Leagues determine that a change in program or budget is necessary or that other official business must be transacted between conventions, the LWVIL Board shall convene a council meeting at a time and place it shall determine.

Section 2. Procedures . The council may change the program or budget upon recommendation of the LWVIL Board or a local League using the following procedure:

a. At least eight weeks before the meeting, any local League proposing a change shall submit it to the LWVIL Board.

b. At least six weeks before the meeting, the LWVIL Board shall send notice of the meeting and all proposed changes to the presidents of local Leagues and ILOs and to the chairs of MAL units.

c. Any change proposed by a local League and not recommended by the LWVIL Board shall first require a majority vote of the council for consideration.

d. A two-thirds vote shall be required to adopt any change.

Section 3. Composition. The council shall consist of:

- a. Two delegates chosen by the board of each local League;
- b. One delegate from each ILO and each MAL unit;
- c. The members of the LWVIL Board.

Section 4. Quorum. A quorum shall consist of a majority of the voting delegates registered at the council provided that not less than fifty percent (50%) of the local Leagues in Illinois are represented at the council.

ARTICLE IX – National Convention and Council

Section 1. National Convention. The LWVIL Board shall elect delegates to the national convention in the number allotted the LWVIL under the provisions of the bylaws of the LWVUS. The president shall have the power to fill any vacancies which may occur in the delegation.

Section 2. National Council. The LWVIL Board shall elect delegates to the meeting of the National Council in accordance with the provisions of the bylaws of the LWVUS. The president shall have the power to fill any vacancy which may occur in the delegation.

ARTICLE X - Nominations and Elections

Section 1. Nominating Committee. The nominating committee shall consist of five members. The chair and two members, who shall not be members of the LWVIL Board, shall be elected by the convention. Nominations for these officers shall be made by the current nominating committee. Immediately after the convention, the board shall appoint two of its members to the committee. Vacancies shall be filled by appointment by the board. The president shall send the name and address of the chair of the nominating committee to the president of each local League and ILO and to the chair of each MAL unit within 90 days of election at convention.

Section 2. Suggestions by Local Leagues . At least one year prior to convention, the chair of the nominating committee shall request suggestions for nominations through the president of each local League and ILO and the chairs of MAL units. Suggestions for nominations by local Leagues shall be sent to the chair of the nominating committee. Any LWVIL member may also submit suggestions for nominations.

Section 3. Report of the Nominating Committee. In accordance with the Nominating Procedures approved by the Board of Directors, the report of the nominating committee of its nominations for officers, directors, and the chair and two members of the next nominating committee shall be sent to the Board of Directors. The report shall then be sent to the presidents of local Leagues and ILOs and to the chairs of MAL units six weeks prior to convention. Failure of presidents and MAL unit chairs to notify their members of the proposed slate of the nominating committee shall not invalidate the nomination or election process. The report of the nominating committee shall be presented to the convention at its first session. Nominations may be made from the floor immediately thereafter provided that the consent of the nominee has been obtained.

Section 4. Election . The election shall be in the charge of an election committee appointed by the president and ratified by the convention at its first business session. The election shall be by

ballot or by voting machine, except if there is but one nominee for each office, it shall be by adoption of the slate. A majority of those present and qualified to vote and voting shall constitute an election.

ARTICLE XI - Program

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 LWVIL shall consist of:

- a. Action to implement the Principles and Program of the LWVUS, and b. Those state governmental issues chosen by the convention for concerted study or concurrence and action.

Section 3. Adoption.

- a. As part of the program planning process, five months in advance of the convention the LWVIL Board shall send to the presidents of local Leagues and ILOs and the chairs of MAL units a status report of the current program.
- b. Three months in advance of the convention, local League members and boards shall evaluate the program and submit their suggestions. Only program recommendations submitted at this time will be eligible for consideration by the board and the convention.
- c. Six weeks in advance of the convention, the board of directors shall submit the proposed program and the not recommended items to the presidents of local Leagues and ILOs and to the chairs of MAL units. Failure of presidents and MAL unit chairs to notify their members of the proposed program shall not invalidate the adoption of program.
- d. Any League that plans to propose the adoption or amendment of a state League position by concurrence on the floor of the convention shall send background information, including pros and cons on the issue and an explanation of the rationale for using this form of member agreement, to all Leagues at least six weeks before convention.
- e. A majority vote of those present and voting shall be required for the adoption of items in the proposed program as presented to the convention by the board of directors.
- f. Further changes in the proposed program submitted for consideration but not recommended by the LWVIL Board may be made by the convention provided that:
 - 1) the convention shall order consideration by a majority vote;
 - 2) the vote on the proposed change shall not be taken in the same session as the order for consideration; and
 - 3) the convention shall adopt the change by a two-thirds majority vote.
- g. A two-thirds vote is required to amend or adopt a state League position by concurrence on the floor of the convention.

h. A council may change the program as provided in Article VIII.

Section 4. Action

- a. Members may act in the name of the LWWIL only when authorized to do so by the LWWIL Board.
- b. Local Leagues may take action on state government issues only when authorized to do so by the LWWIL Board. Local Leagues may act only in conformity with, and not contrary to, a position taken by the LWWIL and/or the LWWUS.

ARTICLE XII - Financial Administration

Section 1. Fiscal Year. The fiscal year of the LWWIL shall conform to that of LWWUS.

Section 2. Financial Support.

- a. Financial Responsibility. The local Leagues shall annually assume the financial support of the LWWIL and LWWUS.
- b. Dues. Each member, except for life members, shall pay annual dues. Members who join at the state level shall pay annual dues to the LWWIL in an amount determined by the LWWIL Board. Members who are enrolled in a local League shall be voting members of that local League, Interleague Organizations, the LWWIL and the LWWUS and shall pay annual dues to that local League as determined by the local League.
- c. Per-member-payment. Each local League shall make an annual per-member payment directly to the LWWIL in an amount to be determined by a three-fifths vote of those present and voting at each convention. When two or more members reside at the same address in a common household, the payment determined by the convention shall be made for the first member; a payment equal to one-half the per-member-payment shall be paid for each other member. No per-member payment shall be required for life members.
- d. The per-member-payment for a member who is a student shall be equal to one half the per-member-payment amount determined at convention. A student is defined as an individual enrolled either full- or part-time in an accredited institution.
- e. Associate members, defined in Article III, Section 2b, shall be natural persons under the age of 16. Dues/PMPs are required from Associate members at the level established for voting members of the LWWIL. Associate members are not voting members of the local League, LWWIL or LWWUS.
- f. Pilot Membership Programs - Notwithstanding any other provision in the Bylaws, the LWWIL Board of Directors may authorize pilot membership programs at the state or local level of limited scope, subject to the provisions on pilot programs in the LWWIL

Board Policies. Pilot Membership Program policies will govern dues and scope. Each pilot membership program shall be approved by the LWVIL Board of Directors.

Section 3. Budget Committee. The president shall appoint a budget committee, to be chaired by a local League member not serving on the LWVIL Board, for the purpose of preparing the proposed budgets in advance of the convention. The treasurer shall be ex-officio a member of the budget committee. The proposed budgets shall be submitted to the board of directors for approval.

Section 4. Budget . The board shall submit to the convention for adoption by a three-fifths vote the proposed budgets to provide support for the LWVIL for each of the two ensuing fiscal years. A copy of the proposed budgets shall be sent to the president of each local League and ILO and to the chairs of MAL units at least six weeks in advance of the convention. Failure of presidents and MAL unit chairs to notify their members of the proposed budgets shall not invalidate the adoption of the budgets.

Section 5. Distribution of Funds on Dissolution. In the event of the dissolution of the LWVIL, all monies and securities which may at the time be owned by or under the control of the LWVIL shall be paid to the LWVUS after the LWVIL Board has paid or made provision for the payment of all liabilities of the LWVIL. All other property of whatsoever nature, whether real, personal or mixed which may at the time be owned or under the control of the LWVIL, shall be disposed of to such person, organization, or corporation for such public, charitable or educational use and purposes as the LWVIL Board in its absolute discretion may designate.

ARTICLE XIII - Parliamentary Authority

Section 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 XIV - Amendments

Section 1. Amendments . These bylaws may be amended by a two-thirds vote of the delegates present and voting at any convention provided that:

Three months prior to convention, local League boards shall submit proposals for change to the LWVIL Board of directors.

Six weeks prior to the convention, all proposed amendments together with the recommendations of the LWVIL Board shall be sent to the presidents of local Leagues and ILOs and to the chairs of MAL units. Failure of presidents and MAL unit chairs to notify their members of the proposed amendments shall not invalidate the adoption of such amendments.

Section 2. Bylaws Committee. The president shall appoint a bylaws committee following the convention to study the bylaws and suggest amendments if necessary and to consider proposals suggested by any League member for changing the bylaws. The committee shall have both local League and LWVIL Board representation and shall submit to the LWVIL Board all recommended and suggested amendments.

Article XV Indemnification of Officers and Directors

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.

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 LWVIL, or as a member who is acting on behalf of LWVIL, 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 LWVIL; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of LWVIL 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.

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.

The League of Women Voters of Illinois · 332 S. Michigan Avenue · Suite 634 · Chicago, IL
60604 Phone: 312/939-5935 · Fax: 312/939-6887 · info@lwvil.org · www.lwvil.org