

LEAGUE OF WOMEN VOTERS OF DANE COUNTY

BYLAWS

(Blue text is language required or recommended by the national or state leagues.)

TABLE OF CONTENTS

ARTICLE I NAME AND AFFILIATION

ARTICLE II PURPOSES AND POLICY

ARTICLE III MEMBERSHIP

ARTICLE IV BOARD OF DIRECTORS

ARTICLE V OFFICERS

ARTICLE VI BOARD COMMITTEES

ARTICLE VII FINANCIAL ADMINISTRATION

ARTICLE VIII MEETINGS OF THE MEMBERSHIP

ARTICLE IX NOMINATIONS AND ELECTIONS

ARTICLE X PRINCIPLES, PROGRAM AND VOTER SERVICE ARTICLE XI

INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS

**ARTICLE XII DELEGATES TO NATIONAL CONVENTION AND STATE
ANNUAL MEETING**

ARTICLE XIII PARLIAMENTARY AUTHORITY

ARTICLE XIV AMENDMENTS

ARTICLE XV GROUP EXEMPTION

ARTICLE XVI DISSOLUTION

**ARTICLE I
NAME AND AFFILIATION**

Sec. 1. Name and Affiliation

The name of this organization shall be the League of Women Voters of Dane County, Wisconsin, Inc., hereinafter referred to in these bylaws as LWVDC.

**ARTICLE II
PURPOSE AND POLICIES**

Sec. 1. Purposes

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

Sec. 2. Policies

- a. Political Party.** The League shall not support or oppose any political party or any candidate.

- b. Diversity, Equity and Inclusion Policy.** LWVDC is fully committed to ensure compliance - in principle and in practice - with LWVUS' Diversity, Equity and Inclusion Policy.

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 LWVDC shall be voting members of the local League, LWVWI and 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 honorary life members, excused from the payment of dues.
 4. Those who are students are defined as individuals enrolled as full or part time with an accredited institution.
- b. All others who join LWVDC shall be non-voting Associate Members.**

Sec. 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 LWVDC 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

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

- a. The LWVDC Board of Directors shall consist of the Officers and four to six elected Directors. The elected members may appoint additional Directors, not exceeding three, as they deem necessary to carry on the work of LWVDC. The Board shall be composed of at least ten (10) people, but no more than fifteen (15) people at any time.

- b. Directors shall be elected by the general membership at each Annual Meeting or at any special membership meeting convened as provided in Art. VIII, Sec. 2 of these bylaws. The Board shall seek to stagger the number of Directors elected each year to maintain a balance between experienced and new Directors.

- c. The candidates for a Director position shall choose whether they will serve a one-year or two-year term prior to the election. The appointed Directors shall serve for a term of one year unless reappointed by the Board. All Officers and Directors shall be voting members of LWVDC. No member shall serve on the Board for more than three consecutive terms or six years, whichever is longer.

Sec. 2. Removal of a Board Member

A board member may be removed from office based on fraud, conflict of interest, breach of confidentiality, personal conduct or failure to perform. Prior to removal, two members of the executive committee shall discuss the matter directly and in confidence with the individual board member. If the matter is not resolved immediately or over a reasonable period of time, the board member shall be given a written opportunity to resign before the matter is submitted to the full board for a vote.

Sec. 3. Vacancies

- a. Three consecutive absences from a board meeting of any member without a valid reason shall be deemed a resignation.

- b. Any Board vacancy for any reason of an Officer or elected Director other than the President and Vice President may be filled until the end of the fiscal year by a majority vote of the remaining members of the Board. For a vacant director position with an unexpired term continuing into the next fiscal year, the director position shall be included on the Nominating Committee slate and submitted to the membership at the Annual Meeting for the period of the unexpired term.

- c. A vacancy occurring in the office of President for any reason shall be filled to

the end of the President's current term by the Vice President. If there are two Vice Presidents, the Board shall determine which individual shall fill the office of President.

d. A vacancy occurring in the office of Vice President for any reason shall be filled by the Board of Directors from among its elected members.

e. If the offices of President and Vice President become vacant for any reason, they shall be temporarily filled by the Board of Directors from among its elected members until the Nominating Committee has nominated two people to fill the positions and the selections have been adopted by a vote of the membership.

Sec. 4. Power, Commitment and Duties

a. The Board shall have responsibility for the property and business of the organization, with full power and authority to manage and conduct business subject to the instructions of the general membership.

b. The Board shall have the responsibility for assuring the implementation of the annual Program as adopted by LWVUS, LWVWI, and LWVDC membership at the Annual Meeting.

c. The Board shall create, designate and disband committees as it may deem necessary and shall appoint Directors or other members to be committee chairs.

Sec. 5. Meetings of the Board of Directors

a. There shall be at least nine regular meetings of the Board of Directors annually. The President may call special meetings of the Board and shall call a special meeting upon the written request of five members of the Board.

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

c. [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.](#)

d. Electronically-Conferenced Meetings

Meetings of LWVDC Board or committees of the Board may be conducted in person or by telephone or other communication technology. All participating directors shall be informed when the meeting begins that a meeting is taking place at which official business may be transacted and that a director participating in such meeting by electronic means and stating their name at the beginning of the meeting is deemed present in person at the meeting.

ARTICLE V OFFICERS

Sec. 1. Enumeration and Election of Officers

The Officers of LWVDC shall be President, Vice President, Secretary, and Treasurer. The Officers shall be elected by the general membership at the Annual Meeting or a special meeting convened as set forth in these Bylaws. All candidates for an Officer position shall choose whether they will serve a one-year or two-year term prior to the election. The Board will seek to stagger the elections of Officers to maintain a balance between experienced and new Officers.

Sec. 2. Co-Officers

Officer positions may be filled by a single person or two individuals acting as "Co-Officers". Co-Officers are both elected positions. All references to an Officer in these bylaws include Co-Officers.

Sec. 3. The President

The President shall perform the following duties:

- a. Preside at all meetings of the organization and of the Board of Directors and Executive Committee.
- b. In the absence or disability of the Treasurer, sign or endorse checks, drafts and notes.
- c. Be ex-officio, non-voting member of all other committees except the Nominating Committee.
- d. Have such usual powers of supervision and management as may pertain to the office of the President.

- e. Perform such other duties as may be designated by the Board.

Sec. 4. The Vice President

The Vice President shall perform such other duties as the President or Board may designate. The Vice President shall, in the event of vacancy in the presidency, possess all the powers and perform all the duties of the office of President.

Sec. 5. The Secretary

The Secretary shall perform the following duties:

- a. Keep and ensure publication on LWVDC website a complete record of all general meetings and of all meetings of the Board excluding only confidential personnel information.
- b. Notify the chairs of committees of any motion adopted by the Board or by the members which may affect the work of the committee.
- c. Notify the members of the Board of all meetings.
- d. Perform such other functions as may be incident to the office.

Sec. 6. The Treasurer

The Treasurer shall perform the following duties:

- a. Provide oversight of all financial records and financial transactions
- b. Ensure proper safeguarding of all negotiable assets (monies and investments)
- c. Present financial statements to the Board and Membership as appropriate
- d. Ensure compliance with all appropriate taxing authorities

ARTICLE VI BOARD COMMITTEES

Sec. 1. Standing Committees

The Executive Committee, the Finance Committee and the Nominating Committee shall be the only standing committees of LWVDC. The Executive Committee shall consist of four members, including the President, Vice President and two directors appointed by the Board from its own membership. The committee 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. The Finance Committee shall be established

as provided in Article VII and the Nominating Committee shall be established as provided in Article IX.

Sec. 2. Organizational Committees

The two primary operational committees of LWVDC shall be the Program and Advocacy Committee and Voter Service (Art. X). The Board may create, designate and disband additional committees as needed to carry out the business of LWVDC. Each committee of the Board shall fix its own rules governing the conduct of its activities, not inconsistent with these bylaws and the policies and procedures promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request.

ARTICLE VII FINANCIAL ADMINISTRATION

Sec. 1. Fiscal Year

The fiscal year of LWVDC 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 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 Committee.

A Finance 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 five members, including the Treasurer and two directors. The duties of the committee shall include monitoring the financial condition of LWVDC, preparing an annual budget, monitoring investments and ensuring compliance with all legal filing requirements. The committee will appoint subcommittees as needed to carry out these duties that will include but are not limited to a Budget Subcommittee and a Financial Advisory Subcommittee.

Sec. 5. Budget.

The Finance Committee will develop an annual budget for the next fiscal year. Upon review and approval by the Finance Committee and the Board, it shall be sent to the membership at least thirty days before the Board submits it for approval to the membership at the Annual Meeting.

ARTICLE VIII MEETINGS OF THE MEMBERSHIP

Sec. 1. Membership Meetings

The time and place of meetings for the members shall be determined by the Board of Directors. Thirty members shall constitute a quorum to conduct business at all membership meetings of LWVDC.

Sec. 2. Annual Meeting

The Annual Meeting shall be held prior to the start of each fiscal year, the exact date to be determined by the Board. At the Annual Meeting, the membership shall:

- a. Adopt a local Program for the ensuing year.
- b. Elect officers, directors and members of the Nominating Committee
- c. Adopt a budget for the new fiscal year.
- 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 stating the specific reason for the special meeting. At least two weeks' written notice of any special meeting shall be given to the membership.

ARTICLE IX NOMINATIONS AND ELECTIONS

Sec. 1. Nominating Committee

The Nominating Committee shall provide assistance in filling Board vacancies and appointed positions as the President or Board may request during the year. The Nominating Committee shall consist of five members, two of whom shall be members of

the Board. The Chair and two members, who shall not be members of the Board, 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 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.

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, PROGRAM AND VOTER SERVICE

Sec. 1. Principles

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

Sec. 2. Program and Advocacy

- a. The Program of LWVDC shall consist of providing educational opportunities for LWVDC members and the community at large and concerted study and action on local government issues.
- b. The proposed program for a fiscal year shall be adopted by majority vote of the Board. The Program shall then be submitted to members at least 30 days before the Annual Meeting for adoption at the Annual Meeting.
- c. A Program and Advocacy Committee may be appointed by the Board annually. The duties of the committee are to recommend program priorities for Board and membership approval and to plan and present the selected topics and

recommended actions to the membership and the community at forums and other informational meetings.

Sec. 3. Voter Service

Voter Service activities consist of but are not limited to:

- a. Providing voter and citizen education
- b. Conducting and organizing participation in voter outreach events to facilitate the exercise by citizens of their right to vote.
- c. Advocating for best practices in election procedures

Sec. 4. 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 INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS

Sec. 1. Mandatory Indemnification

The LWVDC shall to the maximum extent permitted under the Wisconsin law indemnify and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to LWVDC; or is or was serving at the request of LWVDC as a director, officer, employee or agent of any committee or of any other LWVDC enterprise. Such right of indemnification shall benefit heirs, executors, administrators and personal representatives of such a person.

Sec. 2. Liberal Construction

In order for LWVDC to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

Sec. 3. Supplementary Benefits

LWVDC may supplement the right of indemnification under Sec. I of this Article by one or more of the following: purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

ARTICLE XII DELEGATES TO NATIONAL CONVENTION AND STATE ANNUAL MEETING

Sec. 1. LWVUS Convention

The LWVDC Board shall select delegates to the Convention or Council of LWVUS in the number allowed under the provisions of the national bylaws.

Sec. 2. LWVWI Annual Meeting

The LWVDC Board shall select delegates to the LWVWI Annual Meeting in the number allowed under the provisions of the state bylaws.

ARTICLE XIII PARLIAMENTARY AUTHORITY

Sec. 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. In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control. The invalidity of any part of these bylaws shall not impair or affect in any manner the validity, enforceability or effect of the balance of the bylaws.

ARTICLE XIV AMENDMENTS

Sec. 1. Amendments

These bylaws may be amended by a two-thirds vote of the members present and voting at the Annual Meeting, or a special meeting convened as provided in Art. VIII, Sec. 3 of these bylaws. The amendments shall be submitted to the membership in writing at least thirty days in advance of the meeting.

ARTICLE XV GROUP EXEMPTION

Sec. 1 Group Exemption.

LWVDC 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.

ARTICLE XVI 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 Education Network, Inc. (LWVWI Education Network Inc.) or, if the LWVWI Education Network 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.

Adopted by the LWVDC Membership on June 4, 2023.