

LEAGUE OF WOMEN VOTERS OF APPLETON, WISCONSIN
BYLAWS, AS AMENDED May 12, 2011

Article I
Name

Section 1. Name. The name of this organization shall be League of Women Voters of Appleton, hereinafter referred to in these bylaws as LWV Appleton, or as the League. This local League is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as LWVUS, and of the League of Women Voters of Wisconsin Education Network.

Article II
Purposes and Policy

Section 1. Purposes. The purposes of LWV Appleton shall be to promote political responsibility through informed and active participation in government, and to act on selected government issues

Section 2. Political Policy. The League shall not support or oppose any political party or any candidate.

[II.3] LWV of Appleton 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").

[II.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 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. Citizens at least eighteen years of age who join LWV Appleton shall be voting members of the local and state Leagues of their place of joining and of the LWVUS; (1) those who reside outside the area of any local League may join a local League or shall be state members-at-large; (2) those who have been members of the League for fifty 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 and Election of Officers. The officers of LWV Appleton shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer, who shall be elected for terms of two years by the general membership at the annual meeting. All officers, except the treasurer shall take office immediately following the annual meeting. The treasurer shall take office on July 1. The President, First Vice President and Secretary shall be elected in odd-numbered years. The Treasurer and Second Vice President shall be elected in even-numbered years.

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 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 in the absence of the treasurer; and shall perform such other duties as the board may direct. In the event of the absence, disability, resignation or death of the president, the vice-presidents, in order of their rank, shall assume the office. If no vice-president is able to serve as president, the board shall fill the vacancy from among the elected directors.

Section 3. The Vice-Presidents. The vice-presidents shall perform such duties as the president and board shall direct.

Section 4. The Secretary. The secretary shall keep minutes of the meetings of the membership and of the board; shall notify all officers and directors of their election; shall sign with the president all contracts and other instruments when

so authorized by the board; and shall perform such other duties as the president and the board shall direct.

Section 5. The Treasurer. The Treasurer shall collect and receive all monies due; shall be the custodian of these monies; shall deposit them in a bank designated by the Board of Directors; shall disburse the same in accordance with the budget or, in the case of extraordinary expense, upon the order of the board; and shall present statements to the board at the regular meetings and an annual report to the annual meetings. The books of the Treasurer shall be audited annually prior to the annual meeting.

Section 6. Terms. Officers of LWV Appleton may be elected to the same office no more than two consecutive terms.

Article V Board of Directors

Section 1. Number, Manner of Selection and Term of Office. The Board of Directors shall consist of the five (5) officers of the League, six (6) or more elected directors, and appointed directors not to exceed the number of elected directors. Three (3) or more of the directors shall be elected by the general membership at each annual meeting and shall serve for a term of two years or until their successors have been elected and qualified. The elected members shall appoint such additional directors not exceeding the number of elected directors, as they deem necessary to carry on the work of the League. The terms of office for the appointed directors shall be one year and shall expire at the conclusion of the next annual meeting. All State Board members, who are members of the LWV Appleton, may be invited by the local board to be additional members of the Board of Directors by virtue of their State offices.

Section 2. Qualifications. No person shall be elected or appointed or shall continue to serve as an officer, director or representative of this organization unless currently enrolled in LWV Appleton as a voting member.

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. Three consecutive absences from a board meeting without a valid reason shall be deemed a resignation.

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, state convention and the annual meeting. The board shall create and designate such special committees as it may deem necessary.

Section 5. Executive Committee. The board shall appoint four (4) elected members from its own body who, together with the President, shall act as the Executive Committee for the board between regular meetings, provided that the action taken shall be presented to the board for ratification at its next meeting.

Section 6. Meetings. There shall be at least nine (9) regular meetings of the Board of Directors annually. The President may call a special meeting upon the written request of five (5) members of the board.

Section 7. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Article VI Meetings

Section 1. Membership Meetings. There shall be at least four (4) meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Section 2. Annual Meeting. The annual meeting shall be the regular spring membership meeting. The annual meeting shall:

- A. elect officers, directors, and members of the Nominating Committee;
- B. adopt a budget;
- C. adopt a local program for the ensuing year;
- D. transact such other business as may properly come before it.

Section 3. Quorum. Fifteen percent of the voting members shall constitute a quorum at all business meetings of LWV Appleton. Absentee or proxy voting shall not be permitted.

Article VII 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 board, shall be elected by the annual meeting. Immediately after the annual meeting the board shall appoint two of its members to the committee. Vacancies shall be filled by appointment by the board. This committee shall serve for one year and shall make suggestions to the board for filling vacancies when necessary. Suggestions for nominations for officers and board members

may be sent to this committee by any voting member. Nominating committee members may not serve more than two consecutive terms.

Section 2. Report of Nominating Committee. The report of the nominating committee, containing its nominations for officers and directors and the chair and two members of the next nominating committee, shall be sent to the members one month before the annual meeting. The report of the nominating committee shall be presented to the annual meeting. Nominations may be made from the floor immediately thereafter by any voting member, provided the consent of the nominee has been obtained.

Section 3. Election. Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority vote shall constitute an election.

Article VIII Principles and Program

Section 1. Principles. The Principles are concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state and local program.

Section 2. Program. The program of LWV Appleton shall consist of action to implement the Principles and those local governmental issues chosen by the annual meeting for concerted study and action as follows:

- A. Voting members may make recommendations to the board at least two months before the annual meeting.
- B. The board shall consider these recommendations and formulate a proposed program which shall be sent to the members at least one month before the annual meeting.
- C. The annual meeting shall adopt a program by a majority vote. Program recommendations submitted to the board at least two months before the convention but not proposed by the board may be considered by the annual meeting, provided that the annual meeting shall order consideration by a majority vote and shall adopt the item by a two-thirds vote.

Section 3. Changes in Program. Changes in the program, in the case of altered conditions, may be made provided that information concerning the proposed changes has been sent to all members at least two weeks before a general membership meeting at which the change is to be discussed, and that final action by the membership is taken at a succeeding meeting.

Section 4. Program Action. Members may act in the name of the LWV Appleton only when authorized to do so by the appropriate board. They may act only in conformity with, and not contrary to, a position taken by LWV Appleton, LWV Wisconsin Education Network, and LWVUS.

Article IX Financial Administration

Section 1. Fiscal Year. The fiscal year of LWV Appleton shall be from July 1 to June 30 of each year.

Section 2. Dues. Annual dues approved by the membership as part of the budget shall be payable the first day of October. Any member who fails to pay the dues by January 1st shall be dropped from the membership rolls.

Section 3. Budget. The budget shall include support for all financial obligations approved by the Board of Directors and assumed by the local League for the ensuing fiscal year.

Section 4. Budget Committee. The budget shall be prepared by a committee which shall be appointed for that purpose at least two months before the annual meeting. The President (may vote), the Treasurer, the Finance Drive Chairman, and two other members from the membership shall serve on the committee. One from membership shall be the chairman. The proposed budget shall be submitted to the Board of Directors, and shall be sent to all members one month before the annual meeting.

Section 5. Distribution of Funds on Dissolution. In the event of the dissolution of LWV Appleton all moneys and securities which may at the time be owned by or under the control of LWV Appleton shall be paid to the LWV Wisconsin Education Network after the state and national per member payments and other obligations have been met. All other properties of whatsoever nature, whether real, personal, or mixed which may at the time be owned or under the control of LWV Appleton shall be disposed of to such person, organization, or corporation for such public, charitable or educational use and purposes as the board in its absolute discretion may designate.

Article X
Convention and Annual Meeting

- Section 1. National Convention. The Board of Directors, at a meeting before the date on which the names of the delegates must be sent to the national office, shall select delegates to the national convention in the number allotted LWV Appleton under the provisions of the bylaws of LWVUS.
- Section 2. State Annual Meeting. The Board of Directors, at a meeting before the date on which the names of the delegates must be sent to the state office, shall select delegates to the State Annual Meeting in the number allotted LWV Appleton under the provisions of the bylaws of LWV Wisconsin Education Network.

Article XI
Parliamentary Authority

- Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and not inconsistent with these bylaws.

Article XII
Amendments

- Section 1. These bylaws may be amended by a two-thirds vote of the voting members at the annual meeting provided that the proposed amendments were submitted to the membership in writing at least one month in advance of the meeting.

Article XIII
Dissolution

- Section 1. 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 Education Network, Inc. ("LWVWI Education Network") 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.

Articled XIV
Group Exemption

Section 1. LWV of Appleton agrees to be included in the group ruling of the LWVWI Education Network (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 Education Network, including Bylaws, Policies, and Handbook.
- b. We agree to report our activities to LWVWI Education Network 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.