

## MODEL BYLAWS

### Template for Local Leagues

*Provisions in these LWVIL local League sample bylaws are included to conform to Illinois state laws governing nonprofit organizations. NOTE: it is not recommended that Illinois local Leagues use the sample bylaws that can be found on the LWVUS website, as the LWVUS template does not conform to Illinois law. Check the notes in this document about specific requirements of the Illinois law.*

#### **Notation Key:**

**Bold/Black, Red** - information & best practices advice (delete when completed)

**Blue** - 501c3 required

**Purple** - fill in the blank

*Lower case is used throughout this document except for words like "League" or "Program" and in titles of sections. Lower case is preferred according to current recognized style guides and manuals.*

#### **BYLAWS**

for the regulation [***if incorporated, add:*** ,except as otherwise provided by statute, or its articles of incorporation,] of the **LEAGUE OF WOMEN VOTERS OF [insert Name of League]** [***if incorporated, add:*** an Illinois Not-for-profit Corporation].

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***Articles I, II, and III must be consistent with those of the LWVUS and the LWVIL; this has been approved by both Leagues.***

## Article I

### Name [*if incorporated, add: and Form*]

Section 1. Name. The name of this organization shall be the League of Women Voters of [*Insert Name of League*] (herein referred to as the "League"). The League is an integral part of the League of Women Voters of the United States (herein referred to as the LWWUS) and the League of Women Voters of Illinois (herein referred to as the LWWIL) and the League of Women Voters of the [*insert Name or Names of the InterLeague Organization to which the local League belongs, if applicable, and include the following phrase with the parentheses (herein referred to as the ILO or ILOs).*] *In addition, be sure to draft bylaws accordingly throughout the document if the League belongs to multiple ILOs.*

*[LWWUS style is to use “the LWWUS” instead of national League; the LWWIL has adopted a similar style for references to state League, “the LWWIL.”] Be sure the name of the League is the same as that approved by LWWUS. If incorporated, be sure the same name is also used in the Articles of Incorporation.*

*[If incorporated, add this section.]*

Section 2. Form. The League shall be a not-for-profit corporation incorporated under the laws of the State of Illinois.

## Article II

### Purpose and Policies

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

Section 2. Policies.

1. Political Policy. The League shall not support or oppose any political party or candidate.
2. Diversity, Equity & Inclusion Policy. The League is fully committed to ensure compliance – in principle and in practice -- with the LWWUS’ Diversity, Equity, and Inclusion Policy.

Section 3. Tax Exempt Status. The League is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the League shall not conduct any activities which are not consistent with the permissible activities by an organization exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the League shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

**[IMPORTANT: The language of Article II, Section 3 should not be modified. This is expected to be present in the application to the IRS for 501(c)(3) status.] *The LWWUS allows the addition of Section 3 to Article II.***

## Article III Membership

Section 1. Eligibility. Any person who subscribes to the purposes and policy of the League shall be eligible for membership (herein referred to as a "member").

Section 2. Types of Membership. The membership of the League shall be composed of voting members and associate members. Only voting members shall be members within the meaning of the Illinois General Not For Profit Corporation Act of 1986.

a. Voting Members. Persons at least 16 years of age who join the League shall be voting members of the League, the LWVIL, the LWVUS and the membership ILO(s). Life members shall be those voting members who have been members of the LWVUS for 50 years or more. Student voting members shall be individuals enrolled either as full or part time with an accredited institution.

b. Associate Members. All other persons who join the League shall be non-voting associate members.

## Article IV Officers

Section 1. Enumeration and Election of Officers. The officers of the League shall be a president, vice president, a secretary, and a treasurer. *(Note that alternative leadership can be created in the form of an executive committee by director vote, Article VI.)* The president and secretary shall be elected in odd-numbered years. *If a League chooses to elect co-presidents, it is suggested that a sentence be added saying "In lieu of president, the officers may include two co-presidents who fulfill all duties and responsibilities described herein and ascribed to the President." rather than trying to amend bylaws to specify co-presidents in various places. Keeping the "president" terminology throughout allows for the case where one person is willing to assume the presidency.* The vice president and treasurer shall be elected in even-numbered years. **[Note: The previous sentence contemplates adopting staggered terms for your officers. You may consider a different pattern.]** They shall take office on **[insert date, e.g. July 1. See note in Article V, Sec. 3.]** after the annual meeting at which they were elected and shall hold office for one term or until their successors have been elected. *The length of term is defined in Article V, Sec.3. Adjust election years to conform to your League needs. Staggered terms are best practice and recommended by the LWVIL. If terms are to be one year, adjust accordingly.*

***[If there are co-presidents, you should create a standing rule or policy to say that one of them will be designated as a "president of record" for legal documents and will sign all legal documents for the League, e.g., tax, bank, etc. It is not necessary to insert "president of record" into the bylaws.]***

Section 2. President. The president shall preside at all meetings of the League and of the board of directors. The president shall be an ex-officio member of all committees except the nominating committee and audit committee, if any, and shall have such usual powers of supervision and

management as may pertain to the office of president and perform such other duties as may be designated by the board.

Section 3. Vice President. The vice president, in the event of absence, disability, or death of the president, shall possess all the powers and perform all the duties of that 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 and board may designate.

***[If there is more than one vice-president, list each vice president and the duties of each in the resolution pursuant to which such vice president is nominated and elected.]***

*The League may have more than one vice-president and other officers. Many duties of the president may be assigned to vice-president(s). LWWIL does not designate a specific portfolio for the various VPs, but your League may want to do so **in the nomination resolution**. For example:*

*Resolved, that the slate of nominees for the position of vice president include the following:*

*Sally Smith, Vice President, Membership*

*Jane Jones, Vice President, Voter Service*

*Marty Member, Vice President, Program*

Section 4. Secretary. The secretary shall keep a book of minutes of all meetings of the LWV of **[insert Name of League]** board. The secretary shall keep, in the **[insert Name of League]**'s principal office in the State of Illinois, the LWV of **[insert Name of League]**'s current articles of incorporation and bylaws. **The secretary shall certify these are the true and correct copies of the documents.** The secretary shall have such other powers and perform other duties as may be prescribed by the LWV of **[insert Name of League]** board.

*Any other officer may have the ability to certify the bylaws, if you prefer. Customarily, however, this is the role of the Secretary. Certifying means stating that the documents are true and correct copies.*

Section 5. Treasurer. The treasurer is the chief financial officer of the League and shall keep and maintain adequate and correct accounts of the properties and business transactions of the League. The books of account shall at all times be open to inspection by any director.

The treasurer shall deposit all money and other valuables in the name and to the credit of the League with such depositories as may be designated by the board. The treasurer shall disburse the funds of the League as may be ordered by the board, shall render to the president and the directors, whenever they request it, an account of all transactions as treasurer and of the financial condition of the League, and shall have such other powers and perform such other duties as may be prescribed by the board. The treasurer shall be responsible for filing federal, state, and local government forms and payment of taxes and fees; as required by law. The treasurer shall present financial statements to the board at its regular meetings, a financial report to the members at the annual meeting, and a year-end financial report within 120 days of the close of the fiscal year.

*There is an annual Fiduciary Checklist for local Leagues on the LWWIL website under For Members-League Resources-Treasurers.*

***[Additional officers and their duties shall be listed here. Use one section for each office.]***

## Article V Board of Directors

Section 1. Number of Directors. The authorized number of directors shall be **[insert minimum and maximum range; see note on Illinois law requirements]** including the officers named in Article IV, Section 1.

*Illinois law allows a variable range for the size of the board. However the minimum must not be less than three (3) and the maximum must not exceed the minimum by more than five (5). For example, the range may be 3-8 or 10-15.*

Section 2. Selection of Directors. The officers shall be elected as provided for in Article IV, Section 1. The elected directors in addition to elected officers who are also directors shall be elected by a majority of members eligible to vote at the annual meeting. **[Enter half of the number of directors to be elected in addition to the officers]** shall be elected in even-numbered years, **[enter the remaining number of directors]** in odd-numbered years. **[If League is not using staggered year terms, the third sentence should be deleted.]** *Staggering terms allows for an overlap of experienced and new board members. This is best practice and recommended by the LWVIL.*

Section 3. Term of Office. The elected directors shall hold office for a term of **[one] [two]** years or until their successors have been elected or appointed and qualified. Their term shall begin on **[insert date, e.g. July 1]** following the annual meeting at which they are elected. The appointed directors shall hold office for one year or until **[insert date, e.g., June 30]** following the next annual meeting. *The start date will depend on the date of the annual meeting. In any case, be sure to specify when terms begin and end.*

Section 4. Qualifications. All directors must be voting members of the local League. **No Associate Members (article III 2(b)) may be directors.**

Section 5. Vacancies. A vacancy on the board of directors shall be deemed to exist in the case of death, resignation or removal of any director, or if the authorized number of directors is increased. A vacancy caused by death or resignation shall be filled, until the annual meeting, by a majority vote of the board. A director may resign effective upon giving written notice to the president, secretary, or the board. Three consecutive absences from board meetings of any director, without valid reason, shall be deemed a resignation. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6. Powers and Duties. Subject to the limitations of law, the articles of incorporation if any, and these bylaws, the activities and affairs of the League, and all corporate powers shall be exercised by or under control of the board. The board shall plan and direct the work necessary to carry out programs on selected governmental issues as adopted by the LWVUS Convention, the LWVIL Convention, and the annual meeting.

In executing the duties of their office, board members are expected to carry out applicable laws and regulations as well as league bylaws, mission, policies, principles, positions, standards, and procedures. Board members who do not shall be counseled. If violations persist, they may be

removed from office by a two-thirds (2/3rds) vote of the members present and voting at a properly noticed meeting. *Illinois law is very specific about the removal of board members -- and in Illinois if members elect the directors, ONLY the members may remove the directors. What this means is that the grounds for removal of a director may be disclosed to the members. Be sure to have the Nominating Committee address this issue with prospective Board members and mention it in your new Board orientation.*

#### Section 7. Meetings of the Board.

- a. Regular Meetings. There shall be at least [*insert minimum number of board meetings desired*] regular meetings of the board annually. No action taken at any regular board meeting attended by **three-fourths** of the directors shall be invalidated because of the failure of any director to receive a properly sent notice or because of any irregularity in a notice actually received. [*Illinois says that the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board unless the bylaws state otherwise.*]
- b. Special Meetings. The president may call special meetings of the board and shall call a special meeting upon written request of [*insert number, e.g., two or five*] members of the board.
- c. Notice. Regular meetings may be held upon such notice as is determined by the board and notice for any type of meeting may be made by telephonic or electronic means. Special meetings shall be held upon a minimum of four days' notice if delivered by first class mail, or 48 hours if delivered personally or by electronic means.
- d. Quorum. A majority of the directors in office constitutes a quorum of the board for the transaction of business, except to adjourn as provided in the following section. A meeting at which a quorum is initially present may continue to transact business even if directors withdraw, if any action taken is approved by at least a majority of the quorum required for the meeting. In no event shall a quorum consist of less than one-third of directors then in office. *Illinois law requires that a majority of the directors then in office shall constitute a quorum; provided, that in no event shall a quorum consist of less than 1/3 of the directors then in office. If you have a quorum at any point during your meeting, a majority of the quorum may take action even if directors leave - as long as the number present in the quorum after directors leave is not less than one third (33.33%) of the total number of directors on the board. Make sure to note the time when directors leave a meeting as well as the number of directors remaining for each vote. This will provide support in the event that decisions are questioned or challenged.*
- e. Participation in Meetings by Electronic Means. Any one or more members of the board may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum, and other requirements for the conduct of meetings shall apply. Notice for such a meeting shall include information about the form of communications system and the means of accessing the communication system.
- f. Adjournment. A majority of the directors present, whether or not they constitute a quorum,

may adjourn to another time or place. If the meeting is adjourned for more than 24 hours, notice of adjournment to another time or place shall be given before the adjourned meeting to those directors not present at the time of adjournment. *Adjourning to another time or place must be done BEFORE the meeting adjourns. Once the meeting is over, make sure to notify all expected participants (those who were present as well as those who were not) of the new time and place for the meeting.*

g. Action Without Meeting. The directors may take action between meetings by mail or an e-mail ballot, when necessary, provided that notice of the proposed action sets forth the proposed action, and is approved in writing by all of the directors entitled to vote with respect to the subject matter of the action. The ballot must be evidenced by a written approval, which sets forth the action taken. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the board of directors. *All directors means unanimous approval. When sending out such a notice, make sure that the approval references the action (e.g. a response of "I approve the proposed action of the Board regarding filling the Secretary vacancy with Sally Jones" rather than a response of "yes".*

## Article VI Committees

Section 1. Creation. The board, by a majority vote of the officers and directors in office, may create one or more committees, each consisting of two or more voting members of the League.

Section 2. Powers. The board may delegate to such committees any of the authority of the board except with respect to:

- a. The approval of any action for which the law also requires approval of the members;
- b. The filling of vacancies on the board or on any committee which has the authority to act on behalf of the board;
- c. The amendment or repeal of bylaws or the adoption of new bylaws;
- d. The appointment of other board committees or the members thereof; or fix the compensation of any member of a committee (similar to self-dealing);
- e. The expenditure of League funds to support a nominee for director after there are more people nominated for director than can be elected;
- f. The approval of any self-dealing transaction, as such transactions are defined in law;
- g. The adoption of a plan for the distribution of assets of the League, or for dissolution
- h. The adoption of a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the League
- i. The amendment, alteration, repeal or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

*In Section 2, Powers, the word "may" is permissive. The Board need not delegate authority and should create a committee charter which indicates the authority of the committee as well as a means for the committee to be accountable and report to the board.*

Section 3. Executive Committee.

- a. The board may appoint an executive committee consisting of **[insert which officers/directors, (e.g., president, vice-president, etc.), or insert number of board members, (e.g., five board members)]**. **[Insert number, this must be a majority of the committee, e.g., three of five members]** members shall constitute a quorum.
  
- b. The executive committee shall transact emergency business between meetings of the board of directors. The proceedings of the executive committee shall be reported to the board at its next meeting.

## Article VII Financial Administration

Section 1. Fiscal Year. The fiscal year of the League shall be from **July 1 to June 30**. *Use of the July 1 to June 30 fiscal year is recommended in order to align your local League with LWVIL and LWWUS and minimize complications. Other fiscal years may be used. Adjust bylaws accordingly.*

Section 2. Dues. Annual dues shall be determined at the annual meeting by a majority vote of the local League members present. Such dues shall be payable by each member on **[insert specific date or the member's anniversary of membership date]**. *You may wish to use the anniversary of the date that the member joined rather than a single date. The use of an anniversary date provides for a more equitable membership protocol.* Any member who fails to pay dues within **[insert grace period, e.g., 30 days, 3 months]** after they become payable shall be dropped from the membership rolls. Life members shall be exempt from payment of dues. *Dues amounts are not placed in bylaws.*

Section 3. Membership through "Open Door" Policy. Membership may be obtained through an "Open Door" policy that allows for a reduced payment. A prospective member can be approved for this consideration by **[Membership Chairperson/Board]**. Members have the right to vote on all matters brought to a membership meeting for approval and/or decision.

Section 4. Budget Committee.

- a. Composition. The budget committee shall be composed of the treasurer and at least **[insert number, e.g., two]** members nominated by the president and appointed by the board. The treasurer shall not be eligible to serve as chair.
  
- b. Duties. The budget committee shall prepare an annual budget for the League and shall submit it to the board at least three months prior to the annual meeting.

Section 5. Budget. The board shall approve the budget and shall submit the budget to the members for adoption at the annual meeting. A copy of the proposed budget shall be sent to each member no less than five (5) days before the date of the annual meeting. The budget shall provide for the support of the League.

Section 6. Transactions with Interested Persons. Within 120 days after the end of the League's fiscal year, the board shall send to the members a report, of any transaction in which the League was a



party and in which any officer or director of the League had a direct or indirect material financial interest. **[Section 6 is not required but recommended best practices.]** *This section is highly recommended. In creating the report, you can use a municipal "Statement of Economic Interest" as a guide for format. See also, Article VIII, Section 1.*

Section 7. Endorsement of Documents and Contracts. Unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the League by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

**IMPORTANT:** *Leagues should create a standing rule or policy which clearly states which officers are permitted to execute contracts on behalf of the League. This policy should include at least two officers.*

Section 8. Distribution of Funds on Dissolution. In the event of the merger or dissolution of the League for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the League shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of the League and its affairs, to any member organization of the League of Women Voters national organization; or if none of the organizations are then in existence, then, at the discretion of the board, to another organization which has established its tax-exempt status under Section 501(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No funds of the League may be distributed to an officer, director, trustee, or key employee of the League.

Section 8. Distribution of Funds on Dissolution. In the event of the merger or dissolution of the League for any reason, all money and securities or other property of whatsoever nature which at the time are owned or under the absolute control of the League shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of the League and its affairs, to any member organization of the League of Women Voters national organization which is exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

**[IMPORTANT: The language of Article VII, Section 8 should not be modified. This is expected to be present in the application to the IRS for 501(c)(3) status.]**

## Article VIII

### Conflicts or Duality of Interest

Section 1. Purpose. The purpose of a conflict of interest policy is to protect the League's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee member of the League. The board of the League shall adopt a conflict of interest policy or make revisions therein from time to time. The conflict of interest policy shall require that each director, officer and member of a committee with powers delegated by

the Board shall annually sign a conflict of interest statement consistent with the terms of the conflict of interest policy then in effect. *There is a Conflict of Interest Policy template on the lwvill.org website under For Members-League Resources-Tools for Local League Boards.*

## Article IX Liability and Indemnification

Section 1. Indemnification of Directors and Officers. The League shall, to the fullest extent to which it is empowered to do so by the General Not-For-Profit Corporation Act of Illinois, as amended, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the League), by reason of the fact that he or she is or was a director, officer, employee or agent of the League, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the League and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct unlawful; provided, however, the League shall not indemnify any such person in relation to matters as to which any such director or officer shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated upon the existence of such liability.

Section 2. Contract with the League. The provisions of this Article IX shall be deemed to be a contract between the League and each director or officer who serves in any such capacity at any time, while this Article IX and the relevant provisions of General Not-For-Profit Corporation Act of Illinois, or other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article IX shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 3. Other Rights of Indemnification. The indemnification provided or permitted by this Article IX shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

## Article X Membership Meetings and Voting Rights

Section 1. Membership Meetings. There shall be at least [*insert minimum number of required meetings*] meetings of the members each year, including the annual meeting. The time and place of each meeting shall be determined by the board and may be held in the state of Illinois or outside of the state of Illinois as determined by the board.

Section 2. Annual Meeting. An annual meeting of members shall be held during [*insert month, e.g.,*

**during May or June. It should occur before the start of the fiscal year since the budget should be adopted before the start of the fiscal year.],** the exact date to be determined by the board. At the annual meeting the members shall:

- a. adopt a local program for the ensuing year;
- b. elect directors, officers, and local League members to serve on the nominating committee;
- c. adopt an adequate budget;
- d. approve Per member payments (PMPs); and
- e. transact such other business as may properly come before it.

**Section 3. Voting.** Each member shall be entitled to one vote only at any meeting of members. **[Note: Unless otherwise specified, membership is as of the date of the meeting. A cut-off date may be inserted here but the cutoff cannot be more than 60 days before the meeting.]** Absentee or proxy voting shall not be permitted.

**Section 4. Quorum.** A quorum for the annual meeting and for any meeting for which members are entitled to vote shall consist of **[insert number percent (xx %)]** of members. **Twenty percent (20%) is recommended but this number may be larger or smaller than 20%.**

**Section 5. Notice.** Written notice of each annual or special meeting shall be given to each voting member no less than five (5) days nor more than sixty (60) days before the date of the meeting. Such notice shall state the place, date, and hour of the meeting. Notice for special meetings must include the purpose or purposes for which the meeting is called. Notice must be given to each voting member between 20 and 60 days before the date of the meeting in the case of a removal of a director, a merger, consolidation, dissolution or sale, and lease or exchange of assets. **These actions should follow a prior recommendation from the board.**

**Section 6. Special Meetings.** The board or the president may call special meetings of members, and ten percent (10%) or more of the members may call a special meeting to remove directors and to elect their replacements. **The ten percent should be calculated as of the date of the call for a special meeting.**

**Section 7. Participation in Meetings of Members by Electronic Means.** Any one or more members may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum, and other requirements for the conduct of meetings shall apply. Notice for such a meeting shall include information about the form of communications system and the means of accessing the

communication system.

**Section 8. Rights of Inspection.** Any member may have a list of members, their addresses, and voting rights. All records and bylaws may be inspected by any member at any reasonable time.

## Article XI Nominations and Elections

### Section 1. The Nominating Committee.

- a. The nominating committee shall consist of a minimum of three (3) members, a minority of whom shall be directors. The chair shall not be a director and shall be elected at the annual meeting. The members who shall not be directors shall also be elected at the annual meeting. Nominations for these offices shall be made by the current nominating committee. Further nominations may be made from the floor of the annual meeting. Nominating committee members shall hold office for a term of one (1) year or until their successors are elected and qualified. The other members of the committee shall be appointed by the board at its first regular meeting following the annual meeting and their term of office shall expire concurrently with the term of office of the elected members.
- b. Any vacancy occurring in the nominating committee shall be filled by the board.
- c. The president of the League shall send the name and contact information of the nominating committee chair to the members. It shall be the duty of the nominating committee chair to solicit from members suggestions for nominations for the offices to be filled.

### Section 2. Suggestions by Members. Any member may send suggestions to the nominating committee.

Section 3. Report of the Nominating Committee and Nominations from the Floor. The report of the nominating committee of its nominations for officers, directors, and the chair and two members of the succeeding nominating committee shall be sent to the members no less than five (5) days before the date of the annual meeting. The report of the nominating committee shall be presented to the annual meeting. Immediately following the presentation of this report, nominations may be made from the floor by any member, provided that the consent of the nominee shall have been secured.

Section 4. Election. The election shall be by ballot, except that if there is but one nominee for each office, it shall be by voice vote, in which a majority vote of those members present, qualified to vote, and voting shall constitute an election. All elections for directors must be by ballot if a member so demands before the voting begins. If the election is by written ballot, the candidates receiving the highest number of votes of those persons voting are elected. *The last sentence allows a plurality, rather than a majority vote, if the election is conducted by a written ballot and there are more than two candidates.*

## Article XII Program

Section 1. Principles. The governmental principles as adopted by the LWVUS Convention and supported by the League as a whole, constitute the authorization for the adoption of Program.

Section 2. Program. The Program of the League shall consist of:

- a. action to implement the Principles; and
- b. those local governmental issues chosen for concerted study and action.

**Section 3. Adoption of Program.** Program is adopted according to the following procedures:

- a. The board of directors shall consider the recommendations submitted by members two months prior to the annual meeting and shall formulate a proposed Program;
- b. The proposed Program shall be submitted to the members no less than five (5) days prior to the annual meeting, together with a list of items not recommended by the board;
- c. A majority vote of members present and voting on the question shall be required for the adoption of Program as proposed by the board; and
- d. Any recommendation for Program submitted to the board at least two months before the annual meeting, but not proposed by the board, may be adopted by the members at the annual meeting, provided consideration is ordered by a majority vote and the proposal for adoption receives a three-fifths (3/5th) vote.
- e. Changes in Program, in the case of altered conditions, may be made provided that:
  1. information concerning the proposed changes has been sent to all members at least two weeks prior to a general membership meeting at which the change is to be discussed, and
  2. final action by the membership is taken at a succeeding meeting.

**Section 4. Member Action.** Members may act in the name of the League only when authorized to do so by the board of directors at the appropriate level of League. They may act only in conformity with, and not contrary to, a Position taken by the local League, **[insert the ILO, if applicable]**, the LWVIL or the LWVUS. *Remember: The League "speaks with one voice." The President or their designee speaks in public on behalf of the League.*

## **Article XIII**

### **Conventions and Councils**

**Section 1. National Convention.** The board, at a meeting before the date on which the names of delegates must be sent to the LWVUS office, shall select delegates to that convention in the number allotted the League under the provisions of the bylaws of the LWVUS.

**Section 2. State Convention.** The board, at a meeting before the date on which the names of delegates must be sent to the LWVIL office, shall select delegates to that convention in the number allotted the League under the provisions of the bylaws of the LWVIL.

**Section 3. State Council.** The board, at a meeting before the date on which the name of the delegates must be sent to the LWVIL office, shall name the delegates to that council, under the provisions of the LWVIL bylaws.

**[Sections 4 and 5 are used only if the local League belongs to an ILO, and must be written to conform to ILO bylaws.]**

**Section 4. ILO Convention or Annual Meeting.** The board, at a meeting before the date on which the

names of delegates must be sent to the ILO office, shall select delegates to that convention or annual meeting in the number allotted the League under provisions of the ILO bylaws.

Section 5. ILO Council. The board, at a meeting before the date on which the names of the presidents and ILO chairs must be sent to the ILO office, shall name the president or an alternate, and the ILO chair or an alternate to that council, under the provisions of the ILO bylaws.

## Article XIV Parliamentary Authority

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 in which they are not inconsistent with these bylaws or the law. *Make sure your Board has a current copy on hand for all meetings.*

## Article XV Amendments

Section 1. These bylaws may be amended by a two-thirds (2/3rds) vote of the voting members present and voting at the annual meeting, provided that amendments were submitted to the membership in writing no less than five (5) days in advance of the meeting. The failure of any member to receive such notice shall not invalidate the amendments to the bylaws.

Section 2. When required by an amendment of the LWWUS or the LWWIL bylaws, these bylaws may be amended by the board of directors and do not require approval of the voting members.

**[Note: The following is not part of the bylaws but should be added.]**

Adopted: *[insert date of adoption, month/day/year. When bylaws are revised, the date of revision becomes the new adoption date. A revision is a major change to the bylaws when an entire new bylaws is adopted. All previous adoption dates are then dropped from the list.] A "revision" might not include changes to every bylaw, but is still considered a revision if it is a major change. Language changes to maintain gender neutrality are not considered major.*

Signed: **[The secretary signs when bylaws are adopted or revised.]**

Amended: *[insert dates of all amendments since the latest revision, e.g. month/day/year]*