

Amended and Restated Bylaws of the League of Women Voters of Greater Green Bay

Approved by membership May 17, 2025 at Annual Meeting

ARTICLE I

Section 1. Name

The name of this organization shall be League of Women Voters of Greater Green Bay hereinafter referred to in these bylaws as LWVGGB.

Section 2. Board of Directors

The board of directors of this organization shall be referred to in these Bylaws as the Board.

ARTICLE II

Purposes and Policies

Sec. 1. Purpose.

The purposes of the LWVGGB are to promote political responsibility through informed and active participation in government and to act on selected governmental issues. The LWVGGB will also promote participation in the democratic process through education and to act on selected governmental issues, consistent with the requirements of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code").

Sec. 2. Policies.

The policies of the [LWVGGB] are

1. Political Policy. The League shall not support or oppose any political party or any candidate. LWVGGB may take action on state governmental measures and policies in the public interest in conformity with the Principles of the LWVUS, LWVWI and consistent with the section 501(c)(3) of the Code.
2. Diversity, Equity & Inclusion Policy. The League is fully committed to ensure compliance - in principle and in practice - with [LWVUS'] Diversity, Equity, and Inclusion Policy.
3. 501(c)(3) Status Provisions. 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

Sec. 1. Eligibility.

Any person who subscribes to the purposes and policy of the LWVGGB shall be eligible for membership.

Sec. 2. Types of Membership.

A. Voting Members. Individuals who meet the following requirements may be considered voting members of the LWVGGB, LWVWI and LWVUS if they meet the following requirements:

- (1) Persons at least 16 years of age
- (2) Per Member Payment (PMP) and Per Member Assessment (PMA) and LWVGGB membership dues have been provided by the individual or on the individual's behalf and are current, excluding
 - (a) Members of the League 50 years or more
 - (b) Those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

(4) *B. Associate Members.* All others who join the League shall be associate members.

ARTICLE IV

Seal, Books and Records

Section 1. Seal.

The LWVGGB shall not have a seal.

Section 2. Books and Records.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and shall keep in the principal office a record of the names and addresses of the members of the Board of Directors entitled to vote. All books and records of the corporation may be inspected by any member or her/his attorney for any proper purpose at any reasonable time.

ARTICLE V

Inter-League Organizations

Section 1. LWVGGB members may organize and participate in inter-League organizations, referred to in these Bylaws as ILOs, in order to promote the purposes of the League and to take action on county, metropolitan, regional, or multistate governmental issues.

Section 2. .LWVGGB's organization and participation in ILO's shall meet the standards adopted by the LWVUS Convention.

ARTICLE VI

Officers

Section 1. Enumeration, Election and Term of Office.

The officers of LWVGGB shall be: president, vice president, secretary and treasurer. The president and secretary shall be elected in odd-numbered years. The vice president and treasurer shall be elected in even-numbered years. Officers shall serve for a two-year term and shall assume office at the close of the Annual Meeting at which they are elected.

Section 2. President.

The president shall preside at all meetings of LWVGGB and the Board, unless another board member is designated. The president may, in the absence of the treasurer, sign or endorse checks, drafts and notes and shall be an ex-officio member of all committees except the nominating committee. The president shall have such usual powers of supervision and management as may pertain to the office of the president and shall perform other duties as designated by the Board. The president ~~will~~ may serve on the board in an ex officio capacity for the year following the completion of term of office and will have a vote.

Section 3. Vice President.

The vice president shall in the event of vacancy in the presidency possess all the powers and perform all the duties of that office. In the event that the vice president is unable to serve, the Board shall elect one of its members to fill the vacancy. The vice president shall perform such other duties as the president or Board may designate.

Section 4. Secretary and Treasurer.

In the event of a vacancy for secretary or treasurer, the Board shall elect one of its members to fill the vacancy. The secretary and treasurer shall perform such other duties as the president or Board may designate.

Section 5. Secretary.

The secretary shall be responsible for minutes of all Annual Meetings of LWVGGB and of all meetings 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 designated by the Board.

Section 6. Treasurer.

The treasurer, shall be responsible for the collection and receipt of all monies, and shall oversee disbursements in conformity with the provisions of the budget. The Board shall designate financial institutions for deposit of LWVGGB monies. The treasurer shall present reports to the Board at their regular meetings and a summary of the current financial status to the Annual Meeting of LWVGGB. The financial records of the LWVGGB shall be subject to an audit or review at the end of each fiscal year. The board shall designate a qualified member of the LWVGGB for a review. Upon request from the treasurer, an assistant shall be appointed by the president with approval of the board to assist the treasurer in administering the duties named above.

ARTICLE VII

Board of Directors

Section 1. Number, Selection and Term of Office.

The board shall consist of the officers of the LWVGGB, six elected directors, and not more than five appointed directors. One half of elected directors shall be elected by the voting 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 five as they deem necessary to carry on the work of the LWVGGB. The

terms of office of the appointed directors shall be one year and shall expire at the conclusion of the next annual meeting. All officers and directors shall be voting members of the LWVGGB.

Section 2. Resignations.

Any member of the Board may resign by giving written notice to the Board. A resignation need not be accepted in order to be effective.

Section 3. Removal from Office.

In the event that any member of the Board fails to perform her/his designated duties or is absent from three consecutive meetings of the Board, s/he may be removed by a two-thirds vote at a Board meeting. A vote for removal may not be taken unless notice has been given on the agenda of the meeting mailed at least one week prior to the meeting.

Section 4. Vacancies.

Any vacancy other than in the office of president may be filled for the remainder of the term by the Board.

Section 5. 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 the same. It shall plan and direct work necessary to implement the motions adopted by the Annual Meeting. It shall create and designate such special committees as it may deem necessary. The Board shall accept responsibility delegated to it by the Board of Directors of LWVUS, Board of LWVWI for the organization and development of Local Leagues, for carrying out national Program, and for meeting its financial obligation to LWVUS and LWVWI.

Section 6. Compensation.

Board members shall not receive compensation for serving as officers or directors. However, reimbursement for reasonable expenses incurred in connection with organization matters may be made, provided that such reimbursement is authorized by the president.

Section 7. Regular Meetings.

In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for those pertaining to vacancies on the Board, the annual budget, amendments of the bylaws or articles of incorporation, 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.

Section 8. Special Meetings.

The president may call special meetings of the Board. A special meeting shall be called upon the written request of four Board members. Board members shall be notified of the time, place, and purpose of special meetings sufficiently in advance to advise all members of the meeting. No action taken at any special Board meeting attended by three-fourths of the board members shall be invalidated because of failure of any board members to receive any notice properly sent or because of any irregularity in any notice actually received. The attendance of a Director at a special meeting shall constitute a waiver of notice of such meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Electronically Conferenced Meetings.

Meetings of the Board or committees of the Board may be conducted by telephone or other communication technology in accordance with Wisconsin Statute 181.0820 or any successor thereto. At the time the meeting is to begin all participating directors shall be informed that a meeting is taking place at which official business may be transacted and that a director participating in such meeting by electronic means is deemed present in person at the meeting. At the beginning of such meeting, and again at the time any vote at such a meeting is conducted, each of the directors shall first verify their identity and their ability to simultaneously hear each other and have communication immediately transmitted to each and all participating directors by stating their name at the beginning of the meeting, and at the time their vote is cast in the same manner as they cast their vote. 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 hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. Action without meeting.

In accordance with Section 181.0821, Wis. Stats., any action that ~~would~~ 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.

Section 11. Quorum.

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

Section 12. Executive Committee.

An executive committee, consisting of the officers of the board, shall 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.

Section 13. Appointment of Committees.

The Board may create committees having such powers as are then permitted by these Bylaws, Chapter 181 of the Wisconsin Statutes, and as are specified in the resolution establishing the committee. Each committee shall consist of not less than one (1) member of the Board and may include individuals who are not directors. All members of committees appointed by the Board shall be voting members of LWVGGB. The appointment of the chair and members of any committee of LWVGGB shall be subject to the approval of the Board.

Section 14. Nondelegable Powers; Rules of Committees.

No committee of the Board shall be empowered to act in lieu of the entire Board in respect to the filling of vacancies in the Board or committees of the Board created pursuant to Article VI or with respect to amendment of the Articles of Incorporation or the Bylaws of LWVGGB. Each committee of the Board shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request. All the committees shall perform an advisory function to the Board.

ARTICLE VIII

Section 1. Financial Year

The LWVGGB will use the **calendar year (January 1 – December 31)** for financial reporting and budgeting.

Section 2. Financial Support.

Financial responsibility for the work of the LWVGGB, LWVUS and LWVWI shall be assumed annually.

1. The Board shall determine LWVGGB membership dues. Annual dues, recommended by the board, shall be payable in April. Any member who fails to pay dues by October 1 will be dropped from the membership rolls. Members joining LWVGGB after the beginning of the calendar year will not be reassessed until April of the next year.
2. The treasurer shall make a per member payment (PMP) annually to LWVUS.
3. The treasurer shall pay a per member assessment (PMA) annually to LWVWI.
4. If recognition is withdrawn from LWVWI or LWVUS, all funds held by LWVGGB shall be property of LWVWI.

Section 3. Budget.

The Annual Meeting shall adopt a budget for the next fiscal year. The budget shall be prepared by a committee appointed by the Board for that purpose. The treasurer shall be a member of the budget committee, but shall not serve as chair. The budget committee shall present its proposed budget to the Board for consideration prior to its distribution in advance of the Annual Meeting

Section 4. Distribution of Funds on Dissolution.

Upon the dissolution of the organization, the Board shall, after paying or making provisions for the payment of all the liabilities of the LWVGGB, dispose of all the assets by distributing the assets to the League of Women Voters of Wisconsin, Inc. or, if the LWVWI, Inc. no longer exists or declines to accept the assets, to the LWVUS 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.

ARTICLE IX

Section 1. Mandatory Indemnification.

The organization shall to the maximum extent permitted under the Wisconsin Nonstock Corporation law, as amended, 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 the organization; or is or was serving at the request of the organization as a director, officer, employee or agent of any committee or of any other Corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 2. Liberal Construction.

In order for LWVGGB 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.

Section 3. Supplementary Benefits.

LWVGGB 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 X

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.

Section 2. Annual Meeting.

An annual meeting shall be held during the month of April or May, the exact date to be determined by the board. Notice for the Annual meeting must be given at least 30 days before the annual meeting. The annual meeting shall:

- A. Adopt a local program for the ensuing year;
- B. Elect officers, directors, and members of the nominating committee;
- C. Adopt a budget;
- D. Transact such other business as may properly come before it.

Section 3. Quorum.

Ten percent of the current membership shall constitute a quorum at all general membership meetings of the LWVGGB.

Section 4. Voting Qualifications.

Each voting member in attendance shall be entitled to one vote. Absentee and proxy voting not permitted.

Section 5. Powers.

In odd-numbered years, the Annual Meeting shall elect the president, secretary, three members of the Board of Directors, and the chair and one member of the nominating committee.

In even-numbered years, the Annual Meeting shall elect the vice president, the treasurer, three members of the Board of Directors, and the chair and one member of the nominating committee.

Section 6. 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 LWVGGB 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 XI

Nominations and Elections

Section 1. Nominating Committee.

The nominating committee shall consist of three voting members, one of whom shall be a member of the board. All three shall be elected at the annual meeting. Nominations for this committee shall be made by the current nominating committee. Any vacancy on the nominating committee may be filled by the chairperson. Suggestions for nominations for officers and

directors may be sent to this committee by any voting member. The nominating committee is to function throughout the year in order to assist the board in filling vacancies.

Section 2. Report of the Nominating Committee.

The report of the nominating committee shall be sent to all members at least one month before the date of the annual meeting. At the LWVGGB Annual Meeting, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

Section 3. Election.

The election shall be by ballot at the annual meeting. A majority vote of those qualified to vote and voting shall constitute an election.

ARTICLE XII

Principles and Programs

Section 1. Principles. The governmental Principles adopted by the LWVUS Convention constitute the authorization for the adoption of Program.

Section 2. Programs. The Program shall consist of activities to promote the Principles and Positions of LWVGGB, which shall be consistent with section 501(c)(3) of the Code.

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

1. The board shall consider the recommendations from the Lively Issues meeting shall formulate a proposed program.
2. The proposed program shall be sent to all members at least ~~one month~~ 30 days before the annual meeting.
3. A majority vote of voting members present shall be required for adoption of subjects in the proposed program as presented to the annual meeting by the board.
4. Recommendations for program submitted by voting members at least 30 days prior to the annual meeting but not recommended by the board may be considered by the annual meeting provided that: 1) the voters shall order consideration by a majority vote; 2) the voters shall adopt the item by a two-thirds vote.

Section 4. Member Action.

Members may act in the name of the LWVGGB only when authorized to do so by the appropriate board or the executive committee of the board.

Section 5. Local League Action.

All action must conform with, and not be contrary to, the positions taken by LWVWI and LWVUS.

ARTICLE XIII

National Convention, State Annual Meeting

Delegates to the national convention and or state annual meeting will be appointed in accordance with the respective organization.

ARTICLE XIV

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern LWVGGB 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 XV

Amendments

These Bylaws may be amended at any Annual Meeting of LWVGGB by a majority vote of those present provided that the proposed amendment was submitted to the Board at least 60 days prior to the Annual Meeting. The Board shall send all such proposed amendments to members at least 30 days prior to Annual Meeting.

ARTICLE XVI

Group Exemption

The LWVGGB 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:

1. We agree to accept the purpose of and abide by the policies and principles of LWVWI, including Bylaws, Policies, and Handbook.

2. We agree to report our activities to LWVWI as requested and to provide the requested reports on our activities and financials.
3. 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.
4. 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 XVII

Communication

The President is authorized to represent the LWVGGB and the board in public communications without prior board consent if communication is related to a position already taken by LWVUS, LWVWI or LWVGGB. If a position has not been taken, authorization from the board must first be obtained. The board can also authorize a voting member of the organization to represent the LWVGGB if prior authorization by the board is obtained. The Voter Services Chair can represent the LWVGGB without board consent for candidate debates for elections.