

LEAGUE OF WOMEN VOTERS OF NAPERVILLE BYLAWS ("Bylaws")

Adopted June 2023

ARTICLE I

Name

Sec. 1. Name: The name of this organization shall be the League of Women Voters of Naperville, hereinafter referred to in these Bylaws as the "Naperville League". This Naperville 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 Illinois, hereinafter referred to in these Bylaws as "LWVIL".

ARTICLE II

Purposes and Policies

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

Sec. 2. The following are policies of the League of Women Voters of Naperville:

- A. Political Policy: The Naperville League shall not support or oppose any political party or any candidate.
- B. Diversity, Equity and Inclusion Policy: The League 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 purposes and policies 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 the League shall be voting members of the local League, the LWVIL and the LWVUS as follows:
 1. Individuals who live within an area of a local League may join that League or any other local League.
 2. Those who reside outside the area of any local League may join a local League or shall be state members-at-large (i.e., a member who resides outside the area of, and is not enrolled in, a local League).
 3. Those who have been members of the League for 50 years or more shall be "Life Members" and shall thereafter be excused from the payment of dues.
- B. Associate Members. All others who join the League shall be "Associate Members".

ARTICLE IV
Board of Directors

Sec. 1. Number, Manner of Selection and Term of Office: The Board of Directors shall consist of nine (9) elected Directors and not more than five (5) appointed Directors. The President, Vice-President, Secretary, and Treasurer shall serve as elected Directors for a term consistent with their elected office. The remaining elected Directors are Membership, Voter Service, Social Media, Events, and Issues and Advocacy, whose titles may be changed or eliminated from time to time by the Board of Directors. Except for appointed Directors, Directors shall be elected by the general membership at an Annual Meeting (as defined in Article VII, Section 2) for a term of two (2) years. The elected Directors shall appoint such additional Directors, not exceeding five (5), as they deem necessary to carry on the work of the Naperville League. The terms of office of the appointed Directors shall be one year and shall expire at the conclusion of the next Annual Meeting. The President shall serve as Chairperson of the Board. In the event that the President is unable to serve as Chairperson, then the Board of Directors shall elect a Chairperson to serve until such time as a President can serve.

Sec. 2. Qualifications: No person shall be elected or appointed or shall continue to serve as a Director of the Naperville League unless such person is a voting member of the Naperville League.

Sec. 3. Vacancies: Any vacancy occurring on the Board of Directors by reason of the resignation, death, or disqualification of a Director may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors.

Sec. 4. Powers and Duties: In accordance with these Bylaws, the Board of Directors shall have control of the property and business of the Naperville League, with full power and authority to manage and conduct same. The Board shall plan and direct the work necessary to carry out the Program (as defined in Article IX, Section 2) as adopted by the National Convention (as defined in Article X, Section 1), State Convention (as defined in Article X, Section 2) and the Annual Meeting. In executing the duties of their office, all Board members are expected to comply with 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 vote of the Board of Directors.

Sec. 5. Meetings:

A. Regular Meetings: There shall be at least six regular meetings of the Board of Directors per Fiscal Year at such time and place as may be designated by the Board.

B. Special meetings: Special meetings of the Board may be called by the Chairperson or upon the written request of any five members of the Board, the Chairperson shall call a special meeting, at such time and place as may be designated by the Chairperson, provided at least 7 calendar days notice of the meeting and its agenda have been given to Board members.

C. Means of Participation: The Board may permit any or all members to participate in a meeting by, or conduct the meeting through, electronic means, such as, by way of example, telephone conference call, video conferencing or email. Participation by such means shall constitute presence in person at the meeting.

D. Action Between Meetings: Between meetings of the Board, action may be taken at the request of any Director on any question submitted to all voting members of the Board. Unanimous consent is necessary on any items deemed to require the approval of the full Board. The result of the vote shall be recorded in the minutes of the next Board meeting.

E. Absences: Three consecutive absences from LWV Naperville Board meetings by any Director, without valid reason, shall be deemed a resignation.

Sec. 6. Quorum: A majority of the members of the Board of Directors shall constitute a quorum. In the presence of a quorum, a majority of members in attendance at any Board meeting shall decide its action.

ARTICLE V Officers

Sec. 1. Officers:

- A. The elected officers of the Naperville League shall be a President, a Vice President, a Secretary, and a Treasurer. The President and the Secretary shall be elected in even numbered years; the Vice President and the Treasurer shall be elected in odd numbered years.
- B. Appointed officers shall be appointed by the President with the consent of the Board.
- C. Each office may be filled by an officer or co-officers.
- D. No officer shall hold the same elected office for more than three consecutive terms, and no officer shall hold more than one elected office at the same time.

Sec. 2. Qualifications: No person shall be elected or appointed or shall continue to serve as an officer of the Naperville League unless such person is a voting member of the Naperville League.

Sec. 3. Vacancies: Any vacancy of an elected officer by reason of the resignation, death, or disqualification of an officer shall be filled, until the next Annual Meeting, by a majority vote of the Board of Directors.

Sec. 4. Powers and Duties:

- A. Officers: Officers shall perform the duties described in these Bylaws, and in the policies and procedures established by the Naperville Board, the LWVUS and the LWVIL.
- B. The President: The President shall be the official spokesperson of the Naperville League and shall preside at all meetings of the Naperville League and of the Board of Directors. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, or notes. The President shall be, ex officio, a member of all committees except the Nominating Committee. The President, or other member of the Board designated by the President, shall sign all contracts and other instruments when so authorized by the Board. The President shall have such usual powers of supervision and management as pertain to the office of the President and perform such other duties as may be designated by the Board.
- C. The Vice President: The Vice President, in the absence, disability, or death of the President, shall possess all the powers and perform all of the duties of that office, until such time as the Board of Directors shall select one of its members to fill the vacancy. The Vice President shall perform such other duties as the President and Board may designate.

- D. The Secretary: The Secretary shall maintain minutes of all meetings of the Naperville League and of all meetings of the Board of Directors. The Secretary shall notify all officers and Directors of their elections. The Secretary shall perform other functions as may be incident to the office. The Secretary shall maintain the archives of Naperville League materials including, but not limited to, policies, current Bylaws, the local Program, local positions, and Annual Meeting packets. Archived minutes of the Board meetings may be routinely deleted after eight years.
- E. The Treasurer: The Treasurer shall collect, receive and distribute all funds of the Naperville League. The Treasurer shall be the custodian of these funds, shall deposit them in a bank designated by the Board of Directors, shall disburse the same only upon order of the Board, and shall be responsible for maintaining the roster manager portal as prescribed by the LWVUS. The Treasurer shall present statements of an accounting of the funds to the Board at its regular meetings and an annual report at the Annual Meeting.

ARTICLE VI
Financial Administration

Sec. 1. Fiscal Year: The Fiscal Year of the Naperville League shall commence on the first day of July each year.

Sec. 2. Dues: Dues shall be payable on the first day of July. The amount of dues shall not be less than the Per Member Payment. Any member who fails to pay dues within two months after they become payable may be dropped from the membership rolls at the discretion of the Treasurer and the Membership Director. The exact amount of dues shall be recommended by the Board and determined by vote of the membership at the Annual Meeting.

Sec. 3. Dues for Special Membership Categories:

- A. Household: When two members or more reside at the same address and in a common household, the family dues shall be equal to the dues of a single member plus one-half of the dues of a single member for each additional member of the household.
- B. Life Members: Shall be excused from the payment of all dues.
- C. Students: Dues for full-time students shall not be less than the student Per Member Payment due to LWVUS and LWVIL.
- D. Associate Members: Dues for Associate Members shall be at the level established for voting members of the Naperville League.
- E. Annual Need-based Memberships: Need-based memberships are available upon request with approval from the Board of Directors.

Sec. 4. Budget: A "Budget" for the ensuing Fiscal Year shall be submitted by the Board of Directors at the Annual Meeting for adoption by membership. The Budget shall include funds for the work of the Naperville League.

Sec. 5. Budget Committee: A Budget Committee shall be appointed by the Board of Directors at least two months prior to the Annual Meeting to prepare a budget for the ensuing Fiscal Year. The proposed budget shall be sent to all members at least 14 days before the Annual Meeting. The Treasurer shall not be eligible to serve as chairman of the Budget Committee.

Sec. 6. Auditing: The books of the Treasurer shall be closed for the purpose of an audit at the end of the Fiscal Year and at any time during the Fiscal Year when there is a change of Treasurer.

Sec. 7. Distribution of Funds on Dissolution: In the event of dissolution for any cause of the Naperville League, all monies and securities owned by the Naperville League shall be paid to the LWVIL after Per Member Payments to LWVUS and LWVIL and other financial obligations have been met.

ARTICLE VII Meetings

Sec. 1. Membership Meetings: There shall be at least one general meeting of the membership each year. Time, date and place shall be determined by the Board of Directors.

Sec. 2. Annual Meeting: The Naperville League shall have at least one regular meeting each Fiscal Year, to be known as the "Annual Meeting", to conduct the business of the Naperville League: adoption of a local Program for the ensuing Fiscal Year, election of officers and directors subject to election, adoption of a Budget, vote on Bylaw changes, and transaction of such other business as may properly come before it. The time, date and place of the Annual Meeting shall be set by the Board.

Sec. 3. Quorum: Ten percent of the total membership entitled to vote shall constitute a quorum at all general meetings and the Annual Meeting of the Naperville League.

Sec. 4. Means of Participation: The Board may permit any or all members to participate simultaneously in a meeting by, or conduct the meeting through, electronic means, such as, by way of example, telephone conference call or video conferencing. Participation by such means shall constitute presence in person at the meeting.

ARTICLE VIII Nominations and Elections

Sec. 1. Nominating Committee: The Nominating Committee shall consist of three members elected annually: the Chairperson (a non-Board member, elected at the Annual Meeting) , one member at large (elected at the Annual Meeting and not serving on the Board of Directors) and one member who shall be a member of the Board of Directors (appointed annually by the Board of Directors immediately following the Annual Meeting). Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for the nomination for officers and Directors may be sent to the Nominating Committee by any member of the Naperville League. In executing the duties of their office, Nominating Committee members are expected to comply with applicable laws and regulations as well as League Bylaws, mission, policies, principles, positions, standards, and procedures. Nominating Committee members who do not shall be counseled. If violations persist, they may be removed from office by a two-thirds vote of the Board of Directors.

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 14 days before the date of the Annual Meeting. Immediately following the presentation of the Nominating Committee report, nominations may be made from the floor by any member, providing the consent of the nominee shall have been secured.

Sec. 3. Elections: The election of officers shall be held at the Annual Meeting, and shall be by ballot, provided that when there is only one nominee for a given office, the Secretary may be instructed to cast the ballot for such nominee. A majority vote of those present and qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

ARTICLE IX Local Program

Sec. 1. Authorization: The governmental principles adopted by the National Convention, and supported by the Naperville League, constitute the authorization for the adoption of the Program.

Sec. 2. Program: The "Program" of the Naperville League shall consist of those governmental issues chosen by members at the Annual Meeting for concerted study and action.

Sec. 3. The Annual Meeting shall act upon the Program using the following procedures:

- The voting members may make recommendations to the Board of Directors up until or at the Program Planning meeting.
- The Board of Directors shall consider these recommendations and shall formulate a proposed Program.
- The proposed Program shall be sent to all members at least 14 days before the Annual Meeting.
- A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of subjects in the proposed Program as presented at the Annual Meeting by the Board of Directors.
- Suggestions for Program items made by members but not recommended by the Board may be considered at the Annual Meeting provided that the Board is notified at least 10 days prior to the Annual Meeting that the item will be proposed.
- A majority vote of voting members present and voting at the Annual Meeting shall be required for adoption of an item not recommended by the Board.

Sec. 4. Changes in the Program: When deemed necessary by the Board, changes in the Program may be made provided that: information concerning the proposed changes in the Program has been sent to all members at least 14 days prior to a general membership meeting at which the changes are to be discussed, and final action by the membership is taken at a succeeding general meeting.

Sec. 5. Member Action: Members may act in the name of the Naperville League only when authorized to do so by the Board of Directors. When acting in the name of the Naperville League, a member must act in conformity with, and not contrary to, a position taken by the Naperville League, the LWVIL or the LWVUS. The name and logo of the Naperville League may be used only by members of the Naperville League and only in accordance with the policies and procedures established by the Board.

ARTICLE X National Convention and State Convention

Sec. 1. National Convention: The Board of Directors (at a meeting before the date on which the names of delegates must be sent to the LWVUS) shall select delegates to the National Convention in the number allotted to the Naperville League under the provisions of the Bylaws of the LWVUS.

Sec. 2. State Convention: The Board of Directors (at a meeting before the date on which the names of delegates must be sent to the LWVIL) shall select delegates to the State Convention in the number allotted to the Naperville League under the provisions of the Bylaws of the LWVIL.

ARTICLE XI
Parliamentary Authority

Sec. 1. Parliamentary Authority: The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the Naperville League in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or the requirements of the LWVUS, LWVIL or applicable laws.

ARTICLE XII
Amendments

Sec. 1. Amendments:

- A. Not Mandated by LWVUS: These Bylaws may be amended by the two-thirds vote of voting members present and voting at the Annual Meeting, provided proposed amendments were submitted to the entire membership in writing at least 14 days in advance of the Annual Meeting.
- B. Mandated by LWVUS: LWVUS-mandated amendments shall be implemented by the Naperville Board without a vote of the Naperville League membership and as prescribed by the LWVUS Board of Directors.
- C. Mandated by LWVIL: LWVIL-mandated amendments shall be implemented by the Naperville Board without a vote of the Naperville League membership and as prescribed by the LWVIL Board of Directors.

ARTICLE XIII

Committees

Sec. 1. Committees. The Chairperson of the Board may establish standing and special committees as needed with the consent of the Board.

Sec. 2. Purpose. With the approval of the Board, each standing and special committee shall formulate programs and activities to carry out the mission of the Naperville League.

ARTICLE XIV

Indemnification

To the maximum extent permitted by law, the Naperville League shall indemnify each 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, by reason of the fact that such person is or was a member of the Board, an officer or a committee member of the Naperville League, against all reasonably incurred expenses and liabilities, including without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, incurred by or imposed upon such person, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Naperville League. Notwithstanding the foregoing, (a) no indemnification shall

be provided for any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Naperville League; and (b) any compromise or settlement payment shall be approved by a majority vote of a quorum of the directors who are not at that time parties to such action, suit or proceeding.

Such indemnification shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Adopted June 2023