

LEAGUE OF WOMEN VOTERS OF NAPERVILLE BYLAWS

("Bylaws")

Adopted May 18 2024

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 fifty (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 (1) 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 XII, Section 3), the State Convention (as defined in Article XI, Section 4), 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 (2/3rd) vote of the members present and voting at a properly noticed meeting.

Sec. 5. Meetings:

A. Regular Meetings: There shall be at least six (6) 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 seven (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 ballot must be evidenced by a written approval, which sets forth the action taken. The result of the vote shall be recorded in the minutes of the next Board meeting.

E. Absences: Three (3) consecutive absences from the Naperville League 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. 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 (1/3rd) of the directors then in office.

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 keep the Bylaws and shall certify they are the true and correct copies of the document. The Secretary shall maintain records and documents of the Naperville League as determined by the Board. The Secretary shall perform other functions as may be incident to the office.
- 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, along with the Membership Director, 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, an annual report at the Annual Meeting, and a year-end financial report within sixty (60) days of the close of the fiscal year. The Treasurer shall be responsible for filing federal, state, and local government forms and payment of taxes and fees, if any, as may be required by law. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

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: Members shall pay dues in accordance with LWVUS policy. Membership lasts for one year after joining or renewal. Members who fail to renew within the period specified by LWVUS will be removed from the roster.

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 (2) 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 fourteen (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 any and all financial obligations have been met.

ARTICLE VII

Meetings

Sec. 1. Membership Meetings: There shall be at least one (1) 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 (1) 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 (10%) 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. 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.

Sec.5. Special Meetings. A majority of 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.

Sec. 6. 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 with two (2) being elected and one (1) appointed: the Chairperson (a non-Board member, elected at the Annual Meeting), one (1) 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 of 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 (2/3rd) 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 fourteen (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, except that when there is only one (1) 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 action to implement the principles and those local 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, which is to be held at least two (2) months before the Annual 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 fourteen (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 ten (10) days prior to the Annual Meeting that the item will be proposed.
- A three-fifths (3/5th) vote of voting members present and voting at the Annual Meeting shall be required for adoption of an item not recommended by the Board that has been ordered for consideration by a majority vote.

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 fourteen (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 office) shall select delegates to the State Convention in the number allotted to the Naperville League under the provisions of the Bylaws of the LWVIL.

Sec.3. State Council: The Board of Directors (at a meeting before the date on which the name of the delegates must be sent to the LWVIL office) shall select delegates to that Council 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 (2/3rd) vote of voting members present and voting at the Annual Meeting, provided proposed amendments were submitted to the entire membership in writing at least fourteen (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

Sec. 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.

Sec. 2. Contract with the League: The provisions of this Article XIV 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 XIV 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 XIV 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.

Sec. 3. Other Rights of Indemnification: The indemnification provided or permitted by this Article XIV 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.

Adopted May 18, 2024

Signed by Secretary, Linda Mabee

Amended: June 3, 2023; June 11, 2022; June 9, 2021; June 4, 2020; May 19, 2019