

BY-LAWS: LEAGUE OF WOMEN VOTERS OF GREATER PEORIA, ILLINOIS

ARTICLE I -- NAME

Section 1. Name - The name of this organization shall be the League of Women Voters of Greater Peoria (hereinafter referred to as the **LWVGP**). The **LWVGP** is an Illinois Not For Profit Corporation and an integral part of the League of Women Voters of the United States and of the League of Women Voters of Illinois.

ARTICLE II - PURPOSES AND POLICIES

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

Section 2. Policy - The **LWVGP** may take action on local governmental measures and policies in the public interest in conformity with the Principles of the League of Women Voters of the United States. The **LWVGP** shall not support or oppose any political party or any candidate.

Section 3. Tax Exemption. The **LWVGP** is organized and shall be 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 this Resolution, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of the corporation shall be attempting to influence legislation.

Section 4. Diversity, Equity & Inclusion Policy. The **LWVGP** is fully committed to ensure compliance – in principle and in practice -- with the LWVUS' Diversity, Equity and Inclusion Policy.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility - Any person who subscribes to the purposes and policy of the **LWVGP** shall be eligible for membership.

Section 2. Types of Membership - The membership of the **LWVGP** shall be composed of voting members and associate members:

- A. **Voting members.** Persons at least 16 years of age who join the League shall be voting members of the **LWVGP**, the League of Women Voters of Illinois, and the League of Women Voters of the United States. Those who have been members of the **LWVGP** for 50 years or more shall be life members. Student voting members shall be individuals enrolled either as full or part time with an accredited institution.
- B. **Associate members.** All others who join the **LWVGP** shall be associate members.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number, Manner of Selection and Term of Office - The Board of Directors of the **LWVGP** (hereinafter the Board) shall consist of the officers of the **LWVGP**, eight elected Directors, and not less than four and not more than eight appointed Directors. Four Directors shall be elected by the general membership at each Annual Meeting and shall serve for a term of two years, or until their successors have been elected and qualified. The elected members shall appoint such additional Directors, not exceeding eight, as they deem necessary to carry on the work of the **LWVGP**. The terms of office of the appointed Directors shall be one year and shall

expire at the conclusion of the next Annual Meeting. The immediate past President shall serve the Board in a non-voting advisory capacity for one year.

Section 2. Qualifications - No person shall be elected or appointed or shall continue to serve as an officer or Director of this organization unless they are a voting member of the **LWVGP**.

Section 3. Vacancies - Any vacancy occurring on the Board by reason of resignation, death, or disqualification of an officer or elected member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board. Three consecutive absences from a Board meeting of any member without valid reason shall be deemed a resignation.

Section 4. Powers and Duties - The Board shall have charge of the property and business of the **LWVGP**, with full power and authority to manage and conduct the same, subject to the instructions of the general membership. The Board shall plan and direct the work necessary to carry out the program as adopted by the National Convention, the State Convention, and the Annual Meeting. The Board shall create and designate such special committees as it may deem necessary.

Section 5. Meetings - There shall be at least six regular meetings of the Board annually. The president may call special meetings of the Board. Board members may participate in Board meetings electronically so long as all persons participating in the meeting can communicate with each other. A telephone or electronic poll for any emergency would be included as a special meeting.

Section 6. Executive Committee - The Board may appoint an executive committee consisting of the President, Vice-Presidents, Secretary and Treasurer. The executive committee shall exercise such power and authority as may be delegated to it by the Board on all actions taken by it between regular meetings of the Board.

ARTICLE V - OFFICERS

Section 1. Enumeration and Election of Officers - The officers of the **LWVGP** shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer who shall be elected for terms of two years by the general membership at the Annual Meeting and shall take office immediately. The President and the Second Vice-President shall be elected in odd-numbered years. The First Vice-President, the Secretary and the Treasurer shall be elected in even-numbered years.

Section 2. President - The President shall preside at all meetings of the **LWVGP** and of the Board. The President may, in absence or disability of the Treasurer, sign or endorse checks, drafts, and notes, and shall be ex-officio a 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 such other duties as may be designated by the Board.

Section 3. Vice-Presidents - The two Vice-Presidents, in the order of their rank, shall, in the event of absence, disability, or death of the President, possess all the powers and perform all the duties of that office until such time as the Board shall elect one of its members to fill the vacancy until the Annual Meeting. The Vice-Presidents shall perform such other duties as the President and the Board may designate.

Section 4. Secretary - The Secretary shall keep minutes of all meetings of the **LWVGP** and of all meetings of the Board. The Secretary shall notify all officers and Directors of their election, and shall sign, with the President, all contracts and other instruments when so authorized by the Board, and shall perform such other functions as may be incident to the office of Secretary.

Section 5. The Treasurer - The Treasurer is the chief financial officer of the LWVGP and shall keep and maintain adequate and correct accounts of the properties and business transactions of the LWVGP. The books of account shall at all times be open to inspection by any director. The Treasurer shall collect and receive all moneys due. The Treasurer shall be the custodian of these moneys, shall deposit them in a financial institution designated by the Board and shall disburse the same only upon order of the Board. The Treasurer shall present statements to the Board at their regular meetings, a financial report to the Annual Meeting and a year-end financial report within 120 days of the close of the fiscal year. The Treasurer shall be responsible for filing federal, state, and local government forms and payment of any taxes and fees as required by law. The books of the Treasurer shall be reviewed annually.

ARTICLE VI - FINANCIAL ADMINISTRATION

Section 1. Fiscal Year - The fiscal year of the LWVGP shall conform to that of the League of Women Voters of the United States.

Section 2. Dues - Dues will be set at least at the sum of the per member payment (PMP) to the state and national League of Women Voters. Dues for two members at one address and sharing a common household will be one and one-half single member dues. Life members shall be exempt from payment of dues.

Section 3. Budget - A budget for the ensuing year shall be submitted by the Board to the Annual Meeting for adoption. The budget shall include support for the work of the League as a whole.

Section 4. Budget Committee - A Budget Committee shall be appointed by the Board at least three months prior to the Annual Meeting to prepare a budget for the ensuing year. The proposed budget shall be submitted to the Board two months before the Annual Meeting at which the membership is to make its decision on the budget. The Treasurer shall be an ex-officio member of the Budget Committee but shall not be eligible to serve as Chairman. The budget, as approved by the Board, shall be sent to all members one month before the Annual meeting.

Section 5. Distribution of Funds on Dissolution. In the event of dissolution of LWVGP for any reason, all money, securities and other property which at the time be owned or under the absolute control of LWVGP 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 corporation 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 then 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.

ARTICLE VII - MEETINGS

Section 1. Membership Meetings - There shall be at least four meetings each year. Time and place shall be determined by the Board.

Section 2. Notice - Notice of all General Meetings, the Annual Meeting, and all consensus meetings shall be sent to the membership at least 10 days before the meeting date. All regular committee meetings should appear on the League calendar. Notice shall contain time, place, and topic(s) to be covered.

Section 3. Annual Meeting - An Annual Meeting shall be held between April 1 and May 31, the exact date to be determined by the Board. The Annual Meeting shall:

- A. Adopt a local program for the ensuing year;
- B. Elect Officers and Directors, and members of the Nominating Committee;
- C. Adopt budget; and
- D. Transact such other business as may properly come before it

Section 4. Quorum - Twenty percent of the voting members shall constitute a quorum- which may include up to 5% by written proxy -at the Annual Meeting of the **LWVGP**. Written proxy may be voted only by one proxy per member in attendance. Voting members shall be those members of at least one month's standing.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee - The Nominating Committee shall consist of five members, two of whom shall be members of the Board. The Chairman and two members, none of whom shall be members of the Board, shall be elected at the Annual Meeting. Nominations of these offices shall be made by the current Nominating Committee. The other members shall be appointed by the Board immediately following the Annual Meeting. Any vacancy on the Nominating Committee shall be filled by the Board. Suggestions for nominations for officers and Directors may be sent to this committee by any voting member.

Section 2. Report of the 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 one month 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 voting member, providing the consent of the nominee shall have been secured.

Section 3. Elections - The elections shall be by ballot except when there is only one nominee for each office, the election may be by voice vote. The majority vote of those qualified to vote and voting shall constitute an election.

Section 4. Election Committee - After the nominations are closed, if the vote is taken by ballot, the presiding officer shall appoint an Election Committee, which shall have charge of all details of election.

ARTICLE IX - PROGRAM

Section 1. Authorization - The governmental principles adopted by the National League of Women Voters Convention and supported by the **LWVGP** constitute the authorization for the adoption of program.

Section 2. Procedure - The Annual Meeting shall act upon the Program using the following procedures:

- A. The Board shall consider the recommendations sent in by the voting members two months prior to the Annual Meeting and shall formulate a Proposed Program.
- B. The Proposed Program shall be sent to all members one month before the Annual Meeting.
- C. 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 to the Annual Meeting by the Board.

D. Recommendations for the Program submitted by voting members two months prior to the Annual Meeting but not recommended by the Board may be considered by the Annual Meeting provided that:

- (1) The Annual Meeting shall order consideration by a majority vote; and
- (2) The Annual Meeting shall adopt the recommended item by a two-thirds vote.

E. Changes in the 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 3. Member Action - Members may act in the name of the **LWVGP** only when authorized to do so by the currently serving President.

ARTICLE X - NATIONAL CONVENTION, STATE CONVENTION AND COUNCIL

Section 1. National Convention - The Board at a meeting before the date on which the names of delegates must be sent to the national office shall select delegates to that Convention in the number allotted by the **LWVGP** under the provisions of the By-Laws of the League of Women Voters of the United States.

Section 2. State Convention - The Board at a meeting before the date on which the names of delegates must be sent to the state office shall select delegates to that convention in the number allotted to the **LWVGP** under provisions of the By-Laws of the League of Women Voters of Illinois.

Section 3. State Council - The President or the President's proxy shall be a delegate to the State Council under the provisions of the By-Laws of the League of Women Voters of Illinois.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority - The rules contained in Robert's Rules of Order, Revised, shall govern the **LWVGP** in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XII – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The **LWVGP** shall indemnify any person who was or is a party or is threatened to be made a party to or witness in 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 member, director, or officer** of the **LWVGP** against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director, or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the **LWVGP** and each member, director, and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore or thereafter brought or threatened, based in whole or in part on any such state of facts.

Section 2. The **LWVGP** may indemnify any person who was or is a party or is threatened to be made a party to or witness in 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 **an employee or agent** of the **LWVGP**, or is or was serving at the request of the **LWVGP** as a member, director, officer, employee, or agent of another League, corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Illinois Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions.

ARTICLE XIII -- AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds vote of the voting members at any regular meeting of the **LWVGP**, provided that any proposed amendments shall have been approved by a two-thirds vote of the Board and that any proposed amendments were submitted to the membership in writing at least one month in advance of the meeting.

Adopted: July 13, 2020.