

# **LEAGUE OF WOMEN VOTERS OF COOK COUNTY**

**332 South Michigan Avenue, Chicago, IL 60604**

## **BYLAWS of the LEAGUE OF WOMEN VOTERS OF COOK COUNTY**

### **ARTICLE I – NAME**

The name of this organization shall be the League of Women Voters of Cook County, hereinafter referred to in these bylaws as LWVCC. The LWVCC is an Inter-League Organization 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 POLICY**

Section 1. Purposes. The purposes of the LWVCC are to promote political responsibility through informed and active participation in government and to act on selected Cook County governmental issues in a manner consistent with Section 4 of this Article II.

Section 2. Political Policy. The League shall not support or oppose any political party or any candidate.

Section 3. Nondiscrimination. LWVCC shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

Section 4. Tax-Exempt Status. LWVCC is organized and operated exclusively for charitable or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, as amended from time to time (the “Code”). In the course of LWVCC’s operations:

- a. no part of the net earnings of LWVCC shall inure to the benefit of, or be distributable to, an individual, including the Directors or officers; provided, that LWVCC shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;
- b. no substantial part of the activities of LWVCC shall be the carrying on of propaganda, or otherwise attempting to influence legislation;

c. notwithstanding any other provisions contained herein, LWVCC shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal tax under section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; or

(ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### **ARTICLE III – MEMBERSHIP**

The LWVCC shall be composed of all members of the League of Women Voters of the United States who are enrolled in recognized local Leagues within Cook County or are Members-at-Large residing in Cook County.

### **ARTICLE IV – OFFICERS**

Section 1. Enumeration, Election and Terms of Office. The officers of the LWVCC shall be a president, one or two vice-presidents, a secretary and a treasurer. In lieu of president, the officers may include two co-presidents who fulfill all duties and responsibilities described herein and ascribed to the president. All officers shall be elected by the delegates at the annual meeting and take office immediately, except for the treasurer who will take office at the start of the next fiscal year. The officers shall serve two-year terms or until their successors have been elected and qualified. No officer shall be elected to more than two successive terms of two years in the same position. The president or co-presidents, one vice-president and the treasurer shall be elected in odd-numbered years. If there is another vice-president, this person, and the secretary shall be elected in even-numbered years.

Section 2. The President. The president shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and of the LWVCC board or designate another person to do so; shall be, ex officio, a member of all committees except the nominating committee; may sign or endorse checks, drafts and notes; and shall perform such other duties as may be designated by the board. In the event of the absence, disability, resignation or death of the president, the board shall elect one of the vice-presidents to fill the vacancy. If no vice-president is able to serve, the board shall elect another of its members to serve as president. If no member can be found to serve as president, the board can assign the responsibilities of the office to the executive committee.

Section 3. The Vice-president(s). The vice-president(s) shall perform such duties as the president and the LWVCC board may designate.

Section 4. The Secretary. The secretary shall record minutes of board meetings and maintain the approved minutes of the board meetings. The secretary shall record the minutes of the annual meeting and maintain the approved minutes, bylaws, program, slate, and the annual budget.

Section 5. The Treasurer. The treasurer shall collect and receive all monies due. The treasurer shall be the custodian of these monies, shall deposit them in a bank or banks designated by the board of directors, and shall disburse the same in ways that customarily pertain to the office. The treasurer shall present a financial report to the board at its regular meetings and an annual report at the annual meeting.

Section 6. Executive Committee Responsibilities. The officers of the board of directors shall constitute the executive committee. The executive committee shall assume and/or delegate all administrative tasks. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken between regular meetings of the board. The executive committee shall keep minutes of all meetings and distribute them by the next board meeting.

## **ARTICLE V – BOARD OF DIRECTORS**

Section 1. Number, Manner of Selection and Term of Office. The LWVCC board shall consist of the executive committee, six directors elected at large at the annual meeting, no more than two directors who shall be recommended by the president[s] and appointed by the elected board, and one representative appointed from each local League (LLR). Three directors shall be elected by the delegates at the annual meeting in even-numbered years and three shall be elected in odd-numbered years. All officers, elected and appointed directors and LLRs shall be voting members. Terms of elected directors shall be for two years and terms of appointed directors shall be for one year. Terms of elected and appointed directors may be renewed. There shall be no term limits.

Section 2. Qualifications. A person elected or appointed as an officer or director of this organization and LLRs must be a member of the LWVCC.

Section 3. Absences. In the event that an elected or appointed board member, including members of the executive committee, fails to attend three or more consecutive meetings of the board, the remaining board members may vote to deem such absences a resignation from the board.

Section 4. Vacancies of elected or appointed board positions may be filled by a majority vote of the remaining members of the board. If the vacancy occurs in the first year of a two-year term, the replacement will serve until the next annual meeting when an election can be held to fill the position for the remaining year. Vacancies of local League board representatives may be filled by appointment by the local League.

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 same, subject to the instruction of the annual meeting. The board shall plan and direct the work necessary to carry out the program as adopted at the annual meeting. It shall accept responsibility delegated to it by the board of directors of the League of Women Voters of the United States and the board of directors of the League of Women Voters of Illinois.

Section 6. Regular Meetings. There shall be at least nine regular meetings of the board of directors annually. Members of the board of directors shall be notified of all regular meetings at least one week in advance. The board may allow for members to participate in the regular meetings via conference call or video conferencing.

Section 7. Special Meetings. A special meeting of the board may be called by the president and/or upon a written request of five elected or appointed members of the board. The president shall notify the elected, appointed, and LLR members of the board of the special meeting at least five days prior to such a meeting and such notice shall include material for the meeting. The topics discussed at a special meeting shall be limited to those included in the notice.

Section 8. Remote Meetings. If circumstances make it inconvenient or impossible for the board to meet, they may conduct business by holding a meeting through electronic communications (e.g. e-mail, conference call by telephone, or video conferencing). Such meetings shall be referred to as remote meetings. All materials for considerations at a remote meeting must be distributed to all members of the board. A remote meeting may count as one of the nine regular board meetings required each year.

Section 9. Quorum. A majority of those serving in the elected and appointed board positions constitutes a quorum.

## **ARTICLE VI – FINANCIAL ADMINISTRATION**

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

Section 2. Financial Support. Financial responsibility for the LWVCC shall be assumed by the membership through the recognized local Leagues in Cook County. Members of local Leagues shall pay dues to the local League. Each local League located in Cook County shall make a dues payment for all of its members directly to the LWVCC; the amount of the per member payment (PMP) determined at the annual meeting by a three-fifths vote of those present and voting.

Section 3. Budget Committee. The executive committee shall appoint a budget committee after the annual meeting. The committee shall consist of at least two non LWVCC elected or appointed board members, one of whom will be the chair. The treasurer shall be an ex officio member of the budget committee. A draft budget shall be prepared each year and submitted to the board for approval two months prior to the annual meeting.

Section 4. Budget. Each year the budget committee shall submit to the annual meeting a proposed budget that provides support for the LWVCC. A copy of the proposed budget shall be sent to each local League president at least one month in advance of the annual meeting. A three-fifths vote of the delegates voting at the annual meeting will be required for adoption of the budget.

Section 5. Audit. The books of the treasurer shall be reviewed annually at the close of the fiscal year by a person or persons appointed by the Executive Committee, with a written report sent to the board of directors of the LWVCC.

Section 6. Distribution of Funds on Dissolution. In the event of the dissolution or liquidation of the corporation, and after paying or providing for payment of all then outstanding or contingent corporate debts and liabilities, all remaining assets shall be distributed to:

- a. First, pro rata among all of the local leagues whose members belong to the League of Women Voters of Cook County so long as each local league is exempt from federal income tax pursuant to Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, provided, however that for any such local league exempt from federal income tax pursuant to Section 501(a) of the Code as an organization described in Section 501(c)(4) of the Code, any remaining assets shall be distributed to the League of Women Voters of Illinois Education Fund;
- b. Second, the League of Women Voters of Illinois so long as the League of Women Voters of Illinois exists and is exempt from federal income tax pursuant to Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; and
- c. Third, the League of Women Voters United States Education Fund so long as the League of Women Voters United States Education Fund exists and is exempt from federal income tax pursuant to Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

Otherwise, pursuant to a plan of distribution, such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the corporation is then located; provided, however, that all assets shall be distributed to such organization or organizations exempt from federal income tax pursuant to Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, as said court shall determine.

## **ARTICLE VII – ANNUAL MEETING**

Section 1. Place, Date, and Call. The LWVCC shall hold an annual meeting in person, or remotely if necessary, for the entire membership each year at a time and place to be determined by the board of directors. The board shall send a notice to all local League presidents no later than January 31 inviting all members to attend the annual meeting. This notice should include a request for board nominations, bylaws changes in even years, and program recommendations to be received no later than March 1. A final notice shall be sent to the presidents of the local Leagues at least one month before the annual meeting. A final call shall be sent to all LWVCC members two weeks prior to the annual meeting.

Section 2. Voting Delegates. For purposes of conducting business at the annual meeting each League that is current in PMP dues shall be entitled to the following voting delegates:

- a. The president of each local League or appointed alternate;
- b. One additional delegate from each local League for the first 50 members.
- c. For each local League having more than 50 members, one additional delegate for each additional fifty voting members or major fraction thereof (26 or more) belonging to the local League based on the membership records of LWVUS as of January 31, preceding the annual meeting.

Elected and appointed directors of the LWVCC shall serve as voting delegates at the annual meeting.

Section 3. Qualification of Delegates and Voting. Each delegate shall be a voting member enrolled in a recognized local League in Cook County that is current in PMP dues. Each delegate shall be entitled to only one vote at the annual meeting even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. The annual meeting chair shall be the sole judge of whether a delegate is qualified to vote.

Section 4. Powers. Annual meeting delegates shall:

- a. Elect officers, directors and two non-board members of the nominating committee as appropriate;
- b. Adopt a budget;
- c. Adopt an annual program;
- d. Vote on bylaws revisions;
- e. Transact such other business as may properly come before it.

Section 5. Quorum. At least one third of the local Leagues in Cook County must be represented at the annual meeting. A quorum shall consist of a majority of the delegates registered at the annual meeting.

### **ARTICLE VIII– NOMINATIONS AND ELECTIONS**

Section 1. Nominating Committee. The nominating committee shall consist of four members. The chair and one member, who shall not be elected or appointed members of the board of directors, shall be elected at the annual meeting in even numbered years and shall serve for two years. Nominations for these positions shall be made by the current nominating committee. The other two members of the committee shall be elected or appointed members of the board of directors. Any vacancy occurring in the nominating committee shall be filled by the board of directors.

Section 2. Suggestions for Nomination. The chair of the LWVCC nominating committee shall request suggestions for nominations for available positions from each local League. Suggestions for nominations by local Leagues shall be sent to the chair of the nominating committee by March 1. Any LWVCC member may send suggestions to the chair of the nominating committee.

Section 3. Report of the Nominating Committee and Nominations from the Floor. The nominating committee's proposed slate of its nominations for officers and elected directors, and in even numbered years the chair and two members of the succeeding nominating committee, shall be sent to the local Leagues one month prior to the annual meeting. Immediately following the nominating committee report at the annual meeting, nominations may be made from the floor provided that the consent of the nominee shall have been secured. The elections shall be conducted at the time specified in the Annual Meeting Order of Business.

Section 4. Election. The election shall be by ballot. If there is only one nominee for each slated position it shall be in order to move for adoption of the slate. Election shall be determined by a majority of the votes cast.

### **ARTICLE IX – PROGRAM**

Section 1. Principles. The governmental principles adopted by the national convention and supported by the League as a whole constitute the authorization for the adoption of program.

Section 2. Program. The program of the LWVCC shall consist of those county governmental issues chosen for concerted study, action or review.

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

- a. The Board shall provide a status report of the current program at the annual meeting.
- b. Local League boards may make recommendations for a program to the board of directors by March 1.
- c. The board of directors shall consider the recommendations and shall formulate proposed program, which shall be submitted to the local League boards at least one month prior to the annual meeting. All program items sent in by the Leagues but not proposed by the board shall be sent at the same time.
- d. A majority vote of the delegates present at the annual meeting shall be required for adoption of the program proposed by the board of directors.
- e. Any recommendation for the program submitted to the board of directors by March 1, but not proposed by the board, may be adopted at the annual meeting provided consideration is ordered by a majority vote of the delegates registered and the proposal for adoption receives a three-fifths vote of those delegates registered at the annual meeting.
- f. Following the annual meeting, the program shall be posted on the website.

Section 4. Member Action. Members may act in the name of the LWVCC only when authorized to do so by the board of directors of the LWVCC.



Section 5. Local League Action. Local Leagues may take action on county governmental matters only when authorized to do so by the board of directors of the LWVCC. Local Leagues may act only in conformity with, and not contrary to, the position taken by the LWVCC.

### **ARTICLE X – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts’ Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable.

### **ARTICLE XI – AMENDMENTS**

Section 1. Even Numbered Years A bylaws committee shall be appointed by the executive committee following the annual meeting in odd numbered years to review the bylaws and suggest amendments if necessary and to consider proposals suggested by any League member for amending the bylaws. One member of the board of directors shall serve on the committee but shall not be its chair.

Section 2. Odd Numbered Years. Upon majority vote of the board, proposed amendments to the bylaws may be sent to the presidents of the local Leagues for approval at the annual meeting.

Section 3. Procedure. These bylaws may be amended by a two-thirds vote of those delegates registered at the annual meeting, using the following procedures;

- a. In even numbered years proposals for change shall be submitted by any local League board to the bylaws committee by March 1. The bylaws committee shall submit to the board of directors its suggested changes by the board meeting that is two meetings before the annual meeting.
- b. In any year all such proposed amendments together with the recommendations of the board shall be sent to the presidents of the local Leagues at least one month prior to the annual meeting.
- c. The presidents of the local Leagues shall notify the members of their respective Leagues of the proposed amendments. Failure of a local League president to give such notice or failure of any member to receive such notice shall not invalidate amendments to the bylaws.

Adopted at Convention of May 23, 1967

Amended at Annual Meeting of May, 2016

Amended at Annual Meeting of May, 2018

Amended at Annual Meeting of May 2020