League of Women Voters of Oak Park and River Forest Bylaws

Adopted at the Annual Meeting of Members on June 12, 2024
Proposed changes in red to be voted on at the June 9, 2026 Annual Meeting.

ARTICLE 1. NAME
The name of this organization shall be the League of Women Voters of Oak Park and River Forest incorporated within the State of Illinois as a not-for-profit entity. Hereinafter referred to in these bylaws as the LWV OPRF or League. ~~Hereinafter it shall be designated as the League~~. ~~This local League~~ The LWV OPRF is an integral part of the League of Women Voters of the United States (LWV US), the League of Women Voters of Illinois (LWV IL), the League of Women Voters of Cook County (LWV CC), the League of Women Voters Lake Michigan Region (LWV LMR), and the League of Women Voters Upper Mississippi River Region (LWV UMRR).

ARTICLE 2. PURPOSES AND POLICY
SECTION 2.1. PURPOSES. The purposes of the League are to promote political responsibility through informed and active participation in government and to act on selected governmental issues.
SECTION 2.2. POLITICAL POLICY. The League shall not support or oppose any political party or any candidate.
SECTION 2.3 DIVERSITY, EQUITY and INCLUSION ~~The League of Women Voters of Oak Park and River Forest (~~**LWV OPRF**~~), in both its values and practices, affirms its belief in and commitment to diversity and pluralism. The LWV OPRF recognizes that diverse perspectives are necessary and desirable for responsible and effective decision making in democratic organizations. The LWV OPRF affirms its commitment to reducing barriers to participation in any League activity on the basis of age race, gender, disability, sexual orientation, religion or national origin. We actively seek to be inclusive and in compliance~~ is fully committed to insure compliance in principle and practice with the ~~LWV IL and the~~ LWV US Diversity, Equity and Inclusion Policy. ~~guidelines~~.
SECTION 2.4 TAX EXEMPT STATUS. The ~~League of Women Voters of Oak Park and River Forest~~ **LWV OPRF** is organized and operated exclusively for charitable 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 these Articles, the ~~League of Women Voters of Oak Park and River Forest~~ **LWV OPRF** 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 LWV OPRF shall be attempting to influence legislation.

ARTICLE 3. MEMBERSHIP
SECTION 3.1. ELIGIBILITY. Any person who subscribes to the purposes and policy of the LWV OPRF shall be eligible for membership.
SECTION 3.2. TYPES OF MEMBERSHIP A. Voting Members. Persons at least 16 years of age who join the ~~League~~ LWV OPRF shall be Voting Members of local Leagues, of regional Leagues, state Leagues and of the LWV US 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~~ **around the state**; (3) those who have been members of the League for 50 years or more shall be honorary life members excused from the payment of dues. B. Associate Members. All others who join the ~~League~~ **LWV OPRF** shall be non-voting Associate Members.

Article 5 has been moved to become Article 4.

ARTICLE 4. OFFICERS

SECTION 4.1. ENUMERATION AND ELECTION OF OFFICERS. The officers of the League shall be a President or two Co-Presidents, two or three Vice-Presidents, a Secretary and a Treasurer, all of whom shall be elected for terms of two years by the Voting Membership at an Annual Meeting and take office immediately. The President or one Co-President, one Vice-President and the Secretary shall be elected in odd-numbered years. If there is to be a Co-President, this person, two Vice-Presidents and the Treasurer shall be elected in the even-numbered years. The nominating committee has the ability to extend or shorten an officer's term up to a year to ensure that it complies with the staggered term requirement.

SECTION 4.2. THE PRESIDENT. The President shall preside at all meetings of the organization and of the Board of Directors or designate another person to do so; may sign or endorse checks, drafts or notes or contracts shall be an ex-officio, a member of all committees except the Nominating Committee; and shall have such usual powers of supervision and management as may pertain to that office and perform such other duties as may be designated by the Board. The office of President may be performed by two persons designated Co-Presidents, who will share all of the powers and duties of the President and described herein as the President.

SECTION 4.3. THE VICE-PRESIDENTS. If there is no Co-President, the two or three Vice-Presidents shall in the 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 of Directors shall elect one of its members to fill the vacancy and shall perform such other duties as the President and the Board may designate.

SECTION 4.4. THE SECRETARY. The Secretary shall keep minutes of all meetings of the Board of Directors and the Annual Meeting; 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 incidental to that office and as the President and the Board may designate.

SECTION 4.5. 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 to the membership at the annual meeting. The Treasurer shall be responsible for filing federal, state, and local government forms and payment of taxes and fees as requited by law.

Article 4 will now become Article 5.

ARTICLE 5. BOARD OF DIRECTORS

SECTION 5.1. NUMBER, MANNER OF SELECTION, AND TERM OF OFFICE. The Board of Directors shall consist of the officers of the League, plus six directors, three of whom shall be elected at each successive Annual Meeting to serve for a term of two years. The Board may appoint up to two At Large Directors to serve until the next Annual Meeting.

SECTION 5.2. QUALIFICATIONS. No person shall be elected or appointed or shall continue to serve as an officer or director of this organization unless that person is a Voting Member of the League.

SECTION 5.3. VACANCIES. Any vacancy occurring on the Board of Directors by reason of resignation, death or disqualification may be filled until the next Annual Meeting by a majority vote of the remaining members of

the Board of Directors. Positions vacated mid-term may be filled by election at the next Annual Meeting and the elected director or officer shall serve the balance of the existing term. Three absences from a Board meeting by any officer or director without valid reason shall be deemed a resignation.

SECTION 5.4. POWERS AND DUTIES. The Board of Directors shall have full authority to manage the League's property and to conduct the business of the organization subject to the instructions of the Voting Membership. The Board of Directors shall plan and direct the work necessary to carry out the programs adopted by the National, State, Regional, and Cook County League Conventions and the Annual Meeting. To carry this out the Board shall create such committees as necessary. The Board of Directors shall appoint the Committee Chair(s) for one year and shall designate the Board member to whom the committee shall report.

The Board of Directors shall adopt a Conflict of Interest policy or make revisions therein from time to time. The purpose of a conflict of interest policy is to protect the LWV OPRF's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee member of the LWV OPRF. The Conflict of Interest policy shall require that each director, officer and member of a committee with powers delegated by the Board shall annually sign a conflict of interest statement consistent with the terms of the conflict of interest policy then in effect. Signed conflict of interest statements must be turned into the Secretary by September 1 and kept with the board records.

SECTION 5.5. EXECUTIVE COMMITTEE. The officers of the Board of Directors shall constitute the Executive Committee. The Executive Committee: shall prepare a budget for the ensuing year; shall exercise such other power and authority as may be delegated to it by the Board; shall report to the Board on all actions taken by it between regular meetings of the Board; shall present an annual budget to the Board of Directors' meeting at least one month prior to the Annual Meeting and to all members at least two weeks prior to the Annual Meeting; and shall meet as necessary in between meetings of the Board of Directors, as called by the President or any two members of the Executive Committee.

SECTION 5.6. MEETINGS. The Executive Committee may, in its sole discretion, determine that any meeting of the members shall not be held at any place, but may instead be held by means of remote communication including teleconference or a virtual meeting platform. Participation in a meeting held by remote communication shall constitute presence in person at the meeting for all purposes, including quorum and voting, and is herein described as a meeting. A vote may be cast via ballot, voice or show of hands described herein as a vote, voting, or voting mechanism.

There shall be at least eight meetings of the Board of Directors annually. A majority of the members of the Board shall constitute a quorum. There shall be no absentee or proxy votes. At the discretion of the President, a director may participate in and act at any meeting of the Board of Directors or the Executive Committee through the use of remote communication including teleconference or a virtual meeting platform. Participation in this way shall be considered attendance for purposes of quorum requirements.

SECTION 5.7. SPECIAL MEETINGS. The President may call special meetings of the Board of Directors and shall call a special meeting upon written request of five members of the Board. Members of the Board shall be notified of the time and place of special meetings by email, telephone or letter at least three days prior to such meetings.

SECTION 5.8. VOTING ON URGENT MATTERS. When an urgent decision must be made by the Board between regular meetings, the President may call and/or email the members of the Board. A conference call via virtual alternatives may also be arranged. Board members must be given full information about the issues to be decided and sufficient time to share opinions and responses before the final decision is given. A quorum of the

Board must respond. The emergency decision must be presented by the President at the next regularly scheduled meeting of the Board for ratification and the Secretary will include a record of the decision in the minutes.

ARTICLE 6. STANDING COMMITTEES

Unless otherwise specified, the members of Standing Committees shall be appointed by the Board of Directors for terms of one year. Three Standing Committees (Nominating, Bylaws, and Budget) shall be organized by January 1st as per the following:

SECTION 6.1. NOMINATING COMMITTEE. The Nominating Committee shall consist of four members. The Chair and one member shall be elected at the Annual Meeting. Two of the four members shall be members of the Board of Directors, and the other two shall be members who are not on the Board. The Nominating Committee's proposed slate for officers, directors, and members of the succeeding Nominating Committee shall be presented to the Board of Directors at the March meeting. This proposed slate is to be presented to all Voting Members at least two weeks prior to the Annual Meeting.

SECTION 6.2. BYLAWS COMMITTEE. The Bylaws Committee shall review the current bylaws minimally every two years beginning in 2022 and evaluate them for clear language, present day terminology, and ethical and consistent practices, and shall present its report to the Board of Directors at least by the April meeting. The Chair of the Bylaws Committee shall present proposed changes to all Voting Members at least two weeks prior to the Annual Meeting and again at the Annual Meeting. This Committee shall have at least two members, one being a Board member.

SECTION 6.3 BUDGET COMMITTEE. The composition and responsibilities of the Budget Committee are defined under Article 7, Financial Administration.

ARTICLE 7. FINANCIAL ADMINISTRATION

SECTION 7.1. FISCAL YEAR. The fiscal year of the ~~League~~ **LWV OPRF** shall coincide with the ~~League of Women Voters of the United States~~ **LWV US:** July 1 to June 30.

SECTION 7.2. DUES. Dues shall be payable at the time of application for membership and shall be due and payable thereafter in accordance with LWV US policy.

SECTION 7.3. BUDGET COMMITTEE.

A. Composition. The Budget Committee shall be composed of the Treasurer and at least one member nominated by the President and appointed by the Board. The Budget Committee shall assist and advise the Treasurer on the budget and other financial matters. The Treasurer shall not be eligible to serve as chair.

B. Duties. The Budget Committee shall prepare and present an annual budget to the Board of Directors at least one month prior to the Annual Meeting and to the members at least two weeks prior to the Annual Meeting. The President shall appoint a non-Board League member to review the previous year's books and prepare a financial report, which shall be reviewed by the current Treasurer (and previous Treasurer, if available) and the Executive Committee and presented to the Board at the October board meeting.

C. SECTION 7.4 DISTRIBUTION OF FUNDS ON DISSOLUTION. In the event of a dissolution or merger for any cause of the ~~League of Women Voters of Oak Park and River Forest~~ **LWV OPRF** all monies and

securities or other property of whatsoever nature which at the time are under absolute control of the ~~League of Women Voters of Oak Park and River Forest~~ **LWV OPRF** 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 ~~League of Women Voters of Oak Park and River Forest~~ **LWV OPRF** 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 8. MEETINGS

SECTION 8.1. MEMBERSHIP MEETINGS. There shall be an Annual Meeting of the entire membership each year, and the Board may choose to call additional meetings of the membership as it sees fit. The time, place, and manner of these meetings shall be determined by the Board. **Special meetings of the members may be called by the President, the Board of Directors, or upon written request of ten percent of the voting members.**

SECTION 8.2. ANNUAL MEETING. The Annual Meeting shall be held in May or June, the exact date to be determined by the Board. **Notice of the Annual Meeting and relevant business information shall be sent to the membership at least two weeks prior to the meeting date.** Ten percent of the total membership shall constitute a quorum at the Annual Meeting. The Annual Meeting shall adopt a local program for the ensuing year, elect officers, directors, and the Chair and one member of the Nominating Committee (as specified in Article 6, Section 1): adopt a budget; and transact such other businesses as may properly come before it. **Absentee or proxy voting shall not be permitted. Voting through virtual means shall not be considered absentee voting.**

ARTICLE 9. NOMINATIONS AND ELECTIONS

SECTION 9.1. PROPOSED SLATE OF THE NOMINATING COMMITTEE AND NOMINATIONS FROM THE FLOOR. The proposed slate of the Nominating Committee for officers, directors, and members of the succeeding Nominating Committee shall be sent to all members at least two weeks before the date of the Annual Meeting. Immediately following the presentation of this report at the Annual Meeting, nominations may be made from the floor by any Voting Member provided the consent of the nominee shall have been secured.The

SECTION 9.2. ELECTIONS.

~~The election for any office shall be by ballot, voice vote or if in a virtual meeting, by using a voting feature if there is more than one nominee for such office. If there is only one nominee, he/she is elected by acclamation.~~

If there is more than one nominee for an office, election shall be by ballot or, during a virtual meeting, by using a voting feature. If there is only one nominee, he/she is elected by acclamation. A contested election requires a majority vote.

ARTICLE 10. PRINCIPLES AND PROGRAM

SECTION 1. PRINCIPLES. The Principles, the philosophical basis of our organization, are concepts of

government adopted by the National Convention and supported by the League as a whole. They are the authorization for the adoption of National, State, Regional, County and Local League Programs.

SECTION 2. PROGRAM. ~~The Program of the LWV OPRF shall consist of action to implement the Principles and those local governmental issues chosen at the LWV OPRF Annual Meeting for concerted study and/or action as follows~~: **The Program of the LWV OPRF shall consist of action to implement the Principles and those local governmental issues chosen at the LWV OPRF Annual Meeting for concerted study and/or action as follows: (a)Voting members may make recommendations to the board at least two months before the LWV OPRF Annual Meeting. (b) The Board shall consider these recommendations and formulate a proposed program, which shall be sent to the members at least two weeks before the LWV OPRF Annual Meeting. (c) The LWV OPRF Annual Meeting shall adopt the board-proposed program by a majority vote. Program recommendations submitted to the board but not included in the board-proposed program, may be considered by those at the LWV OPRF Annual Meeting provided that a majority vote supports such consideration. However, a two-thirds vote is required to adopt such items.**

SECTION 3. Changes in Program. Changes and/or additions in the Program, in the case of altered conditions, may be made provided that information concerning the proposed change/addition has been disseminated to all members at least two weeks before a general membership meeting at which time the change/addition shall be discussed and voted upon. Adoption requires that a quorum is present and a two-thirds vote supports the change/addition.

SECTION 4. Program Action. Members may act in the name of LWV OPRF only when authorized to do so by the President or Co-Presidents. They may act only in conformity with, and not contrary to, a position taken by the LWV OPRF, the LWV IL, and the LWV US.

ARTICLE 11. SELECTING DELEGATES

SECTION 11.1. CONVENTIONS. At a meeting prior to the submission deadline, the Board shall select delegates to attend conventions, including virtual meeting alternatives, under the provisions of the Bylaws of the ~~League of Women Voters of the United States~~ **LWV US** , ~~Illinois~~ **LWV IL**, and ~~Cook County~~ **LWV CC**, ~~Lake Michigan Region~~ **LWV LMR** and ~~Upper Mississippi River Region~~ **LWV UMRR**. The number of delegates shall not exceed the number allotted.

SECTION 11.2. OTHER LEAGUE REPRESENTATION. The Executive Committee shall make appointments as necessary for persons to be representatives of the League. Appointments shall be reviewed annually.

ARTICLE 12. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Voting Members present, and voting at the Annual Meeting, provided that amendments were submitted to the membership in writing at least two weeks in advance of the meeting.

ARTICLE 13. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and not inconsistent with these Bylaws.

ARTICLE 14. COMMUNICATION

Communication with members as required by these Bylaws can be done by email or postal service notification.