

**2011**

**AMENDED AND RESTATED BYLAWS**

**of the**

**LEAGUE OF WOMEN VOTERS OF WISCONSIN  
EDUCATION NETWORK, INC.**

(formerly League of Women Voters of Wisconsin Education Fund  
(LWVWEF), Inc.)

As adopted by the Incorporating Board of the LWVWEF on February 5, 1988;  
as amended by the Board of Directors of the LWVWEF April 8, 1995; ~~and~~ as amended and  
adopted by the Sixtieth Convention, June 16, 2007; and as amended and adopted by the Annual  
Meeting, June 11, 2011.

**ARTICLE I Name and Board of Directors**

**Section 1. Name**

The name of this corporation shall be the League of Women Voters of Wisconsin Education Network, Inc., referred to in these Bylaws as LWVWEN. LWVWEN is an integral part of the League of Women Voters of the United States, referred to in these Bylaws as LWVUS.

**Section 2. Board of Directors**

The board of directors of this corporation shall be referred to in these Bylaws as the State Board.

**ARTICLE II Purpose and Policy**

**Section 1. Purpose**

The purposes of LWVWEN are to promote participation in the democratic process through education and to act on selected governmental issues, consistent with the requirements of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code").

**Section 2. Political Policy**

LWVWEN shall not support or oppose any political party or any candidate. LWVWEN may take action on state governmental measures and policies in the public interest in conformity with the Principles of the LWVUS and consistent with the section 501(c)(3) of the Code.

## **ARTICLE III Membership**

### **Section 1. Eligibility**

Any person who subscribes to the purposes and policy of the League shall be eligible for membership.

### **Section 2. Types of Membership**

- a. Voting Members. Citizens at least 18 years of age who join a Local League in Wisconsin shall be voting members of the Local League, LWVWEN and LWVUS.
  - (1) Members at Large. Those who reside outside the area of any Local League may join a Local League or shall be Members at Large. Members-at-Large, referred to in these Bylaws as MALs, shall pay annual dues to LWVWEN.
  - (2) Honorary-Life Members. Members of LWVUS for 50 years or more shall be excused from the payment of dues.
- b. Associate Members. Associate members shall be all other members of Local Leagues, LWVWEN and LWVUS.

## **ARTICLE IV Corporate Seal, Books and Records**

**Section 1. Seal.** The LWVWEN shall not have a seal.

**Section 2. Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and shall keep in the principal office a record of the names and addresses of the members of the Board of Directors entitled to vote. All books and records of the corporation may be inspected by any member or her/his attorney for any proper purpose at any reasonable time.

## **ARTICLE V Local Leagues, State Units and Inter-League Organizations**

### **Section 1. Local Leagues**

Local Leagues are those Leagues that have been recognized by LWVUS.

### **Section 2. Recognition of Local Leagues**

When a group of members of LWVUS meets the requirements for Local Leagues, as adopted by the State Board and the LWVUS Convention, the State Board shall recommend to the National Board that recognition be granted. When such recognition is granted, the Local League shall become an integral part of LWVUS and LWVWEN.

### **Section 3. Withdrawal of Recognition**

When a Local League recurrently fails to meet the requirements for recognition, the State Board shall recommend to the National Board that recognition be withdrawn. Final action rests with the Board of Directors of LWVUS [and shall be consistent with the requirements of section 501\(c\)\(3\) of the Code](#).

### **Section 4. State Units**

When a group of MALs in a community that has no Local League wishes to form a State Unit, it may be organized by LWVWEN and operate as a State Unit under the supervision of the State Board.

### **Section 5. Inter-League Organizations**

- a. Members enrolled in Local Leagues may organize inter-League organizations, referred to in these Bylaws as ILOs, in order to promote the purposes of the League and to take action on county, metropolitan, regional, or multistate governmental issues.

- b. The National Board shall recognize ILOs that meet standards adopted by the LWVUS Convention.
- c. The same notifications that are sent to Local League presidents in preparation for LWVWEN annual meetings shall be sent to ILO presidents.
- d. Upon disbanding, funds held by an ILO shall be disbursed among the member Leagues in accordance with the ILO Bylaws.

## **ARTICLE VI   Officers**

### **Section 1. Enumeration, Election and Term of Office**

The officers of LWVWEN shall be: president, vice president, secretary and treasurer. The president and secretary shall be elected in odd-numbered years. The vice president and treasurer shall be elected in even-numbered years. Officers shall serve for a two-year term and shall assume office at the close of the Annual Meeting at which they are elected.

### **Section 2. President**

The president shall preside at all meetings of LWVWEN and the State Board, unless another board member is designated. The president may, in the absence of the treasurer, sign or endorse checks, drafts and notes and shall be an ex-officio 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 other duties as designated by the State Board.

### **Section 3. Vice President**

The vice president shall in the event of vacancy in the presidency possess all the powers and perform all the duties of that office. In the event that the vice president is unable to serve, the State Board shall elect one of its members to fill the vacancy. The vice president shall perform such other duties as the president or State Board may designate.

### **Section 4. Secretary**

The secretary shall be responsible for minutes of all Annual Meetings of LWVWEN and of all meetings of the State Board, shall notify all officers and directors of their election, shall sign with the president all contracts and other instruments when so authorized by the board, and shall perform such other duties designated by the State Board.

### **Section 5. Treasurer**

The treasurer, shall be responsible for the collection and receipt of all monies, and shall oversee disbursements in conformity with the provisions of the budget. The State Board shall designate financial institutions for deposit of LWVWEN monies. The treasurer shall present reports to the State Board at their regular meetings and a summary of the current financial status to the Annual Meeting of LWVWEN. The financial records of LWVWEN shall be subject to an audit at the conclusion of each fiscal year and an annual financial statement will be prepared and reported to the State Board.

## **ARTICLE VII   Board of Directors**

### **Section 1. Number, Selection and Term of Office**

The State Board shall consist of the officers of LWVWEN, six directors elected to two year terms and no more than six appointed directors. Three directors shall be elected at each Annual Meeting. Elected directors shall assume office at the close of the Annual Meeting at which they were elected. The members of the State Board shall appoint such additional directors, not exceeding six, as they deem necessary to carry on the work of LWVWEN. Appointed directors

shall assume office immediately upon notification of their appointment and serve until the end of the fiscal year. All officers and directors shall be either a voting member of a Local League or a Member-at-Large.

**Section 2. Resignations**

Any member of the State Board may resign by giving written notice to the State Board. A resignation need not be accepted in order to be effective.

**Section 3. Removal from Office**

In the event that any member of the State Board fails to perform her/his designated duties or is absent from three consecutive meetings of the State Board, s/he may be removed by a two-thirds vote at a State Board meeting. A vote for removal may not be taken unless notice has been given on the agenda of the meeting mailed at least one week prior to the meeting.

**Section 4. Vacancies**

Any vacancy other than in the office of president may be filled for the remainder of the term by the State Board.

**Section 5. Powers and Duties**

The State Board shall have full charge of the property and business of the corporation with full power and authority to manage and conduct the same. It shall plan and direct work necessary to implement the motions adopted by the Annual Meeting. It shall create and designate such special committees as it may deem necessary.

The State Board shall accept responsibility delegated to it by the Board of Directors of LWVUS for the organization and development of Local Leagues, for carrying out national Program, and for meeting its financial obligation to LWVUS.

**Section 6. Compensation**

State Board members shall not receive compensation for serving as officers or directors. However, reimbursement for reasonable expenses incurred in connection with corporate matters may be made, provided that such reimbursement is authorized by the president.

**Section 7. Regular Meetings**

There shall be at least six regular meetings of the State Board annually. The president shall notify each member of the State Board of all regular meetings at least one week before such meetings, giving time and place of the meeting. No action taken at any regular board meeting attended by three-fourths of the State Board members shall be invalidated because of failure of any board members to receive any notice properly sent or because of any irregularity in any notice actually received. The attendance of a Director at a regular meeting shall constitute a waiver of notice of such meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 8. Special Meetings**

The president may call special meetings of the State Board. A special meeting shall be called upon the written request of four State Board members. Board members shall be notified of the time, place, and purpose of special meetings sufficiently in advance to advise all members of the meeting. No action taken at any special State Board meeting attended by three-fourths of the board members shall be invalidated because of failure of any board members to receive any notice properly sent or because of any irregularity in any notice actually received. The attendance of a Director at a special meeting shall constitute a waiver of notice of such meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Section 9. Electronically-Conferenced Meetings**

Meetings of the State Board or committees of the State Board may be conducted by telephone or other communication technology in accordance with Wisconsin Statute 181.0820 or any successor thereto. At the time the meeting is to begin all participating directors shall be informed that a meeting is taking place at which official business may be transacted and that a director participating in such meeting by electronic means is deemed present in person at the meeting. At the beginning of such meeting, and again at the time any vote at such a meeting is conducted, each of the directors shall first verify their identity and their ability to simultaneously hear each other and have communication immediately transmitted to each and all participating directors by stating their name at the beginning of the meeting, and at the time their vote is cast in the same manner as they cast their vote.

**Section 10.** Written Consent. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for filling vacancies on the Board or on committees or removing any director or officer, may be taken without a meeting if initiated by the President and a consent in writing setting forth the action to be taken, is signed by at least two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1r) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means, including electronic mail (“email”), and “signed” includes an electronic signature, as defined in §181.0103(10p) of the Wisconsin Statutes, as amended from time to time.

## **Section 11. Quorum**

A majority of the members of the State Board shall constitute a quorum.

## **Section 12. Executive Committee**

An executive committee, consisting of the president and four other members appointed by the State Board from its own body, shall act for the board between regular meetings, provided that any action taken shall be presented to the board for ratification at its next meeting. Three members of the executive committee shall constitute a quorum to transact business.

## **Section 13. Appointment of Committees**

The State Board may create committees having such powers as are then permitted by these Bylaws, Chapter 181 of the Wisconsin Statutes, and as are specified in the resolution establishing the committee. Each committee shall consist of not less than one (1) member of the State Board and may include individuals who are not directors. All members of committees appointed by the State Board shall be voting members of LWVWEN. The appointment of the chair and members of any committee of LWVWEN shall be subject to the approval of the State Board.

## **Section 14. Nondelegable Powers; Rules of Committees**

No committee of the State Board shall be empowered to act in lieu of the entire State Board in respect to the filling of vacancies in the State Board or committees of the State Board created pursuant to Article VI or with respect to amendment of the Articles of Incorporation or the Bylaws of LWVWEN. Each committee of the State Board shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the State Board, and shall make such reports to the State Board of its activities as the State Board may request. All the committees shall perform an advisory function to the State Board.

## **ARTICLE VIII Financial Administration**

### **Section 1. Fiscal Year**

The fiscal year of LWVWEN shall commence on the first of July of each year.

### **Section 2. Financial Support**

Financial responsibility for the work of the LWVWEN shall be assumed annually by Local Leagues, MALs, and the State Board.

- a. Each Local League shall determine its own membership dues.
- b. Each Local League shall make a per member payment (PMP) directly to LWVUS.
- c. Each Local League shall pay annually to LWVWEN a per member assessment (PMA) as determined at Annual Meeting.
- d. MAL dues shall be determined at Annual Meeting.
- e. When two or more members reside in a common household at the same address, the single member assessment or dues shall be paid for the first member and a payment equal to one-half the PMA shall be paid for each additional member.
- f. The PMA for full-time students who are members of Local Leagues shall be one-half the regular assessment. Full-time students may be MALs with dues at one-half the regular MAL dues.
- g. All funds held by a Local League or a State Unit from which recognition has been withdrawn shall be property of LWVWEN.

### **Section 3. Budget**

The Annual Meeting shall adopt a budget for the next fiscal year. The budget shall be prepared by a committee appointed for that purpose at least four months in advance of the Annual Meeting. The treasurer shall be a member of the budget committee, but shall not serve as chair. The budget committee shall present its proposed budget to the State Board for consideration prior to its distribution in advance of the Annual Meeting. A copy of the budget shall be sent to Local League presidents and State Unit chairs at least sixty days in advance of the Annual Meeting. In no case shall notice of any anticipated PMA change be sent later than April 1.

### **Section 4. Distribution of Funds on Dissolution**

In the event of a dissolution of LWVWEN, other than incident to a merger or consolidation, all monies and securities which at the time be owned by or under the absolute control of LWVWEN, shall be paid to LWVUS Education Fund, after the State Board has paid or made provision for the payment of all the liabilities of LWVWEN. All other property of whatsoever nature, whether real, personal, or mixed, which may at the time be owned or under the control of LWVWEN shall be assigned to any nonprofit corporation, trust or other organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, to be devoted to such similar purposes.

## **ARTICLE IX Indemnification of Officers, Directors, and Others**

### **Section 1. Mandatory Indemnification**

The Corporation shall to the maximum extent permitted under the Wisconsin Nonstock Corporation law, as amended, indemnify and allow reasonable expenses of any person who was or is a party or 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 he or she is or was a director, officer, employee or agent of or volunteered services to the Corporation; or is or was serving at the request of the Corporation as a director, officer,

employee or agent of any committee or of any other Corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

**Section 2. Liberal Construction**

In order for LWVWEN to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

**Section 3. Supplementary Benefits**

LWVWEN may supplement the right of indemnification under Sec. 1 of this Article by one or more of the following: purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

**ARTICLE X Annual Meeting**

**Section 1. Place, Date and Call**

An Annual Meeting of LWVWEN shall be held prior to the start of each fiscal year. The time and place of the Annual Meeting shall be determined by the State Board. The state president shall send a first call to the Annual Meeting to the presidents of the Local Leagues, State Unit chairs, and ILO presidents not less than sixty days prior to the opening date of the Annual Meeting. Thereafter, the State Board may advance or postpone the opening date of the Annual Meeting not more than two weeks from the date fixed in the first call. A final call giving the exact time and place of Annual Meeting shall be issued at least thirty days before the Annual Meeting.

**Section 2. Composition**

The Annual Meeting shall be composed of: the delegates chosen by the members of each Local League and recognized State Unit; the delegates to represent MALs as chosen by the State Board, and the members of the State Board.

**Section 3. Qualifications of Delegates and Voting**

Each delegate shall be a voting member of LWVWEN. Each delegate representing a Local League or State Unit shall be entitled to vote only if that organization has met its PMA responsibilities. Each delegate or State Board member shall be entitled to one vote only even though the person may be attending in two or more capacities. Delegates, but not State Board members, shall be entitled to an alternate. Absentee or proxy voting shall not be permitted. The Annual Meeting shall be the sole judge of whether a delegate or alternate is qualified to vote.

**Section 4. Representation**

Local Leagues shall be entitled to one delegate, in addition to the president or an alternate, for every twenty voting members or major fraction thereof as of January 1 of said year. MALs shall be entitled to one delegate for every twenty voting members or major fraction thereof on January 1 of said year. The record in the state office of paid-up voting members shall determine the official count for this purpose. Any recognized State Unit shall be entitled to two delegates.

**Section 5. Powers**

In odd-numbered years, the Annual Meeting shall elect the president, secretary, three members of the Board of Directors, and the chair and one member of the nominating committee.

In even-numbered years, the Annual Meeting shall elect the vice president, the treasurer, three members of the Board of Directors, and the chair and one member of the nominating committee.

The Annual Meeting shall adopt or modify Program, adopt a budget for the ensuing fiscal year, and transact such other business as may properly come before it.

**Section 6. Quorum**

A majority of the delegates registered at Annual Meeting shall constitute a quorum for the transaction of business, provided that not less than one-third of the Local Leagues are represented.

**ARTICLE XI Nominations and Elections**

**Section 1. Membership of the Nominating Committee**

The nominating committee shall consist of three members, who shall serve for a term of one year. The chair and one member shall be elected at the Annual Meeting.. The other member shall be appointed by the State Board within two months after the Annual Meeting. Nominations for the elected positions shall be made by the current nominating committee. Vacancies occurring in the nominating committee shall be filled by the State Board. The state president shall send the names and addresses of the members of the nominating committee to the presidents of Local Leagues and State Unit chairs. Any LWWEN member may submit suggestions to the nominating committee.

**Section 2. Report of the Nominating Committee**

The report of the nominating committee shall be sent to the presidents of Local Leagues and State Unit chairs at least 60 days before the date of the Annual Meeting. The report of the nominating committee shall be presented to the Annual Meeting during the first plenary session. Immediately following the report, nominations for officers, directors, and members of the nominating committee, may be made from the floor by any member of Annual Meeting, provided any person so nominated has indicated a willingness to serve if elected. If there are nominations from the floor, the election shall take place in a subsequent plenary session.

**Section 3. Election**

A committee of tellers to conduct the election shall be appointed by the president during the first plenary session of the Annual Meeting. The head teller shall be a member of the host League. The election shall be by ballot, except when there is but one nominee for each position, it shall be in order to move that the secretary cast the ballot for every candidate. A majority of those present and qualified to vote and voting shall constitute an election.

**ARTICLE XII Principles and Program**

**Section 1. Principles**

The governmental Principles adopted by the LWWUS Convention constitute the authorization for the adoption of Program.

**Section 2. Program**

The Program shall consist of activities to promote the Principles and Positions of LWWEN, [which shall be consistent with section 501\(c\)\(3\) of the Code.](#)

**Section 3. Program Selection or Modification**

The Annual Meeting shall select the governmental issues for study and action or may modify the previously adopted Program using the following procedures:

- a. Local League boards and State Unit chairs may make recommendations, including a date for consideration of adoption, to the State Board at least three months prior to the Annual Meeting.

- b. The State Board shall consider the recommendations and formulate a proposed Program which shall be sent to Local League presidents, State Unit chairs, and ILO presidents at least sixty days prior to Annual Meeting.
- c. A majority vote of those present and voting shall be required for adoption of items in the proposed Program as recommended to the Annual Meeting by the State Board.
- d. Any recommendation for Program or modification of Program submitted to the State Board at least three months prior to the Annual Meeting, but not proposed by the State Board, may be adopted by the Annual Meeting provided consideration is ordered by a majority vote during the first plenary session and the vote on adoption comes during a subsequent plenary session. Adoption shall require a two-thirds majority.

#### **Section 4. Program Action**

All action must conform with, and not be contrary to, the positions taken by LWVWEN and LWVUS. Local Leagues, State Units, and individual members may take action in the name of LWVWEN only when authorized to do so by the State Board.

#### **ARTICLE XIII Investment Policy**

All investments of LWVWEN assets shall be made in socially responsible funds. For LWVWEN purposes, socially responsible means those funds that align with and are not contrary to LWVUS and LWVWEN principles and positions.

#### **ARTICLE XIV National Convention and Council**

The State Board shall select delegates to the Convention or Council of LWVUS in the number allowed under the provisions of the national Bylaws.

#### **ARTICLE XV Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern LWVWEN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability or effect of the balance of the Bylaws.

#### **ARTICLE XVI Amendments**

These Bylaws may be amended at any Annual Meeting of LWVWEN by a two-thirds vote provided that the proposed amendment was submitted to the State Board at least three months prior to the Annual Meeting by a Local League or State Unit or has been proposed by the State Board. The State Board shall send all such proposed amendments to the presidents of Local Leagues and State Unit chairs at least sixty days prior to Annual Meeting.