



CONVENTION 2021

LWV LEAGUE OF WOMEN VOTERS'
OF ILLINOIS

60th Biennium: Uplifting Democracy, Equity and Our Ideals

PROPOSED BYLAWS AMENDMENTS FOR THE 2021-2023 BIENNIUM

CHANGES ARE INDICATED USING THE FOLLOWING KEY:

~~Deletions are in bold and crossed out~~

Additions are in purple

Amendment #'s are in bold red

The Rationale for a change is indicated in red italic

Explanations are in red

Note: All changes in Articles I through Articles III which were approved at the LWWUS Convention in 2020 are included. They do not need to be voted on. The first three articles of the bylaws have to be similar but they do not have to be exact, and they cannot go beyond the powers on which the national delegates have agreed.

Amendment #1 Language Update:

- “LWWUS Board” substituted for all “National Board” references.
- LWWIL and LWWUS are both referenced as “the LWWIL” and “the LWWUS” respectively.
- ILOs are identified as “interstate” (e.g. LWW of the Lake Michigan Region) or “intrastate” (e.g. LWW Cook County) and defined.
- Changed all “member-at-large” references to “member-around-the-state” and MAL to MAS.

Rationale: Consistency throughout the document. MAL in Spanish means bad. MAS in Spanish means more.

League of Women Voters of Illinois Bylaws, Amended June 9, 2019

BYLAWS OF THE LEAGUE OF WOMEN VOTERS OF ILLINOIS

ARTICLE I - Name and Form

Section 1. The name of the organization shall be the League of Women Voters of Illinois, hereinafter referred to in these bylaws as the LWVIL. The LWVIL is an integral part of the League of Women Voters of the United States, hereinafter referred to in these bylaws as the LWVUS.

Section 2. The LWVIL shall be a not for profit corporation incorporated under the laws of the State of Illinois.

Amendment #2 - Change to Article II Purposes and Policies.

ARTICLE II - Purposes and Policies

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

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

Section 3. Diversity, Equity & Inclusion Policy. The LWVIL is fully committed to ensure compliance – in principle and in practice – with the LWVUS’ Diversity, Equity and Inclusion Policy.

Section 4. Tax Exempt Status. The LWVIL is organized and 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 these Articles, the LWVIL 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 LWVIL shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Rationale for addition of Section 4: The first 3 articles of any bylaws need to be the same as LWVUS. But, this is needed for the LWVIL to be a 501(c)(3). This addition is allowed per LWVUS.

ARTICLE III - Membership

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

Section 2. Types of Membership. The membership of the League shall be composed of voting members and associate members. Only voting members shall be members within the meaning of the Illinois General Not For Profit Corporation Act of 1986.

a. Voting Members. Persons at least 16 years of age who join the LWVIL shall be voting members of local Leagues, state Leagues and of the LWVUS as follows:

- (i) individuals who live within an area of a local League may join that League or any other local League;
- (ii) those who reside outside the area of any local League may join a local League or shall be state members-around-the State;
- (iii) those who have been members of the LWVIL for 50 years or more shall be life members excused from the payment of dues; and
- (iv) those who are students are defined as individuals enrolled either as full or part time with an accredited institution.

b. Associate members. All others who join the LWVIL shall be associate members.

ARTICLE IV - League Organization

Section 1. Local Leagues.

- a. Local Leagues are those Leagues which have been so recognized by the LWVUS.
- b. The LWVIL Board shall recommend to the LWVUS that the LWVUS and the LWVIL recognize as a local League any group of members of the LWVUS in any community within the State of Illinois, provided the group meets both the LWVIL and the LWVUS recognition standards for local Leagues. Only one local League shall be recognized in any community.
- c. In the event of recurring failure of a local League to maintain national recognition standards, the LWVIL Board shall recommend to the ~~national~~ LWVUS board that it withdraw recognition from the local League or suggest reorganization of the local League into a ~~member-at-large~~ member-around-the-state unit. All funds held by a local League from which recognition has been withdrawn shall be paid to the LWVIL after the national per-member-payment and other obligations have been met. Funds held by a local League that reorganizes into a member-around-the-state unit may remain with that unit.

Section 2. Interleague Organizations.

- a. Interleague organizations, hereinafter referred to as ILOs, are those groups of ~~local and/or state~~ intrastate and/or interstate Leagues recognized by the LWVUS and organized to promote the purposes of the ~~League-LWVIL~~ and to take action on county, metropolitan, or regional governmental matters. All members of an intrastate ILO are members of the LWVIL. Members of an interstate ILO are state and local Leagues from states in addition to Illinois.
- b. The role of the LWVIL in ILOs is one of guidance-except for interstate ~~multistate~~ ILOs.
- c. The LWVIL shall appoint voting representatives to the board of directors of the interstate ILOs as specified by the ILOs bylaws.
- d. The LWVIL shall pay annual dues to interstate ILOs as specified by the ILO bylaws.
- e. In the event of recurring failure of an intrastate or interstate ILO to maintain national recognition standards, the LWVIL Board shall recommend to the ~~national~~ LWVUS

board that **the LWVUS Board** ~~it~~ withdraw recognition of such **intrastate or interstate** ILO. All funds held by an **intrastate or interstate** ILO from which recognition has been withdrawn shall be prorated among the Leagues responsible for funding it, after all financial obligations have been met.

Section 3. ~~Member-at-Large (MAL) Units.~~ **Member-Around-the-State (MAS) Units.**

- a. The LWVIL Board may authorize the establishment of ~~member-at-large~~ **member-around-the-state** units. Such units shall be composed of ~~members-at-large~~ **members-around-the-state** who wish to group together for meetings, and shall operate within the guidelines established by the LWVUS and within guidelines adopted by the LWVIL Board.
- b. In the event of recurrent failure of an **MAL MAS** unit to adhere to guidelines for ~~member-at-large~~ **member-around-the-state** units or to operate within the limitations established by the LWVUS, the LWVIL Board may withdraw approval of the **MAL MAS** unit. All funds held by an **MAL MAS** unit from which approval has been withdrawn shall be retained by the LWVIL, after all financial obligations have been met.

Amendment #3 - Changes to Article V - Officers

ARTICLE V - Officers

Section 1. Enumeration and Election of Officers. The officers of the LWVIL shall be a president, not less than two nor more than four vice-presidents, a secretary and a treasurer. ~~The secretary and treasurer may be combined into one position.~~ 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 voting members of the LWVIL and shall be elected by the convention to hold office until the close of the next convention or until their successors have been elected and qualified. **If any officer position is not filed by election at the convention, a majority vote of the LWVIL Board may fill such office(s) by appointment.** No person shall be elected to more than two consecutive terms in the same office.

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 the LWVIL 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 LWVIL Board. In the event of the absence, disability, resignation or death of the president, the LWVIL Board shall elect one of the vice-presidents to fill the vacancy. If no vice-president is able to serve, the LWVIL Board shall elect another of its members to serve as president.

Section 3. The Vice-Presidents. The vice-presidents shall perform such duties as the president and the LWVIL Board may designate.

Section 4. The Secretary. The secretary shall keep a book of minutes of all meetings of the LWVIL Board. The secretary shall keep, in the LWVIL's principal office in the State of Illinois, the LWVIL's current articles of incorporation and bylaws. The secretary shall have such other powers and perform other duties as may be prescribed by the LWVIL Board.

~~a. — The secretary shall perform such duties as customarily pertain to the office.~~

~~b. — The treasurer shall perform such duties as customarily pertain to the office; arrange for an annual audit of the books by a certified public accountant; and at the direction of the LWVIL board, maintain deposits in authorized financial institutions.~~

Section 5. The Treasurer. The treasurer shall perform such duties as customarily pertain to the office, including; arrange for an annual review or audit of the books; at the direction of the LWVIL Board, see that deposits are maintained in authorized financial institutions and disbursed as may be ordered by the board. The treasurer shall be responsible for filing federal, state and local government forms and payment of taxes and fees; as required by law. The treasurer shall have oversight for timely, accurate financial reports to the LWVIL Board and for all the organization's bank accounts being reconciled regularly and accurately. The treasurer shall have such other powers and perform such other duties as may be prescribed by the LWVIL Board.

Rationale for Changes in Section 1 (Enumeration and Election of Officers), Section 4 (Secretary) & Section 5 (Treasurer) in Article V - Officers: There is too much work/responsibility to combine Secretary and Treasurer; changes also give further definition of both the Secretary and the Treasurer's jobs.

Amendment #4 - Changes to Article VI - The LWVIL Board of Directors

ARTICLE VI - The LWVIL Board of Directors

Section 1. Selection, Qualification and Term. The LWVIL Board of Directors (the "LWVIL Board") shall consist of the officers, ~~eight or nine~~ **seven to nine** additional directors elected by the convention except when vacancies occur. All directors shall be voting members of the LWVIL. They shall serve until the close of the next convention or until their successors have been elected or appointed and qualified. ~~An officer or director who misses two consecutive meetings may be asked to resign by the board of directors.~~ No elected director shall serve more than two consecutive terms in the same office. No individual shall serve in any capacity, either officer or director, on the LWVIL Board for more than five consecutive terms. ~~Vacancies other than the presidency may be filled by a majority vote of the remaining members of the board.~~ If any officer position is not filled by election at the convention, a majority vote of the LWVIL Board may fill such office(s) by appointment. A vacancy on the LWVIL Board shall be deemed to exist in the case of death, resignation or removal of any director. A vacancy caused by death or resignation shall be filled, until the convention, by a majority vote of the LWVIL Board. A director may resign effective upon giving written notice to the president and secretary of the LWVIL Board. Three consecutive absences from LWVIL Board meetings of any director, without valid reason, shall be deemed a resignation. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 2. Powers and Duties. Subject to the limitations of law, the articles of incorporation, and these bylaws, the LWVIL Board shall manage and supervise the business and activities of the LWVIL consistent with the instruction of the LWVIL convention ~~and to carry out programs on selected governmental issues as adopted by the LWVUS convention.~~ The LWVIL Board shall create and designate such committees as it may deem necessary. All committees report to the LWVIL Board.

Section 3. Executive Committee. The executive committee shall exercise such power and authority as may be delegated to it and shall report on all actions taken by it between regular meetings of the LWVIL Board. The executive committee shall consist of the elected officers. The executive committee shall review the performance of the Executive Director annually.

Section 4. Regular Meetings. There shall be at least six regular meetings of the LWVIL Board annually. ~~Members of the board shall be notified of all regular meetings at least one week prior to such meetings.~~ No action taken at any regular LWVIL Board meeting attended by three-fourths of the directors shall be invalidated because of the failure of any director to receive a properly sent notice or because of any irregularity in a notice actually received.

Section 5. Special Meetings. The president may call special meetings of the LWVIL Board and shall call a special meeting upon written request of five members of the LWVIL Board. ~~Members of the board shall be given written notice at least six days prior to such meetings. During a convention the president may, upon request of five members of the board shall call a special meeting by giving personal notice to each member of the board.~~

Section 6. Remote Meetings. The board may meet to conduct business by holding a meeting through electronic communications (e.g. through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication).

Section 7. ~~Section 6.~~ Notice. Regular meetings may be held upon such notice as is determined by the LWVIL Board. Special meetings shall be held upon a minimum of four days' notice if delivered by first class mail, or 48 hours if delivered personally or by electronic means.

Section 8. ~~Section 7.~~ Quorum. A majority of the board of directors in office constitutes a quorum of the LWVIL Board for the transaction of business, except to adjourn as provided in the following section. ~~In the presence of a quorum, a majority of members in attendance at any board meeting shall decide its action. Any one or more members of the board may participate in a meeting by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.~~ 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 of directors then in office.

~~Section 8. Name Change. The LWVIL Board is hereby authorized to change the name of this corporation to League of Women Voters of Illinois (NFP) or a similar available name~~

and appropriately register the name with the Secretary of State of Illinois at the Board's discretion.

Rationale for removal of Section 8: After a more detailed analysis of the state and local League legal structure, the best strategy is to convert the existing LWVIL entity to a 501(c)(3). This clause is no longer needed.

Section 9. Participation in Meetings by Electronic Means. One or more members of the LWVIL Board may participate in a meeting by use of conference telephone or similar communications equipment, so long as all participants in the meeting can simultaneously hear each other. Notice, quorum, and other requirements for the conduct of meetings shall apply. Notice for such a meeting shall include information about the form of communications system and the means of accessing the communication system.

Section 10. Adjournment. A majority of the directors present, whether or not they constitute a quorum, may adjourn to another time or place. If the meeting is adjourned for more than 24 hours, notice of adjournment to another time or place shall be given before the adjourned meeting to those directors not present at the time of adjournment.

Section 11. Action Without Meeting. The directors may take action between meetings by mail or an e-mail ballot, when necessary, provided that notice of the proposed action sets forth the proposed action is approved in writing by all of the directors entitled to vote with respect to the subject matter of the action. The ballot must be evidenced by a written approval, which sets forth the action taken. Ballots shall be filed with a report of the action and shall be a part of the minutes of the next meeting of the LWVIL Board.

Section 12. The LWVIL Board, by a majority vote of the officers and directors in office, may create one or more committees, each consisting of two or more voting members of the LWVIL.

Section 13. Powers. The LWVIL Board may delegate to such committees any of the authority of the LWVIL Board except with respect to:

- a. The approval of any action for which the law also requires approval of the members;
- b. The filling of vacancies on the LWVIL Board or on any committee which has the authority to act on behalf of the LWVIL Board;
- c. The amendment or repeal of bylaws or the adoption of new bylaws;
- d. The appointment of other LWVIL Board committees or the members thereof; or fix the compensation of any member of a committee (similar to self-dealing);
- e. The expenditure of the LWVIL funds to support a nominee for director;
- f. The approval of any self-dealing transaction, as such transactions are defined in law;
- g. The adoption of a plan for the distribution of assets of the LWVIL, or for dissolution;
- h. The adoption of a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the LWVIL; and
- i. The amendment, alteration, repeal or action inconsistent with any resolution or action of the LWVIL Board when the resolution or action of the LWVIL Board provides by its terms that it shall not be amended, altered or repealed by action of a committee.

Rationale for changes in Article VI - The LWVIL Board of Directors (except section 8)

Section 1: Maximum of "5" between minimum and maximum Board members.

Changes made to understand the qualifications, powers, and behavior of the LWVIL Board.

Amendment #5 - Changes to Article VII - Convention

ARTICLE VII - Convention

Section 1 Place, Date, and Call to Convention. A convention of the LWVIL shall be held biennially at a time and **virtual and/or physical** place determined by the LWVIL Board. Dates listed in the official LWVIL calendar shall constitute a first call to convention and shall be sent to the presidents or those leaders acting in that capacity of local Leagues and **intrastate** ILOs and to the chairs of ~~member-at-large~~ **member-around-the-state** units. A final call shall be sent out with the convention overview at least 90 days before convention and final registration materials at least 60 days prior to convention. Thereafter the LWVIL Board may advance or postpone this date by not more than two weeks.

Section 2 Composition.

- a. The convention shall be composed of the following voting delegates:
 - i.) One delegate representing each local League and each **MAL MAS** unit for each 25 voting members or major fraction thereof based on the official membership roster which is used by the LWVUS to determine per-member payment.
 - ii.) A president or designated delegate from each local League and each **MAL MAS** unit.
 - iii.) One delegate from each **intrastate** ILO.
 - iv.) The members of the LWVIL Board.
- b. The convention ~~shall~~ **may** be composed of ~~the following non-voting participants:~~
 - 1) ~~One alternate representing each local League and each MAL unit for each 25 members or major fraction thereof based on the record in the state office of voting members as of January 31st preceding the convention.~~
 - 2) ~~Members-at-large of the LWVIL unless appointed as a voting delegate by a local League or a MAL unit.~~ **any LWVIL member. These members, other than delegates, will be non-voting participants.**

Section 3. Qualifications of Delegates and Voting. Each delegate shall be a voting member of the LWVIL. Each delegate ~~or alternate acting for an absent delegate~~ may vote or make motions. Each delegate shall be entitled to one vote only, even though the delegate may be attending in two or more capacities. Absentee or proxy voting shall not be permitted. **Voting through virtual means shall not be considered absentee voting.** The LWVIL Board shall be the judge of whether a delegate is qualified to vote.

Section 4 Privilege of the Floor. Delegates, ~~alternates and members-around-the-State~~ may have the privilege of the floor.

Section 5. Powers. The convention shall adopt a program of study and action, elect officers and directors, establish per-member-payments for the next two years, adopt budgets for the

ensuing two fiscal years, **amend bylaws if necessitated by review** and transact such other business as may be presented.

Section 6. Quorum. A quorum shall consist of a majority of the delegates registered at the convention provided that not less than fifty percent (50%) of the local Leagues in Illinois are represented at the convention.

Rationale for changes in Article VII - Convention: Changes were made to clarify what a delegate is required/allowed to do.

ARTICLE VIII - Process for Making Changes Between Conventions

Section 1. Convening a Council. If the LWVIL Board or twenty-five percent (25%) of local Leagues determine that a change in program or budget is necessary or that other official business must be transacted between conventions, the LWVIL Board shall convene a council meeting at a time and place it shall determine.

Section 2. Procedures. The council may change the program or budget upon recommendation of the LWVIL Board or a local League using the following procedure:

- a. At least eight weeks before the meeting, any local League proposing a change shall submit it to the LWVIL Board.
- b. At least six weeks before the meeting, the LWVIL Board shall send notice of the meeting and all proposed changes to the presidents of local Leagues and **intrastate** ILOs and to the chairs of **MAL MAS** units.
- c. Any change proposed by a local League and not recommended by the LWVIL Board shall first require a majority vote of the council for consideration.
- d. A two-thirds vote shall be required to adopt any change.

Section 3. Composition. The council shall consist of:

- a. Two delegates chosen by the board of each local League.
- b. One delegate from each **intrastate** ILO and each **MAL MAS** unit.
- c. The members of the LWVIL Board.

Section 4. Quorum. A quorum shall consist of a majority of the voting delegates registered at the council provided that not less than fifty percent (50%) of the local Leagues in Illinois are represented at the council.

ARTICLE IX - National Convention and Council

Section 1. National Convention. The LWVIL Board shall elect delegates to the national convention in the number allotted the LWVIL under the provisions of the bylaws of the LWVUS. The president shall have the power to fill any vacancies which may occur in the delegation.

Section 2. National Council. The LWVIL Board shall elect delegates to the meeting of the National Council in accordance with the provisions of the bylaws of the LWVUS. The president shall have the power to fill any vacancy which may occur in the delegation.

ARTICLE X. - Nominations and Elections

Section 1. Nominating Committee. The nominating committee shall consist of five members. The chair and two members, who shall not be members of the LWVIL Board, shall be elected by the convention. Nominations for these officers shall be made by the current nominating committee. Immediately after the convention, the LWVIL Board shall appoint two of its members to the committee. Vacancies shall be filled by appointment by the LWVIL Board. The president shall send the name and address of the chair of the nominating committee to the president of each local League and intrastate ILO and to the chair of each MAL MAS unit within 90 days of election at convention.

Section 2. Suggestions by Local Leagues. At least one year prior to convention, the chair of the nominating committee shall request suggestions for nominations through the president of each local League and intrastate ILO and the chairs of MAL MAS units. Suggestions for nominations by local Leagues shall be sent to the chair of the nominating committee. Any LWVIL member may also submit suggestions for nominations.

Section 3. Report of the Nominating Committee. In accordance with the Nominating Procedures approved by the LWVIL Board, the report of the nominating committee of its nominations for officers, directors, and the chair and two members of the next nominating committee shall be sent to the LWVIL Board. The report shall then be sent to the presidents of local Leagues and intrastate ILOs and to the chairs of MAL MAS units six weeks prior to convention. Failure of presidents and MAL MAS unit chairs to notify their members of the proposed slate of the nominating committee shall not invalidate the nomination or election process. The report of the nominating committee shall be presented to the convention at its first session. Nominations may be made from the floor immediately thereafter provided that the consent of the nominee has been obtained.

Section 4. Election. The election shall be in the charge of an election committee appointed by the president and ratified by the convention at its first business session. The election shall be by ballot or by voting machine, except if there is but one nominee for each office, it shall be by adoption of the slate. A majority of those present and qualified to vote and voting shall constitute an election.

ARTICLE XI - Program

Section 1. Authorization. The governmental principles adopted by the national convention and supported by the LWVIL as a whole constitute the authorization for the adoption of the Program.

Section 2. Program. The Program of the LWVIL shall consist of:

- a. Action to implement the Principles and Program of the LWVUS.

- b. Those state governmental issues chosen by the convention for concerted study or concurrence and action.

Section 3. Adoption.

- a. As part of the program planning process, five months in advance of the convention the LWVIL Board shall send to the presidents of local Leagues and intrastate ILOs and the chairs of ~~MAL~~ MAS units a status report of the current Program.
- b. Three months in advance of the convention, local League members and boards shall evaluate the Program and submit their suggestions. Only Program recommendations submitted at this time will be eligible for consideration by the LWVIL Board and the convention.
- c. Six weeks in advance of the convention, the LWVIL Board shall submit the proposed Program and the not recommended items to the presidents of local Leagues and intrastate ILOs and to the chairs of ~~MAL~~ MAS units. Failure of presidents and ~~MAL~~ MAS unit chairs to notify their members of the proposed Program shall not invalidate the adoption of Program.
- d. Any League that plans to propose the adoption or amendment of a state League position by concurrence on the floor of the convention shall send background information, including pros and cons on the issue and an explanation of the rationale for using this form of member agreement, to all Leagues at least six weeks before convention.
- e. A majority vote of those present and voting shall be required for the adoption of items in the proposed Program as presented to the convention by the LWVIL Board.

Amendment #6 - Change to Article XI - Program, Section 3f

Rationale - better definition of changes in the proposed Program.

- f. Further changes in the proposed Program submitted for consideration but not recommended by the LWVIL Board may be made by the convention provided that all of the following occur:
 - i. The convention shall order consideration by a majority vote.
 - ii. The vote on the proposed change shall not be taken in the same session as the order for consideration.
 - iii. The convention shall adopt the change by a two-thirds majority vote.
- g. A two-thirds vote is required to amend or adopt a state League position by concurrence on the floor of the convention.
- h. A council may change the Program as provided in Article VIII.

Section 4. Action

- a. Members may act in the name of the LWVIL only when authorized to do so by the LWVIL Board.
- b. Local Leagues may take action on state government issues only when authorized to do so by the LWVIL Board. Local Leagues may act only in conformity with, and not contrary to, a position taken by the LWVIL and/or the LWVUS.

Amendment #7 - Changes to Article XII - Financial Administration

ARTICLE XII - Financial Administration

Section 1. Fiscal Year. The fiscal year of the LWVIL shall conform to that of LWVUS is July 1 to June 30.

Section 2. Financial Support.

a. Financial Responsibility. ~~The local Leagues shall annually assume the financial support of the LWVIL and LWVUS.~~

Rationale - redundant to dues/PMPs.

a. Dues. Each local League member, except for life members, shall pay Local League annual dues as determined by the local League. Members who join at the state level shall pay annual dues to the LWVIL in an amount determined by the LWVIL Board. ~~Members who are enrolled in a local League shall be voting members of that local League, Interleague Organizations (of which the local League is a member), the LWVIL and the LWVUS.~~

b. Per-member-payment. Each local League shall make an annual per-member payment directly to the LWVIL in an amount to be determined by a three-fifths vote of those present and voting at each convention. When two or more members reside at the same address in a common household, the payment determined by the convention shall be made for the first member; a payment equal to one-half the per-member-payment shall be paid for each other member. No per-member payment shall be required for life members.

c. The per-member-payment for a member who is a student shall be equal to one half the per-member-payment amount determined at convention. ~~A student is defined as an individual enrolled either full or part time in an accredited institution.~~

Rationale - The definition of a student is already in Article III and cannot be different than LWVUS.

d. Associate members, defined in Article III, Section 2b, shall be natural persons under the age of 16. Dues/PMPs are required from Associate members at the level established for voting members of the LWVIL. Associate members are non-voting members of the local League, the LWVIL or the LWVUS.

~~e. Pilot Membership Programs—Notwithstanding any other provision in the Bylaws, the LWVIL Board of Directors may authorize pilot membership programs at the state or local level of limited scope, subject to the provisions on pilot programs in the LWVIL Board Policies. Pilot Membership Program policies will govern dues and scope. Each pilot membership program shall be approved by the LWVIL Board.~~

Rationale: No local League has used this in the past 2 years and if any did, it would be very complicated to administer.

Section 3. Budget Committee. The president shall appoint a budget committee, to be chaired by a local League member not serving on the LWVIL Board, for the purpose of preparing the proposed budgets in advance of the convention. The treasurer shall be ex-officio a member of the budget committee. The proposed budgets shall be submitted to the LWVIL Board for approval.

Section 4. Budget. The LWVIL Board shall submit to the convention for adoption by a three-fifths vote the proposed budgets to provide support for the LWVIL for each of the two ensuing fiscal years. A copy of the proposed budgets shall be sent to the president of each local League and intrastate ILO and to the chairs of MAL MAS units at least six weeks in advance of the convention. Failure of presidents and MAL MAS unit chairs to notify their members of the proposed budgets shall not invalidate the adoption of the budgets.

Section 5. Transactions with Interested Persons. Within 120 days after the end of the LWVIL's fiscal year, the LWVIL Board shall send to the members a report, of any transaction in which the LWVIL was a party and in which any officer or director of the LWVIL had a direct or indirect material financial interest.

Rationale: Best practices per advice of counsel.

Section 6. Endorsement of Documents and Contracts. Unless so authorized by the LWVIL Board, no officer, agent, or employee shall have any power or authority to bind the LWVIL by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Rationale: Best practices per advice of counsel.

~~**Section 5 Distribution of Funds on Dissolution.** In the event of the merger or dissolution of the LWVIL for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the LWVIL shall be distributed at the discretion of the LWVIL Board or such other persons as shall be charged by law with the liquidation or winding up of the LWVIL 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 the organizations are then in existence or exempt under those tax provisions, then, at the discretion of the LWVIL 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:~~

Section 7. Distribution of Funds on Dissolution. In the event of the merger or dissolution of the LWVIL for any reason, all money and securities or other property of whatsoever nature which at the time be owned or under the absolute control of the LWVIL shall be distributed at the discretion of the LWVIL Board or such other persons as shall be charged by law with the liquidation or winding up of the LWVIL 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 the organizations are then in existence or exempt under those tax provisions, then, at the discretion of the LWVIL 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.

Rationale: Flexibility to go to c3.....We are modifying the existing 2019 Article XII, Section 5 clause of how the funds would be distributed - the existing clause states that we would distribute funds to LWVUS, now we would be distributing to LWVEF.

ARTICLE XIII - Parliamentary Authority

Section 1. Parliamentary Authority. The rules contained in *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIV - Amendments

Section 1. Amendments. These bylaws may be amended by a two-thirds vote of the delegates present and voting at any convention provided that: Three months prior to convention, local League boards shall submit proposals for change to the LWVIL Board.

Six weeks prior to the convention, all proposed amendments together with the recommendations of the LWVIL Board shall be sent to the presidents of local Leagues and **intrastate** ILOs and to the chairs of **MAL MAS** units. Failure of presidents and **MAL MAS** unit chairs to notify their members of the proposed amendments shall not invalidate the adoption of such amendments.

Section 2. Bylaws Committee. The president shall appoint a bylaws committee following the convention to study the bylaws and suggest amendments if necessary and to consider proposals suggested by any League member for changing the bylaws. The committee shall have both local League and LWVIL Board representation and shall submit to the LWVIL Board all recommended and suggested amendments.

Amendment #8 - Addition of Article XV - Conflicts or Duality of Interest

ARTICLE XV - Conflicts or Duality of Interest

Section 1. Purpose. The purpose of a conflict of interest policy is to protect the LWVIL'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 LWVIL. The LWVIL Board shall adopt a conflict of interest policy or make revisions therein from time to time. The conflict of interest policy shall require that each director, officer and member of a committee with powers delegated by the LWVIL Board shall annually sign a conflict of interest statement consistent with the terms of the conflict of interest policy then in effect.

Rationale - Best practices per advice of counsel.

Amendment #9 - Change numbering of Indemnification of Officers and Directors Article from XV to XVI and updates to this article.

Article XV Indemnification of Officers and Directors

~~No officer or director serving without compensation (other than for the reimbursement of actual expenses) shall be liable and no cause of action shall be brought for damages resulting from the exercise of judgement or discretion in connection with the duties or responsibilities of such director or officer unless the act or omission involved willful, wanton or criminal conduct.~~

~~The LWVIL, shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the LWVIL, or as a member who is acting on behalf of LWVIL, against all reasonably incurred expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity and may, upon the decision of the insurance company or the LWVIL Board, if coverage is denied, make advances of funds to cover such costs. Notwithstanding, no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the LWVIL; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of LWVIL directors who are not at that time parties to the proceeding. Any indemnification or advancement of expenses incurred in connection with indemnification shall be reported at the subsequent Convention.~~

~~Such indemnification shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.~~

ARTICLE XVI - Liability, Indemnification, and Insurance

Section 1. Indemnification of Directors and Officers. The LWVIL 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 LWVIL) 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 LWVIL and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct unlawful and may, upon the decision of the insurance company or the LWVIL Board, if coverage is denied, make advances of funds to cover such costs; provided, however, the LWVIL 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 nor should the LWVIL indemnify any such person if such matters are settled by agreement and the settlement

agreement is predicated upon the existence of such person's willful misconduct. Any indemnification or advancement of expenses incurred in connection with indemnification shall be reported at the subsequent Convention.

Section 2. Contract with the LWVIL. The provisions of this Article XVI shall be deemed to be a contract between the LWVIL and each director or officer who serves in any such capacity at any time, while this Article XVI 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 XVI 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.

Section 3. Other Rights of Indemnification. The indemnification provided or permitted by this Article XVI 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.

Rationale - Best practices per advice of counsel.

Amendment #10 - Addition of Article XVII - Rights of Inspection of Books and Records by Members.

ARTICLE XVII - Right of Inspection of Books and Records by Voting Members

*Any voting member shall have the right to examine, in person or by agent, at any reasonable time or times, the LWVIL books and records of account and minutes, and to make extracts therefrom, but only for a proper purpose. In order to exercise this right, a voting member must make written demand upon the LWVIL, stating with particularity the records sought to be examined and the purpose therefore. If the LWVIL refuses examination, the voting member may file suit in the circuit court of Cook County to compel by mandamus or otherwise such examination as may be proper. If a voting member seeks to examine books or records of account the burden of proof is upon the voting member to establish a proper purpose. If the purpose is to examine minutes, the burden of proof is upon the LWVIL to establish that the voting member does not have a proper purpose.

** This wording is directly from the 1986 NFP Act.*

Rationale - Best practices per advice of counsel.