

To: LWV Chicago Board of Directors
From: LWV Chicago 2024 Bylaws Committee, consisting of Pamela Howard, Gail Volk, John Engle and Marjy Gilbert, Chair,
Date: April 7, 2024
Subject: 2024 Bylaws Committee's Recommended Amendments to the LWVCHI Bylaws

The DEI policy is central to all of the work of the League. Thus, the Bylaws Committee urges that LWV Chicago focus on incorporating the DEI lens into all committee work and programming. The Bylaws Committee specifically urges the next Nominating Committee and the Membership Chair to focus on improving the diversity of the LWV Chicago in keeping with the adopted LWVUS DEI Policy that states:

Discrimination or harassment of any kind will not be accepted within the League, including but not limited to race, socio-economic status, age, ability status, religion, sexual orientation, national origin, gender identity, or marital status. The League is committed to fostering, cultivating, and preserving a culture of diversity, equity, inclusion, access, and belonging for all people. The League is an organization that respects and values the richness of our community and our members. The collective sum of our individual differences and life experiences represents not only our culture, but our reputation and the organization's mission and achievements as well.

The Bylaws Committee recommends that the LWV Chicago bylaws be amended as set forth in blue font and strikeout in the eight separately numbered sections. In each separately numbered section, after the quoted text of the LWVCHI Bylaws with the proposed amendment in blue font and strike out, there is an explanation of the Bylaw Committees' recommendation in offset italicized text.

1. Article II, Purpose and Policy, § 2 Policy

Sec. 2 Policies

- A. **Non-Partisan Policy.** LWV Chicago shall neither support nor oppose political parties or any candidates.
- B. **Diversity, Equity & Inclusion Policy.** LWV Chicago is fully committed to ensure compliance – in principle and in practice – with the LWVUS Diversity, Equity and Inclusion Policy.

Explanation: The 2024 LWVCHI Bylaws Committee unanimously agreed to recommend amending the Bylaws to include the League DEI policy as set forth in blue, with all members of the Committee strongly supporting DEI. In addition, the LWVUS Policy Guidance Memorandum dated 8/16/2022 specifically states that the LWVUS Bylaws "addition of the DEI Policy to Article II, section 2 elevated the DEI policy to the same organizational importance as the Nonpartisan Policy," and

further states "all state and local leagues were required after the 2020 Convention to incorporate this declaration of commitment to the DEI Policy into their bylaws as well."

2. Article II, Purpose and Policy, § 3 Tax Exempt Status

Sec. 2 Tax Exempt Status. LWV Chicago 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, LWV Chicago 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 LWV Chicago shall be the carrying on of propaganda, or otherwise attempting to influence legislation.~~

Explanation: The Bylaws Committee unanimously agreed to recommend eliminating the last sentence of § 3 as the law speaks for itself, with the sentence an overly cautious reaction to our conversion to a § 501(c)(3) entity and limits the League beyond the provisions of I.R.C. § 501(c)(3) .

3. Article IV, Officers and Board of Directors, § 1, Number, Election, Qualifications and Term

Sec. 1. Number, Election, Qualifications and Term. The board shall consist of the officers of LWV Chicago and not fewer than nine nor more than twelve directors. The number of non-officer directors to be elected at each annual meeting shall be determined by the board. The officers of

LWV Chicago shall be a president, executive vice-president, vice president and up to two additional vice-presidents as determined by the board, a secretary and a treasurer.

All officers and directors must be voting members of LWV Chicago. ~~No officer shall be elected for more than two successive terms in the same office. No non-officer director shall be elected for more than three successive terms.~~ **A member may serve on the LWV Chicago board a maximum of ten consecutive years. Once off the Board for at least two years a member is again eligible to serve on the board for an additional four years.** Officers and non-officer directors shall be elected for terms of two years at the annual meeting and shall take office immediately after the annual meeting.

At the annual meeting, the president, one vice president, the secretary and approximately half of the non-officer directors shall be elected in even-numbered years and the executive vice president, any other vice presidents, the treasurer and approximately half of the non-officer directors shall be elected in odd-numbered years

Explanation: The Bylaws Committee unanimously agreed to recommend the bylaws be amended as set forth in blue text, replacing the text under the double strike out. As worded, the text with double strikeout allows officers to hold an unlimited number of two year successive terms by rotating officer positions among

themselves, which creates the potential for extended tenure and excessive control, limiting opportunities for other League members to serve as officers. In addition, allowing officers to extend their tenure creates the appearance of an exclusive insular leadership that does not welcome new additions to League leadership.

The Bylaws Committee felt that officers and non-officers should be subject to identical restrictions on tenure, which allows those who prefer to be subject matter experts in an assigned portfolio to serve the same number of years as an officer. This proposed change encourages non-officer directors to develop expertise in their assigned portfolio.

Limiting all board members' tenure to a maximum of ten years, effective immediately and counting past service, evidences that the League Board welcomes new leadership, enables the League to train more members in the governance of League and increases the DEI potential. In addition, it clearly states a maximum tenure without having to parse the wording.

4. Article V, Power and Duties of the Board of Directors, § 7 Standing and Special Committees

Sec. 7. Standing and Special Committees

A. Standing Committees. Standing committees are established under the terms set forth in the Bylaws and are a permanent part of the organization, with each standing committee operating for a specific period each year, such as before each annual meeting, or continually until terminated by amendment to the bylaws. The LWV Chicago shall have a Standing Committees shall include a Nominating Committee, a Bylaws Committee, a Budget Committee and a Finance Committee. The board shall appoint such additional standing committees as the board deems necessary for the effective functioning of the organization and the effective fulfillment of program priorities of all levels of LWV Chicago. Membership of such committees is open to any member of LWV Chicago. Except as otherwise provided in these bylaws, the board shall appoint the chair and all members of a standing committee. The chair of a standing committee shall publish in the LWV Chicago newsletter a solicitation for volunteers for the standing committee from the general membership of the League, accepting all who volunteer as committee members.

1) Nominating Committee. The nominating committee shall consist of five voting members of LWV Chicago. Three members, including the chair, shall be elected at the annual meeting. Two board members shall be appointed by the board immediately after the annual meeting. The nominations for the elected positions shall be made by the current nominating committee and further nominations may be made from the floor at the annual meeting when the new nominating committee will be elected. Any vacancies on the nominating committee shall be filled by the board. The chair of the nominating committee shall, at least three months before the annual meeting, notify the membership of the offices to be filled and request advisory recommendations.

2) Bylaws Committee. A bylaws committee shall be appointed by January 15 and shall consist of a minimum of three members. At least one member of the board of directors

shall be on the committee but not the chair. This committee shall study the bylaws, suggest amendments, if necessary, and consider proposals suggested by any LWW Chicago member for changing the bylaws. The chair of the bylaws committee shall, at least three months before the annual meeting, notify the membership of the opportunity to propose changes to the bylaws. The proposed bylaws changes shall be sent to the board for approval at least 60 days before the annual meeting.

3) Budget Committee. The Board shall, by January 15, appoint a committee to prepare the LWW Chicago budget for the next fiscal year. This committee shall be comprised of at least three members; two shall be non-board members, one of whom shall be chair. The third member shall be a board member other than the treasurer. The treasurer shall be an ex-officio member of the committee. The proposed budget shall be sent to the board for approval at least 60 days before the annual meeting and to all members at least 30 days before the annual meeting.

4) Finance Committee. The appointments, terms, responsibilities, duties and powers of the Finance Committee Chair and committee members shall be as stated in Article IX, Financial Administration, § 2.

Explanation: All recommended amendments were adopted unanimously. The definition of standing committees was added to clarify that all four committees are standing committees even though some meet only before each annual meeting and others year round, with the definition loosely based on the definition of standing committees in Robert's Rules. The proposed amendments relative to how standing committee members are chosen are to open League governing and committees to be more inclusive of the general membership and prevent the board from limiting the membership of standing committees to board-appointed and approved League members. Such a limitation on standing committee membership creates the impression the board is not open to recommendations from the general membership when it can pre-select only those who are acceptable to the board to make recommendations such as changes to the bylaws and nominations for future board members. Making the Financial Oversight Committee (FOC) a standing committee and changing its name to Finance Committee were recommendations solicited and received from the current League Treasurer that the Bylaws Committee unanimously agreed to adopt.

5. Article VI, Meetings, has four sections as follows: § 1. Annual Meeting; § 2. Membership Meetings; § 3. Composition and Representation; and § 4. Quorum and Voting, with the Bylaws Committee recommending the bylaws be amended to add a fifth section to Article VI, as follows.

Sec. 5. Remote Meetings. Annual meetings should be in-person or, as circumstances may dictate, online or by telephone (virtual meeting). Membership and Unit meetings may be held in person or virtually. When conducted as a virtual meeting, all persons participating on-line, via telephone or by other electronic means are considered present. Materials for consideration at virtual meetings must be available electronically before the meeting or during the meeting via screen sharing, videos or other electronic form. For in-person meetings printed materials must be distributed to all physically present or provided electronically at least 24 hours prior to the meeting. Meetings may also be hybrid, with attendees present

physically and virtually and materials for the meeting provided as stated for each category of attendees, with all receiving the same materials.

Explanation: The Bylaws Committee unanimously proposed that annual meetings, unit meetings, and all other meetings be granted the same flexibility to meet in-person or remotely as previously granted to the board in Article V § 2, with an emphasis on the annual meetings being in person if possible. The language parallels the board language but is expanded to include all meetings in addition to board meetings, to assure transparent meetings through advance copies of materials and to allow for hybrid meetings.

6. Article VIII, Principles and Program, § 3 Program and § 4 Program Action

Sec. 3 Program. The local program shall consist of implementation of the Principles and Positions of LWV, including updates or studies chosen by the annual meeting to the positions of LWV Chicago. Areas of special concern the members want to emphasize, whether at the national, state, interleague, county, or local level may also be chosen at this meeting. The annual meeting shall act upon the local program, using the following procedures:

- A. Voting members may make recommendations to the board at least ~~three~~ **two** months before the annual meeting. The method of member input shall be determined by the board.
- B. All recommendations shall be submitted to the ~~program planning chair~~ **board president**, who shall compile all program recommendations and e-mail them to board members at least five days before the board meeting at which local program is to be voted.
- C. The board shall consider the recommendations and formulate a proposed program which shall be sent to the members at least one month before the annual meeting.
- D. The annual meeting shall adopt a program by majority vote. Program recommendations submitted to the board at ~~three~~ **two** months before the annual meeting but not recommended by the board may be considered provided that the annual meeting shall order consideration by a majority vote and shall adopt the item by a two-thirds vote. Changes in the local program may be made, provided that information concerning the proposed change has been sent to all members at least two weeks before a general membership meeting at which the change is to be discussed

Explanation: The recommended change reducing the time before the annual meeting that program recommendations must be submitted to the board still gives the board sufficient time since the new submission date is 30 days before the board must notify members of the proposed program. As currently written, despite a requirement to submit suggestions three months before the annual meeting, members suggestions do not have to be forwarded to the Board until 5 days before the Board plans to vote on the program for the year. The Bylaws Committee decided that three months prior to the annual meeting is too early to require members to send in their suggestions since: (1) most members are not even thinking about next year's program three months before the annual meeting; (2) the annual meeting date may not be known and publicized at the earlier time; (3) program planning meetings probably have not yet been held; (4) a program chair may not have been appointed; and (5) the program chair is not required to forward

the submitted suggestions to the board until 5 days before the board votes – a long gap. A two month requirement is still 30 days before the board must notify members of the proposed program. See Article VI, § 1. Annual meeting, ¶ 2 (date that notice of proposed program must be sent to members). The requirement to appoint a middle man, a program chair, was deleted as superfluous due to the fact the appointment of the temporary chair is not always timely and League members resort to sending their submissions to the president.

Sec. 4. Program Action. Members may act in the name of LWV Chicago only when authorized to do so by the ~~board and/or the president~~ **Executive Committee and the Advocacy Chair**. ~~The League members~~ may act only in conformity with, and not contrary to, a position taken by LWV Chicago, LWVCC, LWVIL, LWVUS, LWVLMR, and LWVUMRR.

The Executive Committee shall keep a permanent record of all requests to approve advocacy or lobbying in the name of the League, the positions cited as supporting by action by the proponent of the advocacy or lobbying, whether the requests were approved or denied, the rationale for approving or denying the requests, and shall publish said information on the LWVCHI website.

Explanation: The Bylaws Committee unanimously agreed that the Executive Committee should have the power to approve advocacy and lobbying in the name of LWV Chicago, but the Board-appointed representative on the Bylaws Committee objected to the advocacy chair being included as an equal partner because it elevated one director above the others, potentially creating corporate governance issues.

The Bylaws Committee, by a majority of three of the four voting members, strongly recommends that the bylaws be amended to eliminate the president's power to unilaterally authorize action in the name of the League. Allowing the president to have the power to unilaterally approve lobbying or advocacy in the name of LWV Chicago lacks guardrails and places too much exclusive authority in the president. In addition, unilateral action by the president to approve lobbying and advocacy in the name of the LWV Chicago fails to capture the benefits of group discussion when the proponent of the lobbying or advocacy relies on complex positions, such as those under Environmental Protection and Pollution Control or Climate Change in Impact on Issues, 2022-2024. There is also a benefit to the office of the president in removing the president's unilateral power to approve lobbying or advocacy in that the burden of decision making is shared and it reduces the pressure on the president to immediately approve proposals to lobby or advocate that are not fully vetted.

The inclusion of the Executive Committee and Advocacy Chair gives strength to the resulting decision and assures officers know and approve of what is being said in the name of the League. The addition of the Advocacy Chair adds her expertise in advocacy to the decision making process.

The appointed board representative on the Bylaws Committee argued that Article VIII, § 4 has nothing to do with approving action in the name of the League such

as lobbying or advocacy. The majority of the Bylaws Committee disagrees. Article VIII, § 4 is the only section of the bylaws that assures the LWV Chicago League speaks with one voice with other Leagues. If it were to be interpreted as not applicable to lobbying or advocacy in the name of the League, there would be no mechanism in the Chicago bylaws for assuring the LWV Chicago speaks with one voice with all other Leagues. That could lead to confusion and, possibly, inadvertent violation of one of the most important tenets of the League: "Speaking with one voice," LWVUS, Impact on Issues, 2022-2024, Taking Action, Speaking with One Voice (p. 3, Amazon Edition. Keeping a record of the positions used to support advocacy can provide key guidance for future advocacy, increases transparency in the process for approving advocacy and lobbying, instills confidence that LWV Chicago adheres to League positions adopted through consensus, evidences that LWV Chicago does not allow lobbying or advocacy that is not firmly grounded in an adopted position, and enable the preservation of League history. The benefit of having a record of what was lobbied on is clear from reading the historical information in LWVUS Impact on Issues.

The Board-appointed member of the Committee strongly objected to any limits on the president's unilateral power to authorize members to act in the name of the League and objected to any record keeping requirements as too onerous. The majority disagreed for all the reasons stated above and more, which can be elaborated on if the board has any questions.

7. Article IX, Financial Administration, § 2 Financial Review

Sec. 2. Financial Review. The finances of the organization shall be reviewed by the ~~financial Oversight~~ Finance Committee ("Committee") comprised of no more than four members which must include at least one member who serves on the board of directors and one member who does not serve on the board of directors. The chair of the Committee shall be a non-board member. ~~Members of the Finance Committee shall serve staggered terms of two years each. The terms of members of the committee who are also board members will automatically cease when no longer on the board. Such former board members, however, may be appointed to the committee as a non-board member. No Finance Committee member may serve more than 6 years in a row on the Committee. [paragraph separation added]~~

The Committee shall review the books and financial records of the organization to protect and preserve the integrity of the organization and provide transparency to the membership. Such a review shall take place at least annually.

The Committee shall, at least annually, no later than ~~60~~ 90 days after the end of the fiscal year, deliver a report to the board including, but not limited to, a summary of the following items: (1) that all the accounting procedures being used are acceptable, transparent and are being appropriately followed; (2) that all significant financial matters reflected in the adopted budget and/or minutes for that fiscal year have been appropriately recorded in the organization's books; (3) the amounts present in each of the organization's accounts; (4) the organization's significant written contracts (office lease, equipment lease(s), insurance policies, etc.); (5) any suggestions for improving the systems used to track such finances; and (6) any other information that may be requested by the board.

This report shall be in a format approved by the board and generally accepted within the League of Women Voters of the United States and the League of Women Voters of Illinois. The Committee shall also annually prepare a short-form summary of the financial condition of the organization for distribution to the membership.

In addition, the Committee shall have the authority to review the accounts of LWV Chicago at random and reasonable times throughout the fiscal year for the purpose of establishing that transparent and accurate accounting procedures are being followed.

The board, at any time but no more frequently than annually, may select an independent licensed professional to audit the books and financial records of the organization. After completing any such audit, the board shall submit such audit report to the membership.

Internal Financial Controls: The League shall maintain a written record of the policies, procedures and other matters related to the handling of its financial transactions. Copies of this financial information shall be provided to, and maintained by, the President, the Treasurer, and the Vice President of Operations.

Explanation: Pursuant to the solicited advice of the current LWV Chicago Treasurer, the Bylaw Committee unanimously recommends the bylaws be amended to: (2) rename the "Finance Oversight Committee, to be the "Finance Committee;" (2) elevate the Finance Committee to a standing committee due to its importance to our financial integrity now that we do not have an annual review by and outside CPA; (3) define standing committee; (4) change the days for the Finance Committee report to 90 from 60; and (5) add a provision mandating internal financial controls for all financial records and naming the responsible parties for preserving the financial records. The exact type of policies, procedures and other matters, such as use of cloud storage for ease of updating current records, are left to the League to decide, with this section only mandating that written policies and procedure be adopted and records be securely preserved.

8. Article XI, Amendments, § B, to be revised to state (blue font added):

These bylaws may be amended by a two-thirds vote of the voting members present and voting at the annual meeting (or at a special meeting called for the sole purpose of bylaws amendments, provided that:

A. At least 60 days prior to the annual or special meeting, members and units shall be invited to submit proposals for amendments to the bylaws committee.

B. At least 30 days prior to the meeting, the Board shall send the following to members: (1) The text of the proposed amendments submitted by the Bylaws Committee, (2) the recommendations of the Board on whether or not to adopt each proposed amendment, and (3) the Board's rationale for its recommendations. ~~all proposed amendments together with the recommendations of the board shall be sent to the membership.~~

C. Recommended amendments shall be presented to the meeting for action.

D. Not-recommended amendments may be voted consideration by a majority vote.

E. When required due to amendment of the LWWUS or the LWWIL bylaws in a way that affects local Leagues, these bylaws may be amended by the board of directors and do not require approval of the voting members. The Board shall inform members in writing within 30 days of any such amendment and update the bylaws on the website.

To improve transparency, which is a basic principle of League, the Bylaws Committee unanimously recommends the proposed amendments be adopted. The proposed amendment protects the general memberships' right to know both the recommendations of the Bylaws Committee and the rationale of the Board in selecting what proposed amendments to send to the membership for approval. In addition, sharing the information improves the necessary safeguards of member understanding and support. The more sunshine the board allows on its processes and proposals, the more support and strength the League gains.