

LWV UMRR Board Agenda and Related Material for Board meeting April 1, 2019

Bi-monthly Board Meeting Notice

Date: April 1, 2019

Time: 10:00 am to 12:00 pm Central time

Place: By phone: **Connect by phone at (712)770-4010*, code: 950753#**

**If you have trouble connecting with this number, dial in on the backup number - 716.293.9754 - and follow instructions. Still having trouble? Free Conference Call's help line is at 844.844.1322.*

Agenda and all documents here: <https://www.lwvumrr.org/news--upcoming-events.html>

10:00 – Call to order; Operations

- Approve December Board meeting minutes – Tam Prenosil (following)
- Approve Financial Report – Jeri McGinley (on website: 4-1-19 Treasurer's Report and 2018-19 Income Statement)

10:05 – Wisconsin Citizen's Water Lobby Day

- Consider making a donation

Preparation for Annual Meeting - Business

- Budget – see Budget Committee Report and Dues Structure Analysis (on website)
- Slate – attached, page 5 – need to resolve the vice-chair issue
- Proposed agenda – attached, page 6
- Food and cost structure – how much do we want to charge?
- Other considerations

11:00 – Preparation for Annual Meeting – Education

- Lunch speaker
- Panel – can we organize leaders from each of our state Leagues to participate in a panel with some of the partners we've been engaging with?

11:45 – LWV UMRR Board Retreat

- Can we do this on May 31? (I have a venue, if so, and it's free. -g.)

11:55 - Committees

Membership

Update on membership status – LWV Des Moines is in limbo

Other Business?

Upcoming meetings (1st Monday of even-numbered months)

June 1 – ANNUAL MEETING – Schaar's Bluff in Spring Lake Regional Park, Hastings, MN

August 5 – Board Meeting – location TBD

October 7 – Board Meeting – location TBD

December 2 – Board Meeting – location TBD

February 3 – Board Meeting – location TBD

12:00 - Adjourn

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LEAGUE OF WOMEN VOTERS UPPER MISSISSIPPI RIVER REGION INTER-LEAGUE ORGANIZATION

Board Meeting --- February 4, 2019

Racine Public Library – Emily Lee Room 75-7th Street, Racine, WI

The twentieth board meeting of the Upper Mississippi River Region Inter-League Organization (UMRR-ILO) was called to order by Chair Gretchen Sabel (MN-ABC) February 4, 2019 at 10:08 a.m.

Board members attending the meeting in addition to the Chair were: Tamara Prenosil (IA-Dubuque), Mary Ploesser (WI-Madison), Jeri McGinley (WI-Stevens Point), Carolyn Mahlum-Jenkin (WI La Crosse), Toni Dautel (IL-Glenview),

Board Members attending the meeting by phone conference were: Judy Beck (IL-Glenview), John Howard (MN-Winona), Lonnie McCauley (MN-Coon Rapids), Mary Ann Nelson (IA-Cedar Rapids -nominating committee)

Guests at the Board Meeting: Steve Ploesser (WI-Madison), Paul McGinley (WI-Stevens Point), Krista Grimm (President of the LWV Lake Michigan Inter-League Organization), Dave Mueller (IL-Lake Forest), Joy Mueller (IL-Lake Forest), Randy Dautel (IL-Glenview), Mark Petering, Annie Petering, Rosemary Heilemann (IL-Buffalo Grove and Lake County)

Guests attending by Phone conference: Suzanne Dixon (LWV-Michigan), Marjorie Palleon (WI-Ozaukee County), Luan Burton (WI-Sheboygan)

Foxcon Update with Louise Petering, LWV Wisconsin

Topic: Challenge: The City of Racine Diversion of Lake Michigan Water to the Foxcon Project. There are six groups working to restrain aspects of this project (League of Women voters of Wisconsin, LWV Lake Michigan Inter League Organization, Milwaukee River Keepers, Minnesota Center for Environmental Advocacy, NRDC – National Resources Defense Council, River Alliance of Wisconsin.) The group expects a legal decision by June 2019.

The Great Lakes Compact became effective December 8, 2008. Eight U.S. governors are responsible for protecting this resource. Water is supposed to be used “solely” for public consumption purposes. Good measurements are essential to make decisions about withdrawal of water. This issue is about both quantity and quality of water. J. Beck said the United States still has a Clean Water Act so this may be a possibility for litigation and to encourage citizens to rally around this issue. Ground water between Lake Michigan and the Upper Mississippi Region may be impacted. High capacity wells are shifting where ground water is going.

Possible action steps (although these may change after the Administrative Law Judge’s decision):

- Develop a speaker’s bureau to give programs to local Leagues
- Consider Instagram in addition to Facebook and newspapers
- Ask state LWVs to contact their respective governors to file supportive statements to encourage a move to federal court
- Emphasize the Great Lakes Compact rather than the Foxcon situation in publicity

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- Emphasize the water is going to be drawn for private use not public use (privatization of public resource)
- Use “Blog Spot” with a title “water issues”
- Develop fact sheets that local LWV chapters can use

I. Operations

Secretary’s Report: J. McGinley moved, and M. Ploeser seconded that the minutes of the December 3, 2018 Board meeting be approved. Motion carried.

Treasurer’s Report: J. McGinley submitted the following report.

Treasurer’s Report February 4, 2019 Board Meeting

1. January 31, 2019 bank balance: \$5,606.76 (includes \$404.75 unspent balance of restricted ERC grant). a. Revenues – December/January: \$1,050.27 i. member dues: \$100.00 ii. donation (individual): \$300.00 iii. scarf fundraiser: \$650.00 iv. interest: \$.27 b. Expenses – December/January: \$336.36 i. board meetings: \$93.90 (Dec. food \$68.90; Feb. room reservation \$25.00) ii. scarf fundraiser: \$229.29 iii. PayPal fees: \$13.17 2.

2. Number of 2018-19 paid memberships through 1/31/19: 39 (\$975)

3. 2019-20 Budget: A draft budget was prepared and emailed to Budget Committee members on January 30 (Gretchen Sabel, Toni Dautel, Mary Ploesser, Tamara Prenosil). Ellen Rosborough has agreed to serve as the non-board committee member. A committee conference call will be planned for later in February to finalize the draft for Board review /approval at its April meeting. The budget will then be sent to each state League president and to each member League president not less than two (2) months before the annual meeting.

FRIENDLY REQUEST: PLEASE FORWARD YOUR IN-KIND HOURS TO ME FOR THE PERIOD JULY – JANUARY.

T. Prenosil moved and G. Sabel seconded that the Treasure’s Report be accepted. Motion carried.

II. Special Reports

Update on Farm Bill: no report

Update on Wisconsin Water Legislation: Legislation proposed to have the money received from CAFO permits go back to the DNR not the general fund. Data is needed from water quality testing to make informed decisions

Update on Partnerships for absentee landowner workshops with the Izaak Walton League Upper Mississippi Initiative: L. McCauley reported the LWV and Izaak Walton League and Land Stewardship have done two workshops. They may do follow-up with attendees of previous workshops with the idea that one-on-one communication may be productive. Soil health impacts water quality. The Nature Conservancy is asking for 39 million dollars from the Minnesota Legislature this year to begin buying land for ten projects from the Mississippi headwaters to (ONONOWA?) Grant money has been used to joining Land stewardship, Practical Farmers of Iowa and Women in agriculture. There is approximately \$400 left in this grant. There is some interest in doing this type of workshop in Illinois.

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Other Updates from states: The LWV in Minnesota will sponsor a Water Action Day at the state capital. Wisconsin has a Conservation Lobby Day on April 23, 2019. Legislation in Iowa has been proposed to increase a sales tax to cover conservation and water quality. Illinois has legislation to replace lead pipes over ten years. The Minnesota organization Forever Green has funds to help defray the cost of cover crops for farmers. G. Sabel has included in the UMRR-ILO Blog articles on the impacts of CAFOs in Iowa. There have been three new LWV chapters started in Minnesota because of concerns regarding CAFOs.

III. Committees

Bylaws Committee: The UMRR-ILO Board members reviewed the proposed changes that were discussed at the December 3, 2018 Board meeting and no additional changes were proposed so this version will be sent to the member chapters two months prior to the annual meeting.

Nomination Committee: M. Nelson reported no new additions. There has been no vice-chair candidate available. The slate of candidates proposed at the UMRR-ILO Board Meeting on December 3, 2018 will be sent to the member chapters two months prior to the annual meeting.

Annual Meeting Committee: Currently the volunteers include Gretchen Sabel, Jeri McGinley, Lonnie McCauley, Tam Prenosil and Tonie Dautel. The annual meeting will be Saturday June 1, 2019 in the Twin Cities. Our Board meeting will also be that weekend with a possible retreat on Sunday June 2, 2019

Membership: A list of LWV Chapters that have paid their dues was distributed. Jeri will once again send an email to Board members to allow them to see the most current spreadsheet of the status of LWV chapters that have paid dues as well as not paid dues.

IV. Other Business

Krista Grimm reported the Lake Michigan ILO has existed for 51 years. Currently there are 48 dues paying chapters. There will be a proposal at the next annual meeting to adopt a tier of dues (\$25, \$40 & \$50) depending on the size of the chapter. K. Grimm reported the joint annual meetings in June 2018 in Chicago lost \$1,204.09. The UMRR-ILO asked if we should make a financial contribution to help defray this expense. K. Grimm will get back to UMRR-ILO after she discusses this with their board.

Upcoming meetings (1st Monday of even-numbered months)

April 1, 2019 Probably phone conference

June 1, 2019 Annual Meeting in Twin Cities (Board meeting also this weekend with a possible board retreat on June 2, 2019.)

Adjourned 12:50 p.m.

Submitted by Tamara Prenosil

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Proposed slate of officers – need to resolve this

Proposed by-law changes affecting election of officers:

The officers of the LWV-UMRR ILO shall be a chair, a secretary, a treasurer, and a vice-chair (chair elect). All offices may be jointly held by co-officers. All officers shall be members of LWV-UMRR ILO. The chair, vice-chair, and treasurer shall be elected at the first annual meeting and at each annual meeting thereafter in each odd numbered year to hold office for two (2) years or until their successors have been elected and qualified. The secretary ~~and vice chair~~ shall be elected at the first annual meeting to hold office for a one year term and at each annual meeting thereafter in even numbered years to hold office for two (2) years or until their successors have been elected and qualified. ~~No person shall be elected to more than two successive terms of two years in the same position.~~ The Chair shall be elected for no more than two successive terms of two years.

Slate of Officers to put forward:

Co-Presidents: Mary Ploesser and Steve Ploesser, LWV Dane County

Vice-Chair: ??

Treasurer: Jeri McGinley, LWV Stevens Point

So, we have a choice – either keep the vice-chair election in even numbered years or find a volunteer.

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Annual Meeting Agenda and Plan – Draft 1

9:00 – Gather at Schaar’s Bluff Gathering Space for coffee and refreshments, networking

This park is a set back from roads and the gathering space has phenomenal views of the river. There are hiking trails and the facility is set up for meetings with projector, screen, microphones and sound. It cost us \$365 to rent + a \$150 deposit. The text of the rental agreement is included in this document.

<https://www.co.dakota.mn.us/parks/Gathering/IndoorFacilities/Pages/schaars-bluff-gathering-center.aspx>



9:30 – Business meeting (develop detailed agenda)

- Action Report – Lonni, Carolyn
- Election of officers
- Bylaws changes
- Treasurer’s Report and Proposed Budget

11:00 – Break; networking and exploring for participants; set up for lunch

noon – Lunch (sandwiches and salads from local coop)

12:30 – speaker – possibly John Anfinson, Superintendent, Mississippi National River Park and Recreation Area. John has written a book on the history behind developing navigation on the Upper Mississippi (an intriguing story of politics and intrigue) and can also talk about the National Park and what increasing recreation on the Upper Mississippi could mean for the river. More recreation can lead to more public interest in improving water quality and restoring habitat. We need to decide what we’d like to have him talk about. Here’s the Park’s website: <https://www.nps.gov/miss/learn/management/staffandoffices.htm>

1:30 – Increasing effective advocacy by LWV on Upper Mississippi River issues

Possibly a panel of speakers... like leaders from each of our states (state President, Exec director, advocacy chair), representative from Mississippi River Network, Izaak Walton Upper Mississippi River, others?

3:30 – Adjourn the meeting. Participants can enjoy the park and river.

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FACILITY SALES RECEIPT

Receipt # 208718
 Payment Date 03-20-2019
 Household 36952



GRETCHEN SABEL
 LEAGUE OF WOMEN VOTERS
 3545 15TH AVE NW
 ANDOVER MN 55304

Dakota County Parks, Western Service Center
 14355 Oakdale Avenue
 Apple Valley, MN 55124
 Phone: 952-891-7000

Reservation Updated: Schaefer's Bluff Bathing Center, Spring Lake Park Reserve, Gathering Room

Address 838 12TH Street S, Hastings, MN, 55033
 Rental Contact Gretchen Sabel
 Phone Number (763)488-2008
 Rental Number 36952
 Name Form
 Purpose LWV Upper Mississippi River Region Annual Meeting
 Anticipated Check \$0

	Book/Dep.	Book/Dep.	Tax/Dep.	Book/Dep.	Tax/Dep.	Grand Tot.
Facility Deposit	\$100.00	\$100.00	\$0.00	\$100.00	\$0.00	\$200.00
Facility Fee	\$100.00	\$100.00	\$0.00	\$100.00	\$0.00	\$200.00
Tax	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total	\$200.00	\$200.00	\$0.00	\$200.00	\$0.00	\$400.00

FACILITY SALES RECEIPT



Receipt # 208718
 Payment Date 03-20-2019
 Household 36952

Facility Comments: Thank you for choosing Dakota County Parks, forever wild. We hope you enjoy your time with us.

This receipt is your reservation confirmation and permit. This permit is only final and approved when you receive a Dakota County Park staff signed version. The permit holder must sign and return this receipt as confirmation to the provisions outlined in this agreement. Once final, please make sure you have your permit with you in physical possession during the rental period.

If you have any questions concerning your reservation, please call 952-891-7000.

IF YOUR GROUP IS TAX EXEMPT: Please return a copy of your Minnesota State Tax Exempt Certificate with you payment.

PAYMENT POLICY: Full rental fee and damage deposit are due at the time of reservation.

This permit includes all amenities and conditions stated in the Facility Terms and Conditions and all responsibilities outlined in the Facility Checkout Report, within the permitted rental period.

Permit holder must call 952-891-7000 to confirm facility check in/out times at least 14 days prior to event. Permit holder, or authorized representative, or Dakota County Facility Attendant, must be present at the facility at all times during the rental period.

PERMIT HOLDER MUST REMAIN ON PREMISES UNTIL THE FACILITY ATTENDANT ARRIVES FOR CHECKOUT.

Extensive cleaning, damages to Dakota County property, or staying beyond permitted rental time may result in a portion of your deposit being retained. Animals are not allowed in any park building unless the animal has been specifically trained as an aide for the physically impaired. Concessions and items for resale of any kind cannot be sold without permission in writing by the Dakota County Parks Department. Use of tape or other adhesives, nails, tacks, screws or similar articles on ceilings, walls, doors, floors, furniture or other surfaces or park structures, is not allowed. Use of confetti and glitter is not allowed. Dakota County staff must preapprove candles used for decoration. Use of ladders is prohibited.

ALCOHOL: Beer and wine is permitted for personal consumption (BYOB) by special permission from the Dakota County Parks Department (no cases, kegs or hard alcohol). Proof of general liability insurance applies. Alcohol is only permitted in areas designated by this permit.

TOBACCO: Dakota County Parks are smoke free. Smoking is only permitted in parking lots and roadways. Dakota County Park buildings are tobacco free. The use of any tobacco products, including e-cigarettes, is prohibited in all park buildings.

SPECIAL EQUIPMENT: Tents, rental furniture, inflatable bouncy houses and other structures that impact the grounds are permitted by special permission from the Dakota County Parks Department. Extra fees and proof of general liability insurance may apply.

IMPORTANT NUMBERS:
 For security issues or emergency situations please call 9-1-1.
 For any issues or concerns during your event, please call the Lebanon Hills Visitor Center during business hours. For after-hours concerns, please call the 24-Hour Facility Assistance Line.
 Lebanon Hills Visitor Center: 651-954-8520
 Visitor Center Hours: Telephone: Day 8C Labor Day (Open Daily 10 AM-5 PM); Labor Day 8C Memorial Day (Open Daily 9 AM-5 PM, Fridays 9 AM-7 PM)
 After-Hours Facility Assistance Line: 651-707-2150 (Available for maintenance emergencies only)

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FACILITY SALES RECEIPT



Receipt # 208718
 Payment Date: 03/20/2019
 Household: 36962

I, THE UNDERSIGNED, ACKNOWLEDGE THAT I HAVE READ THE UNDERSTAND THE PROVISIONS OF THIS AGREEMENT AND AM DULY AUTHORIZED TO REPRESENT THE INDICATED ORGANIZATION'S INTEREST WITH RESPECT TO SUCH AGREEMENT. I FURTHER DECLARE THAT I AM AT LEAST 18 YEARS OF AGE.

Permit Holder Signature _____ on file _____

Today's Date _____

Please print, scan and email the signed copy to the Park Reservations Specialist: kaylene.yelke@co-dakota.mn.us
 Or mail the signed copy by US Post to:

Dakota County Parks Department
 Attention: Kaylene Yelke
 14300 Canale Avenue
 Apple Valley, MN 55124

DAKOTA COUNTY PARKS DEPARTMENT AUTHORIZATION

Dakota County Parks Department Signature _____ *Kaylene Yelke*

Today's Date: 3/22/19

NOT VALID without signed approval of designated Dakota County Parks Department representative.

Restroom Options: Gathering Room Basic Event (Without Alcohol)
 Food may be catered or self-catered. No alcohol, no peace officer needed. Client will set up. Settle down and clean indoor space within rental hours. Park Facility Host Included. Liability Insurance Included.

Who Hosts Catering: Check in at 9:00 am and check out at 4:00 pm. No alcohol. Food will be self-catered. Gretchen Sabat is contact.

Special Conditions: Type: Meeting/Retreat
 How did you hear about us?

Processed on 03/22/19 @ 1:47 P to arld	Total Base Price	0.00
	CM Balance Included	52.00
	Total Due	52.00
	Total Deposit/Tax Fee	100.00
	Total Fees Paid	300.00
	Total Taxes Paid	25.00
	Total Paid	325.00

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FACILITY SALES RECEIPT



Receipt # 208718
 Payment Date: 03/20/2019
 Household: 36962

Household Balance Information

Overall Household Balance Due 0.00

Payment of \$41.01 Made By: Check With Reference: 5256, LWV-UPPER BRIDGES/SPN RIVER

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DRAFT changes from Bylaws Committee meeting October 24, 2018; shown in blue.

Additional changes by LWV UMRR Board on December 4, 2018, shown in red.

LEAGUE OF WOMEN VOTERS –

UPPER MISSISSIPPI RIVER REGION ILO BY LAWS

As amended at First Annual Meeting, edits in black from this meeting

ARTICLE I – NAME - The name of this organization shall be the **League of Women Voters - Upper Mississippi River Region Inter League Organization**, hereinafter referred to as **LWV-UMRR ILO**. This Upper Mississippi River Region Inter League Organization (ILO) is an integral part of the League of Women Voters of the United States, hereinafter referred to as LWVUS.

ARTICLE II – PURPOSES AND POLICY

Section 1: Purposes. The purposes of the **LWV-UMRR ILO** are to:

(a) educate the public concerning the necessity of preserving our Region’s water resources;

(b) improve public understanding and active, informed citizen participation in evidence-based decision-making as essential elements of responsible and responsive management of the natural resources of the Upper Mississippi River Region;

(c) promote resource conservation, science-based stewardship, and long-range planning for managing the region’s natural resources, efficient and economical government requiring competent personnel, the clear assignment of responsibilities, adequate financing, effective monitoring and enforcement, coordination among the different agencies and levels of government and well-defined channels for citizen input and review;

(d) publish on our website, FaceBook page, and other media outlets information related to resource preservation efforts and developments;

(e) meet with governmental representatives to report to governmental committees, agencies, and boards; and ~~generally to attempt~~ to help local, state and federal lawmakers establish ~~enforceable~~ legislation to help protect the region’s natural resources;

(f) expand and redefine our educational and environmental program from time to time as necessary to meet the continuing challenge of protecting our region’s natural resources; **and**

(g) collaborate with non-profit and advocacy groups to leverage impact across political boundaries

Section 2. IRC Section 501(c)(3) Purposes ~~[To be added if vote for non-profit status]~~

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

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Section 3: Policy. The LWV-UMRR ILO shall not support or oppose any political party or candidate.

ARTICLE III – MEMBERSHIP

Section 1: The four state Leagues within the Upper Mississippi River Basin (Illinois, Iowa, Minnesota, and Wisconsin) shall be **dues paying** members of the **LWV-UMRR ILO**.

Section 2: All League members of dues-paying local Leagues in communities within the Upper Mississippi River Basin region shall be members of the **LWV-UMRR ILO**.

ARTICLE IV – THE BOARD OF DIRECTORS

Section 1: **Voting members of the** Board of Directors shall consist of the officers (Chair, Vice Chair, Secretary, Treasurer); a representative appointed by each of the four state LWVs of Illinois, Iowa, Minnesota, and Wisconsin; the Past Chair; a Communications Director; and other such members as prescribed in the bylaws (**as described by the by-laws in Article IV Section 7**).

Section 2: Enumeration, Qualification and Terms of Officers

The officers of the **LWV-UMRR ILO** shall be a chair, a secretary, a treasurer, and a vice-chair (chair elect). **All offices may be jointly held by co-officers.** All officers shall be members of **LWV-UMRR ILO**. The chair, **vice-chair**, and treasurer shall be elected at the first annual meeting and at each annual meeting thereafter in each odd numbered year to hold office for two (2) years or until their successors have been elected and qualified. The secretary **and vice-chair** shall be elected at the first annual meeting to hold office for a one year term and at each annual meeting thereafter in even numbered years to hold office for two (2) years or until their successors have been elected and qualified. **No person shall be elected to more than two successive terms of two years in the same position.** **The Chair shall be elected for no more than two successive terms of two years.**

Section 3: The Chair. The chair shall preside at all meetings of the organization and board of directors. The chair shall be, *ex officio*, a member of all committees except the nominating committee. The chair shall have such usual powers of supervision and management as may pertain to the office, may sign or endorse checks, drafts, and notes in the absence of the treasurer, and perform such other duties as may be designated by the board. **A co-chair may be added.**

Section 4: The Secretary. The secretary shall keep minutes of the annual meeting and meetings of the board of directors. The secretary shall perform such other duties as directed by the board.

Section 5: The Treasurer. The treasurer (or an alternate to be appointed by the board of directors) shall collect and receive all monies due. The treasurer shall be the custodian of these monies, shall deposit them in a bank and disburse the same upon order of the board. The treasurer shall present statements to the board at its regular meetings and a report to the annual **LWV-UMRR ILO** meeting. The treasurer, in consultation with the Board, shall be responsible to arrange for an annual financial review or audit of the books.

Section 6: The Vice Chair (Chair Elect) The vice chair shall preside in the absence of the chair. The vice chair ~~shall~~ may assume the office of the Chair after one or two terms as vice chair. The vice chair shall perform such other duties as directed by the board.

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Section 7: There shall be one representative and one alternate appointed by each of the LWV boards of Iowa, Illinois, Minnesota, and Wisconsin to serve as directors. Alternate representatives vote only in the absence of the representative. The terms of the state board representatives shall be two years without term limits. Any vacancy of a state representative or alternate position may be filled by the appropriate state LWV board. It shall be the responsibility of each of the state representatives to act as a liaison to his or her respective state board for communication and information purposes. However, the appointed director is not required to be a member of his or her state board.

Section 8: The immediate past chair shall serve as a director on the ILO board. The past chair may assume the duties of the chair if requested by the chair to do so.

Section 9: An additional director shall be elected at the annual meeting to serve as the Director of Communications with the responsibility of developing and maintaining online communications to members and the public. The term of the Director of Communications will be two years without term limits.

Section 10: Powers. The board shall manage and supervise the business, affairs, and activities of the LWV-UMRR ILO subject to the instructions of the annual meeting. It shall select delegates to member state conventions and councils and to national conventions and national councils. It shall accept responsibility for such other matters as the national or state boards may from time to time assign to it. It shall have the power to create such special committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

Section 11: Quorum. A quorum shall consist of a simple majority of voting members of the board and include at least one representative from three (3) of the four (4) member state Leagues. Any one or more members of the board may participate by means of electronic communications, including conference telephone, 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.

Section 12: Meetings. There shall be at least six (6) regular meetings of the board annually. Members of the board shall be notified of all regular meetings at least one (1) month previous to such meeting. The chair may call special meetings and shall call a special meeting upon the written request of four (4) members of the board.

Section 13: 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 (Chair) 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 14: Attendance. An officer or director who misses two consecutive meetings may be removed ~~asked to resign~~ by a vote of a simple majority at a regular Board meeting. State Board Presidents will be asked to have their Boards appoint a replacement representative to the LWV UMRR ILO Board if a state representative has two consecutive unexcused Board meetings.

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Section 15: Vacancies. If a vacancy of an officer or director occurs, the Board will appoint an individual to fulfill that position until the term is completed.

ARTICLE V- ANNUAL MEETING

Section 1: Date. The date of the annual meeting shall be determined by the LWV-UMRR ILO board.

Section 2: Place. The location of each annual meeting shall be determined by the LWV-UMRR ILO board. The place shall rotate around the four states.

Section 3: Composition. The annual meeting shall be composed of the following voting delegates:

a) One delegate from each member League that is current in its dues payment. Any League may designate a member of another League to serve as its proxy.

b) Members of the board.

Section 4: Qualification and Voting. Each delegate shall be a member and shall be entitled to one vote.

Section 5: Powers. The annual meeting shall consider and authorize a program for study and action, shall elect officers, shall adopt a budget for the ensuing year, and shall transact such other business as may properly come before it.

Section 6: Required representation at Annual Meeting/Quorum. At least one League from each member state and at least one-fifth (1/5) of the member local Leagues must be represented at the annual meeting for any actions to be taken. Decisions can be approved by a simple majority of the voting delegates registered at the annual meeting.

ARTICLE VI- NOMINATIONS AND ELECTIONS

Section 1: Nominating Committee. The nominating committee shall consist of at least five (5) members, up to ~~three (3)~~ two (2) of whom ~~shall~~ may be members of the board. There shall be a member from each of the four (4) states. The chair of the nominating committee shall not be a member of the board, and shall be elected at the annual meeting. The nomination of the nominating committee chair shall be made by the current nominating committee. The other members of the committee shall be appointed by the board. Vacancies shall be filled by the board.

Section 2: Suggestions for Nominations. At least ~~five (5)~~ four (4) months prior to the annual meeting, the chair of the nominating committee shall request suggestions for nominations for offices to be filled. The request will be made to the president of each member League. Suggestions shall be sent to the chair of the nominating committee at least ~~three (3)~~ two (2) months before the annual meeting.

Section 3: Report of the Nominating Committee and Nominations from the floor. The report of the nominating committee of its nominations for officers, directors, and the nomination committee chair shall be sent to the member Leagues at a minimum of one (1) month before the date of the annual meeting. The report of the nominating committee shall be presented to the annual meeting during the business session. Immediately

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following the presentation of this report, nominations may be made from the floor, provided that the consent of the nominee shall have been secured. The election shall be conducted at the time specified in the Annual Meeting Agenda.

Section 4: Election. The election shall be by a written ballot except when there is but one (1) nominee for each office in which case the convention can move to accept the slate by acclamation. A majority of the votes cast shall constitute an election.

ARTICLE VII – PRINCIPLES AND PROGRAM

Section 1: Principles. The Principles are concepts of government adopted by the national convention and supported by the League as a whole. They are the authorization for the adoption of national, state and local program.

Section 2: Program. The program of the **LWV-UMRR ILO** shall consist of:

a) Activities in support of the Principles and program of the LWVUS

b) Those environmental issues that affect the Upper Mississippi River Region and are chosen by the annual meeting for concerted study and focused activities.

Section 3: Annual Meeting Action.

a) At least five (5) months in advance of the annual meeting the board shall send to the presidents of local and state Leagues a status report of the current positions with explanations of activities taken under each position, and a request for program recommendations for the next year. The board shall ask for evaluation of the current positions, may ask for suggestions for study and/or focus and may make its own suggestions for study and/or focus.

b) Local and state League boards may make recommendations for a program to the board at least three (3) months prior to the annual meeting.

c) The board shall consider these recommendations and formulate a proposed program, which shall be sent to the members at a minimum of two (2) months before the annual meeting.

d) The annual meeting shall be given a list of all program items submitted to the board but not selected by the board in addition to the board proposed program. The annual meeting may amend or modify the board proposed program by adopting a program item by a two-thirds vote of those present, which must include that of delegates from all four (4) state Leagues

e) The annual meeting shall adopt a program by a majority vote of those present, which must include that of delegates from all four (4) state Leagues.

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f) Between annual meetings the board may choose to pursue ~~a program item~~ an issue not selected at the previous annual meeting ~~if there is a unanimous vote of the entire board to do so.~~

Section 4: Action on LWV-UMRB ILO Program.

Action may be taken in the name of the **LWV-UMRR ILO** only when authorized to do so by the appropriate board(s). Such action must be in conformity with, and not contrary to, positions taken by the **LWV-UMRR ILO**, the LWVs of Illinois, Iowa, Minnesota, and Wisconsin and the LWVUS.

ARTICLE VIII – FINANCIAL ADMINISTRATION:

Section 1: Fiscal Year. The fiscal year of **LWV-UMRB ILO** shall conform to that of the League of Women Voters of the United States

Section 2: Dues. Annual dues per each ~~local~~ member League shall be ~~\$25.00~~ determined by the Board. Any change in dues will be voted on at an annual meeting and will need to be approved by a 3/5's majority of the delegates voting.

Section 3: Budget Committee. The budget shall be prepared by a committee appointed for that purpose at least four (4) months before the annual meeting. Committee members shall represent the geographic diversity of the member state and local Leagues. The treasurer shall be, *ex officio*, a member of the budget committee but shall not serve as chair. The chair shall be a board member. At least one (1) non-board member shall serve on the committee.

Section 4: Budget. The board shall submit to the annual meeting for adoption by a three-fifths (3/5) vote a proposed budget to provide support for **LWV-UMRR ILO**. A copy of the proposed budget shall be sent to each state League president and to each local League president not less than two (2) months before the annual meeting.

Section 5: Distribution of Funds on Dissolution. In the event of the dissolution of the **LWV-UMRR ILO**, all moneys, securities, and all funds shall be distributed equally among the four (4) member state Leagues after all debts and other obligations have been met.

Section 6. Nonliability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 7. Indemnification by Corporation of Directors and Officers. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state in which the ILO is incorporated as a not for profit corporation.

Section 8. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of

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any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE IX – PARLIAMENTARY AUTHORITY

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

ARTICLE X– AMENDMENTS

Amendments to Bylaws. These bylaws may be amended at any annual meeting by three fifths (3/5s) vote provided that the proposed amendment was submitted by a member to the board at least three (3) months prior to the annual meeting. The board may appoint a bylaws committee to review and make recommendations for amendments for consideration at the annual meeting. The board shall send any proposed amendments to the presidents of the member Leagues at least two (2) months prior to the annual meeting. Failure of presidents of local Leagues to notify their members, or of state Leagues to notify their boards, of the proposed amendments shall not invalidate the adoption of such amendments by the annual meeting.

Proposed and Adopted at first Annual Meeting in Dubuque, Iowa, October 24, 2015

Changes in blue reflect recommendations by the Bylaws committee, changes in red added at the December 3, 2018, LWV UMRR Board Meeting.