



League of Women Voters Upper Mississippi River Region

Annual Meeting

June 1, 2019

Schaar's Bluff Gathering Center in

Spring Lake Park Reserve

Hastings, Minnesota



Meeting Packet
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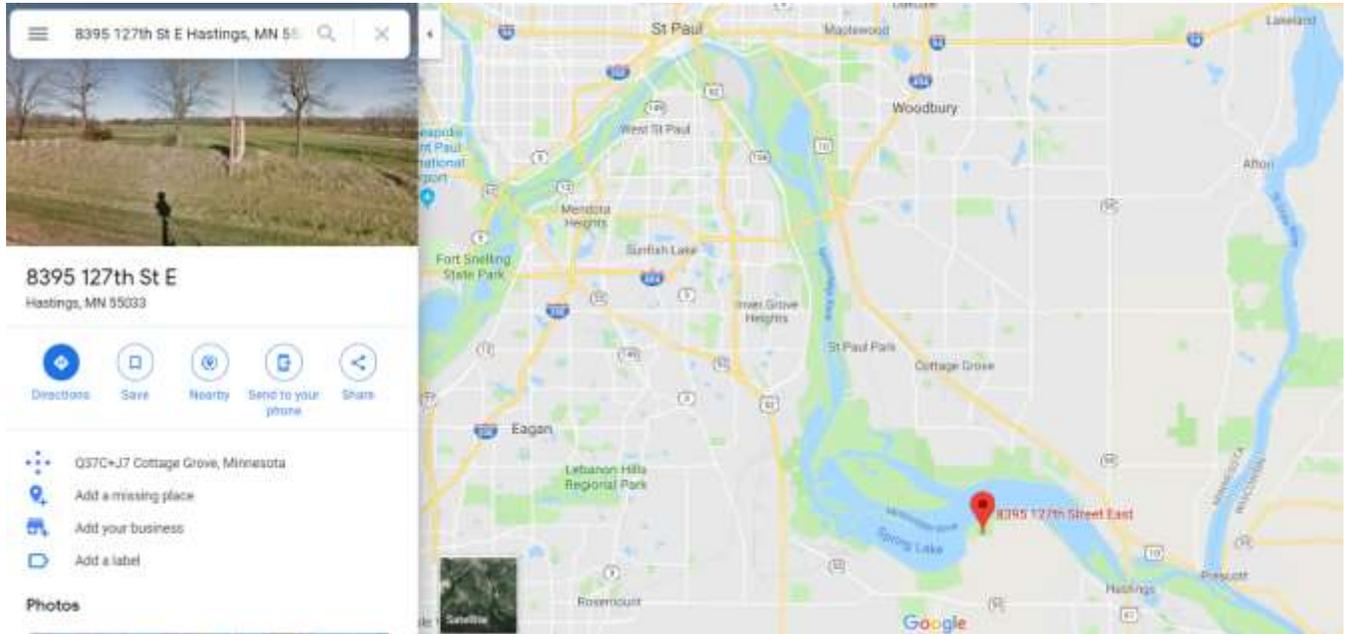
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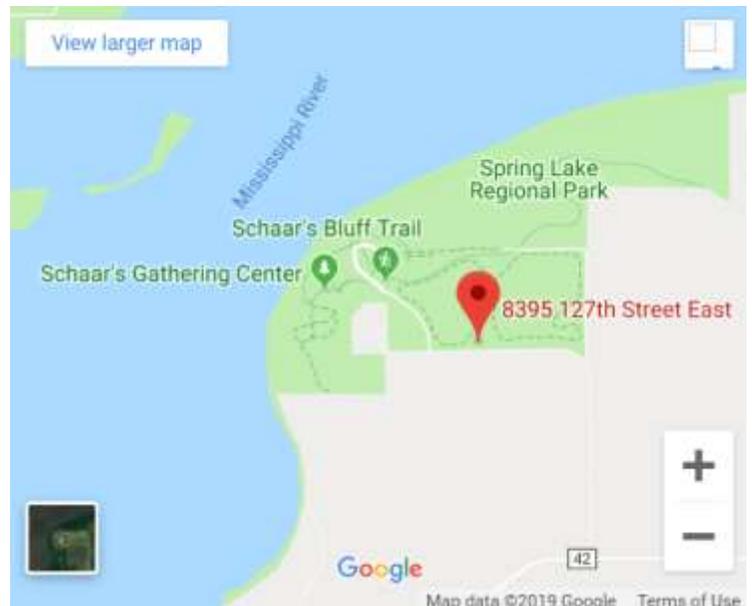
Schaar's Bluff Gathering Center

Phone: 952-891-7000

Address: 8395 127th Street East, Hastings, MN 55033 ([Driving directions](#))



Detail map showing Gathering Center location in park right; link to online map at this link: <https://goo.gl/maps/w2u4unPFxXBg7E538>



If you cannot attend in person, you can attend 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.

THIRD ANNUAL MEETING
OF
THE UPPER MISSISSIPPI RIVER REGION
INTER LEAGUE ORGANIZATION

June 27, 2018 at the Standard Club, Chicago, Illinois

The third annual meeting of the Upper Mississippi River Region Inter-League Organization (UMRR-ILO) was called to order at 11:15 a.m. in Chicago, Illinois by chair, Gretchen Sabel (Andover, MN). In attendance and eligible to vote were seven Board members and 22 delegates. This Annual meeting met at the same time and in the same facility as the Annual meeting of the Lake Michigan Inter-League Organization. The 53rd National Convention of the League of Women Voters of the United States meets in Chicago June 28-July 1, 2018.

MINUTES

Minutes of the Second Annual Meeting held on May 6, 2017 at Lunda Center in La Crosse, Wisconsin were included in program materials. One correction was that Judy Beck (Glenview, IL) was the Illinois Representative not the alternate representative. Margaret Massarello (Oak Park, IL) moved and Sue Johannsen (Muscatine, IA) seconded to accept the minutes. Motion carried.

TREASURER'S REPORT

The treasurer's report as submitted by Jeri McGinley (Stevens Point, WI) was included in program materials. The UMRR-ILO fiscal year is from July 1 through June 30. Ending cash as of 5/31/2018 is \$4,295.89. Currently the UMRR-ILO has 51 local LWV chapters and 4 state chapters. The UMRR-ILO received a \$1,000 restricted grant from the Environmental Resources Council in Minnesota. L. McCauley (Coon Rapids, MN) moved and Carolyn Mahlum-Jenkins (La Crosse, WI) seconded to accept the treasurer's report. Motion carried.

NOMINATING COMMITTEE

Proposed Slate of Officers:

- **Vice Chair (Chair Elect): Lonni McCauley (term to continue until 2018) Lonni has agreed to stay in this role until another candidate is secured**
- **Treasurer: Jeri McGinley (2-year term up in 2019)**
- **Secretary: Tamara Prenosil (2- year term up in 2020)**
- **Director of Communications: Open – Gretchen Sabel is doing this for now**
- **Chair of Nominating Committee: Mary Ann Nelson (Cedar Rapids, IA) continuing**
 - **Nominating Committee Members are needed from all for states**
- **State Representatives and Alternates (appointed by their respective state LWVs)**
 - **Illinois: Judy Beck Alternate: needed**
 - **Iowa: Sue Wilson Alternate: Nancy Lynch**
 - **Minnesota: John Howard Alternate: Beth Baker-Knutilla**
 - **Wisconsin: Carolyn Mahlum-Jenkins Alternate: Mary Ploesser**

Discussion:

There was a typo mistake in the program materials regarding the date this slate of officers were to be voted upon. It should have been June 27, 2018 rather than June 4. Gretchen Sabel's term ends in 2019, and the term limits in the by-laws prevent her from taking a third term. A Vice Chair who is interested in

moving to Chair is needed. Lonni McCauley is interested in continuing as Action Committee Chair but currently not in the Chair position.

Gretchen Sabel has been doing the work of Director of Communications which includes website management, curating a Facebook page, preparing monthly newsletters and writing blog posts. This position was initially held by Bonnie Cox who needed to step down when other obligations became pressing. Gretchen would be willing to continue in this position when her position as Chair ends.

Nominating Committee members from all four states are needed. This group conducts all business by email and phone.

Lonni McCauley stated that since this organization is new, the roles of the positions have been evolving. Judy Beck suggested that moving the location of the Board meetings around to all four states sometimes makes it difficult to attend in person, but attendance by phone conference has worked out.

Gretchen Sabel said the host of the bi-monthly Board meetings arranges for an education program open to the public prior to or after the business meeting. These programs are recorded and have been posted on the website.

Carolyn Mahlum-Jenkins stated being a member of the Board has been an impetus to learn issues that affect her own area as well as learn about different and in some cases similar issues in other areas. The information we have gathered has helped us with our education and advocacy work with our local Leagues and local elected officials.

Sue Wilson said the Watershed Game (with stream, river, lake and classroom versions) has been a useful tool for community presentations especially engaging school age children in learning about watershed conservation practices. There was an example of one of the Watershed Games in the meeting room for delegates who have never seen this board game.

M. Ploesser (Madison, WI) moved and Sue Johannsen (Muscatine, IA) seconded to accept the slate of officers. Motion carried.

ESTABLISHING A BY-LAWS COMMITTEE

The UMRR-ILO by-laws were adopted at the first annual meeting on October 25, 2015. Members are sought for a committee to review the by-laws and report back on recommended changes by January 2019 for consideration at the LWV UMRR-ILO Board Meeting on February 4, 2019 One to two LWV UMRR-ILO Board members will also serve on this committee.

Margaret Herring (Chicago, IL), Lee Extrom (McHenry, IL), Judy Beck (Glenview, IL) and Gretchen Sabel (Andover, MN) agreed to serve on this committee.

ACTION COMMITTEE REPORT (RECAP AND DETAILED LISTING)

UMRR-ILO Activities Recap (October 2015 – June 30, 2018) as well as the Activity Progress Chart FY17-18 was included in the program materials.

Lonni McCauley also reviewed a powerpoint of the UMRR-ILO Activities Recap (October 2015 - June 30, 2018). The report showed a lot of meetings at the state level. Members are involved with other organizations in their states because the collaboration leverages skills, expertise and contacts to increase our education and advocacy efforts. For example, in Minnesota, the LWV and Land Stewardship

organization collaborated to put on workshops for absentee farm owners, many of whom were older women, about how to negotiate with tenant farmers regarding sustainable farming practices. Lonnie also reported that Gretchen Sabel provided testimony at three legislative study committees in Minnesota.

Lonni McCauley also discussed the UMRR-ILO Plan of Action Draft for FY 18-19 which was provided during the Annual Meeting. It states that water quantity was added to the UMRR-ILOs initial goal of protecting water quality. The following objectives were listed:

- 1) Educate ourselves and our fellow citizens on the issue and identify what we can do on an individual, community, regional, and national level to fix the problem of pollution in the Mississippi River.**
- 2) Capitalize on our LWV relationships with the legislators and regulators at every level of government and advocate for needed programs and ways to adequately fund them to alleviate nutrient pollution.**
- 3) Use our 501 (c) 3 status and collaborate with others for resources for grants to support our educational efforts**
- 4) Facilitate collaboration and action among pairs or groups of LWVs and partner with other groups and organizations to work on the issue on a shared watershed level.**
- 5) Capitalize on our ability to develop regional positions and serve as advocates for the collective interests of the Mississippi River or Great Lakes regions before Congress and federal agencies.**
- 6) Working with other groups locally and at the national level, advocate for retention and strengthening of environmental programs and protections.**

Lonnie McCauley also lead a discussion of the UMRR-ILO resolution opposing the diversion of water from Lake Michigan to the Foxcon Technology Group in Mount Pleasant, Wisconsin. A copy of RESOLUTION: DIVERSION OF LAKE MICHIGAN WATER TO MOUNT PLEASANT was distributed to those in attendance and is on the UMRR-ILO website. The UMRR-ILO supports the Great Lakes Compact, an eight state and two Canadian provinces "leadership pact" which sets rules for the withdrawal and return of water from the Great Lakes. This resolution was:

Approved by the LWVUMRR Board of Directors, June 21, 2018 along with directions to share widely including appropriate elected representatives, investigate possible legal remedies, and track the monitoring of legal and watershed effects of the proposed project.

OTHER BUSINESS

If LWV Chapters wanted to collect a \$15 stipend for attendance, a delegate was instructed to speak with Lonni McCauley and a check would be mailed. Scarves and ties dyed to resemble water with an LWV logo in the corner were available for a donation. These will also be sold at the wares table during the LWV National Convention. The UMRR-ILO is sharing this wares table with the Lake Michigan ILO which has jewelry depicting the Great Lakes available. Artists in the Andover MN LWV made these scarves and ties.

UPCOMING UMRR-ILO BOARD MEETINGS (First Monday of even-numbered months)

Submitted by: Tamara Prenosil, Secretary

Treasurer's Report

June 1, 2019 Annual Meeting

With the support of our members and interested donors, we continued to grow financially this year. This is a reflection of our expanding presence regionally and the interest others have in our mission. As of June 30, 2018, we had \$4,437.26 in our checking account; as of May 20, 2019, we had \$7,528.14.

Our board's vice-chair, Lonni McCauley, was successful in obtaining a second \$1,000 grant from the Environmental Resource Council. These funds are restricted to particular uses so they are tracked separately from our regular operating budget (but are included in our checking account balance). As of May 20, the first ERC grant had a balance remaining of \$404.75, and the second ERC grant had a balance remaining of \$1,000.

Board members and others are generous with their time and expenses. We try to track donated mileage for board meetings and other activities, and expenses related to UMRR work – so far this year, we have tracked almost \$2,000 worth of in-kind travel and supplies. In addition, we try to track time spent on UMRR activities – this year, 3 board members alone have donated 600 hours of their time.

Finally, our true strength is our members. We are pleased that 62 Leagues (4 state and 58 local) support our regional organization today. We have held steady during our first four years, with membership ranging from 56 members to this year's high of 62.

**League of Women Voters Upper Mississippi River Region
Inter-League Organization, Inc.**

Current Year Actual/Budget & Next Year Proposed Budget

	July 1, 2018 - May 20, 2019 Actual	July 1, 2018 - June 30, 2019 Budget	July 1, 2019 - June 30, 2020 Proposed Budget
Revenue			
4100 Memberships		1,500.00	1,500.00
4103 2017-18 Memberships	25.00		
4104 2018-19 Memberships	1,175.00		
4105 2019-20 Memberships	25.00		
Total 4100 Memberships	1,225.00	1,500.00	1,500.00
4200 Donations		500.00	521.00
4220 Donations - Unrestricted			
4221 Individual Donations - Unrestricted	300.00		
4222 Member League Donations - Unrestricted	225.00		
Total 4220 Donations - Unrestricted	525.00	0.00	0.00
Total 4200 Donations	525.00	500.00	521.00
4400 In-Kind Contributions	1,940.51	1,500.00	1,500.00
4500 Fundraisers	830.00	1,300.00	1,300.00
4600 Miscellaneous Income			
4610 Annual Meeting Registrations	960.00	2,000.00	2,000.00
Total 4600 Miscellaneous Income	960.00	2,000.00	2,000.00
4700 Other Income			
4710 Interest Income	1.31	2.00	2.00
Total 4700 Other Income	1.31	2.00	2.00
Total Revenue	5,481.82	6,802.00	6,823.00

Expenses

6100 ADMINISTRATIVE			
6110 Board and Committees			
6111 Board Meetings	93.90	100.00	100.00
6112 Membership Brochures, etc.	144.53	100.00	150.00
Total 6110 Board and Committees	238.43	200.00	250.00
6120 Delegate Travel			
6125 Mississippi River Network Annual Meeting		250.00	250.00
6126 State League Annual Meetings		1,000.00	500.00
Total 6120 Delegate Travel	0.00	1,250.00	750.00
6130 Operating			
6131 Annual Financial Review/Audit		50.00	50.00
6134 PO Box Rental	134.00	120.00	120.00

6135 Software	50.00	50.00	50.00
6136 State Registration Fees	10.00	20.00	10.00
6137 Supplies/Copying		50.00	50.00
6138 Website	12.00	12.00	228.00
6139 PayPal Fees - Membership Dues	5.10		5.00
Total 6130 Operating	211.10	302.00	513.00
Total 6100 ADMINISTRATIVE	449.53	1,752.00	1,513.00
6200 PROGRAMS			
6210 Education			
6212 Watershed Game		500.00	500.00
6213 Educational Events		200.00	200.00
Total 6210 Education	0.00	700.00	700.00
6220 Advocacy		500.00	500.00
Total 6200 PROGRAMS	0.00	1,200.00	1,200.00
6300 FUNDRAISING			
6310 Fundraising Activities	229.29	600.00	600.00
6320 PayPal Fees - Online Donations	11.80		10.00
Total 6300 FUNDRAISING	241.09	600.00	610.00
6400 MISCELLANEOUS			
6410 Annual Meeting		2,000.00	2,000.00
6411 Annual Meeting Expenses	541.01		
6412 PayPal Fees - Online Registrations	23.80		
Total 6410 Annual Meeting	564.81	2,000.00	2,000.00
Total 6400 MISCELLANEOUS	564.81	2,000.00	2,000.00
6500 Donated Travel/Supplies	1,940.51	1,500.00	1,500.00
Total Expenses	3,195.94	7,052.00	6,823.00
Net Operating Revenue	2,285.88	-250.00	0.00

Other Revenue

7000 Restricted Grant Revenue			
7200 2019-20 ERC Grant		1,000.00	
Total 7000 Restricted Grant Revenue		1,000.00	
Total Other Revenue		1,000.00	

Other Expenses

8000 Restricted Grant Expenses			
8100 2017-18 ERC Grant			
8102 Dues		195.00	
Total 8100 2017-18 ERC Grant		195.00	
Total 8000 Restricted Grant Expenses		195.00	
Total Other Expenses		195.00	
Net Other Revenue		805.00	
Net Revenue		3,090.88	

To: LWV UMRR Member League Delegates
From: Mary Ann Nelson, Nominating Committee Chair
Re: Proposed Slate of Officers for Upcoming Year 2019-20:

Thank you all for being present at this meeting to vote on our slate of officers. Here are a few things to think about:

1. We are in need of a Vice-chair who is interested in moving up to Chair. If you are interested in this opportunity, contact Mary Ann Nelson at mrsmanelson@yahoo.com
2. Director of Communications –Gretchen Sabel will continue with the work she’s been doing as acting Director of Communications.
3. Nominating Committee members from all four states are needed; it would be wonderful if we could go home from Minnesota with everyone on board. This group does not meet in person and conducts all business by email and phone.

Here is the proposed slate of candidates to be voted on at the June 1 meeting:

Position	Name	Home League	Term Ends
Co-Chairs	Mary and Steve Ploeser	LWV Dane County (WI)	2021
Vice-Chair and Action Chair	Lonni McCauley	LWV ABC (MN)	2021
Treasurer	Jeri McGinley	LWV Stevens Point (WI)	2021

Proposed entire LWV UMRR Board for 2019-2020

Position	Name	Home League
Co-Chairs	Mary and Steve Ploeser	LWV Dane County (WI)
Vice-Chair and Action Chair	Lonni McCauley	LWV ABC (MN)
Secretary	Tam Prenosil	LWV Dubuque (IA)
Treasurer	Jeri McGinley	LWV Stevens Point (WI)
Communications	Gretchen Sabel	LWV ABC (MN)
Illinois Representative	Judy Beck	LWV Glenview-Glencoe (IL)
Illinois Alternate	Toni Dautel	LWV Glenview-Glencoe (IL)
Iowa Representative	Sue Wilson	LWV Dubuque (IA)
Iowa Alternate	vacant	
Minnesota Representative	John Howard	LWV Edina (MN)
Minnesota Alternate	Elizabeth Baker-Knuttilla	LWV Park Rapids (MN)
Wisconsin Representative	Carolyn Mahlum-Jenkins	LWV La Crosse (WI)
Wisconsin Alternate	vacant	

**FY18-19 LWV Upper Mississippi River Region ILO
 Progress Report
 Lonni McCauley, Action Chair
 Upper Mississippi River Region ILO**

FY 18-19 Activities Recap

Organization

Activities

Collaborations

<p>Minnesota Environmental Partnership</p>	<p>The Minnesota Environmental Partnership is an umbrella organization made up of 75 Minnesota non-profits working on environmental issues. UMRR has been a member of this organization for four years through association with the LWV MN and participates to determine and lobby on clean water legislation.</p>
	<p>Co-sponsor and chair a section of the Water Action Day activities at the capitol each year. In 2019, 670 people from around the state registered to lobby their legislators on clean water.</p>
<p>Izaak Walton League and the Land Stewardship Project</p>	<p>Developed a partnership with these two organizations. The specific priority was to co-sponsor workshops for retired/absentee landlords. Three LSP workshops in January were planned for Minnesota with support from local LWVs. Two of these workshops were held with UMRR staffing and one was cancelled twice due to weather.</p>
	<p>The UMRR Izaak Walton work is in collaboration with their water monitoring program and new Upper Mississippi River Initiative program to support regenerative agricultural practices. Their next focus is work in Iowa.</p>
	<p>Participated in a water quality monitoring workshop in Winona sponsored by the Izaak Walton League</p>

<p>La Crosse Sustainability Commission water sub-committee.</p>	<p>A UMRR Board Member is now serving on this city/county organization. The commission will host a public program about issues related to ground water and surface water quality in La Crosse County and surrounding areas. Topics will include groundwater nitrate contamination from hog CAFO and “nutrient credits” used to reduce phosphorus pollution by both utilities and farmers.</p>
<p>LWV DC</p>	<p>Two UMRR members made presentations and conducted a workshop for 12 members of their Dane County Wisconsin League.</p>
<p>Friends of the Marsh in the LaCrosse area.</p>	<p>Discussed county-wide restoration of water quality of the rivers, streams, lakes, and ponds that make up the La Crosse River watershed by concentrating efforts to reduce non-point source phosphorus pollution.</p>
<p>Sparta Area School District in Wisconsin</p>	<p>Met with and discussed a two-county effort to improve water quality in the Lacrosse River and decrease phosphorus in ground and well water.</p>
<p>St. Croix River Assn</p>	<p>A letter written to this association warned them in regard to the hog CAFO in La Crosse County and the issues we are fighting presently. They are welcome to reach out to me.</p>
<p>Legislative and Political Action</p>	
<p>Foxconn water usage issues in Wisconsin</p>	<p>Continued issuing letters of support for the groups opposing the Lake Michigan water diversion for Foxconn for industrial use. To date no determination of further action. The newly-elected Governor Evers of Wisconsin is planning to renegotiate the contract setting parameters for the project. In fact, five of the governors in the Great Lakes Pact are now Democratic which may also present a review opportunity.</p>
<p>Speakers Water Quality Task force in Wisconsin</p>	<p>Continued listening and testifying at the capitol and will be traveling around the state to 11 different Wisconsin cities to hear local communities discuss their water quality issues and lack of protection from contaminants in their drinking water.</p>

Legislator meetings in Wisconsin	Met with Wisconsin Representatives Jill Billings and Steve Doyle and Senator Jennifer Shilling and Midwest Environmental Advocates to discuss water quality legislation.
Wisconsin DNR and Agriculture Trade and Consumer Protection.	Met with former Wisconsin Department of Natural Resources (WDNR) personnel and Department of Agriculture Trade and Consumer Protection (DATCP) personnel to discuss policy and procedures when reporting contaminated monitoring well data to the general public. Legislation will most likely be pending so better communication is ensured
Minnesota legislature and Clean Water Council	Supported funding via post cards and letters for the Forever Green U of MN alternative crops program. Request was forwarded to MN legislature for \$3.5 million.
EPA	Letters sent opposing their revised definition of Waters of the United State and opposing changes to the Clean Water Rule.
Rep. Colin Peterson of Minnesota re farm bill	Signed letter of support from Minnesota Environmental Partnership regarding farm bill policies. Bill signed on by 18 environmental organizations including UMRR.
Sen. Klobuchar re the farm bill.	Letter to Sen. Klobuchar asking that no riders be added to the farm bill opposing conservation, which she subsequently signed
Congressional farm bill conferees	Letter sent asking that no cuts to overall conservation baseline, protect long-term funding; retain complete suite of conservation programs and protect against cuts through appropriations
Mississippi River Network (MRN) and National Sustainable Agriculture Coalition (NSAC)	LWV UMRR worked through the MRN on the US Farm Bill, attending conference calls held by the NSAC This coalition also provided educational materials used to share information with LWV UMRR member Leagues through website and as opportunities for action.

Minnesota administrative judge	Signed un to a letter opposing the changes to the Groundwater Protection Bill and supporting the MN DNR position..
Iowa Environmental Council's Legislative Day.	UMMR represented at this legislative event.
On the Horizon	
A conversation with Nature Conservancy regarding their potential purchase of land adjacent to the upper Mississippi River to ensure cleaner water entering the river. This subject has seen no further action. Nature Conservancy has paired with Ecolab (large Minnesota company) in their pitch to the MN legislature for funding.	
A conversation re a new organization, AgWater Challenge comprised of some of the larger companies in agriculture in America (ADM, Ceres (Soil and groundwater remediation projects, Target , General Mills, Pepsico, Kellogg, Illinois Saving Tomorrow's Ag Resources and the California Water Action Collaborative. No further UMRR action or contact as of the end of April	
Continue developing long-term plans to reduce phosphorous pollution in the La Crosse River watershed	
Continue maintaining a high profile to ensure that 2019 is "The Year of Water Quality Improvement in Wisconsin."	

To: LWV UMRR Member League Delegates
From: Gretchen Sabel, Chair
Re: Report of the Bylaws Committee

Thanks to those who assisted with bylaws revision this year. When we sent our draft revisions to our member Leagues on April 1, we received the following email from Janice Dorner, Chair of the LWV IL Bylaws Committee.

On Tue, Apr 2, 2019 at 5:37 PM Janice Dorner wrote:
The first 3 articles of any LWV Bylaws need to be the same as the LWV-US Bylaws. <https://www.lwv.org/league-management/bylaws/bylaws-and-certificate-incorporation>
Jan Dorner
LWVIL Voter Service Co-Chair

This was perplexing, since the LWV US had approved our bylaws when we were granted ILO status in February of 2016, and the changes we are proposing now are very minor. We asked LWV US for their help in resolving this, eventually receiving the following email back from Kelly McFarland.

From: **Kelly McFarland** <KMcFarland@lwv.org>
Date: Mon, May 20, 2019 at 7:45 AM
Subject: RE: Bylaws
To: UMRR ILO LWV <lwvumrr@lwvmn.org>, Christina Davis <cdavis@lwv.org>, Jessica Jones Capparell <JJones@lwv.org>
Cc: Gretchen Sabel <gpsabel@yahoo.com>

Hi Gretchen,

Thank you for your follow up. My sincerest apologies for the delay in responding.

We have looked at your bylaws and the upgrades. Let me set the context by saying that the first three articles of the bylaws should be *consistent* among all levels of League.

With that in mind, my feedback is as follows:

- a. ILOs are somewhat unique in that Leagues belong to them, not individual members. Therefore, the language in Article III will reflect that difference.
- b. As for the purpose, as you note, the purpose is consistent in its intent. However, I would advise (and perhaps this is at a future meeting) that you condense it to align more closely with that of the larger organization. I am making that suggestion as having a purpose section that is as specific as it is written now forces you to continue to make updates (like the one proposed) as the ILO's scope of work or method of work evolves/expands. I also would remove the word citizen from the second bullet as we have moved away from that word in LWVUS bylaws.
- c. The clause about being in compliance with c3 regulations is not relevant to LWVUS as we are a c4 entity. But, this is how other Leagues that have made that election have included it in their bylaws. (I am assuming that the attorney who is assisting in that conversion process has reviewed your bylaws, including your purpose to ensure that all is acceptable with c3 regulations.)

In short, your changes are not inconsistent with LWVUS.

Thanks for your patience and don't hesitate to contact me with any questions –
Kelly McFarland

Based on Kelly’s ruling, the LWV UMRR Board recommends adoption of these revised bylaws, as distributed to the LWV UMRR member Leagues on April 1, 2019.

DRAFT changes for consideration at 2019 Annual Meeting shown in blue.

LEAGUE OF WOMEN VOTERS –

UPPER MISSISSIPPI RIVER REGION ILO BY LAWS

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 to help local, state and federal lawmakers establish 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

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.

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 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 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.

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 ~~asked to resign~~ [removed 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.](#)

[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 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.

f) Between annual meetings the board may choose to pursue an issue not selected at the previous annual meeting.

Section 4: Action on LWV-UMRR 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- UMRR ILO shall conform to that of the League of Women Voters of the United States

Section 2: Dues. Annual dues per each 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 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