

6 April 2015

Dear League Member,

The by-laws of the League stipulate that proposed changes need to be sent out to the membership at least a month before they are voted upon. There are two revisions proposed, both having to do with the use of written alternatives to holding a meeting, either of the League as a whole or of the board. The first is a new Section 3 of Article III and runs as follows:

Written Ballot

In special circumstances designated at the discretion of the Board of Directors and not pertaining to the election of officers, directors or amendment of the bylaws or articles of incorporation, the vote of the members may be taken by written ballot as set forth in Section 181.0708 of the Wisconsin Statutes. Consistent with the requirements of Section 181.0708, Wis. Stats., any action of members may be taken without a meeting if the League of Women Voters of the Whitewater Area delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against such action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

The second is a new Section 7 of Article IV and runs as follows:

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, may be taken without a meeting if 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 Section 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 Sec. 181.0103(10p) of the Wisconsin Statutes as amended from time to time.

These changes are designed to enable the transaction of business without having to find a date at which a quorum of the membership or of the Board can assemble. In an age where electronic communication is so widely used, there should be no danger of abuse. These amendments will be voted on at the annual meeting on the 16th of May. With thanks for your consideration,

Tom Drucker

President