

WisconsinAIRS

Formerly doing business as:
Information and Referral Providers of Wisconsin (IRPW)

BYLAWS

Amended November 6, 2006

ARTICLE I: Name and Purpose

The name of this corporation shall be changed from *Information and Referral Providers of Wisconsin, Inc. (IRPW)* to *WisconsinAIRS as of July 2004*. The primary purpose of WisconsinAIRS, as a non-stock and non-profit corporation, is to promote the profession and support the providers of information and referral.

It shall accomplish this by educational methods which enable information and referral providers to:

1. Work together to generate and share ideas and resources around a common set of professional concerns;
2. Promote adherence to Alliance of Information and Referral Systems, Inc. (hereafter known as AIRS) standards for delivery of information and referral services and encourage coordination among information and referral providers in Wisconsin;
3. Encourage professional growth and competence through education, training, and consultation;
4. Share information about legislative and administrative policies pertinent to information and referral service delivery;
5. Promote public awareness and understanding of the role and function of information and referral services as a vital link between service seekers and service providers;
6. Take an active role in planning for information and referral service delivery in Wisconsin through participation in task forces, study groups, and public meetings concerned with assuring the accessibility of human services—and by participation in the public hearing process as it affects human service delivery;
7. Enhance and support the goals of AIRS.

ARTICLE II: Office

The principal office of this corporation shall be located at the place of business of the principal officer of this corporation or at such location as the principal officer shall designate.

ARTICLE III: Membership/Sponsorship

Section 1: Definition

- a. WisconsinAIRS agrees to use the membership structure approved by

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the AIRS Board of Directors and the AIRS Affiliate Council. An individual, agency, or organization will join AIRS and have a concurrent membership in WisconsinAIRS. Individuals, agencies, or organizations may not join WisconsinAIRS only.

- b. In accordance with the AIRS membership structure, membership is open to all individuals, agencies, or organizations that provide or cooperate in the provision of Information and Referral (I&R) services and serve an area in Wisconsin.

Section 2: Membership Dues

Membership dues shall be as determined and set by the AIRS Board of Directors within the structure and payment schedule recommended by the AIRS Affiliate Council and approved by the AIRS Board of Directors. AIRS will collect membership dues and pay to WisconsinAIRS a designated share for each member located in Wisconsin according to the approved AIRS membership structure.

Section 3. Termination

Any membership may be terminated by action of the AIRS Board of Directors according to AIRS bylaws.

ARTICLE IV: Meeting of Members and Voting

Section 1: Regular Meetings

Regular meetings of the Board of Directors shall be held no less than three (3) times annually, at such time and place as the Board of Directors may determine.

Section 2: Annual Meeting

There shall be an annual meeting of the Board of Directors together with the membership during each calendar year. The primary purpose of the meeting shall be to:

- a. Receive annual reports of the officers and standing committees.
- b. Elect and install Board Members
- c. Promote the purposes of the corporation as stated in ARTICLE I.

Section 3: Special Meetings

Special membership meetings shall be called by the Board of Directors or upon written request to the President of the Board of Directors by ten (10) or more members. Only that business included in the notice for special meetings may be dealt with at such meetings.

Section 4: Notice of Annual Meeting

Written notice, stating the place, date, and time of the annual meeting shall be distributed not less than thirty (30) days before the date of the meeting

to all members.

Section 5: Notice of Special Meetings

Written notice stating the place, date, and time of a special meeting, including the purpose or purposes of such meeting, shall be distributed not less than ten (10) days before the date of the meeting to all members.

Section 6: Voting

Each member in good standing is entitled to one vote on each question placed before the membership. No membership may cast more than one vote. Voting may be in person or by distributed ballot, as determined by the WisconsinAIRS Board.

Section 7: Email meeting/voting

Actions by a WisconsinAIRS committee or the WisconsinAIRS Board of Directors can be taken by electronic voting. At least a majority of the entire committee membership must vote before an electronic vote can be considered valid. If a committee member (for committee decisions) or a board member (for board decisions) objects to using electronic voting for a particular motion at the time of the vote, the motion will be delayed to an official meeting. The results of an email vote must be reported by the committee chairperson to the secretary within five (5) days of the final vote, and reported at the next meeting of the Board of Directors.

ARTICLE V: Board of Directors

Section 1: Annual Meeting

The Board of Directors shall meet with the members at an annual meeting in accordance with ARTICLE IV.

Section 2: General Powers

The business of the corporation shall be managed by the Board of Directors.

Section 3: Number and Qualifications

The number of Directors of this corporation shall consist of a minimum of twelve (12) elected members, not including one seat reserved for the immediate past President of the corporation. Not more than two (2) people from a member agency will be able to serve at the same time.

Section 4: Nominations/Elections to the Board of Directors

- a. The Nominations Committee shall present a slate of nominees to the membership at the Annual Meeting of the corporation. Nominations may also be made from the floor during the Annual Meeting of the corporation. Elections will be by a majority vote of the membership in attendance at the meeting.
- b. The Nominations Committee shall present nominee(s) to fill a mid-term vacancy on the Board of Directors. Appointment shall be by majority vote of the Board of Directors for the remainder of the unexpired term.

Section 5: Term

- a. Members of the Board of Directors shall be elected for three-year terms and may be re-elected once in succession, for a maximum of two successive three-year terms. After serving the two consecutive three-year terms, it will be possible to be reelected after a one-year absence.
- b. A Director who fulfills a mid-term vacancy, duly appointed under Article V Section 4b, will be eligible for election to two successive three-year terms following completion of the vacant term.
- c. The expiration of board members' terms shall be staggered so that one-third of the members' terms expires each year.
- d. An exception to the maximum term limit is made for the immediate past President who is allowed to serve on the board for a one-year term as immediate past President regardless of whether he/she has reached the maximum term limit. The immediate past President serves in addition to the maximum twelve members on the board. During her/his 7th year, she/he would be an ex-officio, non-voting member.

Section 6: Resignations

A director may resign from the Board at any time by submitting his/her resignation to the Board of Directors.

Section 7: Removal from Office

A Director may be removed from office, with or without cause, by two-thirds vote of the Directors then in office, counting the Director to be removed. Two successive unexcused absences from Board meetings shall be reason for removal.

Section 8: Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 9: Vacancies

Vacancies may be filled by the Board of Directors for the unexpired portion of the term, except that vacancies must be filled if necessary to maintain the 12-person minimum number of Directors as required by Article V Section 3.

Section 10: Committees

The Board of Directors may by resolution create one or more committees, each chaired by a Director or person designated by the Board of Directors.

Section 11: Informal Action by Directors

Any action required by the Articles of Incorporation or bylaws of the corporation or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a

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majority of the Directors or members of a committee thereof entitled to vote with respect to the subject matter thereof.

Section 12: Special Advisors

The Board shall have the power to appoint special advisors wherever this is deemed desirable for the corporation. Their advice will be sought as needed by the Board of Directors, membership, or staff of the corporation. They shall not have voting rights on the Board of Directors.

ARTICLE VI: Officers

Section 1: Number

The principle officers of the corporation shall be President, President-elect, Vice-President, Secretary, and Treasurer. The President-elect may also serve in the capacity of one other position (Vice-President, Secretary, or Treasurer). If s/he serves in two positions, s/he would have one vote.

Section 2: Election and term of office

- a. The officers of the corporation are elected for a one year term by the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting., except that the President-elect shall automatically succeed to the office of President at the expiration of the current President's final term and the President shall automatically succeed to the position of past President following his/her final term. Officers are eligible for re-election at the first meeting of the Board of Directors following the Annual Meeting. Election will be by a majority vote of the Directors in attendance at the meeting.
- b. The Nominating Committee shall present a slate of nominees for officers to the Board of Directors at the first meeting following the Annual Meeting. Nominations may also be made from the Board.

Section 3: Vacancies

Any vacancy in office because of death, resignation, by disqualification, or otherwise, may be filled by the Board of Directors by election for the unexpired portion of the term. A mid-term vacancy in the office of President shall be filled by the President-elect without election.

Section 4: President

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of directors, shall in general supervise and control all of the business and affairs of the corporation. S/he shall, when present, preside at all meetings of the Board of Directors, all meetings of the Executive Committee, and the general meetings of the membership. S/he may sign, with the Secretary, and any other officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or

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executed. S/he shall perform all duties incidental to the office of President, and other duties as may be prescribed by the Board of Directors from time to time. The president shall serve one year as past President following his/her last term as President; if this one year follows his/her term limit as a Director as designated by Article V Section 5, s/he will serve as a non-voting member of the Board of Directors.

Section 5. President-elect

The President-elect shall learn to perform the duties of the president, and shall perform such duties as are assigned by the President, including serving as acting President in the event that the President is unable to carry out the regular duties of that office. The President-elect shall perform other duties as may be prescribed by the Board of Directors from time to time. The incumbent President-Elect shall assume the duties of the President should the office of President become vacated.

Section 6: Vice-President

The Vice-President shall be the delegate to represent WisconsinAIRS at the AIRS Affiliate Council and disseminate information regarding the AIRS Affiliate Council meeting and activities to the President, Board of Directors, and WisconsinAIRS members. This person will be expected to attend Affiliate Council meetings and participate in teleconference meetings. WisconsinAIRS will pay for transportation and lodging requirements necessary to attend the Affiliate Council meetings. The Vice-President also shall exercise duties of the President in the absence of the President and the President-elect, and in general perform such other duties as the President or Board of Directors from time to time assign to him/her.

Section 7: Secretary

The secretary shall keep and circulate minutes of the Board of Directors and general membership meetings, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and in general perform all duties as from time to time may be assigned by the President or Board of Directors. In the absence of the President, the President-elect, and the Vice-President, the Secretary shall preside at meetings of the Board of Directors.

Section 8: Treasurer

The Treasurer, if required by the Board of Directors, shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors may determine. S/he shall be responsible for all funds and securities of the corporation. S/he shall receive all funds due and payable to the corporation. S/he shall receive WisconsinAIRS's share of membership dues from AIRS in accordance with the provisions of ARTICLE III of these Bylaws. S/he shall disburse money on properly authorized orders, maintain the permanent file of all financial matters, prepare a Treasurer's Report for all meetings of the Board of Directors and the Annual Meeting, and prepare an annual budget for the Annual Meeting. And s/he shall in general perform all of the duties incidental to the office of Treasurer, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE VII: Standing Committees

Section 1: Standing committees shall be the following:

Executive Committee, Membership Committee, Communications Committee, Nominating Committee, and Conference Committee

Section 2: Appointments

All chairpersons of standing committees must be members of the Board of Directors or designated by the Board of Directors; all members and chairpersons of standing committees must be appointed by the Board of Directors, except that the chairperson of the Executive Committee shall be the President.

ARTICLE VII: Executive Committee

Section 1: Authority and Responsibility

During intervals between meetings of the Board of Directors, and subject to any resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of WisconsinAIRS. The Executive Committee shall make a full report of all actions at the next meeting of the Board of Directors. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it.

Section 2: Composition

The composition of the Executive Committee shall be the officers of the corporation plus the past President.

Section 3: Quorum and Meetings

A quorum for the Executive Committee shall be three-fourths of its members. The President of the corporation shall have the authority to call meetings of the Executive Committee and shall preside over such meetings.

ARTICLE IX: Membership Committee

Section 1: Authority and Responsibility

The Membership Committee shall be responsible for membership recruitment, maintenance of adequate membership records, and follow-up with past members who have not renewed. The Membership Committee shall also be responsible for maintaining and disseminating information about board membership to members of the Board of Directors (to include but not limited to: list of board members, one year of past minutes and financial reports, and the Bylaws of the corporation).

Section 2: Composition

The composition of the Membership Committee shall be determined by the Board of Directors.

Section 3: Quorum and Meetings

A quorum for the Membership Committee shall be a majority of the members then appointed. The Chairperson of the Membership Committee shall have the authority to call meetings of the Membership Committee.

ARTICLE X: Communications Committee

Section 1: Authority and Responsibility

The Communications Committee shall be responsible for preparation and dissemination of the official newsletter of the corporation, for keeping the membership informed about all significant policy and administrative developments and funding possibilities in the field of information and referral, and for the dissemination and promotion of the corporation's standards and other education materials about information and referral services, and for providing or linking members to technical assistance.

Section 2: Composition

The composition of the Communications Committee shall be determined by the Board of Directors.

Section 3: Quorum and Meetings

A quorum for the Communications Committee shall be a majority of the members then appointed. The Chairperson of the Communications Committee shall have the authority to call meetings of the Communications Committee.

ARTICLE XI: Nomination Committee

Section 1: Authority and Responsibility

The Nominations Committee shall be responsible for the recruiting and nominating of WisconsinAIRS Board of Directors Members to be elected at the annual conference, for recruiting and presenting individuals for appointment to mid-term vacancies on the Board of Directors, and for recruiting and presenting individuals for officers to the Board of Directors.

Section 2: Composition

The composition of the Nominations Committee shall be determined by the Board of Directors.

Section 3: Quorum and Meetings

A quorum for the Nominations Committee shall be a majority of the members then appointed. The chairperson of the Nomination Committee shall have the authority to call meetings of the Nomination Committee.

ARTICLE XII: Conference Committee

Section 1: Authority and Responsibility

The conference committee shall be responsible for the planning, development and implementation of the annual conference and additional educational and training opportunities for WisconsinAIRS members and other providers of information and referral/information and assistance services.

Section 2: Composition

The composition of the Conference Committee shall be determined by the Board of directors.

Section 3: Quorum and Meetings

A quorum for the Conference Committee shall be a majority of the members then appointed. The chairperson of the Conference committee shall have the authority to call meetings for the Conference Committee.

ARTICLE XIII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and Committees having any authority from the Board of Directors. All books and records of the corporation may be inspected by any member of the corporation, of his/her agent or attorney, for any proper purpose, at any reasonable time.

ARTICLE XIV: Amendments

The Bylaws may be altered, amended, or repealed, and new Bylaws adopted, provided the Board of Directors has been notified in writing of the proposed Bylaws or proposed amendments at least fifteen (15) days prior to voting, and that a majority of Directors casting votes approve thereof. Bylaws shall be reviewed as needed by the Board of Directors. Notification of amendments is given to the membership.