

adopted
february 5, 2015

effective
april 1, 2015

amended
may 10, 2016

amended
august 1, 2019

WCHSA BY-LAWS

WCHSA Constitution And Bylaws

TABLE OF CONTENTS

ARTICLE I	Purpose of WCHSA, Membership, and Dues
ARTICLE II	Administration
ARTICLE III	Officers
ARTICLE IV	Executive Director
ARTICLE V	Budget
ARTICLE VI	Ethics and Conflict of Interest
ARTICLE VII	Indemnification and Immunities
ARTICLE VIII	Amendments
ARTICLE IX	Dissolution

The following are bylaws of the Wisconsin County Human Service Association ("WCHSA"), an unincorporated nonprofit association under Wis. Stat. Chap. 184.

ARTICLE I: PURPOSE OF WCHSA, MEMBERSHIP AND DUES

Section 1.01 WCHSA Mission, Vision and Purpose.

Vision Statement. To achieve the effective and efficient administration of public human services

Mission Statement. To engage administrators and board members in developing positions on policy, funding and administrative issues that support the development and maintenance of a viable public human services system.

Purpose Statement. The purpose of WCHSA is to provide a statewide association to promote positive and professional relations in the field of human services among association members, public officials, constituents, and recipients of services, as a means of meeting the needs of local agencies for educational programs, coordinating activities, and administrative exchange.

Section 1.02 Interpretation of Bylaws. All words, terms and provisions of these bylaws shall be interpreted according to their common and ordinary usage.

Section 1.03 Membership.

Full Membership. A County that has paid the required dues and is current with all financial obligations to WCHSA shall be referred to as a Full Member County. County Board Members, Citizen Members of County Human Services, Health and Human Services, Social Services or Community Programs Boards and Top Management of the Departments of Social Services (Wis. Stat. § 46.22), Human Services (Wis. Stat. § 46.23), Community Programs (Wis. Stat. § 51.42), Developmental Disabilities Services (Wis.

Stat. § 51.437), and Multi-County Community Programs (Wis. Stat. § 51.42) of Full Member Counties are able to participate in all WCHSA meetings and functions provided, however, that the Director of Human Services, Social Services, Community Programs, Developmental Disabilities Services or Multi-County Community Programs is the individual entitled to vote on behalf of a Full Member County on all matters requiring a vote. The Board may, from time to time, adopt policies related to the inclusion of other associations, vendors and service providers in WCHSA provided that no formal membership or voting rights may be granted to such other associations, vendors and service providers.

Alumni Membership. Any individual who is now retired and had been eligible for full membership may become an Alumni Member of WCHSA. Except as specifically provided in these bylaws, Alumni Members are not eligible to: (1) vote on any matters requiring a vote of the membership; (2) serve on the Board; or (3) hold an office in WCHSA. The Board shall develop a policy related to the application process and dues for Alumni Membership, as well as opportunities for Alumni members to engage in WCHSA activities.

Section 1.04 Dues. For Full Member Counties, the amount of annual dues shall be established by the Board at the annual business meeting under the general guide that dues are established per county based upon population. The Board may establish policies related to dues and the process for collecting dues from time to time.

ARTICLE II: ADMINISTRATION

Section 2.01 Principal Office. The principal office of WCHSA shall be within the State of Wisconsin. The Board may establish additional offices as necessary.

Section 2.02 Regions. WCHSA is divided into Regions according to the regions established by the Wisconsin Department of Health Services and Wisconsin Department of Children and Families (currently five (5) Regions).

Section 2.03 Board Composition. WCHSA shall be governed by a Board comprised of representative directors, deputy directors, or other senior administrative personnel from Full Member Counties. Only directors, deputy directors or other senior administrative personnel from Full Member Counties of WCHSA are eligible to serve on the Board.

The Board shall be comprised of eighteen (18) persons, consisting of the following:

WCHSA Officers (3 total). The President, Vice President, and Treasurer of WCHSA, appointed pursuant to Article III below, shall be members of the Board and shall serve on the Board for the period commensurate with their respective term of office.

Region Representatives (15 total). Each of the five (5) Regions shall have three (3) appointments to the Board, which shall be made by election in each respective Region according to election rules established in a Region. When electing persons to serve on the Board, Full Member Counties shall elect only directors, deputy directors, or senior administrative personnel who are affiliated with a Full Member County and shall, to the extent practicable, consider diversity in county population. Region elections to the Board under this provision shall be made by majority vote of the Full Member Counties within a Region according to a process agreed upon by Full Member Counties in a Region. Region Representatives shall serve a three-year term and shall serve no more than three (3) consecutive terms.

Section 2.04 Vacancies. Any regional vacancy on the Board shall be filled by the region with the region submitting written appointment of the prospective new Board member in accordance with Section 2.03. The Board may, by policy, establish the conditions under which a Board seat is determined to be vacant. Any member who joins the Board under these provisions will fulfill the remainder of the term, and be subject to re-election upon the expiration of the term for which they were initially appointed.

Section 2.05 Resolutions. The Board is authorized to adopt policies, authorize staff action and approve transactions and matters related thereto by resolution. Resolutions shall be numbered according to the year in which the resolution is brought before the Board in sequence.

Section 2.06 Order of Business and Agenda. Except as explicitly provided in these bylaws or as required by applicable law, the Board shall conduct its meetings consistent with the current version of Robert's Rules of Order, Newly Revised. The Order of Business may be modified from time to time by Board policy. The President and Executive Director shall be responsible for the agenda for all Board meetings and committee chairs shall be responsible for the agenda for all committee meetings. The Executive Director shall ensure minutes are recorded at each meeting and made available to members for review upon board approval.

Section 2.07 Annual Business Meeting. The Board shall hold an annual business meeting in November or December of each year. A notice of the date, place and tentative agenda shall be mailed to the members at least 30 days in advance of the annual business meeting. The Board shall establish the location of the meeting. Quorum for purposes of an annual business meeting shall be 1/3 of all Full Member Counties.

Section 2.08 Special Meetings. Special meetings of the Board may be called by the President or by 2/3 vote of the Board.

Section 2.09 Voting. Unless otherwise specified by law or these bylaws, the Board shall act by a majority vote at a meeting at which a quorum is present. A Board member may designate full participation and voting privileges on a temporary basis through prior written, verbal, or email communication to any Board member who attends the meeting or the Executive Director. The designee may also present signed, written indication of the designation at the time of the vote if prior communication did not occur. All designees must be employed by a Full Member County the same region as the Regional Representative making the designation.

On matters subject to vote of all Full Member Counties, each Full Member County is entitled to one (1) vote. Unless WCHSA is advised otherwise, the Director of Human Services, Health and Human Services, Social Services, Community Programs, Developmental Disabilities Services or Multi-County Community Programs is entitled to cast the official vote on behalf of a Full Member County. A Full Member County with multiple agencies providing human services shall designate one (1) Director to cast a vote on behalf of that County. If a Director designated to vote serves more than one Full Member County, the voting Director shall specify prior to a vote on which County's behalf he or she is voting. A Director may designate full participation and voting privileges on a temporary basis through prior written, verbal, or email communication to any Executive Board member who attends the meeting or the Executive Director. The designee may also present signed, written indication of the designation at the time of the vote if prior communication did not occur. All designees must be employed by the same county as the Director making the designation.

Electronic voting and telephonic voting are allowed in relation to business conducted at all meetings.

Section 2.10 Conduct of Meetings. All meetings of the Board may be held and conducted in person or by telephone or other remote communication. WCHSA endorses the "Minimum Accessibility Standards" for conferences, meetings and lodging facilities as developed by the Wisconsin Rehabilitation Association.

Section 2.11 Powers of the Board. In addition to the powers established in these bylaws, the Board shall have all powers necessary and convenient for the governance and operation of WCHSA. The Board shall have the power to appoint such committees, officers and employees as it may deem necessary and to retain independent counsel, administrators, consultants and accountants. The Board shall also have the power, by resolution, to the extent permitted by law, to delegate any of its functions to one or more of the Board members, officers, employees, administrators or agents of WCHSA and to cause any of said Board members, officers, employees or agents to take any actions and execute any documents or instruments for and in the name and on behalf of the Board or WCHSA.

Section 2.12 Committees. There shall be seven (7) standing committees of the Board as follows:

Executive Committee. There shall be an Executive Committee consisting of the President, Vice President, and Treasurer. The Executive Committee is authorized to take all action on behalf of the Board in the time period between Board meetings, subject to approval of the Board at the Board meeting first following the Executive Committee's action(s).

Policy Advisory Committee. There shall be four (4) Policy Advisory Committees ("PAC") representing the programs and services of the county human services system. The membership of each committee shall be comprised of individuals who express an interest in the programs or services represented by each committee. Each Policy Advisory Committee shall consist of up to 20 members. When a vote is taken at a PAC Meeting, each county present that is a member of WCHSA shall have one vote, regardless of PAC membership status. Membership of the Policy Advisory Committee(s) shall be open to all membership of WCHSA and other staff of agencies with Full Membership by declaring an interest in a respective Policy Advisory Committee. The co-chairs and members of each Policy Advisory Committee shall be nominated by the PAC, and confirmed by the Board. Each committee member should be chosen upon an expressed interest in the work of that committee. The co-chairs shall chair the committees, provide for minutes and a record of all actions taken, and maintain a listing of active members.

Other Standing Committees. The President is authorized to create other committees of the Board, subject to Board confirmation. The composition, manner of appointment and duties associated with any additional committee shall be established at the time of creation of the committee.

ARTICLE III OFFICERS

Section 3.01 Officers and Duties. The officers of WCHSA shall be the President, Vice President, and Treasurer.

President. The President shall be a Director, Deputy Director, or other senior administrative personnel from a Full Member County. The President shall Chair all meetings of the Board and, in consultation with the Executive Director, set the agenda for all Board meetings. The President shall perform all duties as may be assigned by the Board.

Vice-President. The Vice-President shall be a Director, Deputy Director, or other senior administrative personnel from a Full Member County. The Vice-President shall, in the absence or disability of the President, perform all of the duties of the President, and when acting in place of the President shall have all the powers pertaining to that office. The Vice President is also the President-Elect, and shall assume the office of President upon expiration of the President's term, or upon vacancy of the office of President. This succession supersedes Section 3.03 of these bylaws.

Treasurer. The Treasurer shall be a Director, Deputy Director, or other senior administrative personnel from a Full Member County. The Treasurer shall have charge of all monies, funds and property of WCHSA. The Treasurer may delegate such part of these duties as s/he deems advisable but only with the express approval of the Board.

Section 3.02 Officer Elections. Election of Officers shall be at the annual business meeting by the Full County Membership. At the annual business meeting, Full Members shall elect Vice-President, and Treasurer by majority vote of each Full Member Counties present with each Full Member County getting one (1) vote. Nominations for officers may be made from the floor by a Full Member and with consent of the nominee. The term of office for President and Vice-President will be for two (2) years commencing on the completion of the previous term of office following the election at the annual business meeting. The President and Vice-President may serve in office for only one (1) term in each office. The Treasurer shall have a three (3) year term of office and may serve in office no more than three (3) consecutive terms. Any officer may be removed by the Board by 2/3 vote of the entire Board.

Section 3.03 Vacancies. The Board may fill the unexpired term resulting from a vacancy in any office occurring for whatever reason by majority vote the entire Board, provided that the appointment is of a representative of a Full Member County. Any officer appointed under this provision will fulfill the remainder of the term for which they were appointed. Eligibility for re-election is governed by Section 3.02.

ARTICLE IV EXECUTIVE DIRECTOR

Section 4.01 Executive Director. The Board may hire or contract for an Executive Director of WCHSA.

Section 4.02 Powers, Duties and Compensation. The Executive Director shall manage the affairs of WCHSA under the general control of the Board, shall assist the President in establishing the agenda for all Board meetings, shall appoint the various employees of WCHSA and shall be responsible for the proper and efficient work of WCHSA. The Board may adopt policies relating to the Executive Director's job duties and responsibilities. The Board is authorized to delegate all functions and responsibilities that are not otherwise specifically vested in the Board or an Officer to the Executive Director. The Board may enter into a written employment agreement with the Executive Director. An Executive Director that is hired as an employee of WCHSA may be terminated by a 2/3 vote of the entire Board. A contract for an Executive Director may be terminated at any time by a majority vote of the entire Board.

ARTICLE V BUDGET

Section 5.01 Fiscal Year. WCHSA's fiscal year shall be January through December.

Section 5.02 Budget. The Board shall adopt an annual budget at its annual business meeting.

ARTICLE VI ETHICS AND CONFLICT OF INTEREST

Section 6.01 Ethics and Conflicts of Interest. The Board may adopt ethics and conflict of interest policies governing the conduct of members, Officers, officer appointees and employees.

ARTICLE VII INDEMNIFICATION AND IMMUNITIES

Section 7.01 Indemnification. WCHSA shall indemnify any person who is or was a member, Board member, officer, employee or other agent of WCHSA, and who was or is a party or is threatened to be made a party to a proceeding by reason of the fact that such person is or was a member, Board member, officer, employee or other agent of WCHSA, against expenses, including attorneys' fees, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith in a manner such person reasonably believed to be in the best interests of WCHSA and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful and, in the case of an action by or in the right of WCHSA, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The Board may purchase a policy or policies of insurance in furtherance of any indemnification obligation created. Any person seeking indemnity hereunder shall reasonably cooperate with WCHSA in relation to the claim(s) giving rise to the indemnity obligation.

ARTICLE VIII AMENDMENTS

Section 8.01 Amendments. The bylaws may be amended, or repealed, or new bylaws may be adopted by the Board at any meeting by 2/3 vote of all Full Member Counties present and voting. Notice of a Board meeting at which an amendment to these bylaws is to be acted upon shall include notice of the proposed amendment or repeal. The notice of any proposal to amend these bylaws, along with the proposed language, shall be given to members at least thirty (30) days prior to the meeting at which any such amendment(s) is considered.

ARTICLE IX DISSOLUTION

Section 9.01 Dissolution. WCHSA may be dissolved by a 2/3 vote of all Full Member Counties at a meeting specially called for the purpose of considering dissolution. Notice of a meeting where dissolution of WCHSA shall be considered shall be provided to all members at least thirty (30) days prior to the meeting and such notice shall specifically state that dissolution shall be considered. In the event of dissolution, the Board shall, after paying or making provisions for the payment of all the liabilities of WCHSA, dispose of all of the assets of WCHSA exclusively for the purposes of WCHSA in such manner, or to such organization or organizations, as may be determined by majority vote of the Full Member Counties existing at the time of dissolution.