

BYLAWS OF THE WISCONSIN COLLEGE PERSONNEL ASSOCIATION, INC.

Constitution	November 2, 1974
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<i>Incorporated</i>	<i>October 2008 (Constitution is now recognized as the</i>

BYLAWS OF THE WISCONSIN COLLEGE PERSONNEL ASSOCIATION, INC.

**Article 1
Purpose and Definitions**

Section 1.1 Mission and Purposes. The mission of the Wisconsin College Personnel Association, Inc. (WCPA) is to promote and enhance college student learning and development through the professional development of student affairs administrators and the broader higher education community. WCPA is organized pursuant to the Wisconsin Nonstock Corporation Act, 1953, as amended, Wis. Stat. Chapter 181 (the "Nonstock Corporation Act") and shall be operated within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and for the purposes set forth in the Corporation's Articles of Incorporation. Those purposes are:

- a) to provide professional development opportunities to individuals engaged in promoting college student learning and development at higher education institutions in Wisconsin;
- b) to facilitate effective connections between and enhance collegial relationships among student affairs professionals within and among institutions of higher education in Wisconsin;
- c) to support graduate preparatory programs related to the profession of student affairs offered by institutions of higher education in Wisconsin;
- d) to exchange pertinent information regarding effective programs, research, theory development, diversity issues, legal issues and ethical dilemmas in the areas of student development relevant to institutions of higher education in Wisconsin;
- e) to encourage the scholarship, research, and dissemination of knowledge about the student affairs profession and its impact on student learning and development;
- f) to promote the utilization of student development theory in the practice of student affairs administration and other functions of higher education which impact college student learning and development.

Section 1.2 Definitions. Unless otherwise stated in these bylaws, all of the terms used

in these bylaws have the meaning set forth in the Nonstock Corporation Act.

Section 1.3 Affiliation. The corporation shall be the State Division of the American College Personnel Association (ACPA).

Article 2 Offices

Section 2.1 Principal Office. The principal office of the corporation is located at 800 Algoma Blvd., Oshkosh, WI 54901.

Section 2.2 Registered Office. The registered office of the corporation may be the same as the principal office of the corporation, but in any event must be located in the State of Wisconsin and be the business office of the resident agent, as required by the Nonstock Corporation Act.

Article 3 Members

Section 3.1 Membership shall be open to all persons employed and/or students at institutions of higher education in Wisconsin and to individuals employed in agencies, business and industry in fields related to higher education.

Section 3.2 Term of Membership. An individual may become a member of WCPA at any time. The person's initial membership shall become effective the first of the month in which he/she joins.

Section 3.3 Dues. Annual dues for members may be recommended by the Board of Directors and subject to approval by the membership at a regular business meeting.

Section 3.4 Annual Meeting. A membership meeting shall be held once a year during the annual conference. A business meeting shall be a part of each meeting.

Section 3.5 Special Meetings. Special meetings may be called by the President or by a majority of the Board of Directors.

Section 3.5.1 Notice. Written notice of any special meeting shall be given at least 10 but not more than 60 days before the special meeting, stating the time and place of the meeting, delivered personally, mailed, or sent by facsimile or e-mail to each member at the member's address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, so long as such date is at least ten days prior to the meeting. If notice is given by facsimile or e-mail, such notice shall be deemed delivered upon confirmation that the facsimile or e-mail has been delivered.

Section 3.5.2 Waiver of Notice. Any member may waive notice of any meeting by written statement or facsimile sent by the member, signed before or after the meeting. The attendance of a member at a meeting constitutes a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.6 Quorum. The members attending any annual or special meeting shall constitute a quorum for the conduct of business.

Section 3.7 Duties of Members. The members shall fulfill the following duties, as provided by these bylaws and the articles of incorporation:

- a) Elect the officers and directors of the WCPA;
- b) Establish the dues, privileges and benefits for members;
- c) Amend the bylaws; and
- d) Take such action as the directors of the WCPA may place before them.

Article 4 Officers

Section 4.1 Qualification for Office. To hold office in WCPA, a person must be a voting member of WCPA.

Section 4.2 Officers. The officers shall be President, President-Elect, Secretary, and Treasurer.

Section 4.3 President. The President shall prepare the agenda for and preside at all regular and special meetings of the membership and the Directors, establish all standing and special commissions and appoint their members, attend state division leadership meetings held at the ACPA annual convention and during the summer, coordinate the training of new executive board members, and be responsible for the general program of the WCPA. The President shall, in general, perform all the duties incident to the office as may be prescribed by the Directors from time to time.

Section 4.4 President-Elect. The President-Elect shall serve as the President the year following his/her term of one year as President-Elect. The President-Elect shall perform the duties of the President in the absence of the President. In the event of the death, removal from office or resignation of the President, the President-Elect shall serve his/her full one year term as President in addition to serving the unexpired term of the resigned, removed or deceased President. The President-Elect shall perform such other duties as may be assigned by the Directors from time to time.

Section 4.5 Secretary. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles

of Incorporation, or by these bylaws, or which may be assigned to him/her by the Directors from time to time. The Secretary shall keep a record of the proceedings of the meetings of the membership and the Directors; shall send notices of meetings; shall notify commissions of their appointment; and shall conduct such other correspondence as may be requested by the President, the membership, or the Directors.

- Section 4.6 Treasurer. The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation or these bylaws, or which may be assigned to him/her by the Directors from time to time. The Treasurer shall receive all funds of the WCPA and disburse these funds as directed by the President and shall submit a financial report at each meeting. The Treasurer shall pay the expenses incurred in the conduct of the affairs of the corporation out of the appropriation budgeted for each purpose.
- Section 4.7 Election. Election of officers and their respective terms shall take place as prescribed in Article 7 of these Bylaws.
- Section 4.8 Vacancies. In the event of the resignation, death or removal from office of an officer, the vacancy will be filled by the runner-up in the most recent election. In the event the runner-up is unable to serve, the President, with the approval of the Directors, will fill the vacancy.

Article 5 Directors

- Section 5.1 Directors. The Board of Directors of the corporation shall be comprised of: (1) the President, (2) the President-Elect, (3) the Immediate Past-President, (4) the Secretary, (5) the Treasurer, (6) the Conference Chair, (7) the Conference Chair-Elect; (8) the Technology Administrator, and (9) Membership and Marketing Administrator.
- Section 5.2 Qualification for Office. To serve as a director of the corporation, a person is required to be a voting member of WCPA.
- Section 5.3 Election. Directors shall be elected as prescribed in Article 7 of these Bylaws.
- Section 5.4 Vacancies. In the event of the resignation, death or removal from office of a director, the vacancy will be filled by the Board of Director. If the Past President resigns or dies, the office may be filled by a former Past President elected by the Board.
- Section 5.5 General Powers. As provided in the Articles of Incorporation, the business, property and affairs of the corporation shall be managed by its Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the corporation that is not required by law, the corporation's Articles of Incorporation, or these Bylaws to be taken by some other party.
- Section 5.6 Duties of Directors. It shall be the general duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Retain or employ, supervise and discharge, and prescribe the duties and fix the compensation of any employees or contractors retained to provide services to the corporation.
- c) Meet at such times and places as required by these bylaws;
- d) Establish policies and procedures for the functioning of the corporation;
- e) Approve the corporation's annual budget. If the annual budget is not approved at the start of each fiscal year, the association shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
- f) Recommend to the membership any dues, privileges and benefits for the members;
- g) Appropriate all funds. Requests for an appropriation may originate in any committee.

Section 5.7 Regular Meetings. The Directors shall meet in conjunction with the annual meeting of the membership. They shall also meet for at least three (3) regular meetings according to a schedule established by the President at the beginning of each fiscal year.

Section 5.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix the place within the State of Wisconsin for holding any special meeting of the Directors called by them.

Section 5.9 Notice. Notice of any special meeting shall be given at least three (3) days prior to the special meeting by written notice, stating the time and place of the meeting, delivered personally, mailed or sent by facsimile or e-mail to each director at the director's address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, so long as such date is at least ten days prior to the meeting. If notice is given by facsimile or e-mail, such notice shall be deemed delivered upon confirmation that the facsimile or e-mail has been delivered.

Section 5.10 Waiver of Notice. Any director may waive notice of any meeting by written statement or facsimile sent by the director, signed before or after the meeting. The attendance of a director at a meeting constitutes a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.11 Quorum. A majority of the Directors then in office constitutes a quorum for

the transaction of business at any meeting of the Directors, but if less than a majority is present at a meeting, the meeting may continue and agenda items may be discussed so long as no binding action is taken. A majority of the Directors present may adjourn the meeting from time to time without further notice.

- Section 5.12 Participation by Conference Telephone. Meetings shall be held in person or by any combination of audio, document, or video conferencing techniques. A director may participate in a meeting by teleconference or any similar method through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- Section 5.13 Conduct of Board Meetings. The President shall conduct the meetings of the Board. In the absence of the President, meetings of the Board shall be presided over by the President-Elect or, in the absence of each of these persons, the Secretary of the corporation shall preside over the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board provided that, in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- Section 5.14 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.
- Section 5.15 Compensation. Directors shall not receive any compensation for their service either as officers or as Board members. The Board may, however, authorize reimbursement to Directors and Officers for their actual expenses incurred in travel to and attendance at conferences and meetings on behalf of the corporation.
- Section 5.16 Presumption of Assent. A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that director's dissent is entered in the minutes of the meetings or unless that director files a written dissent to such action with the person acting as the secretary of the meeting before its adjournment or forwards such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a director who voted in favor of such action.
- Section 5.17 Board Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all directors consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All consents shall be filed with the minutes of the proceedings of the Board.

Article 6 Elections and Terms of Office

- Section 6.1 The Immediate Past President shall assist in recruiting persons for vacancies and conduct the elections of the directors and officers of the corporation.

- Section 6.2 The Immediate Past President shall distribute a mail ballot or a secured electronic ballot to the membership in the spring of each year.
- Section 6.3 Election will be based on a majority vote of ballots returned by the deadline set by the Immediate Past President. The ballots must be returned to the Immediate Past President and counted within thirty (30) days of receipt. In the event of a tie vote in the regular election, a run-off election by written ballot between those who tied shall be held in a timely manner.
- Section 6.4 The President shall serve a term of one (1) year.
- Section 6.5 A President-Elect shall be elected each year and serve a term of one (1) year. The President-elect shall automatically become President the following year, and shall serve on the Board of Directors as Immediate Past President in the third year.
- Section 6.6 The Immediate Past President shall serve a term of one (1) year.
- Section 6.7 The Secretary shall be elected during the odd-numbered years and shall serve a term of two (2) years. The Treasurer shall be elected during the even numbered years and shall serve a term of two (2) years.
- Section 6.8 An incumbent must be completing his/her last year of term of office when running for another position.
- Section 6.9 The term of office for Directors and Officers shall be the date of the last day of the annual conference through the first day of the following annual conference.

Article 7

Resignation or Removal of Directors and Officers

- Section 7.1 Resignation. Any officer or director may resign at any time by giving written notice to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If the Past President resigns or dies, the office may be filled by a former Past President elected by the Board.
- Section 7.2 Removal. Elected directors and officers may be removed for failing to abide by these Bylaws, for financial irresponsibility, or for conduct deemed inappropriate for the corporation.
- Section 7.2.1 Removal of directors or officers of the corporation will be the decision of the Directors after a hearing at which the reasons for removal will be presented.
- Section 7.2.2 Any member of the association may submit to the Directors, or any member thereof, a letter expressing the reasons for the removal of a director or officer. The Directors will review all such requests and determine if a hearing is warranted.

Section 7.2.3 When a hearing for removal of a director or officer is deemed necessary by a majority of the Directors, a certified letter outlining the date of the hearing, procedures for the hearing, location, and a list of reasons for removal will be mailed no less than one week prior to the hearing.

Section 7.2.4 The Directors shall determine who presides over a hearing for the removal of a director or officer and shall outline procedures to insure a fair hearing.

Section 7.2.5 The designated chairperson and the Directors shall conduct the hearing, decide by majority vote, and inform the membership of the decision.

Article 8 Commissions

Section 8.1 The President shall designate commissions as the need arises. The Directors will review work and final reports submitted by such commissions.

Section 8.2 All expenses of commissions authorized by the corporation shall be paid from the funds appropriated therefore, and any liability incurred by any commission in excess of the funds appropriated shall be the personal liability of the person(s) responsible for incurring or authorizing the liability.

Section 8.3 No commission shall have the power to take action on behalf of the corporation, unless that power has been expressly delegated to it by the Directors. No committee may be delegated the power to amend the Articles of Incorporation or amend the bylaws of the corporation.

Article 9 Miscellaneous

Section 9.1 Fiscal Year. The fiscal year of the corporation shall be July 1 - June 30.

Section 9.2 Parliamentary Rules. Meetings of the membership and of the Directors shall be conducted according to Robert's Rules of Order, Revised Edition, in all instances in which they are not inconsistent with the Articles of Incorporation or Bylaws.

Section 9.3 Contracts and Execution of Instruments. The Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the corporation.

Section 9.4 Checks and Negotiable Instruments. All checks, drafts, negotiable instruments or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

- Section 9.5 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 9.6 Contributions, Gifts. The Board of Directors may accept on behalf, and for the benefit, of the corporation any contribution, gift, bequest, dues, or other fee for the nonprofit purposes of this corporation.
- Section 9.7 Insurance. The corporation may purchase and maintain insurance on behalf of the association and/or any person who is or was a director, officer, employee or agent of the corporation.

**Article 10
Amendments**

- Section 10.1 Amendments to these bylaws may be submitted in writing by any member of the corporation or by the Directors. These bylaws may be amended by majority vote of the members at any Annual meeting of the membership or by mail or e-mail ballot, provided the amendments have been submitted to the membership at least fifteen (15) days prior to the voting date or deadline.

These bylaws were adopted as and for the Bylaws of the Wisconsin College Personnel Association Inc., a Wisconsin nonprofit corporation, by written consent of the incorporators on the ____ day of December, 2008.

Julie M. Maslowski, Incorporator

John Palmer, Incorporator