

**Wisconsin Society of Association Executives
Bylaws**

Article I -- Name and Location

Section 1. The name of this organization shall be the Wisconsin Society of Association Executives, a nonprofit organization corporation incorporated in the State of Wisconsin (the "Society").

Section 2. Offices of the Society shall be located in such locality as may be determined by the board of directors.

Article II -- Membership

Section 1. Qualification: Membership in this Society is composed of professional managers of business, trade, professional, philanthropic, scientific, educational, technical, social welfare, agricultural and other nonprofit organizations and executives of firms that serve nonprofit organizations who meet eligibility criteria established by the board of directors.

(A) Membership - Voting membership is limited to qualified individuals who pay applicable dues established by the board of directors and meet the criteria for one of the following categories of voting membership.

a. Chief Executive - This category encompasses the staff leaders of trade and professional associations, philanthropic organizations, and association management companies.

b. Professional Staff - This category encompasses the staff (non-CEO) of trade and professional associations, philanthropic organizations, and association management companies.

c. Industry Partner - Individuals who market to WSAE members, members of learned professions, government employees and others who are not full-time association executives are invited to join in this category.

d. Consultant - Individuals whose primary service to WSAE members involves the sale of intellectual property or expert advice to associations or other membership organizations, and who are not full-time association executives are invited to join this category.

e. Retired - Individuals who: (1) have held a WSAE association executive membership for 10 years or more; (2) are fully retired or devote less than 25 percent of their time to their previous employer; and (3) are not consulting to an organization for a fee.

f. Honorary – Individuals whom the corporation may bestow this honor. Honorary members shall be exempt from the payment of dues.

Section 2. Membership: Applications shall be made in writing or online. The applicant for membership shall indicate in the application his/her support of the Society's Standards of Conduct.

Section 3. Removal: Members of any classification may be removed from membership by the board of directors for cause by two-thirds vote at a meeting of the board provided that ten days advance notice is provided to the member.

Section 4. Reinstatement: A former member desiring a continuous member record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous membership record is not desired, the member may be reinstated on showing proof of qualification and paying current year's dues.

Section 5. Resignation: Any member may resign by filing a written resignation with the President/CEO, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges therefore accrued and unpaid as of the date of resignation.

Section 6. Membership in this society shall not be transferable or assignable, except as approved by the board of directors.

Article III -- Dues

Section 1. Establishment of Dues: Dues and admission fees, if any, for all classes of membership shall be established by the board of directors. Dues are payable on January 1 of each year.

Section 2. Delinquency and Cancellation: Any member of the Society who shall be delinquent in dues for a period of thirty (30) days from the time dues become due shall be suspended from further services, and the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the board of directors.

Section 3. Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

Article IV -- Meetings of Members and Voting

Section 1. Annual Business Meeting: The annual business meeting of the Society shall be held at such a place and on such dates as may be determined by the board of directors.

Section 2. Special Meetings: Special meetings of the Society may be called by the board of directors at any time or may be called by the chair of the board upon receipt of a written request by a majority of the members, within thirty (30) days after the filing of such a request with the chair of the board. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3. (a) Notice of Meetings: Notice of any business meeting of the Society at which official Society business is to be transacted shall be delivered to each member not less than ten (10) days before the date of the meeting.

(b) Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Wisconsin Nonstock Corporation Law or under the provisions of the Articles of Incorporation or Bylaws of the Society, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice and filed with the minutes of the meeting or the corporate records, shall be deemed equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express and sole purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Voting: Voting at membership meetings may be in person with each voting member having a single vote. A majority of those voting in person where a quorum is present carries an action. Members may vote without a meeting in elections or on any matter presented by the board of directors where the votes are submitted in writing by postal or other delivery or by electronic means and a quorum participates. A majority of those voting via postal delivery or electronic means carries an action.

Section 5. Quorum of Members: At any annual business or membership meeting, a quorum shall consist of 10 percent of membership present in person. If conducting voting via the US postal service or via electronic means, a quorum of members shall be 20 percent of the membership.

Section 6. Rules of Order: The meetings and proceedings of this Society shall be regulated and controlled according to the current governing and parliamentary procedures adopted by the board of directors, except as may be otherwise provided by these bylaws.

Article V -- Officers

Section 1. Elected Officers: The officers of this Society shall be a chair of the board, chair-elect of the board and a secretary-treasurer to be elected by the members of the Society and to serve until their successors have been duly elected and assume office. The chair-elect of the board as qualified under Article 6, Section 2 shall automatically succeed to chair of the board.

Section 2. Qualifications for Office: Any member in good standing shall be eligible for nomination and election to any elective office of this Society, provided he/she shall have served at least one (1) year as a member of the board of directors at any time prior to an elective term of office.

Section 3. Term of Office: Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year or until his/her successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the board of directors. In the event of a tie in any membership vote, the board of directors shall break the tie by majority vote.

Section 4. Re-election: No elected officer, having served one full term, shall be eligible for re-election to the same office, until at least one year shall have elapsed.

Section 5. Vacancies-Removal: Vacancies in any elective office may be filled for the balance of the term thereof by the board of directors, at any regular or special meeting. The board of directors, at its discretion, by two-thirds vote of all of its members, may remove any officer from office for cause.

Article VI -- Duties of Officers

Section 1. Chair of the Board: The chair of the board shall be the chief elected officer of the Society and serve as presiding officer of the board of directors, and ex officio without vote on all committees except the nominating committee and finance committee.

At the annual business meeting of the Society and at such other times as he/she deem proper, the chair of the board shall communicate to the members such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Society. He/she shall perform such other duties as are necessarily incident to the office of the chair of the board or as may be prescribed by the board of directors.

Section 2. Chair- Elect of the Board: Chair-elect of the board shall succeed to chair of the board. His/her duties shall be as delegated to him/her by the board of directors. The chair-elect of the board shall perform the duties of the chair of the board in the event of his/her inability to serve.

Section 3. Secretary-Treasurer: The secretary-treasurer shall oversee the Society's funds and records. As treasurer, he/she shall oversee collection of member dues and/or assessments and the establishment of proper accounting procedures for the handling of the Society's funds. He/she shall report on the financial condition of the Society at all meetings of the board of directors and at other times when called upon by the chair of the

board. As secretary of the Society, he/she shall oversee the proper recording of proceedings of meetings of the Society and the board of directors. He/she shall ensure that accurate records are kept of all members.

Such duties of the secretary-treasurer as may be specified by the board of directors may be delegated to the President/CEO.

Article VII -- Board of Directors

Section 1. Authority and Responsibility: The governing body of this Society shall be the board of directors. The board of directors shall have supervision, control and direction of the affairs of the Society, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. The board of directors shall consist of thirteen (13) members including the officers of the Society (named in Article V) and six (6) eight (8) directors at large elected from the voting membership, including ~~one (1)~~ up to two (2) industry partners. In addition, the board shall include the immediate past chair of the board who shall serve one (1) year beyond his/her chair of the board position and one young professional appointed by the chair and who shall serve a term of one (1) year.

Section 3. Term of Office and Manner of Election: Directors at large to succeed directors whose terms are expiring shall be elected to serve a term of three (3) years or until their successors have been elected and qualified. Officers shall serve a term concurrent with their office. Directors at large shall be elected in accordance with the provisions of Article VIII, Section 1.

Section 4. Re-election: No member of the board of directors who has served two consecutive three year terms shall be eligible for re-election until at least two (2) years shall have elapsed, with the exception of those board members being elected to officer positions or a recent board member elected by the board to fill a vacancy for the remaining balance of the term for the vacant board seat.

Section 5. Quorum of the Board: At any meeting of the board of directors a majority of the voting members of the board shall constitute a quorum for the transaction of the business of the Society, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

Section 6.

(A) Meetings of the Board: A regular meeting of the board of directors shall be held no less than three (3) times during each administrative year at such time and place as the board may prescribe. Notice of all such meetings shall be given to the directors not less than twenty (20) days before the meeting is held. Special meetings of the board may be called by the chair of the board or at the request of any three (3) directors, by notice mailed, delivered, telephoned, telegraphed, or sent by electronic communications to each member of the board of directors not less than seventy-two (72) hours before meeting is held.

(B) Meetings of the board of directors or committees of the board may be conducted by telephone or by other electronic means in accordance with Section 181.0820 of the Wisconsin Non-Stock Corporation law (or any successor statutory provision).

Section 7. Voting: Voting rights of a director shall not be delegated to another nor exercised by proxy.

Section 8. Voting by Mail or Electronic Means: The board may vote by written ballot or by e-mail, except no action may be taken by written ballot or e-mail ballot unless at least two-thirds of the directors then in office approve of such action.

Section 9. Absence: Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the board of directors during a single administrative year shall automatically vacate the seat on the board of directors and the vacancy shall be filled as provided by these bylaws; however, the board of directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 10. Vacancies and Removal: Any vacancy occurring on the board of directors between annual meetings shall be filled by the board of directors. A director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor.

The board of directors may in its discretion, by affirmative vote of two-thirds of its members, remove any director for cause.

Section 11. Compensation: Directors and elected officers shall not receive any compensation for their services.

Section 12. Indemnification: Mandatory Indemnification. The society shall to the maximum extent permitted under the Wisconsin Non-Stock Corporation law, as amended, indemnify and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, Committee member, employee or agent of or volunteered services to the society; or is or was serving at the request of the society as a Director, officer, or employee or agent of any committee or of any other corporation or enterprise, unless liability was incurred because the Director, officer, Committee member, employee or agent breached or failed to perform a duty that he or she owes to the Society and the breach or failure to perform constitutes any of the following:

- 1) A willful failure to deal fairly with the Society or its members in connection with a matter in which the Director, officer, Committee member, employee or agent has a material conflict of interest;
- 2) A violation of the criminal law, unless the Director, officer, Committee member, employee or agent had reasonable cause to believe that his or her conduct was lawful and no reasonable cause to believe that his or her conduct was unlawful;
- 3) A transaction from which the Director, officer, Committee member, employee or agent derived an improper personal profit or benefit; or
- 4) Willful misconduct.

Such right of indemnification shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such a person. Article VII, Section 12 does not refer to or include the Management Firm or chief paid executive retained by the corporation or such firm's employees, agents, officers, directors and representatives; and nothing in these Bylaws shall require or make society liable for indemnification of the Management Firm or such firm's employees, agents, officers, directors, and representatives.

Supplementary Benefits. The society may supplement the right of indemnification under Section-12 by one or more of the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

Section 13. Conflict of Interest:

(a) Each Director shall disclose to the board of directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter considered by the board of directors.

(b) No contract or other transaction between the Society and one or more of its directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or has a material financial interest shall be either void or voidable: (i) because of such relationship or interest, or (ii) because such director or directors are present at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or (iii) because such director's or directors' votes are counted for such purpose; provided that:

(1) either:

(i) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(2) the contract or transaction is fair and reasonable to the Society.

Common or interested directors shall abstain from voting on the matter and may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

(c) The board of directors may adopt a separate Conflicts of Interest Policy. Such a Policy may include disclosure provisions which conform to Section 13(b) above. Alternatively, such a Policy may require greater disclosure than as required by Section 13(b) above, and, in addition, may impose voting restrictions and/or establish strict criteria for board approval of such contracts or transactions. In no event, however, shall a Conflicts or Interest Policy call for less disclosure and/or be less burdensome than as set forth in Section 13(b) above.

Article VIII -- Special and Standing Committees

Section 1. Nominating Committee: The chair of the board shall appoint with the approval of the board of directors a nominating committee which shall consist of five (5) members, one (1) of whom shall be the immediate past chair of the board of the Society, but of whom not more than three (3) shall be past chair of the board of the Society. At least one (1) member of the nominating committee shall be reappointed to the following year's nominating committee to ensure continuity.

The nominating committee shall nominate a candidate to the board as requested by the board when a vacancy occurs in the elected officers or board of directors with said candidate to be elected by a majority vote of the remaining members of the board. The nominating committee shall nominate a candidate for each position of elected officers for the ensuing year and for the new board of directors and shall notify, in writing, the membership of its choice not less than thirty (30) days before the annual business meeting. No member of the nominating committee is eligible to be nominated for any position. Fifteen (15) days shall be allowed for

nomination from the membership. Except for the office of chair of the board, which is automatically filled in accordance with Article V, Section 1 of these bylaws, any member nominated by petition of twenty-five (25) percent of the voting membership shall be placed on the ballot.

The ballot shall indicate those nominees recommended by the nominating committee and those recommended by petition. The nominating committee shall conduct an election at the annual business meeting at which each member will have one vote to cast for each position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected. If, however, no nominations are made by petition, the secretary-treasurer shall cast a unanimous ballot for the candidates of the nominating committee.

Section 2. Finance Committee: The finance committee shall consist of the chair of the board, the chair-elect of the board, the secretary-treasurer, the immediate past chair of the board, and the President/CEO as ex officio without vote. The secretary-treasurer shall serve as chairman. The committee shall counsel with the president/CEO on the annual budget of the Society, determine if an audit should take place, and prepare recommendations for the board of directors. The committee may perform such other duties in connection with the finances of the Society as the board may determine from time to time.

Section 3. Creation and Dissolution of Committees: The chair of the board shall appoint members to committees and task forces of the society, shall monitor their actions and shall recommend to the board of directors as needed the creation, dissolution and consolidation of these bodies all in accordance with Chapter 181 of the Wisconsin Statutes.

Article IX -- Executive and Staff

Section 1. Appointment: The board may contract a paid chief executive who shall have the title of president/CEO and whose terms and conditions of retention shall be as contracted by the board and shall be subject to the supervision and control of the board. The board of directors shall determine the compensation and other arrangements of the president/CEO.

Section 2. Authority and Responsibility: The president/CEO, as chief executive officer, shall manage and direct all activities of the Society subject to the policies of the board of directors and through the office of the chair of the board. He/she shall serve without vote as an ex officio member of the board of directors and of all committees.

Article X -- Finance

Section 1. Fiscal Period: The fiscal period of the Society shall be January 1 through December 31.

Section 2. Bonding: Trust or surety bonds shall be furnished for such officers, authorized agents, or employees of the Society as the board shall direct. The amount of such bonds shall be determined by the board and the cost paid by the Society.

Section 3. Budget: With recommendations of the finance committee, the board shall adopt an annual operating budget covering all activities of the Society.

Article XI -- Amendments

Section 1. These bylaws may be amended or repealed by a two-thirds vote of the members present at any business meeting of the Society duly called and regularly held, notice of such proposed changes having been

sent in writing to the members at least thirty (30) days before such meeting. Amendments may be proposed by the board of directors on its own initiative, or upon petition of any twenty-five (25) members addressed to the board. All such proposed amendments shall be presented by the board to the membership with or without recommendation.

Section 2. These bylaws may be amended or repealed by written resolution approved by 51% or more of the members eligible to vote. When a resolution has been adopted, all members, including those who did not vote, shall be notified of the approval. Such notification may be by electronic means.

Article XII – Dissolution

Section 1. Dissolution. The Society may be dissolved by a three-fourths (3/4) vote of members present at any business meeting of the Society duly called and regularly held, notice of such proposed dissolution having been sent in writing to the members at least thirty (30) days before such meeting.

Section 2. Effect of Dissolution. In the event of dissolution of the Society, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all the assets exclusively, in such manner as the board of directors shall determine, consistent with the Wisconsin Non-Stock Corporation law.

Amended 10-28-19