

# **Wisconsin Prevention Network**

## **Bylaws**

**March 1991  
Amended 9-13-96  
Amended 11-17-97  
Amended 3-6-02**

## Contents

<b>Article I</b>	<b>Name and Purpose</b> .....	<b>1</b>
Section 1	Name	
Section 2	Purpose	
Section 3	Mission	
<b>Article II</b>	<b>Membership</b> .....	<b>1</b>
Section 1	Definition	
Section 2	Eligibility	
Section 3	Dues, Assessments and Other Funds	
Section 4	Rights	
Section 5	Responsibilities	
Section 6	Meetings	
Section 7	Quorum	
Section 8	Proxies	
Section 9	Conduct of Meetings	
<b>Article III</b>	<b>Board of Directors</b> .....	<b>3</b>
Section 1	Board Membership	
Section 2	Election of Board of Directors	
Section 3	Term of Board Members	
Section 4	Officers of the Board	
Section 5	Officers' Terms	
Section 6	Officers' Duties	
Section 7	Board Meetings	
Section 8	Resignation and Replacement	
Section 9	Termination of Board Membership	
<b>Article IV</b>	<b>Executive Committee</b> .....	<b>5</b>
<b>Article V</b>	<b>Committees</b> .....	<b>5</b>
Section 1	Formation	
Section 2	Authority	
Section 3	Chair	
Section 4	Membership	
<b>Article VI</b>	<b>Contracts, Loans, Checks, Deposits and Audits</b> .....	<b>6</b>
Section 1	Contracts	
Section 2	Loans	
Section 3	Expenditures	
Section 4	Checks, Drafts, Etc.	
Section 5	Deposits	
Section 6	Specification of Officers	
Section 7	Audit Procedure	
<b>Article VII</b>	<b>Fiscal Year</b> .....	<b>7</b>
<b>Article VIII</b>	<b>Amendments</b> .....	<b>7</b>

Section 1	By the Board of Directors	
Section 2	Implied Amendments	
<b>Article IX</b>	<b>Policy</b> .....	<b>7</b>
<b>Article X</b>	<b>Seal</b> .....	<b>7</b>
<b>Article XI</b>	<b>Official Issuances</b> .....	<b>8</b>
Section 1	Official Publication	
Section 2	Any and All Other Issuances	
<b>Article XII</b>	<b>Dissolution</b> .....	<b>8</b>

## **Article I. Name and Purpose**

### **1.01 Name**

The name of this corporation shall be the Wisconsin Prevention Network (WPN).

### **1.02 Purpose**

The WPN shall be a voluntary, incorporated, nonprofit corporation in perpetual existence until otherwise indicated by a consensus decision of the membership. Its purpose is to initiate, coordinate and support efforts to: (1) educate the general public and funding agencies about primary prevention, (2) promote information exchange with other prevention programs, (3) develop a mutual support base for professional exchange, (4) develop an action force to monitor and promote legislation relating to prevention and (5) provide technical assistance to members. WPN's definition of prevention is:

Prevention is a process, which provides people with the resources necessary to confront stressful life conditions and avoid behaviors, which could result in negative physical, psychological or social outcomes. Prevention strategies are designed to be implemented before the onset of problems and may be targeted to the larger community or to specific populations by:

- Promoting cultural competency and awareness;
- Promoting awareness, knowledge, competency and skills;
- Promoting self-esteem and self-reliance;
- Promoting increased coping ability;
- Promoting support systems in families, schools, work places and community environments;
- Promoting conditions for healthy lifestyles and resistance to physical and psychological illness and disease;
- Promoting environmental conditions for a healthy community.

### **1.03 Mission**

The Wisconsin Prevention Network is a statewide membership association of individuals and organizations working together to assure human and financial resources for prevention and wellness.

(Adopted by the Board of Directors, November 17, 1997.)

## **Article II. Membership**

### **2.01 Definition**

A member is any individual or organization who submits application and annual dues to the WPN. Members who have paid for a lifetime membership are considered to be current in their annual dues.

### **2.02 Eligibility**

Membership shall be open to individuals and organizations interested in prevention issues as defined herein. No applicant shall be discriminated against on the basis of color, creed, national origin, gender, disability, sexual preference, or race.

## **2.03 Dues, Assessments and Other Funds**

Dues and assessments shall be as follows: Voting members shall contribute such annual dues based upon date of application and other reasonable assessments as determined by the Board of Directors. Additional funds may be received other than by dues or assessments.

## **2.04 Rights**

- A. Each member is entitled to one vote on each issue submitted to vote of the membership.
- B. Each member is eligible for nomination and election as a representative and officer of the Board of Directors.
- C. Each member is eligible for and solicited for membership on all committees of the corporation.
- D. Each member will have the opportunity to participate in all programs and to receive services offered by WPN.

## **2.05 Responsibilities**

It is the responsibility of members:

- A. To support prevention activities, to solicit support for WPN and its efforts, and to ensure ongoing representation to the WPN Board of Directors.
- B. To abide by these bylaws and Articles of Incorporation.

## **2.06 Meetings**

### **A. Annual**

An annual meeting of the statewide membership shall be conducted in conjunction with the annual conference. In the event a conference is not held in a given year, a special meeting will be called by the Chair of the Board of Directors.

### **B. Special**

Special meetings may be called by the Board of Directors or by written request of one-third (1/3) of the voting membership stating place, day, hour and purpose of said special meeting, to be delivered to members either in person or by mail at least five (5) days prior to said meeting.

## **2.07 Quorum**

The presence in person or by proxy of members holding a minimum of one-tenth (1/10) the voting power of the corporation constitutes a quorum for the transaction of business at annual and special meetings. Members present at a meeting for which proper notice has been given may do business, notwithstanding the lack of a quorum, provided that an objection is not raised and provided further that, if such an objection is raised, the meeting shall be postponed or adjourned until such a quorum shall be present.

## **2.08 Proxies**

A proxy shall have a written statement signed and dated indicating the member's vote on an issue and the member's name that is his/her authorized proxy. No member may carry more than two proxies.

## **2.09 Conduct of Meetings**

All meetings shall be conducted in accordance with Robert's Rules of Order, except when Robert's Rules of Order are in conflict with state law, these bylaws or the constitution.

## **Article III. Board of Directors**

### **3.01 Board Membership**

#### **A. Voting Members**

The Board shall consist of not more than 25 voting members, including the Chair, Chair-Elect, Secretary, and Treasurer. Additional members to the Board of Directors are elected from the WPN membership as needed or desired. All Board members shall hold current membership in the Wisconsin Prevention Network.

#### **B. Liaisons**

The Board from time to time shall appoint non-voting Liaisons, as it deems necessary.

### **3.02 Election of Board of Directors**

Board members shall be elected by a vote of members at the annual meeting or as needed to fill vacancies. A simple majority of members present is required to elect Board members.

### **3.03 Term of Board Members**

Except as described below under Officers' Terms, Board members will serve a two-year term of office, renewable up to three consecutive times.

### **3.04 Officers of the Board**

The principal officers of the corporation shall be Chair, Chair-Elect, Secretary, and Treasurer. These officers shall act as the Board Executive Committee. Such other officers and assistant officers as deemed necessary may be appointed by the Board to serve on the Executive Committee.

### **3.05 Officers' Terms**

1. Chair (one-year term).
2. Chair-Elect (one-year term). The Board of Directors shall elect a Chair-Elect from among Board members.
3. Secretary (two-year term).
4. Treasurer (two-year term).

### **3.06 Officers' Duties**

#### **A. Chairperson**

- Prepare agendas of Board and Executive Committees.
- Chair Board and Executive meetings.
- Set meeting dates and locations of Board and Executive Committee meetings.
- Solicit committee reports.
- Appoint committee chairs.
- Prepare annual "State of the Network" report.
- Preside over the annual membership meeting.
- Oversee strategic plan and committee work.
- Nominate for Board approval, two Board members to conduct an internal audit of accounts prior to the annual meeting.
- Terminate Board members per 3.09.

#### **B. Chair-Elect**

- Carry out the duties of the Chairperson in the absence of the Chairperson.
- Orient new Board members.
- Assist new Chair and Executive Committee as appropriate.

### **C. Secretary**

- Maintain official records of the corporation.
- Record minutes at all meetings.
- Prepare the minutes and distribute the minutes and agenda ten (10) working days prior to any scheduled meetings.
- Keep a register of addresses of all WPN members and provide an updated list to Board members as needed.
- Keep attendance records for Board meetings and notify the Chair of Board members who have unexcused absences as described in 3.09.

### **D. Treasurer**

- Maintain official records of the corporation.
- Prepare financial status reports for all regular Board meetings.
- Coordinate any and all fiscal related matters as they occur.

### **E. Assistant and Acting Officers**

The Board shall have the power to appoint any person to act as an assistant officer, agent for the corporation or to perform the duties of an officer whenever it is impractical for that officer to personally do so. This assistant or acting officer appointed by the Board shall have authority to act only as specified by the Board of Directors.

### **F. Staff**

The Board shall have the power to employ any person to carry out the mission of the organization.  
The Board shall approve personnel policies and procedures.

## **3.07 Board Meetings**

### **A. Frequency**

The Board of Directors shall meet a minimum of two times per calendar year and at other times it deems appropriate.

### **B. Notice**

Written notice of each meeting of the Board of Directors shall be made at least seven (7) working days prior to said meeting.

### **C. Quorum**

A quorum for the transaction of all business shall be thirty percent (30%) of the voting members of the Board of Directors. Members present at a meeting for which proper notice has been given may do business, notwithstanding the lack of a quorum, provided that an objection is not raised and provided further that, if such an objection is raised, the meeting shall be postponed or adjourned until such a quorum shall be present.

### **D. Manner of Acting**

Each member of the Board has one vote. Actions of the Board shall be determined by a simple majority of voting Board Members present at the meeting. Each member of the Board of Directors is entitled to one vote. If a Board member is unable to attend a Board meeting, he/she may vote by proxy under the conditions set forth in Article II, Section 8.

### **E. Conduct of Meetings**

The Chair or Chair-Elect (and in his/her absence, any officer chosen by the Board members present) shall call meetings of the Board to order and act as chairperson of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any officer or other person to act as secretary of the meeting.

### **F. Unanimous Consent Without Meeting**

Any Board action required or permitted by the Articles of Incorporation, bylaws or by any provision of law may be taken without a meeting if consent is in writing, setting forth the action so taken and signed by all the members of the Board then in office.

### **G. Special Meetings**

Special meetings may be called by the Board of Directors or at the request of the Chair, Chair-Elect, Secretary or any two officers.

## **3.08 Resignation and Replacement**

A Board member or Officer may resign at any time by filing a written resignation with the Secretary of the corporation. The Board of Directors is authorized to accept the resignation of any Officer or Board member. The Board is authorized to elect a replacement for any Officer who has resigned or has been removed for the unexpired portion of the term in office.

## **3.09 Termination of Board Membership**

A Board member who fails to attend two Board meetings during the course of a calendar year without notifying the chair shall be notified by the chair that his/her membership on the Board of Directors has been terminated.

# **Article IV. Executive Committee**

The corporation shall have an Executive Committee composed of the officers (as described in Article III, Section 4). The Executive Committee shall have and may exercise all the powers of the Board of Directors in the management of the affairs of the corporation between meetings of the Board of Directors. It shall prepare and present the annual budget to the Board of Directors for approval and shall submit the approved budget to the appropriate funding sources. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of all business. All actions of the Executive Committee shall be reviewed and submitted for approval by the Board at the next regularly scheduled Board meeting following the action of the Executive Committee. The Executive Committee shall function as the Personnel Committee.

# **Article V. Committees**

## **5.01 Formation**

Standing or ad hoc committees may be formed by direction of the Board Chair and must be chaired or co-chaired by a WPN Board member who will serve as liaison between the committee and the Board.

## **5.02 Authority**

A committee will have authority to develop plans and procedures approved by the Board. Should the committee deem it necessary to act without Board approval, the proposed action must be in accordance with the purpose and mission of WPN and approved by the Executive Committee and submitted to the Board at its next regularly scheduled meeting.

### **5.03 Chair**

Committee chairs shall be appointed by the WPN Chair.

### **5.04 Membership**

Committee membership shall include the appointed Committee Chair and any Board or other WPN member volunteering to serve. The Committee Chair may appoint non-WPN members to serve.

## **Article VI. Contracts, Loans, Checks, Deposits and Audits**

### **6.01 Contracts**

The Board of Directors may authorize any employee, Assistant or Acting officer, officer or officers as agents to enter into any contract or execute and deliver any instrument for the WPN. Such authorization may be general or confined to specific instances.

### **6.02 Loans**

No loans will be contracted on behalf of the WPN and no evidence of indebtedness will be issued in its name unless authorized by or under authority of a resolution of the Board. Such authorization shall be confined to specific instances.

### **6.03 Expenditures**

Expenditures must be consistent with the approved budget. Expenditures other than those authorized must have approval of the board or Executive Committee.

### **6.04 Checks, Drafts, Etc.**

#### **A. Less than \$250**

All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the WPN for amounts less than \$250, can be authorized by and signed by the Executive Director.

#### **B. \$250 and Larger**

All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the WPN for amounts equal to or greater than \$250, shall be authorized by one officer of the Board of Directors as evidenced by their signature and signed by the Executive Director.

#### **C. Payroll**

All checks, drafts or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the WPN for payroll, shall be authorized by two officers of the Board of Directors as evidenced by their signatures.

### **6.05 Deposits**

All funds of the WPN not otherwise employed will be deposited in a timely manner to the credit of the WPN in banks, trust companies or other depositories determined by resolution of the Board of Directors.

### **6.06 Specification of Officers**

When execution of any contract or other instrument has been authorized without specification of the Executive Committee, two members of the Executive Committee may execute the same for, in the name of, and on behalf of the WPN.

## **6.07 Audit Procedure**

WPN's financial accounts shall be examined annually by the voting membership at the annual meeting. Prior to the annual meeting, at least two members of the Board, other than the Treasurer, approved by the Board, shall conduct an internal audit of the accounts of the corporation. As an alternate, the Board may authorize an independent audit by a licensed Certified Public Accountant not connected to the Corporation and submission of a report by that accountant to the Board, and an independent audit of the corporation by a Certified Public Accountant shall be conducted not less than every three years.

## **Article VII. Fiscal Year**

The WPN fiscal year shall be January 1 through December 31.

## **Article VIII. Amendments**

### **8.01 By the Board of Directors**

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by the Board of Directors by affirmative vote of a majority of the number of members present at any meeting of the Board at which quorum (30% of the Board) is in attendance.

### **8.02 Implied Amendments**

Any action taken or authorized by the Board of Directors which would be inconsistent with the bylaws then in effect may be permitted only if a majority of the Board of Directors vote affirmatively for that action.

## **Article IX. Policy**

The WPN will work cooperatively with other service organizations to achieve mutual goals.

## **Article X. Seal**

The WPN shall have no corporate seal.

## **Article XI. Official Issuances**

### **11.01 Official Publication**

The official publication of the WPN shall be determined by the membership upon recommendation of the Board of Directors.

## **11.02 Any and All Other Issuances**

Any and all other issuances of the WPN shall be determined by a majority vote of the membership or the Board of Directors.

## **Article XII. Dissolution**

The Board of Directors, with a two-thirds majority vote, may approve dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future U. S. Internal Revenue Law, as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of by the Circuit Court of Dane County exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.