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**AMENDED AND RESTATED
BYLAWS OF THE
INTERNATIONAL ASSOCIATION OF
INDUSTRIAL ACCIDENT BOARDS AND COMMISSIONS, INC.
Approved April 15, 2015**

Article I - Offices

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Section 1.1. Principal and Business Offices. International Association of Industrial Accident Boards and Commissions, Inc. (the "Association") shall maintain a principal office in the State of Wisconsin. The Association may have such other offices, either within or without the State of Wisconsin, as may be designated by the board of directors.

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Section 1.2. Office of the Registered Agent. The office of the registered agent of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office of the Corporation in the State of Wisconsin. The address of the office of the registered agent may be changed from time to time by the board of directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office.

Article II - Membership

Section 2.1. Members. The Association shall have jurisdictional, associate, and honorary members as described below:

(a) Jurisdictional Membership. A jurisdictional member is any government, tribal nation, or governmental agency that is involved directly in the administration of a workers' compensation law.

(b) Associate Membership. An associate member is any organization, self-insurer, or individual actively interested in any phase of workers' compensation.

(c) Honorary Life Membership. Any person who has occupied the office of president shall, upon ceasing to hold that office, become an honorary life member of the Association with full privileges other than voting. However, if an honorary life member continues to occupy an executive position with an agency that is holding or included in a jurisdictional membership, he or she may attend meetings as a representative of that member and if so designated, may vote for that member. Fees for Annual Convention registration will be waived for past presidents of the Association.

Section 2.2. Membership Application.

(a) Application. An application for jurisdictional or associate membership shall be in writing, shall be accompanied by the prescribed membership fee, and shall be submitted to the Association for review by the executive director of the Association. An application which meets the membership criteria stated in sections 2.1(a) and 2.1(b) above may be accepted by the executive director, in his or her discretion. The executive director shall report all accepted and rejected applications to the board of directors on a quarterly basis.

51 (b) Appeal. The executive director shall immediately notify any applicant whose
52 application was rejected. The applicant may appeal the decision by filing an appeal in
53 writing with the executive director not later than 30 days prior to the next meeting of the
54 board of directors. The executive director shall present the appeal to the board of
55 directors. The board of directors may accept or reject the application by majority vote
56 and refer it back to the executive director for further action.
57

58 **Section 2.3. Dues.**
59

60 (a) Establishment of Dues. Jurisdictional and associate members shall pay annual
61 dues to the Association as established by the board of directors from time to time.
62

63 (b) Payment/Nonpayment of Dues. Dues shall be payable in U.S. dollars. Initial
64 membership dues shall be prorated for the first year of membership and shall be due
65 and payable at the time of submission of a membership application. For each year
66 thereafter, membership dues shall be due and payable no later than the earlier of 30
67 days from the date of an invoice sent by the Association to such member or January 1 of
68 each year. The board of directors, in its discretion, may extend the deadline for payment
69 of dues for financial hardship or other extenuating circumstances.
70

71 Except as otherwise provided herein, dues not paid in full by their due date shall be
72 considered late. The executive director shall notify the jurisdictional or associate
73 member in writing when dues are late and may revoke membership privileges. If
74 extenuating circumstances beyond the control of a jurisdictional member exist, the board
75 of directors by majority vote may reduce or waive the dues for that jurisdictional member
76 for one year.
77

78 (c) Change in Dues. The executive director shall notify jurisdictional members of a
79 change in the amount of annual dues no less than 60 days prior to the next membership
80 dues invoice cycle.
81

82 **Section 2.4. Default.** A jurisdictional or associate member that is in default shall have their
83 jurisdictional or associate membership revoked. Unless otherwise arranged, a jurisdictional or
84 associate member shall be considered "in default" if such member has not paid their
85 membership dues within payment terms specified on their annual membership invoice.
86

87 **Section 2.5. Revocation.** Any member may have their membership revoked for nonpayment
88 of dues, or for any activity or behavior which a 2/3rds vote of the board of directors determines
89 by resolution to be contrary to the best interests of the Association. Upon revocation, all of the
90 privileges of membership shall terminate. Such privileges shall include, but not be limited to, the
91 following: access to member-only areas of the Association's web site, designation as a member
92 for the purpose of conference and education registration fees, leadership positions on all
93 committees, access to the Association's staff and information resources, receipt of Association
94 publications and correspondence, the privileges of the floor at Association meetings, and all
95 voting rights. Re-establishment as a jurisdictional or associate member shall occur when the full
96 amount of the dues is paid for the fiscal year in which the payment is made or at such time as
97 determined by a 2/3rds vote of the board of directors.
98

99 **Section 2.6. Withdrawal.** A member may withdraw at any time by filing a written resignation
100 with the executive director. Dues will be retained for services rendered unless the board of

101 directors elects to refund dues due to extenuating circumstances. Membership rights and
102 privileges enjoyed by the member shall cease upon the executive director's receipt of such
103 member's notice.

104 **Article III – Membership Meetings**

105
106
107 **Section 3.1. Regular Meetings.** The board of directors may provide the time and place for
108 the holding of regular membership meetings of the Association with notice as provided in
109 Section 3.4 below.

110
111 **Section 3.2. Annual Business Meetings.** The annual business meeting of the membership
112 shall be held in person at the Annual Convention. An officer of the Association shall report on
113 the activities and financial condition of the Association during the annual business meeting.

114
115 **Section 3.3. Special Meetings.** Special meetings of the membership may be called by or at
116 the request of the president, the president-elect, a majority of the members of the board of
117 directors, or by jurisdictional members who hold at least 15% of the voting power of the
118 Association.

119
120 **Section 3.4. Notice.** Notice of the date, time and place of any regular, annual or special
121 meeting shall be given to each jurisdictional member when (a) sent by facsimile or other means
122 of wire or wireless communication to the address or number of such member as it appears on
123 the records of the Association, or (b) deposited in the United States mail. Unless a different
124 time is required by Chapter 181 of the Wisconsin Statutes, such notice shall be provided at least
125 30 days in advance of any regular, annual, or special meeting of the members. If mailed, such
126 notice shall be deemed to be delivered when deposited in the United States mail addressed to
127 such member at his or her address as it appears on the records of the Association. The
128 purpose of and the business to be transacted at any meeting of the members shall be specified
129 in the notice of such meeting.

130
131 **Section 3.5. Waiver of Notice.** Whenever any notice is required to be given under the
132 provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Association's
133 Articles of Incorporation or Bylaws, a waiver thereof in writing, signed at any time by the person
134 or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The
135 attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except
136 where a member attends the meeting for the express purpose of objecting to the transaction of
137 any business because the meeting is not lawfully called or convened.

138
139 **Section 3.6. Representation and Votes.** Each member may send as many representatives
140 to Association meetings as it may deem fit. Each jurisdictional member shall designate one
141 voting representative, and should this representative be unable to attend a meeting of the
142 Association membership, may select a proxy representative from within their agency to serve as
143 the voting representative. Each jurisdictional member shall have one vote at an Association
144 member meeting regardless of the number of representatives sent to any meeting in which
145 members are asked to vote. Inter-jurisdictional proxy voting will be allowed with written
146 notification of the proxy and agenda items to be voted on.

147
148 (a) Floor Privileges. Any jurisdictional, associate, or honorary member in attendance at
149 Association meetings of the Association shall be entitled to the privilege of the floor
150 subject to the limitations of the bylaws and such rules as may from time to time be

151 adopted. Except as otherwise provided herein, a jurisdictional member shall be entitled
152 to preference over associate or honorary members.
153

154 (b) Regional Representation. Each jurisdictional member who is not in default shall
155 belong to a region for the purpose of representation on the Association's board of
156 directors and Nominating Committee. These regions shall consist of four regions of the
157 United States of America and one non-U.S. region. The United States regions include:
158 the western jurisdictions, consisting of Alaska, Arizona, California, Colorado, Guam,
159 Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming,
160 and any tribal nations within these jurisdictions; the central jurisdictions, consisting of
161 Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota,
162 Ohio, South Dakota, Wisconsin, and any tribal nations within these jurisdictions; the
163 southern jurisdictions, consisting of Alabama, Arkansas, Florida, Georgia, Kentucky,
164 Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina,
165 Tennessee, Texas, Virgin Islands, Virginia, West Virginia, and any tribal nations within
166 these jurisdictions; and the eastern jurisdictions, consisting of Connecticut, Delaware,
167 Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York,
168 Pennsylvania, Rhode Island, Vermont, Washington D.C., and any tribal nations within
169 these jurisdictions. All jurisdictional members outside these regions shall be considered
170 part of the non-U.S. region for the purpose of representation on the board of directors
171 and Nominating Committee. Any jurisdictional member, regardless of its region, may
172 participate as a member of any other regional organization(s) for the purpose of regional
173 meetings, conferences, and other activities.
174

175 **Section 3.7. Quorum.** A quorum will be 20% of the jurisdictional membership.
176

177 **Section 3.8. Procedure at Meetings.** The president, and in his or her absence, the
178 president-elect, shall call the meeting of the members to order and shall act as president of the
179 meeting, and the secretary/treasurer of the Association shall act as secretary of all meetings of
180 the members, but, in the absence of the secretary/treasurer, the presiding officer may appoint
181 any other person to act as secretary of the meeting. Roberts Rules of Order Newly Revised
182 shall be used to govern conduct of the meeting.
183

184 **Section 3.9. Action by Written Ballot.** Any action that may be taken at an annual, regular, or
185 special meeting of members may be taken without a meeting if the Association delivers a written
186 ballot to every jurisdictional member entitled to vote on the matter. The term "written ballot"
187 shall include a ballot transmitted or received by electronic means.
188

189 (a) Ballot Requirements. A written ballot shall set forth each proposed action and
190 provide an opportunity to vote for or against each proposed action.
191

192 (b) Voting Requirements. Approval by written ballot under this Section shall be valid
193 only when the number of votes cast by ballot equals or exceeds the quorum requirement
194 and the number of approvals equals or exceeds the number of votes that would be
195 required to approve the matter at a meeting at which the total number of votes cast was
196 the same as the number of votes cast by ballot.
197

198 (c) Solicitation Requirements. A solicitation for votes by written ballot shall include
199 all of the following:
200

- 201 1. The number of responses needed to meet the quorum requirements;
202
203 2. The percentage of approvals necessary to approve each matter other
204 than election of directors; and
205
206 3. The time by which a ballot must be received by the Association in order to
207 be counted.
208
209 (d) Revocation. A written ballot may not be revoked.
210

211 **Section 3.10. Resolutions.** Any jurisdictional, associate, or honorary member may submit in
212 writing one or more proposed resolutions to the board of directors no less than 90 days in
213 advance of the Annual Convention. The board of directors shall determine whether or not such
214 proposed resolution will be submitted to the membership for consideration during the next
215 business meeting.
216

217 **Article IV - Board of Directors**

218
219 **Section 4.1. General Powers and Number.** The business affairs of the Association shall be
220 managed by its board of directors. The number of the directors of the Association shall be a
221 minimum of 3 and maximum of 13, including the officers, not including the ex-officio, non-voting
222 members as described in Article IV, Section 4.2, who shall be appointed, elected, and serve a
223 term as defined in Section 4.3. These Bylaws may be amended to enlarge or to reduce the
224 number of directors except that the number of directors shall not be reduced to less than 3 per
225 Wisconsin statute.
226

227 **Section 4.2. Election.** Upon expiration of a director's term of office, the membership, during
228 the annual meeting, shall elect individuals to serve as members of the board of directors. Any
229 individual elected as a director shall become a member of the board of directors of the
230 Association. The chair of the Associate Member Council and the executive director of the
231 Association shall each serve as an ex-officio, non-voting member of the board of directors.
232

233 **Section 4.3. Tenure and Qualifications.** All directors will be elected for 1 year terms. Each
234 member of the board of directors shall be an executive with a workers' compensation agency
235 that holds or is included in a jurisdictional membership. The term "executive" shall be defined as
236 a high level appointed or elected official in a government workers' compensation agency, or a
237 person employed full-time by such an agency who has demonstrated high level experience in
238 public policy making and administration. At least 1 member of the board of directors shall be
239 from each region as defined in Section 3.6(b). Each director shall hold office until his or her
240 successor has been duly elected and qualified or until his or her death, resignation, or removal.
241 A director may be removed from office for cause by the affirmative vote of a majority of the
242 directors then in office at a special meeting of the board of directors called for that purpose. A
243 director may resign at any time by filing his or her written resignation with the president of the
244 Association.
245

246 **Section 4.4. Annual Meetings.** The Annual Meeting of the board of directors shall be held
247 during the Annual Convention of the Association at a place to be decided by the board of
248 directors.
249

250 **Section 4.5. Regular Meetings.** The board of directors may provide by resolution the time
251 and place for the holding of regular meetings without notice other than such resolution.
252

253 **Section 4.6. Special Meetings.** Special meetings of the board of directors may be called by
254 or at the request of the president, the president-elect, or any two directors. The person or
255 persons calling any special meeting of the board of directors may fix any place as the place for
256 holding any special meeting of the board of directors, and if no other place is fixed, the place of
257 the meeting shall be the principal business office of the Association.
258

259 **Section 4.7. Notice; Waiver.**
260

261 (a) Notice. Notice of the date, time and place of any meeting shall be given when (i)
262 orally communicated to a director, (ii) sent by facsimile or other means of wire or
263 wireless communication to the address or number of such director as it appears on the
264 records of the Association, or (iii) deposited in the United States mail addressed to a
265 director at this or her address as it appears on the records of the Association with
266 postage thereon prepaid.
267

268 Unless a different time shall be required by Chapter 181 of the Wisconsin Statutes, (i) if
269 notice is given orally or delivered by facsimile or other form of wire or wireless
270 communication, such notice shall be given to each director at least 24 hours prior thereto
271 or (ii) if mailed, such notice shall be deposited in the United States mail at least 72 hours
272 prior thereto. The purpose of and the business to be transacted at any special meeting
273 of the board of directors shall be specified in the notice of such meeting.
274

275 (b) Waiver of Notice. Whenever any notice is required to be given under the
276 provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the
277 Articles of Incorporation or Bylaws of the Association, a waiver thereof in writing, signed
278 at any time by the person or persons entitled to such notice, shall be deemed equivalent
279 to the giving of such notice. The attendance of a director at a meeting shall constitute a
280 waiver of notice of such meeting, except where a director attends the meeting for the
281 express purpose of objecting to the transaction of any business because the meeting is
282 not lawfully called or convened.
283

284 **Section 4.8. Electronic Meetings.** Any action required or permitted by the Articles of
285 Incorporation or Bylaws or any provision of law to be taken by the board of directors or a
286 committee of the board of directors at a meeting or by resolution may be taken in a meeting
287 through the use of any means of communication by which (a) all participating directors may
288 simultaneously hear each other during the meeting, or (b) all communication during the meeting
289 is immediately transmitted to each participating director and each participating director is able to
290 immediately send messages to all other participating directors. Correspondence by facsimile or
291 other means of wire or wireless communication shall conclusively be deemed to comply with
292 this Section 4.8.
293

294 **Section 4.9. Quorum.** Except as otherwise provided by law, by the Articles of Incorporation
295 or these Bylaws, a majority of the voting directors then in office shall constitute a quorum for the
296 transaction of business.
297

298 **Section 4.10. Manner of Acting.** The act of a majority of the directors present at a meeting at
299 which a quorum is present shall be the act of the board of directors, unless the act of a greater
300 number is required by law or by the Articles of Incorporation or these Bylaws.

301
302 **Section 4.11. Conduct of Meetings.** The president, and in his or her absence, the president-
303 elect, and in their absence any person chosen by the directors present shall call the meeting of
304 the directors to order and shall act as chair of the meeting, and the secretary/treasurer of the
305 Association shall act as secretary of all meetings of the directors, but, in the absence of the
306 secretary/treasurer, the presiding officer may appoint any other person to act as secretary of the
307 meeting.

308
309 **Section 4.12. Vacancies.** Any vacancy occurring on the board of directors may be filled by the
310 board of directors of the Association until the next succeeding annual election and until a
311 successor is elected and qualified.

312
313 **Section 4.13. Compensation.** No compensation shall be paid to any director for serving as a
314 member of the board of directors, except that a director may be reimbursed for expenses
315 actually incurred by such director in carrying out any activity of this Association which is within
316 the scope of its purposes as set forth in the Association's Articles of Incorporation (and any
317 amendments thereto).

318
319 **Section 4.14. Presumption of Assent.** A director of the Association who is present at a
320 meeting of the board of directors is presumed to have assented to an action taken unless an
321 abstention or dissent is noted in the meeting minutes.

322
323 **Section 4.15. Written Consent Without Meeting.** Any action required or permitted by the
324 Articles of Incorporation, Bylaws or any provision of law to be taken by the board of directors at
325 a meeting or by resolution, may be taken without a meeting if a consent in writing setting forth
326 the actions so taken shall be signed by 2/3rds of the directors then in office. The Association
327 shall immediately thereafter send the text of the written consent along with the effective date
328 and time of such written consent to all members of the board of directors. The effective date
329 and time of such written consent shall be the later of the date specified in the written consent or
330 the 10th calendar day after the date on which the written consent was sent to the members of
331 the board of directors. Correspondence by facsimile or other means of wire or wireless
332 communication shall conclusively be deemed to comply with this Section 4.14.

333
334 **Section 4.16. Conflict of Interest.** Members of the board shall not conduct private business in
335 any manner which places them at a special advantage because of their association with the
336 Association. In providing advisement to the Association involving transactions of a nature which
337 may be related to the business or profession of a member, the quality and cost of services shall
338 have a priority and be managed in an objective and customarily competitive manner. In case of
339 a clear conflict of interest, the member of the board will be excused from voting on an item so
340 constituted. The board of directors may adopt a separate conflicts of interest policy if the board
341 determines in its sole and absolute discretion that such a policy is in the best interest of the
342 Association.

343
344 **Section 4.17. Executive Session.** At its discretion, the board of directors may call for
345 executive session at any of its regular, annual, or special meetings. The executive director may
346 be excused from executive session for discussion of his or her performance or compensation.

347

348
349 **Article V – Officers; Executive Director**
350

351 **Section 5.1. Number and Election.** The officers of the Association shall be the president,
352 president-elect, vice president, secretary/treasurer, and immediate past president. Election of
353 officers shall occur during the annual business meeting. The same individual may not
354 simultaneously hold multiple offices.

355
356 **Section 5.2. Qualifications.** Officers must be members of the board of directors as defined in
357 Section 4.3.
358

359 **Section 5.3. Terms of Office.** The elected officers shall assume office upon completion of
360 the oath of office at the Annual Convention at which they are elected. The outgoing president-
361 elect shall succeed to the office of the president without the necessity of election and shall
362 assume the presidency upon the completion of the oath of office. The vice president and
363 secretary/treasurer, as defined in Section 5.4, each serve 2 year staggered terms. Each will
364 succeed into the role of president-elect following their 2 year term. An exception may be
365 granted upon a majority vote of the board of directors. An elected officer shall continue in office
366 until a successor has been duly elected, qualified, and sworn in or until his or her prior death,
367 resignation, or removal.
368

369 **Section 5.4. Vacancy in Office.** If, during the term for which he or she is elected, the
370 president, president-elect, vice president, secretary/treasurer, immediate past president, or
371 member of the board of directors ceases to occupy an executive position with an agency
372 holding or included in a jurisdictional membership, he or she shall cease to hold office in the
373 Association. If for this or for any other reason a vacancy occurs in any of these positions, such
374 office shall be filled for the remainder of the term as set forth below:
375

376 (a) President. If the office of president becomes vacant, then the president-elect
377 shall be entitled to succeed to this office and either the vice president or
378 secretary/treasurer, whoever has the shortest remaining term, shall be entitled to
379 succeed to the office of president-elect. If the president-elect does not desire to succeed
380 to the office of president, then the vice president or secretary/treasurer, whoever has the
381 shortest remaining term, shall be entitled to succeed to the office of president.
382

383 (b) Immediate Past President. If a vacancy occurs in the office of immediate past
384 president, the vacancy shall remain vacant until filled by routine succession.
385

386 (c) Other Officers. The board of directors, by majority vote, shall elect a successor
387 officer (which may include the office of the president if such office has not been filled
388 pursuant to Section 5.4(a) – (b) above) for the remainder of his or her term.
389

390 **Section 5.5. Duties of Officers.** The elected officers shall perform the duties provided in this
391 section and such other duties as are prescribed for the office in these bylaws, by the board of
392 directors, by the president, by adopted parliamentary authority, or by Wisconsin law.
393

394 (a) Oath of Office. Elected officers shall subscribe to an oath of office.
395

396 (b) President. The president shall function as the chief executive officer of the
397 Association and as the primary advocate and spokesperson for the Association, and

398 shall preside at all Association and board of directors meetings. The president may
399 appoint a parliamentarian to advise the president on parliamentary procedure.
400

401 (c) President-Elect. The president-elect shall attend any official event that the
402 president cannot attend, shall preside at Association and board of directors meetings in
403 the president's absence, and shall function as the chief executive officer, primary
404 advocate, and spokesperson at the request of the president or in the absence of the
405 president.
406

407 (d) Vice President. The vice president shall perform the duties of the president in
408 the absence of the president and president-elect. The vice president shall serve as an
409 ex-officio member of the EDI Council.
410

411 (e) Secretary/Treasurer. The secretary/treasurer shall work with the executive
412 director in the preparation of the annual budget and all financial reports, and shall
413 oversee all financial transactions of the Association. The secretary/treasurer shall also
414 review and recommend the acceptance of and/or the publishing of all financial reports
415 and publications. The secretary/treasurer will also serve as the chair of the Audit
416 Committee (defined in Section 6.1(c)(3) below).
417

418 (f) Immediate Past President. The immediate past president will serve as the chair
419 of the Nominating Committee (as defined in Section 6.1(c)(2) below).
420

421 **Section 5.6. Executive Director.** The executive director of the Association shall be assigned
422 such duties and responsibilities by the board of directors from time to time. The executive
423 director shall report directly to the president of the Association. The executive director shall
424 attend all meetings of the board of directors as an ex-officio, non-voting member of the board.
425

426 **Article VI – Committees; Associate Member Council; EDI Council**

427

428 **Section 6.1. Committees.**

429

430 (a) Committee Establishment. The board of directors, by resolution adopted by a
431 majority of directors then in office, may establish such committees as it shall deem
432 necessary and desirable to enable the Association to carry out its purposes.
433

434 (b) Committee Terms. All Committee terms and leadership positions will be calendar
435 year positions unless otherwise noted.
436

437 (c) Standing Committees. Standing committees of the Association shall be
438 administered as follows:
439

440 1. Executive Committee. The Executive Committee shall consist of the
441 officers of the Association.
442

443 2. Nominating Committee. On an annual basis and at least 6 months prior
444 to the annual business meeting, the president shall appoint representatives from
445 no less than 5 jurisdictional members, with at least 1 representative from each
446 region, to serve as members of the Nominating Committee. The immediate past
447 president shall serve as chair of the Nominating Committee. The Nominating

448 Committee shall present a slate of officer and board of director candidates to the
449 membership for vote at the annual business meeting no less than 24 hours prior
450 to the opening of the annual business meeting.

451
452 3. Audit Committee. The Audit Committee shall consist of representatives of
453 no less than 4 jurisdictional members, all of whom shall be appointed by the
454 president. The secretary/treasurer of the Association shall serve as an ex-officio,
455 non-voting member of the Audit Committee. The Audit Committee shall serve at
456 the pleasure of the board of directors and shall assist the board of directors in
457 fulfilling its oversight responsibilities with respect to the audit of the Association's
458 accounting records and the Association's system of internal controls. The Audit
459 Committee shall report to the board of directors and shall maintain an open and
460 transparent relationship with the Association's outside auditors. The Audit
461 Committee is authorized to investigate any matter or activity involving financial
462 accounting and financial reporting, as well as the Association's internal controls.
463 In furtherance thereof, the Audit Committee shall have access to the
464 Association's external professionals (for example, independent accountant and
465 attorney) who shall provide advice and counsel with respect to such matters.
466

467 **Section 6.2. Associate Member Council.** The president of the Association shall appoint no
468 more than 15 associate members to serve as members of the Associate Member Council. The
469 Associate Member Council (or its designee) shall meet with the board of directors at least 2
470 times each year to address issues of common concern. The chair of the Associate Member
471 Council shall be elected by the members of the Associate Member Council and shall serve as
472 an ex-officio, non-voting member of the board of directors. The Associate Member Council
473 members shall also elect a vice chair; the chair and vice chair shall be elected by the members
474 of the Associate Member Council for three year terms.
475

476 **Section 6.3. EDI Council.** The president of the Association shall appoint 24 representatives to
477 serve as members of the EDI Council, with 12 representatives from the jurisdictional
478 membership and 12 representatives from the associate membership. In addition, the vice
479 president will serve as an ex-officio member of the EDI Council. The EDI Council (or its
480 designee) shall meet with the board of directors at least 2 times per year to address issues of
481 common concern. The chair and vice chair of the EDI Council shall be elected by the members
482 of the EDI Council for one year terms.
483

484 **Article VII – Contracts; Loans; Checks and Deposits; Special Corporate Acts**
485

486 **Section 7.1. Contracts.** The board of directors may authorize any officer or officers, agent or
487 agents, to enter into any contract or execute or deliver any instrument in the name of and on
488 behalf of the Association in specific instances. No contract or other transaction between the
489 Association and one or more of its directors or any other corporation, firm, association, or entity
490 in which one or more of its directors or officers are financially interested, shall be either void or
491 voidable because of such relationship or interest or because such director or directors are
492 present at the meeting of the board of directors or a committee thereof which authorizes,
493 approves or ratifies such contract or transaction, if (a) the fact of such relationship or interest is
494 disclosed or known to the board of directors or committee which authorizes, approves, or ratifies
495 the contract or transaction by a vote or consent sufficient for that purpose without counting the
496 votes or consents of such interested directors; or (b) the fact of such relationship or interest is
497 disclosed or known to the directors entitled to vote and they authorize, approve or ratify such

498 contract or transaction by vote or written consent; or (c) the contract or transaction is fair and
499 reasonable to the Association. Common or interested directors may be counted in determining
500 the presence of a quorum at a meeting of the board of directors or a committee thereof which
501 authorizes, approves, or ratifies such contract or transactions, but such interested directors shall
502 abstain from any vote to authorize, approve, or ratify such contract or transaction.
503

504 **Section 7.2. Loans.** No indebtedness for borrowed money shall be contracted on behalf of
505 the Association and no evidence of such indebtedness shall be issued in its name unless
506 authorized by or under the authority of a resolution of the board of directors. Such authorization
507 shall be confined to specific instances.
508

509 **Section 7.3. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of
510 money, notes, or other evidence of indebtedness issued in the name of the Association shall be
511 signed by any officer of the Association or an agent of the Association duly appointed for that
512 purpose by resolution of the board of directors.
513

514 **Section 7.4. Deposits.** All funds of the Association not otherwise employed shall be
515 deposited from time to time to the credit of the Association in such banks, trust companies, or
516 other depositories as may be selected by or under the authority of a resolution of the board of
517 directors.
518

519 **Article VIII - Amendments**

520
521 These Bylaws or any section or subsection thereof may be repealed or amended at the
522 business meeting of any Association meeting at which a quorum is present by an affirmative
523 vote of 2/3rds of the votes cast by the voting representatives of jurisdictional members present.
524 Notice of any proposed amendment(s) shall be filed in writing with the president and executive
525 director of the Association by a jurisdictional member not less than 60 days prior to the opening
526 day of such meeting. The proposed amendment(s) shall then be submitted to a bylaws
527 committee as appointed by the president. Notice of any proposed amendment(s) shall be given
528 to the jurisdictional members in writing by the executive director not less than 30 days prior to
529 such business meeting. The notice shall include a copy of the proposed amendment(s). The
530 proposed amendment(s) shall be read or presented to the membership at least 24 hours in
531 advance of such business meeting by a representative of any jurisdictional member that
532 supports the proposed amendment(s) and voted on no earlier than the day following the day
533 upon which it is read.
534

535 **Article IX – Dissolution**

536
537 The Association may be dissolved upon the adoption of a plan to dissolve in the manner now or
538 hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Association, no
539 liquidating or other dividends and no distribution of property owned by the Association shall be
540 declared or paid to any private individual, but the net assets of the Association shall be
541 distributed as follows:
542

- 543 (a) All liabilities and obligations of the Association shall be paid, satisfied, and
544 discharged, or adequate provision shall be made therefore; and
545
546 (b) Remaining assets shall be distributed to one or more organizations recognized
547 as exempt from federal taxation under Section 501(c)(3) of the Code and as permitted

548
549

by the Wisconsin Statutes, as determined in the plan to dissolve adopted in the manner set forth above in this Article IX.