

WISCONSIN ASSOCIATED COUNTY EXTENSION COMMITTEES, INC.

BYLAWS

June 27, 2005 (Revised)

ARTICLE 1

Districts: Meetings of Members

SECTION 1. To carry on the business of the organization, WACEC districts shall be aligned with the administrative districts of Cooperative Extension.

SECTION 2. District Meetings in each of the districts described above, there shall be held annually a meeting of the duly designated members of the county Agriculture and Extension Education Committees established by the respective county boards of the counties within each district pursuant to section 59.56 of the Wisconsin Statutes. The meeting shall be held at such time and at such place as shall be designated by the district officers.

The purpose of said annual meeting in each of the six districts shall be to discuss matters of mutual interest and to assist in the coordination of multi-county Extension programs. Other meetings may be scheduled, as appropriate, by the district officers.

SECTION 3. District Officers. Districts will conduct an election of officers every two years. Officers will serve two-year terms. Each county is entitled to one vote, regardless of the number of members present. Officers take office immediately after election.

Districts 1 – 3 – 5 select officers in odd-numbered years.
Districts 2 – 4 – 6 select officers in even-numbered years.

Officers shall include:

President, also serves as a representative to the state Board of Directors.

First Vice-President, serves as representative to state Board of Directors.

Second Vice-President, serves as alternate to the state Board of Directors and serves on the Board in the case of a vacancy.

Secretary-Treasurer, serves as alternate to state Board of Directors, if the Second Vice-President cannot serve.

SECTION 4. District Vacancies. A vacancy in offices of President, First Vice-President and Second Vice-President will be filled by the succession method as outlined in Robert's Rules of Order until the next succeeding annual meeting by the vote of a majority of the members of the district present at any regular or special caucus or meeting of the district. Each county in attendance is entitled to one vote, regardless of the number of members present. If the vacancy is not filled at a regular or special meeting, the offices will be filled by the succession method as outlined in Robert's Rules of Order.

ARTICLE II

State Association Annual Meeting

An annual meeting of the state association shall be held at such time and place as may be designated by the Board of Directors. In any year having a county board election, the annual meeting of the state association shall be held within 120 days following the reorganization of the county boards at such time and place as may be designated by the Board of Directors.

ARTICLE III

Annual Board of Directors Meeting

SECTION 1. The affairs of the organization shall be managed by a Board of Directors consisting of twelve (12) directors. Directors shall be chosen as directed by Article I, Section 3.

SECTION 2. The annual meeting of Board of Directors for the purpose of election of officers, and for the transaction of such other business as may come before the meeting shall be held in each year in connection with the annual meeting of the association. Other regular meetings shall be held at such time and place as may be established by the Board of Directors.

SECTION 3. Special meetings of the Board of Directors may be called for any purpose at any time by the President, and shall be called by the President upon the request, in writing, of any three directors. Notice of the time and place of all special meetings of the Board of Directors shall be given to each director as far in advance as practical, by letter, telephone, or telegram. Mail and telephone ballots may be used when no director objects, and meetings may be held by telephone conference call if circumstances warrant.

SECTION 4. Seven (7) members of the Board of Directors shall constitute a quorum. Less than a quorum shall have the power to recess from time to time until a quorum shall be present.

SECTION 5. The regular order of business shall be: Roll call, approval of minutes, reports of officers and committees, unfinished business and new business.

ARTICLE IV

Powers of Board of Directors

The Board of Directors shall have the care and management of the property, affairs, and business of this corporation. They shall also have power to:

1. Purchase or otherwise acquire, lease, sell, convey, transfer or assign any property, rights, interests or privileges of the corporation, upon such terms and conditions, and for such price as the board sees fit.
2. Elect or appoint assistants to the general officers, and employ such servants and agents upon such terms and conditions as said board may see fit, with power to remove or suspend any of the same, or all or any of the general officers of the corporation, and said board may delegate to any officer of the corporation by resolution, or to any committee of its members, all or any of the powers stated in this section, or any part of such powers.
3. Authorize the borrowing of money for corporate purposes, as in the discretion of said board seems fit, and for that purpose to execute or cause to be executed in the name of the corporation such bills, notes, or other evidences of debt as may be expedient; and to pledge, mortgage, or otherwise hypothecate the property, both real and personal, of the corporation, to secure payment of such corporate indebtedness.
4. Review resolutions proposed by counties or districts for consideration at annual meetings. They shall forward them to *the* annual meeting with or without recommendation for disposition.

ARTICLE V

Officers

SECTION 1. Principal officers election. The principal officers of the corporation shall be President, Vice-President, and Secretary-Treasurer. Officers will be elected at the time of annual meeting by the incoming and continuing members of the Board of Directors, who form the membership of that new board.

SECTION 2. Terms of office. The officers shall hold office for one year commencing immediately after the association's annual meeting and continuing until their respective successors are elected. The term of office of any officer shall be terminated by his or her death or resignation, and his or her term of office may be terminated by a vote of a majority of the members of the Board of Directors present at any regular or special meeting whenever in their judgment the best interests of the corporation will be served thereby.

Any officer of the association who does not, for any reason, continue as a member of his/her county extension committee will be empowered by the Board of Directors to function *in* his/her office in the association through the next annual meeting of the association.

SECTION 3. Filling of vacancies. A vacancy in any office may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors present at any regular or special meeting of the Board.

SECTION 4. Officer Duties. The principal duties of the officers shall be as follows:

- A. President shall preside at all meetings of the Board of Directors and generally perform all duties usually incumbent upon such office. S/he is the chief executive officer of the corporation, charged with its general supervision and management, subject to the control of the Board of Directors. S/he shall appoint committees, which s/he, or the Board of Directors, by majority vote, deem necessary, and shall perform such other duties as may from time to time be prescribed by these bylaws or delegated by the Board of Directors.
- B. Vice President shall perform the duties of the President in the case of the President's absence or disability; and in addition, such other duties as may from time to time be prescribed by these bylaws or delegated by the Board of Directors.
- C. Secretary-Treasurer shall have the custody of the minute books and keep a record of all meetings of the Board. S/he shall send out any required notices of meetings of the Board, countersign all deeds, leases, conveyances and other documents requiring the seal of the corporation. S/he shall handle all monies, securities and valuable papers of the

corporation. S/he shall collect disburse all funds and keep the accounts thereof; and present financial reports as requested by the Board.

SECTION 5. The Board of Directors may appoint one or more assistant secretaries or assistant treasurers to act with or for the Secretary-Treasurer.

SECTION 6. All officers shall serve under the supervision and direction of the Board of Directors, and shall perform any and all additional duties as may be directed by such Board.

SECTION 7. Accountability and reports. The officers of the corporation shall prepare and submit to the Board of Directors at or before its annual meeting each year, a full and complete report of the affairs and accounting of the funds of the corporation covering the preceding year. The treasurer's reports shall be audited annually by a special committee, to be appointed by the President.

ARTICLE VI

Amendments

These bylaws may be amended by 2/3 vote of the members, present at an annual meeting or at a special meeting called for that purpose.

ARTICLE VII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.