

## **BYLAWS**

### **WISCONSIN EXTENSION ASSOCIATION**

#### **ARTICLE I NAME**

The name of the association shall be the WISCONSIN EXTENSION ASSOCIATION, an unincorporated nonprofit association pursuant to Chapter 184 of the Wisconsin Statutes (the “Association”).

#### **ARTICLE II PURPOSE**

The Association is organized as an unincorporated nonprofit association pursuant to Chapter 184 of the Wisconsin Statutes. The primary nonprofit purpose of the Association is to provide a forum for the consideration of issues affecting the committee of each Wisconsin County Board responsible for oversight and policy related to UW-Madison, Division of Extension (commonly referred to as extension committees), including those programs carried out under Section 59.87 (section 59.56, under revised statutes) and Chapter 92 of the Wisconsin Statutes, and other general assistance to such extension committees. Without limiting the foregoing, this purpose includes, but is not limited to:

- Providing a forum for discussion on issues relating to the relationship between counties and UW-Madison, Division of Extension;
- Providing leadership and extension programming;
- Serving as a liaison between the counties and the UW system;
- Providing advice to the state of Wisconsin relevant to UW-Madison, Division of Extension programming; and
- Elevating and educating an understanding of extension.

**ARTICLE III  
MEMBERS**

A. Eligibility. The members of the Association shall be all counties in the state of Wisconsin that are considered to be current on annual dues as established herein. All annual dues are due on or before January 31 of each calendar year. The rights of the members shall be only as explicitly granted in these Bylaws.

B. Restrictions. The members shall have no rights to hold or direct funds, amend these Bylaws, or make any determination regarding the dissolution of the Association.

C. Districts. The members shall be divided into the following zones and districts, as identified on the map retained in the Association's record book:

Extension North Zone

District 1	Extension Multi County Areas 1, 2, 4
District 2	Extension Multi County Areas 5, 6, 9
District 3	Extension Multi County Areas 3, 7, 8

Extension South Zone

District 4	Extension Multi County Areas 10, 12, 15
District 5	Extension Multi County Areas 13, 14, 16
District 6	Extension Multi County Areas 17, 19, 22
District 7	Extension Single County Areas 11, 18, 20, 21

D. Biennial Meeting. Each district shall hold a biennial meeting before June 30 of each even-numbered year. Such meetings shall include the county board supervisors or county executives duly designated by member counties within each district. In compliance with the foregoing, the meetings shall be held at such time and such place as shall be agreed upon by the member counties in each district. The purpose of the biennial meeting in each of the districts shall be to discuss matters of mutual interest and to elect Directors of the Association. Each district is

entitled to elect two (2) Directors of the Association. Each county member shall be entitled to one (1) vote on all matters coming before a district meeting. The districts shall hold an organizational meeting in June of 2020 and elect Directors to serve until the July of 2022 biennial meeting.

E. Special Meetings. Districts may choose to hold special meetings from time to time. The Directors from a district may call a special meeting of a district at any time and elect a chairperson to preside over the special meeting, to discuss any issues related to the district and its participation in the Association.

#### **ARTICLE IV BOARD OF DIRECTORS**

A. Number. The operations and activities of the Association shall be under the care and management of a Board of Directors consisting of fifteen (15) persons, consisting of two (2) Directors from each of the seven (7) districts (as identified in Article III), and the immediate past President of the Association as an ex-officio Director (but only if qualified under Article IV.B).

B. Qualifications. All Directors must be a current county board supervisor or county executive in the state of Wisconsin.

C. Powers of Directors. The Board of Directors shall have complete discretion, responsibility, and power to manage the affairs of the Association. The Board of Directors shall also have specific responsibilities as defined from time to time by the Board of Directors, in addition to the authority granted to manage the Association by these Bylaws and to the extent provided by Wisconsin law.

D. Removal. A Director may be removed from office by an affirmative vote of two-thirds (2/3) of all Directors; said vote taken at a special meeting of the Directors called for that purpose. A Director may resign at any time. A Director is automatically and immediately removed if the Director at any time does not fulfill the qualifications required in Article IV.B. In the event of

a vacancy on the Board of Directors, for any reason, the successor Director shall be elected in a manner consistent with Article III.

E. Annual Meeting. The Board of Directors shall meet at least annually, at such time and place as may be fixed by the Board of Directors, for the purpose of setting dues, adopting a budget, and conducting such other business as may come before the Board of Directors.

F. Biennial Meeting. The Board of Directors shall hold a biennial meeting between July 1 and July 31 of each even-numbered year, for the purpose of electing officers of the Association, setting dues, adopting a budget and conducting such other business as may come before the Board of Directors. A biennial meeting occurring in each even-numbered year satisfies the requirement of an annual meeting set forth in subsection E. above. For the first year of the Association's existence, the Association's Board of Directors shall hold an organizational meeting in July of 2020.

G. Special Meetings. Special meetings may be called by or at the request of the President or any three (3) 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 email. Email and telephone ballots may be used when no Director objects and special meetings may be held by telephone conference call if circumstances warrant.

H. Quorum and Manner of Acting. Except as otherwise provided, a majority of the Directors of the Association shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present, though less than such quorum, may adjourn the meeting to another time without further notice. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of greater number is required by law or these Bylaws.

I. Compensation. Compensation for Directors and Officers of the Association shall be established through a policy of the Board of Directors adopted at a meeting.

J. Indemnification. Directors shall be entitled to indemnification for actions as Directors to the extent permitted by Wisconsin law.

K. Remote Participation. The Board of Directors shall permit any or all Directors to participate in a regular or special meeting of the Board of Directors by, or to conduct the meeting through the use of, telephone or any other means of communication by which either all participating Directors may simultaneously hear each other during the meeting, or all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. A Director participating in a meeting by any such means is deemed to be present in person at the meeting.

## **ARTICLE V OFFICERS**

A. Generally. The officers of the Association shall be a President, Vice President, and Secretary. The initial officers shall be established by resolution of the Board of Directors. The Association will contract with the Wisconsin Counties Association to be the Association's fiscal agent in lieu of naming a Treasurer. The duties of the officers shall include, but not be limited to, the following:

1. President. The President shall generally manage the day-to-day operations of the Association subject to the direction of the Board of Directors. The President is the chief executive officer of the Association, charged with its general supervision and management. The President shall preside at all meetings of the Board of Directors and shall act in a capacity typically provided for a President. The President is authorized, to the extent of the authority granted by the Board of Directors, to requisition funds from the Association's fiscal agent for use by the Association.

2. Vice President. The Vice President shall exercise the duties of the President in the absence or incapacity of the President. If the President should die, resign, or be removed from office, the Vice President shall succeed to the office of the President.

3. Secretary. The Secretary shall maintain all records of the Association and shall prepare minutes of all meetings of the Board of Directors. The Secretary may delegate these responsibilities.

B. Election and Term. The officers shall be elected by the Board of Directors at its biennial meeting. Each officer shall serve until a successor is qualified and seated. An officer may be removed by a two-thirds (2/3) vote of all Directors. Any vacancy in an office shall be filled by affirmative vote of a quorum of the Board of Directors.

C. Qualification. Officers are required to be members of the Board of Directors.

D. Multiple Offices. One person may hold not more than one (1) of the above offices.

E. Compensation. Except to the extent expressly permitted under a compensation policy adopted by the Board of Directors, all officers shall serve without compensation.

## **ARTICLE VI MISCELLANEOUS**


A. Fiscal Year. The fiscal year of the Association shall end on December 31.

B. Amendment. These Bylaws may be amended by an affirmative two-thirds (2/3) vote of all Directors. Notwithstanding the foregoing, a majority of the Directors of the Association may amend these Bylaws at the initial organizational meeting in May 2021.

C. 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.

D. Initial Officers and Directors. Notwithstanding any provision to the contrary herein, before and until the election of Officers and Directors at the organizational meeting in May 2021, the Officers and Directors of the Association shall be the respective Officers and Directors of the Associated Counties Extension Committees immediately prior to its dissolution.

These Bylaws have been adopted and approved as of this 5<sup>th</sup> day of May, 2021.

  
WEXA Secretary, Charles Ortman