



Wisconsin Association of Land Conservation Employees

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BY - LAWS
WISCONSIN ASSOCIATION
OF
LAND CONSERVATION EMPLOYEES

ARTICLE I - NAME

The name of this organization shall be the Wisconsin Association of Land Conservation Employees, herein referred to as WALCE or the Association. For purposes of the Association, a Land Conservation Employee shall be defined as anyone currently employed by a county department under the authority of a county Land Conservation Committee, as described in Chapter 92, Wisconsin Statutes.

ARTICLE II - PURPOSE

The Association is not-for-profit, and organized exclusively for educational purposes as defined by the U.S. Internal Revenue Service section 501(c)(3). The primary purpose of the Association shall be to represent and serve the interests of Land Conservation employees through:

1. Professional Improvement: Providing professional improvement opportunities for the purpose of improving or developing the capabilities of Land Conservation employees.
2. Information Exchange: Providing a forum whereby Land Conservation employees administering similar programs may more effectively exchange information and ideas that will result in better coordination and effectiveness of programs on a statewide basis.
3. Communications: Improving communications and working arrangements with other agencies that Land Conservation employees work with.
4. Legislation: Providing input into the following, as they may affect Land Conservation programs or activities:
 - A. Program rules and policies of other agencies.
 - B. Legislative initiatives, (not to be a substantial part of the Associations activities).
 - C. The activities of other related conservation organizations, such as the Wisconsin Land and Water Conservation Association (WLWCA), the National Association of Conservation Districts (NACD), the National Conservation District Employee Association (NCDEA), etc.

5. Credibility: Upholding these by-laws in order to maintain the credibility of the Association.

NOTE: No part of the net earnings of the Association shall inure to the benefits of, or be distributed to its members, officers, board of directors or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE III - MEMBERSHIP/ADVISORS

1. Eligibility. All current Land Conservation Employees, as defined in Article I, shall be eligible for Membership in this Association.
2. Dues. There shall be annual dues for Members of the Association. The amount of the Membership dues shall be reviewed annually by the Board of Directors with any proposed changes brought before the general Membership at the annual meeting. Approval of dues shall be by a majority vote of Members present at the annual meeting of the Association.
3. Membership. Upon meeting the eligibility requirements and payment of the annual Membership dues, a Land Conservation employee will be considered a "Member" for that calendar year. Dues paid after October 1 of any given year shall provide Membership for the remainder of that year and the subsequent full calendar year.
4. Advisors. Advisors are not Members and do not pay dues. They may be asked to attend meetings of the Association to discuss issues, report activities or advise the Association on certain matters. Advisors may include representatives from WI Department of Agriculture, Trade and Consumer Protection (DATCP), WI Department of Natural Resources (DNR), USDA - Natural Resources Conservation Service (NRCS), University of Wisconsin - Extension (UWEX), WLWCA, NACD, NCDEA or other agencies or organizations.

ARTICLE IV - ORGANIZATIONAL STRUCTURE

1. Officers. The Association shall have four administrative officer positions elected by the membership, including President, Vice-President, Secretary, and Treasurer.
2. Area Representatives. The Association shall also have an elected Area Representative from each of the WALCE Areas as shown in Exhibit "A".
3. Board of Directors. The four officer positions, together with the Area Representatives, shall constitute the WALCE Board of Directors, and may herein be referred to as the Board.
4. WALCE Committees. There shall be a minimum of three WALCE Standing Committees, as described below. The Association or Board of Directors may choose to create or maintain other WALCE Committees in accordance with Article VI of these by-laws.
 - A. Voting members on the Administrative Committee shall include one Member from the Board and two Members from each of the WALCE Areas. Each Member must represent the chief administrative authority for the Land Conservation employee(s) from their respective county.

- B. Voting members on the Professional Improvement Committee shall include two Board Members and two Members from each of the WALCE Areas.
 - C. Voting members on the Technical Committee voting Members shall include one Member from the board and two Members from each of the WALCE Areas
 - D. Voting members on all WALCE Standing Committees shall be confirmed by the Board of Directors. Candidates for Area Representative on Standing Committees must be nominated from their respective Areas, as provided under Article VII, sub. 5.B., to be eligible for confirmation.
 - E. The Board may appoint other, non-voting WALCE Members, non-WALCE Members or Advisors to the Standing Committees in accordance with adopted policies.
5. Term of Offices:
- A. All Board of Director positions shall be two-year terms measured as the actual length of time between elections.
 - B. The President and Vice President are limited to two consecutive terms of office.
 - C. Area Representatives are limited to three consecutive terms in office.
 - D. Members of WALCE Committees shall be subject to re-appointment every two years by the Board of Directors, unless removed under the provisions of Article VI.
6. Annual Budget. The fiscal year for the Association's annual budget shall be April 1 through March 31 of each year.

ARTICLE V - POWERS & DUTIES OF OFFICERS, AREA REPRESENTATIVES & COMMITTEE CHAIRS

The Officers and Committee Chairs shall be responsible for most administrative functions of the Association, as assigned by these by-laws. Each Member of the Board of Directors shall be granted the customary powers and duties that normally accompany their position. Details on each position are provided below:

1. President. The President shall serve as the chief administrative officer of the Association. The position is generally responsible to the Board of Directors and shall report all activities to them on a regular basis. Powers and duties of the President shall include, but not be limited to:
 - A. Calling to order meetings of the Association and the Board of Directors and ensuring the proper notice of meetings in accordance with Article VIII of these by-laws.
 - B. Chairing all meetings of this Association and its Board of Directors.

- C. Appointing Members to represent WALCE on any committee, or to serve in other capacities outside of the Association. The Board of Directors shall confirm all appointments made by the President.
 - D. Preparing draft policies, recommendations and other items for the Board of Directors to review and act on in accordance with these by-laws.
 - E. Ensuring that all activities of the Association and its officers are carried out in accordance with adopted WALCE policies and these by-laws.
 - F. Having the authority to occasionally delegate their duties to other Members as needed.
 - G. Carrying out other activities as assigned by the Board of Directors or the general Membership during a meeting of the Association.
2. Vice President. The powers and duties of the Vice President shall include, but not be limited to the following:
- A. Serving as the first alternate to the President in all official duties of that position.
 - B. Ensuring that the procedures described in Article VII are followed for the elections of Area Representatives.
 - C. Having the authority to occasionally delegate their duties to other Members as needed.
 - D. Carrying out other duties as assigned by the Board of Directors or the general Membership during a meeting of the Association.
3. Secretary. The powers and duties of the Secretary shall include, but not be limited to the following:
- A. Recording minutes at all official meetings of the Association or the Board of Directors, and ensuring their proper distribution in accordance with Article VIII of these by-laws.
 - B. Calling for nominations and coordinating all other duties associated with the election of Officers and any other voting activities of the Association, as described in Article VII of these by-laws.
 - C. Coordinating an annual financial audit of the Association and presenting the results to the Board of Directors prior to the annual meeting of the Association.
 - D. Maintaining a complete and up-to-date record of all policies, guiding principles approved meeting minutes and resolutions adopted by the Board of Directors, WALCE committees and the general Membership.
 - E. Maintaining a complete and up-to-date listing of all WALCE Committees, their Membership and the designated voting rights of each Member, as well as a listing of all Members who have been appointed to represent WALCE on committees and in other capacities outside of the Association.

- F. Providing ready access to all records maintained for the Association in accordance with procedures approved by the Board of Directors.
 - G. Having the authority to occasionally delegate their duties to other Members as needed.
 - H. Carrying out other duties as assigned by the Board of Directors or the general Membership.
4. Treasurer. The powers and duties of the Treasurer shall include, but not be limited to the following:
- A. Collecting, depositing, dispersing and being accountable for all funds for the Association.
 - B. Maintaining account ledger(s) and other appropriate documentation of all financial transactions for the Association and providing reports at meetings and as requested.
 - C. Maintaining a complete and up-to-date listing of current Membership in the Association.
 - D. Providing ready access to all records maintained for the Association through requests by Members of the Board of Directors.
 - E. Having the authority to occasionally delegate their duties to other Members as needed.
 - F. Carrying out other duties as assigned by the Board of Directors or the general Membership during a meeting of the Association.
5. Area Representatives. The powers and duties of the Area Representative shall include, but not be limited to the following, within their respective area boundaries:
- A. Representing the interests of and responding to WALCE related requests from all Members within the area.
 - B. Recruiting, from their respective areas, nominees for appointment to WALCE Committees and participating themselves, as needed.
 - C. Calling for nominations and organizing all other activities associated with the election of an Area Representative to serve on the Board for the next term of office.
 - D. Promoting the Association among those eligible to be Members within the area.
 - E. Notifying the Treasurer of any known Membership changes in the area.
 - F. Facilitating all requests for access to records of the Association by Members within the area.
 - G. Having the authority to occasionally delegate their duties to other Members as needed.
 - H. In the event that an Area Representative is unable to attend a Board of Directors meeting or other WALCE related activity, the Area Representative shall be authorized to appoint

any other WALCE Member from the respective area to temporarily act on their behalf with the same assigned powers and duties.

6. Committee Chairs. Committee Chairs shall lead all Association activities related to the duties of their respective committees, as described in Article VI -2. The powers and duties of the Committee Chairs shall include, but not be limited to the following:
 - A. Calling to order meetings of the Committee, establishing agendas, and ensuring the proper notice of meetings to Committee Members and the Board in accordance with Article VIII-4 of these by-laws.
 - B. Drafting guiding principles, policies, position statements and other items related to the duties of the Committee for their review and consideration.
 - C. Representing the Association on matters directly related to the duties of the Committee, and advising other WALCE Committees and the Board of Directors on same, in accordance with all approved guiding principles, policies and other action.
 - D. Appointing tasks among Committee Members, as needed to carry out the duties of the Committee, including the recording and distribution of meeting minutes, adopted policies and other items in accordance with Articles VIII-8 and VI-2 respectively.
 - E. Coordinating all activities of the Committee and ensuring that all Committee action complies with the approved guiding principles, in accordance with Article VI-2.
 - F. Having the authority to occasionally delegate their duties to other Members, as needed.
 - G. Carrying out other duties as assigned by the Board of Directors or the general Membership during a meeting of the Association.

ARTICLE VI - POWERS AND DUTIES OF THE BOARD OF DIRECTORS & COMMITTEES

1. Board of Directors. The Board of Directors shall serve as the primary governing body of the Association. The Board is authorized to act on behalf of the Association on all matters, including, but not limited to the following:
 - A. Drafting an annual budget and plan of activities for the Association, to be approved by the general Membership at the annual meeting. The Board is authorized to approve any necessary modifications to the budget or plan of activities, as it deems necessary or in the interests of the Association.
 - B. Creating or maintaining WALCE committees and assigning their powers, length of service, duties, reporting requirements and Membership, except where assigned by these by-laws.
 - C. Confirming requests by individuals, or appointments made by the President, for Members to serve as official representatives of WALCE on committees and in other capacities

outside of the Association. The Board may also determine a Member's length of service for these positions.

- D. Developing policies and procedures for internal Association function and activities upon reasonable input from the general Membership or applicable WALCE Committee, as deemed necessary by the Board.
 - E. Approving, amending or rejecting any guiding principle, position statement, resolution or other formal action submitted to the Board by a WALCE Committee, based solely on compliance with approved guiding principles and policies. For WALCE Standing Committees, the Board must take action within 30 calendar days of Committee action, or the action shall be deemed approved. The 30-day period shall automatically be extended indefinitely if the Board refers the item for review and recommendation by another WALCE Committee. A 2/3 affirmative vote by all Board Members is required to reject any item approved by a WALCE Committee, as described in Article IX - 4.
 - F. Determining which voting method described in Article IX, if any, shall apply when taking action on any issue brought before the Board or the Association.
 - G. Reviewing these by-laws, in their entirety, on an annual basis, and preparing drafts of any changes that may be recommended in accordance with Article X.
 - H. Ensuring that all activities of the Board, its officers, Committees and the general Membership are carried out in accordance with WALCE policies, approved guiding principles and these by-laws.
 - I. Entering into contracts to carry out any WALCE related activities.
 - J. Having the authority to do any of the following, with just cause and upon a minimum 2/3 affirmative vote by all Board Members:
 - (1) Remove any Board Member or Committee Member from their position; or
 - (2) Implement other Membership related disciplinary action.
 - K. Seeking and securing financial loans in the name of the Association
 - L. Other duties as assigned by the general Membership during a meeting of the Association.
2. Committees. WALCE Members may serve as advisors to, or Members of committees or other groups within and outside of the Association relating to Land Conservation activities or programs. The WALCE Officers shall be responsible for keeping in contact with these Members and requesting updates and reports to the board or the Association when appropriate.
- A. Definitions. The following definitions shall apply to this subsection:
 - (1) WALCE Committees. Committees or other groups created by the Association or Board of Directors, in accordance with these by-laws, shall be referred to as WALCE Committees. The three committees described in Article IV shall be referred to as "WALCE Standing Committees". Other WALCE Committees may be created to serve a limited time period or to address a specific issue or task. Any

WALCE Committee may create subcommittees as needed to carry out their assigned duties.

- (2) Non-WALCE Committees. Where Members represent WALCE as advisors, or Members of committees or other groups outside of the Association, these shall be referred to as Non-WALCE Committees.

B. General Authorities. WALCE Committees and Members serving on Non-WALCE Committees shall be responsible to the Board of Directors and shall provide reports, updates or recommendations to the Board or the Association as directed. At a minimum, each Committee shall present a summary report of the past years activities to the general Membership at the annual meeting of the Association. If more than one WALCE Member shares these responsibilities, they shall decide among them who will take the lead role. In addition, the following shall apply:

- (1) WALCE Committees: All powers, duties, length of service and Membership shall be determined by the Association or Board of Directors, except for those established by these by-laws for WALCE Standing Committees, as described below.
- (2) Non-WALCE Committees: The Board of Directors must confirm Member assignments. Members are authorized to represent the Association in the development of draft policies, rules, laws or other items. However, the Association may not be listed as having approved any such item unless it was officially acted on, as deemed necessary or appropriate by the Board of Directors.
- (3) Guiding Principles and Policies: Each of the WALCE Standing Committees shall develop and maintain guiding principles and policies for carrying out their assigned duties, as described below. The Board of Directors must approve the guiding principles and policies. Once approved, any action taken by a Standing Committee shall be consistent with their approved guiding principles and policies, and shall be subject to approval, rejection or amendment by the Board of Directors under the provisions of Subsection 1-E. The Board and the Committee must approve any amended to the guiding principles.
- (4) Each Standing Committee: May also adopt policies, position statements, and resolutions or take other action on behalf of the Association, which shall be forwarded to the Board of Directors within seven (7) calendar days of action. Any proposed Committee action that may affect the administration of county conservation programs shall also be forwarded to the Administrative Committee within seven (7) days of action. Failure to comply with either of these notification provisions shall waive the 30-day action limit imposed on the Board under Article IX-3.
- (5) Each Voting Member of a WALCE: Committee: May designate someone to vote in their absence, unless otherwise prohibited by a specific policy adopted by the Committee.

C. Powers and Duties of Standing Committees. The powers and duties of each specific Standing Committee shall include, but not be limited to the following:

- (1) Administrative Committee. This Standing Committee shall review and take action as deemed necessary by the Committee on any proposed legislation, administrative rule or other policy and procedure that may significantly impact the administration of conservation programs. The Committee is also charged with initiating action that may be needed to improve the administration of conservation programs and coordinating statewide information exchange among all county Land Conservation Department administrators.
- (2) Professional Improvement Committee. This Standing Committee is charged with developing and implementing an annual Professional Improvement Conference for the Association. This includes selecting the site, developing agendas, scheduling presenters, establishing fees, advertising the event, and all other activities associated with carrying out a successful conference. The committee is also charged with facilitating other Land Conservation related professional improvement activities that are sponsored by WALCE or other organizations, including but not limited to training materials, workshops and peer-to-peer networks.
- (3) Technical Committee. This Standing Committee is charged with addressing issues relating to Land Conservation technical activities, including but not limited to: conservation planning, inventory and evaluation tools, technical certification, and conservation practice design and implementation. The committee may also serve to coordinate county review comments on draft technical standards produced by other agencies and organizations.

ARTICLE VII – ELECTIONS and NOMINATIONS

1. Schedule. The WALCE President and Vice President shall be elected on each even numbered year during the annual meeting, as specified in Article VIII. Elections of Area Representatives shall be conducted on each odd numbered year starting in 2005, within 30 days after the Annual Meeting, either during an area meeting or by mail, FAX or other Board approved method to a Member designated by the current area representative.
2. Voting Methods. All elections of the Association shall be by written ballot, FAX or other Board approved method. Each Association Member may cast one vote. Election of officers will require a majority of votes cast. If the initial balloting results in no candidate receiving a majority of votes, then a second balloting shall be conducted during the annual meeting. The candidates that received the two highest number of votes in the initial ballot, will be the only Members eligible for election during the second balloting.
3. Voting Eligibility. All Association Members are eligible to vote for the officer positions, unless a second round of ballots is cast. During a second round of balloting, only those Members present at the annual meeting shall be eligible to vote. For Area Representative elections, a voting Member must be employed by a county within the area boundary to be eligible to vote.
4. Absentee Ballots. Absentee ballots shall be allowed for the election of Area Representatives and during the initial balloting for officer positions. Absentee ballots for the election of

officers must be received by the Secretary a minimum of two (2) working days prior to the election. Absentee ballots shall not be allowed during a second balloting for officer positions.

5. Nominations.

A. Nominations for the Officer positions may be taken from the Membership at large during a special meeting of the Association, or by Members submitting a "Nominating Petition" to the WALCE Secretary. Additional requirements for the officer positions shall include:

- (1) Officer Positions: The WALCE Secretary shall call for nominations for the officer positions by sending a notice to each county a minimum of 90 days prior to the annual meeting. Said notice shall announce the deadline for being listed on the official ballot, as described below.
- (2) Nomination Deadline: All nominations for officer positions must be received by the Secretary a minimum of 45 days prior to the annual meeting in order to be listed on the official ballot.
- (3) Absentee Ballots: The Secretary shall send a notice listing all candidates for officer positions and provide instructions for casting absentee ballots to all counties a minimum of 30 days prior to the annual meeting.

B. Nominations for Area Representatives, including those to be elected to serve on the Board of Directors and those to be appointed by the Board to serve on WALCE Standing Committees, shall be taken from the eligible Membership at large during an area meeting, or by submitting a "Nominating Petition" to a Member designated by the Area Representative within 14 days after the annual meeting.

C. A "Nomination Petition" shall be an official WALCE document to be obtained from the Secretary. For a petition to be valid it must be filled out correctly, including; the name of the position being nominated for, the name of the nominee, the address of the nominee, the name and signature of the nominator, and the acceptance signature of the nominee. A Member may not accept a nomination for more than one position per election.

6. Write-in Votes. Any candidate not meeting the above nomination deadlines shall not have their name appear on the official ballots. Write-in votes for any position is allowed, but will not be counted in absence of a properly completed nominating petition, or if the name is not an official candidate during a second balloting for the officer positions.

7. Vacancies. If for any reason, an elected Member is no longer able to fulfill the duties of their position prior to the end of the scheduled term of office, the position shall be deemed vacant by the Board of Directors. Any vacancy shall be filled by the applicable procedures listed below. Any partial term served through these procedures shall be considered one full term as it relates to any term limits that may apply to the position.

- A. The Vice President shall succeed to the office of President and serve in that capacity for the remainder of the unexpired term.
- B. The Board of Directors shall appoint a successor to any vice-president, secretary, treasurer or area representative vacant position, who shall then serve in that capacity for the remainder of the unexpired term.

ARTICLE VIII - MEETINGS

1. Annual Meeting. There shall be an Annual Meeting of the Association, to be held the first quarter of the calendar year. The purpose of the annual meeting is to discuss common concerns, vote on issues or resolutions and approve the next fiscal years budget and activity plan for the Association. During election years, the annual meeting shall also be used to conduct all election activities for WALCE Officer positions. The annual meeting is customarily held in conjunction with a professional improvement conference, but shall be subject to change each year by the Board of Directors in order to avoid conflicts or be better coordinated with other events. A quorum shall consist of all Members present. A meeting notice and draft agenda shall be sent to each county a minimum of fourteen (14) days prior to an annual meeting of the Association.
2. Special Meetings. The President is authorized to call a special meeting of the Association at any time to address concerns, gather information, accept nominations, or take action on any issue(s). During a special meeting, Members of the Association may exercise all of their normal powers and duties as granted by these by-laws. A quorum shall consist of all Members present. A meeting announcement and draft agenda shall be sent to each county with at least one Member a minimum of seven (7) days prior to a special meeting.
3. Board of Directors Meetings. The Board of Directors shall meet as often as deemed necessary by the majority of its Members to carry out its assigned duties. A quorum for a Board Meeting shall be a simple majority of Board Members, their Alternate or Designee being present. The President shall be responsible for calling together all Board Meetings and ensuring that a quorum is present in order to conduct any official WALCE business. A meeting notice and a draft agenda shall be sent to each Member and Board Member a minimum of seven (7) days prior to any Board of Directors meeting. Any WALCE Member may participate in an open session of a Board of Directors meeting, but voting rights are restricted to Board Members as outlined in Article IX of these by-laws.
4. WALCE Committee Meetings. WALCE Committees shall meet as often as deemed necessary by the Committee Chair or as requested by the Board of Directors. A quorum for any committee meeting shall be deemed a simple majority of the appointed Members, their alternate or designee being present. The Committee Chair shall be responsible for calling together all Committee meetings and ensuring that a quorum is present in order to conduct any official Committee business. A meeting notice and draft agenda shall be sent to each Member of the Committee and the Board of Directors at least seven (7) days prior to any Committee meeting. Any WALCE Member may participate in a Committee meeting, but voting rights are restricted to those Members appointed by the Board, as outlined in Article IX of these by-laws.

5. Area Meetings. Area Representatives shall be responsible for calling to order meetings of Members within their respective area, as deemed necessary to carry out his/her duties, or as requested by the Membership. The Area Representative, the Alternate or designee shall chair the area meeting and appoint a Member to record minutes. A quorum shall consist of a majority of Member counties from the area having at least one Member present. A meeting notice and draft agenda shall be sent to all members in the WALCE Area a minimum of seven (7) days prior to any area meeting.
6. Emergency Meetings. The President is authorized to call an emergency meeting of the Association, the Board of Directors, or any WALCE Committee at any time in order to take action on any issue that may require immediate attention. The President or Committee Chair must prepare a written agenda and distribute it before or during the meeting. There shall be no formal prior notification requirements of an emergency meeting. However, a reasonable effort must be made to notify as many Board or Committee Members or counties that may have an interest in the agenda. A quorum shall consist of a minimum of seven (7) Board Members, being present for an emergency board meeting. A quorum for an emergency meeting of the Association shall constitute all Members present. If a policy, position statement or other formal action is taken at an emergency meeting, within seven (7) days following the meeting, the President shall send a letter to all Members. The letter shall:
 - A. Explain the purpose of the meeting.
 - B. List attendance at the meeting,
 - C. Outline the results of the meeting, including any formal action taken and any follow-up activities planned.
7. Closed Sessions. Closed sessions may be conducted for any reason upon a 2/3 majority vote by all Members present during any meeting of this Association, or by a 2/3 majority vote of all Board Members present during any meeting of the Board of Directors. Closed sessions may not be attended by anyone who is not a Member, unless specifically allowed for in the motion to enter into closed session. In addition, during a Board of Directors meeting, the Board is authorized to restrict Membership attendance during closed sessions as they determine necessary to conduct business as authorized by these by-laws.
8. Minutes. Minutes shall be recorded for all WALCE meetings. Once approved, minutes shall be recorded by the WALCE Secretary and one copy distributed to each Member within 30 days. The WALCE Secretary shall be responsible for ensuring that these requirements are met at all times.
9. Agendas. In addition to the above requirements, meeting agendas shall indicate the specific issue to be discussed, what type of action and what type of vote, if any, is anticipated to occur. (Examples: gather or provide information, discussion/debate, take formal action, etc.). Items that require formal action may only be added or otherwise altered on any meeting agenda upon a 2/3-majority vote by all Members present.
10. Meeting Formats. Each of the meetings described above, except the Annual Meeting, may occur in person, by conference call, videoconference or other electronic means, as prescribed by the President, Committee Chair or designee.

ARTICLE IX - DECISION MAKING and VOTING

Decision making within WALCE Committees shall follow a consensus process if possible. Decision making during meetings of the full Association and the Board of Directors shall follow a voting process. Any time a voting process is used in a WALCE meeting, it shall be conducted in accordance with Roberts Rules of Order.

Three general types of voting may occur within the normal activities of the Association. A description of each, along with examples of when and how they are applied is provided below. Under all voting methods, a reasonable amount of time shall be provided for the review of any item prior to the time of voting. Unless otherwise specified in these by-laws, a simple majority vote shall determine the outcome of all matters voted on under any of these methods.

1. One Member/One Vote. Each WALCE Member present during a meeting of the general Membership is eligible to cast one vote under this method. Proxy voting is not allowed. This method of voting shall be used for the following matters:
 - A. Elections, as described in Article VII.
 - B. Changes to these by-laws, as described in Article X..
 - C. Annual budgets and activity plans for the Association.
 - D. Other non-legislative items, as deemed appropriate by the Board of Directors.
2. One Board Member/One Vote.
 - A. Unless otherwise required by these by-laws, it shall be at the discretion of the Board of Directors, what type of vote, if any, should be cast by the full Membership, for any action being considered by the Board. If the Board feels they can accurately represent the majority of the Association without calling for a vote or meeting on an issue, they are authorized to do so. Each Member of the Board, or their representative, is eligible to cast one vote under this method. If votes are cast during a Board meeting, other Members of the Association may participate in the discussion, but only Board Members present or their representative, may vote. This method of voting shall be used by the Board to carry out its duties in accordance with these by-laws.
 - B. When the Board of Directors votes on any guiding principle, policy, position statement or other item adopted by a WALCE Standing Committee, a rejection shall require a 2/3 affirmative vote by all Members of the Board. Approval or approval with amendment shall require a simple majority vote. The Standing Committee and the Board must approve any amendment of a previously adopted item before it can be considered adopted by the Association. Failure of the Board to vote on any item adopted by a Standing Committee within 30 calendar days of Committee action shall constitute approval of that item by the Board, subject to compliance with the notification procedures specified in Article VI-2.B (4). The 30-day period shall automatically be extended indefinitely if the Board refers the item for review and recommendation by another WALCE Committee.

3. One WALCE Standing Committee Voting Member/One Vote. This shall be the method of voting when necessary within a WALCE Standing Committee to carry out their duties as described in Article VI. Under this method, each Voting Member appointed by the Board under Article IV, sub. 4 is allowed to cast one vote.

ARTICLE X - BY-LAW CHANGES

1. By-Laws. Changes to these by-laws shall be voted on during an annual meeting of the Association.
2. Notification. One copy of any proposed changes to these by-laws shall be sent to each Member county a minimum of 30 days prior to the call to order of the annual meeting of the Association.
3. Voting. During the annual meeting, each Member present shall be eligible to cast one vote on this issue. A 2/3-majority vote is required to approve any proposed changes.
4. Revisions. The date(s) that any revision is made to these by-laws shall be shown following the text of the last article.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the Treasurer of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Effective Date: March 29, 1993
Revised Date: March 8, 1995
Revised Date: February 19, 2003

WALCE President

(Date)

