

Bylaws of Wisconsin Community Services, Inc.

Revised and Adopted

ARTICLE I NAME

- 1.01 The name of this corporation shall be Wisconsin Community Services, Inc. hereinafter sometimes referred to as "W.C.S." or "agency", and its principle office shall be located in the city of Milwaukee, Milwaukee County, and Wisconsin.

ARTICLE 11 PURPOSES

- 2.01 This corporation is organized exclusively for charitable, religious, educational and scientific purposes under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation's primary purposes shall be to:

Aid in the satisfactory adjustment in the community (rehabilitation) of persons likely to commit criminal offenses, or who are accused or convicted of such offenses, both adult and juvenile through the provision of services and interventions;

Aid in improving correctional processes, with a special emphasis on community corrections, through research, disseminating information, promoting good practices and working cooperatively with government and private agencies to implement such processes;

Acquire and hold property in the name of the corporation by purchase, gift, devise, and bequest or otherwise in conformity with the purposes and goals of the corporation as herein set forth.

In addition, the corporation's general purposes shall include:

To receive by devise, bequest, or other form of donation, or otherwise acquire, hold, manage, or dispose of such real or personal property as may be necessary or incidental to these purposes as permissible under the law.

To exercise any and all powers of a corporation organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE III
NON-DISCRIMINATION

- 3.01 No person shall be refused services or participation by the corporation or its service or governing components on the basis of age, sex, race, color, religion, handicap, sexual orientation, physical condition, developmental disability or national origin.

ARTICLE IV
PROHIBITIONS

- 4.01 This corporation shall be without stock and not for profit. No part of its income shall be paid or distributed to any of its directors or officers or employees except as compensation in a reasonable amount for services rendered. Upon dissolution of this corporation, its net assets available for distribution shall be distributed to its exclusively charitable successor or any other corporation, society or organization, organized or engaged in exclusively charitable activities substantially the same as those of this corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall not engage in activities that are unlawful under applicable federal, state, or local laws.

It is intended that the corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code and which is other than a private corporation as defined in section 509 of the Internal Revenue Code, and these Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

ARTICLE V

BOARD OF DIRECTORS

Membership

- 5.01 In accordance with the Articles of Incorporation of this agency, a Board of Directors numbering not less than three shall govern it.

Membership on the board shall be open to all individuals who are recommended by the Nominating Committee and approved by the Board of Directors. Representation on the Board of Directors should include, if possible, the courts, minority groups, clergy, correctional personnel, academia, and lay citizens. Any currently employed staff member is not eligible for membership on the Board of Directors.

The corporation shall be managed and directed by a Board of Directors of fifteen (15) persons. The number of Directors may be increased or decreased by an amendment to this By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director.

- 5.02 Duties and Responsibilities of Board members shall minimally include:
1. Attending at least four full Board meetings each year. The President may excuse absences.
 2. Serving on at least one committee.
 3. Knowing the goals of WCS and its programs, and aiding in the evaluation of said programs.
 4. Contributing in a positive way toward public knowledge of corrections in general and WCS in particular.
 5. Acting as representatives of WCS to the broader community.
 6. Contributing in a positive way to the financial well being of the agency through such activities as resource development.
 7. Appointment of an Executive Director who shall have charge of the work of the agency, under the direction of the Board of Directors.
 8. Providing a vision, mission and direction with respect to policy issues.

Elections

- 5.03 Prior to the annual meeting, the President shall appoint a nominating committee of not less than three members for the purpose of nominating new Board members.
1. A slate of new Board Directors shall be recommended by the nominating committee prior to the annual meeting of the Board of Directors. Elections shall take place at that meeting and additional nominations may be made at the time of the election, providing said nominee has previously agreed to serve.
 2. At the election meeting, the existing Board members shall vote by voice ballot and each member, in person or by electronic connection, shall be entitled to one vote. All nominations will take place before the vote for all vacancies.
 3. The nominees receiving the greatest number of votes for each vacancy shall be considered elected to the Board of Directors.
 4. Terms of office shall begin immediately following the election. For Board Directors, terms of office shall be for three years, with a maximum of two consecutive terms of service.
 5. Any Board Director may resign his/her office at any time by means of a letter to the President of the Board. The President may appoint a new Board member to fill the vacancy, but that person shall be duly elected at the next annual meeting.
 6. Any Board Director may be removed for cause by a two-thirds (2/3) vote of the Board of Directors whenever in the Board's judgement the best interests of the corporation would be served. the Secretary shall be given notice of removal, naming the individual, not more than ten (10) days subsequent to such action.

Tenure

- 5.04 Each Director shall hold office for three (3) years, and may be elected for a maximum of two consecutive terms (six (6) years). They may be nominated and elected after an absence of one year. They may be re-elected after an absence of one year. Terms of office shall begin immediately following the annual meeting. The three-year terms shall be staggered to elect or re-elect approximately one third of the board annually.

Meetings

- 5:05 The annual meeting of the Board of Directors shall be held each year within 180 days of the fiscal year end at the Milwaukee office of the agency or other suitable places designated by the Executive Officers. Election and/or nomination of new Board members will take place at this meeting, and the Executive Director will make a summary of the year's activities.

The Full Board of Directors shall meet at least four times a year. The time and place of meetings shall be at the discretion of the President of the Board and the Executive Director of the agency.

Special Meetings

- 5:06 Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix any place within the Milwaukee metropolitan area as the place for holding any special meetings of the Board.

Notice

- 5:07 Notice of any special meetings of the Board of Directors shall be given at least five (5) days previously thereto by written notice, delivered personally or sent by mail to each Director at her/his address as shown by the records of the corporation, by FAX, by email, or by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of the special meeting of the Board of Directors shall be specified in the notice of such meeting. No other business may be transacted at said special meeting.

Quorum

- 5:08 A quorum shall consist of fifty percent (50%) of the serving Board of Directors or a minimum of five members for the transaction of business at any meeting, of the Board. A majority of those present by attendance or electronic connection shall decide any questions coming before the meeting. If less than fifty percent (50%) of the serving Directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Manner of Acting

- 5.09 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Procedure

- 5.10 The Board of Directors shall keep regular minutes of its proceedings. These minutes shall be mailed to Board members at least five (5) days prior to the next scheduled meeting

ARTICLE VI **EXECUTIVE COMMITTEE**

Executive Committee

- 6.01 In accordance with the Articles of Incorporation of this agency, an Executive Committee shall consist of the Executive Officers, including President, President-Elect/Vice-President, Secretary, and Treasurer.

Authority

- 6.02 The Executive Committee may act for the Board of Directors between meetings of the Board, within the policies established by the Board and with such additional authority as may be delegated by the Board of Directors, except in those matters reserved in these Bylaws for determination by the Board of Directors. The Executive Committee shall be responsible for coordinating all policy making of WCS

In no event shall the Executive Committee have the power to reverse any action or policy of the Board of Directors. It shall report all of its actions at the next meeting of the Board of Directors, which when approved, shall become the actions of the Board of Directors. The Executive Director shall be an ex-officio of the Executive Committee without vote.

- 6.03 The duties of the Executive Officers of the Committee shall be as follows:
1. President -The President shall serve as President of the Board of Directors and Chair of the Executive Committee. She/he shall preside at meetings of the Board of Directors and the Executive Committee. The President shall serve a two-year term of office. The President shall preside over all full Board and Executive meetings, develop the Board, appoint committees, and oversee all work of the Board of Directors. The President shall have such powers and/or perform such duties as are vested in her/him by these Bylaws and such other duties as prescribed by the Board of Directors, the President, or her/his designated representative shall be the liaison between the Board of Directors and community groups.

2. Vice-President/President-Elect - The Vice-President/President Elect shall be nominated at the beginning of the President's second year of office and shall serve as President Elect for one (1) year. During the first year of president's term, the vice-president will fill this position. During alternating years there shall be no president-elects. She/he shall have such powers and/or perform such duties as are vested in her/him by these Bylaws and such other duties as may be prescribed by the Board of Directors. In the event that the President is unable to serve out her/his term, the President Elect shall, upon approval of the Board of Directors, serve as President until the next annual election of officers and at that time shall be eligible to serve her/his term of office as President. She/he shall be a member of the Board of Directors and the Executive Committee. In the normal course of events the Vice-President [president-elect shall preside over full Board and Executive meetings in the absence of the President and oversee any part of the work of the Board at the request of the President.
3. Secretary - The Secretary shall see that minutes are taken at full Board meetings and executive meetings and see that copies of said minutes are distributed to all members of the Board before the next meeting. The Secretary shall also ensure that all Board members are notified of full Board meetings at least seven days prior to the meeting, and that all Executive Officers are notified of Executive meetings as necessary.
4. Treasurer or Designee - The Treasurer is empowered to sign checks and financial statements having to do with Board business and has the authority to review the financial records of the agency. The Treasurer shall also serve as Chair of the Finance Committee.

Elections

- 6.04 A slate of Executive Officer candidates shall be recommended by the nominating committee prior to the annual meeting of the Board of Directors. Additional nominations may be made from the floor at the time of the election. Each nominee must have served as a Director for a period of six (6) months; however; this provision may be waived for good cause by two-thirds (2/3) vote of the Board.
1. The election of Executive Officers of the Board of Directors shall be held annually, with the exception of the president, which is held biannually. At the election meeting, the members shall voice ballot and each member, in person or by electronic connection, shall be entitled to one vote. Nominees for the offices can be made from the floor at this time, providing said nominee has previously agreed to serve.

2. The nominees receiving the greatest number of votes for each office shall be considered elected Executive Officers of the Executive Committee.
3. Terms of office shall begin immediately following the election. For Executive Officers, terms of office shall be for one year, with the exception of the President who will serve a two-year term. Executive officers may be re-elected for additional terms of office.
4. Any Executive Officer may resign his/her office at any time by means of a letter to the President of the Board. The President may appoint a new Board member to fill the unexpired term, but that person shall be duly elected at the next annual meeting.
5. Any Executive Officer may be removed for cause by a two-thirds (2/3) vote of the Board of Directors whenever in the Board's judgement the best interests of the corporation would be served. The Secretary shall give notice of removal not more than ten (10) days subsequent to such action.

Meetings

- 6.05 The Executive Committee shall meet as needed at a time and place to be determined by the Executive Director or President. The meeting shall be held in person or by teleconference. A report of the meeting shall be recorded and submitted to the Board at the next regularly scheduled Board meeting.

Quorum Majority Vote

- 6.06 A majority of members of the Executive Officers shall be required for transaction of business at any meeting of the Executive Committee. The act of a majority of the members present at any meeting or present through teleconferencing at which a quorum is present shall be the act of the Executive Committee, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws.

If a quorum is not present at a meeting of the Executive Committee, the members present may adjourn the meeting without notice, other than an announcement at the meeting, to be reconvened when a quorum is present. The Executive Committee shall keep regular minutes of its proceedings, which shall be placed in the minute book of the corporation. The report of the actions of the Executive Committee shall be made to the Board of Directors at its next regularly scheduled meeting.

ARTICLE VII
STANDING AND AD HOC COMMITTEES

Standing Committees and Ad Hoc Committees

- 7.01 The standing committees of the Board of Directors shall be the Executive, Finance, Program Evaluation, Bylaws, Nominating, and Personnel Committees. These committees shall each consist of at least three (3) but not more than seven (7) Board members who shall be appointed by the President. The Board of Directors may establish ad hoc committees as the business of the corporation necessitates and the President will appoint all committees the chair. The President thereof shall also appoint members.

Term of Office

- 7.02 Each member of a committee shall continue until the next annual meeting or until her/his successor is appointed, unless the committee shall be sooner terminated or unless such member shall cease to qualify as a member thereof

Vacancies

- 7.03 Appointments made in the same manner as provided in the case of original appointments may fill vacancies in the membership of any committee.

Quorum

- 7.04 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and decisions made at meetings, which a majority of the members are present, shall be the act of the committee.

Rules and Functions

- 7.05 With the exception of the Executive Committee, each committee may adopt rules for its own government consistent with these Bylaws or with rules adopted by the Board of Directors. Each committee shall formulate a statement of its function, which shall be submitted to the Board of Directors for approval.

Each committee shall keep a record of its acts and proceedings and shall submit these records to the President upon request. Each committee shall have the power to appoint subcommittees for carrying out such work, under its direction, as it may deem necessary. Each committee shall have the power to convene meetings and to adopt such procedures as may be necessary for the conduct of the work entrusted to it. A report of the committee proceedings shall be presented at the next scheduled Board meeting.

ARTICLE VIII PROGRAM

Programs

- 8.01 The Board of Directors may authorize the organization and development of such program, as may be found expedient for the provision of services to the community and in accordance with the mission of the agency. Each program shall be administered in accordance with the structure, policies and procedures submitted to and approved by the Board of Directors of the WCS.

The Program Evaluation Committee shall ensure that the Board of Directors in compliance with the contract as approves each program.

Discontinuance

- 8.02 The Board of Directors of WCS may discontinue any of its programs provided there has been consultation with the Executive Director. The final decision shall be the responsibility of the Board of Directors.

ARTICLE IX STAFF

Employment

- 9.01 All agency staff related to the corporation is employed in accordance with the provisions of these Bylaws and in accordance with the personnel guidelines established by the Board of Directors

Executive Director

- 9.02 The Board of Directors shall appoint an Executive Director who shall have charge of the agency under their direction. The Executive Director is responsible for the execution and administration of policies and programs approved by the Board. He/she attends and may participate in discussion in all meetings of the Board of Directors and the Executive Committee, except when matters of her/his own employment are under consideration. She/he may attend and participate in all meetings of standing and special committees.

The Executive Director acts as the agent of the Board of Directors in the employment and release of staff according to the policies and procedures established by the Board. As head of staff, the Executive Director is responsible for the supervision and direction of the staff and for the implementation of approved personnel guidelines.

The Executive Director shall also be responsible, or assign responsibility for, the overall financial matters of the agency, the raising of monies, preparation of payroll, the handling of business transactions for the agency, signing contracts for provision of services, arrangement of the annual meeting, and shall perform such other duties as may be required by the Board of Directors or which may grow out of his/her office.

Compensation and Staff

- 9.03 The Executive Director shall have such assistance as shall be necessary in discharging the duties of that office and the Board of Directors shall determine the compensation of that Executive Director.

Personnel Guidelines

- 9.04 The Executive Director shall be responsible, or assign responsibility for, the development and implementation of personnel guidelines.
- 9.05 The personnel guidelines are subject to review on an annual basis by the Board of Directors. Any changes or amendments must be reviewed and approved by the Board.

ARTICLE X

FINANCE

- 10.01 The agency shall maintain written financial policies approved by the Board of Directors.
- 10.02 Any changes or amendments to the financial policies of the agency must be reviewed and approved by the Board of Directors.
- 10.03 All monies of the agency shall be deposited in the name of W.C.S. in such banks or trust companies as the Board may designate and shall be drawn out only by check.

Financial Contracts

10.04 The Board of Directors may authorize the Executive Director, any officer or agent of the corporation, on an annual basis, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

10.05 All checks, drafts or orders for the payment of money or other evidences of indebtedness issued in the name of the corporation shall be approved and signed by the Executive Director, or his/her designee, and in such manner as shall be approved by the Board of Directors.

Deposits

10.06 All funds of the corporation shall be timely deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Fund Development

10.07 All fund development is the responsibility of the Board of Directors in collaboration with the Executive Director.

ARTICLE XI **BOOKS AND RECORDS**

Fiscal Year

11.01 The fiscal year of the corporation shall begin on January 1 and end on December 31. An audit of the books and records of the corporation shall be conducted annually. The audit report shall be presented to the Board of Directors within sixty (60) days of its completion.

Books and Records

- 11.02 The corporation shall keep correct books and records of accounts, records of attendance, and the minutes of the proceedings of the Board of Directors and Executive Committee meetings. The corporation shall keep an accurate record of the names and addresses of the Board of Directors.

ARTICLE XII WAIVER OF NOTICE

- 12.01 Whenever any notice is required to be given under the Wisconsin Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII AMENDMENT TO BYLAWS

- 13.01 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any called meeting of the Board of Directors, provided that previous written notice of the proposed amendments have been given to each member of the Board of Directors not less than 10 days before the meeting.