**BY-LAWS**

OF

WISCONSIN ASSOCIATION OF COLLEGIATE REGISTRARS

AND ADMISSIONS OFFICERS, INC.

**REFERENCE TABLE**

TO

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AND ADMISSIONS OFFICERS, INC.

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BY-LAWS

OF

WISCONSIN ASSOCIATION OF COLLEGIATE REGISTRARS

AND ADMISSIONS OFFICERS, INC.

**ARTICLE I. OFFICES**

The principal office of Wisconsin Association of Collegiate Registrars and Admissions Officers, Inc. (the "Corporation" and together with its predecessor organization are sometimes referred to herein as "WACRAO") shall be located in the State of Wisconsin. The Corporation may have such other office or offices, either within or without the State of Wisconsin, as the Board of Directors (the "Board") may from time to time designate or as the purposes of the Corporation may require from time to time.

**ARTICLE II. PURPOSES**

The Corporation is organized exclusively for the purpose of engaging in any activity which a Corporation may be organized under the Wisconsin Nonstock Corporation Law, Chapter 181, Wisconsin Statutes and section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"). In furtherance of the aforementioned purposes, the Corporation's specific purposes shall include the following:

1. To promote the best practices of individuals involved in records management, admissions, enrollment management, administrative information technology and student services.
2. To provide a forum for the exchange of information and ideas among its Members.
3. To provide mentoring and professional development opportunities for its Members.
4. To foster a spirit of unity, cooperation, and professional pride among its Members and others in the higher education community.
5. To advance education in Wisconsin.

**ARTICLE III. MEMBERS**

SECTION 3.01. Membership Classes. The Corporation shall have five (5) classes of membership. Only Institutional Members shall have voting rights in the Corporation. Except as otherwise provided herein, the Board shall make all determinations with respect to admission into the various classes of membership. The criteria for joining each class of membership is as follows:

1. Institutional Membership. Institutional Members shall be institutions of higher learning located in the State of Wisconsin that are:
2. Accredited (or a recognized candidate for accreditation) by the North Central Association of Colleges and Schools, or
3. Listed in the latest version of *Transfer Credit Practices of Designated Educational Institutions*, published by American Association of Collegiate Registrars and Admissions Officers ("AACRAO"), as having programmatic accreditation in one or more areas.

Branch campuses of institutions that satisfy the criteria above shall be eligible for Institutional Membership if the branch campus handles admissions, records, and registration activities for the branch in a separate office that is independent of the main campus office. Each Institutional Member shall designate two voting representatives (“Voting Representatives”); one representing the functions of its registrars office to the extent possible, and the second representing the functions of its admissions office to the extent possible. The Voting Representatives will be asked to vote on behalf of their institution only when a special meeting or electronic vote is needed outside of the annual meeting held during the annual conference, including if a written vote is required due to undeterminable voice vote during the annual meeting.

1. Associate Membership. Associate Members shall be individuals affiliated with either of the following:
   1. Professional schools in the State of Wisconsin granting degrees beyond the Bachelor’s level, or
   2. Postsecondary, proprietary institutions that conduct admissions, records, and registration activities through a separate office or division.

The Board may also recommend associate membership for other institutions of post-high school level in the State of Wisconsin. Such membership shall be limited to a period of five years after which it shall be reviewed by the Board to determine whether continued membership is warranted.

1. Individual Membership. Individual Members shall be faculty and staff members of Institutional Members who are charged with any or all of the responsibilities of admissions, registration, records and/or related services. Individual Members can vote at the annual meeting on all matters brought before the organization.
2. Honorary Membership. The Board may bestow the privilege of Honorary Member upon individuals who have retired, left the State of Wisconsin or entered another sphere of activity. The Honorary Membership and Awards Committee shall nominate candidates for Honorary Membership. Nominees shall be active Members who made a valuable contribution to the Corporation's activities.
3. Affiliate Membership. Affiliate Members shall be those individuals affiliated with organizations that are not educational institutions, yet have purposes consistent with the Corporation's purposes. The Board shall approve the admission of Affiliate Members upon receiving a request from a qualified organization.

SECTION 3.02. Dues. Except as otherwise provided in these ByLaws, the Board may adopt, change, amend or adjust the dues applicable to the classes of membership above enumerated without amending these By-Laws.

The Corporation's dues structure for each year shall be published in the Corporation's newsletter. The dues applicable to the various classes of membership shall be established according to the following:

1. Institutional Membership. The dues paid by each Institutional Member shall be divided in groups based on the institution's official (headcount) enrollment as reported for the preceding fall term. Each Institutional Member shall be classified according to the following:
   1. Group 1 – Reporting 1,000 or fewer students.
   2. Group 2 - Reporting 1,001 to 2,000 students.
   3. Group 3 - Reporting 2,001 to 4,000 students.
   4. Group 4 - Reporting 4,001 to 8,000 students.
   5. Group 5 – Reporting 8,001 to 12,000 students.
   6. Group 6 – Reporting 12,001 to 18,000 students.
   7. Group 7 – Reporting 18,001 or more students.
2. Individual Membership. The dues paid by each Individual Member shall be based on the Institutional Membership schedule in section 3.02(a) of these By-Laws.
3. Affiliate Membership. Each individual affiliated with a qualified organization shall be assessed the same dues each year. The dues of an Affiliate Member shall be equal to the Group 1 dues of Institutional Members.
4. Associate Membership. Each individual affiliated with a qualified organization shall be assessed the same dues each year.
5. Honorary Membership. Dues shall be not be assessed against Honorary Members.

SECTION 3.03. Forfeiture of Membership. Failure of any Member to pay the required annual dues within thirty (30) days after the mailing to the Member of a second notice for payment of dues will result in the Member being dropped from membership. Furthermore, any Member may be expelled from the membership, for good cause shown, by an affirmative vote of a majority of the Board. Members in arrears may be reinstated, with the approval of the Board, upon payment of dues for the current year.

SECTION 3.04. Annual Meeting. An annual meeting of the Members shall be held in conjunction with the WACRAO Annual Conference, or at such time and at such place in the State of Wisconsin as may be designated in the notice of the meeting, for the purpose of electing officers and directors and providing the Members with a general update on the activities of the Corporation. If the election of officers and directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Institutional Members shall cause the election to be held at a special meeting or via an electronic vote, with the two Voting Representatives of each Institutional Member casting a vote.

SECTION 3.05. Special Meetings. Special meetings of all the Members or just the Institutional Members may be called at any time by the President of the Corporation, with the approval of the Board, to be held at such time and place as the President of the Corporation shall designate. Business at any special meeting of all the Members or just the Institutional Members shall be limited to that specified in the agenda.

SECTION 3.06. Notice. Notice stating the place, day and hour of all meetings, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to the appropriate Members by giving personal delivery of, faxing, telephoning or e-mailing such notice at least 24 hours before the time set for such meeting, or if notification is by mail, by mailing such notice at least 72 hours before the time set for such meeting, unless a different time shall be described for a particular action under the Wisconsin Nonprofit Corporation Law. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Members at their addresses as they appear on the records of the Corporation.

SECTION 3.07. Action by Written Ballot. Any action that may be taken at an annual or special meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Institutional Member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when the number of votes cast in favor of a proposed action exceeds the number of votes cast against the action. A written ballot may not be revoked.

SECTION 3.08. Action by Written Consent. Any action that may or is required to be approved at a meeting of the Members may be approved without a meeting if a consent in writing, describing the actions so taken, is signed by at least 51% of the Voting Representatives. All signatures on the written consent shall be dated and, in determining whether the required number of Voting Representatives have signed the consent, only those signatures dated after the date of the most recent meeting of all the Members or just the Institutional Members may be counted. Written notice of Institutional Member approval under this section shall be given to all Members who have not signed the written consent. If written notice is required, Institutional Member approval under this section shall be effective ten (10) days after such written notice is given.

SECTION 3.09. Fixing of Record Date. For purposes of determining the Members entitled to notice of a meeting of the Members, the Board may fix a future date as the record date. If no such record date is fixed, Members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. A record date fixed under this section may not be more than seventy (70) days before the meeting or action of the Members occurs.

**ARTICLE IV. BOARD OF DIRECTORS**

SECTION 4.01. General Powers and Number. The affairs of the Corporation shall be managed by its Board. The Board shall exercise its full authority as granted by the Articles of Incorporation, by these By-Laws and by operation of law in establishing and maintaining such policies as are consistent with the purposes of the Corporation.

The Board of the Corporation shall initially be comprised of those individuals designated in the Corporation's Articles of Incorporation. The full, complete Board of the Corporation shall be not less than nine (9) in number, and shall consist of the President, the President-Elect, the Immediate Past-President, the Secretary, the Treasurer, the Newsletter Editor, the Member Services Coordinator, the Website Manager, and the Vendor Chair. The Board may also appoint such other non-voting directors as it deems necessary from time to time.

SECTION 4.02. Tenure and Qualifications. The President, the President-Elect, the Immediate Past-President, the Secretary, the Treasurer, the Newsletter Editor, the Member Services Coordinator, the Website Manager, and the Vendor Chair shall be deemed to have been appointed as directors by virtue of their serving in such officer positions, and their terms shall be coextensive with their terms in such officer positions. Removal and replacement of an officer shall constitute an effective removal and replacement of said person as a director.

SECTION 4.03. Resignation. Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the Secretary of the Corporation, who shall record such resignation, noting such date. The acceptance of a resignation shall not be necessary to make it effective.

SECTION 4.04. Annual Meeting. An annual meeting of the Board shall be held immediately before or after the annual meeting of the Members, or at such other time and date within 90 days thereof as may be authorized by the Board and set forth in the notice of meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day.

SECTION 4.05. Special Meetings. Special meetings of the Board may be called at any time and for any purpose or purposes by the President. A special meeting shall also be called by the Secretary of the Corporation upon the oral or written request of any two directors. Any such meeting shall be held at the time and place designated in the notice thereof to be given as provided in section 4.07.

SECTION 4.06. Regular Meetings. The Board may provide by resolution the place, day and hour for the holding of regular meetings of the Board. Notice of regular meetings shall not be required if the Secretary delivers a regular meeting schedule to each director.

SECTION 4.07. Notice; Waiver. Written notice of the date, time and place of annual or special meetings of the Board shall be given by the Secretary of the Corporation to each director. Such notice shall either be delivered personally, emailed, faxed or mailed to each director at the appropriate location designated by the director in writing and filed with the Secretary. Personally delivered or mailed notices must be delivered not less than 72 hours before said meeting or if emailed or faxed, notices must be delivered not less than 48 hours before said meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice whatever is required to be given to any director of the Corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

SECTION 4.08. Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

SECTION 4.09. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Corporation's Articles of Incorporation or these By-Laws.

SECTION 4.10. Methods of Conducting Meetings. Any and all directors may participate in a regular or special meeting or in a committee meeting of the Board by, or may conduct the meeting through the use of, any means of communications by which either of the following occurs:

1. All participating directors may simultaneously hear each other during the meeting; or
2. 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. If a meeting is to be conducted through the use of any of the means described in this section, all participating directors shall be informed that a meeting is taking place at which time official business may be transacted. A director participating in a meeting by any means described in this section is considered to be present in person at the meeting. If requested by a director, minutes of the meeting shall be prepared and distributed to each director.

SECTION 4.11. Action by Written Consent. An action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors then in office. A consent under this section shall have the same force and effect as a vote of the Board taken at a meeting. The written action shall be effective when signed by all directors, unless a different effective date and time are specified in the written consent.

SECTION 4.12. Vacancies. Except as otherwise provided herein, any vacancy occurring in the Board may be filled by an affirmative vote of the majority of the directors until the next election by the Members.

**ARTICLE V. OFFICERS**

SECTION 5.01. Number. The principal officers of the Corporation shall be a President, a President-Elect, an Immediate Past-President, a Secretary, a Treasurer, a Newsletter Editor, a Member Services Coordinator, a Website Manager, and a Vendor Chair. The same person may not simultaneously hold two or more offices.

SECTION 5.02. Election and Term of Office. Officers shall be elected by Individual Members at the annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held at a special meeting or via an electronic vote, with the two Voting Representatives of each Institutional Member casting a vote. Each officer shall hold office for a term specified below or until his or her successor shall have been duly elected or until his or her prior death, incapacity, resignation or removal. For the non-President positions, each officer agrees to serve in a consultative role for up to one year upon vacating the position to assist with transition and training, to the extent possible by the individual.

SECTION 5.03. Removal. Any officer may be removed by the Institutional Members by a majority vote of the Voting Representatives at any special meeting called for that purpose. Election or appointment shall not of itself create contract rights.

SECTION 5.04. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board for the unexpired portion of the term.

SECTION 5.05. President. The President, subject to the control of the Board, shall in general (a) administer all of the business and affairs of the Corporation; (b) preside at meetings of the Board; (c) have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation, as the President shall deem necessary, to prescribe their powers, duties, terms and compensation and to delegate authority to them; (d) have authority to sign, execute and acknowledge, on behalf of the Corporation, reports and other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolutions of the Board; (e) shall serve as the Regional Representative to AACRAO; and (f) perform all duties incident to the office of President. The President shall serve for a one-year term and advance to the office of Immediate Past-President upon the expiration of his or her term.

SECTION 5.06. President-Elect. The President-Elect shall arrange the program for the WACRAO Annual Conference with the assistance of the Annual Program Committee and the Local Arrangements Committee. The President-Elect shall be the Chair of the Annual Program Committee, shall appoint members to the standing committees to fill terms that will be expiring at the Annual Conference, and shall designate the chairs of each standing committee. The President-Elect shall perform such other duties as the Board may from time to time specify. The President-Elect shall serve a one-year term and advance to the office of President upon the expiration of his or her term or the resignation, removal, death or incapacity of the President.

SECTION 5.07. Immediate Past-President. The Immediate Past-President shall assist the President in coordinating the work of the committees, shall chair meetings in his/her absence or upon request, and shall otherwise help the President and other officers and/or carry out special tasks and assignments as may be appropriate.

SECTION 5.08. Secretary. The Secretary shall (a) keep the minutes of Board and Member meetings; (b) give all notices in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Corporation's records; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board. The Secretary shall be elected in odd numbered years and serve for a term of two years.

SECTION 5.09. Treasurer. The Treasurer shall issue invoices, collect dues, pay bills, account for Corporation's funds, keep the directors and Members informed of the Corporation's financial status by means of regular Treasurer's reports, and perform other duties normally associated with that of Treasurer. The Treasurer shall report to the Board any Institutional Member not having dues paid, and shall collaborate with the Member Services Coordinator as appropriate to maintain the official membership list and to facilitate accurate and timely publication of the WACRAO directory. The Treasurer shall have the care and custody of the funds of the Corporation, and shall cause the same to be deposited in such manner in such banks as the Board may direct. The Treasurer shall be elected in even numbered years and serve for a term of two years.

SECTION 5.10. Newsletter Editor. The Newsletter Editor shall edit and publish the Corporation's newsletter, provide information to and oversee the Corporation's website; act as a primary conduit of information between the Corporation and AACRAO in response to requests and to keep AACRAO apprised of the Corporation's activities; and shall perform such other tasks as may be assigned from time to time by the Board. The Newsletter Editor shall be elected in even numbered years and serve for a term of two years.

SECTION 5.11. Member Services Coordinator. The Member Services Coordinator shall publish (in collaboration with the Treasurer) the membership directory; oversee and maintain the WACRAO listserv; oversee and coordinate communication with Members to apprise them of important information, events and opportunities; and assist with other tasks as may be appropriate to provide excellent service to the Members. The Member Services Coordinator shall be elected in odd numbered years and serve for a term of two years.

SECTION 5.12. Website Manager. The Website Manager shall manage and update the WACRAO website and coordinate new functionality and/or web design. The Website Manager shall be elected in even years and serve for a term of two years.

SECTION 5.13. Vendor Chair. The Vendor Chair shall aim to recruit vendors to be presented at the annual conference which will assist with organizational funding. The Vendor Chair will serve as a member of the conference Local Arrangements Committee (LAC) and will serve as the person responsible for communicating with vendors before, during, and after the conference and connect WACRAO members with vendors when appropriate. The Vendor Chair will be responsible for researching and securing future conference sites with the approval of the WACRAO Executive Board. The Vendor Chair shall be elected in odd years and serve for a term of two years.

SECTION 5.14. Appointed Officers. The Board may appoint such other officers as it deems necessary and appropriate (the "Appointed Officers"). The Board may invite Appointed Officers to serve in a non-voting capacity as a part of the Board.

In addition to creating new Appointed Officers, the Board has discretion to appoint individuals to the following offices, without limitation;

1. American College Testing (ACT)
2. College Board
3. Evaluations Coordinator
4. Financial Aid
5. Government Affairs
6. Historian
7. Parliamentarian
8. Wisconsin Education Fairs

**ARTICLE VI. COMMITTEES**

SECTION 6.01. Standing Committees. The Corporation shall have the following standing committees:

1. Nominations and Awards (including Honorary Membership).
2. External Relations
3. Records, Registration, and Academic Services.
4. Admissions and Enrollment Management
5. Information Technology and Research.
6. Access, Diversity and Equity
7. Professional Development
8. Military Connected Services
9. Annual Program.

SECTION 6.02. Nominations Committee. The Nominations Committee shall be comprised of the last three past Presidents who are still active Members. The Chair of the Nominations Committee shall be the senior past President based on year of presidency. The Committee shall present nominees for elective office to the Board at the annual meeting of the Members. Opportunity shall be given for additional nominations from the floor of the meeting. Should a sufficient number of past Presidents be unable or unwilling to serve on the Nominations Committee, the Board may appoint Members to the Nominations Committee, to the extent possible drawing from among still active Members who have previously served as an officer.

SECTION 6.03. Honorary Membership and Awards Committee. The Honorary Membership and Awards Committee shall be comprised of the last three active past Presidents following service on the Nominations Committee. The Chair shall be the senior past President based on the year served as President. Should a sufficient number of past Presidents be unable or unwilling to serve on the Honorary Membership and Awards Committee, the Board may appoint Committee members, to the extent possible drawing from among still active Members who have previously served as an officer.

The Honorary Membership and Awards Committee is charged with identifying and recommending for Honorary Membership individuals who have made significant contributions to WACRAO and have retired, left the State of Wisconsin, or otherwise are no longer associated with admissions, registrar, or related student services activities.

SECTION 6.04. Program Committees, Annual Program Committee. The President-Elect shall be the Chair of the Annual Program Committee, whose additional members shall include the Chairs of the following Program Committees, each of which is charged with identifying and developing appropriate sessions for presentation at the Annual Conference:

(See suggested updates above to the standing committee titles - MFK)

1. Records, Registration, and Academic Services.
2. Admissions and Enrollment Management.
3. Information Technology and Research.
4. External Relations.
5. Access, Diversity and Equity.
6. Professional Development
7. Military Connected Services

In addition, a representative of the Local Arrangements Committee shall also serve as a member of the Annual Program Committee.

SECTION 6.05. Appointments to Standing Committees. The President-Elect shall appoint the members of all Standing Committees except as otherwise provided herein, with appointments to be made prior to the Annual Meeting of the Members. Committee members shall serve three (3) year terms unless completing the term of a member who resigned, and except as described below with respect to special and ad hoc committees. Each committee is to have six (6) members with one-third of the committee to be replaced or reappointed every year.

SECTION 6.06. Other Committees. In addition to the Standing Committees described above, the President shall appoint such other special and ad hoc committees and their Chairs as the Board authorizes. Such committees may include the annual Local Arrangements Committee (charged with making appropriate arrangements for each year’s Annual Conference) and the Evaluation and Assessment Committee (charged with evaluating each Annual Conference, conducting other assessments, and research and data gathering as may be beneficial to the membership). The Board may change roles and titles and may eliminate or add special and ad hoc committees over the course of time as may best serve the needs of the membership.

**ARTICLE VII. CONTRACTS BETWEEN**

**CORPORATION AND RELATED PERSONS**

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are Members or employees, or in which he, she or they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, Members, directors, officers or employees, or in which he, she or they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his, her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board and the Board shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This ARTICLE VII shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

**ARTICLE VIII. CONTRACTS, LOANS, CHECKS**

**AND DEPOSITS: SPECIAL CORPORATE ACTS**

SECTION 8.01. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President and, when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

SECTION 8.02. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.

SECTION 8.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board.

SECTION 8.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board.

ARTICLE IX. INDEMNIFICATION, LIMITED LIABILITY

AND INSURANCE

SECTION 9.01. General Scope and Definitions.

1. The rights of directors, officers and, where applicable, volunteers of the Corporation provided in this ARTICLE IX shall extend to the fullest extent permitted by the Wisconsin Nonstock Corporation Law and other applicable laws as in effect from time to time.
2. For purposes of this ARTICLE IX, "director or officer" means (i) a natural person who is or was a director or officer of the Corporation, (ii) a natural person who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, Member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise, (iii) a natural person who, while a director or officer of the Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan, and, (iv) unless the context requires otherwise, the estate or personal representative of a director or officer.
3. For purposes of this ARTICLE IX, "volunteer" means a natural person, other than an employee of the Corporation, who provides services to or on behalf of the Corporation without compensation.
4. For purposes of this ARTICLE IX, "proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law (including federal or state securities laws) and which is brought by or in the right of the Corporation or by any other person.
5. For purposes of this ARTICLE IX, "expenses" means fees, costs, charges, disbursements, attorneys' fees and any other expenses incurred in connection with a proceeding, including a proceeding in which a director or officer asserts his or her rights under this ARTICLE IX, and, if the context requires, liabilities, including the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan.

SECTION 9.02. Mandatory Indemnification.

1. To the extent that a director or officer has been successful on the merits or otherwise in the defense of any proceeding (including, without limitation, the settlement, dismissal, abandonment or withdrawal of any action where he or she does not pay or assume any material liability), or in connection with any claim, issue or matter therein, he or she shall be indemnified by the Corporation against expenses actually and reasonably incurred by him or her in connection therewith to the extent that he or she was a party to the proceeding because he or she is or was a director or officer.
2. In cases not included under section 9.02(a), the Corporation shall indemnify any director or officer against expenses actually and reasonably incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is or was a director or officer, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted any of the following:
   1. a willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer had a material conflict of interest;
   2. a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
   3. a transaction from which the director or officer derived an improper personal profit; or
   4. willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this subsection.

1. Indemnification under this section is not required to the extent that the director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

SECTION 9.03. Determination of Right to Indemnification. Unless otherwise provided by written agreement between the director or officer and the Corporation, the director or officer seeking indemnification under section 9.02 shall make a written request for indemnification which shall designate one of the following means for determining his or her right to indemnification:

1. by a majority vote of a quorum of the Board or a committee of directors consisting of directors who are not at the time parties to the same or related proceedings;
2. by independent legal counsel selected by a quorum of the Board or its committee in the manner prescribed in section 9.03(a) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board, including directors who are parties to the same or related proceedings;
3. by arbitration; or
4. by an affirmative vote of a majority of the directors provided, however, that directors who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not vote in making the determination.

Any determination hereunder shall be made pursuant to procedures consistent with the Wisconsin Nonstock Corporation Law unless otherwise agreed by the Corporation and the person seeking indemnification. Such determination shall be completed, and eligible expenses, if any, shall be paid to the person requesting indemnification hereunder within 60 days of the Corporation's receipt of the written request required hereunder.

SECTION 9.04. Allowance of Expenses as Incurred. Within 30 days of a written request by a director or officer who is a party to a proceeding because he or she is or was a director or officer, the Corporation shall pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the Corporation with all of the following:

1. a written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation; and
2. a written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined under section 9.03 that indemnification under section 9.02 is not required and indemnification is otherwise not ordered by a court. The undertaking under this section shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

SECTION 9.05. Partial Indemnification.

1. If it is determined pursuant to section 9.03 that a director or officer is entitled to indemnification as to some claims, issues or matters in connection with any proceeding, but not as to other claims, issues or matters, the person or persons making such determination shall reasonably determine and indemnify the director or officer for those expenses which are the result of claims, issues or matters that are a proper subject for indemnification hereunder in light of all of the circumstances.
2. If it is determined pursuant to section 9.03 that certain expenses (other than liabilities) incurred by a director or officer are for any reason unreasonable in amount in light of all the circumstances, the person or persons making such determination shall authorize the indemnification of the director or officer for only such amounts as he or they shall deem reasonable.

SECTION 9.06. Indemnification of Employees and Agents. The Board may, in its sole discretion, provide indemnification and/or allowance of expenses in advance of a final determination of any proceeding to an employee or agent of the Corporation who is not a director or officer in connection with any proceeding in which the employee or agent was a defendant because of his or her actions as an employee or agent of the Corporation; provided, however, that prior to such indemnification or allowance of expenses, the Board shall first determine that the employee or agent acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation.

SECTION 9.07. Limited Liability of Directors and Officers.

1. Except as provided in sections 9.07(b) and 9.07(c), a director or officer is not liable to the Corporation, its Members or creditors, or any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the acts of misconduct listed in section 9.02(b).
2. Except as provided in section 9.07(c), this section does not apply to any of the following:
   1. a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency;
   2. a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute; or
   3. the liability of a director under Wisconsin Statutes sections 181.0832 and 181.0833.
3. Sections 9.07(b)(i) and (ii) do not apply to a proceeding brought by a governmental unit, authority or agency in its capacity as a private party or contractor.

SECTION 9.08. Severability of Provisions. The provisions of this ARTICLE IX and the several rights to indemnification, advancement of expenses and limitation of liability created hereby are independent and severable and, in the event that any such provision and/or right shall be held by a court of competent jurisdiction in which a proceeding relating to such provisions and/or rights is brought to be against public policy or otherwise to be unenforceable, the other provisions of this ARTICLE IX shall remain enforceable and in full effect.

SECTION 9.09. Nonexclusivity of Rights. The rights to indemnification and advancement of expenses provided for in this ARTICLE IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement authorized by the Board, any By-Law of the Corporation, any vote of the disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation may not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses, pursuant to any such additional rights unless it is determined by or on behalf of the Corporation that the director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under section 9.02(b). A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this section.

SECTION 9.10. Purchase of Insurance. The Corporation shall use its best efforts to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this ARTICLE IX.

SECTION 9.11. Limited Liability of Volunteers.

1. Except as provided in section 9.11(b), a volunteer is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following: (i) a violation of criminal law, unless the volunteer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (ii) willful misconduct; (iii) if the volunteer is a director or officer of the Corporation, an act or omission within the scope of the volunteer's duties as a director or officer; or (iv) an act or omission for which the volunteer received compensation or any thing of substantial value in lieu of compensation.
2. Exceptions.
   1. Except as provided in section 9.11(b)(ii), this section does not apply to any of the following:
      1. a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency;
      2. a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute;
      3. claims arising from the negligent operation of an automobile, truck, train, airplane or other vehicle by a volunteer;
      4. a proceeding against a volunteer who is licensed, certified, permitted or registered under state law and which is based upon an act or omission within the scope of practice under the volunteer's license, certificate, permit or registration; or
      5. proceedings based upon a cause of action for which the volunteer is immune from liability under Wisconsin Statutes section 146.31(2) and (3), 146.37, 895.44, 895.48, 895.51 or 895.52.
   2. Section 9.11(b)(i) does not apply to a proceeding brought by or on behalf of a governmental unit, authority or agency in its capacity as a contractor.

SECTION 9.12. Benefit. The rights to indemnification and advancement of expenses provided by, or granted pursuant to, this ARTICLE IX shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 9.13. Amendment. No amendment or repeal of this ARTICLE IX shall be effective to reduce the obligations of the Corporation under this ARTICLE IX with respect to any proceeding based upon occurrences which take place prior to such amendment or repeal.

**ARTICLE X. GENERAL**

SECTION 10.01. Amendment of By-Laws. These Bylaws may be amended at any Annual Meeting by a majority affirmative vote of the Voting Representatives present and voting, provided that notice of the proposed amendment has been sent to the Institutional Membership at least 30 days in advance of the meeting. An amendment not thus proposed in advance may be adopted by a two-thirds affirmative vote of the Voting Representatives present and voting. The Board may alter or amend these By-Laws or adopt new By-Laws without the consent of the Members.

SECTION 10.02. Procedure. If the By-Laws are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of Roberts Rules of Order shall control such procedure.

SECTION 10.03. Fiscal Year. The fiscal year of the corporation shall be the year ending September 30.