

**Wisconsin Civil Process Group, INC.**

**ARTICLE I – NAME AND LOCATION**

The name of this organization shall be the **Wisconsin Civil Process Group INC.**, and its principal place of business shall be Wausau, WI

**ARTICLE II – PURPOSE**

The purpose of this Association shall be to educate and inform the personnel involved with Civil Process Service in Wisconsin, promote uniform training and standards, and to be an information resource for Civil Process Divisions.

**ARTICLE III – MEMBERSHIP**

The Association shall consist of membership, without stock, and shall be operated on a non-profit basis. All Sheriff's Office personnel in the State of Wisconsin are members of the Wisconsin Civil Process Group, INC. All income of the Association shall be devoted to afore stated purpose.

**ARTICLE IV. – DUES**

There shall be no membership dues for the Wisconsin Civil Process Group.

**ARTICLE V. – MEETINGS AND VOTE**

Section 1. Annual Meeting. The Association shall hold an annual meeting for the election of board members and the transaction of business that may properly come before the membership. The board members will determine place and time of the annual meeting.

Section 2. Regular Meetings. Regular meetings will be held quarterly, meeting dates to be set at the annual meeting.

Section 3. Special Meetings. Special meetings may be called at any time by a 2/3 vote of the Association Board at such time and place as the Association Board directs.

Section 4. Meeting Notice. Notice of any meeting shall be sent to all members at their last known address, or current email contact at least fifteen days prior to the date of the meeting.

Section 5. Quorum. In the event a quorum is not present at any meeting, the members may adjourn the meeting to a later date without further notice. A quorum shall consist of five members.

Section 6. Voting. Each member is entitled to one vote, with voting governed by parliamentary procedure according to Robert's Rules of Order. Members may vote by mail ballot or electronic communication sent to the Secretary on amendments to these By-Laws, on assessments, and on any other mail balloting of the membership.

## **ARTICLE VI – OFFICERS**

Section 1. Directors. The business of this Association shall be conducted by a Board of 9 Directors. Directors shall be elected for 3 year terms, with terms staggered such that 3 new directors will be elected at each annual meeting. Only two people per agency may serve as a board member at any one time.

Section 2: The Board of Directors shall elect from among their number a President, Vice President, Treasurer, and a Secretary. Officers shall serve for 1-year term or until a successor is elected.

Section 3. Vacancies. The Board of Directors shall fill by appointment any vacancy occurring in its membership, such appointment holding until the next annual meeting, when the members shall fill unexpired terms by election.

Section 4. Quorum. Attendance by 5 directors shall constitute a quorum at any meeting of the Association Board. 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.

Section 5. Removal. Any director may be removed from the board due to unsatisfactory service or non-performance of duty by a two-thirds vote of the remaining members of the Board.

Section 6. Compensation. No officers or director shall receive any salary or payment for his services.

## **ARTICLE VII – DUTIES OF DIRECTORS**

Section 1. Management of Business. The Association Board shall have general supervision and control of the business and affairs of the Association, and shall make all necessary rules and regulations not inconsistent with law, or the by-laws of this Association, or the Certificate of Incorporation, for the management of the Association. It shall be their duty to require proper records to be kept of all business transactions.

Section 2. Bonds. A blanket crime policy shall protect the Association in the event of misappropriation of funds, embezzlement or fraud. The Association shall pay the cost of said bond.

Section 3. Meetings. The Association Board shall meet quarterly at such time as they may agree upon. The President or two directors may convene a meeting of the directors at any time. Notice of such meeting shall be communicated to each director not less than 24 hours before the meeting is to take place, provided that meetings of the directors may be held at any time, without formal notice, if all directors are present, or those absent have waived notice or have signified their consent to the meeting being held in their absence.

Section 4. Annual Audits. At least once in each fiscal year the Association Board shall have an audit made of the books of the Treasurer and the report of this auditor or auditing committee shall be submitted to the members of the Association at their annual meeting.

Section 5. President. The President shall preside over all meetings of the Association and of the Board, sign as President with the Treasurer all notes, deeds, contracts, conveyances, agreements, and

other instruments requiring such signatures, call special meetings of the Association and of the Board, and perform all acts and duties usually required of an executive and presiding officer.

Section 6. Vice President. The Vice President shall be vested with all the powers of the President in his or her absence.

Section 7. Treasurer. The treasurer shall be vested with all the powers of the President in his absence or disability, shall generally be in charge of all committee work, and shall perform other duties as shall be prescribed by the Board. The Treasurer shall be the custodian of the permanent funds and securities of the Association; shall keep or cause to be kept a full and complete record of all receipts and disbursements; shall pay out money upon the approval of the Board; shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; shall sign as Treasurer, all notes, deeds, contracts, conveyances, agreements, and other instruments requiring such signature; shall present a report of receipts and disbursements at each meeting of the Board; and shall present a yearly financial summary at each annual meeting.

Section 8. Secretary. The Secretary shall keep a complete record of all meetings of the Association and of the Board; serve all notices required by law and by these By-laws; shall keep a complete record of all business of the Association and make a full report of all matters and business pertaining to his office to the members at the annual meeting; shall make all reports required by law and perform such other duties as may be required of him by the Association or by the Board.

#### **ARTICLE VIII – FINANCIAL MATTERS**

Section 1. Contracts. Except as otherwise provided in these By-laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association and such authority may be general or confined to specific business. No debts shall be contracted against the Association except by order of the Board or persons specifically authorized by the Board.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Association shall be jointly signed in the name of the Association by one of the four Executive Committee offices of the Association.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Corporation in such bank or banks as the Board may select.

Section 4. Fiscal Year. The fiscal year of the Association shall run from January 1<sup>st</sup> through December 31<sup>st</sup>.

Section 5. Accounting System and Reports. The Board shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system including reports.

Section 6. Non-Liability for Debts. No member shall be liable or responsible for any debts or liabilities of the Association. The private property of the members shall be exempt from execution or liability for any debt of the Association.

## **ARTICLE IX – COMMITTEES**

Section 1. The Board should authorize an executive committee consisting of the Association President, Vice President, Treasurer and Secretary to make day-to-day business decisions of the Board. This committee shall have full authority to manage the affairs of the Association between meetings of the Board, subject to review and change of actions taken by the Board provided that no vested rights of third parties shall be adversely affected thereby.

Section 2. Any member of the Executive Committee who is unable to attend a meeting therefore may name any director to serve in his stead with full authority in such meeting.

Section 3. The President (or in his absence the Vice President) may call meetings of the Executive Committee upon 24 hours' notice and meetings may be held at any time upon waiver of notice.

Note: While it is recommended that at least one board member be on each of the following committees, participation should not be limited to board members. This committee work provides an excellent opportunity for non-board members of the Association to become involved. The chairman of each committee need not be a board member either.

Section 6. Finance Committee. It shall be the duty of the Finance Committee to submit to the Board from time to time as may be necessary a budget of the probable expenditures of the Association, and to recommend ways and means of raising funds to meet expenses.

Section 8. Nominating Committee. The Nominating Committee shall present a slate of nominees for the office of director at the annual meeting. There can, however, be nominations from the floor at election time.

## **ARTICLE X – BY-LAWS**

The Board shall have the power to make such by-laws as may seem expedient, but such by-laws shall be subject to repeal or amendment by any meeting of this Association. The Board shall not have the power, however, to pass any by-laws that would alter the status of the Association beyond the ability of the members to restore the former status at any annual meeting.

## **ARTICLE XI – AMENDMENTS**

These By-laws may be amended at any regular or special meeting by a two-thirds (2/3) voting in person, by mail or electronic communication, provided that no amendment shall be adopted unless a copy of such proposed amendment shall have been included in or enclosed with the notice of such meeting.

## **ARTICLE XII – DISSOLUTION**

After fulfillment of the requirements of the law on dissolution or after discontinuance of business and payment of debts, any surplus shall be transferred as a gift to another Association or corporation having purposes similar to this Association, or shall be distributed for charitable purposes related to the purposes stated herein.

### **ARTICLE XIII – INDEMNIFICATION**

This Association shall, to the full extent permitted by law, indemnify any director or officer of this Association against expenses including attorney's fees, judgments, fines and amounts paid in settlement reasonably incurred in the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer of this Association, except in matters in which it is finally adjudged in such action, suit or proceeding that he is liable for negligence or willful misconduct in the performance of his corporate duties.