



## Restated WCMA Bylaws



### **ARTICLE 1: NAME.**

The name of this organization shall be the Wisconsin City/County Management Association (the "Association").

### **ARTICLE 2: PURPOSE.**

The purposes of the Association are to increase the proficiency of city, village, town, and county managers and administrators; to strengthen the quality of local government through professional management; and to accept charitable donations and contributions for the educational improvement of local government managers and administrators.

### **ARTICLE 3: MEMBERSHIP.**

#### **Section 1: Categories of Membership.**

The Association shall include Voting and Non-Voting Members. Voting Members are: Full Members, Life Members, and Retired Members. Non-Voting Members are designated as Affiliate Members, Corporate Members, Honorary Members, Academic Members, and Student Members. The privilege of voting is limited to Voting Members.

#### **Section 2: Voting Membership - Full Members.**

##### a. Full Members.

Any person whose professional conduct conforms to the International City/County Management Association ("ICMA") Code of Ethics, as outlined in Article 13 of the ICMA Constitution, is eligible to be a Voting Member if that person meets the qualifications in either subsection i or subsection ii, as follows:

- i. The person serves as the full-time administrative head of a Wisconsin local government.
- ii. The person serves as a full-time, deputy city/county manager/administrator, assistant city/county manager/administrator, management analyst, assistant to the manager/administrator, department head, or other position having significant general administrative responsibility in a local government position and was appointed to that position by the city or county manager or chief administrative officer.

##### b. Life Members.

Upon retiring from active service with a local government, any Voting Member who has completed twenty-five years as a voting member of WCMA, or in combination with another ICMA-affiliated state association, shall become a Life Member. Also, any Voting Member who has been a voting member of WCMA for at least fifteen years and retires from active service with a local government at age sixty-five or older shall become a Life Member. In addition, any Voting Member who has retired from active service with a local government and who, in the opinion of the Board of Directors, has made an outstanding contribution to the development of the profession may be granted a Life Membership by a majority vote of the Board of Directors.

c. Retired Members.

A former Full Member now retired from active professional life who does not qualify to be a Life Member.

**Section 3: Non-Voting Memberships.**

a. Affiliate Members.

Any person who has an interest in professional local government management but is not eligible to apply for membership as a Voting Member shall be eligible to apply for this classification.

b. Honorary Members.

The basis for Honorary Membership is distinguished public service; however, no person who is eligible to be a Voting Member shall be elected an Honorary Member. An Honorary Member shall be proposed by a Voting Member and shall be elected upon a three-fourths vote of all eligible voting members of the Board of Directors and a majority vote of the Voting Members present at an annual conference (see Article 8). The election of an Honorary Member shall be canceled if acceptance of the membership is not received within six months after the candidate has received notice of their election.

c. Consulting Members.

Any employee working for a firm that works with local governments and who does not wish to be a corporate sponsor under the WCMA Corporate Sponsor program.

d. Corporate Sponsor Members.

Employees of firms working with local government who take an interest in the advancement of professional management for local government managers and administrators and are part of the WCMA Corporate Sponsor Program.

e. Student Members.

Any person enrolled in an academic program at any college or university that has an interest in local government is eligible for student membership in the Association. Open to full-time and part-time students; however, one must not have been a previous voting member of WCMA. The student membership category can be maintained for a period of up to one-year post-graduation or until a full-time position has been secured in the profession, at which time the appropriate membership category should be pursued.

f. Academic Members.

Any university or college professor or academic professional is eligible for this membership.

**Section 4: Application.**

A person may submit an application for membership at any time along with the requisite dues payment. Upon receipt of the application and dues, the Executive Director shall, upon verification of eligibility, admit

the member as a Voting or Non-Voting Member, as applicable. If the Executive Director cannot verify the applicant's eligibility, the application shall be submitted to the Board of Directors where the affirmative vote of two-thirds of the eligible Voting Members of the Board of Directors shall be necessary for the applicant to be admitted.

All questions on the eligibility of any person for membership in any grade shall be referred to and determined by the Board of Directors.

**Section 5: Non-Transferability.**

Membership is not transferable; membership is in the name of the individual and shall not attach to the position.

**Section 6: Resignation.**

Any member may resign their membership by providing written notice to the Executive Director. There shall be no refunds of dues paid unless decided otherwise by the Executive Committee on a case-by-case basis.

**Section 7: Voting Membership - Continuity.**

Any Voting Member who leaves active service with a local government may retain their status as a Voting Member provided, they continue to pay dues, except that dues payment may be waived by the Executive Director because of resignation or removal from their position with a local government thereby becoming a member-in-career transition. Voting membership continuity may be allowed if there has been no violation of the ICMA Code of Ethics which caused the removal from the position. Dues may be waived for up to three fiscal years.

**Section 8: Meetings, Notice, Quorum, Voting.**

a. Membership Meetings.

- i. Place of Meetings. Meetings of the members may be held at any place or in a manner within or outside the State of Wisconsin, as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver. If no place is specified, meetings shall be held at the Association's principal office.
- ii. Annual Meetings. The annual meeting of members shall be held at a time and place or manner to be established by the Board of Directors. The agenda of the annual meeting shall include the election of officers, reporting the results of any mail ballot or poll of the membership, providing a statement of the Association's financial status, receiving and discussing proposals for amendments to these Bylaws, reviewing the events and activities of the year, and providing any other program deemed of interest to the membership, and any other matter as determined by the Board of Directors.
- iii. Special Meetings. A special meeting of members may be called at any time by the President, by the President-Elect, by a majority vote of the Board of Directors, or by written petition signed by at least twenty-five percent (25%) of the Voting Members in good standing. The agenda of a special meeting may include any items properly brought before an annual meeting. The time, place, and manner for the holding of a special meeting shall be established by the President. Action may not be taken without a meeting by written consent.

iv. Notice and Waiver of Notice.

1. *Notice.* Notice of any meeting shall be given to members in good standing. Notice may be given by hand delivery, telephone, mail, or electronic communication at least 10 days, but not more than 60 days, prior to the meeting. The notice shall include a description of any matter that must be approved by the members and shall provide the time, place, and manner for how the meeting will be held. Notice of a special meeting must also include a description of the matter or matters for which the special meeting is being held.
2. *Waiver of Notice.* Whenever any notice is required to be given under the Association's Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of members at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

v. Quorum. No formal business may be conducted at membership meetings unless at least one-tenth (1/10) of the membership entitled to vote is present.

vi. Membership Votes. Except as otherwise specifically provided in these Bylaws, actions requiring membership approval shall receive a majority affirmative vote of all members casting a ballot.

vii. Voting by Proxy. Voting by proxy shall not be permitted.

b. Action Without a Meeting by Written Ballot.

Any action which may be taken by a vote of the membership may be taken without a meeting if the Vice President/Secretary/Treasurer delivers a mail or email ballot to every member entitled to vote on the matter. The written ballot shall: (1) set forth each proposed action; (2) provide an opportunity to vote for or against each proposed action; and (3) be accompanied by a notice stating the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter, and the time by which the ballot must be received by the secretary in order to be counted. Approval of any action by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Once received by the Vice President/Secretary/Treasurer, a written ballot may not be revoked.

c. Telephonic and Virtual Meetings.

Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the membership at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating members may simultaneously hear each other during the meeting, or (b) all communication during the meeting

is immediately transmitted to each participating member and each participating member is able to immediately send messages to all other participating members. Correspondence by electronic mail, facsimile or other electronic means shall conclusively be deemed to comply with this Section 8.c.

d. Loss of Membership.

A member may be expelled from the Association as determined by the Board of Directors per the WCMA Rules of Procedure for violation of the ICMA Code of Ethics (see Article 12).

**ARTICLE 4: BOARD OF DIRECTORS.**

**Section 1: General Powers and Number.**

The business affairs of the Association shall be managed by its Board of Directors. The number of directors of the Association shall be a minimum of three (3). These Bylaws may be amended to enlarge or to reduce the number of directors except that the number of directors shall not be reduced to less than three (3). Each director shall be elected as provided in Article Five or appointed as provided in Article 4, Section 3.

**Section 2: Tenure and Qualifications.**

The Board of Directors shall consist of at least fifteen (15) directors, all of whom, except for the Executive Director, shall be elected or appointed from among the Voting Members of the Association, including the President, President-Elect, Past President, Vice President/Secretary/Treasurer, nine (9) Regional Directors, a County Representative, and the Executive Director. The Executive Director and the Past President shall have no voting rights. Directors serving by virtue of their office shall serve one (1) year terms in each successive office, in accordance with Article 5, Section 2. Appointed directors shall serve three (3) year terms in accordance with Article 4, Section 3. Each director shall hold office until the director's successor shall have been duly elected or appointed and qualified or until the director's death, resignation or removal. The Board of Directors may from time to time prescribe such qualifications for membership on the Board of Directors, in addition to any qualifications set forth in these Bylaws or Articles of Incorporation, as the Board of Directors shall deem appropriate.

**Section 3: Appointments.**

The President shall appoint, with the approval of the Executive Committee, Regional Directors and the County Representative whose appointments shall be for three (3) years beginning on July 1 and running through June 30 of that three-year period. Regional Directors and the County Representative may be reappointed to multiple terms, but an open process for considering candidates for the Regional Director positions shall be followed prior to reappointment.

**Section 4: Meetings.**

a. Annual Meetings.

The annual meeting of the Board of Directors shall be the first Board of Directors meeting scheduled after the membership annual meeting at a time and at a place or in a manner to be decided by the Board of Directors.

b. Regular Meetings.

The Board of Directors may provide by resolution the time and place or manner within or outside the State of Wisconsin, for the holding of regular meetings without other notice than such resolution.

c. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, President-Elect, Vice President/Secretary/Treasurer, or any two directors. The time and place or manner of a special meeting shall be fixed by the President. If no other place or manner is fixed, the place of the meeting shall be the principal office of the Association.

**Section 5: Notice; Waiver.**

a. Notice.

Notice of the date, time, place, and manner of any meeting shall be given when (i) orally communicated to a director, (ii) sent by facsimile or other means of wire or wireless communication to the address or number of such director as it appears on the records of the Association, or (iii) deposited in the United States mail addressed to a director at the director's address as it appears on the records of the Association with postage thereon prepaid. Unless a different time shall be required by Chapter 181 of the Wisconsin Statutes, (i) if notice is given orally or delivered by facsimile or other form of wire or wireless communication, such notice shall be given to each director at least twenty-four (24) hours prior thereto or (ii) if mailed, such notice shall be deposited in the United States mail at least seventy-two (72) hours prior thereto. The purpose of and the business to be transacted at any special meeting of the Board of Directors shall be specified in the notice of such meeting.

b. Waiver of Notice.

Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the Association, a waiver thereof in writing, signed at any time by the person or persons 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 the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6: Quorum.**

Except as otherwise provided by law, by the Articles of Incorporation or these Bylaws, a majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but a majority of directors present (though less than a quorum) may adjourn the meeting from time to time without further notice.

**Section 7: Manner of Acting.**

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, unless the act of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

## **Section 8: Conduct of Meetings.**

The President, and in the President's absence, the President-Elect, and in the President-Elect's absence, the Vice President/Secretary/Treasurer, and in the absence of all three previously named officers, any person chosen by the directors present, shall call the meeting of the directors to order and shall act as chairman of the meeting, and the secretary of the Association shall act as secretary of all meetings of the directors, but, in the absence of the secretary, the presiding officer may appoint any other person to act as secretary of the meeting. Meetings shall be conducted in a fair, orderly and smooth fashion.

## **Section 9: Vacancies.**

Any vacancy occurring among the officers of the Association shall be filled in accordance with Article 5, Section 4. Any vacancy occurring among the appointed directors of the Board of Directors shall be filled by the President with the consent of the Executive Committee for the duration of the unexpired term.

## **Section 10: Compensation.**

No compensation shall be paid to any director for serving as a member of the Board of Directors, except that a director may be reimbursed for expenses actually incurred by such director in carrying out any activity of this Association which is within the scope of its purposes as set forth in Article II of these Bylaws.

## **Section 11: Presumption of Assent.**

A director of the Association who is present at a meeting of the Board of Directors or a committee thereof of which the director is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Vice President/Secretary/Treasurer of the Association within twenty-four (24) hours after the adjournment of the meeting. Such a right to dissent shall not apply to a director who voted in favor of such action.

## **Section 12: Committees.**

### a. Standing Committees.

The Board of Directors shall appoint the following standing committees: Executive Committee, Ethics Committee, Conference Planning Committee, and Nominations Committee.

### b. Other Committees.

The Board of Directors may establish other committees, by majority vote, as it shall deem necessary and desirable to enable the Association to carry out its purposes.

### c. Membership.

Committee membership shall generally be determined by Association policy. However, either all actions of a committee shall be reviewed and approved by the Board of Directors before any such action is taken or the Board of Directors may delegate its authority to act to a committee. Each committee to which the Board of Directors has delegated any of its authority to act shall consist

of three (3) or more directors elected by the Board of Directors. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors as the Board of Directors may request.

**Section 13: Written Consent Without Meeting.**

Any action required or permitted by the Articles of Incorporation, Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by two-thirds of the directors then in office.

**Section 14: Telephonic and Virtual Meetings.**

Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or a committee of the Board of Directors at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, or (b) 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. Correspondence by electronic mail, facsimile or other electronic means shall conclusively be deemed to comply with this Section 4.14.

**Section 15: Conflict of Interest.**

Directors shall not conduct private business in any manner, which places them at a special advantage because of their position with or relation to the Association. In providing advisement to the Association involving transactions of a nature which may be related to the business or profession of a director, the quality and cost of services shall have a priority and be managed in an objective and customarily competitive manner. In case of a clear conflict of interest, the director will be excused from voting on an item so constituted. The Board of Directors may adopt a separate conflict of interest policy if the board determines, in its sole and absolute discretion, that such a policy is in the best interests of the Association.

**ARTICLE 5: OFFICERS.**

**Section 1: Number and Qualifications.**

The officers of the Association shall be the President, President-Elect, Past President, and Vice President/Secretary/Treasurer, and such other officers as determined by the Voting Members. To be eligible for election, an individual must be a Voting Member in good standing.

**Section 2: Election and Term of Office.**

The Vice President/Secretary/Treasurer shall be elected by the membership annually at the annual membership meeting as provided in Article Seven. The President-Elect, President, and Past President hold office by virtue of having first served in the immediately preceding role. The elected officers shall hold office for a term of one (1) year, beginning on July 1 and running through June 30 of the applicable one-year period, and until a successor shall have been duly elected and qualified or until the officer's death, resignation, or removal.

#### **Section 4: Vacancies.**

a. How Filled.

A vacancy in any office because of death, resignation, removal, or otherwise shall be filled as follows:

- i. Vice President/Secretary/Treasurer. By appointment of the President with the consent of the Board of Directors. If a vacancy occurs within six months of the last election, the immediate past nominating committee shall recommend a replacement to the President who then may be appointed with the concurrence of the Board of Directors.
- ii. President-Elect. By the Vice-President/Secretary/Treasurer.
- iii. President. By the President-Elect.
- iv. Past-President. If a vacancy occurs in the Past-President position, the position will not be filled and the current President will fulfill the duties of the Past-President position.

b. Declared Due to Illness or Disability.

If any officer is permanently disabled or is otherwise unable to perform his/her duties because of sickness, accident, injury, mental incapacity, or health for a period at least 30 days, the Executive Committee may, with the consent of the Board of Directors, declare that office vacated or appoint someone to serve in an interim role until said officer can resume duties. If a vacancy is determined to exist, the President shall fill the vacancy pursuant to the procedure set forth in Article 5, Section 4. a. above.

#### **Section 5: President.**

The President shall serve as the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and the Annual Business meeting of the Association. The President shall make all Chairperson and Committee Member appointments to standing and ad hoc committees unless the bylaws state otherwise and represent the Association in its contacts with WCMA affiliates, ICMA, other state associations and other organizations.

#### **Section 6: President-Elect.**

The President-Elect shall provide general assistance to the President and serve on such committees as may be assigned by the President and preside over Board of Directors meetings in the absence of the President. The President-Elect shall serve as the representative for WCMA on the ICMA Conference Planning Committee. The President-Elect shall also be responsible for facilitating the annual performance review of the Executive Director.

#### **Section 7: Vice President/Secretary/Treasurer.**

The Vice President/Secretary/Treasurer shall provide general assistance to the President, shall serve as the Secretary/Treasurer, and serve on such committees as may be assigned by the President. The Vice President in the role of Secretary/Treasurer shall be responsible for insuring the proper maintenance of minutes, records, standard operating procedures, and documents of the Association. The President, President-Elect and the Vice President/Secretary/Treasurer shall work with the Executive Director to

prepare an annual budget for review and adoption by the Executive Board. The Vice President/Secretary/Treasurer shall approve financial transactions including approval of vouchers and checks.

**Section 8: Past-President.**

The Past-President shall be responsible for chairing the Nominating Committee for board selection and any other duties assigned by the President of the Association.

**ARTICLE 6: EXECUTIVE COMMITTEE.**

The Executive Committee shall consist of the President, President-Elect, Vice President/Secretary/Treasurer, Past-President, and Executive Director. The Executive Director and the Past President shall have no voting rights. The Executive Committee shall meet at the call of the President or on request by a majority of the committee. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all the powers of the Board of Directors in management of the affairs of the Association, except action with respect to the election of officers or the filling of vacancies on the Board of Directors or on committees that exercise Board powers. The Executive Committee shall promptly notify the Board of Directors in writing of any action taken by the Executive Committee. A majority of the Executive Committee members shall constitute a quorum.

**ARTICLE 7: NOMINATIONS AND VOTING.**

**Section 1: Annual Elections.**

At the annual membership meeting held each year either in conjunction with the summer conference or virtually, the Voting Members of the Association shall elect a Vice President/Secretary/Treasurer.

**Section 2: Nominations.**

The Nominations Committee shall nominate at least one person for Vice President/Secretary/Treasurer. At the call of the President, Voting Members may nominate candidates from the floor.

**Section 3: Voting.**

Voting by eligible members on all matters may be conducted at the annual meetings, by mail, secure web-based voting, or electronic media, provided however, that a single medium shall be employed for each vote. If a vote does occur at the annual meeting of the Association, then no proxy vote is allowed, and the threshold for voting shall be based upon the number of voting members present at the meeting, for all other votes the threshold for voting shall be all eligible voters casting votes. Voters shall be given at least 30 days to vote, except for votes occurring at the annual meetings.

**ARTICLE 8: DUES AND FISCAL YEAR.**

**Section 1: Annual Dues.**

The fiscal year shall be from January 1 through December 31. Dues shall be payable by March 1 of each year.

**Section 2: Dues Amount.**

The Board of Directors shall set the annual dues.

### **Section 3: Unpaid Dues.**

Any Voting Member whose dues are in arrears for a period of three months or more shall be suspended from membership and notified by the Executive Director in writing of the suspension.

## **ARTICLE 9: SECRETARIAT.**

### **Section 1: Secretariat Services.**

The Board of Directors may approve by contract the engagement of Secretariat services to provide various administrative functions to the Association. These functions may include but are not limited to: maintenance of Association records, preparation and administration of the budget, performing accounting, investment and financial transactions on behalf of the Vice President/Secretary/Treasurer, preparing a newsletter, maintenance of membership records and various staff support service to the President and Board of Directors. The Secretariat shall include the appointment of an Executive Director to the Association who shall be responsible to the Board of Directors for the performance of Secretariat services. The annual performance evaluation shall be reviewed at the last Board meeting of the year, which shall be held no later than June 30 of each year. The Executive Director is expected to attend all Board of Directors meetings and any Strategic Planning meetings.

### **Section 2: Executive Director.**

The Executive Director shall administer the affairs of the Association, subject to the provisions of the Constitution and to such policies as the Board of Directors or Executive Committee may adopt. The Executive Director shall annually prepare a budget for the Association and, upon its approval by the Board of Directors, shall have the authority to disburse the sums appropriated, with the Treasurer providing an electronic approval for disbursement as set forth in the Association's Financial Policies as established by the Board of Directors. The Executive Director shall be responsible for any monies of the Association that come into their possession; for the keeping of the accounting records; and for preparation of such financial statements and reports, including an annual audit or financial review as described in Article 13, as the Board of Directors or Executive Committee may require. The Executive Director shall keep a record of the minutes of all meetings, give proper notice of meetings to the membership and perform other duties as may be delegated to the Executive Director by the Executive Committee or Board of Directors.

The Executive Director shall be hired by a majority vote of the Board of Directors.

## **ARTICLE 10: SENIOR ADVISORS.**

The Board of Directors may approve the appointment, with concurrence by ICMA, and the engagement of Senior Advisor services to provide various support functions to the members of the Association. The Board shall adhere to the Senior Advisor Program Statement of Policy. The functions of the Senior Advisors may include, but are not limited to, provision of information on the various services ICMA and WCMA provide to members, counseling and support, and referral to other municipal and county contacts for employment.

## **ARTICLE 11: STRATEGIC PLANNING.**

The Board of Directors and other appropriate designees shall participate in a strategic planning session periodically, but not less than every five-years, as determined by the Board of Directors. The President,

or the President's designee, shall be responsible for facilitating the strategic planning session.

**ARTICLE 12: CODE OF ETHICS.**

The Association hereby adopts the ICMA Code of Ethics. Upon appointment as a member of this Association, the member agrees to adhere to and abide by the ICMA Code of Ethics. Failure to do so or violation of the Code of Ethics may result in a private censure, public censure, suspension, expulsion, bar from membership, or other action by the Association after completion of the WCMA Rules of Procedure through the Association's Ethics Committee and upon action by a two-thirds vote of the Board of Directors on any recommendation presented by the Ethics Committee. The procedure for an alleged violation of the ICMA Code of Ethics by a WCMA member who is not an ICMA member will be handled according to the WCMA Rules of Procedure for an Ethics Violation. The Association shall carry liability insurance as a means of protection in the event of any legal action because of any investigation, expulsion, or action of the Association.

**ARTICLE 13: ANNUAL AUDIT/FINANCIAL REVIEW.**

WCMA will engage an independent firm of certified public accountants to perform a financial and compliance audit every two years and a financial review in the off years according to Generally Accepted Auditing Standards, (GAAS), and will have these accountants publicly issue an opinion which will be incorporated in the Comprehensive Annual Financial Report.

Further, acting in their capacities as fiduciaries of the Association, the President, Vice President/Secretary/Treasurer and Executive Director are charged with the lawful and prudent collection and disbursement of funds. Further, as there may from time to time be funds in excess of short-term needs in amounts sufficient to invest, those funds shall be invested in a manner consistent with applicable statutes and prudent person doctrine. In these regards, the President, Treasurer and Executive Director shall be bonded for amounts sufficient for their positions as determined by the Board of the Association. It is understood that the amount set by the Board shall be determined based upon exposure to loss and the cost benefit to be derived from bonding premiums paid.

**ARTICLE 14: AMENDMENTS.**

These Bylaws may be amended by a two-thirds majority vote of the Voting Members. All Bylaw amendments shall be distributed to the membership at least thirty (30) days before ballots are due. Members may vote on each proposed amendment or all proposed amendments on the ballot.

**ARTICLE 15: DISSOLUTION OF ASSOCIATION.**

The Wisconsin City/County Management Association may be dissolved by a three-fourths vote of Voting Members. In the event the Wisconsin City/County Management Association is dissolved, all remaining assets after all liabilities have been satisfied shall be distributed as set forth in the Articles of Incorporation.

**ARTICLE 16: INDEMNIFICATION.**

**Section 1: Mandatory Indemnification.**

The Association shall, to the maximum extent permitted under Chapter 181 of the Wisconsin Statutes, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a

director, officer, employee or agent of or volunteered services to the Association; or is or was serving at the request of the Association as a director, officer, employee or agent of any committee or of any other Association or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

**Section 2: Supplemental Benefits.**

The Association may supplement the right of indemnification under Section 16.1 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

**ARTICLE 17: ADOPTION.**

This constitution shall be in full force and effect from and after its approval by the majority of those eligible and exercising Voting membership.

Adopted: June 21, 1958

Amended:

June 30, 1971	May, 1993	June, 2018
May 12, 1972	June, 1997	March 2021
December, 1972	June, 1999	April 2024
June, 1978	June, 2003	
November, 1979	June, 2005	
May, 1980	June, 2009	
April, 1981	June, 2012	
June, 1992	June, 2015	