BYLAWS OF THE WISCONSIN ASSOCIATION FOR THE TREATMENT OF SEXUAL ABUSERS (WI-ATSA)

**A WISCONSIN NONPROFIT CORPORATION**

# ARTICLE I. NAME

The name of this organization shall be Wisconsin Association for the Treatment of Sexual Abusers, Inc.

# ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation shall be located in Madison, Wisconsin, Dane County, and the Post Office Address shall be 1213 N. Sherman Ave. #222, Madison, Wisconsin 53704

# ARTICLE III. PURPOSE

## SECTION 1. IRS SECTION 501(c)(3) PURPOSES

(a.) This corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b.) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to is members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political candidate for public office. Notwithstanding any other provision in this document, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c.) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

1. To provide education, training, and a forum for consultation to Wisconsin professionals who assess, treat, and supervise sex offenders.

(b.) To promote ethical standards and competent practice in the assessment, treatment, and supervision of sex offenders.

# ARTICLE IV. MEMBERSHIP

## SECTION 1. GRANT OF MEMBERSHIP; CLASSES OF MEMBERSHIP

Membership in ATSA is a prerequisite for WI-ATSA membership. WI-ATSA utilizes the same membership categories and criteria as ATSA.

## SECTION 2. MEMBERSHIP VOTING RIGHTS

Any one individual may hold no more than one membership. The rights and privileges of all members, except Student members, shall be equal. Clinical, Affiliate, and Associate members shall be entitled to one (1) vote, and Student members shall have no voting privileges. Members shall have no proxy rights.

## SECTION 3. PROPERTY RIGHTS

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member upon the dissolution of this corporation.

## SECTION 4. LIABILITY OF MEMBERS

No member of this corporation shall be personally liable for any of the corporation’s debts, liabilities, or obligations.

**SECTION 5. TRANSFER, TERMINATION, AND REINSTATEMENT**

1. Membership in the corporation is nontransferable.
2. Membership shall automatically terminate on the resignation or death of a member.
3. Membership shall terminate by majority vote of the Board of Directors if the reason for termination is nonpayment of dues, or by a two-thirds vote of the Board of Directors for any other reason, provided that the Board of Directors, acting in good faith, makes a reasonable effort to use a procedure that is fair, taking into consideration relevant facts and circumstances.
4. Individuals whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

# ARTICLE V. CERTIFICATE OF MEMBERSHIP

## SECTION 1. CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be of such form as may be determined by the board of Directors. Such certificates shall be signed by the president and shall be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued on such terms and conditions as the Board of Directors may determine.

# ARTICLE VI. MEMBERSHIP DUES

## SECTION 1. ANNUAL DUES

The Board of Directors may determine from time to time the amount of the application fee and the amount of annual dues payable to the corporation by members. The fees and dues charged to members may vary by the classification of the members.

## SECTION 2. PAYMENT OF DUES

Dues shall be payable in advance by the FIRST day of FEBRUARY in each fiscal year.

# ARTICLE VII. MEETINGS OF MEMBERS

**SECTION 1. ANNUAL MEETING.**

An annual meeting of members shall be held at a time designated by the Board of Directors and at such place as the Board of Directors may from time to time by resolution designate.

## SECTION 2. SPECIAL MEETINGS

Special meetings of members may be called by the President or a majority of the Board of Directors.

## SECTION 3. NOTICE OF MEETINGS

Notice stating the place, day, and hour of any meeting of members shall be delivered not less than seven (7) nor more than ninety (90) days prior to the date of such meeting, by the direction of the President, or such officers or boards members who are calling the meeting.

## SECTION 4. QUORUM

The members present in person at an annual or special meeting shall constitute a quorum.

# ARTICLE VIII. BOARD OF DIRECTORS

## SECTION 1. NUMBER

The corporation shall have a maximum of 15 Directors15D, which includes the officers; and collectively they shall be known as the Board of Directors (Board).

**SECTION 2. TERM OF OFFICE**

Board members may serve indefinite terms.

## SECTION 3. ELECTION

Election of the Directors shall be by a majority of those board members present and voting at the annual meeting.

## SECTION 4. COMPENSATION

1. Service as a member of the Board of Directors is understood to be voluntary and Board members are not to be remunerated for Board membership.
2. The Board of Directors, by an affirmative vote of a majority of the directors, and irrespective of any personal interest of any of its members, may establish reasonable compensation to any or all directors for specific services to the corporation.

## SECTION 5. ANNUAL MEETING

An annual meeting of the Board of Directors shall be held once a year.

## SECTION 6. SPECIAL MEETINGS

The president, or any two other directors, may call a special meeting of the Board of Directors upon giving notice to the board members in the manner herein described for an annual meeting except that the notice shall also specify the purpose of the special meeting.

Under special circumstance, the Board may conduct a vote by mail or by electronic mail.

## SECTION 7. MEETING NOTICE

Not less than seven (7) nor more than ninety (90) days before each annual meeting, notice of the time and place of the meeting shall be given to board members personally or by postal or electronic mail to their last known address as shown on Association records.

**SECTION 8. QUORUM**

The Board members present shall constitute a quorum.

## SECTION 9. REMOVAL

A director may be removed from office for cause by the affirmative vote of two-thirds of the Board.

## SECTION 10. DUTIES AND POWERS

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensations, if any, of all officers, agents and employees of the corporation;
3. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their addresses with the secretary of the corporation, and notices of meeting mailed to them at such addresses shall be valid notices thereof.

**Amendment: “Whenever a vacancy exists on the Board of Directors it shall be filled by the existing Board of Directors electing a replacement by a majority vote of the Board.”**

**Amendment: “Any person elected or appointed to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his/her predecessor in office, subject to the power of removal contained within these Bylaws.”**

# ARTICLE IX. BOARD OF DIRECTORS

## SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be the President, President-Elect, Secretary, Treasurer and such other officers as may be elected or appointed in accordance with the provisions of this article. In the absence of the secretary, another Board member may assume the position of secretary at the discretion of the president. The president, treasurer, and secretary shall be members of the Board of Directors. The president-elect becomes a member of the Board of Directors upon commencement of his/her term as president-elect.

**SECTION 2. QUALIFICATIONS, ELECTION AND TERM**

The President serves a term of two (2) years plus one (1) year as Past President. The Secretary and Treasure serve a term of three (3) years. The term of the President-elect is one (1) year.

The President-elect shall be nominated every two (2) years by a nomination committee appointed by the Board of Directors and consisting of members of the Board of Directors and/or of the general membership. The ballot shall be distributed by first-class mail, electronic mail, or facsimile to the membership at least ten (10) days before the date votes are to be tabulated.

The Secretary and the Treasurer shall be nominated by members of the Board of Directors and elected by a two-thirds majority of the members of the Board of Directors. No person can simultaneously hold more than one office, with the exception that the president may be nominated and elected as president-elect, in which case the president will serve a second, consecutive term of office.

**SECTION 3. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving notice to the Board of Directors or to the president or secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## SECTION 4. DUTIES OF OFFICERS

1. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board, the president shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

(b.) Another officer shall act for the President in any situation where the President may be absent or unable to carry out the duties of the office.

1. The Secretary shall have custody of the minute books, keep a record of all meetings of the Board of Directors, and ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d.) The Treasurer shall be the financial officer of the corporation and be in charge and have custody of all the funds of the corporation. The Treasurer shall have responsibility for the deposit of such funds in banks, trust companies or other depositories as shall be selected by the Board of Directors, and shall make disbursements as directed by the Board of Directors.

# ARTICLE X. COMMITTEES

## SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of members present, designate an Executive committee consisting of four (4) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may be otherwise provided, by provisions of law.

By a majority vote of members present, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease, but not below two (2), the number of the members of the Executive Committee, and fill vacancies on the Executive committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with corporate records, and report the same to the Board from time to time as the Board may require.

**SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

## SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provision of these Bylaws concerning meetings of the Board, with such changes in the content of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not consistent with the provisions of these Bylaws.

# ARTICLE 11. AMENDMENT OF THE BYLAWS

These Bylaws may be amended or any part thereof repealed by a majority vote of the members of the Board for which notice of intent to propose amendments, together with a synopsis or the proposed text of such changes, has been provided in writing at least ten days prior to the meeting.