

THE WISCONSIN NETWORK FOR PEACE AND JUSTICE  
122 State Street, Suite 402 Madison, WI 53703

BYLAWS

(As accepted at the General Assembly on 10-4-2008)

Chapter 1. Purpose

Section 1. Purpose. The purpose of the Wisconsin Network for Peace and Justice (WNPJ) is to facilitate activities, cooperation, and communication among Wisconsin organizations and individuals working toward the creation of a world free from violence and injustice.

Section 2. Political Status. WNPJ is a non-partisan, non-profit, membership organization.

Chapter II. Fiscal Year

The fiscal year of WNPJ shall commence on January 1 and end on December 31 of each year unless otherwise determined by the Steering Committee or the Executive Committee.

Chapter III. Membership

Section 1. Members.

A. Organizations. Any organization whose members hold regular meetings or activities, which subscribes to the statement of purpose, is approved by the Executive Committee, and pays the annual organizational fee will be a member in good standing. The organizational member shall be entitled to a seat on the Steering Committee and General Assembly and to cast one vote.

B. Individuals. All individuals who subscribe to the statement of purpose and who pay an annual fee shall be members of the WNPJ. Individual members may serve on committees and Task Groups and serve as officers.

C. Membership Open. The WNPJ especially welcomes as members those who face discrimination based on race, socio-economic status, gender, sexual preference, disability, age, conscientious objector status, or other forms of oppression; in order that its membership and its work embody the vision of a society where all are heard and included.

Chapter IV. Steering Committee

Section 1. Members. The Steering Committee shall be composed of one representative or her or his designee from each organizational member.

Section 2. Meetings. The Steering Committee shall hold a meeting each spring to share reports of their organization's activities, to hear reports from Task Groups, and to conduct any necessary Network

business.

Section 3. Quorum. A majority of the Steering Committee or ten (10) representatives, whichever is smaller, shall constitute a quorum for any meeting.

#### Chapter V. The General Assembly

Section 1. Meetings. The General Assembly shall hold a meeting each fall for the purposes of:

- 1) electing officers of the organization;
- 2) electing at least three at-large members of the Executive Committee;
- 3) reviewing the financial status of the WNPJ;
- 4) reviewing the year's activities;
- 5) setting priorities for the next year's activities;
- 6) making any necessary Bylaws changes;
- 7) conducting such other business as may be deemed necessary;
- 8) presenting a program on topic(s) of general concern.

Notice of the meetings of the General Assembly including the agenda, nominations and any Bylaws changes shall be sent to all designated organization representatives and individual members at least three weeks prior to the Assembly.

Section 2. Decision Making. Decisions shall be made by consensus of the members present. See Chapter XI for procedures.

Section 3. Special Meetings.

A. Special meetings of the General Assembly may be called by the Chair, the Executive Committee, or by request of at least 10% of the Steering Committee.

B. If there is a call for a special meeting, notice shall be sent by mail to each representative and individual member at least ten (10) days prior to the meeting.

Section 4. Meetings to be Open. All meetings shall be open.

#### Chapter VI. Officers

Section 1. Terms of Office. The officers of the WNPJ shall be Chair or Co-Chairs, Vice Chair, Secretary, and Treasurer. Terms of office shall be for one year and shall begin upon election at the General Assembly.

Section 2. Powers and Duties. The officers of the WNPJ shall be responsible for day-to-day oversight of the personnel, administration, and finances of the WNPJ and shall have powers and duties as

prescribed in these Bylaws or as otherwise prescribed by the General Assembly or the Steering Committee. These powers and duties shall include:

A. Chair. The chair (or co-chairs) of the WNPJ shall have general supervision of the affairs of the network, and may in the name of the WNPJ, either alone or together with other officers as may be appropriate or directed, execute all documents required; and serve as chief spokesperson for the organization.

In addition the chair shall convene Executive Committee meetings; prepare the agenda for and preside at Executive Committee meetings and the annual meetings of the steering committee and the general assembly; grant excused absences from the Executive Committee and Steering Committee; and perform such other duties as are incident to the office or are properly required of the Chair by the Executive Committee.

B. Vice Chair. In the event of the absence, disability, resignation or death of the chair, the vice chair shall act as chair until a new chair can be elected and shall have such other responsibilities as are assigned by the chair.

C. Secretary. The secretary shall keep the minutes of all Steering Committee, General Assembly, and Executive Committee meetings and shall have such other responsibilities as assigned by the chair.

D. Treasurer. The treasurer shall have general charge of the receipt of funds of the WNPJ; shall be responsible for the keeping and rendering of accurate accounts of receipts and disbursements; shall assist in the preparation of the annual budget; and shall be responsible for the filing of all fiscal reports.

Section 3. Vacancies. Vacancies shall be filled by the Executive Committee for the remainder of the vacated term.

Section 4. Censure, Removal, Appeal. Any officer may be censured or removed upon a decision of either the Steering Committee or the General Assembly.

## Chapter VII. Executive Committee

Section 1. Members. The Executive Committee shall consist of the officers of the WNPJ, the Committee and Task Group Chairs (or co-chairs), the members elected at-large, the past chair, the newsletter editor, and the webmaster. A member's unexcused absence from three consecutive Executive Committee meetings shall be considered to constitute a resignation from the Executive Committee.

Section 2. Responsibilities. The Executive Committee shall meet at least quarterly to oversee the operation of the WNPJ. The committee shall develop and adopt a budget to carry out the priorities set at the General Assembly meeting. It shall set policy and procedures for the operation of the WNPJ. It shall approve the recommendation of the officers in personnel issues, and in the hiring and termination of staff, in accordance with those policies and procedures. It may initiate and organize statewide actions.

Section 3. Quorum. Two thirds of the members shall constitute a quorum.

Section 4. Alternatives to Meeting. Any action required or permitted by the Bylaws, to be taken at a meeting of the Executive Committee, may be taken without a meeting if there is consent by phone, postcard, or e-mail.

Section 5. Committees. There shall be four (4) standing committees and such other committees as from time to time the Executive Committee, the Steering Committee, or the General Assembly shall determine. The Chair of the WNPJ shall serve ex-officio on all committees except the Nominating Committee.

A. The Conference Committee shall be responsible for organizing the spring Steering Committee, the fall General Assembly, or other special conferences as approved by the Executive Committee or the Steering Committee.

B. The Outreach Committee shall be responsible for building membership and public support for the WNPJ and its mission.

C. The Development Committee shall be responsible for activities of the WNPJ relating to fund raising. It shall include members of the Executive Committee.

D. The Communications Committee shall insure the publication of a newsletter, the maintenance of a website, and the use of such other methods of communication as will promote the mission of the WNPJ.

Section 6. Vacancies. Vacancies within the Executive Committee shall be filled for the remainder of their term by appointment of the Chair with the consent of the Executive Committee.

Section 7. Meetings to Be Open: Exceptions. All meetings shall be open. The Executive Committee reserves the right, by majority vote of those voting members present, to go into closed session for the discussion of personnel or buying property.

#### Chapter VIII. Nomination Committee: Election of Officers

Section 1. Membership. The Nominating Committee shall consist of three members who shall be chosen by the Steering Committee at the spring meeting.

Section 2. Term of Office. The term of office for members of the nominating committee shall be one year.

Section 3. Procedure. Nominations will be solicited by an open procedure made known to each member. Notice of the proposed slate shall be sent for review to all members at least three (3) weeks prior to the General Assembly meeting.

Section 4. Diversity. The Nominating Committee must make every effort to ensure that the slate reflects the many diversities of the WNPJ including, but not limited to, geography, gender, race, class,

religion, or sexual orientation.

Section 5. Nominations from the floor. Any member of the WNPJ has the right to place a name in nomination, provided the person named is present OR has consented in writing to the nomination, and is an individual member of WNPJ or designated contact of a member organization of WNPJ.

## Chapter IX. Task Groups

Section 1. Formation. When a priority is identified by the Steering Committee or the General Assembly or when the Executive Committee deems that an issue of concern to the WNPJ needs intensive long term advocacy, the Executive Committee may establish a Task Group to carry out such action as is needed.

Section 2. Notice to the Membership. When a Task Group is established, notice shall be published in the WNPJ newsletter. An organization or individual shall be considered a member of the Task Group only when affirmative notice of participation is received by the Task Group Chair (co-chairs).

Section 3. Purpose. The purpose of a Task Group is to study, investigate, and make recommendations and proposals to the Executive Committee for approval. The Executive Committee may refer such recommendations and proposals to the Steering Committee or the General Assembly for approval. The Executive Committee retains the right to dissolve a Task Group when it deems the Task Group is no longer needed.

Section 4. Task Group Funds. All funds received by a Task Group shall be given to and disbursed by the WNPJ Treasurer as approved by the Executive Committee.

Section 5. Members. Members of a Task Group shall appoint a chair or co-chairs and conduct business in a manner decided by the members of the Task Group. Chairs and members of a Task Group shall be members in good standing of the WNPJ.

## Chapter X. Miscellaneous Provisions

Section 1. Contacts. The Executive Committee may authorize any officer, agent or agents to enter into any contract or execute or deliver any instrument in the name of or on behalf of the WNPJ which relates to the conduct of business and affairs, and such authority may be limited or general.

Section 2. Inspection of WNPJ Records. All books, records and minutes of the WNPJ shall be open to inspection at the request of any member.

### Section 3. Fiscal Matters.

A. All checks and drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the WNPJ shall be signed by such officers, agent or agents of the

WNPJ, and in such a manner as shall be determined by resolution of the Executive Committee.

B. No loans shall be contracted on behalf of the WNPJ and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to a specific instance, borrowing, line of credit or institution.

## Chapter XI. Decision-making Procedure

Section 1. Consensus. WNPJ shall operate under a consensus process. If there is no consensus, members may either stand aside, which allows a proposal to proceed, or to block consensus, which prevents a proposal to proceed. In the latter case, the body may take a two-thirds (2/3) vote to proceed under Roberts Rules of Order, Newly Revised.

Section 2. If a vote must be taken. If it is necessary to proceed with a vote, the following procedure shall be followed:

A. All designated organizational representatives and individual members in good standing shall have the right to vote on all issues and elections at meetings of the General Assembly.

B. No proxy votes shall be allowed.

C. In the event that the office of chair is shared by two persons, only one vote shall be, accorded to the two members, in order that a tie vote of the representatives may be broken.

## Chapter XII. Amendment of Bylaws

These Bylaws may be amended or repealed by using the procedures set forth in Chapter XI, provided that the substance of the text of such a proposed change is included in the notice of meeting at which the change is to be considered.