

THE WISCONSIN NETWORK FOR PEACE AND JUSTICE

122 State Street, Suite 402

Madison, WI 53703

BYLAWS

Approved by the BOARD June 2009 and Proposed for adoption by the General Assembly at the annual Fall membership meeting on 10-3-2009

Changes are in **BOLD**; and explanation of changes follows the document**.

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 **sustainable*** 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 **Board**.

Chapter III. Membership

Section 1. Members.

A. Member Organizations. Any organization whose members hold regular meetings or activities, which subscribes to the statement of purpose, is approved by the **Board**, and pays the annual organizational fee will be a member in good standing. **One contact from each member organization** shall be entitled to a seat on the Steering Committee (**SC**) 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 **Work 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 (**SC**) shall be composed of one **contact (or his or her designee) from each organizational member group**.

Section 2. Meetings. The Steering Committee shall hold a meeting each spring to share reports of their organization's activities, **form a nominating committee for officers and Board membership**, to hear reports from **Work Groups**, and to conduct any necessary Network business.

Section 3. Quorum. A majority of the Steering Committee or ten (10) representative **contacts from member organizations**, whichever is smaller, shall constitute a quorum for any SC 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 **ten (10)** at-large members of the **Board ***;
- 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 **contacts of member organizations** 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 **or Co-Chairs, the Board**, or by request of at least 10% of the Steering Committee (**SC**).

B. If there is a call for a special **membership** 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 **or co-chairs** shall convene Board meetings; prepare the agenda for and preside at **Board** meetings and the annual meetings of the Steering Committee and the General Assembly; grant excused absences from the **Board** meetings; and perform such other duties as are incident to the office or are properly required of the Chair **or Co-chairs** by the **Board**.

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. **The position of vice-chair shall not be filled if co-chairs are elected.**

C. Secretary. The secretary shall keep the minutes of all Steering Committee, General Assembly, and **Board** 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 **Board** 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. **Board**

Section 1. Members. The **Board** shall consist of the officers of the WNPJ, the members elected at-large, and the past chair **or co-chairs***. A member's unexcused absence from three consecutive **Board** meetings shall be considered to constitute a resignation from the **Board**.

Section 2. Responsibilities. The **Board** shall meet at least quarterly to oversee the operation of the WNPJ. **The Board** 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. A **majority*** 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 **Board**, may be taken without a meeting if there is consent by phone, **mail**, or e-mail.

Section 5. Committees. There shall be **three*** standing committees and such other committees as from time to time the **Board**, the Steering Committee, or the General Assembly shall determine. The Chair **or co-chairs** 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 **Board** or the Steering Committee.

B. The Outreach **and Development** Committee shall be responsible for building membership and public support for the WNPJ and its mission, **and for fund-raising activities.**

C. 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 **Board** shall be filled for the remainder of their term by appointment of the Chair **or Co-Chairs** with the consent of the **Board** .

Section 7. Meetings to Be Open: Exceptions. All meetings shall be open. The **Board** reserves the right, by majority vote of those voting members present, to go into closed session for the discussion of personnel **issues** 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, **age**, **socio-economic status**, 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. **Work** Groups

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

Section 2. Notice to the Membership. When a **Work** Group is established, notice shall be published in the WNPJ newsletter. *

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

Section 4. **Work** Group Funds. All funds received by a **Work** Group shall be given to and disbursed by the WNPJ Treasurer as approved by the **Board**.

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

Chapter X. Miscellaneous Provisions

Section 1. Contacts. The **Board** 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 **Board**.

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 **Board**. 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 **from proceeding***. 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 the General Assembly**, 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.

Approval of these changes by the WNPJ Board, June 19th, 2009 – Final approval for the General membership Oct. 3rd 2009.

*Explanation of changes:

Throughout the document – **the word 'BOARD' has replaced the formerly used term, 'Executive Committee' – and 'Work Group' has replaced 'Task Group'. The practice of having co-chairs rather than Chair and Vice Chair is also addressed in this proposal.**

There are a few explanations of other changes below:

Chapter 1. Purpose. **The word 'sustainable' has been added to our mission statement.**

Chapter V, Sect 1, item 2: **formerly '3 plus committee and work group chairs'**

Chapter VII, Sect 1, line 2: **Note omission of committee and task force chairs, newsletter editor and webmaster here.**

Chapter VII, Sect 3; **formerly 'two-thirds'**

Chapter VII, Sect 5; **previously '4'**

Chapter VIII, Sect 4; **age is added and 'socio-economic status' replaces 'class' to be consistent with language used earlier in the by-laws, Chapter III, Sect 1, part C.**

Chapter IX, Sect 2, last sentence: **Deleted sentence** 'An organization or individual shall be considered a member of the **Work** Group only when affirmative notice of participation is received by the **Work** Group Chair (co-chairs)'.

Chapter XI, Sect 1, line 3: **Fixes grammar. Formerly said: 'to proceed'.**