

**WISCONSIN RURAL SCHOOLS ALLIANCE
BYLAWS**

PREAMBLE

The purposes of the Wisconsin Rural Schools Alliance (“WiRSA”) are to work collaboratively to solve issues pertinent to Wisconsin rural schools and communities in such a way as to ensure the engagement of all of the rural educational constituencies in developing and advocating for solutions to identified issues within our state; to build a clearinghouse of research and educational best practices for rural schools in Wisconsin; and to collectively advocate on behalf of rural schools and their communities at the local, state and federal levels. Lastly, it is the Alliance’s purpose to pull together all public education stakeholders interested in rural education in our state to be the voice for rural educational interests.

**ARTICLE I
VOTING MEMBERS**

SECTION 1. VOTING MEMBERSHIP. Voting members shall meet the qualifications enumerated in the following section of this Article. They shall pay dues, if any, according to a schedule established by the Board. A list of the voting membership of this alliance shall be kept by the Secretary of the alliance pursuant to Article III, Section 4 of these Bylaws.

SECTION 2. QUALIFICATION AND CLASSES OF MEMBERS. Membership shall consist of, and be classified according to, the following structure:

- 2.1 **Full Membership:** Full members are those members representing institutions who have paid the entire cost of membership as established by the Board of Directors. Eligibility for such membership is available to all public school districts, CESA’s, regional public library systems and institutions of higher education (IHE) within Wisconsin.
- 2.2 **Associate, Individual members & Lifetime Members**
 - 2.2.1 **Associate members:** Eligibility for associate membership is restricted to any business or chamber of commerce, service cooperative, educational organization (such as WASDA or WASB), professional organizations, public libraries or governmental or other institutions who show an interest in WiRSA’s mission and values and who support the alliance’s purposes and activities.
 - 2.2.2 **Individual member:** Eligibility for such membership is restricted to natural persons with an interest in rural education who petition for and achieve acceptance by Board or its delegate. Individual members may not be school board members, board of control members, or administrators of school districts or CESAs.
 - 2.2.3 **Lifetime members:** Eligibility for such membership is restricted to persons who have served on the WiRSA Board of Directors at any time since the 2010-2011 membership year and is no longer affiliated with a school district (administrator, teacher, and/or school board member), CESA, IHE, or regional public library system eligible for full membership.

SECTION 3. VOTING RIGHTS. Voting rights for association (WiRSA) issues, policies, amendments to the bylaws and such other matters placed before the membership by the Board at a regular or special meeting shall be allocated as follows: Each Member shall have one (1) vote, with the exception of the respective voting rights of Full Members versus Associate and Individual Members relative to the election of association Board members, which shall be governed by Article II, Section 3.3. No amendment or alteration to voting members' rights as provided by these Bylaws in this or any other Article shall be effected unless same is recommended to the membership by the Board of Directors, and same is thereafter approved by the membership of the association.

SECTION 4. MEMBERSHIP YEAR AND DUES. The Board of Directors shall have the right to determine the dues or other payments to be made by the members of this alliance. The membership year for the members of this alliance shall be the same as the fiscal year of the business of the alliance.

SECTION 5. INTEREST IN PROPERTY. The members of this alliance shall not, as such, have any right, title or interest in the real or personal property of this alliance.

SECTION 6. RESIGNATION. Any member may resign their membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns membership shall not be entitled to a refund of any dues or other payments made to this alliance.

ARTICLE II BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND ELECTION. Except as otherwise provided herein, the Board of Directors of this alliance shall be comprised of twenty (20) natural persons, as follows:

- a. Sixteen (16) seats, hereinafter referred to as "Elected" Directors shall be elected by the membership per Section 3 following.
- b. Three (3) seats, hereinafter referred to as "Statewide" Directors, appointed by the entire Board of Directors per Section 3 following.
- c. The twentieth (20th) seat on the Board shall be used only in the case of seating the individual who holds the office of "Past-President," as defined in Article V, Section 1, if they are not already seated on the Board.

SECTION 2. TERMS. Directors shall be elected or appointed (as delineated in Section 3 following) to terms of four (4) years and may only be elected or appointed to two (2) successive terms. All terms begin at the first meeting of the calendar year following the election. The exception would be in the circumstance that a Director shall hold office for the terms for which he or she was elected and until the end of the meeting at which his or her successor has been elected and/or has qualified to succeed in such

seat, or until the Director's prior death, resignation or removal, or failure to meet the criteria for the seat to which they were elected.

For the initial election only, Elected Directors from each region will be elected for a one (1), two (2), three (3), or four (4) year term determined by a drawing of lots following the election. For the initial appointed Directors only, one (1) Statewide Director will be appointed for a two (2) year term, one (1) Statewide Director will be appointed for a three (3) year term, and one (1) Statewide Director will be appointed for a four (4) year term determined by drawing of lots following the appointments.

If an Elected Director changes status of affiliation with a full member so that he or she still holds a qualifying position but is no longer representing a member within the region from which the Director was elected, such change of affiliation shall be considered a resignation by the Director effective at the first Board meeting in the next calendar year. In all cases except retirement, the individual who no longer meets the criteria for their seat shall be considered as forfeiting such seat on the 1st day of the month following their loss of affiliation with the school district or agency which had been the basis of their qualification. In the case of retirement, the individual may serve out their elected term on the board as long as they continue to reside in the region they were elected to represent.

SECTION 3. ELECTION MECHANISMS AND QUALIFICATIONS.

3.1 The sixteen (16) Elected Directors shall be comprised of individuals who represent one (1) (or more) of the alliance's full members (at the time of election.) Each Elected Director must meet the qualification criteria to be nominated for election from one (1) of the four (4) regions. Region 1 would be CESAs 1, 5, 6, 7; Region 2 would be CESAs 2, 3, 4; Region 3 would be CESAs 10, 11; and Region 4 would be CESAs 8, 9, 12.

3.1.1 Specifically, from each of the four (4) regions, four (4) Elected Directors' seats shall be filled, one (1) each from the following categories --

- | | |
|---------------|---------------------|
| Teacher | School Board Member |
| Administrator | CESA Member |

3.1.2 An Elected Director is elected by the voting membership from the relevant region after a request for nominations is sent to all members in such region, a ballot created, and sent to all members eligible to vote, with all subject to procedures adopted by the Board of Directors.

3.2 The three (3) Statewide Directors shall consist of one (1) private/public college or university position, one (1) technical college position and one (1) regional public library system position as chosen by the Board. These positions shall be posted with member institutions in Wisconsin, with candidates invited to send resumes and letters of application.

3.3 Voting rights for the election of the Board of Directors shall be allocated as follows:

3.3.1 School District members shall exercise up to three (3) votes and will need to certify the names of the individuals selected to vote for the institution to the Secretary one (1) month before the date of the election. Certified individuals so chosen must

include at least one (1) teacher, one (1) administrator, and one (1) Board of Education member;

3.3.2 CESA members shall exercise up to three (3) votes and will need to certify the names of the individuals selected to vote for the institution to the Secretary one (1) month before the date of the election. Certified individuals so chosen must include at least one (1) teacher/director, one (1) administrator, and one (1) Board of Control member;

3.3.3 IHE members shall exercise shall exercise up to three (3) votes and will need to certify the names of the individuals selected to vote for the institution to the Secretary one (1) month before the date of the election.

3.3.4 Associate members shall exercise a single (1) vote;

3.3.5 Individual members shall exercise a single (1) vote;

3.3.6 Lifetime members shall not exercise any voting rights.

3.4 **Amendment of Voting Rights.** No amendment or alteration to voting members' rights as provided by these Bylaws in this or any other Article shall be effected unless same is recommended to the membership by the Board of Directors, and same is thereafter approved by the membership.

SECTION 4. VACANCIES. Vacancies occurring because of the death or resignation of a Director or failure of a Director to maintain qualification under section 2 of this Article shall be filled, in the case of appointed Directors, by the Board of Directors for the duration of the appointed term, and in the case of elected Directors, by the Board of Directors only for the remainder of the calendar year; and, thereafter, for the term remaining, if any, by the voting members originally entitled to fill the seat by election.

ARTICLE III MEETINGS OF THE MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting of the WiRSA membership shall be held in conjunction with the association's annual conference at any location within Wisconsin at a date and time as determined by the Board of Directors.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members of this Alliance may be called at any time (a) by a majority vote of the Board of Directors or (b) upon written request of ten (10) percent, or fifty (50) (whichever is less), of the voting members of this alliance. In both cases, the meeting request must clearly state the purpose for the special meeting. In order to call a special meeting, a written request shall be made to the President. Upon receipt and verification of the validity of the request, within thirty days the President shall give notice of the meeting to be held no later than ninety (90) days after receiving the request, setting forth the time, place and purpose. If the President fails to give notice of the meeting within thirty days, the person or persons who requested the meeting may notify the Board through any voting member of the Board, which must then fix the time and place of the meeting and give appropriate notice to the membership in the manner required for notice of alliance

meetings. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 3. NOTICE. In general, appropriate notice of a meeting shall be by written notice of any meeting of the members, stating the time and place (and purpose in the case of a Special Meeting), which shall be mailed, postage prepaid, not less than five (5) nor more than sixty (60) days before the meeting, excluding the day of the meeting, to each member of this Alliance at the last known address of the member.

3.1. Upon a decision of the Board, meeting notices may be via email or other digital notification with meeting specifics being placed on the alliance's web site instead of by mailing.

3.2. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing or by attendance. Attendance by the member at a meeting is deemed a waiver by the member unless an objection is offered by such individual to the transaction of business because the member believes and has stated that the meeting is not lawfully called or convened.

SECTION 4. VOTING MEMBERS LIST FOR MEETING. The Board of Directors shall set a record date not more than sixty (60) days before the date of a meeting requiring membership in order for a member to vote at a meeting and to be entitled to notice of the meeting. If the Board fails to set such a date, the date shall be the sixtieth (60th) day before the date of the meeting. The Secretary shall timely prepare a list of the names (in alphabetical order) and addresses of each member entitled to vote at the meeting, which shall be available to the membership and Board on the alliance's website and in the alliance's principal office. The list shall constitute the list of certified members available to vote, if in attendance at the meeting.

SECTION 5. VOTING AND QUORUMS. The presence of ten (10) percent of the voting members shall constitute a quorum at any alliance meeting. The members present and entitled to vote at any meeting, with less than a quorum, may adjourn the meeting. A majority of the total number of votes held by the members present and entitled to vote, at which a quorum is present, must be cast to transact any business. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined by resolution of the Board. After the time and place of such regular meetings have been so determined, no notice of such regular meetings need be given. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given personally, by mail (postage prepaid), email or telephone (including facsimile communication) or other means approved in Article VIII, Section 3, not less than two (2) days before the meeting, excluding the day of the meeting, to all directors who were absent at the time such action to schedule the meeting was taken.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes shall be called by the President or at the written request of any Director. Such request shall state the purpose(s) of the proposed meeting. The President of the association shall give notice of all special meetings to each director, stating the time and place thereof, and the purposes for which such meeting is convened, by mail (postage prepaid) or any means authorized per Article VIII, Section 3, not less than five (5) nor more than sixty (60) days before the meeting, excluding the day of the meeting, to the Director's last known address, or by personally delivering, emailing or telephoning the director such notice, no later than two (2) days prior to the day of the meeting. The business transacted at all special meetings of Directors shall be confined to the subject(s) stated in the notice and to matters germane thereto, unless all directors of the alliance are present at such meeting and consent to the transaction of other business.

SECTION 3. NOTICE. A Director may waive notice of a meeting of the Board, and such waiver is effective whether given in writing, orally, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

SECTION 4. QUORUM. A quorum of the Board of Directors' shall be necessary to constitute for the transaction of business, and the act of a majority of the Directors present at such meeting shall be the act of the Board, except where otherwise provided by statute or these Bylaws. The quorum necessary shall be the attendance of eight (8) of the elected or appointed Directors. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

SECTION 5. WRITTEN ACTION (ACTION WITHOUT MEETING). Any action permitted to be taken at a meeting of the Directors may be taken by written action signed by all of the Directors entitled to vote on the action.

SECTION 6. DIRECTOR CONFLICTS OF INTEREST. This alliance shall not enter into any contract or transaction with (a) one (1) or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization, or (c) an organization in or of which the alliance's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum.) Failure to comply with this Section shall not necessarily invalidate any contract or transaction to which this alliance is a party.

SECTION 7. CONFLICTS OF INTEREST: DEFINITIONS. For purpose of the prior section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, or spouses or domestic-

partners-in-fact of siblings. “Domestic-partner-in-fact” is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by any governmental authority.

“Material financial interest” encompasses, but is not limited to, an individual’s relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but, for purposes of the prior section, “material financial interest” does not include fixing the compensation of the director or fixing the compensation of any other director as a director, officer, employee, or agent of the alliance, even though the first director is also receiving compensation from the alliance.

ARTICLE V OFFICERS

SECTION 1. OFFICERS. The officers of this alliance shall consist of a President, a Secretary, a Treasurer, a President-elect, and a Past-President. The Secretary, Treasurer and President-elect shall be elected by the Board of Directors at the first meeting in a calendar year from the Board members then seated. At that first meeting, the prior year’s President-elect shall ascend to the office of President, and the immediate prior year’s President shall ascend to the office of Past-President.

SECTION 2. TENURE OF OFFICE AND REMOVAL. The term of office for each of the officers of this alliance shall be for one (1) year, but in no case shall be concluded until the qualification of a successor has occurred. Any officer may be removed at any time prior to the expiration of his or her term by affirmative vote of a majority of the Directors. If the President’s office is vacated, the President-elect shall ascend to such office, and the then vacated office of the President-elect shall be filled by the Board of Directors, as shall any other occurring vacancies of offices. However, the only individual eligible to fill a vacancy in the office of Past-President shall be the individual who was the immediately preceding Past-President.

SECTION 3. PRESIDENT. The President shall have general management of the business of the alliance and, when present, preside at meetings of the Board and of the members; sees that orders and resolutions of the Board are carried into effect; sign and deliver in the name of the alliance deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the alliance, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by this alliance’s organizational documents or by the Board to another officer or agent of the alliance; maintain records of and, when necessary, certify proceedings of the Board and the members; and perform other duties prescribed by the Board.

SECTION 4. PRESIDENT-ELECT. The President-Elect shall be familiar with all the activities of the association, serve as a member of the Board of Directors and its Executive Committee, serve as the Chair of the annual conference planning committee, prepare for his or her term of President and assume the duties of the President in the absence or incapacity of the President.

SECTION 5. SECRETARY. This officer, in fulfilling the Secretary's function, shall maintain a list of the members of the association (including the member's address, affiliation and email), sees that records and minutes are maintained, insures the safekeeping and updating of the Association's books, records, and papers, fulfills the usual duties required by such office, insures certification of the voting membership, and performs such other duties and exercises such other powers as may be imposed upon that position by resolution of the Board.

SECTION 6. TREASURER. The Treasurer sees that accurate financial records for the WiRSA are maintained; that money, drafts, and checks in the name of and to the credit of the association are deposited in banks and depositories designated by the Board; sees that deposit notes, checks and drafts received as ordered by the Board, are properly deposited, and that the disbursement of funds and issuance of checks and drafts in the name of the association, as ordered by the Board, are according to law. The Treasurer provides the President and the Board an account of transactions by the Treasurer and of the financial condition of the association as requested by the President and/or the Board. These duties are fulfilled by the Treasurer except in cases in which the authority to sign and deliver is expressly delegated by this association's organizational documents, or by the Board, to agent/s of the WiRSA.

SECTION 7. PAST PRESIDENT. The President will assume the office of Past President at the Annual Membership Meeting at the end of their term of office. The Past President shall chair the nominations/elections committee and appoint the nominating committee, report on election results at the Annual Meeting, consult with the President and Vice-Presidents to provide continuity, and shall also perform other duties as required.

ARTICLE VI COMMITTEES

SECTION 1. AUTHORITY. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time-to-time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committee members need not be directors.

SECTION 2. STANDING COMMITTEES. The Standing Committee of the alliance shall be the Executive Committee.

2.1 The Executive Committee shall be comprised of the association's officers. This Committee shall act for the Board in all administrative matters of the alliance whenever the Board is not in session.

SECTION 3. AD HOC COMMITTEES. Ad hoc committees are created for limited purposes of the association and may be created by the Board. Generally, they shall have a specific focus, a deadline and a description of expectation(s) and reporting.

ARTICLE VII INDEMNIFICATION

SECTION 1. COVERAGE. To the full extent permitted by any applicable law, this alliance shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this alliance, against the expenditures enumerated in the following SECTION 2, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee, or member of a committee of this alliance, or
- (b) a governor, director, officer, partner, trustee, employee or agent of another organization (including employee benefit plans), who while a director, officer, employee, or member of a committee of this alliance, is or was serving another organization at the request of this alliance, or whose duties as a director, officer, employee, or member of a committee of this alliance involve or involved such service to another organization.

SECTION 2. INDEMNIFIED EXPENDITURES. Indemnification is mandatory if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- (a) acted in good faith;
- (b) received no improper personal benefit per appropriate sections of Wisconsin Statutes, as then enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;
- (c) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- (d) in the case of acts or omissions occurring by a director, officer, employee or member of a committee of this alliance acting in such official capacity, reasonably believed that the conduct was in the best interests of this alliance, or in the case of acts or omissions occurring by a director, officer, employee, or members of a committee of this alliance who is or was serving another organization at the request of this alliance, or whose duties as a director, officer, employee or member of a committee.

SECTION 3. ELIGIBILITY, ADVANCES, AND ANCILLARY RECOVERY. Determination of eligibility for indemnification payments or advances shall be made in accord with section of Wisconsin Statutes, as now enacted or hereinafter amended. Advances of expenses incurred which are payable under the preceding SECTION 2 of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the alliance. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

SECTION 4. INSURANCE. This alliance may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this alliance against any liability asserted against such person and incurred by such person in any such capacity.

**ARTICLE VIII
MISCELLANEOUS**

SECTION 1. FISCAL YEAR. The fiscal year of the alliance shall be from July 1 to June 30.

SECTION 2. LEGAL STATUS. The Wisconsin Rural Schools Alliance is an association of members for the purposes set forth in the *Preamble* to these Bylaws and shall be governed by these Bylaws. Any change in status as an association must be approved by the membership in like manner as an amendment to these Bylaws (Article IX, Amendments).

SECTION 3. ELECTRONIC COMMUNICATIONS. A Director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among Directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

**ARTICLE IX
AMENDMENTS**

SECTION 1. AMENDMENT BY DIRECTORS. The Board may amend these Bylaws by adopting, via a two-thirds (2/3) vote of all Directors then seated, a resolution setting forth the amendment, except for the following actions which are reserved exclusively to the voting members:

- a. actions to adopt, amend, or repeal a By-Law fixing a quorum for meetings of members,
- b. prescribing procedures for removing voting members or filling vacancies in the Board of Directors,
- c. fixing the number of directors or their classifications, qualifications, or terms of office,
- d. adopting, amending, or repealing a By-Law increasing or decreasing the vote required for a member action, including voting rights related to the election of Directors per Article I, Section 3.

SECTION 2. AMENDMENT BY VOTING MEMBERS. The membership may amend the Bylaws by adopting a resolution setting forth the amendment; same must be proposed by at least fifty (50) members or ten (10) percent of the members, whichever is less, in order to be considered by the membership. The proposed amendment must be provided in writing to the Secretary of the association within sixty (60) days prior to the WiRSA annual meeting, which shall be disseminated to the certificated voting members at the annual meeting. The amendment shall be brought before the membership during the annual meeting to be voted upon.