

*Kenosha Area  
Family and Aging Services, Inc.*



*Board of Directors*

***By-Laws***

*May, 2007*

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## **ARTICLE I - NAME**

The name of this corporation shall be Kenosha Area Family and Aging Services, Incorporated.

## **ARTICLE II - PURPOSE**

The purpose of the corporation is to support the development of healthy families and prevent the abuse and neglect of children and the elderly.

Services will be provided without regard to race, color, creed, sex, age, national origin, physical handicap or income.

## **ARTICLE III - BOARD OF DIRECTORS**

- Section 1. The Board of Directors shall constitute the member ship of the corporation and shall govern its affairs.
- Section 2. The Board of Directors shall consist of the corporate officers of this corporation and not less than nine or more than fifteen elected members.
- Section 3. The Board of Directors shall c on sist of residents of, or nearby, Kenosha County.
- Section 4. New members of the Board of Directors may be elected by the existing membership of the Board from a slate presented by the Nominating Committee at the annual meeting.
- Section 5. Each Director shall be elected for a term of three years.
- Section 6. Vacancies occuring within the term of the members of Board of Directors may be filled by a recommendation of the Nominating Committee with the affirmative vote of a majority of the Directors, in person or by proxy, at any regular or special meeting of the Board at which a quorum is present.
- Section 7. Failure of a Director to maintain good standing shall operate as a resignation of office. More than three consecutive unexcused absences shall result in dismissal from the Board of Directors.

## **ARTICLE IV - DUTIES OF THE BOARD OF DIRECTORS**

The duties of the Board of Directors shall be to manage the affairs of this corporation including the following:

1. To employ and guide an Executive Direct or to carry out the policies of this corporation.
2. To confirm all of the appointments made by the president and take steps necessary to insure the carrying out of the purpose of this corporation.

3. To determine, approve and provide for the yearly budget, any changes in financial policies, and methods of raising funds.
4. To determine and approve the policies of the corporation.
5. To provide for annual audit of the books of this corporation.
6. To take appropriate steps to ensure the corporation's compliance with applicable federal, state and local laws and regulations and with contractual obligations.

## **ARTICLE V - MEETINGS**

- Section 1. The Board of Directors shall hold at least four regular meetings a year; the date, place and time of such meetings to be agreed upon in advance by the members of the Board.
- Section 2. Special meetings of the Board may be called by the President of this corporation, or upon the written request of five (5) Directors. Notice of the date, time, and place of such meeting shall be given to all members of the Board at least four days prior to the date of such meeting.
- Section 3. The annual meeting of the Board of Directors of this corporation shall be held no later than March 15, at a time and place fixed by the Board of Directors.
- Section 4. A majority of the members of the Board of Directors shall constitute a quorum at the meeting of the Board.

## **ARTICLE VI - OFFICERS**

- Section 1. The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected from the Board of Directors at the annual meeting.
- Section 2. Vacancies of any of the above offices shall be filled by the Board of Directors upon the recommendation of the Nominating Committee for the remainder of the unexpired term.
- Section 3. The officers shall be elected for terms of three years and shall serve until their successors are elected. Officers shall not serve more than two consecutive terms.
- Section 4. Duties of the Officers:
- A. The **President** shall serve as chairman in administering the affairs of the Board of Directors, shall preside at all meetings of the Board of Directors, appoint all committees, call special meetings of the Board whenever it is deemed necessary or upon the request in writing signed

by five Directors. The President shall be a member ex -officio of all standing and ad hoc committees except the Nominating Committee.

- B. The **Vice President** shall perform the duties of the President in the event of that officer's absence or inability to perform the duties of the office, and to perform such other duties as may be assigned by the president.
- C. The **Secretary** shall be the recording and corresponding officer of this corporation and shall perform such other duties as may be prescribed by law or by the Board of Directors.
- D. The **Treasurer** shall periodically, carefully and faithfully ensure accountability of all moneys and deposits in the name of the corporation, in such banks or depositories as designated by the Board of Directors; shall review the corporation's annual budget and monitor its financial reports and ensure an annual audit of the corporation's books and accounts in accordance with generally accepted accounting principles.
- E. **Executive Director**

The Board of Directors shall employ an Executive Director who, subject to the control and direction of the Board, shall have general charge and direction of the affairs and business of the corporation, shall be responsible for staff employment and termination as required; shall carry out the policies established by the Board and shall ensure compliance with applicable laws, regulations and contractual obligations. The Executive Director shall have authority to make expenditures as delegated by the Board; shall attend or delegate a representative to attend all meetings of the Board and its committees and shall be the liaison between the Board, staff and the community.

## **ARTICLE VII - COMMITTEES**

### Section 1. Appointments

The President shall appoint for the ensuing year committees as deemed appropriate for the operation of the corporation with approval of the Board of Directors.

### Section 2. Power and Duties

- A. Each committee shall have such powers and duties as the Board of Directors may determine. All committee members appointed by the President shall be subject to removal at the pleasure of the Board of Directors.

- B. Any committee may appoint sub-committees to aid in the performance of its duties.
- C. Committees shall be appointed for one year but all committee members shall be eligible for reappointment subject to such regulations as the Board may adopt.
- D. Each committee may determine the manner in which its meetings are held and called, the number of committee members constituting a quorum, and other procedural matters unless otherwise determined by the Board of Directors.

Section 3. Advisory Committees

The President shall establish and appoint advisory committees as needed to assist the corporation's programs with policy recommendation and program evaluation. Membership of advisory committees will consist of professional and consumer representatives and such other auspices as may be required by law or regulation.

**ARTICLE VIII - FISCAL POLICY**

Section 1. The fiscal year of this corporation shall be determined by the Board of Directors.

Section 2. The Executive Director shall be bonded for the faithful performance of the duties of the office in such amount as shall be determined by the Board of Directors.

Section 3. There shall be an annual audit of the corporation.

**ARTICLE IX - CONFLICT OF INTEREST**

Section 1. Conflict of interest on the part of a Director shall be disclosed to the Board of Directors and made a matter of record through an annual procedure and also when the interest becomes a matter of Director action.

Section 2. Any Director having a conflict of interest shall not vote or use personal influence on the matter, and shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation.

Section 3. Any new Director will be advised of this policy upon entering the duties of office.

**ARTICLE X - DISTRIBUTION OF ASSETS IF CORPORATION DISSOLVES**

Upon the dissolution of this corporation, the assets of the corporation shall be distributed subject to requirements of Chapter 181 of the Wisconsin Statutes and Section 501(c)(3) of the Internal Revenue Code. The Board of Directors shall, after

paying or making provisions for the payment of all of the corporation's liabilities, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

#### **ARTICLE XI - AMENDMENTS**

These by-laws may be amended at any regular or special meeting of the Board of Directors (at which a quorum is present), by a two-thirds vote thereof, provided that written notice of the substance of the proposed amendment shall have been given, at least five days prior to the date of the meeting, to all members of the Board of Directors.

#### **ARTICLE XII - RULES OF ORDER**

Meetings of the corporation shall be regulated according to the rules of parliamentary practice in Roberts Rules of Order Revised, so far as they are not inconsistent with the laws of the United States, the State of Wisconsin, the County of Kenosha and the City of Kenosha or with these By-Laws.

These By-Laws were amended by the Board of Directors on:

\_\_\_\_\_

Date

\_\_\_\_\_

President

\_\_\_\_\_

Secretary