

BYLAWS OF
SOUTHEASTERN WISCONSIN COMMUNICATIONS RESOURCE/SUPPORT GROUP
(SEWCRSG)

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be the Southeastern Wisconsin Communications Resource/Support Group (herein SEWCRSG). It shall be a nonprofit organization incorporated under the laws of the State of Wisconsin.

Section 2: The SEWCRSG is organized exclusively for charitable, scientific and educational purposes. More specifically the SEWCRSG is organized to enhance public safety communication systems by facilitating regional peer networking of emergency service and public safety providers, accomplished through:

- Regular dialogue and information sharing;
- Training;
- Communication interoperability advancement; and,
- Coordination with other related state/local initiatives.

ARTICLE II - MEMBERSHIP

Section 1: Application for voting membership shall be open to any individual that supports the purpose statement in Article 1, Section 2, and continuing membership is contingent upon being up-to-date on membership dues.

Section 2: Membership shall be granted upon a majority vote of the Board. The Board shall have the right to deny, or terminate, the membership of any individual.

Section 3: Dues and Fees.

- a. Amounts. Individual membership dues shall be set by the Board each year at the Annual Meeting. The Board shall have the right to change the amount of any dues, fees, or other charges required to be paid by members.
- b. Delinquency. Individuals whose dues are more than 60 days in arrears may be suspended, and may not vote, pending payment. Individuals whose dues are more than 90 days in arrears may be terminated as members by a majority vote of Board.
- c. Membership Year. Annual dues shall be for the membership calendar year as of January 1 to December 31. Any new member joining between January 1 and May 30 shall pay the full dues amount applied as payment for the current membership year. Any new member joining between June 1 and December 31 may have their membership dues prorated for the current membership year in accordance with a policy adopted by the Board.

Section 4: Each voting member of the SEWCRSG may attend the annual meeting.

Section 5: The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE III – MEETING OF MEMBERS

Section 1: Annual Meeting. The date, time and place of the annual meeting shall be set by the Board.

Section 2: Special Meetings. Special meetings may be called by the Officers or a simple majority of the Board. A petition signed by ten percent of the voting members may call a special meeting.

Section 3: Notice. Notice of each meeting shall be given to each voting member, electronically, not less than thirty days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS (BOARD) AND OFFICERS

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the SEWCRSG. The Board shall have up to eleven (11) members; one representative each from Jefferson, Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, Waukesha Counties or Municipalities within each County; Wisconsin State Patrol; and, Wisconsin Department of Transportation (WisDOT), and no fewer than eight (8) members, including the Officers. The board receives no compensation.

Section 2: Meetings. The Board shall meet at least quarterly, at a mutually agreed upon time and place.

Section 3: Board Elections. Up to eleven (11) Board members shall be elected by the voting membership. For election purposes, Board Members will represent each of the areas/agencies described in Article IV, Section 1.

Section 4: Election Procedures – Board Members. The President shall identify a Nominating Committee who shall, on an annual basis, nominate Board Members from the membership in good standing and as described in Article IV, Section 1. The Nominating Committee shall also be responsible for sending electronic ballots to Members no fewer than 30 days prior to the Annual Meeting. The Nominating Committee shall tally ballots and announce newly elected Board Members at the Annual Meeting.

Section 5: Election Procedures – Officers. The Board shall elect SEWCRSG officers at its first meeting after the Annual membership meeting.

Section 6: Terms. All Board members shall serve two-year terms, but are eligible for re-election. To accommodate Board continuity and term staggering, the initial Board will serve one and two-year terms.

Section 7: Quorum. A quorum must be attended by at least forty percent (40%) of the Board members before business can be transacted or motions made or passed.

Section 8: Notice. An official Board meeting requires that each Board member have electronic notice a minimum of two weeks in advance.

Section 9: Officer Duties.

The **President** shall be the chief executive officer and shall exercise general supervision over the affairs of the SEWCRSG consistent with policies of the Board. The President shall preside at all meetings of the members; shall be the principal spokesperson for the SEWCRSG; shall appoint the chairpersons of, and serve ex officio on all committees, and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board.

In the absence of the President, or in the event of the President's inability or refusal to act, the **Vice President** shall perform the duties of the President. The Vice President shall be responsible for overseeing membership activities and may perform other duties as prescribed by the Board or President.

The **Treasurer** shall keep correct and complete records of accounts, showing accurately at all times the SEWCRSG's financial condition. The Treasurer shall be legal custodian of all monies, notes, securities, and all other valuables which may come into the Organization's possession. The Treasurer shall immediately deposit all funds of the Organization coming into his/her hands in some reliable bank or other depository approved by the Board, and shall keep such bank account in the name of the SEWCRSG. Upon request by the Board, he/she shall furnish a statement of the financial condition of the Organization, and shall perform such other duties as these Bylaws may require or the Board may prescribe. The Treasurer shall be responsible for maintaining the financial records and may be required to furnish bond in such amount as shall be determined by the Board. The Treasurer shall be the chairperson of the Finance Committee described in Article V, Section 3.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records, including By-Laws are maintained.

The **Past President** shall provide continuity and serve as a resource to the Executive Committee.

Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member agencies by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent electronically to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-quarter vote of the remaining Board members.

Section 12: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent electronically by the Secretary to each Board member a minimum of two weeks in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as required for SEWCRSG operations, activities, and special projects. The President appoints all committee chairs.

Section 2: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the SEWCRSG are public information and shall be made available to the membership, Board members and the public upon written request.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent electronically with regular Board announcements.

ARTICLE VII - DISSOLUTION

Section 1: Upon the dissolution of this 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.

CERTIFICATION

These Bylaws were approved at a meeting of the acting Board by a unanimous vote on the twenty-fifth (25th) day of April in the year 2006.

Amendments to these Bylaws were approved at a meeting of the Board on October 21, 2009.