

BY-LAWS OF WISCONSIN ASSOCIATION OF SCIENCE PROFESSIONALS

ARTICLE I. OFFICES

The principal office of the association in the State of Wisconsin shall be located in the City of Madison, County of Dane. The association may have such other offices, either within or without the State of Wisconsin as the Board of Directors may designate or as the business of the association may require from time to time.

ARTICLE II. OBJECTIVES

The objectives of this association shall be:

- a. To promote the welfare of all state employees in general and science professionals in particular.
- b. To advance the concept of public service and professional integrity
- c. To provide educational services and activities designed to assist members.
- d. To promote just and equitable hiring and promotional practices based on responsibility and professional excellence and professional requirements.
- e. To promote objective methods for judging meritorious service.
- f. To promote civil service legislation and career service government.
- g. To advance the science professions.

ARTICLE III. MEMBERS

SECTION 1. Membership.

- a. A prospective member must be employed by the State of Wisconsin, and
- b. A prospective member must have a Bachelor of Science degree from a university or college with a four year curriculum in some area of a physical science or a graduate degree acceptable to the Board of Directors as hereinafter established, and
- c. A prospective member must be eligible according to the provisions of Sec. 111.81(3)(a)6i, Wisconsin Statutes.

SECTION 2. Application for Membership.

Application for membership shall be made on a form prescribed by the Board of Directors

SECTION 3. Annual Meeting.

The annual meeting of the members shall be held on the first Saturday of the month of March in each year, beginning with the year 1975, at the hour of 10:00 o'clock A.M., for the purpose of electing directors and for the transaction of such business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting of the members or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

SECTION 4. Special Meeting.

Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors, and shall be called by the President at the request of not less than one-tenth of all the members of the association entitled to vote at the meeting.

SECTION 5. Place of Meeting.

The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of the meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the association in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members represented thereat.

SECTION 6. Notice of Meeting.

Written notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary, or the officer or persons calling the meeting, to each member of record, entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail, addressed to the member at this address as it appears on the record books of the association, with postage thereon prepaid.

SECTION 7. Voting Lists.

The officer or agent having charge of the member record books of the association shall make, at least ten days before each meeting of the members, a complete record of the members in alphabetical order, with the address of each, which records, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the association and shall be subject to inspection by any member at any time during the usual business hours. Such list shall be subject also to the inspection of any member during the whole time of the meeting. The original records shall be prima facie evidence as to who are members entitled to examine such records, or the vote at any meeting of members. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

SECTION 8. Quorum.

Except as otherwise provided, a majority of the members of the association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members and a majority of votes cast at any meeting at which a quorum is present shall be decisive of any motion or election. Though less than a quorum of the members are represented at a meeting, a majority of the members represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 9. Proxies.

At all meetings of members, a member entitled to vote may vote by proxy appointed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be general, authorizing the person designated to act in his discretion and the proxies shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of the execution, unless otherwise provide for in the proxy.

SECTION 10. Voting.

Each member entitled to vote shall be entitled to vote upon each matter submitted to a vote at a meeting of members.

SECTION 11. Dues.

The monthly dues shall be payable bi-weekly to the treasurer on a payroll deduction basis as provided under the laws of the State of Wisconsin, or by yearly payment as determined by the board of Directors. Any adjustment in dues voted by the Board of Directors must be ratified by majority vote of eligible members voting by mail ballot.

SECTION 12. Collective Bargaining Contracts.

Proposed collective bargaining contracts between the Association and the State Employer shall be submitted to the members and must be ratified by a majority of the eligible members that cast a ballot. Such ratification shall be done by a mail ballot.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. General Powers.

The business and affairs of the association shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications.

Directors shall be elected on the basis of the uniform State Administrative Districts, and the number of members of the association in such district. One director shall be elected for every seventy-five members of the association or fraction thereof in each district.

Directors shall serve a three year term with one-third of the directors to be elected each year. The term of each director elected to the initial Board of Directors shall be determined by lot.

Each director shall hold office until his successor shall have been elected, or until his death or until he shall resign or shall have been removed in a manner hereinafter provided. A director may be removed from office by affirmative vote of a majority of the members entitled to vote for the election of such director, taken at a special meeting of member called for that purpose. A director may resign at any time by filing his written resignation with the President of the association.

SECTION 3. Nomination and Election of Directors.

The Elections Committee as hereinafter created shall receive nominations from the membership for the Board of Directors. An individual may be nominated by a petition signed by three members of the association from the District for which the Director will be elected. Nominations will be closed sixty days prior to the annual meeting of members. In the event that upon close of nominations no director has been nominated within a District, the Election Committee shall then proceed to nominate two candidates to be placed on the ballot for such position.

The directors shall be elected by mail ballot of the membership. Each member shall be entitled to vote for one director for each vacancy in the District in which the member resides. The individual or individuals receiving the greatest number of votes shall be elected.

Mail ballots shall provide space for write-in candidates in addition to those nominated.

Ballots for the election of directors shall be mailed to the membership thirty days prior to the annual meeting. The ballots must be returned postmarked no later than fifteen days prior to the annual meeting. All persons nominated and all directors shall be notified of the election results seven days prior to the annual meeting.

SECTION 4. Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members, and each adjourned session thereof. The Board of Directors may provide, by resolution the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings without notice other than such resolution.

SECTION 5. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any

place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 6. Notice.

Notice of any special meeting shall be given at least 48 hours previously thereto by written notice delivered personally, by telegram or by telephone. If mailed, the notice must be mailed seven days prior to the meeting. Such notice shall be deemed to be delivered when deposited in the United State mail, so addressed, with postage thereon prepaid. Whenever any notice whatsoever is required to be given to any director of the association under the Articles of Incorporation or by-laws or any other provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, not the purpose of, any regular meeting or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 7. Quorum.

Except as otherwise provided, a majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn a meeting from time to time without further notice.

SECTION 8. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these by-laws.

SECTION 9. Vacancies.

Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors.

SECTION 10. Compensation.

The Board of Directors, by affirmative vote of a majority of the directors then in office, irrespective of any personal interest of any of its members, may establish reasonable compensation for all directors for actual expenses incurred for services to the association as directors, officers or otherwise, or may delegate such authority to an appropriate committee.

SECTION 11. Presumption of Assent.

A director of the association who is present at the meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12. Informal Action with Meeting.

Any action required or permitted by the Articles of Incorporation or by-laws or any provision of law to be taken by the Board of Directors at a meeting, or by resolution may be taken without a meeting if a consent in writing, settling forth the action so taken shall be signed by all of the Directors then in office.

ARTICLE V. OFFICERS

SECTION 1. Number.

The principal officers of the association shall be a President, Vice President, a Secretary, and a Treasurer, each of whom shall be elected from the Board of Directors by the membership of the Association. No individual may hold more than one office at a time except the office of Secretary-Treasurer may be combined.

SECTION 2. Election and Term of Office.

The officers of the association shall be elected by the membership at the annual meeting. Candidates for the principal offices shall be those members elected to the Board of Directors. Each officer shall hold office until his successor shall have been duly elected or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal of Officer.

Any officer may be removed by a special mail ballot. By a two-thirds vote the Board of Directors may authorize a special ballot to the membership for the purpose of removing an officer. A majority of the votes cast shall be controlling.

SECTION 4. Removal.

Any agent appointed by the Board of Directors whenever in its judgment the best interest of the association will be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed. Appointment shall not of itself create contract rights.

SECTION 5. Vacancies

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6. President

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the association. He shall, when present, preside at all meetings of the members and of the Board of Directors. He shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents, and employees of the association as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He shall have authority to sign, execute and acknowledge on behalf of the association all contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law of the Board of Directors, he may authorize the Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents in his place and stead. In general he shall perform all duties incident of the Office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 7. The Vice President

In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such duties and shall have such authority as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. The Secretary

The Secretary shall: (a) keep the minutes of the members' and the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; and (d) to keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

SECTION 9. The Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for all monies due and payable to the association from any source whatsoever, deposit all such monies in the name of association in such banks, trust companies or other depositaries as shall be selected in accordance with the provision of Article V of these by-laws; and (b) in general perform all of the duties incident to the Office of Treasurer and have such duties and exercise such other authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors .

SECTION 10. Committees.

The President shall appoint with the approval of the Board of Directors, the following committees,

- a. Bargaining Committee.
- b. Election Committee.
- c. Grievance Representative Committee.
- d. Legislative Committee.
- e. Such other committees as may be necessary from time to time.

ARTICLE VI. CONTRACTS, CHECKS, AND DEPOSITS

SECTION 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authorization may be general or confined to specific instances.

SECTION 2. Check, Drafts, etc.

All check, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association shall be signed by such officer, or officers, agent or agents of the association and in such manner as shall from time to time be determined by or under authority of a resolution of the Board of Directors.

SECTION 3. Deposits

All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositaries as may be selected by or under authority of the Board of Directors.

ARTICLE VII. FISCAL YEAR

The fiscal year of the association shall begin on the first day of January and end on the thirty-first day of December of each year.

ARTICLE VIII. SEAL

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the State of Wisconsin and the words "corporate seal".

ARTICLE IX. AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the members through a mail ballot. The Board of Directors at any time may propose the altering, amending or repealing and adopting new by-laws. Upon the adoption of such a proposal by the Board of Directors, the proposed changes, shall be submitted to the membership for approval by mail ballot.