

Proposed changes to WNPJ's current Bylaws are shown in red. Any questions or feedback are welcome prior to our [Oct 5 member assembly](#) at (608) 250-9240 or diane@wnpj.org.

THE WISCONSIN NETWORK FOR PEACE AND JUSTICE
122 State Street, Suite 405 Madison, WI 53703

BYLAWS

Chapter I. 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-Board members~~.

C. Membership Open. ~~As the WNPJ recognizes systems of oppression in our society, The WNPJ especially it~~ 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 and valued.

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;~~
- 2) electing at least ten (10) members of the Board, including officers and at-large members, but no more than twenty (20);
- 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. ~~There may be an additional advisory position of Past Chair, filled by the immediate past Chair or Co-chair, for one year.~~ Terms of office shall be for ~~one~~ two years

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~~ **general** oversight of the personnel, administration, **policies** 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. **Officers will also** prepare the agenda for and preside at Board meetings and the annual meetings of the Steering Committee and the General Assembly. **Specific** powers and duties shall include:

A. Chair / Co-chairs. 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 ~~ensure that accurate~~ **keep the** minutes of all Steering Committee, General Assembly, and Board meetings ~~are taken, shared and filed., 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~~ **ensure** 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, **at the discretion of 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 **and** 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. ~~Terms of office.~~ All Board members are elected to two-year terms. Only half of the current members' terms end in any given year. Terms begin upon election at the General Assembly.

Section 2 ~~3.~~ 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, including the assignment of duties deemed necessary to raise funds. It shall ~~approve~~ review 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. Each member of the Board shall also serve on at least one committee or Work Group, or propose a new Work Group or committee in order to fulfill this requirement.

Section 3 ~~4.~~ Quorum. A majority of the Board members shall constitute a quorum.

Section 4 ~~5.~~ 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, postcard, or e-mail.

Section 5 ~~6.~~ Committees. There shall be ~~three~~ standing committees, Work Groups and such other committees as from time to time the Board, the Steering Committee, or the General Assembly shall determine are necessary to the healthy functioning of the WNPJ. ~~The Chair or co-chairs of the WNPJ shall serve ex-officio on all committees, except the Nominating Committee.~~

~~A. The Conference EVENTS Committee shall be responsible for organizing the spring Steering Committee, the fall General Assembly, or AND other special conferences WNPJ EVENTS 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 ~~7.~~ Vacancies. Vacancies within the Board shall may be filled for the remainder of their term by appointment of the officers Chair or Co-Chairs with the consent of the Board.

Section 7 ~~8.~~ Meetings to Be Open: ~~Exceptions.~~ All meetings shall be open. However, 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 **to five** members who shall be chosen by the Steering Committee at the spring meeting **to develop a proposed Board slate for the WNPJ.**

Section 2. Term of Office. The term of office for members of the nominating committee shall be one year, **or until a proposed Board slate is developed and accepted by the current Board and membership.**

Section 3. Procedure. Nominations **for the Board and officers** will be solicited **openly 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. 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.

Section 5. 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, class, religion, ~~or~~ **and** sexual orientation.

Chapter IX. Work Groups

No changes are proposed for this section currently, but the Board continues to consider how WNPJ's Work Groups may best serve our membership and our mission. Your comments on this are welcome!

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. Contracts. 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, **with the exception of documents related to personnel issues, which shall be reviewed for privacy concerns by Board officers prior to release.**

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.

SECTION 4. Conflict of Interest.

A. A conflict of interest transaction or arrangement is a transaction or arrangement with this corporation in which a Board member has a direct or indirect interest.

B. Any Board member with knowledge of an actual or potential conflict of interest on the part of that or any other Board member of the WNPJ shall inform the entire Board of the conflict. The Board shall obtain disclosure of the financial interest and all material facts. After any discussion with the interested person, the interested person shall leave the meeting while the Board determines whether a conflict of interest exists. If the Board determines that a conflict exists, the board shall follow these procedures to address the conflict of interest.

1) The interested person may make a presentation to the Board but after the presentation shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the conflict of interest.

2) The Board shall investigate alternatives to the proposed transaction or arrangement. After exercising due diligences, the Board shall determine whether the transaction or arrangement is fair to the WNPJ. The transaction must be approved by Board members who have no direct or indirect interest in the transaction, as outlined in Chapter XI.

3) The Board minutes shall contain the names of the persons who had a conflict of interest, the nature of the financial interest, a summary of the discussion to determine whether a conflict was present and the decision as to whether a conflict was present, the names of the officers and Board members present for the discussion and decision, a summary of the discussion, and a record of the decision.

SECTION 5. Whistleblower and fraud policies.

A. The WNPJ expects its Board members, employees and other representatives to observe high ethical standards. As representatives of the WNPJ, we must practice honesty and integrity in fulfilling our responsibilities.

B. It is the responsibility of all Board members and employees to report wrongful conduct, including fraud. Wrongful conduct includes, but is not limited to, serious violations of WNPJ policies; use of WNPJ property, resources or authority for personal gain; and any dishonest or fraudulent act.

C. No Board member or employee who in good faith reports wrongful conduct will suffer harassment, retaliation or adverse employment consequence. Any Board member or employee who retaliates against anyone who has reported wrongful conduct in good faith is subject to discipline up to and including termination of employment or removal from the Board, as applicable. This policy is intended to encourage and enable employees and others to raise serious concerns within the WNPJ prior to seeking resolution outside the organization.

D. The WNPJ encourages its Board members and employees to share their questions, concerns, suggestions, or complaints with someone who can address them properly. Employees and Board members to whom a report of wrongful conduct is made are required to immediately advise the full Board of such report of wrongful conduct.

E. Anyone filing a complaint of wrongful conduct must be acting in good faith and have reasonable grounds. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

F. A Board representative will notify the sender and acknowledge receipt of the suspected wrongful conduct within one week, unless such report was submitted anonymously. All reports will be promptly investigated and appropriate corrective action will be taken if warranted.

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. In the case where consensus is blocked, those who object to the proposal shall be part of a committee seeking resolution to the impasse. The resolution committee shall include at least one person objecting to the original proposal and one supporting it, and have at least three members total. The resolution committee shall either develop a compromise proposal to be

considered by the larger body, or shall report to them why they failed to reach agreement on a compromise proposal, by the next meeting of the larger body.

~~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.