

**Amended and Restated  
Bylaws of the  
International Association of  
Industrial Accident Boards and Commissions, Inc.**  
*Approved by the IAIABC Membership, September 26, 2024*

**ARTICLE I  
Offices**

**Section 1.1. Principal and Business Offices.** International Association of Industrial Accident Boards and Commissions, Inc. (the "Association") shall maintain a principal office in the State of Wisconsin. The Association may have such other offices, either within or without the State of Wisconsin, as may be designated by the board of directors.

**Section 1.2. Office of the Registered Agent.** The office of the registered agent of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office of the Corporation in the State of Wisconsin. The address of the office of the registered agent may be changed from time to time by the board of directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office.

**ARTICLE II  
Membership**

**Section 2.1. Members.** The Association shall have jurisdictional, associate, and honorary members as described below:

- (a) Jurisdictional Membership. A jurisdictional member is any government, tribal nation, or governmental agency that is involved directly in the administration of a workers' compensation law.
- (b) Associate Membership. An associate member is any organization, self-insurer, or individual actively interested in any phase of workers' compensation.
- (c) Honorary Life Membership. Any person who has occupied the office of president shall, upon ceasing to hold that office, become an honorary life member of the Association with full privileges other than voting. However, if an honorary life member continues to occupy an executive position with an agency that is holding or included in a jurisdictional membership, he or she may attend meetings as a representative of that member and if so designated, may vote for that member. Fees for Annual Convention registration will be waived for past presidents of the Association.

**Section 2.2. Membership Application.**

(a) Application. An application for jurisdictional or associate membership shall be in writing, shall be accompanied by the prescribed membership fee, and shall be submitted to the Association for review by the executive director of the Association. An application which meets the membership criteria stated in sections 2.1(a) and 2.1(b) above may be accepted by the executive director, in his or her discretion. The executive director shall report all accepted and rejected applications to the board of directors on a quarterly basis.

(b) Appeal. The executive director shall immediately notify any applicant whose application was rejected. The applicant may appeal the decision by filing an appeal in writing with the executive director not later than 30 days prior to the next meeting of the board of directors. The executive director shall present the appeal to the board of directors. The board of directors may accept or reject the application by majority vote and refer it back to the executive director for further action.

### **Section 2.3. Dues.**

(a) Establishment of Dues. Jurisdictional and associate members shall pay annual dues to the Association as established by the board of directors from time to time.

(b) Payment/Nonpayment of Dues. Dues shall be payable in U.S. dollars. Initial membership dues shall be prorated for the first year of membership and shall be due and payable at the time of submission of a membership application. For each year thereafter, membership dues shall be due and payable no later than the earlier of 30 days from the date of an invoice sent by the Association to such member or January 1 of each year. The board of directors, in its discretion, may extend the deadline for payment of dues for financial hardship or other extenuating circumstances.

Except as otherwise provided herein, dues not paid in full by their due date shall be considered late. The executive director shall notify the jurisdictional or associate member in writing when dues are late and may revoke membership privileges. If extenuating circumstances beyond the control of a jurisdictional member exist, the board of directors by majority vote may reduce or waive the dues for that jurisdictional member for one year.

(c) Change in Dues. The executive director shall notify jurisdictional members of a change in the amount of annual dues no less than 60 days prior to the next membership dues invoice cycle.

**Section 2.4. Default.** A jurisdictional or associate member that is in default shall have their jurisdictional or associate membership revoked. Unless otherwise arranged, a jurisdictional or associate member shall be considered "in default" if such member has not paid their membership dues within payment terms specified on their annual membership invoice.

**Section 2.5. Revocation.** Any member may have their membership revoked for nonpayment of dues, or for any activity or behavior which a 2/3rds vote of the board of directors determines by resolution to be contrary to the best interests of the Association. Upon revocation, all of the privileges of membership shall terminate. Such privileges shall include, but not be limited to, the following: access to member-only

areas of the Association's web site, designation as a member for the purpose of conference and education registration fees, leadership positions on all committees, access to the Association's staff and information resources, receipt of Association publications and correspondence, the privileges of the floor at Association meetings, and all voting rights. Re-establishment as a jurisdictional or associate member shall occur when the full amount of the dues is paid for the fiscal year in which the payment is made or at such time as determined by a 2/3rds vote of the board of directors.

**Section 2.6. Withdrawal.** A member may withdraw at any time by filing a written resignation with the executive director. Dues will be retained for services rendered unless the board of directors elects to refund dues due to extenuating circumstances. Membership rights and privileges enjoyed by the member shall cease upon the executive director's receipt of such member's notice.

### **ARTICLE III Membership Meetings**

**Section 3.1. Regular Meetings.** The board of directors may provide the time and place for the holding of regular membership meetings of the Association with notice as provided in Section 3.4 below.

**Section 3.2. Annual Business Meetings.** The annual business meeting of the membership shall be held in person at the Annual Convention. An officer of the Association shall report on the activities and financial condition of the Association during the annual business meeting.

**Section 3.3. Special Meetings.** Special meetings of the membership may be called by or at the request of the president, the president-elect, a majority of the members of the board of directors, or by jurisdictional members who hold at least 15% of the voting power of the Association.

**Section 3.4. Notice.** Notice of the date, time and place of any regular, annual or special meeting shall be given to each jurisdictional member when (a) sent by facsimile or other means of wire or wireless communication to the address or number of such member as it appears on the records of the Association, or (b) deposited in the United States mail. Unless a different time is required by Chapter 181 of the Wisconsin Statutes, such notice shall be provided at least 30 days in advance of any regular, annual, or special meeting of the members. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to such member at his or her address as it appears on the records of the Association. The purpose of and the business to be transacted at any meeting of the members shall be specified in the notice of such meeting.

**Section 3.5. Waiver of Notice.** Whenever any notice is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Association's Articles of Incorporation or Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 3.6. Representation and Votes.** Each member may send as many representatives to Association meetings as it may deem fit. Each jurisdictional member shall designate one voting representative, and should this representative be unable to attend a meeting of the Association membership, may select a proxy representative from within their agency to serve as the voting representative. Each jurisdictional member shall have one vote at an Association member meeting regardless of the number of representatives sent to any meeting in which members are asked to vote. Inter-jurisdictional proxy voting will be allowed with written notification of the proxy and agenda items to be voted on.

(a) Floor Privileges. Any jurisdictional, associate, or honorary member in attendance at Association meetings of the Association shall be entitled to the privilege of the floor subject to the limitations of the bylaws and such rules as may from time to time be adopted. Except as otherwise provided herein, a jurisdictional member shall be entitled to preference over associate or honorary members.

(b) Regional Representation. Each jurisdictional member who is not in default shall belong to a region for the purpose of representation on the Association's board of directors and Nominating Committee. These regions shall consist of four regions of the United States of America and one non-U.S. region. The United States regions include: the western jurisdictions, consisting of Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, and any tribal nations within these jurisdictions; the central jurisdictions, consisting of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin, and any tribal nations within these jurisdictions; the southern jurisdictions, consisting of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, Virgin Islands, Virginia, West Virginia, and any tribal nations within these jurisdictions; and the eastern jurisdictions, consisting of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Washington D.C., and any tribal nations within these jurisdictions. All jurisdictional members outside these regions shall be considered part of the non-U.S. region for the purpose of representation on the board of directors and Nominating Committee. Any jurisdictional member, regardless of its region, may participate as a member of any other regional organization(s) for the purpose of regional meetings, conferences, and other activities.

**Section 3.7. Quorum.** A quorum will be 20% of the jurisdictional membership.

**Section 3.8. Procedure at Meetings.** The president, and in his or her absence, the president-elect, shall call the meeting of the members to order and shall act as president of the meeting, and the treasurer of the Association shall act as secretary of all meetings of the members, but, in the absence of the treasurer, the presiding officer may appoint any other person to act as secretary of the meeting. Roberts Rules of Order Newly Revised shall be used to govern conduct of the meeting.

**Section 3.9. Action by Written Ballot.** Any action that may be taken at an annual, regular, or special meeting of members may be taken without a meeting if the Association delivers a written ballot to every

jurisdictional member entitled to vote on the matter. The term "written ballot" shall include a ballot transmitted or received by electronic means.

(a) Ballot Requirements. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

(b) Voting Requirements. Approval by written ballot under this Section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum requirement and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Solicitation Requirements. A solicitation for votes by written ballot shall include all of the following:

1. The number of responses needed to meet the quorum requirements;
2. The percentage of approvals necessary to approve each matter other than election of directors; and
3. The time by which a ballot must be received by the Association in order to be counted.

(d) Revocation. A written ballot may not be revoked.

**Section 3.10. Resolutions.** Any jurisdictional, associate, or honorary member may submit in writing one or more proposed resolutions to the board of directors no less than 90 days in advance of the Annual Convention. The board of directors shall determine whether or not such proposed resolution will be submitted to the membership for consideration during the next business meeting.

## **ARTICLE IV Board of Directors**

**Section 4.1. General Powers and Number.** The business affairs of the Association shall be managed by its board of directors. The number of the directors of the Association shall be a minimum of 3 and maximum of 13, including the officers, not including the ex-officio, non-voting members as described in Article IV, Section 4.2, who shall be appointed, elected, and serve a term as defined in Section 4.3. These Bylaws may be amended to enlarge or to reduce the number of directors except that the number of directors shall not be reduced to less than 3 per Wisconsin statute.

**Section 4.2. Election.** Upon expiration of a director's term of office, the membership, during the annual meeting, shall elect individuals to serve as members of the board of directors. Any individual elected as a director shall become a member of the board of directors of the Association. The chair of the Associate Member Council and the executive director of the Association shall each serve as an ex-

officio, non-voting member of the board of directors. A representative from IAIABC NextGen Awards Program, either a nominee or recipient, will serve as an ex-officio, non-voting member of the board of directors for a one year term.

**Section 4.3. Tenure and Qualifications.** All directors will be elected for 1 year terms. Each member of the board of directors shall be an executive with a workers' compensation agency that holds or is included in a jurisdictional membership. The term "executive" shall be defined as a high level appointed or elected official in a government workers' compensation agency, or a person employed full-time by such an agency who has demonstrated high level experience in public policy making and administration. At least 1 member of the board of directors shall be from each region as defined in Section 3.6(b). Each director shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal. A director may be removed from office for cause by the affirmative vote of a majority of the directors then in office at a special meeting of the board of directors called for that purpose. A director may resign at any time by filing his or her written resignation with the president of the Association.

**Section 4.4. Annual Meetings.** The Annual Meeting of the board of directors shall be held during the Annual Convention of the Association at a place to be decided by the board of directors.

**Section 4.5. Regular Meetings.** The board of directors may provide by resolution the time and place for the holding of regular meetings without notice other than such resolution.

**Section 4.6. Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president, the president-elect, or any two directors. The person or persons calling any special meeting of the board of directors may fix any place as the place for holding any special meeting of the board of directors, and if no other place is fixed, the place of the meeting shall be the principal business office of the Association.

**Section 4.7. Notice; Waiver.**

(a) Notice. Notice of the date, time and place of any meeting shall be given when (i) orally communicated to a director, (ii) sent by facsimile or other means of wire or wireless communication to the address or number of such director as it appears on the records of the Association, or (iii) deposited in the United States mail addressed to a director at this or her address as it appears on the records of the Association with postage thereon prepaid.

Unless a different time shall be required by Chapter 181 of the Wisconsin Statutes, (i) if notice is given orally or delivered by facsimile or other form of wire or wireless communication, such notice shall be given to each director at least 24 hours prior thereto or (ii) if mailed, such notice shall be deposited in the United States mail at least 72 hours prior thereto. The purpose of and the business to be transacted at any special meeting of the board of directors shall be specified in the notice of such meeting.

(b) **Waiver of Notice.** Whenever any notice is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the Association, a waiver thereof in writing, signed at any time by the person or persons 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 the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 4.8. Electronic Meetings.** Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the board of directors or a committee of the board of directors at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. Correspondence by facsimile or other means of wire or wireless communication shall conclusively be deemed to comply with this Section 4.8.

**Section 4.9. Quorum.** Except as otherwise provided by law, by the Articles of Incorporation or these Bylaws, a majority of the voting directors then in office shall constitute a quorum for the transaction of business.

**Section 4.10. Manner of Acting.** The act of a 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 Bylaws.

**Section 4.11. Conduct of Meetings.** The president, and in his or her absence, the president-elect, and in their absence any person chosen by the directors present shall call the meeting of the directors to order and shall act as chair of the meeting, and the treasurer of the Association shall act as secretary of all meetings of the directors, but, in the absence of the treasurer, the presiding officer may appoint any other person to act as secretary of the meeting.

**Section 4.12. Vacancies.** Any vacancy occurring on the board of directors may be filled by the board of directors of the Association until the next succeeding annual election and until a successor is elected and qualified.

**Section 4.13. Compensation.** No compensation shall be paid to any director for serving as a member of the board of directors, except that a director may be reimbursed for expenses actually incurred by such director in carrying out any activity of this Association which is within the scope of its purposes as set forth in the Association's Articles of Incorporation (and any amendments thereto).

**Section 4.14. Presumption of Assent.** A director of the Association who is present at a meeting of the board of directors is presumed to have assented to an action taken unless an abstention or dissent is noted in the meeting minutes.

**Section 4.15. Written Consent Without Meeting.** Any action required or permitted by the Articles of Incorporation, Bylaws 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 setting forth the actions so taken shall be signed by 2/3rds of the directors then in office. The Association shall immediately thereafter send the text of the written consent along with the effective date and time of such written consent to all members of the board of directors. The effective date and time of such written consent shall be the later of the date specified in the written consent or the 10<sup>th</sup> calendar day after the date on which the written consent was sent to the members of the board of directors. Correspondence by facsimile or other means of wire or wireless communication shall conclusively be deemed to comply with this Section 4.14.

**Section 4.16. Conflict of Interest.** Members of the board shall not conduct private business in any manner which places them at a special advantage because of their association with the Association. In providing advisement to the Association involving transactions of a nature which may be related to the business or profession of a member, the quality and cost of services shall have a priority and be managed in an objective and customarily competitive manner. In case of a clear conflict of interest, the member of the board will be excused from voting on an item so constituted. The board of directors may adopt a separate conflicts of interest policy if the board determines in its sole and absolute discretion that such a policy is in the best interest of the Association.

**Section 4.17. Executive Session.** At its discretion, the board of directors may call for executive session at any of its regular, annual, or special meetings. The executive director may be excused from executive session for discussion of his or her performance or compensation.

## **ARTICLE V**

### **Officers; Executive Director**

**Section 5.1. Number and Election.** The officers of the Association shall be the president, president-elect, treasurer, and immediate past president. Election of officers shall occur during the annual business meeting. The same individual may not simultaneously hold multiple offices.

**Section 5.2. Qualifications.** Officers must be members of the board of directors as defined in Section 4.3.

**Section 5.3. Terms of Office.** The elected officers shall assume office upon completion of the oath of office at the Annual Convention at which they are elected. The outgoing president-elect shall succeed to the office of the president without the necessity of election and shall assume the presidency upon the completion of the oath of office. The president, president-elect, treasurer, and immediate past president each serve 1 year terms. The line of succession for officer roles begins with the treasurer, president-elect, president, and ends with the immediate past president. An exception may be granted upon a majority vote of the board of directors. An elected officer shall continue in office until a successor has been duly elected, qualified, and sworn in or until his or her prior death, resignation, or removal.

**Section 5.4. Vacancy in Office.** If, during the term for which he or she is elected, the president,

president-elect, , treasurer, immediate past president, or member of the board of directors ceases to occupy an executive position with an agency holding or included in a jurisdictional membership, he or she shall cease to hold office in the Association. If for this or for any other reason a vacancy occurs in any of these positions, such office shall be filled for the remainder of the term as set forth below:

- (a) President. If the office of president becomes vacant, then the president-elect shall be entitled to succeed to this office and the treasurer shall be entitled to succeed to the office of president-elect. If the president-elect does not desire to succeed to the office of president, then the treasurer shall be entitled to succeed to the office of president.
- (b) Immediate Past President. If a vacancy occurs in the office of immediate past president, the vacancy shall remain vacant until filled by routine succession.
- (c) Other Officers. The board of directors, by majority vote, shall elect a successor officer (which may include the office of the president if such office has not been filled pursuant to Section 5.4(a) – (b) above) for the remainder of his or her term.

**Section 5.5. Duties of Officers.** The elected officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the board of directors, by the president, by adopted parliamentary authority, or by Wisconsin law.

- (a) Oath of Office. Elected officers shall subscribe to an oath of office.
- (b) President. The president shall function as the chief executive officer of the Association and as the primary advocate and spokesperson for the Association, and shall preside at all Association and board of directors meetings. The president may appoint a parliamentarian to advise the president on parliamentary procedure.
- (c) President-Elect. The president-elect shall attend any official event that the president cannot attend, shall preside at Association and board of directors meetings in the president's absence, and shall function as the chief executive officer, primary advocate, and spokesperson at the request of the president or in the absence of the president. The president-elect shall serve as an ex-officio member of the EDI Council.
- (d) Treasurer. The treasurer shall work with the executive director in the preparation of the annual budget and all financial reports, and shall oversee all financial transactions of the Association. The treasurer shall also review and recommend the acceptance of and/or the publishing of all financial reports and publications. The treasurer will also serve as an ex-officio, non-voting member and as the chair of the Audit and Finance Committee (defined in Section 6.1(c)(3) below).

(e) Immediate Past President. The immediate past president will serve as the chair of the Nominating Committee (as defined in Section 6.1(c)(2) below).

**Section 5.6. Executive Director.** The executive director of the Association shall be assigned such duties and responsibilities by the board of directors from time to time. The executive director shall report directly to the president of the Association. The executive director shall attend all meetings of the board of directors as an ex-officio, non-voting member of the board.

## **ARTICLE VI**

### **Committees; Associate Member Council; EDI Council**

#### **Section 6.1. Committees.**

(a) Committee Establishment. The board of directors, by resolution adopted by a majority of directors then in office, may establish such committees as it shall deem necessary and desirable to enable the Association to carry out its purposes.

(b) Committee Terms. All Committee terms and leadership positions will be calendar year positions unless otherwise noted.

(c) Standing Committees. Standing committees of the Association shall be administered as follows:

1. Executive Committee. The Executive Committee shall consist of the officers of the Association.

2. Nominating Committee. On an annual basis and at least 6 months prior to the annual business meeting, the president shall appoint representatives from no less than 5 jurisdictional members, with at least 1 representative from each region, to serve as members of the Nominating Committee. The immediate past president shall serve as chair of the Nominating Committee. Should the immediate past presidency role be vacant, the president shall appoint a member of the board of directors to serve as chair of the Nominating Committee. The Nominating Committee shall present a slate of officer and board of director candidates to the membership for vote at the annual business meeting no less than 24 hours prior to the opening of the annual business meeting.

3. Audit and Finance Committee. The Audit and Finance Committee shall consist of representatives of no less than 4 jurisdictional members, all of whom shall be appointed by the president. The treasurer of the Association shall serve as an ex-officio, non-voting member and as the chair of the Audit and Finance Committee. The Audit and Finance Committee shall serve at the pleasure of the board of directors and shall assist the board of directors in fulfilling its oversight responsibilities with respect to the audit of the

Association's accounting records, system of internal controls, and high-level financial decisions. The Audit and Finance Committee will report to the board of directors at least twice per year at The Forum and Convention, and on request by the board, and shall maintain an open and transparent relationship with the Association's outside auditors. The Audit and Finance Committee is authorized to investigate any matter or activity involving financial accounting and financial reporting, as well as the Association's internal controls. In furtherance thereof, the Audit and Finance Committee shall have access to the Association's external professionals (for example, independent accountant and attorney) who shall provide advice and counsel with respect to such matters.

**Section 6.2. Associate Member Council.** The president of the Association shall appoint no more than 15 associate members to serve as members of the Associate Member Council. The Associate Member Council (or its designee) shall meet with the board of directors at least 2 times each year to address issues of common concern. The chair of the Associate Member Council shall be elected by the members of the Associate Member Council and shall serve as an ex-officio, non-voting member of the board of directors. The Associate Member Council members shall also elect a vice chair; the chair and vice chair shall be elected by the members of the Associate Member Council for three year terms.

**Section 6.3. EDI Council.** The president of the Association shall appoint 24 representatives to serve as members of the EDI Council, with 12 representatives from the jurisdictional membership and 12 representatives from the associate membership. In addition, the president-elect will serve as an ex-officio member of the EDI Council. The EDI Council (or its designee) shall meet with the board of directors at least 2 times per year to address issues of common concern. The chair and vice chair of the EDI Council shall be elected by the members of the EDI Council for one year terms.

## **Article VII – Contracts; Loans; Checks and Deposits; Special Corporate Acts**

**Section 7.1. Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association in specific instances. No contract or other transaction between the Association and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for that purpose without counting the votes or consents of such interested directors; or (b) the fact of such relationship or interest is disclosed or known to the directors entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Association. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transactions, but such interested directors shall abstain from any vote to authorize, approve, or ratify such contract or transaction.

**Section 7.2. Loans.** No indebtedness for borrowed money shall be contracted on behalf of the Association and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the board of directors. Such authorization shall be confined to specific instances.

**Section 7.3. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by any officer of the Association or an agent of the Association duly appointed for that purpose by resolution of the board of directors.

**Section 7.4. 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 depositories as may be selected by or under the authority of a resolution of the board of directors.

## **ARTICLE VIII Amendments**

These Bylaws or any section or subsection thereof may be repealed or amended at the business meeting of any Association meeting at which a quorum is present by an affirmative vote of 2/3rds of the votes cast by the voting representatives of jurisdictional members present. Notice of any proposed amendment(s) shall be filed in writing with the president and executive director of the Association by a jurisdictional member not less than 60 days prior to the opening day of such meeting. The proposed amendment(s) shall then be submitted to a bylaws committee as appointed by the president. Notice of any proposed amendment(s) shall be given to the jurisdictional members in writing by the executive director not less than 30 days prior to such business meeting. The notice shall include a copy of the proposed amendment(s). The proposed amendment(s) shall be read or presented to the membership at least 24 hours in advance of such business meeting by a representative of any jurisdictional member that supports the proposed amendment(s) and voted on no earlier than the day following the day upon which it is read.

## **ARTICLE IX Dissolution**

The Association may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Association, no liquidating or other dividends and no distribution of property owned by the Association shall be declared or paid to any private individual, but the net assets of the Association shall be distributed as follows:

- (a) All liabilities and obligations of the Association shall be paid, satisfied, and discharged, or adequate provision shall be made therefore; and
- (b) Remaining assets shall be distributed to one or more organizations recognized as exempt from federal taxation under Section 501(c)(3) of the Code and as permitted by the Wisconsin

Statutes, as determined in the plan to dissolve adopted in the manner set forth above in this Article IX.