

ASSOCIATION OF CAREER EMPLOYEES

BYLAWS

Adopted by the Board of Directors September 25, 2023

Effective January 1, 2024

(see last page for Record of Changes)

Article I – Name

The organization's name is Association of Career Employees, Inc.

Article II – Purpose

Consistent with the Articles of Incorporation as of January 1, 2024, and consistent with tax law for a 26 USC 501(c)(3) Public Charity under 26 USC 170(b)(1)(A)(vi), or the corresponding sections of a future federal tax code, the Association of Career Employees, Inc. is organized exclusively for charitable purposes, including for such purposes, to advance a sound civil service system in the public interest, attracting the best employees on a merit basis, and retaining them to the benefit of all of the residents of Wisconsin, and to encourage public recognition of the value of civil service.

Article III – Membership

*Section 1. **Members.*** Subject to the approval of the Board of Directors, membership in the Association shall be open to all persons or entities that support the aims and purposes of the Association, who are willing to subscribe to the Bylaws and who are qualified under the Bylaws.

*Section 2. **Applications for Membership.*** All applications for membership shall be made to the Association in the manner provided from time to time by the Board of Directors. The Board of Directors may establish categories of membership with rights and privileges and the annual membership dues to be assessed for such categories of voting members and non-voting members.

*Section 3. **Resignation.*** A member may resign at any time, but such resignation shall not give any right to rebate of dues paid or to a pro rata or other share of the assets of the Association.

*Section 4. **Expulsion.*** The Board of Directors, at any meeting, by a two-thirds vote of those present, may terminate the membership of any member who in its judgment has violated the Bylaws or who has been guilty of conduct detrimental to the best interest of the Association. Such action by the Board of Directors shall be final and shall cancel all rights, interest, or privileges of the member in the services or resources of the Association.

*Section 5. **Members in Good Standing.*** All members who maintain their membership by payment of dues as required under the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privileges of membership, subject to such membership categories as the Board of Directors may establish for member persons or entities.

Article IV – Dues and Membership

*Section 1. **Dues.*** The dues of the Association shall be determined by the Board of Directors. Dues shall be paid annually or in such other manner as may be established by the Board of Directors.

*Section 2. **Termination for Non-payment of Dues.*** When at the end of any membership period, if the dues of any member remain unpaid for that period, the membership of that member may be terminated.

*Section 3. **Reinstatement.*** Any individual whose membership has been terminated for any reason except expulsion may be considered for reinstatement upon request, accompanied by the dues as determined by the Board of Directors.

Article V - Meetings

*Section 1. **Meeting Date and Time.*** A meeting of the members of the Association for the transaction of business relating to the affairs of the Association may be held on such date and at such time and place as the Board of Directors designates.

*Section 2. **Quorum.*** An attendance of 25 members, or 1/5 the membership, whichever is less, shall constitute a quorum at any meeting of the members of the Association.

*Section 3. **Meeting of members.*** A meeting of the members may be held at any time and place upon call of the Board of Directors, which it may schedule on its own initiative or which it shall schedule within 90 days upon the written request of twenty percent of the members.

*Section 4. **Notice.*** The Board of Directors shall give notice of each members' meeting to each member in good standing in such manner as the Board determines not less than twenty days prior to the meeting. The notice shall state the proposed agenda or purpose of the meeting. A failure or defect in the delivery of the notice shall not invalidate the meeting or any action taken thereof.

*Section 5. **Quorum at meeting of members.*** If a quorum is not present at any meeting of the members of the Association, the President or the designee may adjourn the meeting without notice. An announcement at the meeting of the future date, time, and place for the adjourned meeting may be provided. However, if such details of the

future meeting are not available, a written notice shall be provided of the date, time and place within 30 days of the adjourned meeting. At any duly reconvened meeting at which a quorum is present, any business may be transacted.

*Section 6. **Manner of Voting.*** At all meetings of the members of the Association, of the Board of Directors and of all committees, votes shall be cast in the manner that the Board of Directors may prescribe.

Article VI - Board of Directors and Management

Section 1. The property, business and affairs of the Association shall be managed by the Board of Directors.

*Section 2. **Composition.*** The Board of Directors shall consist of not more than twelve Directors elected for staggered three-year terms by the members.

*Section 3. **Election.*** The Directors shall be elected by a plurality of the votes of the members voting at a meeting of the membership or in such manner of voting as determined by the Board of Directors in June of each year. The Board of Directors may call a special election to fill vacancies.

*Section 4. **Term of Office of Directors.*** Each Director shall take office at the first meeting following election, or upon appointment if appointed. The Director shall hold office until the end of the term, or until resignation or removal. A Director may serve for more than one term.

*Section 5. **Vacancies in Directorships.*** If the office of any Director becomes vacant for any cause, the vacancy may be filled by the Board of Directors, without an election, with up to no more than two directorships between elections. Such filling may be effective immediately, and will be effective until the next election, the new director's resignation or removal.

*Section 6. **Removal of a Director.*** Any Director may be removed for cause by the Board of Directors by a two-thirds vote of the Directors present and voting at a regular or special meeting for which advance notice of not less than five days shall be given and in accordance with such proceedings as the Board of Directors may determine. If the membership of any Director terminates for any reason, that office as Director shall automatically become vacant.

*Section 7. **Meetings of the Board of Directors.*** The Board of Directors shall meet at least quarterly at such times and places as it may elect. At such meetings, a majority of Directors shall constitute a quorum. Notice of meetings of the Board of Directors shall be given to each Director. No failure or defect in delivery of that notice shall invalidate the meeting or any action taken at the meeting when duly constituted.

Section 8. Contracts and instruments. The Board of Directors, except as otherwise provided in the Articles of Incorporation or Bylaws, may itself enter, or may authorize any agent in writing, in the name of and behalf of the Association, to enter into any contract or execute or deliver any instruments, and such authority may be general or confined to specific instances. Unless authorized by the Board of Directors, no agent has any power or authority to bind the Association or any of its members.

Section 9. Officers, and Assignment of Responsibilities. The President may, subject to the approval of the Board, appoint from among its members persons to function in whatever capacities are deemed necessary to carry out the responsibilities of the Board of Directors. Except where stated otherwise, officers are responsible for performing assigned duties and have the authority to do so. Officers may delegate to others, including without limitation contractors, the authority to act but may not delegate the responsibility and remain responsible for the outcomes. The Board shall, at its first meeting following the annual election, elect the following officers to serve for the term ending with the next election: President, Vice President, Secretary, and Treasurer.

(a) **President.** The President shall serve as the presiding officer of all Board and member meetings, and may serve as the Association's chief representative at meetings of other associations or groups; shall appoint the chairpersons of all committees subject to their confirmation by the Board of Directors and shall assign duties and functions for elected at large members of the Board of Directors; shall serve as ex-officio member of all committees; and shall perform the duties customary of the office and such additional duties as directed by the Board of Directors.

(b) **Vice President.** The Vice President shall serve in the absence or incapacity of the President, or at the request of the President, and perform the duties of that office.

(c) **Treasurer.** In cooperation with the President, the Treasurer is responsible for the proper receipt and disbursement of funds of the Association as are required in the conduct of its affairs, shall make reports to the Board of Directors in such form and frequency as they direct; shall perform the duties customary to the office inclusive of preparing the Association's Annual Budget in consultation with the President or designee; shall make filings to the Wisconsin Department of Financial Institutions, the Wisconsin Department of Revenue, and the United States Internal Revenue Service as required, and such other duties as directed by the Board of Directors.

(d) **Secretary.** In cooperation with the President, the Secretary is responsible for recording the minutes of each meeting and submitting such minutes in written form for approval by the Board of Directors or by the general membership; shall maintain membership records; shall maintain the permanent records of the organization; and shall perform the duties customary to the office and such additional duties as directed by the Board of Directors.

Section 10. Dissolution of the Association. Consistent with the Articles of Incorporation, and with the IRS Code and tax law, in case of dissolution of the Association

and liquidation of its affairs, any money or other assets remaining after the payment of all obligations shall be distributed for such charitable or educational organizations as recognized by the Internal Revenue Service and which closely parallels the purposes and aims for which the Association was created and as the Board of Directors may determine and direct. None of the Association's funds or properties may be distributed to any of the members. Dissolution shall be only by vote of the majority of the membership of the Board. In every case the decision and determination of the Board shall be final and conclusive upon all persons in any way interested.

Article VII - Committees

*Section 1. **Nominating Committee.*** The President may appoint a Nominating Committee to nominate candidates for election as Directors. The Nominating Committee shall be comprised of only members of the Association in good standing and may solicit nominees from the membership at large.

*Section 2. **Other Committees and Assignments.*** The Board of Directors may from time to time establish other committees for any purposes deemed desirable and assign to them any appropriate subject for study and action, or for recommendation to the Board of Directors. Instructions to committees shall be in writing.

Article VIII - General

*Section 1. **Audits.*** The Board of Directors may provide for a financial audit of the Association.

*Section 2. **Fidelity Bond.*** The Board of Directors may require any employees, contractors, or members of the Association who are responsible for collection, disbursement, investment or safekeeping of funds to give bond for the faithful performance of their duties, the bond to be in such form and amount as shall be prescribed by the Board of Directors.

*Section 3. **Fiscal Year.*** The fiscal year of the Association shall be the calendar year.

*Section 4. **Notices.*** Any notice to members or to any officer or director shall be deemed sufficiently given if sent to the last post office, email, or other address furnished to the Association. All notices given by or on behalf of the Association shall be issued by the Board of Directors.

*Section 5. **Seal.*** The Board of Directors may adopt a common seal for the Association, to be in such form and to be used in such manner as the Board shall direct.

*Section 6. **Activities.*** With the object of rendering service for the general benefit of its members and others, the Association may undertake such activities as in the sole

discretion and judgment of the Board of Directors are designed to promote and develop the Association and to carry into effect the purposes stated in the Articles of Incorporation.

*Section 7. **Order of Business at Meetings.*** The order of business at meetings of the Association, of the Board of Directors and of the committees shall be as prescribed by the presiding officer; or if objection be made thereto, then by a majority vote of those present and qualified to vote. Robert's Rules of Order shall govern all meetings of the Association, of the Board of Directors and of all other committees on any point not covered by the Bylaws.

Article IX - Bylaws

*Section 1. **Basic Rules.*** The basic rules for the management and governance of the Association shall be set forth in the Bylaws. Except where otherwise stated in these bylaws, all meetings shall be conducted in accordance with Robert's Rules of Order.

*Section 2. **Amendment or Repeal.*** The Bylaws may be amended or repealed, in a manner and in content not inconsistent with the Articles of Incorporation, in the following manner only:

(a) Not less than ten percent of the members of the Association or not less than any three members of the Board of Directors may at any time propose in writing an amendment, the repeal of any existing provision, or the addition of any new provision to the Bylaws. The proposed revisions or additions shall be signed by either the required ten percent of members or three members of the Board of Directors, addressed and forwarded to the President of the Association.

(b) The Board of Directors shall consider the proposed amendment, repeal or addition at their next regular meeting. No proposed amendment, repeal or addition may be considered at any meeting of the Board unless such notice has been given to each member of the Board of Directors not less than twenty days prior to the meeting.

(c) At the meeting of the Board of Directors called in accordance with paragraph (b), the proposed amendment, repeal or addition to the Bylaws shall be considered and voted upon by the Directors present. If, at this meeting, a quorum being present, three-fourths of the Directors present vote in favor of such amendment, repeal or addition, it shall be considered as adopted by the Board of Directors and shall be effective immediately or at a future date if a future date is specified by the Board of Directors.

(d) Amendments, repeals or additions adopted by the Board of Directors shall be distributed to the members as soon as practicable as determined by the Board but no later than 30 days after adoption.

Article X - Limitations

Section 1. In accordance with the Articles of Incorporation as of January 1, 2024, the Association is not organized for profit and shall not accumulate out of income amounts which are unreasonable in amount or duration to its purpose. Any accumulation or disposal of property must be approved in advance by the Board of Directors.

SEE NEXT PAGE FOR ARTICLE XI

RECORD OF CHANGES TO BYLAWS

9/25/2023

Bylaws adopted by the Board of Directors, effective January 1, 2024. This bylaws document was drafted drawing on the text of a draft 1998 constitution and on the text of a draft 1999 bylaws. No evidence was found that either document had been officially adopted either before or after the incorporation of this association in 2004, and the Board of Directors interprets this bylaws document as a new, not revised document. A constitution is neither helpful nor necessary, and a constitution was not adopted. No bylaws nor constitution which may have been adopted by a prior corporation, the Association of Career Executives, have been found, and in any case, they would not be valid for the Association of Career Employees incorporated in 2004.

For info: It is 26 USC 501(c)(3) that makes ACE income tax exempt. It is 26 USC 170(b)(1)(A)(vi) that makes individual donations to ACE as a "charitable" organization deductible by the donor.

___/___/2023

[Suggested template for recording future changes to bylaws: Changes duly adopted by the Board of Directors.]