

WISCONSIN COALITION OF ANNUITANTS
BYLAWS REVISION ADOPTED ON MARCH 21, 2022

ARTICLE I: NAME

The name of the organization is the Wisconsin Coalition of Annuityants (“the Coalition”).

ARTICLE II: OBJECTIVES

The objectives of the Coalition shall be to bring together organizations representing Wisconsin Retirement System (WRS) annuitants to:

- (A) Share Department of Employee Trust Funds (ETF) and State of Wisconsin Investment Board (SWIB) activities.
- (B) Share proposed state and federal legislation potentially affecting the WRS or its annuitants.
- (C) Share information of interest to annuitants.
- (D) Discuss issues and problems affecting annuitants.
- (E) Promote the institutional integrity of the WRS.
- (F) Encourage and promote the effectiveness and efficiency of the WRS.

ARTICLE III: FISCAL YEAR

The fiscal year of the Coalition shall be January 1 through December 31.

ARTICLE IV: MEMBERSHIP

Section 1. Membership in the Coalition is open to any Wisconsin organization that has active or retired WRS participants.

Section 2. Membership application procedure.

- (A) Any organization seeking membership in the Coalition shall submit a written request to the Coalition secretary.
- (B) The Executive Committee screens for eligibility and, if appropriate, recommends the organization’s admission.
- (C) An organization is granted membership upon adoption by the Board and payment of dues.

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- Section 3. Each member organization shall designate a representative (Director) who comprise the Coalition’s Board of Directors (“the Board”). Organizations may designate an alternate (Alternate Director).
- Section 4. All organizations will pay the same dues regardless of their size.
- (A) Dues are payable by December 31 for the ensuing year.
 - (B) An organization that does not pay its dues by December 31 is considered not in good standing and is ineligible to vote.
 - (C) An organization failing to pay its dues by March 31 of the following year shall be terminated.
 - (D) A terminated organization may be reinstated upon payment of the current year’s dues.
 - (E) No dues will be refunded upon termination of membership.

ARTICLE V: OFFICERS; NOMINATIONS; ELECTIONS

- Section 1. The Coalition’s officers shall be Chair, Vice-Chair, Secretary, and Treasurer and comprise the Executive Committee.
- Section 2. The term of service for each officer shall be two years, beginning on January 1 of the year following the officer’s election or until the successor has been elected.
- Section 3. Nominations.
- (A) Nominations for an officer position shall be made at the Coalition’s October meeting in even-numbered years.
 - (B) Nominations may be made orally or in writing.
 - (C) A proposed nominee must consent, either orally or in writing delivered to the secretary, to the nomination.

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Section 4. Elections.

- (A) Elections shall be held during the Coalition's November meeting in even-numbered years.
- (B) If there is only one nominee for an office, the election for that office shall be by voice vote.
- (C) If there is more than one nominee for an office, the election for that office shall be by either a paper or electronic ballot.

Section 5. The duties of officers shall be those prescribed by the parliamentary authority, the Coalition's bylaws, and any Coalition standing rule.

- (A) The Executive Committee shall:
 - 1. Oversee the Coalition's business between monthly meetings.
 - 2. Review the dues amount and make recommendations to the Board at the October meeting.
 - 3. Review applications for membership.
- (B) The chair shall:
 - 1. Preside at all Executive Committee meeting, Coalition meetings, and the annual conference.
 - 2. Appoint Directors to Coalition committees.
 - 3. Call meetings.
 - 4. Furnish guidance to the Executive Committee.
 - 5. Act on behalf of the Coalition when necessary and appropriate.
- (C) The vice-chair shall assume the duties of the chair when necessary and perform other duties as directed by the chair or the Executive Committee.
- (D) The secretary shall:
 - 1. Keep the official records of the Coalition, including minutes of all Coalition meetings.
 - 2. Receives bylaw amendment proposals for referral to the Bylaws Committee.

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3. Send meeting agenda and materials to the Board no less than seven days prior to meeting.
 4. Prepare annual Coalition report.
 5. Receive officer resignation notices.
 6. Perform other duties as may be prescribed by the Executive Committee or the Board.
- (E) The treasurer shall:
1. Act as custodian of the Coalition's funds.
 2. Serve as the chair of the Finance Committee.
 3. Collect dues from member organizations.
 4. Perform financial transactions for the Coalition.
 5. Supervise the financial affairs of the Coalition.
 6. Prepare timely financial reports.
- (F) The Board is authorized to require and provide bonding for the Treasurer.

Section 6. Officer resignations shall be submitted in writing to the Coalition secretary. A resignation shall take effect upon receipt by the secretary or at the time specified in the resignation letter.

Section 7. Vacancies.

- (A) If the office of chair becomes vacant, the vice-chair shall become chair for the unexpired portion of the term.
- (B) If the vice-chair is unable to fulfill the term as chair, a special election shall be held.
- (C) All other officer vacancies shall be filled by appointment of the Board.

Section 8. Consultants and Advisors.

- (A) The chair may appoint a parliamentarian, who shall serve at the pleasure of the chair.
- (B) With the approval of the Board, the chair may appoint other consultants and advisors (e.g., historian), who shall serve at the pleasure of the chair.

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ARTICLE VI: BOARD MEETINGS AND COMMUNICATIONS

Section 1. Monthly meetings. The Board shall hold a regular meeting on the third Monday of each month. At a monthly meeting, the Board may specify a different day for the next month's meeting.

Section 2. Meeting notice.

- (A) The secretary or other authorized person shall provide each Director not less than seven days' notice of any meeting of the Board.
- (B) The notice shall include the date, time, and location of the meeting; the meeting agenda; identification of any scheduled speakers and the speakers' subjects; any special orders; and any other matters the chair requests for inclusion.

Section 3. Communications.

- (A) All communications will be transmitted electronically to Directors.
- (B) Any Director who wants to receive communications by a means other than electronic transmission must inform the secretary in writing of the method by which the person wants to receive communications.
- (C) Communications may be distributed by other means if electronic means are unavailable.

Section 4. Timeliness of notice.

- (A) The timeliness of electronic notice is measured from the Central Time Zone date when the notice is transmitted.
- (B) The timeliness of notice by other means is measured from the Central Time Zone date when the notice is deposited with a delivery service (such as the United States Postal Service, FedEx, or United Parcel Service).

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Section 5. Quorum.

- (A) A majority of the Directors constitutes a quorum.
- (B) Only the Director's attendance counts toward the quorum when both the Director and Alternate Director are present.
- (C) A majority of Executive Committee members constitutes a quorum. In the absence of a quorum, the committee may take urgent action subject to later ratification by a majority of the Board.

Section 6. Proxies.

- (A) A member organization's Director may authorize the secretary or other Director to exercise a proxy on behalf of the absent Director.
- (B) A proxy counts toward the presence of a quorum.
- (C) The proxy may be unrestricted or restricted, as specified by the Director granting the proxy.

Section 7. Voting.

- (A) Each member organization shall have one vote on any matter presented at a meeting.
- (B) Should the need arise, voting between meetings may be in writing or electronically.

Section 8. Required unanimity. The Coalition only offers public support for matters receiving a unanimous vote (excluding abstentions) from the Board.

Section 9. Annual conference.

- (A) The Coalition shall hold an annual conference.
- (B) The conference may be held in person, electronically, or by a combination.
- (C) The conference shall be open to all WRS participants and to the public.
- (D) A fee for attendance may be charged.

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Section 10. Special meetings.

- (A) A special meeting of the Coalition may be called by the chair or five Directors with notice of not less than seven days.
- (B) The call shall specify the date, time, location, and purpose of the meeting.

Section 11. Electronic meetings.

- (A) The Board, committees, and subcommittees may meet by using any electronic medium that allows all members to, in real time, hear each other and participate.
- (B) Each person electronically attending a meeting bears the responsibility of acquiring, using, and maintaining whatever electronic communications hardware and software that allows the person in real time to hear others and to participate.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. The Directors appointed by member organizations shall constitute the Coalition's Board.

Section 2. Duties. The Board shall:

- (A) Determine the policies and procedures of the Coalition.
- (B) Have authority to adopt standing and special rules of order to govern its proceedings.
- (C) Approve any changes in dues or other fees assessed by the Coalition.
- (D) Determine the time, place, and registration fee for the annual conference.
- (E) Fill vacancies in elective offices except the office of chair.
- (F) Plan and evaluate Coalition activities.
- (G) Perform any other duties defined in these bylaws or authorized or required by the parliamentary authority.

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Section 3. In accord with Article VI, Section 11, the Board is authorized to meet via electronic technology.

ARTICLE VIII: COMMITTEES

Section 1. Standing Committees. The standing committees shall be: Finance, Bylaws, and Annual Conference. The Coalition chair shall be an ex officio member of each standing committee.

(A) The Finance Committee shall:

1. Consist of the Treasurer (as chair of the committee) and not less than two Directors appointed by the Coalition chair.
2. Prepare a fiscal-year budget to be presented at the December meeting of the Board.
3. Review, amend (if necessary), and approve the Annual Conference Committee's budget for the annual conference.
4. Arrange for an audit of the Coalition's finances and report the results to the Board as directed by the Board or Coalition chair.

(B) The Bylaws Committee shall:

1. Consist of not less than three nor more than five members appointed by the Coalition chair.
2. Receive, review, and prepare proposed amendments for the Board's consideration.

(C) The Annual Conference Committee shall:

1. Consist of not less than three Directors appointed by the Coalition chair.
2. Shall select a date, time, and place for the annual conference and submit for Board consideration at least two months before the selected date.
3. Develop a conference program for Board consideration.

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4. Prepare and submit an annual-conference budget to the Finance Committee at least 60 days before the suggested date.

Section 2. Quorum.

- (A) A quorum for a standing committee shall consist of a majority of its members.
- (B) The attendance of an ex officio member shall not count toward a quorum unless needed to obtain a quorum.

Section 3. Meetings. A standing committee shall meet at the call of the committee chair or at the request of two members of the committee.

Section 4. Special Committees.

- (A) Special committees may be created by the Board with the sole purpose of addressing specific issues, topics, or programs to further the work of the Coalition.
- (B) The Board shall determine the size, composition, and duration of special committees.

ARTICLE IX: DISSOLUTION

Upon dissolution of the Coalition, all assets remaining after payment of all costs and expenses of the dissolution shall be distributed equally to each then-current Coalition member. Remaining assets shall not be distributed to any person or non-Coalition member.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised (RONR)* shall govern the Coalition in all cases to which *RONR* is applicable and in which *RONR* is not superseded by the Coalition's bylaws or any special or standing rules of order adopted by the Coalition.

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ARTICLE XI: AMENDMENT

- Section 1. Amendments may be proposed by any Director or Alternate Director.
- Section 2. Proposed amendments shall be submitted to the Coalition secretary for referral to the Bylaws Committee for consideration. After review, the Bylaws Committee shall report a proposed amendment at a regular or special meeting not less than 30 days after referral.
- Section 3. A proposed amendment shall be considered at a regular or special meeting if a written or electronic notice has been provided at least ten days before the vote.
- Section 4. Unanimous consent shall be required for approval if any amendment is proposed without prior consideration by the Bylaws Committee.
- Section 5. Adoption of an amendment to the bylaws requires a vote of at least two-thirds of Directors at a regular or special meeting of the Board.