BY-LAWS OF THE DNR SECTION OF THE STATE ENGINEERING ASSOCIATION
Approved by the Section Membership April 19, 2005

ARTICLE 1 – Name

This organization shall be known as the DNR Section, herein after referred to as the "Section", of the State Engineering Association, herein after referred to as the "Association".

ARTICLE 2 – Location

The principal place of business of the Section shall be Madison, Wisconsin.

ARTICLE 3 - Membership

Eligibility to Membership in the Section shall be as set forth in the Association Constitution, By-Laws, and Policy Statements.

ARTICLE 4 – Objectives

The objectives of the Section shall be:

A. To provide representation to the Association through a local organization for all individuals eligible for and desiring Membership.

B. To better serve the public and the Membership by promoting professional development.

C. To secure improved wages, hours, working conditions and other economic advantages through organization.

D. To engage in legislative, political, fraternal, civic, and community activities which further the interests of the Association and this Section, and its Membership, directly or indirectly.

E. To carry out the objectives of the Association as a section thereof, and its duties as such a section.

F. To prevent unnecessary conflicts of serious misunderstanding between the Membership and their employer and other labor organizations; and encourage cooperation and fair dealings with the employer and other labor organizations.

ARTICLE 5 – Affirmation of Unity

A. The Section acknowledges that the Constitution, By-Laws and Policy Statements of the Association supersede any provision of the Section By-Laws herewith or hereinafter adopted which may be found inconsistent with such Association Constitution, By-Laws and Policy Statements.

B. The Section hereby adopts as its own the Constitution, By-Laws and Policy Statements of the Association, and incorporates herein by reference, as though fully set forth herein, as they may be interpreted, modified, or amended from time to time, and the Section shall perform all the duties imposed upon a Section by said Constitution, By-Laws and Policy Statements.

C. Neither the Section, nor any of its Officers, has the power to make any contract or agreement, or to incur any other liability, which shall be binding upon the Association unless the written consent of the Association Board of Directors has been first obtained authorizing such action.

D. Neither the Section, nor any of its Officers, has been authorized or empowered to act as an agent of the Association and shall not be deemed an agent for such body unless expressly authorized in writing by the Association Board of Directors to act in that capacity.

ARTICLE 6 - Parliamentary Law

In all questions involving parliamentary procedures, including election procedures, not covered by these By-Laws or established by the Section Executive Board, Robert's Rules of Order (Revised) shall be the governing authority.

ARTICLE 7 – The Section Executive Board, Powers and Duties

Section 1. The Officers

A. The Section Executive Board (herein after referred to as the Board) shall consist of the following Officers: President, Vice President, Secretary, Treasurer and Trustees. The number of Trustees shall be as determined by the Board, with approximately one (1) per each ten (10) Section Members. However, the number of Trustees shall be at least two (2), and not more than 15, unless a greater number is approved by the Association.

B. Eligible Candidates, Nominations and Elections

1. All candidates shall be Section Members (herein after referred as Members or the Membership).
   (a) No person shall hold more than one Office at a time.
   (b) The Offices of President and Vice-President shall be subject to a limit of two consecutive elected terms. No term limits apply to other Offices

2. Prior to each election, a Nominating Committee of 2 or more Section Members shall be appointed by the President. A candidate for the Office of Trustee may serve on the Nominating Committee, but a candidate for any other Office may not.
   (a) The Nominating Committee shall provide candidates for office. Attempt shall be made to provide candidates for Trustees distributed among work units and locations.
   (b) The Nominating Committee shall secure the consent of, and judge the qualifications of, all candidates.

(c) The names of the candidates selected by the Nominating Committee shall be delivered to all members 30 days prior to the Membership Meeting for election of Officers.
(d) In addition, any Member seeking candidacy for Office may be nominated from the floor at the election Membership Meeting.

3. The President, Vice-President, Secretary, Treasurer and Trustees shall be elected by the Membership at the Annual Membership Meetings, as follows:
   (a) President and Secretary shall be elected biennially on even years.
   (b) Vice President and Treasurer shall be elected biennially on odd years.
   (c) Trustees shall be elected annually.

4. The candidate receiving the majority of votes shall be elected to office.
   (a) In the event that no candidate receives a majority of the vote with more than two names on the ballot, the name(s) receiving the least number of votes shall be dropped and a revote taken.
   (b) The Membership shall be promptly informed of the names of the Officers elected.
   (c) An Officer's term of office shall begin with their installation following the election or appointment, and terminate with the installation of a successor.

5. Vacancies
   (a) A vacancy shall be deemed to exist in the event of death, resignation or loss of membership of any Officer.
   (b) If a vacancy occurs in the Office of President, the Vice-President shall assume the Office of the President for the unexpired term.
   (c) A vacancy in the office of Vice-President, Secretary, Treasurer or Trustee shall be filled by the Board from the Membership within 45 days of such vacancy and subject to approval of the Membership at the following Annual Membership Meeting.

Section 2 – Powers and Duties of Officers.

It shall be the duty of all Officers to attend all Board Meetings and Membership Meetings; comply with the Association Constitution, By-Laws, Policy Statements, and directives; and comply with the Section By-Laws.

A. President
   1. It shall be the duty of the President to preside at meetings of the Membership and of the Board; to preserve order therein; and to enforce the Association Constitution, By-Laws and Policy Statements, all adopted by this Section; to see that all Officers perform their respective duties; and to appoint any committees deemed necessary by the President.
   2. The President shall perform all duties incidental to the Office and such other duties as may be directed by the Board or Membership from time to time.
   3. The President shall decide all questions of order, subject to appeal of the Membership; shall cast the deciding vote when a tie occurs on any question; shall announce the result of all votes; and shall have the power to call a Special Meeting when the President deems necessary or when requested in writing by 25% of the Membership.

4. The President, or another Officer selected by the President, shall represent the Section at all meetings of the Association Board of Directors and shall report to the Section Board about Association activities.
5. Upon leaving office, the President shall offer assistance to the newly elected President for a period of at least one year in order to provide continuity.
6. The President shall appoint a Nominating Committee of at least two (2) Members at least 60 days prior to election of officers.

B. Vice-President
1. It shall be the duty of the Vice-President to act as President and perform all the duties of that office in the absence of the President.
2. The Vice-President shall also perform such other duties as may be delegated by the President.

C. Secretary
1. It shall be the duty of the Secretary to take Board Meeting and Memberhip Meeting minutes, which need not be verbatim. In the absence of the Secretary, the President shall appoint another Officer to take minutes of the meeting.
2. The Secretary shall give notice to the Membership of all Membership Meetings and to the Officers of all Board Meetings, as required.
3. The Secretary shall comply with the Association By-Laws, Article 9 – Sections 3, 4, and 5.

D. Treasurer
1. The Treasurer shall make a report at each Annual Membership Meeting, and at such Regular and Special Board meetings as the Board may require, giving the financial and Membership standing of the Section, and shall keep records, vouchers, work sheets, books and accounts, and resolutions to verify the correctness of any such report.
2. The Treasurer shall comply with the Association By-Laws, Article 9 – Section 3, 4, and 5.

E. Trustees
1. It shall be the duty of the Trustees to audit the books of the Section annually, to sign the books if found correct and in agreement with the balance reported by the financial institution; to send a copy of the audit to the Association Treasurer and Section membership annually; and to furnish such information to the Association Treasurer as may be requested pertaining to finances and payments.
2. The Trustees shall, subject to the approval of the Board, represent the Members in promoting harmony and goodwill in the interpretation of work rules, including the initiation of employment grievances when deemed necessary.

Section 3 – Powers and Duties of the Board

A. Board Meetings
1. The Board shall hold an organizational meeting within fifteen (15) days of the installation of Officers.
2. Meetings of the Board shall be held at such times and places as prescribed by the Board, or as called by the President, Secretary, or Treasurer.

3. A Regular Board Meeting shall be defined as a meeting for which notice of meeting date, location and business to be discussed is distributed to the Board at least three (3) days prior to the meeting, in a manner most likely to reach the Board.
4. A Special Board Meeeting may be called by the President, Vice-President, Secretary or Treasurer, if the three (3) day notice cannot be met as required for a Regular Board Meeting. Prior to, or at, a Special Board Meeting, a majority vote of the entire Board is needed to waive the 3 day meeting notice, thereby constituting a Special Board Meeting as authorized herein.
5. A simple majority of the members of the Board shall constitute a quorum for the transaction of business at Regular and Special Meetings of the Board.
6. Each member of the Board shall have one vote. The majority of those present shall rule, except approval by a majority of the entire Board is required for the following:
   (a) Expenditure of funds in excess of $100.
   (b) Any vote taken at a Special Board Meeting.

B. Duties of the Board
1. The Board shall be subject to the limitations of the Association Constitution, By-Laws, and Policy Statements, these Section By-Laws and laws of the State of Wisconsin.
2. Funds allocated to this Section may be expended only for carrying out the objectives of the Association and this Section. The Board shall maintain full authority and responsibility for prudent expenditure of Section funds. The President and Treasurer, upon joint decision, may spend up to $100 without prior approval of the Board, and shall inform the Board in a timely manner of each such expenditure.
3. The funds of this Section shall be deposited in an account under the name of State Engineers Association, DNR Section. Such account will be kept within a banking institution located within the principal place of business of the Section.
4. All Section powers shall be exercised by or under the authority of, and the business and affairs of the Section shall be controlled by, the Board.
5. When a quorum is not present at a Membership meeting, a Special Board Meeting may be immediately called in accordance with Article 7, Section 3, A., 4., and the actions by a majority of the entire Board shall be binding. The Board may choose to accept the majority vote of Members present.

<u>ARTICLE 8</u> – Membership Meetings

A. An Annual Membership Meeting shall be held between March 15 and September 15 each year, as required by Article 8, Section 7a of the Association By-Laws at such place and time as designated by the Board. The Board may also call joint meetings with other Sections.

B. A Special Membership Meeting may be called at any time by the President, Secretary, or Treasurer, and then only for the transaction of such business as is designated in the call.

C. A quorum at an Annual or Special Membership Meeting shall consist of 25% of the Members. In the event that a quorum of the Membership is not present, a Section Board Meeting may be immediately called in accordance with the Section By-Laws, Article 7, Section 3, A., 4., and the action by a majority of the entire Board shall be binding.

D. The business of Special Membership Meetings may also be transacted by ballot via US Mail as designated by, and in accordance with, rules established by the Board.

E. Notification of meeting date, time and location, and business to be discussed shall be distributed to Members at least ten (10) days prior to the meeting, in a manner most likely to reach the Members. However, if revisions to these By-Laws are to be voted on, the Membership shall be notified of the meeting and the proposed revisions at least thirty (30) days in advance.

ARTICLE 9 – Reimbursement of Expenses

Expenses incurred by a Section Member shall be reimbursed as governed by current Association Policy Statements upon approval by the Board.

ARTICLE 10 – Saving Clauses

A. If any provision of these By-Laws shall be declared invalid or inoperative, the Association Board of Directors shall have the authority to suspend the operation of such provision during the period of its invalidity and to substitute in its place and stead a provision which will meet the objections to its validity and which will be in accord with the intent and purpose of the invalid provision.

B. If any article or section of these By-Laws should be held invalid by operation of laws, the remainder of these By-Laws or the application of such article or section to persons or circumstances other than those to which it has been held invalid, shall not be affected thereby.