

WISCONSIN DRIVER AND TRAFFIC SAFETY EDUCATION ASSOCIATION, INC. BY-LAWS

AS AMENDED DECEMBER 2012

ARTICLE I – OFFICES

The principal office of the corporation in the State of Wisconsin shall be the address of the business manager. The corporation may have such other offices as the board of directors may designate

ARTICLE II – MEMBERSHIP

SECTION 1. Types of Membership.

- (A) *Active membership* shall be available to certificated persons teaching or supervising driver education and/or traffic safety fields for high schools, vocational schools, colleges, and departments of education after application and payment of dues as established by the directors and ratified by the membership at the annual meeting.
- (B.) *Student membership* shall be made available to college and university students recommended by at least one active member of the corporation upon application and payment of such dues as established by the directors.
- (C) *Corporate membership* shall be made available to associations, or organizations who wish to support the purposes of the corporation upon application and payment of such dues as established by the directors.
- (D) *Honorary retired membership* shall be bestowed upon retirement to any active member who has retained membership for twenty (20) years, or the board of directors may bestow such membership upon a member with less than twenty years if it deems such membership appropriate. The honorary retired membership is permanent and holds all rights and privileges of active membership; however, no membership dues shall be assessed.

SECTION 2. Duration of Membership.

Such members shall continue on the membership roster so long as they remain members in good standing as established by the directors. To maintain membership in good standing, dues are payable annually as and in amounts determined by the board of directors.

ARTICLE III – MEETINGS

SECTION 1. Place of Meeting.

All meetings of the members shall be at a time and place fixed by the directors.

SECTION 2. Annual Meeting

The annual meeting of members shall be at a centrally located site in the state during the spring, at a specific time and place designated by the directors.

SECTION 3. Notice of Annual Meeting.

The WDTSEA Designate shall give not less than five (5) days written notice to each active member personally, or by mail or email said notice to state the time and place of said meeting, and to be addressed to each such member at his address/email as it appears on the records of the corporation.

When less than a quorum of active members are present, the annual meeting may be adjourned to a future date and each active member shall be notified at least five (5) days notice of such future meeting.

SECTION 4. Special Meetings.

Special meetings of the members may be called by the secretary when directed by the president or upon written direction of a majority of the directors and shall be called by the secretary when requested by one-fifth of the active members of the corporation. The secretary shall give notice of such meeting in the manner provided in the section on notice of the annual meeting.

SECTION 5. Voters.

Only active members in attendance at the annual or special meetings shall be entitled to vote.

SECTION 6. Quorum.

Ten active members shall constitute a quorum at any meeting of the members.

SECTION 7. Conduct of Meetings.

The president or, in his absence, the president elect shall preside at meetings of the members, and the secretary shall act as secretary thereof; but should such officers not be present, their junctions may be performed by the members present as chosen by those in attendance.

ARTICLE IV – DIRECTORS

SECTION 1. Board of Directors.

The board of directors shall consist of a minimum of nine voting members.

Voting members shall include four executive officers, four regional delegates, and one member delegate at large. The four executive officers are: president, president elect, president past, and secretary. The business manager shall be a member of the board of directors but shall be considered an advisor unless meeting the membership status of Article II Section 1 (A, F, or G). When the business manager meets the standard of the aforementioned article, that person shall be entitled to one vote.

SECTION 2. Regional Delegates.

The membership shall elect five (5) active delegates to be chosen as follows: four (4) of the members shall represent those sections of the state formed by drawing lines parallel to Highway 51 running north to south and Highway 10 running east to west.

The fifth delegate may be elected from any locality in the state.

The delegates shall be known and elected by members of their respective regions as follows: northwest delegate and delegate at large elected during even-numbered years; and southeast, southwest, and northeast delegates elected during odd-numbered years. All terms of office run for a period of two (2) years. In the event of a tie, a second regional ballot shall be held; in the event of a second tie, the voting shall be open to the general membership.

SECTION 3. Powers.

The board of directors shall have the general supervision, management, and control of the affairs and business of the corporation. The board of directors shall elect and/or hire a business manager and web master.

SECTION 4. Resignation and Vacancies.

A director or officer may resign at any time by filing a written resignation with the secretary, and unless a later date is fixed by its terms, said resignation shall be effective from the filing thereof.

Whenever a vacancy shall occur in the board of directors from any cause, it shall be filled by election of the board. Any director elected by the directors to fill the term of

a director left vacant by death or resignation shall serve only until his successor is elected and qualifies.

SECTION 5. Meetings of the Board.

The first meeting shall be on February 4, 1971. Thereafter an annual meeting of the board of directors shall be held in conjunction but before the annual meeting of the membership. The notice shall be the same as is required for a regular meeting of the board.

Regular meeting of the board shall be held in spring, summer, and fall/winter as fixed by the directors. Special meetings of the board shall be at the call of the president or secretary. A quorum of the board of directors shall be five voting members.

SECTION 6. Web Master

The web master shall have the responsibility to produce a quality web site as directed by the board of directors.

SECTION 7. Other Committees under the Direction of the Board.

- (A) Nomination Committee. The president elect shall head the nominating committee consisting of three (3) members at least one (1) month prior to the annual meeting. The nominating committee shall prepare a slate of names for the elective positions at least equal to the positions to be elected. Additional nominations may be made from the floor at the annual meeting provided that the intention to make such nomination has been filed with the secretary not less than ten (10) days prior to the annual meeting. A plurality shall elect.
- (B) Executive Committee. This committee shall consist of the president, president elect, president past, and secretary. The committee function is to advise the president on issues that arise which need action but for which an emergency meeting of the entire board cannot be convened.
- (C) Legislation Committee. This committee shall keep the association up to date with legislative affairs that may affect the association.
- (D) Audit Committee. Appointed by the board to audit the association finances.
- (E) Public Relations Committee
- (F) State Conference Committees
 - (1) Program Committee
 - (2) Registration Committee
 - (3) Banquet Committee
 - (4) Past Presidents Breakfast
 - (5) Exhibit Committee

- (6) Audio Visual Committee
- (7) Door Prize Committee

SECTION 8. Advisors to the Board.

Advisors are for the purpose of assisting the board to make decisions for the benefit of the association. No advisor shall be allowed to use the board for a political profit or monetary gain. Advisors shall change as conditions affecting the association change. Advisors shall be appointed by the president as non-voting members. Possible advisors may be but are not limited to the following categories: past presidents, Department of Public Instruction representatives, Department of Transportation representatives, American Automobile Association representatives, safety personnel from school districts, college professors, youth program coordinators, insurance company representatives, and automobile and truck dealer representatives.

ARTICLE V – OFFICERS

SECTION 1. Elections, Terms of Office, and Eligibility.

- Elections of executive committee (president, president elect, president past, and secretary) and the delegates shall be held at the annual meeting.
- All newly elected and end of term officers and delegates shall be effective at the conclusion of the annual meeting.
- Any active or retired or honorary retired member may run for an office or delegate position.
- The president elect and the secretary shall be elected for office in even-numbered years.

SECTION 2. Office of the President.

The president shall serve a two year term. Duties shall be to preside at all meetings of the board of directors and annual meetings, and have the general supervision and management of the corporation, subject to the control of the board of directors. The president shall have such special duties as may be prescribed by these by-laws or delegated to him by resolution of the board of directors. The president may assign advisors to the board of directors providing they are directly, or indirectly, involved in the traffic safety field. Their role is to advise, without voting privileges.

SECTION 3. Office of the President Elect.

The president elect shall serve a two year term and shall automatically succeed to the office of the president. The president elect shall discharge the duties of the president in his absence or disability, shall head the nomination committee, and in addition, such

other special duties as may from time to time be prescribed by these by-laws and be delegated by resolution of the board of directors or executive committee.

SECTION 4. Office of the President Past.

The immediate past president shall serve for two years immediately after serving as president, but may elect to serve a one year term at which time the board shall appoint a previous past president for a one year term. Duties shall be to serve as an advisor to the executive committee and the board. This person is entitled to one vote on the board of directors. Additional duties may be assigned by the board of directors or president.

SECTION 5. Office of the Secretary.

The secretary shall serve a two year term. The secretary shall keep a complete and permanent record of all proceedings of the membership meetings and of the board of directors meetings, and shall give such notice of meetings as prescribed by these by-laws.

SECTION 6. Business Manager.

The business manager is an appointee by the board of directors. The duties shall be to conduct the business of the association as directed by the executive officers and the board. The position being a part-time paid position shall be continuous. The position is as a monitoring board member requiring attendance at all board and association meetings in an advisory capacity. The business manager shall be the fiscal and disbursing agent of the corporation and shall keep and account for all monies, credits, and property received and disbursed as well as to endorse all checks, notes, bill of exchange, or other evidences of indebtedness; shall deposit funds coming into possession in such depositories as may from time to time be designated by resolution of the board of directors; and shall, in addition, perform such other and special duties as may be vested in the business manager by these by-laws or delegated by resolution of the board of directors. The business manager shall be bonded for such amount as fixed by the directors.

ARTICLE VI – AMENDMENTS

The initial by-laws shall be adopted by the board of directors. Any by-law adopted by the board of directors is subject to repeal or amendment by the members, as well as directors. Thereafter, by-laws may be adopted either by members or the board of directors.

ARTICLE VII – DISSOLUTION OR LIQUIDATION

In the event of liquidation or dissolution of the corporation, no dividends or distribution of property then owned by the corporation shall be declared or paid to any member, officer, or trustee of the corporation. In the event of liquidation or dissolution of the corporation, the assets of the corporation after payment of debts, obligations, and liabilities shall be used for the charitable or educational purposes of this corporation.

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
2. In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954.
3. Notwithstanding any other provisions of the Articles of Incorporation:
 - (A) All income of the corporation for each taxable year (for federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the corporation for federal tax under Section 4942 of the Internal Revenue Code of 1954, as amended; and
 - (B) The corporation created hereby shall not engage in any act of self-dealing (as defined in Section 4941 (d) of the Internal Revenue Code of 1954, as amended), retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, as amended, make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue code of 1954, as amended.