

# Wisconsin WIC Association (WWA)

By-Laws

Updated: 11/1/2021

## Article I – Name of the Organization

The name of this organization shall be the Wisconsin WIC (Special Supplemental Nutrition Program for Women, Infants & Children) Association.

## Article II – Mission

The mission of the Wisconsin WIC Association (WWA) is to inspire and empower the Wisconsin WIC community to advocate for and promote quality nutrition services and assure effectiveness through collaboration, cooperation, and education.

## Article III – Membership

Section 1: Classes of Membership:

The membership of this organization shall be divided into five classes of membership.

- Active Individual  
Active individual members shall be WIC staff (employees or contracted). All active members shall be entitled to cast one vote, participate in meetings, and hold elected or appointed offices and positions.
- Affiliate  
Affiliate members shall be non-WIC staff persons interested in the WIC program. These members may participate in meetings and be appointed to committees or special projects. They shall be entitled to vote, but may not hold an elected or appointed position.
- Agency Membership  
An agency rate shall be available for all Wisconsin WIC Programs. Payment of an agency rate enables all WIC staff (employees and contracted) from the participating agency to be active members in this organization. The agency rate will be established for the following caseload categories:
  - Less than 750
  - Between 751 and 1500
  - Between 1501 and 3000
  - Between 3001 and 5000
  - Larger than 5000
- Corporate  
Corporate members shall be businesses supportive of the goals of the WIC Program. These members may participate in meetings and be appointed to committees or special projects. They are entitled to one vote as a corporation, but may not hold elected positions.

- Honorary  
Honorary members shall be persons employed by the state. All honorary members may participate in meetings and be appointed to special committees or projects. They shall not be entitled to vote or hold elected positions.

Section 2: Dues:  
The annual dues for all classifications of membership shall be determined on an annual basis by the Board of Directors. This determination shall be made in the fall for the next calendar year. The membership year shall be January 1 through December 31. The annual dues are accepted as early as November 1 to begin January 1.

Section 3: The Chairperson will write an annual letter, or designate another board member to assist. The annual letter will be sent by the Regional Representatives to projects in their region for annual recruitment. The annual letter shall also be available for members through additional means, including but not limited to, the fall newsletter, FMR, and website/social media. Invoices may be provided at the request of the agency.

#### **Article IV – Governing Body**

Section 1: Board of Directors:  
The governing body of this organization shall be an eleven member Board of Directors consisting of one representative from each region and six At-Large members. Any active individual, or agency member is eligible to serve on the Board of Directors.

Section 2: Executive Committee:  
The Executive Committee of the Board of Directors shall consist of the Past-Chairperson, Chairperson, Vice-Chairperson, Treasurer and Secretary. The Executive Committee shall be elected from the eleven-member board.

Section 3: Regional Representatives:  
Two-year term, to be appointed by Directors/ Project Nutritionists of their respective region. The Regional Representative must be eligible to attend the regional meetings and Board Meetings.

- Northern, Western & Southern representatives shall be appointed in even years, as term or position allows.
- Northeast and Southeast representatives shall be appointed in odd years, as term or position allows.

Section 4: At Large Representatives:  
Two-year term, to be elected from the WWA members. The At-Large Representative must be eligible to attend Board Meetings.

- Three at-large members shall be elected in the odd year and three at-large members shall be elected in the even year, as term or position allows.

Section 5: Duties of the Executive Committee:

Past Chairperson shall:

1. advise the Executive Committee.

Chairperson shall:

1. establish and distribute the agenda for meetings.
2. facilitate Board and other meetings.
3. act as or appoint a liaison between the Association and the State WIC Program.
4. appoint an audit committee to review the treasurer's book.
5. represent Wisconsin WIC at the request of the State WIC Office.
6. exercise supervision over the Association and all of its activities and resources.
7. serve as advisor to existing Executive Committee upon term completion.
8. sign letters and documents necessary to carry out the will of the Association.

Vice-Chairperson/Chairperson-elect shall:

1. assume the duties of the Chairperson following term as Vice-chairperson.
2. preside either at the request or in the absence of the Chairperson.
3. assist the Chairperson as needed to carry out the functions of the Association.

Secretary shall:

1. record the minutes and keep records of the business of the Association and the Board of Directors.
2. distribute minutes to the membership and/or Board as directed.
3. conduct correspondence for the Association and Board.
4. maintain current Board of Directors Roster.

Treasurer shall:

1. receive the monies of the Association.
2. be accountable for the monies collected by and for the Association.
3. be responsible to pay all bills approved by the Board/Association.
4. present treasury reports at Board and Association meetings.
5. annually present books for review by an appointed audit committee.
6. maintain a current membership list.

## **Article V: Elections & Meetings**

- Section 1: Appointment of and election of WWA Board of Directors will be completed by July 31 of every calendar year.
- Section 2: Recruitment for At-Large Representatives:  
The Nominating Committee will seek nominations.
- Section 3: Taking Office:  
All Board members shall assume office at the conclusion of the fall Board Meeting. They will hold office through the fall Board Meeting of the following year. Both past and new members of the Board shall attend the fall Board Meeting.
- Section 4: Compensation:

Compensation shall not be given to any Board member for time. Board members may receive compensation for expenses for attendance of meetings.

**Section 5: Resignation:**

Any board member may resign by giving notice to the Chairperson or other officer of the Board. The resignation shall be immediate unless otherwise noted in the resignation. Should an area representative vacate during their term, their region shall appoint a replacement for the remainder of the term. Should an at-large representative vacate during their term, the Chairperson of the Board shall appoint a replacement for the remainder of the term.

**Section 6: Meetings:**

Notification of the meetings will be given at least four weeks in advance of the meeting unless regular meeting times, dates and location are established at the annual meeting. The Chairperson will accept agenda items two weeks in advance of the meetings. The Chairperson will organize and establish the order of the agenda items and send to all board members a minimum of one week prior to the meeting. The Chairperson may call special meetings, with a minimum of one-week notice. Meetings of the Board of Directors will be held at a minimum of a quarterly basis.

**Section 7: Quorum:**

The majority of Directors present at any official Board meeting shall adopt all action of the Board of Directors. A quorum shall consist of six directors present. There shall be one vote allowed per representative or representative's designee.

**Section 8: Emergency action:**

Emergency action of the Board may be taken without meeting, if all the Board Members consent in writing to such an action.

**Section 9: Record of proceedings:**

The secretary or a designee shall attend all meetings of the Board of Directors and shall record meeting notes. Minutes of all Board of Director meetings will be uploaded into the WICShare WWA Working Group file within two weeks of the meeting. The secretary will also keep a copy of the meeting minutes in his/her files.

## **Article VI – Committees**

**Section 1: Standing Committees:**

Committees include but are not limited to:

- Advocacy/Partnership
- Professional Development
- Membership/Nominating
- Finance
- Communication

Standing committees report to the Board Chairperson.

**Section 2: Appointing Committees:**

The Chairperson of the Board may appoint committees from the Board of Directors. Committees may be composed of members of the Association as well as Board Members.

- Section 3: Ad-hoc Committees:  
Ad-hoc committees shall be formed when needed and terminated at the completion of the project. Ad-hoc committees shall have a chairperson and secretary appointed by the chairperson.
- Section 4: Committee Meetings:  
One member of all standing committees must be a Board member. Committees shall elect its chairperson who shall call meetings for the committees at least annually. Each committee chairperson shall periodically report to the Board of Directors and shall annually report to the members of the Association at the regular meeting of the members.
- Section 5: WWA Board Chairperson Role in Committees:  
The Chairperson of the Board is an ex-officio member of all standing and special committees. In this role, the WWA Chair may choose to attend standing and special committee meetings.
- Section 6:** WWA representation on other Boards, Committees, or working groups  
A member of the Board of Directors shall represent WWA at the meetings of: the Local Agency Communications Committee (LACC), the Wisconsin Association of Local Health Departments and Boards (WALHDAB), and the National WIC Association (NWA) Midwestern Region. At the Fall Board meeting, representative(s) from the Board of Director shall either volunteer or be appointed by the Chair to fill these roles. The Chair or a designated board member will attend the NWA State WIC Association Working Group meetings, if applicable.

### **Article VII – Annual Meeting of Members**

- Section 1: The general meeting of members shall be held annually with prior notification to all members. (The annual meeting can be held in conjunction with the WIC and/or WWA professional development events.)
- Section 2: The Board may call additional meetings with at least one-month notice to all members.

### **Article VIII – Parliamentary Authority**

The rules contained in the latest edition of the 21<sup>st</sup> Century Robert’s Rules of Order, edited by the Princeton Language Institute, shall govern this organization in all instances when they are applicable and not inconsistent with these bylaws and any other special rules of the organization.

### **Article IX – Amendment of Bylaws**

By-laws may be amended by action of the Board and a majority of the membership voting, providing the amendment has been distributed to members for their consideration thirty (30) days prior to voting.

### **Article X – Contracts, Checks, Deposits and Gifts**

- Section 1: Contracts:  
The Board of Directors may authorize any officer or agent of the Association to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.
- Section 2: Checks, Drafts or Order for Payment:

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officers or agents of the Association as determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the treasurer shall sign such instruments.

Section 3: Deposits:  
All funds of the Association shall be deposited to the credit of the Association in such bank, trust companies or other depositories as the Board of Directors may select.

Section 4: Gifts:  
The Board of Directors or committee members may accept on behalf of the Association, any contribution, gift, bequest or device for the purpose of the Association. All gifts will be acknowledged with a receipt from WWA.

### **Article XI – Scholarship and/or Sponsorship Opportunities**

Section 1: Board of Director Sponsorships to the NWA National Policy Conference:  
The Association will support the attendance of two WWA Board Members to the NWA National Policy Conference in Washington D.C. (Previously known as the NWA Leadership Conference). Costs to be covered may include registration, hotel, and transportation, to be determined by the board prior to the conference. Meals may be reimbursed at the State rate. This support will be provided annually, as budget permits.

Section 2: Scholarships and/or Sponsorships provided for WWA Members:  
To support the educational advancement of WWA members, the Association will support members to attend other educational opportunities provided by, but not limited to, virtual and/or in-person NWA conferences or academies, WWA Biannual Professional Development Conferences, and the WI State WIC Biannual Conferences. The Board of Directors will vote on and select the educational opportunities and number of potential awards that will be granted for scholarships and/or sponsorships at least 2 months before the event. This support will be provided as budget permits.

Section 3: Applying for and Awarding Scholarships/Sponsorships:  
WWA members and non-members will have the opportunity to apply for scholarships and/or sponsorships during the application period. The Board of Directors will utilize a scoring rubric to select scholarship recipients. The Association will then award stipend(s) to cover a portion of the cost to attend the educational event. Stipend amount will be determined by the Board of Directors, as budget permits.

Section 4: Reimbursement:  
Scholarship/Sponsorship award recipients need to submit copies of receipts to the WWA Treasurer for reimbursement of the educational opportunity expenses within 30 days of payment.

Section 5: Hardship:  
Scholarship/Sponsorship recipients that indicate a hardship and cannot pay the initial cost of the educational opportunity up front can work with the WWA Treasurer and Financial Committee to determine the most appropriate form of payment to assist with attendance.

### **Article XII – Books and Records**

- Section 1: Records:  
The Association shall keep correct and complete books and records of accounts. Minutes shall be kept of the proceedings of its Board of Directors, as well as committees having and exercising any of the authority of the Board of Directors.
- Section 2: The Association will provide reimbursement with the submission of the WWA Expense Form accompanied by receipts. A Local Project's Expense Form may be acceptable.
- Section 3: The Association will maintain financial records for seven years.
- Section 4: The Association is a 501c-3 organization.
- Section 5: The Treasurer will assure completion of annual tax forms as required.
- Section 6: A third party fiscal agent is utilized to review financial records annually.
- Section 7: The Association will obtain liability insurance yearly.
- Section 8: Fiscal Year:  
The fiscal year of the Association shall follow the calendar year- January 1st through December 31<sup>st</sup>.
- Section 9: The Wisconsin WIC Association was established in 1998.