

CONSTITUTION AND BY-LAWS
OF
Mutual Aid Box Alarm System – Wisconsin, Inc.
(MABAS-Wisconsin, Inc.)

Revised August 9, 2007

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CONSTITUTION AND BY-LAWS
OF
MABAS-Wisconsin, Inc.**

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**CONSTITUTION AND BY-LAWS
OF
MABAS-Wisconsin, Inc.**

ARTICLE I. GENERAL

- 1.01 Association: This non-profit, educational organization is formed by the members of the Mutual Aid Box Alarm System – Wisconsin, Inc., also known as MABAS-Wisconsin, Inc. The organization’s members are the representatives of regional fire service mutual aid response zones (divisions). The response zones/divisions are “typically” organized by county in the State of Wisconsin.
- 1.02 Purpose: MABAS-Wisconsin, Inc., hereinafter referred to as “Organization,” was organized exclusively to promote the fire service Mutual Aid Box Alarm System (MABAS) in the State of Wisconsin by:
- a.) Providing education, operational training, technical information, and resource materials to assist developing and established division for fire service mutual aid response.
 - b.) Protect individual division autonomy and its association with the entire MABAS.
 - c.) To address and advocate for the political issues in the State of Wisconsin affecting the MABAS.
- The Corporation is organized exclusively for educational purposes in compliance with Section 501(c)(3) of the Code, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 1.03 Principal and Business Office: The Principal and Business office shall reside at the office of the President of the organization.

ARTICLE II. MEMBERS

- 2.01 Eligibility: The MABAS-Wisconsin, Inc. shall consist of Active, Associate, and Ex Officio members.
- A. Active Members: To be eligible active member of this organization, a person must be the representative (president or chair) of a recognized and approved division, be a member in good standing, and abide by the organization’s Code of Ethics. An active member shall have the privilege of the floor and voting power if designated by the division.

- B. Associate Members: An associate membership may be granted to a representative of an organization, or interested person(s) after applying for associate membership and approval by a majority vote of the active members. An associate member shall have the privilege of the floor, but do not have the power to vote on business of the organization.
- C. Ex Officio Members: By virtue of the office that certain public officials hold, they may be considered for active membership in the organization. To be recognized as an Ex Officio member, the organization's active membership must first approve the membership. The ex officio members shall have the privilege of the floor and voting power. Currently, the only ex officio member approved by the organization is the Fire Services Coordinator from Wisconsin Emergency Management.
- 2.02 Member Donations: Any member(s) may voluntarily donate to the organization and their gift would be tax deductible.
- 2.03 Voting Rights: Each recognized division will have one vote cast for elections and other business of the organization. The vote is cast by the division president or a designated representative.
- 2.04 Activity Information: Members shall be updated on activities by the Executive Board at general business meetings or by electronic means, as needed .
- 2.05 Committee Membership: Members may volunteer to be on committees as openings occur. The President of the organization will accept applications to committees and will approve all committee appointments.
- 2.06 Fund Raising: All members are invited to participate in all fund raising activities regardless of participation on the committees organizing same.

ARTICLE III. ORGANIZATION

- 3.01 Board of Directors: The Board of Directors are defined as the Active and Ex Officio members.
- 3.02 Executive Board: The Executive Board shall consist of the President, Vice President, and the Secretary/Treasurer.
- 3.03 Term: The term for Executive Board positions shall be two years. Executive Board members may serve an unlimited number of terms.
- 3.04 Meetings: The Executive Board shall hold a minimum of four (4) general business meetings per year, and as needed for the good of the organization. Meetings shall be held at a time and place designated by the Executive Board members with the August meeting being designated

as the Annual Meeting. Meetings are typically held on the second Thursday of the month, with odd numbered months in the morning and the even numbered meetings in the evening. Special meetings may be called by the President of the organization.

- 3.05 Approval: These By-Laws were initially approved by the membership on August 9, 2007.
- 3.06 Amendment: These By-Laws may be amended by 2/3 of the membership at any meeting where a quorum is present.
- 3.07 Notice: Notice for Board Meetings shall be a minimum of five (5) days prior to the meeting if written or two (2) days if personal verbal.
- 3.08 Quorum: The Quorum shall consist of greater than 50% of the active and ex officio membership.
- 3.09 Motion Approval: A motion shall pass if it is approved by a majority of voting members in attendance at a meeting where a quorum is present.
- 3.10 Meeting Rules: Where not otherwise specified in the By-Laws, "*Robert's Rules of Order*" shall govern the conduct and procedure of business meetings of the organization.
- 3.11 Voluntary Termination: Board members may terminate their position at any time they desire. A new Board member shall be elected by the voting membership at their next business meeting, and that Board member shall serve out the term of the withdrawing Board member.
- 3.12 Involuntary Termination: An Executive Board member may be terminated "For Cause" if approved by 2/3 of general members. In any attempt to have a Board member terminated For Cause, the Board member is entitled to, and may request, a hearing before a committee consisting of the remaining Board members plus five (5) randomly selected general members. That committee's decision as to the termination of the Board member shall be final.
- 3.13 Compensation: There shall be no compensation for Executive Board members.
- 3.14 Dues: There are no dues established for membership at this time.

ARTICLE IV. OFFICERS

- 4.01 Principal Officers: The principal officers of the organization shall be President, Vice President, and a Treasurer/Secretary and constitute the Executive Board of the organization. Other officers and assistant officers, as may be deemed necessary, may be elected or appointed by the membership. No two or more principal offices may be held by the same person, however one or more committee assignments can be held as a principal officer.

- 4.02 President: The President shall be the chief executive officer of the organization and, subject to the will of the membership, shall, in general (a) administer all of the business and affairs of the organization; (b) have authority, subject to such rules as may be prescribed by the membership, to appoint such agents and employees of the organization as the President shall deem necessary, to prescribe their powers, duties, terms and compensation and to delegate authority to them; (c) have authority to sign, execute and acknowledge, on behalf of the organization, reports and other documents or instruments necessary or proper to be executed in the recourse of the organization's regular business, or which shall be authorized by resolutions of the membership; (d) report to the membership; and (e) perform all duties incident to the office of President.
- 4.03 Vice President: The Vice President shall perform such duties as the President or the membership may from time to time specify. The Vice President shall conduct the meetings and the business of the organization in the absence or vacancy in the office of President.
- 4.04 Secretary/Treasurer: The Secretary position shall (a) keep the minutes of the Board of Director's meetings; (b) give all notices in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the organization's records; (d) keep a register of the post office address of each member of the organization; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or membership. The Treasurer position shall see that a true and correct accounting of the financial transactions of the organization is made and that reports of such transactions are presented to the membership. The Treasurer shall have the care and custody of the funds of the organization, and shall cause the same to be deposited in such manner in such banks as the Board of Directors may direct.
- 4.05 Elections: Elections for principal officer position(s) will be held at the August meeting. The candidates who receive the highest number of votes from the active members shall be elected to the open position. Election notice shall be given at the meeting preceding the election meeting (typically July). If the election of officers can not be held at the August meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold the office until his or her successor shall have been duly elected. For organization continuity, the President position will terminate on the odd year and alternate with the Vice President and Secretary/Treasurer positions that will terminate on the even year.
- 4.06 Removal: Any officer or agent may be removed by the active members whenever in its judgment the best interests of the organization will be

served thereby. Election or appointment shall not of itself create contract rights.

- 4.07 Vacancies. Any unexpected vacancy in any principal office shall be filled by the President, or Vice President if filling the President's position, for the unexpired portion of the term.

ARTICLE V. DUTIES OF MEMBERS

- 5.01 Business Matters: Members are encouraged to attend meetings to make resolutions and approve operational and financial business of the organization, which includes but is not limited to, establish operational guidelines, elect principal officers, approve new members and division status, and adopt an annual budget, authorize contracts, conduct internal audits, authorize payments, participate on committees, and sign organization checks.
- 5.02 Division Representative: The president or chair of the division shall be the designated representative to cast votes at a general meeting. Each division may designate in writing to the Secretary/Treasurer, one or more alternates who may represent the division in the absence of the president. Designation must be filed in writing prior to recognition at any meeting.
- 5.03 Prohibited Activities: Member divisions, fire departments, and/or individuals are prohibited from engaging in any activity or imply representation in the name of MABAS-Wisconsin without the expressed, written approval of the organization. Members are prohibited from utilizing the logo or name MABAS-Wisconsin in any private enterprise without the expressed written approval of the organization.
- 5.04 Conflict of Interest Policy: All member shall abide by the current Conflict of Interest Policy established by the organization, or be subject to removal.

ARTICLE VI. POWERS AND FINANCIAL MATTERS

- 6.01 Powers: No part of the net earnings of the organization shall inure to the benefit of, or to be distributed to its general members or Executive Board members or other private persons, except that reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I of these By-Laws. No substantial part of the activities of the organization shall be the carrying

on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws or Articles of Organization, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code, or an association, to which contributions are deductible under Section 170(c) (2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

- 6.02 Contracts: Contracts over \$1,000 requires a motion and approval of a majority of the active membership at a general business meeting.
- 6.03 Checks: All disbursements shall be by check or through an authorized automated banking system. Two (2) Executive Board members shall be authorized to sign on the organization's checking account, although only one signature is required.
- 6.04 Deposits: All funds of the organization not otherwise employed shall be deposited, typically by the Secretary/Treasurer, in a timely manner to the credit of the organization in such banks, trust companies or other depositories as may be selected by the membership.
- 6.05 Distributions: The organization may make distributions of unrestricted funds in furtherance of its tax-exempt purposes in the manner determined by the motion and approval of the membership at a general business meeting.
- 6.06 Annual Budget: The Finance Committee shall prepare an annual budget for review at the May meeting and approve at the June meeting.
- 6.07 Internal Audit: The President may designate someone other than one of the authorized signatures to review and approve the monthly bank reconciliations and financial statements.
- 6.08 Fiscal Year: The fiscal year for the organization begins July 1st and ends on June 30th.

ARTICLE VII. COMMITTEES

- 7.01 Standing Committees: The Executive Board will establish certain committees to continually monitor technical, political, and operational influences on the Mutual Aid Box Alarm System in Wisconsin. These potential committees include, but are not limited to, communications, website, Wisconsin Emergency Management, and liaison to the Illinois Mutual Aid Box Alarm System.

- 7.02 Event Committees: The Executive Board shall designate as many committees as necessary to perform the work required. An Executive Board member shall be a member of each committee. Each committee chair may ask the general membership for up to four (4) volunteers to also serve. The chair of each committee shall report on their committee's activities at each general business meeting. The committees shall organize each event, but all members shall be invited to participate in the fund raising activities. Meetings of individual committees shall be at the discretion of the chairperson. Potential event committees may be for the fundraising events.
- 7.03 Education/Training Committees: A main point of the organization's mission is to provide education, operational training, technical information, and resource materials assistance to developing and established response divisions.
- 7.04 Finance Committee: A Finance Committee may be set up by the Executive Board and shall consist of the Secretary/Treasurer and two (2) non-Executive Board members. The Secretary/Treasurer or a Finance Committee member shall present financial statements at all business meetings. The Finance Committee shall also conduct and prepare an annual audit for the July business meeting. The Finance Committee and the President will prepare an annual budget for review at the May meeting and adoption at the June meeting.

ARTICLE VIII. WITHDRAWAL, EXPULSION, TERMINATION & DISSOLUTION

- 8.01 Withdrawal: Any member may terminate its participation and membership in the organization at any time, provided that the member wishing to terminate shall give written notice to the President specifying the date of the termination. Such notice is to be given a minimum of ninety (90) days prior to the specified termination date. The written notice herein shall be given by personal delivery, registered mail, or certified mail to the office of the President.
- 8.02 Expulsion: Members may be expelled from the organization for cause associated with a vote of two-thirds (2/3) of the active members. Expulsion may be carried out for one or more of the following reasons:
- A. Failure to repay debts owed or make payments to the organization as promised.
 - B. Withholding or elimination of fire suppression or emergency medical resources to member agencies to a point where it places an unwarranted burden on one or more members of the organization.

8.03 Termination and Dissolution: Upon the termination and dissolution of the corporation, the Executive Board shall, after paying or making provisions for the payment of all liabilities of the organization, distribute all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or corporation organized and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

_____ Date: _____
Name, Title of Organizer

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