

## BYLAWS

### OF

## WISCONSIN ASSOCIATION OF INTERNATIONAL EDUCATORS INC.

*Updated 01/11/2018*

### ARTICLE I. NAME, INCORPORATION, PURPOSE AND OFFICE

Section 1.1. **Name.** The name of this corporation shall be Wisconsin Association of International Educators Inc.

Section 1.2. **Incorporation.** The corporation shall be incorporated under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes.

Section 1.3. **Purpose.** The corporation is formed exclusively for charitable, educational, or scientific purposes within the meaning of Internal Revenue Code ' 501(c)(3). To the extent consistent with that general purpose, the specific purposes of the corporation shall be to advance international education and exchange and provide opportunities for professional development of those participating in the field.

Section 1.4. **Offices.** Until no longer required by the Wisconsin Nonstock Corporation Law, the corporation shall have a registered office at all times in the State of Wisconsin. The board of directors may from time to time change the registered agent, the registered office, or the principal office. The Wisconsin Department of Financial Institutions, which maintains the database of all for-profit and non-profit corporations, must be kept appropriately notified of any change to the name and/or address of the registered agent for WAIE.

### ARTICLE II. MEMBERS

Section 2.1. **Membership.** The corporation shall have only one category of members. An individual becomes a member by (a) completing a membership application on the corporation's website or (b) otherwise providing the individual's name and necessary contact information to the corporation. To be considered eligible for membership in WAIE, a professional interest in the state of Wisconsin is required. Community members and others interested in the field may also be considered for membership.

Section 2.2. **Dues.** Unless and until the bylaws are amended to provide otherwise, members are not required to pay any dues.

Section 2.3. **Annual and Special Meetings.** A meeting of the members shall be held at least once per year. If called by the board of directors, the members may also hold additional meetings from time to time.

Section 2.4. **Voting.** Members have the right to vote on any matters that come before them by the board of directors or the chair. In particular, as provided below, they have the right to vote on which member should be the Chair-Elect (who shall later automatically become the Chair and Past Chair) of the corporation.

Section 2.5. **Quorum.** For the transaction of business at any meeting of the members, the majority of the members present at the meeting (in person or by proxy) shall constitute a quorum. In the case of an electronic vote, a quorum shall be defined as the majority of members who cast a vote.

Section 2.6. **Manner of Acting.** The act of a majority of the members who are present (in person or by proxy) at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or the articles of incorporation or these bylaws.

### **ARTICLE III. BOARD OF DIRECTORS**

Section 3.1. **General Powers.** The affairs of the corporation shall be managed by its board of directors. The board of directors shall have all the powers permitted to such a body under the Wisconsin Nonstock Corporation Law, except as limited by the articles of incorporation or these bylaws.

Section 3.2. **Number, Election, Tenure, and Qualifications.** The number of directors of the corporation shall be three. The three directors shall be those individuals who hold the positions of Chair, Chair-Elect, and Past Chair. The Chair-Elect shall be elected by the members of the corporation. After serving as Chair-Elect for one year, the Chair-Elect shall automatically become the Chair, without need for an additional vote by the members. After serving as Chair for one year, the Chair shall automatically become the Past Chair, without any need for an additional vote by the members. The Past Chair will serve for one year. To be eligible to serve as a director (chair, chair-elect, or past-chair), the candidate must meet WAIE membership requirements and one or more of the following criteria: Previous experience on WAIE Leadership Team, previous

leadership in NAFSA, or previous leadership in another professional organization in the field of international education.

Section 3.3. **Chair.** The Chair shall in general supervise and control all of the business affairs of the corporation and shall, when present, preside at all meetings of the board of directors.

Section 3.4. **Chair-Elect.** The Chair-Elect shall act for the Chair when the Chair is not present or not able to act.

Section 3.5. **Past Chair.** The Past Chair shall act for the Chair when both the Chair and the Chair-Elect are not present or not able to act.

Section 3.6 **Vacancies.** A vacancy in the chair position because of death, resignation, removal, disqualification, or otherwise shall be filled by the chair-elect and elections shall be held for a new chair elect. If the chair position must be vacated because the chair no longer has professional interests in the State of Wisconsin, the chair could continue to serve (if he/she chooses) for a reasonable period of time (the length of which will be at the discretion of the leadership team) during the transition.

Section 3.7. **Annual and Regular Meetings.** The annual meeting of the board of directors shall be held at the annual conference. The board of directors may hold additional regular meetings from time to time.

Section 3.8. **Special Meetings.** Special meetings of the board of directors may be called by or at the request of any director. The director calling any special meeting of the board of directors may fix any reasonable place for the holding of the special meeting.

Section 3.9. **Notice; Waiver; Participation.** Notice of each meeting of the board of directors shall be given to each director at least 5 days prior to the meeting. Whenever any notice whatever is required to be given to any director of the corporation under the articles of incorporation or bylaws or any provision of the law, a waiver thereof in writing, signed at the time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at (or participation in) a meeting shall constitute a waiver of notice of such meeting, except where a director objects at the meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Any or all directors may participate in a regular or special meeting or in a committee meeting, and any meeting may be conducted, through the use of any means of communication by which (1) all participating directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors.

Section 3.10. **Quorum.** Two of the three directors shall constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 3.11. **Manner of Acting.** The act of two directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or the articles of incorporation or these bylaws.

Section 3.12. **Conduct of Meetings.** Meetings of the board of directors shall be chaired by the first office holder listed below who is present at the meeting: chair, chair-elect, or past chair. The Chair-Elect shall record the actions taken at the meeting.

Section 3.13. **Compensation.** Directors shall serve without compensation but may be reimbursed for reasonable out-of-pocket expenses incurred in rendering services to the corporation.

Section 3.14. **Presumption of Assent.** A director of the corporation who is present at a meeting of the board of directors (or a committee thereof which he or she is a member) at which an action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.15. **Committees.** The board of directors, by affirmative vote of a majority of the directors then in office, may designate one or more committees for any purpose. The committees, if any, shall have and may execute such powers as are provided in the resolution of the board of directors designating such committee, as such resolution may from time to time be amended and supplemented. Each such committee shall elect a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall make such reports to the board of directors of its activities as the board of directors may request.

Section 3.16. **Unanimous Consent without Meeting.** Any action required or permitted by the articles of incorporation or bylaws or any provision of law to be taken by the board of directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members of such committee entitled to vote with respect to such action.

#### **ARTICLE IV. OFFICERS (“LEADERSHIP TEAM”)**

Section 4.1. **Number and Qualifications.** The officers of the corporation (the corporation’s “Leadership Team”) shall consist of the following positions: Chair; Chair-Elect; Past Chair; English as a Second Language (ESL) representative; Education Abroad Representative; Admissions/Recruitment Representative; International Student and Scholar Services (ISSS) Programming Representative; ISSS Regulations Representative; Two-Year Institution Representative, Social Media/Website Coordinator, Membership and Communications Coordinator, and Treasurer. The chair may create positions (officers and/or non-officers) as needed. A majority vote by the corporation’s leadership team is required to eliminate a position. Any two or more offices may be held by the same person.

Section 4.2. **Duties.** The duties of the officers shall be those enumerated herein and any further duties designated by the Chair. The duties herein specified for particular officers may be transferred to and vested in such other officers as the board of directors shall elect or appoint, from time to time and for such periods or without limitation as to time as the board of directors shall order.

Section 4.3. **Election and Term of Office.** Each officer position (other than the Chair, Chair-Elect, and Past Chair, which shall be filled as described above in Article III regarding the board of directors) shall be filled by individuals who are appointed to that position by the Chair, in consultation with WAIE leadership team. Such appointments shall be for three-year terms. Officer positions may be renewed annually after their initial three years of service. Members interested in being appointed to an officer position may complete an application.

Section 4.4. **Removal.** Any officer or agent may be removed by the Chair whenever in the Chair’s judgment the best interests of the corporation will be served thereby.

Section 4.5. **Vacancies.** A vacancy in any officer position because of death, resignation, removal, disqualification or otherwise, shall be appointed or filled by the Chair for the unexpired portion of the term.

Section 4.6. **Other Assistants and Acting Officers.** The board of directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the board of directors shall have the power to perform all the duties of the office to which he or she is appointed to act, except as such power may be otherwise defined or restricted by the board of directors.

Section 4.7. **Compensation.** All officers shall serve for no compensation from the corporation. Nevertheless, the corporation may reimburse each officer for all expenses that are reasonably incurred for the benefit of the corporation or in connection with the officer's activities on behalf of the corporation.

## **ARTICLE V. CONTRACTS AND FISCAL MATTERS**

Section 5.1. **Contracts.** The Chair may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all contracts made by the corporation shall be executed in the name of the corporation by the Chair.

Section 5.2. **Debt.** No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution by or under the board of directors. Such authorization may be general or confined to specific instances.

Section 5.3. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the Chair or by such officer or officers, agent or agents of the corporation and in such manner, as shall from time to time be determined by or under the authority of the Chair.

Section 5.4. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as may be selected by or under the authority of a resolution of the board of directors.

Section 5.5. **Fiscal Year.** The fiscal year of the corporation shall end on the last day of June each year.

## **ARTICLE VI. OFFICERS AND DIRECTORS LIABILITY, INDEMNITY, AND TRANSACTIONS WITH CORPORATION**

Section 6.1. **Liability of Directors and Officers.** No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him, in good faith, as a director or officer and the corporation, or of any other corporation which he or she serves as a director or officer at the request of the corporation, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he or she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled as a matter of law.

Section 6.2. **Indemnity of Officers and Directors.** Every person who is or was a director or officer of the corporation, and any person who may have served at its request as a director or officer of another corporation, shall (together with the heirs, executors and administrators of such person) be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his or her duties, if such director or officer was acting in good faith in what he or she considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal. The corporation by its board of directors, may indemnify in like manner, or with any limitations, any employee or former employee of the corporation with respect to any

action taken or not taken in his or her capacity as such employee. The foregoing rights of indemnification shall be in addition to all rights to which officers, directors or employees may be entitled as a matter of law.

Section 6.3. **Transactions with the Corporation.** No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE VII. AMENDMENTS

Section 7.1. **By Members.** These bylaws may be altered, amended, or repealed and new bylaws may be adopted, by affirmative vote of a majority of the members present at any meeting at which a quorum is present (in person or by proxy) or the affirmative vote of a majority of members by electronic voting.

Section 7.2. **Implied Amendments.** Any action taken or authorized by the members, which would be inconsistent with the board of directors, which would be inconsistent with the bylaws then in effect, but which is taken or authorized by affirmative vote of not less than the number of members required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far as is necessary to permit the specific action so taken or authorized.

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The undersigned Sarah Christensen, the chair of the Wisconsin Association of International Educators Inc. hereby certifies that, at a meeting on the \_\_\_\_\_ day of

\_\_\_\_\_, 2017, the members of the corporation adopted the amended and restated bylaws as set forth above.

\_\_\_\_\_  
Sarah Christensen

\_\_\_\_\_  
Date