

BYLAWS OF THE WISCONSIN ASSOCIATION FOR THE TREATMENT OF SEXUAL ABUSERS (WiATSA)

A WISCONSIN NONPROFIT CORPORATION

LAST AMENDED JANUARY, 2020

ARTICLE 1. NAME

The name of this organization shall be Wisconsin Association for the Treatment of Sexual Abusers, Inc. (“WiATSA”)

ARTICLE 2. PRINCIPAL OFFICE

The principal office of the Corporation shall be located in Madison, Wisconsin, Dane County, and the Post Office Address shall be 1213 N. Sherman Ave. #222, Madison, Wisconsin 53704

ARTICLE 3. PURPOSE

SECTION 1. IRS SECTION 501(c)(3) PURPOSES

- a) This Corporation is organized exclusively for charitable, educational and scientific purposes, 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.
- b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political candidate for public office. Notwithstanding any other provision in this document, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not 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.

- d) No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not carry on any other activity not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3)-(4) of the Internal Revenue Code or by an organizations contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. The organization will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. The organization will not engage in any act of self-dealing as defined in Section 4943(c) of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this Corporation shall be:

- a) To provide education, training, and a forum for consultation to Wisconsin professionals who assess, treat, and supervise individuals who have committed sexual abuse.
- b) To promote ethical standards and competent practice in the assessment, treatment, and supervision of individuals who have committed sexual abuse.
- c) To contribute to the prevention of sexual abuse.

ARTICLE 4. MEMBERSHIP

SECTION 1. MEMBERSHIP REQUIREMENTS

Membership in good standing in the Association for the Treatment of Sexual Abusers (ATSA) is a prerequisite for WiATSA membership. Any ATSA member who is licensed, practices, or resides in Wisconsin may request to become a member of WiATSA. Membership shall be determined by an affirmative majority vote of the Board of Directors.

SECTION 2. MEMBERSHIP VOTING RIGHTS

Any one individual may hold no more than one membership. The rights and privileges of all members shall be equal. Members shall have no proxy rights. All members shall be subject to the Corporation's conflict of interest policy.

SECTION 3. PROPERTY RIGHTS

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Corporation, nor shall any of such property or assets be distributed to any member upon the dissolution of this Corporation.

SECTION 4. LIABILITY OF MEMBERS

No member of this Corporation shall be personally liable for any of the Corporation's debts, liabilities, or obligations.

SECTION 5. TRANSFER, TERMINATION, AND REINSTATEMENT

- a) Membership in the Corporation is nontransferable.
- b) Membership shall automatically terminate on the resignation or death of a member.
- c) Membership shall terminate by majority vote of the Board of Directors if the reason for termination is nonpayment of dues, or by a two-thirds vote of the Board of Directors for any other reason that in its sole discretion warrants termination.
- d) Individuals whose membership has been terminated may apply for reinstatement following a procedure established by the Board of Directors.

ARTICLE 5. CERTIFICATE OF MEMBERSHIP

SECTION 1. CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be of such form as may be determined by the board of Directors. Such certificates shall be signed by the president and shall be sealed with the seal of the Corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued on such terms and conditions as the Board of Directors may determine.

ARTICLE 6. MEMBERSHIP DUES

SECTION 1. ANNUAL DUES

The Board of Directors may determine from time to time the amount of the application fee and the amount of annual dues payable to the Corporation by members. The fees and dues charged to members may vary by the classification of the members.

SECTION 2. PAYMENT OF DUES

Dues shall be payable by the FIRST day of FEBRUARY in each fiscal year. The Board of Directors may establish penalties or fees that must be paid in the event dues are paid untimely.

ARTICLE 7. MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING.

An annual meeting of members shall be held at a place and time designated by the Board of Directors, but shall under normal circumstances be held during the annual WiATSA conference.

SECTION 2. SPECIAL MEETINGS

The President may call a special meeting of the Members upon giving notice in the manner herein described for an annual meeting, except that the notice shall also specify the purpose of the special meeting. If necessary, special meetings may otherwise be conducted via e-mail, as prescribed herein.

SECTION 3. NOTICE OF MEETINGS

Notice stating the place, day, and hour of any meeting of members shall be delivered not less than seven (7) nor more than ninety (90) days prior to the date of such meeting. Notices shall be sent via electronic means unless a member specifically requests a physical notice be mailed to them.

SECTION 4. QUORUM

At least twenty-five percent (25%) of the Corporation's members present at an annual or special meeting shall constitute a quorum sufficient to transact business.

ARTICLE 8. BOARD OF DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The Corporation shall have a minimum of three (3) and maximum of fifteen (15) individuals serving on the Board of Directors, which sum shall include the following Officers: President, Secretary, and Treasurer. Non-Officer Board Members shall be deemed "at large" members. Collectively, they shall be known as the Board of Directors (or "Board").

SECTION 2. DIRECTOR TERM OF OFFICE

Directors shall be elected to a four (4)-year term. There is no limit to the number of terms a Director may serve.

SECTION 3. DIRECTOR ELECTION

Election of the at-large Directors shall be determined by the majority vote of WiATSA members. Elections shall occur electronically every four (4) years beginning the year of 2020, taking place during the same month as, and approximately one (1) week after the annual WiATSA conference. Electronic votes shall be cast in the manner prescribed by the Board of Directors, but under no circumstances shall an election have been deemed occurred unless and until all members of the Corporation have been sent the electronic ballot and been given no less than forty-eight (48) hours to cast their vote. Any vote not cast shall be deemed an abstention. The Corporation's Secretary shall maintain a ledger of all votes cast in any electronic election, which shall be available upon request by any member. The rules of electronic voting otherwise proscribed herein shall not govern electronic elections hereunder.

SECTION 4. COMPENSATION

- a) Service as a member of the Board of Directors is understood to be voluntary and Directors shall not expect to be remunerated for Board membership.
- b) The Board of Directors, by an affirmative vote of a majority of the directors, and irrespective of any personal interest of any of its members, may establish reasonable compensation to any or all Directors for specific services to the Corporation.

SECTION 5. BOARD MEETINGS

The Board of Directors shall meet monthly, unless otherwise determined by the Board President. Board meeting minutes shall be recorded by the Secretary and posted on the WiATSA public website. At the end of each Board meeting, the President shall identify the date, time, and place for the next meeting, which will be posted in the minutes. Board members may participate in meetings in person, via videoconference, or by telephone, so long as all members present are capable of hearing and being heard on all business being transacted. In the case immediate action is necessary to act upon, the President or any Officer may submit a resolution for vote to the Board via email. Board meetings shall be presided over by the President or his/her designee. Board members must participate in at least 80 percent of Board meetings per year.

SECTION 6. SPECIAL MEETINGS

The President, or any two other directors, may call a special meeting of the Board of Directors upon giving notice to the Board of Directors in the manner herein described for an annual meeting, except that the notice shall also specify the purpose of the special meeting. Special meetings may be conducted via e-mail, as prescribed herein.

SECTION 7. QUORUM

The presences of no less than twenty-five percent (25%) of the Directors present in person, telephone, or video conference at any Board of Directors meeting shall be sufficient to constitute a quorum.

SECTION 8. DUTIES AND POWERS

It shall be the duty of the Board of Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by guidelines established through the Board, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensations, if any, of all Officers, agents and employees of the Corporation;
- c) Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the Corporation, such that notices of meetings mailed to them at such addresses shall be valid notices thereof.

SECTION 9. BOARD VACANCIES

Whenever a vacancy exists on the Board of Directors, the Board may reassign the duties associated with the vacancy to one of the remaining members of the Board, appoint a member to serve in the vacant Board position, or allow the vacancy to remain until the following Board election. Any Board appointments must be approved by a majority vote of the Board of the Directors.

Any person appointed to fill a vacancy on the Board of Directors shall hold office for the remainder of the vacant term, and is subject to the power of removal contained within these bylaws.

SECTION 10. REMOVAL AND RESIGNATION

Any Board member may be removed, either with or without cause, by the affirmative vote of two-thirds (2/3) of the Board of Directors, at any time. Any Director may resign at any time by giving notice to the Board of Directors, or to the President or Secretary of the Corporation. Any such resignation or removal shall take effect on the date of receipt of such notice, or at any later date determined by the majority of the Board.

ARTICLE 9. BOARD OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The Officers of the Corporation shall be the President, Secretary, Treasurer and such other Officers as may be elected or appointed in accordance with the provisions of these Bylaws. The Officers are considered members of the Board of Directors, and shall be nominated and elected by the Board of Directors.

SECTION 2. OFFICER QUALIFICATIONS

An individual shall serve in good standing for one year on the Board of Directors prior to being elected as an Officer.

SECTION 3. OFFICER ELECTIONS AND TERMS

Election of the Treasurer, Secretary, and President shall be determined by majority vote of the Directors present at the first Board meeting following the annual meeting, beginning in the year 2022. The Officers will serve four (4)-year terms.

Officers will begin their term January 1st of the year following their election.

There is no limit to the number of terms an Officer may serve.

SECTION 4. DUTIES OF OFFICERS

- a) The President shall be the chief executive Officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties related to the office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board, the President shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.
- b) The Secretary shall keep a record of all meetings of the Board of Directors, ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and manage all non-financial records related to the Corporation.
- c) The Treasurer shall manage all funds related to the Corporation. The Treasurer shall have responsibility for the deposit of such funds in banks, trust companies, or other depositories as shall be selected by the Board of Directors, and shall make disbursements as directed by the Board of Directors. The Treasurer will maintain all financial records as required by the ATSA organization, and state and federal law. The Treasurer will file the Corporation's annual taxes.
- d) The President shall designate another Director to temporarily serve in the role of an Officer if the Officer is absent or unable to carry out the duties of the office.

ARTICLE 10. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of members present, designate an Executive committee consisting of four (4) at-large board members in addition to the Corporation's Officers, and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may be otherwise provided, by provisions of law.

By a majority vote of members present, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease, but not below two (2), the number of

the members of the Executive Committee, and fill vacancies on the Executive committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by the Board of Directors and operate in adherence to these bylaws. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent with the provisions of these bylaws.

ARTICLE 11. AMENDMENT OF THE BYLAWS

These bylaws may be amended by a majority vote of the Board, which shall include notice of intent to propose amendments together with written proposed changes provided in writing at least ten days prior to approval of the amendments.

ARTICLE 12. MISCELLANEOUS PROVISIONS

SECTION 1. RULES OF PROCEDURE

Except where these Bylaws provide otherwise, Board meetings shall be governed by a general consensus, with the President or committee chair presiding over the agenda and the meeting. Robert's Rules of Order (Newly Revised) may be utilized upon a majority request of those voting members present, but shall not be automatically imposed. Any objection to procedure must be made at the time an action is taken or shall be deemed waived.

For purposes of clarity, a majority vote shall be 51% or more of the votes eligible to be cast on an issue presented. A super-majority vote shall be 67% or more of the votes eligible to be cast on an issue presented.

SECTION 2. ELECTRONIC MEETINGS VIA EMAIL

The President or any committee chair may submit any matter necessary for vote via e-mail, so long as the following procedures are followed:

1. Any email setting forth a request for vote shall be sent with delivery confirmation;
2. Instructions for voting shall be clearly stated at the beginning of the email;
3. Any matter to be voted upon shall be separately set forth in a manner so that if more than one matter is presented for vote, a voter may vote in favor of one matter but against another;
4. All votes on a matter shall be shared with all other voters;

5. All voters shall be granted no less than 24-hours to consider and cast their vote, and no more than the time set forth in the instructions;
6. Any voter who fails to cast a vote shall be deemed to have abstained.

SECTION 3. CONFLICTS OF INTEREST:

In the event any Director has any material, financial or conflicting relationship regarding any issue presented to the Board, then 1) the fact of such relationship or interest shall be disclosed or known to the Board of Directors or Committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or 2) the fact of such relationship or interest shall be disclosed or known to the members entitled to vote and they shall authorize, approve or ratify such contract or transaction by vote or written consent; or 3) the contract or transaction shall not be void or voidable if it is fair and reasonable to the Corporation. Common or 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.

SECTION 4. INDEMNIFICATION:

The Corporation shall indemnify every Director or Officer, his or her heirs, executors and administrators, against expenses reasonably incurred by her or him in connection with any action, suit or proceedings to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, or at its request of any other Corporation of which it is a stockholder or creditor and from which she or he is not entitled to be indemnified. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty.

Duly adopted and approved on the 20th day of January, 2020.

By: *Amber Siene*
Secretary