

CONSTITUTION OF THE WISCONSIN COUNTIES ASSOCIATION

As Amended ~~September 26, 2021~~ []

ARTICLE I—NAME

The name of the association shall be “Wisconsin Counties Association.”

ARTICLE II—PURPOSE AND POLICY DETERMINATION

SECTION 1. Wisconsin Counties Association (the “Association”) is an association of counties organized for the protection of county interests and the furtherance of better county government, and in particular:

- a. To perpetuate and develop the Association as an agency for cooperation among the counties of the state of Wisconsin.
- b. To recommend improvements and efficiencies in the methods of county government.
- c. To provide a means for county officials to exchange ideas and expert advice.
- d. To collect, compile and distribute to county officials information about county government and the administration of county affairs.
- e. To provide state legislative and administrative bodies with accurate and helpful information for the development of sound legislation affecting the counties.
- f. To do any and all things necessary and proper for the benefit of the counties in the administration of their affairs.
- g. To provide management services to counties and county-related entities.

SECTION 2. The Association shall represent all interests of county government.

SECTION 3. Association policy shall be determined by the Board of Directors, and the Counties at the annual business meeting and special meetings.

ARTICLE III—MEMBERSHIP AND DUES

In this Constitution, “County” or “Counties” means a member or members of the Association. Any county of the state of Wisconsin may become a member of the Association upon payment in full of the annual dues. Dues shall be established by action of the Board of Directors for each ensuing year pursuant to the process set forth in the bylaws and shall be paid by a date stated in the bylaws.

ARTICLE IV–FUNDS

SECTION 1. The funds of the Association shall be used only for the purpose of advancing the goals and objectives of the Association. After recommendation of the president and chief executive officer, the Board of Directors shall designate the depository or depositories of Association funds and shall establish a policy for the investment of funds.

SECTION 2. Notwithstanding any other provision in this Constitution:

- a. No part of the Association’s earnings may inure to the benefit of any private interest.
- b. Upon distribution of any assets during the existence of the Association or on the Association’s dissolution, the assets shall be distributed solely to the Counties.

ARTICLE V–OFFICIAL PUBLICATION

The Association shall publish an official publication. The publication shall be under the direction of the Board of Directors and the president and chief executive officer.

ARTICLE VI–ANNUAL CONFERENCE AND ANNUAL BUSINESS MEETING

The annual conference of all Counties shall be held at least once a year and may be held at such time as may be fixed by the Board of Directors. All annual conferences shall be held in Wisconsin. Written notice of the time and place of the annual conference shall be given at least sixty days in advance by posting to the Association’s website. The annual business meeting shall be held during the annual conference.

ARTICLE VII–SPECIAL MEETINGS

Special meetings of the Association may be held at any time and at any place within the state of Wisconsin upon the call of the chair of the Board of Directors. Alternatively, it shall be the duty of the chair of the Board of Directors to call such special meetings at any time upon written request signed by the county board chairs of twenty or more Counties. Notice of special meetings of the Association shall be given by the president and chief executive officer by mailing a notice of such special meeting, which shall contain the time, place, and a brief statement of the subject matter of the meeting, to the county clerk, the board chair, and the executive, if any, of each County. This notice shall be mailed by ordinary mail at least ten days before the date of any special meeting.

ARTICLE VIII–VOTING RIGHTS

SECTION 1. At the annual business meeting and all special meetings, each County shall have one vote on all business, other than where weighted voting is requested under Section 2.

SECTION 2. At the annual business meeting and all special meetings, upon request of any County, weighted voting shall be used for the purpose of voting on official resolutions. The formula for determining the number of votes to which each County is entitled when weighted voting is used shall be stated in the bylaws. The number of votes of each County, as determined in accordance with the formula, shall be published in the official publication at least sixty days prior to the annual business meeting and shall remain in effect for any special meeting held before the next annual business meeting.

SECTION 3. The votes of each County shall be cast by the official representative of the County. The official representative of each County shall be the County board chair or, in the absence of the chair, a vice-chair. The chair may otherwise designate an official representative by written notice to the president and chief executive officer. Each official representative must, at the time of making a motion or voting, be a supervisor or executive of the County represented.

ARTICLE IX–QUORUM

At the annual business meeting or any special meeting, a majority of the Counties shall constitute a quorum necessary for the transaction of business.

ARTICLE X–ORDER OF BUSINESS, PROCEDURE AND RESOLUTIONS

SECTION 1. The regular order of business for the annual business meeting and all special meetings of the Association shall be as stated in the bylaws of the Association.

SECTION 2. The procedure at the annual business meeting and special meetings shall conform to rules adopted at the annual business meeting or special meeting and by the latest edition of *Robert’s Rules of Order*.

SECTION 3. Certified copies of all resolutions for consideration at the annual business meeting or a special meeting shall be submitted to the president and chief executive officer no later than ninety days prior to the annual business meeting or special meeting at which the official resolution is to be considered.

- a. All resolutions, as defined in the ~~Bylaws~~[bylaws](#), received by the deadline shall be referred by the president and chief executive officer to an appropriate steering committee prior to being submitted to the resolutions committee or, if there is no appropriate steering committee, directly to the resolutions committee. After receiving any recommendation of any steering committee to which the resolution has been referred, the resolutions committee shall recommend the adoption, rejection, amendment or referral for study of the resolution.

- b. The report of the resolutions committee shall be distributed by the president and chief executive officer at least thirty days prior to the annual business meeting or special meeting to the county clerk, and board chair, and executive, if any, of each County.
- c. Resolutions not submitted in accordance with this article may be: (i) considered at the annual business meeting or a special meeting upon a two-thirds (2/3) vote of all members present at the annual business meeting or special meeting; or (ii) referred to the Board of Directors for consideration.

SECTION 4. The Board of Directors may rescind any resolution adopted at the annual business meeting or any special meeting if the resolution has been accomplished, is obsolete, or if new information has become available that the Board of Directors considers to have a significant effect on the resolution.

ARTICLE XI—BOARD OF DIRECTORS

SECTION 1. MAKE-UP; POWERS; ~~BIENNIAL~~ QUADRENNIAL ORGANIZATIONAL MEETING. All of the Association's powers shall be vested in the Board of Directors, except as otherwise provided in the Constitution. The Board of Directors shall consist of directors ~~elected or~~ appointed as specified in this article and the bylaws. The Board shall adopt bylaws to implement the powers of the Board; may establish policies related to the implementation of any provision of the Constitution; may provide per diems and reasonable compensation for expenses incurred by persons on Association business; and shall appoint a president and chief executive officer, who shall exercise responsibilities consistent with Article XIV. A majority of the Board of Directors shall constitute a quorum at each meeting of the Board. As soon as possible after May ~~14 of~~ 1 every ~~even-numbered year~~ four (4) years commencing in May of 2026, the Board shall hold its ~~biennial~~ quadrennial organizational meeting for purposes of conducting the business specified for the Board at the ~~biennial~~ quadrennial organizational meeting as set forth in this constitution, in addition to any other business to be conducted by the Board pursuant to the bylaws.

~~*SECTION 2. QUALIFICATIONS FOR DIRECTOR. Except as provided in Section 8b, each director shall be a County board supervisor or County executive.*~~

SECTION ~~3~~ 2. EXECUTIVE COMMITTEE. The Executive Committee of the Association shall consist of the officers of the Board of Directors and the ~~NACo Representative~~ director that serves as the Wisconsin representative on the National Association of Counties (NACo) board of directors as set forth in Section 3(d). The chair of the Board of Directors shall be the chair of the Executive Committee. The bylaws shall establish the duties of the Executive Committee and the Executive Committee shall exercise all the powers of the Board of Directors, subject to any provision of the bylaws, when the Board is not in session. In addition to the foregoing, the Executive Committee may propose rules for adoption by the

Counties at the annual business meeting and any special meetings of the Association. Each member of the Executive Committee shall be entitled to one vote and all matters shall be decided by majority vote of the committee. A majority of the Executive Committee shall constitute a quorum. The Executive Committee may, from time to time, convene in closed session provided the meeting agenda identifies that a closed session may occur. The chair of the Board shall determine what persons may remain present in a closed session portion of the meeting and may exclude any persons not a member of the Executive Committee, not including other directors, from a closed session portion of a meeting.

SECTION 43. ASSOCIATION DISTRICTS AND APPORTIONMENT OF DIRECTORS. The Board of Directors shall make appointments to the Board of Directors, which shall be comprised of the following.

- a. 14 seats for directors to represent the districts, which directors must be either a current county board supervisor or county executive.
 - ~~a.i.~~ i. The state of Wisconsin shall be divided into seven districts for Association purposes and ~~directors shall be apportioned and allocated between the districts as set forth in the bylaws~~the Board of Directors shall apportion and allocate seats to each of the seven districts.
 - ~~b. Fourteen seats shall be apportioned between the districts.~~
 - ii. District composition and the apportionment and allocation of seats shall be as set forth in the bylaws.
 - ~~c.~~ iii. Seats shall be apportioned with consideration given to population and dues paid to the Association.
 - ~~d.~~ iv. Following apportionment of seats, if any district is apportioned only one seat, any such district shall be allocated an additional seat on the ~~Board such that each district shall have a minimum of two directors on the Board~~board.
- b. One seat shall be designated for a county executive.
- c. One seat (five seats total) shall be designated for each of the offices of sheriff, county clerk, county treasurer, register of deeds, and clerk of circuit court.
- d. One seat shall be designated for a county board supervisor or county executive from a County that is a member of NACo to serve as the Wisconsin representative on the NACo board of directors.
- e. Two seats shall be designated to represent the interests of persons involved with Wisconsin county government having characteristics or experiences that are historically underrepresented in county government. These two seats must be filled by a county board supervisor or county executive.

~~SECTION 5. SPECIAL APPORTIONMENT; DIRECTORS FROM POPULOUS COUNTIES.~~

- ~~a. Any County with a population over 300,000, as determined in the manner stated in the bylaws, shall have one director apportioned to it from its district's number of directors, as specified in Section 4. The County shall notify the president and chief executive officer in writing of the person elected or appointed as the director by a date to be determined by the bylaws. If any County with a population over 300,000 fails to maintain membership in the Association, the seat apportioned to the County under this section shall thereafter be subject to the apportionment in Section 4.~~
- ~~b. Any County with a population over 600,000, as determined in the manner stated in the bylaws, shall have one additional director. Such director shall be in addition to the directors apportioned to districts under Section 4 and Section 5a. The County shall notify the president and chief executive officer in writing of the person elected or appointed as the director by a date to be determined by the bylaws. If any County with a population over 600,000 fails to maintain membership in the Association, the seat provided to the County under this section shall thereafter be eliminated.~~

SECTION 64. REVIEW OF ASSOCIATION DISTRICTS AND APPORTIONMENT OF DIRECTORS. The Association districts and apportionment of directors shall be reviewed and modified, as necessary, by the Board of Directors after every decennial census.

~~SECTION 7. DISTRICT DIRECTORS ELECTIONS.~~

- ~~a. The County board chair or the County's representative, designated by the procedure stated in Article VIII, from each County within a particular district shall constitute a Selection Committee for the nomination and election of district directors. The president and chief executive officer shall direct a County board supervisor or executive from each district to convene a Selection Committee by May 15 of any year in which a district director is to be elected. A majority of the Counties that comprise a Selection Committee shall constitute a quorum of the Selection Committee. Election to the Board of Directors shall require that a nominee receive a majority vote of the Counties that comprise the Selection Committee.~~
- ~~b. Directors elected by a Selection Committee shall serve for a period of two years. The term of office shall commence on May 15 in the year of the Board of Directors' biennial organizational meeting and end on May 14 in the year of the Board of Directors' next biennial organizational meeting. Directors elected by a Selection Committee shall remain in office until their successors are elected or appointed.~~

SECTION 85. OTHER DIRECTORSDIRECTOR APPOINTMENTS.

- a. A director's term of office shall commence on May 1 of the year of the director's

appointment and continue for four years until April 30 of such fourth year and until a successor is appointed and qualified.

- ~~a. The executives from each County having an executive shall select one executive as a director for a term concurrent with the term of directors elected by Selection Committees and shall notify the president and chief executive officer, in writing, of the selection on a date not less than ten days prior to the Board's next biennial organizational meeting.~~
- ~~b. At the Board of Directors' final meeting immediately preceding the Board of Directors' biennial organizational meeting, the chair shall appoint, subject to confirmation by the Board of Directors, one constitutional officer from each of five representative constitutional offices to serve a two-year term on the Board. The term of office shall commence on May 15 in the year of the Board of Directors' biennial organizational meeting and end on May 14 of the year of the following Board of Directors' biennial organizational meeting and until a successor is appointed. The five representative constitutional offices shall be the Register of Deeds, Clerk, Sheriff, Clerk of Circuit Court, and Treasurer. In making the appointments herein, the chair shall make every effort to solicit recommendations from the appropriate organizations representing county constitutional officers.~~
- ~~c. At the Board of Directors' final meeting immediately preceding the Board of Directors' biennial organizational meeting, the president and chief executive officer shall nominate to the Board of Directors one County supervisor or executive from a County that is a member of the National Association of Counties ("NACo") to serve as the Wisconsin representative on the board of directors of NACo. The Board shall act on any such nomination by majority vote. In the event the president and chief executive officer's nominee fails to receive a majority vote of the Board, the president and chief executive officer shall submit another qualified nominee for the Board's consideration and such process shall continue until a nominee receives a majority vote of the Board. The NACo representative shall serve as a member of the Board of Directors for a two-year term commencing on May 15 in the year of the Board of Directors' biennial organizational meeting and ending on May 14 of the year of the following Board of Directors' biennial organizational meeting and until a successor is appointed. The NACo representative must be a supervisor or executive from a County that is a member of NACo.~~
 - ~~d. i. At the Board of Directors' final meeting immediately preceding meeting first following adoption of the amendment to the Constitution establishing four-year terms for Directors, the Board of Directors' biennial organizational meeting, the chair shall appoint, subject to confirmation by the Board of Directors, two directors who shall be County supervisors or County executives to serve a two-year term on the Board. The term of~~

~~office shall commence on May 15 in the year of the Board of Directors' biennial organizational meeting and end on May 14 of the year of the following Board of Directors' biennial organizational meeting and until a successor is appointed. The purpose of these appointments is to provide diversity of representation on the Board of~~ shall designate thirteen of the director seats as having terms that expire in 2028 and thirteen of the director seats as having terms that expire in 2030. In addition to the 26 seats, there is one seat hereby created and designated as the grandfathered seat with no expiration of term. The Board of Directors shall identify and designate the grandfathered seat at the Board of Directors meeting first following adoption of the amendment to the Constitution establishing four-year terms for Directors.

ii. Except for the incumbent in the grandfathered seat, the current incumbents on the Board of Directors as of the effective date of the adoption of the amendment to the Constitution establishing four-year terms for Directors shall remain directors until the expiration of the term associated with their respective seat as set forth in this Section.

iii. The incumbent in the grandfathered seat shall remain a director until the incumbent vacates the grandfathered seat, at which time the grandfathered seat shall automatically be eliminated.

b. The Board of Directors shall establish a process in the bylaws for appointments to the Board of Directors.

SECTION 96. VACANCIES.

- a. A director may be removed by the Board of Directors, with or without cause, if it is determined to be in the best interests of the Association by a vote of at least two-thirds of the total membership of the Board. Any removal shall take effect immediately following the vote to remove the director.
- b. A vacancy created by the resignation, removal, or death of ~~an elected district director, or because an elected district director ceases to be qualified, shall be filled by a qualified person from the district established in Section 4 for the remainder of the director's term by the chair, subject to Board confirmation.~~
- c. ~~A vacancy created by the resignation, removal, or death of an appointed~~ a director, or because an appointed director ceases to be qualified, shall be filled for the remainder of the director's term by the ~~same process of~~ appointment of the Board of Directors according to the Board of Directors' process for making appointments as specified in the bylaws.

SECTION ~~10~~7. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such time and place as the chair shall determine. A written or electronic notice of each regular meeting shall be provided to each director at least seven days before the meeting, stating the time and place of the meeting.

SECTION ~~11~~8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the chair at any time by written or electronic notice to each director stating the time, place, and subject matter of the meeting. A special meeting shall be called by the chair on written request of a majority of the Board of Directors. The notice of the special meeting shall be mailed or provided electronically to each director at least seven days before the meeting, stating the time, place, and subject matter of the meeting.

ARTICLE XII—OFFICERS OF THE BOARD

SECTION 1. GENERAL.

- a. The officers of the Board of Directors shall consist of a chair, a vice-chair, a second vice- chair, and a secretary-treasurer.
- b. Officers shall be elected at the Board of Directors' ~~biennial~~quadrennial organizational meeting from the Board of Directors' membership by a majority vote of the directors and shall serve for a term of ~~two~~four years. The term of office for officers shall commence immediately at the meeting at which they are elected and terminate when their successors are elected.
- c. All officers shall be County board supervisors or County executives. If any officer ceases to be a County board supervisor or County executive, the officer shall be deemed removed and his or her office shall immediately become vacant.
- d. In the case of a vacancy in any office, the Board of Directors shall, within one hundred eighty days of the vacancy, elect a successor from the Board of Directors' membership to serve for the unexpired term.

SECTION 2. CHAIR. The chair shall preside at all meetings of the Executive Committee and the Board of Directors; act as the chief spokesperson for the Board of Directors as authorized; offer assistance and guidance on matters brought before the Board of Directors; sign all documents requiring the signature of the chair; appoint committees established by the Constitution, the bylaws, or the Board of Directors; and perform such other duties as may be prescribed by the bylaws or the Board of Directors. ~~In the case of a vacancy in the office of chair, the Board of Directors shall, within sixty days of the vacancy, elect a chair from the Board of Directors' membership to serve for the unexpired term.~~

SECTION 3. VICE-CHAIR. The vice-chair shall, in the case of a vacancy in the office of the chair, or in the absence or disability of the chair, perform all duties of the chair until a successor is elected. ~~In the case of a vacancy in the office of vice chair, the Board of Directors shall, within sixty days of the vacancy, elect a vice chair from the Board of Directors' membership to serve for the unexpired term.~~

SECTION 4. SECOND VICE-CHAIR. The second vice-chair shall, in the case of a vacancy in the office of vice-chair, or in the absence or disability of the vice-chair, perform all the duties of the vice-chair until a successor is elected. ~~In the case of a vacancy in the office of second vice chair, the Board of Directors shall, within sixty days of the vacancy, elect a second vice chair from the Board of Directors' membership to serve for the unexpired term.~~

SECTION 5. SECRETARY-TREASURER. The secretary-treasurer, in conjunction with the president and chief executive officer, shall maintain a record of the proceedings of all meetings of the Association; affix his or her signature or facsimile signature to checks and orders; and exercise the responsibilities prescribed by the Board of Directors. ~~In the case of a vacancy in the office of secretary-treasurer, the Board of Directors shall, within sixty days of the vacancy, elect a secretary-treasurer from the Board of Directors' membership to serve for the unexpired term.~~

SECTION 6. The chair, vice-chair, second vice-chair, or secretary-treasurer may be removed by the Board of Directors, with or without cause, if it is determined to be in the best interests of the Association by a vote of at least two-thirds of the total membership of the Board. Any removal shall take effect immediately following the vote to remove the officer. Any officer removed under this section shall continue as a director for the balance of any unexpired term.

ARTICLE XIII—COMMITTEES

SECTION 1. ASSOCIATION STANDING COMMITTEES. The following standing committees shall be appointed by the chair with the approval of the Board of Directors:

- a. Audit.
- b. Constitution (as needed).
- c. Resolutions.

The chair, with the approval of the Board of Directors, may create such other committees as necessary or useful to the conduct of Association business. The duties of each such standing or other committee shall be stated in the bylaws or by resolution of the Board. The chair, with the approval of the Board of Directors, shall appoint the members and designate the chair of each such standing or other committee, unless otherwise stated in the bylaws or by resolution of the

Board. Each committee, other than the Executive Committee, shall be advisory to the Board of Directors and shall require any quorum that may be stated in the bylaws or established by the Board.

SECTION 2. STEERING COMMITTEES. The Board of Directors shall create such steering committees as deemed necessary in program areas of concern to county government to aid in establishing Association policy on state and federal legislation and administrative matters. Such steering committees shall consist of any combination of county elected officials, county appointed officials, and county employees to be selected by the chair in accordance with the bylaws.

ARTICLE XIV—PRESIDENT AND CHIEF EXECUTIVE OFFICER

The president and chief executive officer shall manage the affairs of the Association under the general control of the Board of Directors, shall appoint the various employees of the Association, and shall be responsible for the proper and efficient conduct of the work of the Association. The president and chief executive officer shall prepare an annual budget covering the estimated revenues and expenses of the Association and submit the budget to the Board of Directors for approval. The president and chief executive officer shall cause to be taken accurate minutes of the proceedings of the annual business meeting and all meetings of the Association, the Board of Directors, the Executive Committee, and committees, as directed by the Board of Directors. The president and chief executive officer shall conduct the correspondence of the Association, provide all notices required by the Constitution or the bylaws, collect and deposit monies due the Association and keep an account thereof, and perform such other duties as the Board of Directors shall from time to time prescribe.

ARTICLE XV—AMENDMENT OF THE CONSTITUTION

This Constitution may be amended at any annual business meeting or special meeting of the Association upon two-thirds vote of the official representatives of the Counties. An amendment may be proposed by the Board of Directors or the constitution committee. Each proposed amendment shall be submitted to the president and chief executive officer at least ninety days prior to the beginning of the annual business meeting or meeting at which the amendment is to be considered. Amendments shall be referred to the constitution committee except amendments proposed by the constitution committee. The constitution committee shall make its recommendation to the meeting at which such amendments are to be considered. The president and chief executive officer shall cause such amendments to be posted to the Association's website at least thirty days prior to the beginning of the annual business meeting or meeting at which such amendments are to be considered. No such amendment shall be voted upon which has not been so posted.

ARTICLE XVI—EFFECTIVE DATE

This Constitution shall take effect the day following its adoption and shall act to supersede and repeal the Constitution then in effect.