

# **WISCONSIN CHAPTER – GOVERNMENT FINANCE OFFICERS ASSOCIATION CONSTITUTION AND BY-LAWS**

## **Article I – Name**

The name of this organization shall be the Wisconsin Chapter of the Government Finance Officers Association (WGFOA), and it shall be affiliated with the Government Finance Officers Association of the United States and Canada (GFOA).

## **Article II – Purpose and Organization**

The Association is organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

The WGFOA's organizational goals are to:

- A. Stimulate the professional development and promote free interchange of information in methods of budget preparation, financial reporting, governmental accounting, financial administration and general public finance.
- B. Further the career development goals of public finance professionals and to broaden the understanding of our duties and responsibilities.
- C. Promote interest in and awareness of the public finance profession.
- D. Promote professional contact through the meetings of this Association.

## **Article III – Membership**

There shall be five classes of membership:

- A. Active Members: All public officials or employees employed by a governmental entity within the State of Wisconsin, other entities that are eligible for WRS participation, or faculty from a higher educational institution.
- B. Student Members: All students enrolled in either an undergraduate or graduate school program and are interested in the principles or practice of governmental accounting or public finance. Enrolled status shall be as per the definition used by their current school.
- C. Associate Members: Persons not eligible for active or student membership, but who are interested in the principles or practice of governmental accounting or public finance.
- D. Retired Active Members: All public officials or employees, retired from a governmental entity within the State of Wisconsin. Retired active members will

be entitled to a waiver of the annual membership dues. Retired active members will be required to pay the membership rate for meeting registration fees.

- E. Honorary Members: Individuals may be considered for honorary membership by the WGFOA Executive Board upon meeting two of the following three criteria: Twenty (20) years of service at a governmental agency as a public finance officer or accounting professional within the State of Wisconsin; fifteen (15) years of active membership in the WGFOA; or has held the position of a WGFOA Officer or Board Member. Honorary members will be entitled to a waiver of the annual membership dues, meeting registration fees and will be presented with a plaque so noting their honorary membership status.
- F. All applications for membership shall be filed with the Secretary. The right to reject an application for membership in this Association shall be reserved to the Executive Board.
- G. The right to hold office is reserved for active members.
- H. The right to vote is reserved for active members.

#### **Article IV – Officers, Election and Terms**

- A. The officers of this Association shall consist of a President, a Vice-President and a Treasurer.
- B. The Executive Board shall be comprised of the current year's officers, five members elected from the active membership at large, the immediate Past-President of this Association and one associate member. One member of the Executive Board shall serve as the Secretary of the organization.
- C. The term of all officers and board members shall be two years, beginning January 1 following election.
- D. The Board shall appoint the associate member. The firm for which the selected member works may not be represented for consecutive appointments. The associate member on the Executive Board shall be a non-voting member.
- E. An Executive Board member elected to the position of Treasurer will be expected to progress to Vice-President the next term and to President the following term and to be designated as such on the slate of officers presented to the general membership. The individual serving as Secretary shall be offered but not required to progress to Treasurer at the time that the Treasurer advances to the position of Vice-President.
- F. Prior to the winter meeting of each even numbered year, the President shall appoint three active members to a nominating committee, one of whom is the immediate Past-President. The nominating committee shall prepare a slate of candidates for officers and board members to be elected for the following two

calendar years. A list of candidates nominated is to be distributed to all active members at least ten (10) days prior to the winter meeting. At the meeting other nominations will be accepted from the general membership. Election shall be by a majority vote of the members present.

### **Article V – Meetings**

The Association shall hold at least three regular meetings annually. Dates and locations will be announced a minimum of one year in advance.

### **Article VI – Duties of Officers and Executive Board**

A. The President shall:

- (1) Be the principal executive officer; preside at all session of the Association and executive board, and keep the membership advised of all Association activities.
- (2) Appoint all committees and designate duties as needed.
- (3) Perform such other duties as customarily pertain to the office of President.
- (4) Be the state representative to the Government Finance Officers Association of the United States and Canada and is expected to attend the annual conference. The President shall be reimbursed annual conference expenses including lodging, transportation and registration. If unable to attend, the President will appoint the Vice-President or other appropriate designee.

B. The Vice-President shall:

- (1) Assist the President as needed.
- (2) Coordinate programming, scheduling and speakers at all regular meetings of the Association, and notices of sessions and agendas.
- (3) In the absence or disability of the President, perform the duties of the President when assigned by the Executive Board.

C. The Treasurer shall:

- (1) Be responsible for the treasury of the Association and submit financial reports to the membership at least annually.
- (2) Be responsible for all insurance coverage for the Association.

- (3) Coordinate completion and filing of annual tax and other required filings.

D. The Secretary shall:

- (1) Be responsible for the minutes of the business and Executive Board meetings.
- (2) Be responsible for the correspondence of the Association.
- (3) Maintain the legal and historical records of the Association.
- (4) Be responsible for providing recognition awards for the outgoing president, speakers, honorary members, or other persons as approved by the Executive Board.
- (5) Maintain an up-to-date mailing list of members. This duty may be delegated or contracted out to another party as recommended by the Executive Board.
- (6) Coordinate the Association's website.

E. The Executive Board Members shall:

- (1) Have responsibility for determining policy and interpreting decisions of the membership.
- (2) Be responsible for determining the date and location of meetings of the Association.
- (3) Act on applications for membership, if questioned by the Secretary.
- (4) Fill, by appointment, any office that becomes vacant between elections.
- (5) Attend all board meetings unless excused by the President. The Executive Board reserves the right to terminate the Board position of a member after two absences in a term.
- (6) Ensure that no part of the net earnings of the association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other persons except that the executive board shall be authorized and empowered to pay reasonable compensation for service rendered.

### **Article VII – Quorum**

- A. For any business meeting, a quorum shall be twenty (20) of the active Association members.
- B. For any Executive Board meeting, a quorum shall be five (5) voting members of the Executive Board.
- C. While a quorum is present, unless otherwise indicated; all motions shall be adopted by a simple majority of the voting members present.

### **Article VIII – Annual Dues**

Annual membership dues of this Association shall be set by the Executive Board, and be in effect for the calendar year following the year in which action was taken, after due and reasonable notice to the membership.

### **Article IX – By-Laws and Amendments**

The Constitution and By-Laws may be amended at any regular meeting of the Association upon two-thirds vote of the members present and voting, but no such amendment shall be voted upon unless prior notice stating the contents of the amendment has been distributed to each active member at least ten (10) days prior to such meeting and there has been a review and recommendation by the Executive Board.

### **Article X – Dissolution Clause**

- A. The association may be dissolved by a two-thirds vote of the active membership. Article VII related to quorum shall not be applicable in relation to any dissolution vote.
- B. Upon the dissolution of the WGFOA, the Executive board shall, after paying or making provisions for the payment of all the liabilities of the association, dispose of all the assets of the association exclusively for the purpose of the association in such a manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization(s) under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Executive Board shall determine.
- C. 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 association is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purpose.

## **Article XI – Effective Date**

This Constitution and By-Laws shall become effective upon ratification by a majority of the membership of this organization.

Keith Strey  
President

David P. Ehlinger  
Secretary

Adopted: April 1986

1<sup>st</sup> Revision: April 19, 2001  
2<sup>nd</sup> Revision: August 25, 2005  
3<sup>rd</sup> Revision: March 23, 2006  
4<sup>th</sup> Revision: March 29, 2007  
5<sup>th</sup> Revision: April 10, 2014