

Summary of Changes – WHA By-Laws – July 2025

BY-LAW I

Formatting change, removal of unnecessary hyphens

BY-LAW II

Formatting change, removal of unnecessary hyphens

BY-LAW III

Formatting change, removal of unnecessary hyphens

BY-LAW IV

Formatting change, removal of unnecessary hyphens, change in election process and districting within the state.

Section 1. Election:

SBAR

S – Situation

The current WHA by-laws divide the state into four membership districts, with board members elected by district. A proposed change eliminates the geographic district model in favor of a statewide, at-large election process for all directors.

B – Background

Previously, the WHA Board of Directors consisted of district-based representation:

- The state was divided into four districts of approximately equal membership.
- Each district elected two directors, and four directors were elected at-large.
- Directors were nominated by the retiring director or president and elected by members within their districts.
- Directors served three-year terms with the option for re-election to a second term.

A – Assessment

The proposed revision:

- Eliminates district-based representation in favor of **12 at-large directors** elected by the full membership.

- Ensures equitable representation without geographic limitations, allowing for more flexibility and broader candidate pools.
- Aligns nomination and voting procedures with current practices (e.g., electronic communication and ballots).
- Updates term limits to **two consecutive three-year terms**, requiring a one-year lapse before re-election.

This change supports consistency, operational simplicity, and potential improvement in board diversity and engagement by removing geographic barriers.

R – Recommendation

Approve the proposed amendment to remove district-based board representation and implement a statewide at-large election model for all WHA Directors. This update will modernize governance practices, streamline the election process, and support equitable member representation across the state.

Verbiage removed:

- (a)** The State of Wisconsin shall be divided into four districts of approximate equal membership. Each district shall be represented by 2 board members and 4 (statewide) at large members, elected by mail or electronic ballot from their respective districts. The membership districts should be reapportioned every ten years.
- (b)** The retiring director, or in his absence, the president, shall present nominations from his district to the secretary forty---five days prior to the Annual Meeting. The secretary shall notify each member electronically with the Annual Meeting notice. All countable mail in ballots/electronic votes must be submitted to the secretary prior to the Annual Meeting or brought to the Annual Meeting. Write---in candidates will be permitted on the ballots.
- (c)** Directors are elected to a three year term. A director may be re---elected for one second year term. At the conclusion of that second term, there must be a lapse of one year before re---electionto the board.

Verbiage added:

- (a)** The Board of Directors shall consist of twelve (12) members, all elected at large by the full membership. Directors shall represent the organization on a statewide basis, with no geographic district divisions. All directors shall be nominated and elected without regard to regional affiliation, giving equitable representation of the

membership throughout Wisconsin. Directors shall be elected by mail or electronic ballot.

- (b)** The retiring director, or in their absence, the president, shall present nominations to the secretary no later than forty-five (45) days prior to the Annual Meeting. The secretary shall distribute notice of the nominees and ballots electronically along with the Annual Meeting announcement. All valid mail-in or electronic ballots must be submitted to the secretary prior to the Annual Meeting or delivered in person at the meeting. Write-in candidates will be permitted on the ballots.
- (c)** Directors are elected to a three-year term. A director may be re-elected for one consecutive three-year term. After serving two consecutive terms, the director must step down for at least one year before being eligible for re-election.

Section 7. Officers - Addition of "or contracted account firm" to align with current practice of utilizing an accounting firm vs treasurer.

Section 10 – Bonding – remove

Section 11 – Insurance – additional language on fidelity insurance.

SBAR:

S – Situation

The WHA is proposing to remove Section 10: Bonding, which requires bonding for officers managing over \$1,000 in association funds. In its place, Section 11: Insurance will be revised to include a requirement that the board "maintain fidelity insurance to safeguard the association's financial assets."

B – Background

- Bonding was previously addressed separately, requiring individual officers with financial responsibilities to be bonded in amounts determined by the board.
- Liability insurance for employees, members, and the public was addressed in a separate section (Section 11), without mention of protection for the association's assets.

A – Assessment

The consolidation:

- Modernizes financial risk management by replacing individual officer bonding with broader fidelity insurance, which offers similar protection against financial loss due to dishonest acts.

- Reflects common nonprofit and association practice by shifting from bonding individuals to insuring the organization as a whole.
- Reduces administrative burden while maintaining strong financial safeguards.
- Clarifies the board’s responsibility to ensure adequate and appropriate insurance coverage.

R – Recommendation

Approve the removal of Section 10 (Bonding) and the revision of Section 11 to include fidelity insurance. This update maintains financial protection for the association while aligning with current standards in nonprofit governance and risk management.

BY-LAW V:

Formatting change, removal of unnecessary hyphens

Section 2 – Treasurer – Addition of “or contracted account firm” to align with current practice of utilizing an accounting firm vs treasurer.

BY-LAW VI:

Formatting change, removal of unnecessary hyphens

Section 1 – Audits - Addition of “or contracted account firm” to align with current practice of utilizing an accounting firm vs treasurer.

BY-LAW VII:

Formatting change, removal of unnecessary hyphens

BY-LAW VIII:

Formatting change, removal of unnecessary hyphens

BY-LAW IX:

Formatting change, removal of unnecessary hyphens

Signature Page:

Addition of Date lines next to signature lines