**SOUTH EAST**

# Regional Trauma Advisory Council, Inc.

**Bylaws**

**JUNE 21, 2022**

**Article I – NAME**

The name of this organization is South East Regional Trauma Advisory Council, Inc. It may also be referred to as “SERTAC” or the “Corporation.”

**Article II – PURPOSE**

Section 1

The primary purpose of SERTAC is to provide private and public education; conduct regional needs assessment of EMS, hospital resources, and communication systems; participate in data collection and information sharing; establish and implement a plan of action for performance improvement; conduct public forums for local issues, develop and provide public education and training programs related to injury prevention; provide region specific guidelines for triage, transport, and transfer of patients; and network among other state RTACs. This will be accomplished within the scope of Wisconsin's State Trauma System Guidelines, Department of Health Services (DHS) Administrative Code 118.

## Section 2

Counties within SERTAC includes the following: Fond Du Lac, Kenosha, Milwaukee, Ozaukee, Racine, Sheboygan, Walworth, Washington, and Waukesha.

## Article III – MISSION STATEMENT

SERTAC is dedicated to design, implement, and evaluate a regional trauma system that is data-based, confidential, and sensitive to the needs, limitations, and resources of this area. It is intended that this will optimize the quality of care and outcomes for all trauma patients. This includes injury prevention and community education, reducing the severity of injuries, and decreasing the number of deaths.

## Article IV - MEMBERSHIP

Section 1: Members

The Corporation has one level of membership. The eligibility requirements and the rights of these categories of membership are described below.

Section 2: Eligibility

Eligible members represent a cross-section of health care facilities and shall consist of consist of individuals, organizations and entities involved in the provision of patient care within the trauma region. Examples include but are not limited to trauma surgeons, emergency physicians, EMS medical directors, EMS educators, EMS providers, Trauma coordinators, EMS coordinators, hospital administration, air medical transport, nurses, firefighters, law enforcement, dispatchers, public health, county emergency management, and other interested parties. An eligible individual, organization or entity may become a member by attending any SERTAC event including but not limited to trainings, general body meetings, executive committee meetings or exercises. A member will be considered “Active” for 365 days from the date of the most recently attended event. The Executive Council shall have the power to designate additional requirements for membership.

Section 3: Dues

Members shall not pay dues.

Section 4: Rights of Members

Each active Member is entitled to one vote. A Member’s right to vote shall cease by resignation, expulsion or suspension pursuant to Section 181.0620, Wis. Stats.

## Article V – MEETINGS OF MEMBERS

## Section 1: Annual Meeting

## The Corporation shall hold one Annual Meeting of the general membership at a time and place to be fixed by the Executive Council, typically the last scheduled meeting of the fiscal year in June.

## Section 2: General Membership and Special Meetings

## General membership meetings are typically held on the 3rd Tuesday of each even-numbered month (February, April, June, August, October, and December). Special meetings of the members may be held at the call or the request of the Chair, a majority of the Executive Council, or at the request of at least twenty Active Members. Notice of the time and place shall be given in sufficient time for the convenient assembly of the Members.

## Section 3: Attendance and Voting

## The attendance at the Annual Meeting and any Special Meeting is open to all Members. Each Active Member has one vote on any matter submitted to the Members. All matters submitted to the Members are determined by a majority vote of those present and voting.

## Section 4: Quorum

## Except as otherwise provided in these Bylaws, the presence in person of at least twenty (20) active Members constitutes a quorum at all meetings of the Members.

Section 5: Proxies

## Proxy voting is not permitted.

## Section 6: Conduct of Meetings

## The Chair or a delegate shall preside over all meetings of the Members. The Coordinator or other individual delegated by the Chair shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting.

## Section 7: Meetings by Electronic Means of Communication

## The Board may conduct any regular or special meetings of members by use of any electronic means of communication provided: (1) all participants may simultaneously hear or read each other’s communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participant and each participant is able immediately to send messages to all other participants. Before the commencement of any business at a meeting by electronic means, members shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

## Section 8: Action Without a Meeting

## Voting by the membership may not take action by written consent or email.

## Section 9: Notice of Meetings

## (a) The Chair, Coordinator or delegate of the Chair shall deliver to each Member a notice of each annual, general membership and special meeting, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting.

## (b) Notice of a member meeting shall be given not less than seven (7) days, nor more than 30 (30) days, before the date scheduled for the meeting referred to in the notice.

## (c) Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## Article VI - EXECUTIVE COUNCIL

Section 1: General Powers

The management, control and operation of the affairs and properties of the Corporation are vested in the board of directors of the Corporation (the “Executive Council” or the “Board”).

Section 2: Responsibilities of the Executive Council

The Executive Council shall be responsible for the following:

1) Develop governing principles, bylaws, membership, and terms of participation in SERTAC.

2) Determine and provide overall direction and guidance for the establishment and completion of SERTAC goals.

3) Review and approve annual SERTAC budget.

4) Oversee SERTAC financial management, including Fiscal Agent responsibilities.

5) Manage issues relating to trauma care coming from national, state, and regional levels;

6) Review and approve annual committee action plans; and

7) Perform other SERTAC functions as determined to be appropriate and prudent to SERTAC’s mission.

Section 3: Composition of the Executive Council

### The Executive Council shall consist of at least eleven (11) but no more than fifteen (15) persons (the “Directors” or “Executive Council members”). The exact number of Executive Council members shall be determined by the Board. When vacancies among the Executive Council members occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Executive Council members shall be reduced by such vacancies until a replacement is elected by the members, consistent with Section 6.4.

### The Executive Council members shall consist of persons who support the purpose of the Corporation and who are regionally dispersed in order to reflect the expertise, leadership, and diversity of the care area, consistent with State Guidelines (DHS Admin. Code 118.06). Each officer must either live or work in Wisconsin. No executive council officer may concurrently serve on a different Regional Trauma Executive Council.

### The Executive Council shall consist of the following positions:

* Education Committee Chair
* Medical Oversight Committee Chair
* Performance Improvement Committee Chair
* Trauma Coordinators/Registry Committee Chair
* Injury Prevention Committee Chair
* Chair
* Vice Chair
* Treasurer
* Secretary (as needed)
* Rural EMS Representative
* Urban EMS Representative
* Physician Liaison (as needed)
* Pediatric Emergency Care Coordinator (PECC)
* SERTAC Coordinator (non-voting)
* Immediate Past Chair (non-voting)

The Executive Council members shall fulfill their duties as set forth in Article VIII and Article IX.

Section 4: Election of Executive Council Members

Other than the SERTAC Coordinator who shall be engaged consistent with Article IX and the Immediate Past Chair, Executive Council members shall be elected by the membership. Recommendations for Executive Council member nominees may be submitted by members, incumbent Executive Council members, officers, or any other interested persons, unless otherwise determined by the Board. Recommendations for Executive Council Committee chair nominees may be submitted by the members of that committee. Nominations shall be held during the June meeting, voting in August by General membership and announcement of election in August. Each Active Member shall vote for the number of Executive Council members to be elected. The nominees with the greatest number of votes are elected.

Section 5: Terms

Each Executive Council member shall serve a term of two (2) years or until such Representative Member’s successor is appointed and qualified. The terms of the Representative Members shall be staggered so that approximately one-half (1/2) the Representative Member terms expire each year, on the following schedule:

In odd-numbered years, the following positions will be elected:

Treasurer, Secretary (as needed), Urban EMS Representative, Performance Improvement Chair, Injury Prevention Chair, Education Chair and Trauma Coordinators/Registry Chair. For the Injury Prevention Committee, the Vice Chair is elected in odd-numbered years, and then succeeds to the office of Chair in the immediately following odd-numbered year.

In even-numbered years, the following positions will be elected:

Chair, Vice Chair, Medical Oversight Chair, Rural EMS Representative, Physician Liaison (as needed) and the Pediatric Emergency Care Coordinator (PECC).

No Executive Council member may serve for more than three (3) full terms in any combination of positions, unless no other members are willing to serve in that position. Partial terms do not count as a full term. After an absence of one (1) year from the Board, an individual shall become eligible again for election to the Board.

Section 6: Resignation and Removal

A resignation by Executive Council members must be in writing and is effective when received by the Chair. Executive Council members are expected to attend all Executive Council and general membership meetings. Executive Council members who fail to attend at least 75%, either in person or by phone,will be considered to have resigned, unless otherwise determined by the Board. Any Executive Council member may be removed from the Executive Council with or without cause by a vote of two-thirds (2/3) of all Executive Council members. The Executive Council member who is subject to the vote shall be recused and shall not be counted for the purpose of calculating the majority threshold.

### A special election can be held at any scheduled meeting for any open executive council position. If a special election for a position occurs the same year that position is scheduled for a regular election, the regular election for that position will be deferred until the following election cycle. If special election for a position occurs the opposite year the position is scheduled, the position will be elected as scheduled.

## Section 7: Annual Meeting

## The annual meeting of Executive Council shall be held immediately following the

## Annual Meeting of the general membership, typically the last scheduled meeting of the fiscal year in June, on such day and at such place and time as determined by the Chair (the “Annual Meeting of the Executive Council”). The purpose of the Annual Meeting is to approve the annual budget, and for the transaction of such other business as may come before the meeting.

## Section 8: Regular and Special Meetings

## The Executive Council shall generally meet monthly. Meeting dates, times, and locations shall be scheduled as far in advance as possible. Regular Executive Council meetings are held immediately prior to general membership meetings. The Executive Council may meet at additional times as deemed appropriate to meet the needs of the Corporation, may be called by the Chair or by three (3) or more Executive Council members, and shall comply with the notice requirements of Section 14.

## Meetings will be held in compliance with Wisconsin Open Meeting laws.

## Section 9: Quorum

## 6 Executive Council members shall constitute a quorum for the transaction of business at any meeting of the Executive Council, provided that if fewer than six (6) Executive Council members are present, those Executive Council members present may adjourn the meeting from time to time without further notice.

## Section 10: Manner of Acting

## The act of the majority of the Executive Council members present at a meeting at which a quorum is present shall be the act of the Executive Council except where otherwise provided by law or by these Bylaws. Based on state guidelines, Executive Council members must be in attendance in-person, online, or via telephone to vote. The general membership may not vote at Executive Council meetings; however, they may convey their viewpoints on issues to members of the Executive Council.

## Section 11: Action Without a Meeting

## The Executive Council may not take action by written consent or email.

## Section 12: Meetings by Electronic Means of Communication

## The Executive Council or any committee may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating Executive Council members may simultaneously hear or read each other’s communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Executive Council member and each participating Executive Council member is able to immediately send messages to all other participating Executive Council members. Before the commencement of any business at a meeting at which any Executive Council members do not participate in person, all participating Executive Council members shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

## Section 13: Compensation

## Executive Council members will not be paid compensation for their services as Executive Council members provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as an Executive Council member for services rendered to the Corporation in another capacity, including as the SERTAC Coordinator.

## Section 14: Notice

## Meetings must be preceded by at least twenty-four (24) hours’ notice to each Executive Council member, or seventy-two hours” notice if notice is given by mail or private carrier. A meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of an Executive Council member is to be considered requires seven days’ advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by email.

## It is the responsibility of the Board to provide proper notice of all public meetings in accordance with Wisconsin Open Meetings law. Notice shall be made to the public using one of the following methods: (1) posting a notice in at least three (3) public places likely to give notice to persons affected; (2) placing a notice electronically on the Corporation’s website; and (3) placing a paid publication in a news medium likely to give notice to persons affected. Every public notice of a meeting of the Board shall set forth the time, date, place and subject matter of the meeting, including that intended for consideration at any contemplated closed session. Public notice of every meeting of the Board shall be given at least 24 hours prior to the commencement of such meeting unless for good cause such notice is impossible or impractical, in which case shorter notice may be given, but in no case may the notice be provided less than two (2) hours in advance of the meeting.

## Section 15: Director Conflict of Interest

## The Executive Committee shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

## Article VII - OFFICERS

## Section 1: Officers

## The officers of this Corporation (the “Officers”) are

* Chair
* Vice-Chair
* Secretary (as needed)
* Treasurer

## The Officers are chosen from among the general membership for two-year terms, consistent with Section 6.4.

## Section 2: Duties of the Chair

The Chair will be responsible for:

* Providing leadership for all meetings of the general membership and the Executive Committee
* Representing the group with other organizations
* Providing continuity during the year
* Supporting and executing decisions made by the Executive Council
* Providing the Annual Report to membership and State agencies as requested

## Section 3: Duties of the Vice-Chair

The Vice-Chair will be responsible for:

* Providing leadership for meetings in the absence of the Chair
* Providing assistance to committees
* Other duties as may be designated by the Chair

## Section 4: Duties of the Secretary

If the position is filled, the Secretary will be responsible for:

* Recording and distribution of agendas and meeting minutes
* Maintaining ongoing files for the organization

These duties may also be fulfilled by the SERTAC Coordinator.

Section 5: Duties of the Treasurer

The Treasurer will be responsible for:

* Maintaining the budget; documentation of receipts & expenditures
* Monthly budget report to Executive Council
* Bi-monthly budget report to membership; Annual Report to State agencies as requested.

**Article VIII - DUTIES OF OTHER EXECUTIVE COUNCIL MEMBERS**

## Section 1: Rural EMS Representative

“Rural” means outside a metropolitan statistical area specified under 42 CFR 412.62 (ii) (A) or in a city, village, or town with a population of less than 14,000. Representative must live or work in a rural area. The Rural representative must understand and represent the concerns of rural EMS and trauma care facilities and the needs of the rural population. The representative will report to multiple EMS agencies in rural areas of the SERTAC, ideally crossing county boundaries. The Rural representative must be available to provide feedback to and open lines of communication from rural EMS and rural trauma care facilities in the SERTAC.

Section 2: Urban EMS Representative

Representative must live or work in an urban area (non-rural). The Urban representative must understand and represent the concerns of urban EMS and trauma care facilities and the needs of the urban population. The representative will report to multiple EMS agencies in urban areas of the SERTAC, ideally crossing county boundaries. The Urban representative must be available to provide feedback to and open lines of communication from urban EMS and urban trauma care facilities in the SERTAC.

Section 3: Injury Prevention Chair

The Injury Prevention Chair is responsible for developing, implementing, and identifying injury prevention programming related to the needs of the SERTAC. The Injury Prevention Chair in conjunction with the other subcommittee members will identify programs in both the public and private sectors. The Injury Prevention Chair will work with the SERTAC Coordinator in developing a systems approach to regional injury prevention education.

Section 4: Physician Liaison (as needed)

The Physician Liaison will provide physician representation on the Executive Council as needed. Position filled if no other Executive Council members are physicians.

Section 5: Education Chair

The Education Chair will oversee the committee that will work to provide education to the members, in the form of education on directives or emphasis from SERTAC as well as coordinating education classes and opportunities on behalf of SERTAC. The Education Chair will conduct a regional needs assessment, determine educational priorities for public and professional constituents, develop a systems approach to prevention, and serve as a clearing house for information.

Section 6: Pediatric Emergency Care Coordinator (PECC)

The Pediatric Emergency Care Coordinator will provide representation of SERTAC at State of WI EMS-C meetings and report back to SERTAC. The PECC will help to facilitate the EMSC Core Measures. The PECC must attend both EMS-C and SERTAC meetings.

Section 7: Medical Oversight Chair

The Medical Oversight Chair will chair the Medical Oversight Committee. Working to review regional care guidelines, bypass protocols, triage, and patient flow; develop and implement standard for improvement; manage verification issues.

Section 8: Performance Improvement Chair

The Performance Improvement Chair will chair the Performance Improvement Committee. Working to develop an audit process; define an indicator review process; analyze performance data. The Performance Improvement (Pl) Committee is a required committee. The PI Committee includes collection and analysis of data, oversight of patient care, and research. Other subcommittees may be formed based on regional needs.

Section 9: Trauma Coordinators/Registry Chair

The Trauma Coordinators/Registry Chair will chair the Trauma Coordinators/Registry Committee. Working to develop a data collection system; manage demographic data; collect and analyze trauma registry data. Review State guidelines evaluate trauma education, trauma workshops, trauma activation and trauma policies.

Additional Non-voting Executive Council Members

Section 8: SERTAC Coordinator

The SERTAC Coordinator will administer the day-to-day operations of the Corporation, consistent with Article IX.

Section 9: Immediate Past Chair

The Immediate Past Chair will provide institutional knowledge to the Executive Council when requested.

**Article IX – SERTAC COORDINATOR**

## The SERTAC Coordinator is an independent contractor of DHS and shall function as the Executive Director of the Corporation. The Executive Committee may recommend candidates, but DHS has the authority to hire and fire the SERTAC Coordinator. The SERTAC Coordinator shall have authority, subject to such rules as may be prescribed by the Executive Council and consistent with Board policies, to appoint and terminate such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. In general, the SERTAC Coordinator shall have authority to execute and sign documents on behalf of the Corporation as an agent of the Corporation as set forth in Board policies.

## The SERTAC Coordinator shall receive notice of and attend all meetings of the Executive Council except during those parts of meetings when the subject is the SERTAC Coordinator, or any issue related to the SERTAC Coordinator’s employment. The SERTAC Coordinator may participate in all discussions and shall not be a voting member of the Executive Council.

## Article X - COORDINATING FACILITY

Either Froedtert or Aurora, or both, will be the Coordinating Facility for SERTAC. The Coordinating Facility shall work in collaboration with SERTAC to meet the needs required for the development, implementation, maintenance and evaluation of the regional trauma system.

## Article XI - COMMITTEES

Section 1: Purposes

To facilitate SERTAC in fulfilling its responsibilities, committees will be established.

The purpose of each Committee shall be to:

* + - * + Develop an annual action plan as representative of its specialized area and submit it to the Executive Council for approval
        + Implement the action plan based on feedback from the Executive Council
        + Develop, execute, and reinforce Policy and Procedures consistent with SERTAC Bylaws
        + Implement actions appropriate to the mission, vision, and sustained operation of SERTAC.

Each Committee shall meet individual objectives set forth by DHS 118.06.

Section 2: Committee Chairs

(a) A committee chair shall be nominated by the members of each subcommittee. Nominations will then go before the general council membership and voted on by Active Members.

(b) Each committee chair is responsible for committee activities, record keeping, subcommittee meeting minutes and meeting coordination.

(c) Each committee chair shall serve on the SERTAC Executive Council.

(d) Each committee may elect a committee vice chair from among the committee members who, in the committee chair’s absence, will attend Executive Council meetings and vote on that committee chair’s behalf.

Section 3: Membership

Committee membership shall be comprised of individuals who express interest in participating on the committee of their choice. The committees shall include the following:

(a) Education

Membership may include Trauma Coordinators, Hospital Educators, EMS personnel and other interested persons.

(b) Medical Oversight

Membership may include Trauma Directors, Emergency Medical Services Personnel, Emergency Department personnel, Trauma Coordinators and other interested persons.

(c) Performance Improvement

Membership may include Trauma Coordinators, Trauma Directors, Emergency Department personnel, Public Health Constituents, Emergency Medical Services personnel, Medical Records personnel, and other interested parties.

(d) Trauma Coordinators/Registry

Membership may include Trauma Coordinators, Trauma Directors, Emergency Department personnel, Trauma Registrars, Public Health Constituents, Emergency Medical Services personnel, and other interested parties.

(e) Injury Prevention

Membership may include Trauma Coordinators, physicians, Emergency Department personnel, Public Health Constituents, Emergency Medical Services personnel, Medical Records personnel, and other interested parties.

Section 4: Committee Responsibilities

General responsibilities for each individual committee shall include but are not limited to the following according to the objectives set forth by DHS 118.06.:

(a) Education

Conduct a regional needs assessment; determine educational priorities for public and professional constituents; develop a systems approach to prevention; serve as a clearing house for information.

(b) Medical Oversight

Review regional care guidelines, bypass protocols, triage, and patient flow; develop and implement standard for improvement; manage verification issues

(c) Performance Improvement

Develop an audit process; define an indicator review process; analyze performance data. The Performance Improvement (Pl) Committee is a required committee. The PI Committee includes collection and analysis of data, oversight of patient care, and research. Other subcommittees may be formed based on regional needs.

(d) Trauma Coordinators/Registry

Develop a data collection system; manage demographic data; collect and analyze trauma registry data. Review State guidelines evaluate trauma education, trauma workshops, trauma activation and trauma policies.

(e) Injury Prevention

Develop, implement, and identify injury prevention programming related to the needs of the SERTAC; identify programs in both the public and private sectors; work with the SERTAC Coordinator in developing a systems approach to regional injury prevention education.

**Article XII** **- OPERATIONS**

## Section 1: Contracts

## The Chair may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Executive Council may authorize any other Officer or Officers, agent, or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

## Section 2: Checks, Drafts, Etc.

## All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by two signatories as determined by the Board. The other Officers of the Corporation shall have authority under this section as is from time to time to be determined by the Board and set forth in Board policies.

Section 3: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board designates.

Section 4: Books and Accounts

The Corporation shall keep or cause to be kept correct and complete books and records of account and keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns, or other documents as may be required by law on its own behalf.

Section 5: Nondiscrimination Policy

The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

## Article XIII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order will be followed in all formal proceedings unless there are conflicts with the SERTAC Bylaws. In such cases, the Bylaws will supersede.

# Article XIV - INDEMNIFICATION, LIMITED LIABILITY, AND INSURANCE

Section 1: Indemnification

The Corporation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Executive Council member and Officer of the Corporation against reasonable expenses and against liability incurred by an Executive Council member or Officer in a proceeding in which he or she was a party because he or she was an Executive Council member or Officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Executive Council member or Officer may otherwise be entitled. The Corporation shall indemnify any employee who is not an Executive Council member or Officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Executive Council members, Officers, or employees.

Section 2: Limited Liability of Directors, Officers

To the fullest extent authorized by Chapter 181, Wis. Stats., and except as provided in Subsections (2) and (3) of Wisconsin Statutes Section 181.0855, an Executive Council member or Officer is not liable to the Corporation, its members or creditors, or any person asserting rights on behalf of the Corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Executive Council member or Officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

1. A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the Executive Council member or Officer has a material conflict of interest.
2. A violation of criminal law unless the Executive Council member or Officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful.
3. A transaction from which the Executive Council member or Officer derived an improper personal profit or benefit; or
4. Willful misconduct.

Section 3: Limited Liability of Volunteers

To the fullest extent authorized by Chapter 181, Wis. Stats., and except as provided in Section 181.0670(3), Wis. Stats., a volunteer (as defined in Section 181.0670, Wis. Stats.) is not liable to any person for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

(a) A violation of criminal law, unless the volunteer had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful.

1. Willful misconduct.
2. If the volunteer is an Executive Council member or Officer of the Corporation, an act or omission within the scope of the volunteer’s duties as an Executive Council member or Officer.
3. An act or omission for which the volunteer received compensation or anything of substantial value instead of compensation; or
4. Negligence in the practice of a profession, trade, or occupation that requires a credential, as defined Wisconsin Statutes Section 440.01, or other license, registration, certification, permit, or approval, if the volunteer did not have the required credential, license, registration, certificate, permit, or approval at the time of the negligent act or omission.

Section 4: Purchase of Insurance

The Corporation may purchase and maintain any insurance that the Board deems appropriate and reasonable. In particular, the Corporation may purchase insurance on behalf of any person who is or was an Executive Council member or Officer of the Corporation, to the extent that such Executive Council member or Officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

# Article XV - FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation is July 1 through June 30. The terms of the Officers and Executive Council members shall start on the first day of the fiscal year, unless otherwise determined by the Board. The terms of the committee chairs shall start immediately following their election.

# Article XVI - AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed, and new Bylaws may be adopted only with a two-thirds (2/3) approval of Active Members at a meeting at which a quorum is present and with at least five (5) days’ notice

# Article XVII - DISSOLUTION

The Corporation shall be dissolved or subject to merger or any other form of corporate restructuring upon the majority approval of all Executive Council members. Upon dissolution, the assets shall be distributed in accordance with the Corporation’s Articles of Incorporation.