



Wisconsin Voluntary Organizations Active in Disasters BY LAWS

Adopted by the Board of Directors September 7, 2010
Amended September 2, 2020

Section A: Overview and Mission

I. Jurisdiction

The name of the organization is the Wisconsin Voluntary Organizations Active in Disaster, Inc. (WIVOAD). WIVOAD is a member of the National Voluntary Organizations Active in Disaster (NVOAD). The Jurisdiction of WIVOAD is the State of Wisconsin.

II. Mission

WIVOAD is a humanitarian association of independent voluntary organizations who may be active in all phases of disaster. Its mission is to foster efficient, streamlined service delivery to people affected by disaster, while eliminating unnecessary duplication of effort, through cooperation in the five phases of disaster: planning, preparedness, response, recovery, and mitigation.

III. Overview

WIVOAD is a network for organizations active in disaster. Each WIVOAD participant organization maintains its own identity and independence while closely collaborating with other WIVOAD participant organizations at the local, state, and federal levels.

WIVOAD accomplishes its mission by adhering to the following principles:

- a. *Cooperation*: Foster cooperation among WIVOAD participant organizations at all levels and in all phases of disaster.
- b. *Coordination*: Coordinate services among WIVOAD participant organizations. WIVOAD may also provide links to national and international disaster relief organizations. WIVOAD serves as an advocate and liaison between participant organizations and the State of Wisconsin.
- c. *Communication*: Exchange and disseminate information among WIVOAD participant organizations, the public, as well as local, state and federal agencies.

- d. *Collaboration*: We dedicate ourselves to achieve specific goals and to undertake specific projects at disaster sites. We form partnerships prior to and during the disaster response.
- e. *Education*: Providing training to increase awareness, preparedness and long-term recovery.
- f. *Leadership Development*: Provide volunteer leaders training and support the development of state VOAD organizations, local VOADs, and long-term recovery committees.
- g. *Mitigation*: Supporting the efforts of federal, state, and local agencies.
- h. *Outreach*: Encourage the formation of local VOADs and long-term recovery committees. Encourage participation by existing VOAD member organizations and recruit new organizations to affiliate with WIVOAD.

Section B: Participant Organizations

I. Categories of Membership:

- a. Affiliate - Organizations, which meet all of the following criteria, are eligible for the Affiliate membership in the WIVOAD:
 - 1. Organizations with voluntary memberships and constituencies, which are not-for-profit, that is those qualified under the IRS Code as 501(c) (3).
 - 2. Organizations must have a disaster response program and policy for commitment of resources to meet the needs of people affected by disaster without discrimination
 - 3. Organizations must be statewide in scope.
- b. Associate – The Associate membership may be granted to organizations, or businesses with disaster planning and operations responsibilities or capabilities that do not meet all of the criteria for Affiliate and:
 - 1. Have a disaster response program and policy for commitment of resources to meet the needs of people affected by disaster without discrimination.
 - 2. Need not be statewide in scope.
- c. Government liaison – The Government liaison membership may be offered to federal, state and local government agencies and/or organizations.
- d. Private Liaison – Open to Private Sector entities that bring resources to the WIVOAD movement, demonstrate a commitment to support the WIVOAD mission. Additional specific criteria for each category of Membership and Partnership may be defined from time to time by the Board of Directors

II. Requirements of Participants:

- a. Meet one of the participant criteria of the WIVOAD.
- b. Support the mission of the WIVOAD
- c. Have an authorized representative at WIVOAD membership meetings.

III. Membership Application Procedures:

- a. Organizations requesting membership status may apply to the WIVOAD Board of Directors describing their intended commitment to the organization. Applicant organizations are encouraged to attend WIVOAD membership meetings while their application is being reviewed.
- b. The WIVOAD Board of Directors will approve or deny the application as well as determine the category of membership of the applicant organization using the WIVOAD bylaws at the next WIVOAD board meeting.
- c. Responsibilities of Members
- d. WIVOAD members must be committed to sending an authorized representative to attend WIVOAD meetings. If the representative cannot be, he/she may designate an alternate designee to attend and vote.
- e. Member organizations should notify WIVOAD of any changes to the authorized representative within thirty days.
- f. WIVOAD may request a change in authorized representative.

IV. Termination of Membership:

- a. WIVOAD member organizations may voluntarily withdraw by notifying the WIVOAD board of directors in writing.
- b. Membership status may be terminated by request of the WIVOAD board of directors.

V. Meetings:

- a. WIVOAD meetings shall be guided by the most recent edition of the *Roberts Rules of Order* except as otherwise provided for in these bylaws. WIVOAD meetings are open to the public and members are encouraged to attend.
- b. Board of Directors shall meet at least four times per year for regular stated meetings. Meetings may be held as conference calls when in person meeting is not possible.
- c. General Meeting Membership meetings will be held **four times per year** which includes an annual meeting to be held on a date to be determined by the Board of Directors. Meetings may be held as conference calls when in person meeting is not possible.
- d. Emergency Meetings:
 1. Emergency meetings to meet the needs of disaster events (or drills) can be called at any time by the WIVOAD with minimal notice
 2. Teleconferencing is an option for emergency meetings to facilitate the mission of WIVOAD.
 3. Emergency meetings are open to agencies with specific response & recovery responsibilities.

- e. Quorum: At any meeting of the Members, one-third of the Members entitled to vote, represented in person or by written proxy, shall constitute a quorum. If less than said number of the Members are present or represented at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.
- f. Voting at General Membership Meetings:
 - 1. Each Associate or Affiliate member organization is entitled to one vote.
 - 2. Voting by proxy shall be permitted with adequate notification to the board.
 - 3. Authorized representatives present at a properly noticed meeting shall constitute a quorum to do business.
 - 4. All votes shall pass by simple majority vote.
 - 5. All votes (formal or consensus reached) will be recorded in the meeting minutes.

Section C: Officers

Officers are nominated and voted on at the first regular business meeting of the calendar year. The term of office begins with the next business meeting of WIVOAD and shall be for a period of two years from the date of installation. Officers must be a designated representative of an Affiliate or Associate member organization. Any designated representative of an Affiliate or Associate member organization of the WIVOAD may nominate officers.

Nominations must be seconded to be accepted for placement on the ballot. A list of the accepted nominees must appear on the agenda for the first regular business meeting of the calendar year. These officers are elected by designated representatives of an Affiliate or Associate member organization of the WIVOAD.

No single agency will be allowed to hold more than one officer position. When an officer's position is vacated, the Chairperson shall call for nominations and an election held within the next business meeting to select a replacement to serve the un-expired term.

The Board of Directors consists of the following Officers:

- a. Chair (may not serve more than two consecutive terms)
Function: presides at meetings, acts as spokesperson and represents WIVOAD, delegates tasks as pertains to WIVOAD business, convenes meetings and provides leadership, and nominates committee members to be voted on by the Board. The Chair with the consent of the voting designated representatives of Affiliate or Associate member organizations may engage in external contracts.
- b. Vice-Chair (may not serve more than two consecutive terms)
Function: Acts on behalf of the chair in the absence of or at the request of the Chairperson and maintains financial records of the WIVOAD. Provides guidance and support to the Membership Committee, Long Term Committee and any ad hoc Committees.
- c. Secretary (may not serve more than two consecutive terms)
Function: Maintains organizational records, makes meeting notifications and keeps minutes of meetings.
- d. Treasurer (may not serve more than two consecutive terms)
Function: Oversees the finances of WIVOAD and reports to the Board on a regular basis and provides leadership for the agency's fiscal accountability. Provides guidance and support to the Finance Committee.

Section D: Board of Directors

- I. The management of the corporation shall be exercised by and under the authority of the Board of Directors.
- II. The membership of the Board of Directors:
 - a. The Board of Directors shall consist of 12 individuals, nine of which are to be elected at an organization meeting as follows:
 1. The four officers of the corporation;
 2. Five at-large directors whose terms shall be two years. Directors shall be limited to two consecutive terms. Terms shall be staggered, so that at least one new member is elected each year.
 3. Three Government Liaison directors (with voice but no vote) shall be appointed by Wisconsin Emergency Management, the Department of Health Services and Wisconsin Emergency Management Association.
 - b. An individual member of the Board of Directors may resign at any time by delivering written notice to the Chair or Secretary.
 - c. A member of the Board of Directors shall automatically be removed:
 1. If the organization of which he/she represents ceases to be a member of WIVOAD
 2. If he/she is convicted of a felony.
 3. If he/she commits an act of moral turpitude as determined by the Board of Directors.
 - d. A board member may also be removed by two-thirds vote of the delegates at a general membership meeting. If this action is to be taken, it must be recorded in the minutes and placed on the agenda of such meeting, with two weeks notice given.
 - e. Any vacancy of the Board of Directors may be filled by the Board consulting with the member organizations and electing an individual to serve the remainder of the unexpired term.
 - f. Functions of the Board of Directors
 1. To determine the organization's vision, mission, goals and organization-wide policies and priorities with assistance and recommendations from the organizational participants.
 2. To authorize committees and task forces, as it deems necessary to fulfill the purpose and direction of WIVOAD to oversee their work.
 3. To designate member/s authorized to make public statements in the name of WIVOAD.
 4. To set the agenda for organization meetings.
 5. To adopt an annual budget.
 6. To evaluate the work of Committees and Task Forces and to make decisions regarding the continuation, modification, or elimination of units and/or work.
 7. To establish any new structures or work that it deems necessary in light of the organization's vision and mission.
 8. To buy and acquire real property as necessary, to receive gifts and bequests of real or personal property for its objectives, and to hold, sell and dispose of such property, to act as trustees of the corporation.

9. To create committees and task forces as it deems necessary.
10. Upon recommendation of the President, to fill vacancies on Committees, and Task Forces.

g. Meetings of the Board of Directors

1. The Board of Directors shall meet at least four times per year for regular stated meetings.
2. Meetings may be held a conference call.
3. Special meetings may be called by the President, or upon written request of five or more members of the Board of Directors.
4. Meetings may be held by any means of communication that allows all participating directors to simultaneously hear or read each other's communications.
5. A majority of the number of members of the Board of Directors then in office shall constitute a quorum.
6. Voting shall be by directors present at the meeting. Proxy voting shall not be allowed.
7. Notice of the time and place of all meetings shall be given by the secretary, or designee, to each director by telephone or any electronic method at least forty-eight hours before the time set for the meeting; or by depositing such notice at any United States mail collection location at least five days before the time set for the meeting.
8. Attendance at any meeting shall be waiver of any notice unless at the beginning of such meeting the individual objects to holding the meeting or transacting business at the meeting or objects to considering a matter not within the purpose of the meeting.

h. Standing Committees of the Board

1. The WIVOAD board of directors shall appoint members to the Standing Committees on an annual basis. Standing Committees shall establish its own operating procedures provided they are in accordance with the bylaws and any directions of the Board of Directors.

2. Standing Committees

I. Finance Committee

- i. Membership – shall consist of three board members including the Treasurer of WIVOAD, with expertise and experience in financial matters. Terms shall be for one year and are renewable.

ii. Functions

1. To prepare the annual budget as needed.
2. To provide a plan for raising the funds required by the proposed budget.
3. To prepare the budget and submit it to the Board of Directors for review and adoption.
4. To provide for the regular audit of the Treasurer's books
5. To periodically review the Accounting Policies and Procedures Manual and recommend any changes to the Board of Directors.

II. Membership Committee

- i. Membership – shall consist of two board members and may include other members of WIVOAD. Terms shall be for one year and are renewable.
- ii. Functions:
 - 1. To maintain an accurate membership role and resources
 - 2. To review and update membership agreements
 - 3. To encourage new applications for membership
 - 4. To encourage current participants to be active in the work of VOAD and long-term recovery

III. Long Term Recovery Committee

- i. Membership – shall consist of all board members actively involved in the current long-term recovery event. Additional members who have experience and are active in long term recovery event are also encouraged to participate. Terms are based on the needs of that specific long-term recovery event.
- ii. Functions:
 - 1. To support participant agencies to be recipients of designated funds for long term recovery
 - 2. To support capacity building in participant agencies
 - 3. To assist with coordination of resources and designated donations for long term recovery from local communities
 - 4. To revise and update the Long-Term Recovery Manual as needed.

i. Adhoc Committees of the Board

The WIVOAD board of directors may create Ad Hoc Committees and appoint members as needed. Ad Hoc Committees shall establish its own operating procedures provided they are in accordance with the bylaws and any directions of the Board of Directors.

Section E: Amendments

Amendments to these bylaws may be made by a two-thirds majority vote at a WIVOAD board meeting. Amendments must be moved and seconded at a properly noticed board meeting to be voted on at the following board meeting.