

BYLAWS

of the

Wisconsin Association of Staffing Services Revised March, 2003

ARTICLE I - Name and Government

1. **Name.** The name of this Association is the Wisconsin Association of Staffing Services (WASS), hereafter referred to as the Association.
2. **Governing Instrument.** This Association shall be governed by the Bylaws.
3. **Authority to Represent.** Only members of the Association who are either Officers or Directors may speak for the Association.

ARTICLE II - Purposes

1. This Association is formed to promote the common business interests of its members, who shall be proprietors and firms in the staffing services industry in the State of Wisconsin. This Association shall be an affiliate Chapter of the American Staffing Association, the national association of the industry, and pursue its purposes in cooperation with the national association.
2. The purposes and objectives of the Association are subscribed to by its member firms whose principal function is the provision of competent staffing services to business, industry, professional and service organizations and public and governmental entities.

The purposes of the Association are to represent the staffing services industry before government bodies and the general public, to promote the growth and quality of services to customers and employees and to enhance the environment for continued development of the industry. The purposes of the Association shall be achieved by meeting the following objectives:

To promote the interests of the staffing services industry and its employees before federal, state and local governments.

To promote the staffing services industry through effective communications.

To develop, maintain, analyze and disseminate comprehensive staffing services industry related information.

To provide such services and communications to members as will further the purposes and

objectives of the Association.

To provide programs and disseminate information that will assist members in keeping their employees informed on industry issues and common concerns.

To encourage cooperation with other organizations which will contribute to the advancement of the purposes and objectives of the Association.

To recruit and retain members in order to attain a broad and representative base of the entire staffing services industry.

To manage the association in an efficient and effective manner in order to accomplish the purposes and objectives of the Association.

To promote constant image building programs aimed at increasing recognition of staffing services by government and the general business and professional public.

To provide common meeting functions annually and as frequently as otherwise needed.

To establish and maintain programs through activity and membership communications utilizing committees and special task groups in such necessary areas as:

- a. Federal, State and Local Legislative Programs.
- b. Public Relations programs.
- c. Industry Code of Ethics and Good Practices.
- d. Industry research programs to develop factual socio-economic information on the industry, Association members, their employees and customers.

To assist the members and the industry (utilizing Committee and special task groups) in areas of mutual concern, interest advancement, and the common good.

The Association, through its members, recognizes its obligations to the staffing employee and acknowledges as one of its objectives a continuing program to alert members to the needs of the staffing employee and a continued dedication to the welfare of these employees.

The Association and its members also recognize their fundamental obligation to the organizations and individuals using the services provided by the members of the Association. To this end, the Association pledges its best effort to develop and promote high ethical and professional standards of service to its customers and to the public.

ARTICLE III - Membership

1. **Membership.** To be eligible for membership in the Association, a firm must be a separately identifiable entity deriving revenue from providing staffing services. Active members are entitled to vote in the affairs of the corporation, to serve as directors or officers, or to be counted toward a quorum at any meeting of the membership.
2. **Active Members.** Any firm actively engaged in the industry, with offices within the State of Wisconsin is eligible for active membership. Voting shall be by the one representative designated by a member to the Secretary of the corporation. Such designations shall be revocable at the pleasure of the member firm, by giving notice of such revocation and of the appointment of a successor representative to the Secretary.
3. **Affiliate Members.** Branches, franchises, licenses, or similar business entities included in the dues computation and payment of an active member shall be affiliate members without further action or application.
4. **Associate Membership.** Any firm that does not qualify as a staffing service and wishes to network and do business with representatives from staffing services is eligible for Associate Membership. Associate Members will pay dues and receive benefits as determined by the Board of Directors. Associate Members may serve on the Board of Directors in a voting capacity. However, no more than 20% of the Board of Directors may be comprised of Associate Members. Furthermore, no more than two of the five Officers may be Associate Members.
5. **Application for Membership.** Application for membership shall be in writing or in electronic format in such form as the Board of Directors shall prescribe. The applicant shall agree to abide by the Code of Ethics of the American Staffing Association, and any such Code of Employment Practices promulgated by this Association. An applicant shall become a member when his/her application has been accepted by a member of the Board of Directors or the Association Coordinator and when he/she has paid any fees prescribed by the Board of Directors.
6. **ASA Membership.** All local/state members of this Association shall be encouraged to become members of the American Staffing Association.
7. **Resignation.** Any member may withdraw from membership by submitting to the Secretary a written resignation. Resigning members are obligated to pay all outstanding dues and assessments.
8. **Suspension, Expulsion.** If the Board deems it to be in the best interest of the Association or of the staffing services industry to suspend a member, it may do so by following a procedure established by the Board. A member may be expelled for cause. Expulsion

shall be by two-thirds vote of the entire membership of the Board of Directors provided that notice and opportunity to be heard is provided to the member in accordance with procedures established by the Board.

ARTICLE IV - Affiliation

1. **Affiliation.** Upon approval of these bylaws by the vote of a majority of the active members at a meeting thereof; such vote also signifying agreement to accept the Code of Ethics of the American Staffing Association, Inc., the Association shall certify such fact to the administrative headquarters of the national association, along with a list of the names and addresses of Association members. The Executive President Elect of the national association shall approve such affiliation and will recognize the Association as an ASA affiliate.

1. The President's company is encouraged to be a member of ASA and he/she shall be a member of the ASA Council of Presidents during his/her term of office and shall attend such meetings as deemed necessary by the Association or individual.

ARTICLE V - Dues

1. **Dues.** Membership dues shall be set by the Board of Directors annually based on the budget. Dues shall be set for the calendar year.

2. **Nonpayment.** Any member whose dues or assessments are more than sixty (60) days in arrears and who has been notified by U.S. mail, shall be suspended and thereby lose all rights and privileges of membership.

3. **Refunds.** No dues shall be refunded to any member whose membership terminates for any reason.

4. **Prorated Dues.** Applications processed for membership during the calendar year may bear dues prorated as approved by the Board of Directors.

5. **Special Assessments.** Special assessments for special needs, such as legislative expenses, may be levied upon the members at the direction of the Board of Directors and shall be accompanied by proper explanation. However, any member may voluntarily contribute more than the amount assessed against him.

ARTICLE VI - Meetings of Members

1. **Annual meeting, Regular meetings, Notice.** Regular meetings of the membership shall be held as provided for by the Board of Directors; at such time and place as the Board may determine, provided that the regular meeting each year shall also be the annual meeting of the membership for the election of officers and directors for the ensuing year. No notice shall be required to be given for regular meetings, except the annual meeting, or unless time or place of a meeting has been changed from that of the previous meeting. Written notice of the annual meeting shall be mailed to each member at least twenty (20) days before the day of the meeting, notice of a changed regular meeting may be oral or written and shall be given or mailed, faxed or e-mailed to each member at least five (5) days before the day of the meeting.
2. **Special Meetings.** Special meetings shall be held at the call of the President, or of the Board of Directors, or of the Secretary acting on written request of a majority of the active members. Notice of special meetings stating the time, place and purpose or purposes thereof shall be mailed, faxed or e-mailed to each member at least 10 (ten) days before the day of the meeting.
3. **Quorum, Voting.** The active members present shall constitute a quorum at any meeting of members. The affirmative vote of a majority of the active members present at a meeting shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law or these bylaws.
4. **Conduct of meetings.** Meetings of the members shall be presided over by the President; or if he/she is not present, by the Vice President; or if neither of them is present, by a chairman chosen by the meeting. The Secretary, or in his/her absence a person chosen by the meeting shall act as Secretary of the meeting, when not in conflict with these bylaws. Robert's Rules of Order shall govern all deliberations.

ARTICLE VII - Officers

1. The executive officers of the Association shall be: a President, a Vice President, Secretary, Treasurer and Immediate Past President.
2. **Election.** Executive officers shall be elected by the active members at their annual meeting each year, to serve for the ensuing year or until their successors shall be elected and take office.
3. **President.** The President shall have general charge of the affairs of the Association, subject to the direction of the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors at which he/she is present; and shall perform

- the usual duties incident to this office. He/she shall appoint committees and shall appoint replacements to fill vacancies occurring on the Board, subject to the approval of the Board of Directors.
4. **Vice President.** The Vice President shall exercise the powers of the President during that officer's absence or inability to act; and shall have such other duties as the Board of Directors or the President may assign to him/her.
 5. **Secretary.** The Secretary shall keep minutes of the meetings of the Board of Directors; shall be the custodian of the records of the association; and shall issue notices as required by these bylaws. Minutes of all meetings shall be submitted to ASA.
 6. **Treasurer.** The Treasurer shall be responsible for all the funds of the association, and shall attend to all disbursements subject to the direction of the Board of Directors. The Treasurer shall keep and maintain appropriate records of all receipts and disbursements. Whenever requested to by the President or the Board of Directors, he/she shall render a statement of accounts. He/she shall give such bond for the faithful discharge of his/her duties in such form as the Board of Directors may require.
 7. **Immediate Past President.** The Immediate Past President shall serve as a member of the Board of Directors and shall chair the Nominating Committee.
 8. **Removal.** Any officer may be removed by the persons authorized to elect him/her, whenever, in their judgement, the best interest of the Association will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person being removed.
 9. **Vacancies.** The President, with the approval of the Board of Directors, may fill by appointment, a vacancy in any office, for the unexpired portion of the term.

ARTICLE VIII - Board of Directors

1. **Board of Directors.** The Association may elect a Board of Directors to govern its affairs. If the Association does not have the necessity of a Board, the Executive Committee made up of the elected officers shall govern the affairs of the Association.
2. **Number, Powers, Term, Quorum.** The property, affairs, and business of the Association shall be managed by its Board of Directors, which shall consist of the following persons: President, Vice President, Secretary, Treasurer and Immediate Past President and an appropriate number of persons elected by the active members at their annual meeting. A majority of the directors then in office shall constitute a quorum at any directors' meeting. The vote of a majority of the directors present at a duly called meeting shall be binding upon the Board, unless a greater vote is required by law or by these bylaws. Directors

shall serve for one year from their election, or until their successors shall be elected and take office. Directors may be re-elected to the Board.

3. **Meetings.** The Board of Directors shall have regular meetings as necessary to conduct the business of the Association, but not fewer than four meetings per year. Special meetings shall be held at the call of the President, or of any three directors. Notice of any meetings of directors shall be given orally or in writing (via fax, US mail or e-mail) to each director at least five days before the day of the meeting.
1. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the President with the approval of the majority of the remaining directors, even though less than a quorum. A director so chosen shall serve for the unexpired term of his/her predecessor.

ARTICLE IX - Committees

1. **Committees.** The Association shall have committees on membership, legislation, program/education, public relations/communication, and on such other subjects as the Board of Directors may provide for, each to be composed of members to be appointed by the President. There shall also be a nominating committee, chosen as hereinafter provided.
2. **Membership Committee.** The membership committee shall recruit new members and shall consider and make recommendations to the Board of Directors and/or Executive Committee on applications for membership.
3. **Legislative Committee.** The legislative committee shall study pending and proposed legislation affecting the business of the members at the state, local, and national level and make recommendations to the membership as to position to be taken thereon; shall cooperate with the Legislative Committee of the American Staffing Association; and make such representations to the legislative authorities as may be requested of it by the Board of Directors.
4. **Program/Education Committee.** The education committee shall study and devise methods for upgrading the industry's performance through educational efforts at both management and secondary employee levels; through seminars, meetings, and written materials.
5. **Public Relations/Communications Committee.** The communications committee shall promote a positive image of the staffing services industry and devise methods by which such promotion can be made successful.
6. **Nominating Committee.** The nominating committee shall consist of active members, the chairman, and members to be designated by the Association president. The committee

shall submit to the Board of Directors, and/or Executive Committee its recommendation of the persons to be nominated as directors and officers for the ensuing year. The recommendations of the committee shall be submitted to the membership along with notice of the annual meeting. Additional nominations may be received from the floor, if endorsed in writing by five active members.

ARTICLE X - Miscellaneous Provisions

1. **Fiscal Year.** The fiscal year of the Association shall be January 1 - December 31.
2. **Resignation.** A director or officer may resign at any time, and such resignation shall take effect the time specified in the resignation, or, if no time is specified therein, at the time of its receipt by the President or Secretary. Acceptance shall not be necessary to make a resignation effective unless the resignation expressly so states.

ARTICLE XI - Amendment

1. **Amendment.** These bylaws may be amended by the affirmative vote of a majority of the active members at any duly called meeting of the members; provided notice of the proposed changes, shall have been submitted to every member (via fax, email or USPS) and filed with the Secretary, at least ten days before the day of the meeting.

ARTICLE XII - Dissolution

1. The Association may be liquidated and dissolved on the vote of three-fourths (3/4) of the active membership. In the event of the liquidation, all funds remaining in the Association shall be devoted to purposes consistent with the purposes of the Association. No funds of the Association shall be repaid to individual members thereof and no member is entitled to claim any interest in particular of collective funds of the Association by vote of the Board of Directors.