

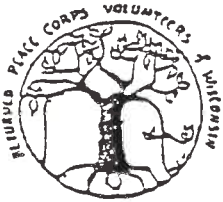
NEWS LETTER

Returned Peace Corps
Volunteers of Wisconsin:

Madison Chapter

CONSTITUTION

MAY 1990



1981

FROM THE EDITOR

RETURNED PEACE CORPS VOLUNTEERS
OF WISCONSIN, INC.

PROPOSED AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

NOTICE OF MEETING AND PROXY BALLOT

To: All Members in Good Standing
(those whose dues are paid up through March, 1990)

A proposed amended constitution and by-laws (a copy of which is attached) has been submitted to the president and referred to an ad-hoc review committee in accordance with section VII--A-1, of the constitution.

Votes on amendments will be counted at the June meeting:

Friday, June 1, 1990

6:00 pm

This will be a Potluck meeting at the home of Donna Shalala.

IT IS IMPORTANT THAT EVERYONE VOTE. A 2/3 affirmative vote of the total membership in good standing is required to amend the constitution. The proposed amendments will bring our organization into conformance with current requirements for achieving tax exempt status.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE RETURN THE PROXY BALLOT TO THE FOLLOWING ADDRESS:

RPCV's of Wisconsin, Inc.
P.O. Box 1012
Madison, WI 53701

Please act quickly as ballots received after the June 1, 1990, meeting will not be counted.

RETURNED PEACE CORPS VOLUNTEERS
OF WISCONSIN, INC.

CONSTITUTION

I. NAME AND OBJECTIVES.

- A. This corporation shall be known as Returned Peace Corps Volunteers of Wisconsin, Inc.
- B. Returned Peace Corps Volunteers of Wisconsin, Inc., shall be a non-profit corporation organized and operated exclusively to support educational and charitable activities within the meaning of section 501(c)(3) of the Internal Revenue Code related to international development and understanding. These purposes shall be achieved by one or more of the following activities:
1. Providing an organizational framework within which the members may meet and work together to achieve the group's goals.
 2. Providing an educational forum for the discussion of international issues, and promulgating an awareness of those issues in the United States by organizing, conducting and promoting public discussion groups, forums, panels, lectures, or other similar programs.
 3. Supporting non-profit charitable organizations which provide services compatible with the goals and purposes of this organization and not incompatible with section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
 4. Supporting the US Peace Corps, its role and mission in furthering international understanding, cooperation, and development; and offering assistance within the limits of this constitution and federal and state law to new Peace Corps Volunteers and those interested in the Peace Corps.
 5. Publishing a newsletter and such other bulletins as may further the goals and purposes of the organization.

C. RPCVs of Wisconsin, Inc., shall not discriminate in its activities, programs, or membership on the basis of sex, age, religion, politics, race, creed, color, handicap, marital status, national origin, ancestry, sexual orientation, arrest record or conviction record.

D. Distribution of Funds and Assets of the Corporation

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of the purposes set forth in Article I. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this constitution, this corporation shall not, except to an insubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of the purposes of this corporation.

2. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes. All corporate records will be retained by the registered agent for the period of time required by law. Such records will be made available to all persons with a legal right to view them. Afterwards, all records will be turned over to the National Council of Returned Peace Corps Volunteers.
3. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or corresponding section of any future federal tax code.
4. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.
5. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.
6. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

E. Educational and Charitable Support

1. The corporation will achieve its educational goals and purposes by any or all of the following methods:
 - a. Contributions to existing educational institutions for programs in international development and education.
 - b. Awards of scholarships to individuals who qualify

according to the criteria and standards established by the group for studies related to international development and education. Such criteria and standards will include financial need of the recipient, relevance to the group's goals and purposes of the educational program the recipient is enrolled in, information demonstrating that the recipient remains in the program for the duration of the scholarship period, and the uses to which the educational qualifications will be put after completion of the program. All scholarship award decisions will be made only upon approval of a quorum of the general membership of the corporation.

C. Organization of educational programs for the benefit of the community. These programs may take the form of lectures, forums, panels, radio, or TV programs, or regular classes, or any other cultural media as the group may deem appropriate. These programs may be conducted by members of the organization or others whom the group deems qualified to teach in the subject area. Admission charges for any educational program conducted by the group will be limited to donations, or to such charges as will cover the direct expenses of materials, travel expenses for the instructor, meeting place rental fees, and such other expenses as are directly attributable to conducting the program. In all instances, the programs will be made available to the largest number of interested individuals possible.

2. The corporation will achieve its charitable goals by directly working for: the relief of the poor, the distressed or the underprivileged; improving neighborhood relations; and the elimination of prejudice and discrimination. The corporation may also achieve its charitable goals by support of other non-profit groups with monies or services, which groups have as a purpose goals and values compatible with this corporation's and not incompatible with section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

F. The corporation may establish subordinate organizations under the general supervision of the corporation. These organizations may take the form of chapters, local branches, posts, or units of the corporation. Such subordinate organizations shall adopt an organizing document and must have stated goals and objectives compatible with those of this corporation and not incompatible with section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

II. ORGANIZATION AND STRUCTURE

A. Membership

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1. Any Peace Corps Volunteer or Returned Peace Corps Volunteer may join with full voting rights.
2. Any person expressing interest in the Peace Corps may join as an associate member. Associate members may not vote on amendments to the Constitution.

B. Board of Directors

1. The corporation shall have a board of directors consisting of the four elected officers, the immediate past president, the registered agent, and two board members elected from the general membership.
2. The elected board members will be elected at the annual membership meeting and shall serve for a term of one year.
3. The board shall be responsible for setting policy and goals for the organization, and for reviewing operations of the organization. The board shall conduct a yearly audit of the organization's finances and shall submit a report to the membership on such audit at the general membership meeting. The board will review and approve the annual budget before presentation to the general membership.
4. The board shall also be responsible for seeing that the organization complies with all federal, state, and local laws including section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
5. The powers and duties of all board members shall be limited to those specified in this document and in the adopted by-laws.

C. Officers

1. The organization will elect four officers from among those members who are RPCVs. Those officers shall be the president, vice-president, treasurer, and secretary. All officers shall serve one year terms.
2. The officers will be elected at the annual general membership meeting. All members who are RPCVs in good standing are eligible for office.
3. The powers and duties of all officers shall be limited to those specified in this document and in the adopted by-laws.

D. Committees

1. Committees shall be appointed and formed as specified in the by-laws.

E. Compensation for services and expenses

1. No member, officer, or board member shall receive any compensation, from the organization except reimbursement

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for actual and necessary expenses incurred or for services rendered during organizational projects and as authorized by a majority vote at a general membership meeting.

III. AMENDMENT OF CONSTITUTION

A. The constitution may be amended only upon vote of 2/3 (67%) of the total number of members in good standing after written notice to all members at least two weeks in advance of the scheduled vote on the amendments. Such notice will include a copy of the proposed amendment(s) and notice of the time, date, and place for the meeting at which the vote will be held. Members may vote on amendments by written proxy.

B. All amendments shall be filed with the Wisconsin Secretary of State. The amendments will also be filed with the Federal Internal Revenue Service if the organization has 501(c)(3) tax exempt status.

C. The corporation may be dissolved by resolution passed according to the procedures for amendment of the constitution and by-laws.

IV. RATIFICATION AND ADOPTION

A. Upon ratification and adoption of this constitution in accordance with the existing constitution and by-laws, this constitution shall replace the existing constitution and by-laws.

B. Copies of the constitution and the by-laws will be kept on file by the secretary and will be made available to any member of the corporation upon request.

RETURNED PEACE CORPS VOLUNTEERS OF WISCONSIN, INC. BY-LAWS

I. NAME AND OBJECTIVES

A. This corporation shall be known as the Returned Peace Corps Volunteers of Wisconsin, Inc.

B. The purposes and objectives of this organization shall be limited exclusively to those specified in the constitution.

II. MEMBERSHIP AND DUES

A. Any Peace Corps Volunteer or Returned Peace Corps Volunteer may join with full voting rights.

B. Any person expressing interest in the Peace Corps may join as an associate member. Associate members may not vote on amendments to the constitution and articles of incorporation.

C. Any eligible person may join by registering with the treasurer his or her name, address, telephone number, and any other information considered pertinent by the membership and upon payment of dues as set by the membership.

D. A member ceases to be such when he or she either:

1. provides written or verbal notice to the president of the intention to resign;
2. fails to pay dues for four consecutive months during any fiscal year;
3. is expelled for cause or grave misconduct according to procedures set forth in Robert's Rules of Order; or
4. dies.

E. Yearly dues shall be payable in December of each calendar year. Members who join at or after the March meeting may elect to pay dues at an established monthly rate (\$1 per month in 1990) until the subsequent year.

1. Any member may bring a motion for the adjustment of dues before the membership at the annual membership meeting. Any adjustment to dues shall be approved by a majority of those members present or voting by proxy.

2. Members in arrears of dues for two consecutive months lose their voting rights until their account is brought up-to-date; however, members in arrears for four consecutive months are subject to expulsion according to section II, D.

3. Additional assessments to cover expenses may be made from time to time following motions to that effect by members in good standing and approval by a majority of those present or voting by proxy.

F. No member may transfer his/her membership or rights pertaining thereto to any other person.

III. OFFICERS AND BOARD OF DIRECTORS

A. Only Returned Peace Corps Volunteers in good standing may serve as officers of this corporation, except two members of the board of directors (section III, C, 3) may be non-RPCVs.

B. The elected officers shall be:

1. President,
2. Vice-President,
3. Secretary, and
4. Treasurer.

No person may hold more than one office at the same time.

C. The board of directors shall consist of the four elected officers, the immediate past president, the registered corporate agent, and two directors elected from the membership at large.

1. A simple majority of board members constitutes a quorum. The board members shall elect a chairperson from among themselves.
2. Any vacancies on the board shall be filled by election by the general membership at a general membership meeting. The board shall nominate candidates to fill the vacancy.
3. The two board members elected from the general membership shall be elected at the annual general membership meeting by a majority vote of those members present or voting by proxy.

D. All officers and board members shall hold office for one year, with unlimited re-election.

E. No member, officer, or board member shall receive any compensation, except reimbursement for actual and necessary expenses incurred during organizational projects and authorized, by motion, by a majority of the membership.

F. The officers and board members may not vote themselves any authority or privileges not set forth in the constitution and by-laws.

G. Any officer or board member may be removed from office for good cause, or for reason provided for in the constitution or by-laws. Notice of the reasons for removal must be given to the general membership at least two weeks before the meeting at which the vote on removal will take place. The officer or board member will have opportunity to address the charges before the vote by the membership. A 2/3 vote of the members present is required to remove an officer or board member.

H. The registered corporate agent shall be a member in good standing of this corporation and a legal resident of the State of Wisconsin. The agent elected will retain the position and perform the duties specified in the Wisconsin Statutes on Non-stock Corporations (ss. 181.08 to 181.10, Wis. Stats.) until he or she either:

1. ceases to be a member (section II,D);
2. resigns the position in writing; OR
3. is removed from office (section III,G).

In such case a new registered corporate agent will be appointed by the president and registered with the State of Wisconsin as required by law.

I. Election of officers is held annually at the October meeting according to the following:

1. The president shall announce the October election at the July, August, and September meeting.
 2. At the July meeting, a nominating committee of up to three members in good standing (in addition to the vice-president who serves as chairperson; section II,K,3) shall be appointed and named by the president, and the procedure for making nominations shall be announced to the membership.
 3. The nominating committee may receive nominations verbally or in writing from any member in good standing until the adjournment of the September meeting. The committee shall inform members of their nomination prior to or at the September meeting. Nominations may be accepted or declined at any time prior to the vote.
 4. In the event that no nominations are received, it will be the responsibility of the nominating committee to solicit candidates for the office(s) in question.
 5. The names of those accepting nomination for a particular office shall be publicly announced in the September newsletter. Nominees for office will be given the opportunity to address the assembled members on the day of the election immediately prior to voting.
 6. A simple majority of members in good standing present and indicating their choices in secret ballot shall decide the election; the nominating committee (except members nominated for office) shall count the ballots and announce the results. In the event of ties, additional ballots will be taken until a simple majority is achieved. The names of newly elected officers shall be published in the October newsletter.
 7. Members in good standing entitled to vote in elections and on all legal motions, and who are unable to attend a meeting at which an election occurs, may vote by proxy. Proxy votes will be accepted if they are received in writing by the president before the beginning of the meeting at which the vote is taken. The president shall vote all proxies.
 8. Officer positions which are vacated mid-term shall be filled by motion and passed according to section VII. Officers elected in this manner serve until the October meeting following their election.
7. President, Duties and Responsibilities
1. Opens the meeting at the appointed time; sets agenda and announces the business of the day; determines that a quorum is present before voting on motions (if no quorum is present, no other business may proceed) and puts to a vote all questions legally moved, and announces the results of the vote.
 2. Enforces the constitution and by-laws, and decides

- questions of order according to Robert's Rules of Order. The president may appoint a parliamentarian and sergeant at arms.
3. Authenticates, by signature when necessary, all papers and declarations of the will of the members legally voted as motions; represents the corporation in official capacity as need be.
 4. Appoints members of standing, nominating, special, and ad-hoc committees as set forth in the constitution and by-laws.
 5. Votes in any election requiring written ballots, and in any vote to break a tie:
 - a. The president may vacate the chair to the vice-president in order to engage in discussion or debate a motion, or to a president pro-tem when the vice-president is absent, but the adjournment ends the appointment. The president may not regain the chair until after the motion in question has been set to a vote.
 - b. The president may not vote on motions (except as in section III, J, 5, 1) but is expected to maintain an impartial attitude toward all sides of an issue and mediate debate among members according to Robert's Rules of Order.
 6. Serves as ex-officio member on all committees except the nominating committee but without voting rights in committee.
 7. Performs additional duties as stipulated in the constitution and by-laws.
- K. Vice-President, Duties and Responsibilities
1. Assists the president in the accomplishment of his or her duties.
 2. Replaces the president in his/her absence or when he/she vacates the chair. All duties, rights, and responsibilities of the president then become those of the vice-president as long as he/she holds the chair.
 3. Serves as the chairperson of the nominating committee.
 4. Performs additional duties as stipulated by this constitution and by-laws.
- L. Secretary, Duties and Responsibilities
1. Takes, reproduces, and disseminates to all members the minutes of all monthly meetings:
 - a. The minutes must be maintained in a log or archive which is available to members for any proper purpose at any reasonable time. The president may appoint a historian to help maintain archives.
 - b. The secretary must arrange for a substitute secretary to take minutes whenever he/she will be absent from regular monthly meetings.
 2. Takes charge of all documents, records, papers, etc.,

- that belong to the corporation and hands them over to the president upon leaving office.
3. Chairs meetings in the absence of the president and vice-president with all the duties and responsibilities incumbent upon them while holding the chair.
 4. Notifies all members of events and special meetings.
 5. Conducts correspondence as directed; reads important correspondence at meetings and notes the response in the Minutes.
 6. Maintains a membership list and updates address and telephone numbers, and any other membership records in cooperation with the president, the treasurer, and the membership committee. Maintains the mailing list in cooperation with the newsletter editor.
 7. Performs additional duties as stipulated in the constitution and by-laws.

M. Treasurer, Duties and Responsibilities

1. Receives and banks all monies due the corporation, and issues receipts.
2. Maintains the financial books and reports account balances at each monthly meeting.
3. Pays by check (countersigned by president, if necessary), or by cash all debts incurred by the corporation, receives receipts for all cash expenditures, and maintains a file of receipts.
4. Disburses petty cash as stipulated in the constitution and by-laws, or as required following legal motions to that effect.
5. Keeps records of dues payment by members, issues notices when a member is in arrears and facing expulsion and/or loss of voting rights (section II.E.2), and announces the list of members in good standing prior to voting if so requested by the president.
6. Serves on the finance committee as a member with full voting rights.
7. Makes all records available to members for any proper purpose at any reasonable time following written request to that effect. Reports such requests to the membership at monthly meetings.
8. Prepares an income statement every six months and submits the statements to the general membership and for printing in the newsletter.
9. Performs additional duties as stipulated in the constitution and by-laws.

IV. MEETINGS

- A. Regular general membership meetings will be held on a date, and at a time and place, determined by motion passed by the general membership and announced in the newsletter at least one month prior to the meeting.
- B. Special general membership meetings may be called, or

regular meetings cancelled by the president with the approval of the board, or by motion at any regular meeting.

C. An annual membership meeting will be held in October of each year and is the minimum number of meetings that can be held in any calendar year. The business of the annual meeting will include at minimum the elections of officers and board members, and presentation of a budget and yearly report by the outgoing board. The membership shall approve or modify the budget by majority vote.

D. A quorum is necessary to entertain motions, but not to conduct other business; a quorum will consist of 50% of the number of members present at the previous month's meeting. Proxy votes may be cast as designated in the by-laws.

V. COMMITTEES

A. Standing Committees

1. Standing Committees shall consist of the following:

- a. Membership: In cooperation with the secretary, treasurer, and newsletter editor, responsible for contacting potential new members and maintaining the membership directory.
 - b. Newsletter: Under the guidance of the newsletter editor, publishes a monthly newsletter to all members in good standing and such other individuals as approved by the president. The newsletter constitutes an official record and document of the Corporation.
 - c. Social: Under the guidance of the social chairperson, plans organizes, and coordinates all entertainment and social programs as required by the members.
 - d. Internal Education: Plans and conducts educational programs for the membership.
 - e. Global Education: Plans and coordinates projects aimed at accomplishing the corporation's second objectives; coordinates linkages with other organizations and RPTV groups.
 - f. Finance: In cooperation with the treasurer, makes an annual budget and advises the membership about raising and disbursement of corporate funds.
 2. The operation and composition of Standing Committees shall be in accordance with Robert's Rules of Order.
 3. Chairpersons of standing committees shall be elected by simple majority of committee members, and the term shall last until the subsequent October election with unlimited re-election.
 4. Members of standing committees are appointed and withdrawn by the president.
- B. Special and Ad-Hoc Committees

1. Special and ad-hoc committees shall be created and members appointed by the president according to the needs of the corporation and the wishes of its members.
2. Special committees can be appointed without a time limit; ad-hoc committees are appointed for a specified time limit and are no longer empowered when that limit is reached. The president can dissolve special but not ad-hoc committees.

VI. EXPENDITURES

A. The treasurer shall pay all debts, fees and expenditures approved by the membership as part of the annual budget and not incompatible with the purposes and objectives of the corporation as stated in the constitution.

B. The general membership may approve expenditures in addition to those approved in the annual budget by a majority vote of those members present at any regular meeting.

C. The president (or vice-president in the absence of the president) plus one other officer may approve expenditures of up to \$100. for expenses incurred in furtherance of the corporation's purposes and objectives without the prior approval of the membership. A written report on any such expenditures will be made to the membership at the next regular meeting.

VII. GOVERNANCE

A. The rules contained in Robert's Rules of Order shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with the constitution, these by-laws, and the articles of incorporation.

B. Standing rules may be adopted by motion at any meeting but may only be suspended, modified, or rescinded by motion at subsequent meetings.

VIII. AMENDMENTS TO BY-LAWS

A. These by-laws may be amended upon motion by majority vote of the membership at any regular meeting after proper notice and publication.

B. All proposed amendments will be published in the newsletter or equivalent publication and distributed to all members at least two weeks before the meeting at which the voting on the amendments will take place.

IX. RATIFICATION AND ADOPTION

A. Upon ratification and adoption of these by-laws in accordance with the existing constitution and by-laws, these by-laws shall replace the existing by-laws.

B. Copies of the constitution and the by-laws will be kept on file by the secretary and will be made available to any member of the corporation upon request.

C. Signers of the first constitution and by-laws:

Kathleen Quinlan	Sharon Lewandowski	Buck Trawicky
Wade Dallagrana	Robert Cowell	Elena Meyer
Jane Mitchell	Nancy Schmidt	Karen Silbernagel
Char Thompson	Paul Thompson	Jon Goldberg
Patricia Halpin	David Wessel	Brent McNabb
Ralph O'Connor	John Metz	Donald Sauer
David Haxton	Earl Bricker	Walter Zeltner
Yvonne Schneider	Ross Royster	Doug Brown
William Yarroch	Pat Brown	Michael Read

RETURNED PEACE CORPS VOLUNTEERS OF WISCONSIN
MADISON CHAPTER

Walt Zeltner, Editor
P.O. Box 1012
Madison, WI 53704



Rose Ann
2714 Oakridge
Madison, WI 53704

Scott
Exp. Date
1/91