

BY-LAWS
WISCONSIN SCHOOL PSYCHOLOGISTS ASSOCIATION, INC.

ARTICLE I
Name and Purpose

Section 1: Name. The name of this Organization shall be Wisconsin School Psychologists Association, Inc. (WSPA, Inc.). The term Association, used interchangeably with the term Organization, shall in each case refer to the Wisconsin School Psychologists Association, Inc.

Section 2: Purposes. The primary purposes of this Association shall be to serve the mental health and educational needs of all children and youth and to facilitate and support the effective practice of school psychology. Another purpose for which the Association is formed is exclusively charitable and educational as set forth by Section 501 c (6) of the Internal Revenue Code of 1986. The Association shall be non-profit in its purposes and activities.

Section 3: Mission. The primary mission of this Association shall be to serve school psychologists in their efforts to positively impact the educational, social, and emotional needs of children. The Association will advocate and support the effective practice and advancement of school psychologist through communication and leadership.

ARTICLE II
Membership

Section 1: Membership. The Association shall consist of the following categories of membership:

- A. Full Membership: A full member is a member of the Association who is (i) certified by the Wisconsin Department of Public Instruction as a school psychologist, (ii) licensed by the Wisconsin Department of Regulation and Licensing for the private practice of school psychology, or (iii) primarily engaged in training of school psychologists at a college or university in Wisconsin. The Board of Directors shall determine a dues rate for full membership.
- 1) Leave Status: Leave status at a reduced membership dues rate shall be granted for a full member who does not currently practice school psychology and who is experiencing a substantial reduction in income as determined by the Membership Committee. Only full members who have maintained membership in the Association for three consecutive years prior to the request for leave status shall be eligible. Application shall be made to and be determined by the Membership Committee. It is renewable for a period of not more than five years. Full members on leave status retain all rights as full members. The Board of Directors shall determine a dues rate for leave status.
- 2) Life Membership: Life membership shall be granted upon request following retirement or by recommendation by the Board of Directors to anyone who has held full membership in WSPA, Inc. for a period of at least five (5) years prior to retirement. The Board of Directors shall determine a nominal dues rate for life membership.
- B. Student Membership: A student member is a member of the Association who is currently enrolled in a training program in school psychology or is an undergraduate student with an interest in school psychology and not certified as a school psychologist by the Wisconsin Department of Public Instruction. Members returning to a training program on a full time basis can apply for student status. Student membership dues shall be set by the Board of Directors at a reduced rate of full membership dues.

- C. Intern Membership: An intern member is a member of the Association who is currently enrolled in an internship through a training program in school psychology. Intern members may have provisional or initial school psychology licensure and may be working full time. Intern membership status requires annual verification by a School Psychology training program. The Board of Directors shall set Intern membership dues at a reduced rate of full membership dues. Intern membership is granted for a maximum of two years.
- D. Honorary Membership: An honorary membership may be granted to an individual who has made a significant contribution to the field of education or school psychology. The Board of Directors shall approve honorary membership.
- E. Associate Membership: An associate member is one who is trained and/or certified by a Department of Public Instruction, or any similar state agency, as a school psychologist but is not currently functioning in some form of school psychological or pupil personnel services in Wisconsin. Practicing school psychologists and school psychology trainers not employed in the State of Wisconsin are eligible for associate membership pending approval by the Membership Committee. An annual dues rate for associate membership shall be set by the Board of Directors.
- F. Only full members shall have voting rights in the Association. All members may attend all meetings of the Association.

Section 2: Approval of Membership

- A. Membership shall be granted upon (i) payment of dues, (ii) recommendation of the Membership Committee, and (iii) approval of the Board of Directors. Successful applicants will be approved and installed as members of the Association at the next regularly scheduled meeting of the Board of Directors.
- B. Formal application for membership shall be made through the Membership Committee and pursuant to the rules and procedures determined by the Membership Committee. Proof of certification and or professional status, and other information or documentation requested by the Membership Committee shall be supplied to the Membership Committee, and the Membership Committee shall be entitled to retain a copy of such information and documentation. No person shall have any right to become a member of the Association, and membership may be denied by determination of the Membership Committee or the Board of Directors, in their respective sole discretion, with or without the requirement to provide or have reason for such denial.

Section 3: Severance of Membership

- A. Membership shall expire if payment is not received within 30 days of the due date. Reinstatement may be made by submitting current dues to the Membership Committee. Members whose payments lapse for 1 year must reapply for membership. The Membership Committee may, upon written request, grant extensions of the due date.
- B. Any member whose license has been revoked by a Department of Public Instruction or a State Licensing Board shall be automatically expelled from the Association and shall be notified of such action by the Board of Directors.
- C. Any member may be expelled with or without cause by a two-thirds (2/3) vote of the Board of Directors present at a meeting in which a quorum is present and shall be notified of such action by the Board of Directors.
- D. A member may resign from the Association by providing prior written notice of resignation to the Membership Committee. This notice shall be the effective date of resignation, or shall state the date the resignation is effective, and be signed by the resigning member.

ARTICLE III

Officers

Section 1: Officers

- A. The officers of the Association shall be the President, President-Elect, Secretary, Treasurer, immediate Past President, and an At-Large member. All officers shall be full members of the Association. Officers whose authority and duties are not fully described in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors and such duties as usually pertain to such office. The same person shall hold not hold two (2) offices at the same time.
- B. Terms of Office. The President is two consecutive years while the President Elect and Past President serve one-year terms. The Secretary and Treasurer, whose terms shall be non-concurrent shall be for two (2) years. The At-Large member will be elected from the Board of Directors and serve a one-year term.
- C. The Board of Directors, by majority vote, shall fill any vacancy in an elected, unexpired office except for the office of President-Elect. Any member so chosen shall serve until the term of the vacated office has expired and a successor duly elected.
- D. In the event that the President shall not serve out a full term, the President-Elect shall succeed to the unexpired term thereof and continue as President to complete the term. If the President-Elect is unable to succeed the Presidency, the Board of Directors, by a majority vote shall fill the vacancy of the President, and such member so chosen shall finish the term until a successor has been duly elected. In such event, both the President and President-Elect shall be elected by the Membership at the time of the next scheduled election pursuant to Article IV.
- E. Any officer may be removed with or without cause by a two-thirds (2/3) vote of the Board of Directors present at a meeting in which a quorum is present.

Section 2: Duties of Officers

- A. The President: The President shall be the principal executive officer of WSPA, Inc., shall execute policy as determined by the Board of Directors, shall direct all business of the Association, shall preside at all meetings, shall call meetings of the Board of Directors, shall appoint all committees not otherwise provided for, and shall perform such other duties as the office may require. The President shall be an ex-officio member of all committees.
- B. The President-Elect: The President-Elect shall act as President in the absence of the President, or, if the President wishes to take part in any debate, shall occupy the chair until the matter under consideration is resolved. The President-Elect shall also perform such duties as assigned by the President or Board of Directors.
- C. The Secretary: The Secretary shall record all motions and proceedings of all General Membership and Board of Directors meetings of the Association and shall make available copies of all open meeting minutes to the membership at the meeting at which those minutes are to be approved. The Secretary shall be the custodian of all books and documents belonging to the Association not otherwise provided for.
- D. The Treasurer: The Treasurer shall receive, be custodian of, and deposit in an Association bank account all monies belonging to the Association; shall maintain accurate records of dues, receipts and expenditures; and shall pay all bills approved by the Board of Directors or authorized by the budget.
- E. The Past President: The Past President shall be an ex-officio member of the Nominations and Elections Committee. The Past President shall perform such duties as assigned by the President or Board of Directors.
- F. At-Large: The At-Large member shall perform such duties as assigned by the President or Board of Directors.

Section 3: Executive Committee. The Executive Committee shall consist of the President, Secretary, Treasurer, At-Large, and either the President-Elect or the Past President. The President will chair the Executive Committee. The Executive Committee shall have and may exercise power of the Board of Directors on timely issues between Board meetings and shall submit reports to the Board on action taken.

ARTICLE IV Nominations and Elections

Section 1: Nominations. Nominations will be managed by the Nominations and Elections Committee or by petition. All nominees must be full members of the Association. The Nominations and Elections Committee will stipulate the nomination procedures. The election timeline shall be stipulated by Nominations and Elections Committee to correspond with Publication of Association newsletter and Spring Conference dates.

Section 2: Conduct of Elections. Officers shall be elected by vote of full members. The majority of votes cast shall determine the election of each officer.

Section 3: Recognition Awards

- A. The Association may grant special recognition awards in the areas of outstanding WSPA, Inc. member, public official, professional, lay person or parent. The Board of Directors shall approve the recognition awards.
- B. The Recognition and Scholarship Committee on an annual basis, shall be responsible for the identification of a "Wisconsin School Psychologist of the Year." The identified Wisconsin School Psychologist of the Year must be approved by the Board of Directors and be a full member of WSPA, Inc.

ARTICLE V Government

Section 1: By-Laws. The By-Laws shall serve as the governing rules of this Association.

Section 2: Board of Directors. A Board of Directors shall govern the Association.

- A. The Board of Directors shall consist of the elected officers of the Association, appointed chairs of standing committees and a selected delegate from individual regional chapters. The duties of the Board of Directors shall be to conduct all matters of business, administer policy, and formulate and propose recommendations to the general membership.
- B. Directors shall have the right to propose and vote on motions during Board of Directors meetings.
- C. Any Board member may be removed with or without cause by a two-thirds (2/3) vote of the Board of Directors present at a meeting in which a quorum is present.
- D. A regional chapter is limited to one delegated Board member and the regional chapter may remove and/or replace its delegate at any time by notice to the Board of Directors.
- E. The action of a majority of the Directors present at any meeting in which a quorum is present, shall be the action of the Board except as expressly provided otherwise in these By-Laws, the Articles of Incorporation, or the laws of the State of Wisconsin.

Section 3: The Association Manager. The Board of Directors may appoint an Association Manager who will, at the discretion of the Board of Directors, conduct administrative activities of the Association. The appointment

may be on a monetary contractual basis if monies are appropriated in the duly adopted budget of the Association.

ARTICLE VI Committees

Section 1: Standing Committees and Duties. There shall be the following standing committees appointed to fulfill the following functions of the Association. Standing committees will act in accordance with the stated purpose of the Association.

- A. Legislation Committee: The Legislation Committee shall be responsible for the development, promotion, and monitoring of legislative issues.
- B. Membership Committee: The Membership Committee shall be responsible for conducting the membership drive for the Association and all necessary and related administrative activities regarding membership. The Committee shall determine questions regarding category and eligibility for membership and shall be responsible for periodic reviews of membership policies and procedures.
- C. Nominations and Elections Committee: The Nominations and Elections Committee shall be responsible for the procedures contained in Article IV, Section I and Section 2, of the Bylaws. The Committee shall also be responsible for periodic reviews of the nominations and elections procedures.
- D. Professional Preparation and Training Committee: This committee shall be responsible for coordinating collaborative activities for the faculty across the school psychology training programs that supports student development and promotes student membership and involvement in the Association activities. The Chair shall act as the liaison between the training programs and the Association.
- E. Professional Standards and Practice Committee: The Professional Standards and Practice Committee shall be responsible for developing and maintaining a clearly defined position of the Association regarding the ethical and professional standards to be adhered to by its members. The major area of ethical concern to the Committee is the promotion of the best practices of school psychology.
- F. Convention Planning Committee: The Convention Planning Committee shall assist participating regional chapters in the developing, planning, coordinating, and making program arrangements for the regularly scheduled conferences of the Association.
- G. Publication Committee: The Publication Committee shall develop, plan, and coordinate the publication of the Association. Editors of specific publications shall submit budget requests and reports to the Committee.
- H. Planning and Development Committee: The Planning and Development Committee shall be responsible for coordination of a structure that supports an organizational process of goal identification, accountability, and long-range planning.
- I. Children's Services Committee: The Children's Services Committee shall be responsible for supporting an organizational focus on the educational and mental health needs of children and adolescents.
- J. Public Relations Committee: The Public Relations Committee shall be responsible for promoting increased public awareness of the role and function of school psychologists serving the educational and mental health needs of children and adolescents.
- K. Continuing Professional Development Committee: The Professional Development Committee shall plan, develop, and make program arrangements for continuing education opportunities to be made available to member and non-members outside of the regularly scheduled conferences of the Association.

- L. Recognition and Scholarship Committee: The Recognition and Scholarship Committee shall be responsible for the procedures contained in Article IV, Section 3, of the Bylaws. The Committee shall also be responsible for coordination of other special awards, scholarships, and grants as provided by the Association.
- M. Technology Committee: The Technology Committee shall be responsible for maintaining the WSPA website and electronically communicating with the membership.

Section 2: Chairpersons. The President shall appoint chairs of the standing and other committees subject to the approval of the Board of Directors. The committee chairs shall serve for the term of the President unless otherwise provided for. All standing committee chairs shall be full members of the Association.

Section 3: Other Committees. Special committees or task groups may be authorized by the President or the Board of Directors.

ARTICLE VII Meetings

Section 1: General Membership

- A. An annual meeting of the General Membership of the Association shall be held in conjunction with a convention.
- B. Special General Membership meetings of the Association may be called by the Board of Directors, or upon petition of fifty (50) voting members of the Association.
- C. A minimum of thirty (30) days notice shall be required for all General Membership meetings of the Association.
- D. A quorum at General Membership meetings shall consist of fifteen (15) percent of the voting members of the Association.

Section 2: Board of Directors Meetings

- A. Regular meetings of the Board of Directors shall be held at such time and place determined by the President in consultation with the Board.
- B. Notice of time, place and purpose of the meetings shall be sent to each Director not less than two weeks before the meeting.
- C. The Board shall meet not less than three times per fiscal year.
- D. Special meetings of the Board of Directors may be called at any time upon written or verbal notice by (i) the President or (ii) any other two officers of the Association.
- E. The Board of Directors meeting shall be open to all Association members.
- F. A quorum for Board of Directors Meetings shall consist of fifty (50) percent of the voting members of the Board (i.e., elected officials, appointed committee chairs and selected regional representatives). A quorum when considering removal of an elected official shall consist of two-thirds (2/3) of the voting members of the Board.

Section 3: Executive Committee Meetings

- A. A meeting of the Executive Committee may be called at any time upon written or verbal notice by (i) the

President or (ii) any other two executive officers of the Association.

- B. A quorum for Executive Committee Meetings shall consist of three-fifths (3/5) of the officers of the Association then in office.

Section 4: Other Committee Meetings

- A. Standing committee and other committee or task group meetings shall be called by the committee chairs or Association President as deemed necessary.
- B. Quorums for committee and task group meetings shall be determined by the respective committee chairs.

ARTICLE VIII Fiscal Management

Section 1: Dues. Dues shall be payable upon receipt of an annual dues statement from the Association. The Board of Directors shall set the amount of dues.

Section 2: Budget and Fiscal Year. The Board of Directors shall adopt a tentative budget prior to the beginning of the fiscal year. A final budget shall be presented by the Treasurer and adopted by the Board. This budget shall be presented to the general membership at the state convention following adoption and will serve as the Association budget for the fiscal year. Prior to presentation to the general membership, each committee and individual, unless authorized by the Board of Directors or Executive Committee, shall spend no more than fifty percent (50%) of line items within their authority. The fiscal year shall be from July 1 to June 30, beginning in 1989.

Section 3: Expenditures. Upon adoption of the budget, all accounts payable being duly approved by the Treasurer, or, in his or her absence, by the President, shall be paid. The authority of committee chairs and officers to arrange financial commitments shall be restricted to the Action Plans of their offices and duly approved budget. Expenditure of additional funds shall be approved by a majority vote of the Board of Directors.

Section 4: Debt. No member of this Association shall contract, or cause to be made in the name of the Association, any debt for any nature whatsoever, without the specific and proper authorization of the Board of Directors.

Section 5: Bonding. Members of the Board of Directors and Convention planners who disburse, receive, or have access to funds of the Association shall be bonded in such amount as determined by the Board of Directors. The Association shall pay the expense of the bond.

Section 6: Indemnification. The Corporation shall indemnify any director or officer, or former director or officer of the Corporation, who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgements, fines and amounts paid in settlement actually or reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; the Corporation shall indemnify any such director or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he or she is or was a director, officer or employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee

or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which each person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 7: Auditing of Records. An annual examination of the Association's financial records by a Certified Public Accountant or Association Audit Committee, appointed by the President and subject to the ratification by the Board of Directors, shall take place.

Section 8: Special Assessments. Special assessments, recommended by the Board of Directors subject to the ratification by the general membership, may be levied.

Section 9: Dedication of Funds and Dissolution. All assets of this organization shall be permanently dedicated to the purposes set forth in Article I and in case of dissolution of the Association, all assets will be distributed to a public or tax exempt cause.

ARTICLE IX Chapters and Affiliations

Section 1: Regional Chapters

- A. Members of regional chapters shall be encouraged to be members of WSPA, Inc.
- B. The Board of Directors shall have the power to determine the number of regional chapters.
- C. Each chapter shall identify a regional representative to be a full voting member to the Board of Directors. This regional representative must be a full member of the Association.

Section 2: Affiliations. This Association may affiliate with other organizations whose general purposes fall within the scope of Article I of this constitution upon recommendation of the Board of Directors and approval by a majority of the members at a General Membership Meeting. This Association reserves the right to disaffiliate from any organization with which it has affiliated and may do so upon recommendation of the Board of Directors and approval by a majority vote of full members present at a General Membership meeting.

ARTICLE X Parliamentary Authority

Section 1: This Association shall be governed by the rules contained in "Robert's Rules of Order, Revised" in all points not specifically provided herein.

Section 2: A parliamentarian may be appointed by the President with the approval of the Board of Directors.

ARTICLE XI Amendment of the By-Laws

Section 1: Amendments to the By-Laws shall be conducted by vote of the members through mail or electronic

ballot and shall require a majority vote of the members voting to be adopted.

Section 2: Amendments to the By-Laws may be proposed in writing from the floor at any duly authorized meeting of the Association or be submitted in writing to the President by any full member for consideration at the next regularly scheduled meeting of the Association. The Board of Directors shall then be responsible for notification to the members in accordance with Article XI, Section (1) of the By-Laws.

Section 3: A committee may be authorized by the President or Board of Directors for the purpose of proposing changes to the By-Laws. Proposed By-Laws revisions should be reviewed for their consistency with existing Articles of Incorporation.

ARTICLE XII

Effective Date

Amendments to the By-Laws shall take effect upon the ratification by the members of the Association according to Article XI, Section I.

By-Laws first adopted at a meeting of the Board of Directors held on the 4th day of May, 1974.

Revision Approved:	October, 29, 1976
Revision Approved:	July 15, 1978
Revision Approved:	October 22, 1980
Revision Approved:	October 24, 1984
Revision Approved:	September 17, 1989
Revision Approved:	March 17, 1994
Revision Approved:	March 15, 2000
Revision Approved:	February. 2004
Revision Approved:	March, 2005
Revision Approved:	March 2010