

## Bylaws of the Wisconsin Women’s Council – Proposed Draft for Council Consideration

### Table of Contents

- Article I
- Article II – Purpose
- Article III – The Council
- Article IV – Executive Committee
- Article V – Officers
- Article VI – Staff
- Article VII – Meetings of the Council
- Article VIII – Committees
- Article IX – Fiscal Year
- Article X – Biennial Budget
- Article XI – Reporting
- Article XII – Amendments

### Article I

The name of this organization shall be the Wisconsin Women’s Council (hereinafter "the Council").

### Article II – Purpose

On February 1, 1983, the Governor of the State of Wisconsin issued [Executive Order #5](#) creating the Council to succeed the preceding non-statutory Wisconsin Governor's Commission on the Status of Women (established in 1964 and abolished in 1979) with the statutory charge to “identify and eliminate all barriers that prevent women in this state from participating fully and equally in all aspects of life.”

On July 1, 1983, the Council was codified in statute by [1983 Wisconsin Act 27](#), the 1983-85 Biennial Budget. The Council, administratively attached to the Department of Administration under [Wis. Stats. s. 15.03](#), is statutorily charged under [Wis. Stats. s. 16.01](#) to:

- Identify the barriers that prevent women in this state from participating fully and equally in all aspects of life.
- Conduct statewide hearings on issues of concern to women.
- Review, monitor and advise all state agencies regarding the impact upon women of current and emerging state policies, procedures, practices, laws, and administrative rules.
- Work closely with all state agencies, including the University of Wisconsin System and the technical college system, with the private sector and with groups concerned with women's issues to develop long-term solutions to women's economic and social inequality in this state.
- Recommend changes to the public and private sectors and initiate legislation to further women's economic and social equality and improve this state's tax base and economy.
- Disseminate information on the status of women in this state.

Pursuant to [Wis. Stats. s. 15.03](#), the Council is a distinct unit of the Department of Administration and shall exercise its powers, duties, and functions as prescribed by [Wis. Stats. s. 16.01](#), including initiating legislation, advising on rule-making, and operational planning within its area of program responsibility as detailed in statute. Budgeting, program coordination, and related management functions shall be performed under the direction and supervision of the Secretary of the Department of Administration (DOA). The DOA Secretary has designated the Administrator and Deputy Administrator of the DOA Division of Enterprise Operations to provide direction and supervision of the budgeting, program coordination, and related management functions of the Council and its staff.

### Article III – The Council

- A. Pursuant to [Wis. Stat. s. 15.107\(11\)](#), the Council shall consist of 15 appointed members.
- B. Pursuant to [Wis. Stats. s. 15.107\(11\)](#), the Council shall be composed of:
- i. The Governor, or their designee.
  - ii. Six public members appointed by the governor, one of whom the governor designates to serve as Chairperson.
  - iii. Two public members appointed by the president of the senate.
  - iv. Two public members appointed by the speaker of the assembly.
  - v. Two members of the senate, appointed by the majority leader with one each from the majority and minority parties.
  - vi. Two members of the assembly, appointed by the speaker with one each from the majority and minority parties.
- C. **Term of Appointments**  
Pursuant to [Wis. Stats. s. 15.107\(11\)](#), all members shall be appointed to serve for staggered 2-year terms, with the exception of:
- i. The governor or their designee shall serve a four-year term, as aligns with their term in office.
  - ii. Members of the assembly appointed to the Council shall serve for the period of their term in office.

In addition, pursuant to [Wis. Stats. s. 15.09](#), Governor's appointee terms shall expire on July 1.

D. **Vacancies**

Any vacancy occurring in the membership of the Council shall be filled in the same manner as the original appointment. Council staff will work with the appropriate appointing authorities to fill vacancies promptly.

E. **Conflict of Interest**

Consistent with [Wis. Stats. s. 19.45](#), no member of the Council shall participate in any matter in which the member or someone in the member's immediate family or a business or organization with which the member is associated has a substantial financial interest, direct or indirect. or otherwise give the appearance of a conflict of interest under state law. Whenever a Council member has cause to believe that a matter would involve them in a conflict of interest or the appearance of a conflict of interest, they shall inform the Executive Director and the other Council members present and refrain from voting on such matters. Council members shall abide by standards of conduct required of state public officials under [Wis. Stats. s. 19.45](#).

**F. Compensation and Expenses**

Pursuant to [Wis. Stats. s. 15.09](#), council members shall not be entitled to compensation for their services but shall be entitled to their actual and necessary travel expenses, other than State, Technical College, and University System employees (who would be reimbursed by the agency which pays their salary) to attend meetings of the Council, its committees, or other meetings or events approved by the Council.

- i. Council members who are not State, Technical College, and University System employees may submit claims for reimbursement for in-state travel rates for lodging, meals, and mileage as outlined in the State's travel guidelines rules, policies, and reimbursement rates.
- ii. Council staff shall assist members with submitting claims for travel reimbursements. Claims must be submitted within 30 days of the date of the travel for the in-state meeting or event related to Council business. Claims must also be submitted within the state fiscal year in which the expense was incurred.

**G. Training**

Council members shall complete any trainings required by the Department of Administration for any administratively attached councils, boards, or commissions.

**Article IV – Executive Committee****A. General Powers**

The business and affairs of the Council shall be managed by its Executive Committee. Such duties include:

- i. Make decisions between Council meetings that are necessary for the operations of the Council;
- ii. Develop the agenda for each Council meeting;
- iii. Receive requests from the community at-large to place items on the Council agenda;
- iv. Review the Council's annual budget as prepared by the Executive Director;
- v. Review and recommend sponsorship requests to the full Council for action; and
- vi. Review committee work plans and monitor and evaluate committee progress on outlined goals.

**B. Members**

The Executive Committee shall consist of six members:

- i. Council Chair, as designated by the Governor;
- ii. Vice Chair, as elected by the Council from the Council's membership;
- iii. Secretary, as elected by the Council from the Council's membership;
- iv. Two members-at-large, as elected by the Council from the Council's membership; and
- v. The Council's Executive Director, who shall be an ex-officio, non-voting member.

**C. Elections and Terms**

Pursuant to [Wis. Stats. s. 15.09\(2\)](#), at its first meeting in each year the Council shall elect a Vice Chair and Secretary from among its members. At the same time, the Council shall elect the two members-at-large to also serve on the Executive Committee. Members of the Executive Committee shall hold office for a term of one-year or until their successor is elected, with the exception of the Governor's appointed Chair and the Executive Director, who shall serve for the tenure of their appointment and employment respectively.

**D. Regular Meetings**

Regular meetings of the Executive Committee shall be held between meetings of the Council and can be held at a location, whether in-person or virtual, as determined by the Chair and Executive Director.

**E. Special Meetings**

Special meetings of the Executive Committee may be called by or at the request of the Chair, Executive Director, or by at least three of the Executive Committee members. The person(s) authorized to call special meetings of the Executive Committee may fix any place, whether in-person or virtual, as the place for holding any special meeting called by the Executive Committee.

**F. Notice**

Written, printed, or electronic notice in accessible format of any meetings shall be delivered to each member and publicly published in accordance with State of Wisconsin Open Meetings laws. When possible, notice shall occur not less than five days before the date of such meeting.

**G. Quorum**

A majority of the voting members of the Executive Committee shall constitute a quorum for transaction of business at any meeting of the Executive Committee.

**H. Manner of Acting**

The act of the majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

**I. Attendance Requirements**

Members shall be expected to attend Executive Committee meetings on a regular basis. Any member missing two consecutive meetings without due cause shall be contacted by the Chair to determine their continued interest in serving on the Executive Committee. The missing of three consecutive meetings without due cause shall be construed as a de facto resignation from the Executive Committee.

**Article V – Officers**

The three officers of the Women’s Council shall be the Chair, Vice Chair, and the Secretary. The duties of each are:

**A. Chair**

- i. The Chairperson is designated by the Governor under [Wis. Stats. s. 15.107\(11\)\(b\)2.](#) and shall:
  - a. Act as the official representative of the Women’s Council;
  - b. Preside at all Executive Committee and Council meetings and conduct the same according to these bylaws;
  - c. Lead the Council in goal setting, long-range planning, and program evaluation;
  - d. Serve as an ex-officio member of all committees; and
  - e. Perform such other duties as are incumbent upon this office.

**B. Vice Chair**

- i. The Vice Chairperson is elected by the Council under [Wis. Stats. s 15.09\(2\)](#) and shall:
  - a. Preside over Executive Committee and Council meetings in the absence of the Chair;
  - b. Serve on the Executive Committee; and
  - c. Assist the Chair with Council goal setting, long-range planning, and program evaluation.

**C. Secretary**

- i. The Secretary is elected by the Council under [Wis. Stats. s. 15.09\(2\)](#) and shall:

- a. Be responsible for a correct record of all proceedings of the Executive Committee and Council meetings. The Secretary may designate staff to record the meeting minutes but shall review all draft minutes before they are published and distributed to the Executive Committee and Council for approval; and
- b. Preside over meetings in the absence of the Chair and Vice Chair.

## Article VI – Staff

### A. Executive Director

The Department of Administration (DOA) has position authority for 1.0 FTE (full-time equivalent) staff person to serve as the Executive Director to the Council. As administered by DOA and classified by the Division of Personnel Management, the Council's Executive Director manages the Council's programs, initiatives, operating budget, biennial budget requests, contracts, and provides direct staff services to the Council, such as scheduling meetings and ensuring Council compliance with Open Meetings and Public Records laws.

The position reports to and is supervised by the Administrator and Deputy Administrator of the DOA Division of Enterprise Operations, as designated by the Secretary of DOA.

### B. Other Staff

As the Council's budget permits, the Executive Director may hire LTE (limited-term employment) and project staff or engage interns and volunteers as needed to implement and execute projects and programs of the Council. The Executive Director will follow all State of Wisconsin civil service system processes and will supervise all other Council staff, interns, or volunteers.

## Article VII – Meetings of the Council

### A. Meetings

Pursuant to [Wis. Stats. s. 15.09\(3\)](#), the Council shall meet at least annually, and shall also meet on the call of the DOA Secretary and may meet at other times as determined by the Chair or a majority of its members. The Council shall meet at such locations, including virtual meetings, as may be determined by it, unless the DOA Secretary or the Council's Executive Director determines a specific meeting place.

All meetings of the Council shall comply with Wisconsin Open Meetings laws pursuant to [Wis. Stats. Chapter 19, Subchapter V](#), and:

- i. Meetings can be conducted in-person, virtually, or a hybrid of the two;
- ii. Any action that could be taken at an in-person meeting can also be taken at the virtual meetings;
- iii. All meetings shall be publicly noticed;
- iv. All meetings shall be open and accessible to the general public unless there is a legally permissible reason for a closed session; and
- v. Reasonable accommodations will be provided for individuals with disabilities or if there is a need for an interpreter or translator.

### B. Agendas

Agendas for all meetings of the Council are drafted by Executive Director in consultation with and approved by the Executive Committee. Any member may request to place an item on the agenda for discussion. Requests shall be made in advance of a meeting of the Executive Committee preceding the meeting of the Council in which the member requests the item be discussed.

**C. Quorum**

A majority of the non-vacant Council members shall constitute a quorum.

**C. Parliamentary Procedure**

The Council, and its Executive Committee, shall use the most current edition of Robert's Rules of Order for meeting procedures. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Council may adopt.

**D. Manner of Acting**

The act of the majority of the Council present at a meeting at which a quorum is present shall be the act of the Council. Council members present at a meeting are presumed to agree with actions taken by voting in the affirmative and unless they verbally dissent during the vote. The Council can adopt positions on issues by majority vote, which will be recorded in the meeting minutes. Members who object can submit a written dissent with the rationale of their negative vote for the official record. All votes shall be recorded in the meeting minutes.

**E. Proxies**

At all meetings of the Council and the Executive Committee, Council members may not vote by proxy or by a representative.

**F. Attendance Requirements**

Council members shall attend all Council meetings and meetings of committees to which they are assigned on a regular basis.

- i. For the Council to accomplish its statutory charge and achieve its vision, mission, and goals as determined by the Council, it needs all members to fully participate in Council meetings and service on Council committees.
- ii. Members should endeavor to attend those Council meetings that are intended for the Council to gather in-person at locations around the state. In addition, members should endeavor to attend Council-sponsored events held in the general area of the state where they reside and/or work.
- iii. Members will notify the Chair or Executive Director prior to Council meetings to obtain an excuse from the meeting. Council members that do not obtain an excused absence will be considered absent.
- iv. The missing of three consecutive meetings without an excused absence may result in the Executive Committee forwarding a recommendation for removal to the appropriate appointing authority.
- v. A Council member may send a representative, such as a legislative staff person, in that member's stead to attend any meeting and to participate in discussions on the member's behalf. However, such a representative shall not count towards the quorum requirements and shall not have the authority to vote in Council proceedings.

**Article VIII – Committees**

Committees may be created by order of the Executive Committee or by action of the Council on an ad hoc basis to plan and coordinate initiatives or partnerships identified by the Council. Council members shall participate in committees as needed and able. Additional committee members may be sought from the community at-large to increase experience and expertise on committees. Each committee shall elect its chair, who is responsible for reporting the committee's agenda and activities to the full Council.

**Article IX – Fiscal Year**

The fiscal year of this Council shall correspond with the fiscal year of the State of Wisconsin and begin on the first day of July in each year and end on the last day of June of each year.

**Article XI – Reporting**

Pursuant to Wis. Stats. s. 16.01(2)(g), the Council shall submit a biennial report on the Council's activities to the Governor and to the Chief Clerk of each house of the Legislature, for distribution to the appropriate standing committees under s. 13.172(3). In every odd-numbered year, the Executive Director shall prepare the biennial report for the Council's consideration and submit the report to the Council no later than July 31. The Council shall review and accept the report at the next regular meeting of the Council in advance of submission to the Governor and the Legislature.

**Article XII – Amendments**

These bylaws may be altered, amended, or repealed by new bylaws adopted at any meeting of the Council and by a majority vote of the members present.