

WISCONSIN ASSOCIATION OF COUNTY HOMES
(an affiliate of the Wisconsin Counties Association)

CONSTITUTION AND BY-LAWS

ARTICLE I – NAME

The name of this organization shall be the Wisconsin Association of County Homes (“WACH”).

ARTICLE II – VISION, MISSION, PURPOSE

Vision Statement

The Wisconsin Association of County Homes will focus on increasing revenues to county homes to cover the cost of care while decreasing dependence on property tax levy, enhancing the scope of our services and providing support to each public service entity in the organization.

Mission Statement

The Wisconsin Association of County Homes represents county owned long-term health care organizations. We provide high quality resident care centered services to those in need, including the elderly, individuals with physical and mental challenges, and those with complex medical needs. The Wisconsin Association of County Homes is a progressive organization that strives to be good stewards of taxpayer dollars and, to that end, we advocate for our citizens at the local and state levels.

Purpose

The purpose of the Association is to provide a statewide association to promote quality care, educate members, share information, and to promote policy reflective of the Association mission. It is our common intent to focus our advocacy efforts on the special populations we serve, keeping their needs paramount, and remaining accountable to them in our policy development.

The Association is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as an affiliate of the Wisconsin Counties Association.

ARTICLE III – TYPE

The Wisconsin Association of County Homes shall be an association without stock and not for profit.

ARTICLE IV – MEMBERSHIP

Membership in the Association shall be of two kinds: *Full* Membership and *Associate* Members.

The Association is comprised of those county home members having been granted full membership.

Section 1. Full Membership

Any residential or special service unit operated by a county operated nursing or hospital facility, ICF-MR, CBRF, Adult Family Home, RCAC, SNF, IMD, or independent apartments shall be eligible for membership.

Section 2. Associate Membership

Any individual not a member of the staff or on the Board of Directors of a nursing home, hospital, CBRF, RCAC, AFH, or any other facility serving the elderly, mentally ill, or developmentally disabled who is engaged in a related field of activity or interested in the purpose of the organization, and any for-profit organization which provides products or services useful to the organization and its members. Such an associate membership shall include such rights, privileges, and duties that the Executive Board shall permit.

Section 3. Admission to Membership

The Executive Board shall approve a full membership and/or an associate membership by a majority vote.

ARTICLE V – OFFICERS

The Association shall have fourteen (14) officers who shall act as the Executive Board of the Association. This will consist of the President, Vice President, Secretary-Treasurer, Immediate Past President, Chairperson of the six (6) regions, and four (4) At-Large Trustees that will represent all regions. This Trustee will be elected by the Trustee group at the Association's annual meeting. A quorum will consist of six (6) Board members.

Section 1. President

The President shall be the principal officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The President shall preside over all meetings of the Executive Board. The President shall appoint the chairpersons and members of all committees.

Section 2. Vice President

In the absence of the President, the Vice President shall perform the duties of President and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall perform such other duties as, from time to time, may be assigned to him/her by the President and Executive Board.

Section 3. Secretary/Treasurer

The *Secretary* of the Association shall keep minutes of the Association meetings and Board meetings; maintain a record of the name and address of each association member; send notices of meetings and, in general, perform all duties incident to the office of Secretary/Treasurer and such duties which would be assigned to him/her by the President and Executive Board.

As *Treasurer* of the Association, the Secretary/Treasurer shall have charge and authority of and be responsible for all funds of the Association; receive and give receipts for monies due and payable to the Association, and deposit all such monies in the name of the Association. Performs all duties, i.e., monthly meeting reports incident to the office of Treasurer and any other such duties as may be assigned to him/her by the President or the Executive Board. Will, on an annual basis, appoint an outside party to audit the accounts and fiscal transactions of the Association, and report any recommendations to the members at the Annual Meeting.

Section 4. Immediate Past President

The immediate past president shall be a member of the Executive Board and shall serve as Legislative Liaison for the Association. The past president shall have the rights and duties of executive membership. The past president will also serve in the capacity of chairperson for the Annual Spring Conference.

Section 5. Board Trustees (At-Large)

The At-Large Trustee will serve a term of office for two (2) years. A Trustee may succeed his/herself in office. Election of At-Large Trustees will occur at the Bi-Annual Trustee meeting held during the Spring Conference. The role of the Trustee will be to represent issues of importance for those trustees who are actively engaged in nursing home oversight. These issues could be legislative in nature, reimbursement related, or programmatically based. The four (4) At-Large Trustees are a member of the Executive Board with voting rights and will bring issues forward based upon communications with other area nursing home trustees.

Section 6. Election of Officers

There shall be a nominating committee of voting Association members appointed by the President prior to each bi-annual election meeting. It shall be the duty of this committee to make a recommendation to the voting members for filling the offices of President, Vice President, and Secretary/Treasurer. In addition to these nominations by the committee, any voting member may make a nomination for these offices. To be elected, a nominee must gain a simple majority of Association members voting.

The order of election of officers shall be as follows: President, Vice President, and Secretary/Treasurer.

Section 7. Terms of Office

Terms of office are for two (2) years except for Secretary/Treasurer, which will be a term of two (2) years with the option of serving four (4) years with Board approval. Vacancies for officers who are unable to fulfill their term will be filled by appointment of the President.

Section 8. Eligibility

Only Wisconsin Association of County Homes members from WACH member counties shall be eligible to hold an elective office in the Association.

ARTICLE VI – EXECUTIVE BOARD

The Executive Board shall consist of the President, Vice President, Secretary/Treasurer, Immediate Past President, and chairpersons of the six (6) identified regions and four (4) At-Large Trustees; therefore, a total of fourteen (14) members.

Section 1. Regions

WACH shall be divided into six (6) regions co-existing with WAHSA regions. Each region will be represented by an Administrator who will serve as chairperson for any regional meetings and will be a voting member of the Executive Board.

The six (6) WACH regions are:

Region I: Kenosha, Milwaukee, Ozaukee, Racine, Walworth, and Washington

Region II: Columbia, Dane, Dodge, Grant, Green, Iowa, Lafayette, Richland, Rock, and Sauk

Region III: Clark, LaCrosse, Monroe, Trempealeau, and Vernon

Region IV: Dunn, Lincoln, Marathon, Polk, Rusk, and St. Croix

Region V: Brown, Outagamie, and Waupaca

Region VI: Fond du Lac, Portage, Sheboygan, Winnebago, and Wood

Section 2. Meetings

The WACH region representation will exist via Leading Age WI regional meetings. WAHSA regions map attached. WACH members are encouraged to attend regional meetings for information/monthly representation. County issues not addressed are encouraged to be brought by regional representation or individual representation to the monthly meeting of the WACH Executive Board. The WACH Executive Board shall be empowered to call special region meetings outside the regular WAHSA meetings, if necessary.

Section 3. Vacancies

A regional chairperson or trustee vacancy will be filled via appointment by the President until the next election.

ARTICLE VII – COMMITTEES

Section 1. Committee of the Whole

The Executive Board will operate as a Committee of the Whole. The Executive Board will meet regularly to address Association concerns, work closely with members of State government, promoting legislative policy in the best interests of Association members, and provide Association member services as may be deemed by the Association members.

Section 2. Special Committees

As required by the Constitution and By-Laws, the President will appoint a nominating committee (Article V, Section V) and, with approval of the Executive Board, may appoint single function committees, i.e., regulations study committee. These committees and other subsequent appointments will end when the committee's role concludes or when ended by change in President or actions by the Executive Board. Committee shall not take final action until a report has been submitted to the Executive Board and approval has been secured through a motion or vote.

Section 3. Committee Meetings

The Executive Board will meet regularly with agenda provided to voting membership. Members are encouraged to attend Executive Board meetings.

ARTICLE VIII – VOTING

Section 1. Association Members

Each county in good standing with the Wisconsin Counties Association and with WACH, having paid their dues, shall receive one (1) vote at any general membership meeting. If a particular county has more than one (1) facility, that county is limited to one (1) vote.

Section 2. Executive Board

Elected officers in attendance are allowed one (1) vote on issues before the Board. Members from the Association are encouraged to attend Executive Board meetings but may not vote on agenda items.

ARTICLE IX – DUES

Dues for the Association may be established only upon approval of the membership at a duly called annual or special business meeting of the Association.

Section 1. Member Dues

Dues shall be assessed on an annual basis by the Executive Board and shall be paid within sixty (60) days of mailed assessment to maintain good standing within the Association. When a county does not pay their dues within sixty (60) days, they will lose the opportunity to receive the list-serve question and answers sent to all members in good standing.

Section 2. Associate Members

Associate members' dues will be assessed annually. The fiscal amount of Associate membership dues will be decided at the Annual WACH Conference.

ARTICLE X – MEMBER REIMBURSEMENTS

Reflective of their office and members expectation(s), the Executive Board may be reimbursed expenses associated with Association business.

Section 1. Executive Board

The Association shall reimburse mileage expense for the Executive Board's attendance at meetings and/or special Executive Board meeting assignments. Mileage shall be reimbursed at the amount allowed per mile by the Internal Revenue Service. Trustees will be reimbursed for mileage and a per diem not to exceed the state rate. The Secretary/Treasurer will provide Executive Board members with an approved expense claims voucher.

Section 2. Special Reimbursement

The President may authorize mileage reimbursements for individuals who serve on special committees. For Administrators who are presenters at the Annual Spring Conference, conference registration fees will be waived. WACH will also pay for lodging and mileage expenses related to Administrators who will be honored at the conference. Conference related expenses incurred by county staff who coordinate registration will be reimbursed by WACH. Additional special reimbursements for the good of the Association will be submitted to the Executive Board and approved via a motion or vote.

ARTICLE XI – MEETINGS AND AMENDMENTS TO THE BY-LAWS

As may be in the best interest of the members of the Association, the By-Laws of the Association may be reviewed and changed in accordance with this section.

Section 1. Procedures on Amendments

The Constitution and By-Laws may be amended at the annual meeting or specially called meeting of the Association upon a majority vote of the members present and voting, but no such amendment shall be voted upon at an Annual or Special Business Meeting unless thirty (30) days' prior notice stating the contents of the amendment has been mailed to Association members.

Section 2. Meetings

WACH operations/business Executive Board meetings are to be scheduled monthly or as needed to meet the needs of members upon no less than fifteen (15) days' notice to the Executive Board.

One (1) meeting of the entire membership will be held annually to allow regions, trustees, and the entire WACH Executive Board to meet. The Association will cover the expense of the President and guest speakers (mileage and room).

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, current edition, shall govern the Association in all instances not otherwise covered in these By-Laws or the Association's rules.