

RSVP of Dane County

By-Laws



6501 Watts Road, Suite 250
Madison, Wisconsin 53719

Revised April 17, 2017

RSVP BY-LAWS

Article I NAME

- 1.1 The name of the organization shall be RSVP of Dane County, Inc.

Article II PURPOSE

- 2.1 The Vision and Mission of the organization shall be:
- a. Vision: Build and expand a community-wide network of volunteers and organizations that unites compassionate, experienced adults with meaningful and fulfilling service opportunities, which enrich the lives of the volunteers while enhancing support for people in need.
 - b. Mission: To make a positive impact in the community by recruiting volunteers 55 and older to help deliver priority services to people of all ages, providing Dane County with a valuable human resource - seniors in volunteer service.

Article III ENROLLMENT REQUIREMENTS

- 3.1 Anyone who is 55 years of age or over is eligible to become a volunteer if he or she is willing to serve on a volunteer assignment, without compensation, and is willing to accept supervision.
- 3.2 Otherwise qualified volunteers will not be denied participation on the basis of the extent of their education, income or experience, nor upon their citizenship, race, sex, creed, national origin or political affiliation.
- 3.3 Participating volunteers must be residents of Dane County at the time they volunteer.
- 3.4 At the discretion of the Executive Director, volunteer status may be given to individuals not qualified under Section 3.1 and 3.3 when deemed necessary and/or appropriate.

Article IV BOARD OF DIRECTORS

Board Policies

- 4.1 Formal adoption of policies shall be recorded in the minutes of the Board. Only those statements, so adopted and documented, shall be regarded as official Board policy.

- 4.2 Policies introduced and recommended shall be adopted only when acted upon at two consecutive regular and/or special Board meetings, with at least thirty (30) days separation between said meetings. This time shall be given to permit further study and to give opportunity for interested parties to respond. However, temporary approval may be granted by the Board, in lieu of formal policy approval, to meet emergency conditions or due to special events which will take place before formal action can be taken.
- 4.3 Adoption of new policies, or changing existing policies, is solely the responsibility of the Board. Proposals for new policies, or changes to existing policies, may be initiated in writing by any Board member or an employee of RSVP. The proposed policy or change in policy shall be referred to appropriate staff for input, and consultation with appropriate standing committee(s) of the Board, prior to Board action on the proposal.
- 4.4 A policy, not required by law or contract, may be temporarily suspended by a majority vote of the Board members present at a regular or special meeting of the Board, and in accordance with RSVP By-Laws.

Duties and Responsibilities of the RSVP Board

- 4.5 The business and affairs of the Corporation shall be managed by a Board of Directors consisting of fifteen persons. The Executive Director of RSVP shall be an ex-officio, non-voting member of the Board and of the Executive Committee.
- 4.6 The Board shall
- a. provide direction, definition, knowledge, and advice in the management and operation of the RSVP organization.
 - b. serve as the official link between the RSVP organization and the communities of Dane County.
 - c. create and protect the values, mission and vision of RSVP.
 - d. determine, apply, monitor, and assess its own structure, processes, performances and policies. Shall act proactively with a focus on strategic development and counsel.
 - e. be accountable to itself, staff, participants, funders, and the public for competent accomplishment of Board obligations.
 - f. assess the outcome of RSVP activities and monitor compliance with funders' requirements through internal reports, external reports or special studies.
 - g. hire, evaluate and monitor the performance of the Executive Director.
 - h. consult Robert's Rules of Order as appropriate.

- i. make official decisions only at a duly constituted Board meeting or by the Executive Committee, with subsequent ratification by the full Board.
- j. screen and place on the agenda of the Executive Committee and/or Board, topics or items for information, discussion, and/or action as recommended by chairpersons of standing committees, officers, and/or the Executive Director as outlined in the By-laws.
- k. receive annual reports from each standing committee, ad-hoc committee, or task force, and shall evaluate their activities in its realm of responsibility, or as otherwise directed.
- l. through its designated committees, oversee the development, revision, and implementation of all by-laws including any proposed revisions to same.
- m. require individual members of the Board to have personal integrity, avoid conflict of interest, be nonpartisan, and serve as advocates for RSVP to the public.
- n. require members to become familiar with the regulations, problems, and issues involving RSVP.
- o. require members to be willing to serve on committees and attend Board meetings so as to contribute knowledge and counsel to the Board and staff of RSVP.
- p. be responsible for its own orientation and training.
- q. have the authority to exercise all powers granted to corporations by the State of Wisconsin organized under Chapter 181.

- 4.7 The Board of Directors shall be representative of the community and shall include RSVP volunteers. Community representatives may be from voluntary organizations, industry, labor, government, volunteer stations, and persons capable of making significant contributions to the program. Board members shall be residents of Dane County at the time they are appointed.
- 4.8 At least 51% of the Board must be age 55 or older.
- 4.9 Directors shall have one vote each.
- 4.10 Decisions must be voted on and passed by a majority of those Directors present, provided there is a quorum.
- 4.11 Directors shall serve three year staggered terms and shall be elected at the annual meeting of the organization.
- 4.12 The Board will annually develop a list of nominees for vacant positions on the Board. This list may include the names of those Directors whose terms are expiring that year.

4.13 Directors shall be elected by a majority vote at the annual meeting of the Board. The terms of office of Directors shall begin after election at the Annual Board Meeting.

4.14 Any Director who misses three consecutive meetings without notifying the Board or the Executive Director may be dropped from the Board.

a. Resignations from the Board shall be submitted to the President in writing.

b. When a vacancy occurs, the President shall recommend to the board for their approval an individual to serve for the remainder of the unexpired term.

4.15 Officers

1. The officers of the RSVP Board shall be President, Vice President, Secretary, Treasurer, and the immediate past president. These officers along with Personnel Committee Chair and the Executive Director shall make up the Executive Committee. Officers shall be elected at the Annual Meeting of the board and shall serve until the next Annual Meeting.

2. Powers and Duties

a. President shall

- 1) Preside at all RSVP Board meetings.
- 2) Sign all certificates, contracts, legal instruments, as required.
- 3) Determine the agenda of each meeting with the Executive Director no later than 10 days prior to the meeting.
- 4) Chair the Executive Committee.
- 5) Participate when possible in meetings that involve RSVP or volunteers in general.

b. Vice President shall

- 1) Perform the duties of the President in case of the latter's absence or disability.
- 2) Participate when possible in meetings that involve RSVP or volunteers in general.

c. Secretary shall

- 1) Keep minutes of each meeting.
- 2) Deliver minutes to the RSVP office so they can be to be duplicated and mailed with the Agenda to all Board members 10 days prior to the next meeting date
- 3) Notify members of special meetings of the Board no later than two days prior to the meeting.
- 4) Participate when possible in meetings that involve RSVP or volunteers in general.

d. Treasurer shall

- 1) Assist and advise the Executive Director in preparation of the RSVP budgets.
- 2) Participate when possible in meetings that involve RSVP or volunteers in general.

e. Executive Director, as a member of the executive committee, and in the role of Executive Director of RSVP of Dane County, Inc., shall hereby be authorized to sign all certificates, contracts, documents, and other items relevant to the operation of RSVP in the normal course of business.

4.16 Committees

- a. Board Committees exist primarily to help the Board in its work in governance and not the work of staff in operations and management. Board Committees may be formed to provide leadership and direction to major functions, e.g. needs assessment, program planning, evaluation, financial development, marketing, community relationships, personnel recruitment and development. Board Committees may include but are not limited to: Recognition, Community Program Assessment, Agency Evaluation, Governmental Affairs, Nominating & Board Development, Personnel, Annual Meeting (Ad hoc). At least one Board Member shall serve on each Board Committee.
- b. Each Board Committee should have one employee or staff representative to facilitate communication and planning between Board Committees, Staff Committees, Executive Director, volunteers, and other employee. This representative should facilitate the collection of needed information and the provision of administrative support.
- c. Board Committees should prepare recommendations with appropriate supporting documentation for action and decision-making by the Board of Directors.
- d. Board Committees should screen and prepare recommendations for amending Board Policy.
- e. Duties, responsibilities, plans, projects, and activities of Board Committees shall be developed and carried out as directed by the Board of Directors.
- f. Board Committees should communicate through Board Committee chairs or representatives at meetings of the Board.

4.17 Meetings of Board

- a. The annual meeting of the Board shall be held between January and June of each year.
- b. The Board shall meet a minimum of 4 times per year.
- c. A majority of the total number of Directors holding office at the time of the meeting shall constitute a quorum for the transaction of business.
- d. A special meeting of the Board may be called by the President or by a majority vote of the Board.
- e. Committees shall meet at the discretion of the Chairperson but shall meet at least quarterly and at the request of the Board President.
- f. Committees shall report to the Board at least quarterly.

4.18 Executive Director

The Executive Director shall be responsible for carrying out the affairs of the corporation, in accordance with government rules and regulations and the directions, policies and job description as determined, directed or provided by the Board.

Article V

BY-LAW AMENDMENT PROCEDURES

These by-laws may be amended by the approval of two-thirds of the full membership of the RSVP Board at any duly called meeting of the Board.

May 4, 1977
Revised April 9, 1981
Revised January, 1984
Revised March, 1986
Revised September, 1990
Revised November 19, 1991
Revised April 19, 1994
Revised June 17, 1997
Revised April 21, 1998
Revised August 20, 2002
Revised February 18, 2003
Revised December 16, 2003
Revised April 17, 2006
Revised June 24, 2010
Revised April 8, 2012
Revised April 15, 2013
Revised December 16, 2013
Revised December 15, 2014
Revised April 17, 2017