

BYLAWS
Wisconsin Collision Repair Professionals, Inc.
Hereafter known as WCRP

Article One
Organization

1. The name of this organization shall be WISCONSIN COLLISION REPAIR PROFESSIONALS, INC., also known as WCRP.
2. The organization shall have no seal.
3. The organization may at its pleasure, pursuant to a majority vote of the membership body, change its name.

Article Two
Purposes

1. The purposes of this association shall be:
 - a. to promote the adoption and application of higher social, business and professional standards of its members;
 - b. to improve the economic welfare of its members through education and by providing them with information, managerial and technical assistance that would be beneficial to the members in the operation of a collision repair facility;
 - c. to prevent the development of, and to bring about the elimination of abuses in auto collision technology through the education of its members;
 - d. to promote the study and use of new techniques, tools and materials; to seek legislation which will protect the general public and improve standards in the automotive repair industry;
2. The corporation may engage in the purchase of parts and supplies for the common good of its membership and for resale to said membership at cost, plus necessary overhead expenses, and without profit, to any member of WCRP.

Article Three
Membership

1. Regular membership in the association shall be open to any reputable company engaged in a recognized business and operation of a collision repair shop in an ethical manner and that complies with the qualifications for membership as set forth in the Code of Ethics, after the application has been approved by the Board of Directors.
2. Wisconsin Technical Colleges and High Schools with technician/collision programs will be classified as regular members and will have full voting rights and a representative thereof may be a member on the Board of Directors.
3. Any automotive related business may become an associate member after application has been approved by the Board of Directors. Said associate member shall have voting privileges but shall abstain from voting on any issue that could constitute a conflict of interest.
4. Any reputable individual, corporation, partnership or business providing a service and/or benefit to WCRP or its members may become an associate member, i.e. insurance company/agent, after application has been approved by the Board of Directors. Said associate member shall have voting privileges but shall abstain from voting on any issue that could constitute a conflict of interest.

5. Membership (regular & associate) encompasses only the business that applied for membership; membership does not extend to those businesses that may comprise member. Ex: Group Parts/Dealership Association may be a member, those dealerships that comprise the group are NOT considered members.
6. Membership is NOT transferable.
7. Members may be excluded for reasons including, but not limited to, non-compliance with federal, state and local laws, statutes, ordinances or regulations and/or WCRP Code of Ethics or by any act or conduct deemed unbecoming a member of WCRP. Expulsion would require at least two-thirds majority vote by the board of directors and confirmed by the membership if they so choose to exercise their discretion.

Article Four Dues

1. Annual dues for regular and associate members shall be set by the Board of Directors.
2. Annual dues are due and payable on February 1 and, if not so paid, are delinquent thereafter.

Article Five Officers

1. The Association shall have the following Executive Officers who shall also be members of the Board of Directors. All WCRP Executive Officers shall be elected to a two-year term of office and must have served a minimum one year as a Director. These offices include President, Vice-President, Secretary, and Treasurer.
 - a. President
 1. Shall be the executive head of the organization with full power to enforce the provisions of these Bylaws and will of the membership.
 2. Chair the membership meetings and Board of Director meetings.
 3. Appoint all necessary committees, subject to the approval of the Board of Directors and confirmed by the membership if the membership specifically chooses to exercise their discretion.
 4. Appoint such other officers as deemed necessary to fulfill the functions of the organization with ratification of the Board of Directors and the membership if they choose to exercise their discretion.
 5. Perform all such other duties as are usually incident to the office.
 - b. Vice-President
 1. Shall act as the representative of the President in all matters referred by the President.
 2. Upon the President's request, and in his/her absence, preside over meetings of the membership and Board of Directors.
 3. Perform such other duties as are usually incident to the office.
 - c. Secretary
 1. Record minutes of all Executive Board meetings, Board of Director meetings, and membership meetings.

d. Treasurer

1. Shall be the custodian of the funds and properties of the organization and shall sign all checks and vouchers dispersing the funds of the organization.
 2. Make reports concerning the status of the treasury to the membership and to the Board of Directors.
 3. Shall be bonded as required by the Board of Directors and approved by the membership if they choose to exercise said discretion.
 4. Perform such other duties that are incident to the office.
2. The terms of office for the above specified officers shall be two years. The term of office of appointed officers and committees shall generally not exceed the term of office remaining of the elected officers, except when membership deems otherwise.
3. The President shall have the authority to fill any vacancies subject to the approval of the Board of Directors.

Article Six
Meetings & Quorum

1. Board Meetings

- a. The Board of Directors shall hold at least two board meetings per year. The Board of Directors may schedule such other meetings as they deem necessary.
- b. Participation in a meeting through the use of conference telephone or Internet constitutes presence in person at that meeting as long as all members participating in the meeting are able to simultaneously hear or read each other's communication during the meeting.
- c. A quorum of the board consists of a majority of the directors in office immediately before a meeting begins.
- d. A simple majority (51%) vote of board members present at the meeting shall be sufficient to pass all motions and conduct all business coming before the board.
- e. Voting shall be by voice. The Board of Directors may by motion require a vote to be taken by ballot rather than voice.

2. Membership Meetings

- a. The annual membership meeting of this organization shall be held at the discretion of the membership or Board of Directors. The membership or Board of Directors may schedule special and regular meetings in addition to the annual meeting.
- b. A simple majority (51%) vote of those voting members present at a meeting shall be sufficient to pass all motions and conduct all business coming before the membership body, except that votes submitted pursuant to the terms of 2d of this Article shall be accepted for the limited purposes indicated in that item.
- c. Voting shall be by voice, except for the election of Officers, in which case, ballots shall be provided and there shall not appear on such ballot any mark that might tend to indicate the person who cast such ballot. The membership may by motion require a vote to be taken by ballot rather than by voice.
- d. Unless otherwise stated in the bylaws, member votes cast for Officers or for any other purpose may be presented in person, submitted to WCRP by mail, facsimile, or electronic mail.

**Article Seven
Order of Business**

1. Roll Call (if necessary)
2. Reading of minutes of the preceding meeting (may be waived)
3. Reports of Committees
4. Reports of Officers
5. Old and Unfinished Business
6. New Business
7. Good & Welfare
8. Adjournments

**Article Eight
Board of Directors**

1. The business of this organization shall be managed by a Board of Directors consisting of the elected officers and Directors. Directors shall be elected by the members and shall serve a term of four years. Elected officers shall hold the same office on the Board as they hold in the organization.
2. A Director shall serve the term concurrent with their term as officers of the organization.
3. Directors shall attend all board meetings if possible. Any director who misses three (3) board meetings in succession may, at the discretion of the board, be relieved of his/her duties. Reinstatement or review of individuals violating this policy requires written request and is to be voted on at the next scheduled Board of Directors meeting. Further absence from three consecutive board meetings may result in permanent suspension.
4. The Board of Directors shall be made up of at least seven (7) board members which includes regular directors, associate directors, and officers.
5. A maximum of two associate directors will serve on the Board. Associate directors will be appointed by the President with board approval for a two-year term. Associate members/directors will not be eligible to hold office.

**Article Nine
Funds & Financing**

1. The fiscal year of the association will be January 1st thru December 31st.
2. The Treasurer, in addition to the duties here and before stipulated, shall deliver to his successor in office all books, papers, records, monies and other properties of the association in his possession or under his control at the conclusion of his term of office.
3. The Budget Committee shall be appointed by the president and shall propose an annual budget to the Board.
4. At a minimum, the books and finances of the organization shall be audited every five (5) years by an outside company. The report shall be submitted to the Board of Directors.
5. Expenses of the Board of Directors and such other officers and committees that may be appointed shall be approved by the Board of Directors.

**Article Ten
Parliamentary Authority**

1. Roberts Rules of Order shall govern the proceedings of this organization in addition to the Bylaws and rules enacted by the membership and Board of Directors.

**Article Eleven
Amendments**

1. These Bylaws may be amended at any meeting of the organization by majority vote of members present and voting at an annual meeting, by mail, facsimile, or electronic mail provided notice of such amendment has been given in writing to all regular members, clerical errors excepted, at least ten days prior to the meeting at which the proposed amendment will be considered for adoption. All amendments shall be given to a revision committee or the attorney representing the organization for proper wording prior to said amendment being sent out in the Bylaws. The essential elements of said amendment shall not be altered. Said amendment will take effect at the time of its adoption by the membership, except if said motion specified its effective date.

Approved 3/18/21