

## **Bylaws**

Purpose.....	6
Membership.....	6
Membership Meetings.....	8
Board of Directors.....	8
Officers.....	11
Committees.....	12
Executive Director.....	13
Miscellaneous Provisions.....	13
Limitation of Director Liability.....	14
Indemnification.....	14
Amendments.....	15

**BYLAWS of the  
WISCONSIN ASSOCIATION OF FREE  
AND CHARITABLE CLINICS, INC.**

**ARTICLE I: PURPOSE**

**Section 1.1 PURPOSE.** This corporation (the “Corporation”) shall be operated exclusively for scientific, charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “Code”) and not for pecuniary profit. Within the scope of the foregoing, the Corporation is specifically organized to:

- a) promote access to basic health, mental, and dental services for the uninsured, underinsured, underserved, economically and socially disadvantaged, and vulnerable populations of Wisconsin;
- b) provide educational and networking opportunities among Corporation members and supporters in order that the member and supporter organization may create a strong organizational structure and provide more efficient and effective health, mental, and dental services to the uninsured, underinsured, underserved, economically and socially disadvantaged, and vulnerable populations of Wisconsin;
- c) augment and support existing health, mental, and dental service providers to promote the well being of the uninsured, underinsured, underserved, economically and socially disadvantaged, and vulnerable populations of Wisconsin; and
- d) perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors to carry out the purposes of the Corporation, as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

**ARTICLE II: MEMBERSHIP**

**Section 2.1 VOTING MEMBERSHIP.** Voting membership shall only be available to an organization that meets all of the following criteria:

- a. is a not-for-profit 501(c)(3) tax-exempt organization or is part of a larger 501(c)(3) tax-exempt organization;
- b. is located in the State of Wisconsin or serves residents of the State of Wisconsin;
- c. has a primary mission to provide health, mental, and/or dental care services at little or no charge to uninsured, underinsured, underserved, economically and socially disadvantaged, and vulnerable populations of Wisconsin
- d. provides one or more of the following services: medical care, mental health care, dental care, or a prescription medication provider;
- e. utilizes volunteer healthcare professionals, non-clinical volunteers, and partnerships with other healthcare providers; and

- f. is not a federally qualified health center (an “FQHC”) or an FQHC look-alike, but may be a “hybrid” model that contains elements similar to a FQHC or FQHC look-alike.

**Section 2.2 APPLICATION FOR MEMBERSHIP.** Eligible organizations may apply for voting membership. Applications shall be reviewed and accepted or denied at the sole discretion of the board of directors of the Corporation (the “Board”), or a Committee designated by the Board.

**Section 2.3 VOTING PRIVILEGES.** Each voting member (a “Member”) shall have one vote.

**Section 2.4 TERMINATION OF MEMBERSHIP.** Membership of any voting member may be suspended or terminated by an affirmative vote of at least two-thirds (2/3) of the Board of Directors. The membership of any Member is automatically terminated if such Member becomes ineligible for membership under the criteria set forth in Section 2.1 above. In addition, the membership of any Member may be suspended or terminated by the affirmative vote of the Board of Directors, if such Member is in default in the payment of the Member's membership dues and such Member has been in default of the payment of the Member's membership dues for a period of 90 days.

**Section 2.5 RESIGNATION.** Any Member may resign as a Member at any time by filing a written notice of resignation with the Secretary of the Corporation, or his or her designee. However, the resignation of a Member shall not relieve such Member from any obligation or commitment made to the Corporation prior to the resignation date, including any obligation to pay any outstanding membership dues, assessments, fees or other charges.

**Section 2.6 REINSTATEMENT.** The Board may reinstate any former Member (a “Former Member”) upon an affirmative vote of at least two-thirds (2/3) of the Board. However, no Former Member shall be eligible for reinstatement unless such Former Member meets all applicable qualifications and requirements for Membership under the criteria set forth in Section 2.1 above.

**Section 2.7 TRANSFER OF MEMBERSHIP.** Membership in the Corporation is not transferable or assignable.

**Section 2.8 SUPPORTERS.** Any individual or organization that does not meet the criteria of Section 2.1 to become a voting member, may apply to become a non-voting member (“Supporter”). Applications shall be reviewed and accepted or denied at the sole discretion of the Board or a Committee designated by the Board.

**Section 2.9 ANNUAL DUES AND FEES.** The Corporation may establish and levy annual dues and fees on the Members and Supporters as determined by the Board.

**Section 2.10 CONTACT INFORMATION.** It is the responsibility of each of the Members and Supporters to provide accurate contact information to the Secretary of the Corporation, or his or her designee, which must include, at a minimum, United States postal and electronic mail

addresses, both at the time its initial membership is approved and as changes may occur from time to time.

### **ARTICLE III: MEMBERSHIP MEETINGS**

**Section 3.1 ANNUAL MEETING.** The Members shall have an annual meeting that, on such date, place and time as may be determined by the Board. The meeting shall be for the purpose of electing the directors of the Corporation (“Directors”), receiving reports, and transacting any other business that may come before the members.

**Section 3.2 NOTICE OF ANNUAL MEETING.** Notice of the date, time, and place and agenda of the annual meeting shall be given by the Secretary of the Corporation, or his or her designee, by either: (i) mailing a copy thereof to each Member or such Member’s designated representative, not less than thirty (30) days before the annual meeting; or (ii) by sending electronic notice thereof to each Member or such Member’s designated representative by either electronic mail or facsimile, no fewer than thirty (30) days before the annual meeting. If mailed, the notice shall be deemed to be delivered when deposited in the U. S. mail addressed to the member at its address as it appears on the records of the Corporation. Notice of the annual meeting shall include an agenda of all items to be considered by the Members; consideration of all issues at the annual meeting shall be restricted to those contained in the agenda for which notice is given. Additions to such agenda may be made at the discretion of the Board or by an affirmative vote of the Members present at such annual meeting.

**Section 3.3 QUORUM.** A quorum shall be constituted by the presence of at least thirty-three percent (33%) of the Members, through attendance either in person or by a proxy meeting the requirements contained in Section 3.5 below.

**Section 3.4 MANNER OF ACTING.** The action of a majority of the Members then present (e.g. 51% or more), in person or by proxy, at a meeting at which a quorum is present shall be the act of the Membership, unless the act of a greater number is required by the provisions of Wisconsin Statutes or the Articles of Incorporation of the Corporation or these Bylaws.

**Section 3.5 VOTING.** Each Member shall be entitled to exercise one (1) vote. Any Member may vote in person through a designated representative or by proxy. A proxy shall be executed in writing and signed by the Member’s designated representative or its duly authorized attorney in fact. Any proxy or mail ballot shall be filed with the Secretary of the Corporation before or at the time of the meeting.

**Section 3.6 PRESIDING OFFICER.** The Chair of the Board or, in the absence of the Chair of the Board, the Vice Chair of the Board shall preside at all meetings of the Members. In the absence of both the Chair of the Board and the Vice Chair of the Board, a presiding officer shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary of all meetings of the Members. In the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

### **ARTICLE IV: BOARD OF DIRECTORS**

**Section 4.1 POWERS.** The business and affairs of the Corporation shall be governed by the Board. The Board shall exercise the rights, powers, and privileges of the Board of a corporation organized under Wisconsin Statutes. The Board of Directors shall set policy and strategic direction for the Corporation subject to any limitations set forth in the Articles of Incorporation or these Bylaws, and consistent with any policies of the Board which may be amended from time to time.

**Section 4.2 NUMBER.** The Board shall consist of no fewer than seven (7) and no more than twenty (20) directors (each a “Director”).

**Section 4.3 RESTRICTIONS ON DIRECTORS.** No Director shall be a compensated employee of the Corporation, or spouse, child, parent, or sibling of a compensated employee by blood or marriage. No two Directors of any family shall serve on the Board at the same time. Directors must be 18 years or older at the time of election.

**Section 4.4 TERM.** All Directors, with the exception of the initial Directors (each an “Initial Director”), shall have a term of office of three (3) years, with the possibility of being re-elected for one additional consecutive three (3) year term. If a Director serves two consecutive three (3) year terms, then such Director can be re-elected to the Board after waiting for a period of one year after the termination of the second three (3) year term. Initial Directors shall be elected to staggered terms of one, two or three years, with the possibility of being re-elected to the Board for one additional three (3) year term before rotating off the Board for a period of one year. For the avoidance of doubt, if an Initial Director serves an additional consecutive three (3) year term, then such Initial Director can be re-elected to the Board after waiting for a period of one year after the termination of the last three (3) year term. The initial term for each Initial Director is listed below as follows:

First Name	Last Name	Now Through:
Christina	Bell	October 2015
Barry	Cash	October 2016
Judith	Derozier	October 2017
Katherine	Gaulke	October 2017
Lindsay	Hammons	October 2015
Terry	Ladwig	October 2017
Kenneth	Maciolek	October 2016
Carol	Mertins	October 2015
Angie	Olson	October 2015
Jessica	Osenbrugge	October 2016
Jean	Randles	October 2016
Mary	Reich	October 2017
Linda	Smith	October 2017
Molly	Zuehlke	October 2015

**Section 4.5 MANNER OF ELECTION.** The Members shall elect any new Directors at the annual meeting of the Corporation. Any vacancy on the Board created by resignation, removal or death of a Director between annual meetings may be filled by the vote of a majority vote of the remaining Directors. A Director elected to fill such a vacancy shall serve for the unexpired term of the Director replaced and shall be eligible for re-election for up to two (2) additional three (3) year terms.

**Section 4.6 REGULAR MEETINGS.** The Board shall meet at least four (4) times each year, with at least one (1) meeting being in-person face-to-face; at such dates and times as may be set by the Board. Directors may participate in a meeting of the Board or any committee of the Board (a "Committee") by electronic means including attendance via telephone or video conference and such participation shall constitute presence in person at the meeting. Persons participating in a meeting by electronic means shall be counted for purposes of determining whether a quorum is present. Board members are expected to attend meetings, and may be asked to resign or reconsider board membership if attendance and participation are not occurring.

**Section 4.7 SPECIAL MEETINGS.** Special meetings of the Board may be called by the Chair of the Board, or by a majority of the Directors then in office upon at least 72 hours written notice by mail, fax, or electronic mail to the Secretary or Chair of the Board. The notice of any special meeting must designate the topics to be discussed. A statement signed by the person giving the notice indicating who was notified, how they were notified and that the recipient was notified of the topics to be discussed, must be filed with the minutes of the special meeting.

**Section 4.8 NOTICE.** Notice of regular meetings of the Board shall be given not less than thirty (30) days prior thereto by mail, fax, or electronic mail. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise specified in the provisions of Wisconsin Statutes, the Articles of Incorporation or these Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or the waiver of notice of such meeting.

**Section 4.9 COMPENSATION.** Members of the Board shall receive no compensation for their services. However, the Corporation, as determined by the Board, may reimburse Directors for reasonable expenses incurred in attending Board meetings and other functions authorized by the Board.

**Section 4.10 RESIGNATION.** A Director may resign from the Board by giving written notice to the Secretary or Chair of the Board. In lieu of written resignation from a Director who has verbally resigned, a letter acknowledging the resignation shall be generated and sent to the Director for signature and return to be included in the Board minutes.

**Section 4.11 REMOVAL.** A Director may be removed from office with or without cause by majority vote of the Board if the following procedures are followed: Notice of a Board meeting to remove a Director or a number of Directors must include the name of each Director that is proposed to be removed. A proposed removal of more than one Director at a meeting shall

require a separate vote for each Director. If removal is effected at a meeting, any vacancies created may be filled by a vote of the remaining Directors at the same meeting. Any Director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting. Any such Director removed from office shall turn over to the Secretary within 72 hours any and all records of the Corporation in his or her possession. If a Director who is removed does not relinquish his or her office or turn over records as required, a court order can be issued to facilitate compliance with these statutes.

**Section 4.12 QUORUM.** A majority of the Directors (e.g. 51% or more) then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 4.13 MANNER OF ACTING.** The action of a majority of the Directors then present in person at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the provisions of Wisconsin Statutes or the Articles of Incorporation of the Corporation or these Bylaws.

**Section 4.14 VOTING.** Each Director shall be entitled to one (1) vote on any matter submitted to a vote at a meeting of the Board.

**Section 4.15 ACTION BY UNANIMOUS WRITTEN CONSENT.** Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent in writing by mail, fax, or electronic mail, setting forth the action to be taken and shall be signed by all the Directors then in office. Action taken without a meeting is effective when the last Director signs and returns the consent.

**Section 4.16 PRESUMPTION OF ASSENT.** A Director who is present at a meeting of the Board of at which action on any matter is taken shall be presumed to have assented to the action unless the such Director's dissent is entered into the minutes of the meeting or such dissent is forwarded by mail to the Secretary within 72 hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## **ARTICLE V: OFFICERS**

**Section 5.1 NUMBER AND QUALIFICATION.** The officers of the Corporation shall be Chair, Vice Chair, Secretary and Treasurer. Officers shall be members the Board of Directors. A different Director must hold each office.

**Section 5.2 ELECTION AND TERM OF OFFICE.** The Board of Directors shall elect the officers of the Corporation. The officers shall serve a one-year term or until a successor is elected or until resignation or removal.

**Section 5.3 RESIGNATION.** Any Officer may resign by giving written notice to the Secretary or Chair.

**Section 5.4 REMOVAL.** The Board of Directors may remove any officer by a 2/3 vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be

served by removal. The vote to remove an officer from his or her office does not constitute a vote to remove the officer from the Board.

**Section 5.5 VACANCIES.** The Board of Directors shall fill any vacancy in any office of the Corporation for the unexpired term.

**Section 5.6 CHAIR.** The Chair shall be the chief governing officer of the Corporation and, subject to the Board's control, shall preside over all Board meetings and shall have all the powers of and be subject to all the restrictions upon the Chair, as established by the Board.

**Section 5.7 VICE CHAIR.** In the absence of the Chair or in the event of his/her death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair, as established by the Board.

**Section 5.8 SECRETARY.** The Secretary shall keep or ensure the taking of minutes of the meetings of the Board and their proper filing in the Corporation's minutes' book upon approval, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, and in general perform all duties incident to the office of Secretary, as may be established by the Board.

**Section 5.9 TREASURER.** The Treasurer shall manage the Corporation's finances until the appointment of an Executive Director, and shall help the Board ensure that the Corporation exercises prudent control over its funds, receipts and disbursements. The Treasurer shall ensure that the Board receives financial statements at such intervals as the Board shall direct. The Treasurer shall ensure that the books of the Corporation are reviewed or audited annually by an outside independent auditor in accordance with the Board's direction.

## **ARTICLE VI: COMMITTEES**

**Section 6.1 ESTABLISHMENT.** The Board may establish, from time to time, such Committees as it may deem necessary to assist it in its work. The resolution or policy establishing such Committees shall state the job products, authority, and composition of each Committee. However, no Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director, Officer or employee of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by law, the Articles of Incorporation or these Bylaws.

**Section 6.2 CHAIRPERSON.** One member of each Committee shall be appointed as chair of the Committee (the "Committee Chair") by the Chair of the Board or by a majority of the Board



of Directors. The Committee Chair shall be a Director and shall direct the conduct of the business of the Committee consistent with the resolution or policy establishing such Committee.

**Section 6.3 MEETINGS; QUORUM; VOTING.** Meetings of any Committee shall be called by the Committee Chair. The Committee Chair shall give reasonable oral or written notice of any such meeting to all members of the Committee. A majority of the members of such Committee shall constitute a quorum thereof. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of such Committee.

## **ARTICLE VII: EXECUTIVE DIRECTOR**

**Section 7.1 SELECTION AND APPOINTMENT.** The Board of Directors may recruit and employ a chief executive officer, who shall be referred to as “Executive Director.” The Executive Director shall serve at the discretion of the Board of Directors, or, if the Board so chooses, in accordance with the terms and conditions of an employment agreement.

**Section 7.2 AUTHORITY.** The Executive Director shall have authority and responsibility for the management and day-to-day operations of the Corporation, as defined by the policies of the Board which shall be in place at the time of hire and which may be amended from time to time.

**Section 7.3 COMPENSATION.** The compensation of the Executive Director shall be established by the Board of Directors. Such compensation shall be comparable to that of similarly-qualified professionals in functionally-similar positions and/or organizations.

## **ARTICLE VIII: MISCELLANEOUS PROVISIONS**

**Section 8.1 FISCAL YEAR.** The Corporation's financial year shall be the calendar year, beginning on January 1 and ending on December 31 of each year.

**Section 8.2 CONTRACTS AND AGREEMENTS.** The Board may authorize any Officer or Officers, agent or agents, or the Executive Director on behalf of the Corporation to enter into any contract, agreement or other transaction and to execute and deliver any instrument or documents in the name of the Corporation. Authority for acts under this provision may be general or specific, and such authority shall only be set forth in the resolution of authorization.

**Section 8.3 BANKS AND DEPOSITORIES.** The Board of Directors shall establish such checking and deposit accounts as from time to time shall be necessary. All receipts shall be deposited intact in such banks or other depositories to the credit of the Corporation. All checks, drafts or order for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or the Executive Director of the Corporation and in such a manner as from time to time shall be determined by the Board of Directors.

**Section 8.4 LOANS.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless they are authorized by resolution of the Board in advance and they are consistent with Wisconsin law and these Bylaws.

**Section 8.5 BOOKS AND RECORDS.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of all Board, Committee, and Membership meetings at its principal office.

## **ARTICLE IX: LIMITATION OF DIRECTOR LIABILITY**

**Section 9.1 DIRECTOR LIABILITY.** To the fullest extent permitted under Chapter 617 of the Wisconsin Statutes and other applicable law, no Director shall be personally liable for monetary damages to any person for any statement, vote, decision or failure to take action, regarding organizational management or policy by a Director unless: (a) the Director breached or failed to perform his or her duties as a Director; and (b) the Director's breach or failure to perform his or her duties constitutes any of the following: (i) a violation of the criminal law, unless the Director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) a transaction from which the Director derived an improper personal benefit; or, (iii) recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. If Wisconsin Statutes is amended to authorize further elimination or limitation of the liability of Directors, then the liability of each Director shall be eliminated or limited to the fullest extent by Wisconsin Statutes, as amended. Neither the amendment or repeal of these Bylaws, nor the adoption of any provision of these Bylaws inconsistent with this Section 9.1, shall eliminate or reduce the effect of this Section 9.1 in respect of any acts or omissions occurring prior to such amendments, repeal, or adoption of any inconsistent provision.

## **ARTICLE X: INDEMNIFICATION**

**Section 10.1 INDEMNIFICATION.** Each person (including here and hereinafter, the heirs, executors, administrators, of such person) who is or was: (a) a Director of the Corporation; (b) an Officer, agent, or employee of the Corporation and as to whom the Corporation has agreed to grant such immunity hereunder; or (c) serving at the request of the Corporation as its representative in the position of a Director, officer, partner, agent, or employee of another corporation, partnership, joint venture, trust, or other enterprise and as to whom the Corporation has agreed to grant such immunity hereunder, shall be indemnified by the Corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision) against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as such Director, officer, partner, agent, or employee, or arising out of his or her status as such Director, officer, partner, agent, or employee. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

**Section 10.2 LIABILITY INSURANCE.** Upon majority vote, the Corporation may purchase and maintain liability insurance on behalf of any person who is, or was, a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of

another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation shall have indemnified him or her against such liability under the provisions of this Article.

## **ARTICLE XI: AMENDMENTS**

**Section 11.1. AMENDMENTS.** The Board shall have the exclusive authority to adopt, repeal or amend the Bylaws of the Corporation. In addition, written notification of the meeting and the text of the proposed amendment(s) to the Bylaws must be provided to each Director by mail, fax, or electronic mail at least fourteen (14) days prior to the meeting.

**Section 11.2 APPROVAL OF AMENDMENTS.** Adoption of amendments to these Bylaws requires a two-thirds (2/3) vote of the Directors at a Board meeting at which a quorum is present.

**Wisconsin Association of Free and Charitable Clinics, Inc.**  
**BYLAW AMENDMENT 1.1**

Approved by Board of Directors October 9, 2015

With this amendment, dated October 9, 2015, the Wisconsin Association of Free and Charitable Clinics, Inc. (WAFCC or “corporation”) Board of Directors replaces to the Corporation Bylaws Section 4.4 Term with the below. The purpose of this change is to align the board of directors changes with the Corporation fiscal year.

**Section 4.4 TERM.** All Directors, with the exception of the initial Directors (each an “Initial Director”), shall have a term of office of three (3) years, with the possibility of being re-elected for one additional consecutive three (3) year term. If a Director serves two consecutive three (3) year terms, then such Director can be re-elected to the Board after waiting for a period of one year after the termination of the second three (3) year term. Initial Directors shall be elected to staggered terms of one, two or three years, with the possibility of being re-elected to the Board for one additional three (3) year term before rotating off the Board for a period of one year. For the avoidance of doubt, if an Initial Director serves an additional consecutive three (3) year term, then such Initial Director can be re-elected to the Board after waiting for a period of one year after the termination of the last three (3) year term. The initial term for each Initial Director is listed below as follows:

<b>First Name</b>	<b>Last Name</b>	<b>Now Through:</b>
Barry	Cash	December 2016
Judith	Derozier	December 2017
Molly	Zuehlke	December 2015
Christina	Bell	December 2015
Terry	Ladwig	December 2017
Kenneth	Maciolek	December 2016
Carol	Mertins	December 2015
Angie	Olson	December 2015
Jessica	Osenbrugge	December 2016
Jean	Randles	December 2016
Mary	Reich	December 2017
Linda	Smith	December 2017

**Wisconsin Association of Free & Charitable Clinics, Inc.**

**RESOLUTION TO ADOPT A FISCAL YEAR**

WHEREAS, the Wisconsin Association of Free & Charitable Clinics (the "Corporation" desires to adopt a Fiscal Year, be it:

RESOLVED, that the Corporation adopt the fiscal year beginning January 1<sup>st</sup> (first) and ending December 31<sup>st</sup> (thirty-first).

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records, and seal of the Wisconsin Association of Free & Charitable Clinics, Inc. ,a corporation duly formed pursuant to the laws of the state of Wisconsin and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors and that said meeting was held in accordance with Wisconsin state law and the Bylaws of the above-named Corporation on October 10, 2014, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed corporate seal of the above-named Corporation this \_\_\_\_\_ , \_\_\_\_\_ of \_\_\_\_\_ .

---

WAFCC Secretary Name (Printed)

---

WAFCC Secretary Signature

Date

**Wisconsin Association of Free & Charitable Clinics, Inc.**

**RESOLUTION TO OBTAIN A CORPORATE CREDIT CARD**

WHEREAS, it is advisable to obtain credit card privileges for purposes of charging certain expenses relative to the business affairs of the Wisconsin Association of Free & Charitable Clinics, Inc. (the "WAFCC"), be it:

RESOLVED, that the WAFCC, apply for and obtain a Corporate Credit Card with a \$2,500 limit, and that the following persons be authorized to charge up to \$2,500 without board approval for charges that are reasonably related to carrying out the purpose of WAFCC as provided for by the Bylaws, Internal Revenue Code, and that the Treasurer is directed to monitor said account and pay such proper charges as they fall due.

Name	Title
Katherine Gaulke	Executive Director
_____	_____
_____	_____

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of ,a corporation duly formed pursuant to the laws of the state of and that the foregoing is a true record of a resolution duly adopted at a meeting of Board of Directors October 10, 2014 and that said meeting was held in accordance with state law and the WAFCC Bylaws, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed corporate seal of the above-named Corporation this October 10 of 2014.

Christina Bell

---

WAFCC Secretary Name (Printed)

---

WAFCC Secretary Signature

Date

**Wisconsin Association of Free and Charitable Clinics, Inc.**  
**RESOLUTION OF AUTHORIZATION**

Approved by Board of Directors October 9, 2015

With this resolution, dated October 9, 2015, the Wisconsin Association of Free and Charitable Clinics, Inc. (WAFCC or “corporation”) Board of Directors authorizes the WAFCC Executive Director on behalf of the Corporation to enter into, execute, and deliver any instruments or documents in the name of the Corporation that are 1-year or less contracts, agreements, or other transactions that do not exceed \$100,000, provided that such contract, agreement, or other transaction carries the approval of the WAFCC Executive Committee.

## **Committees**

Board Meeting Agenda Template.....	22
Executive & Board Development.....	23
Finance.....	25
Government Relations/Advocacy.....	26
Outreach.....	27
Quality Improvement.....	29
Strategic Planning.....	30



**Wisconsin Association of Free and Charitable Clinics, Inc.  
Board Meeting Agenda Template**

**DATE (2nd Friday of Odd Months)**

**LOCATION**

**12 Noon – 2 pm**

*1. Dial into the conference: Dial-in Number: (712) 432-1212 Access Code: 207-737-103*

*2. Join the online meeting: Online Meeting Link: <https://join.freeconferencecall.com/207-737-103> Online Meeting ID: 207-737-103*

**AGENDA**

1. Call to Order
2. Conflict of Interest Disclosures
3. Approval of Previous Meeting's Minutes
4. Treasurer's Report
5. Board Chair's Report
6. Executive Director's Report
7. Committee Reports
  - a. Executive & Board Development
  - b. Finance
  - c. Government Relations/Advocacy
  - d. Outreach
  - e. Quality Improvement
  - f. Strategic Planning
8. New Business
9. Old Business

## **Wisconsin Association of Free and Charitable Clinics, Inc. Executive & Board Development Committee Commission**

The Executive & Board Development Committee is commissioned by and accountable to the Board of Directors of the Wisconsin Association of Free and Charitable Clinics to act on behalf of the Board, if required, between Wisconsin Association of Free and Charitable Clinics Board meetings, except in those instances outlined below. In all cases, Executive Committee decisions shall be reported to the Board at, or before, its next scheduled meeting. Furthermore, it shall recommend a corporate structure that best suits its organizational needs; ensure that the Board is comprised of committed and engaged Directors who have the expertise and ongoing training and time to fulfill their responsibilities; define, review and recommend policies relevant to the effectiveness of the Board's governance; and continuously monitor the overall quality of Board performance. It shall periodically review and recommend policies concerning the Board of Directors and governance of the organization.

### **Specific Responsibilities:**

- ✓ Lead the Board in the selection and performance evaluation of the Executive Director.
- ✓ Be available to the Executive Director as a resource for feedback and support.
- ✓ Make decisions on Board matters that require immediate action.
- ✓ Analyze the existing Board composition relative to the organization's mission and strategic goals.
- ✓ Lead the Board in a process to identify and cultivate potential Directors.
- ✓ Implement a standard recruitment process that ensures all prospective Directors receive consistent information and detailed performance expectations.
- ✓ Prepare a slate of Director and Officer nominations for Board approval.
- ✓ Design and implement a comprehensive orientation process to enable new Directors to fulfill their Board responsibilities.
- ✓ Oversee the development and updating of a Board Orientation Manual.
- ✓ Identify ongoing educational opportunities to enable Directors to meet their responsibilities for effective governance.
- ✓ Hold all Directors accountable for compliance with Board policies and performance expectations.
- ✓ Encourage optimum efficiency of Board meetings.

- ✓ Review and recommend revisions of the bylaws, as appropriate.
- ✓ Consider and recommend the establishment of appropriate ancillary bodies; e.g., advisory councils, honorary boards, etc.
- ✓ Ensure that commission statements are developed for all committees and ancillary groups.
- ✓ Implement a process for periodic Board self-assessment.
- ✓ Coordinate an annual Board planning retreat.
- ✓ Review and recommend governance policies to the Board for approval.

**Exceptions to the Authority of the Executive & Board Development Committee:**

The Executive & Board Development Committee must never make a decision on its own to:

- ✓ Amend or repeal the bylaws or the articles of incorporation;
- ✓ Adopt a plan of merger, consolidation or dissolution;
- ✓ Approve the budget;
- ✓ Authorize the sale, lease, exchange or mortgage of all or substantially all of the assets of the corporation;
- ✓ Elect, appoint or remove a Director or officer of the Board; or
- ✓ Amend or repeal a resolution of the Board.

## **Wisconsin Association of Free & Charitable Clinics, Inc. Finance Committee Commission**

The Finance Committee is commissioned by and accountable to the Board of Directors of the Wisconsin Association of Free & Charitable Clinics to: safeguard its assets, oversee the judicious discharge of its funds and ensure prudent investments, thereby asserting its fiduciary responsibilities and overseeing the fiscal solvency of the organization. It shall recommend and periodically review all fiscal management and personnel policies of the organization.

### **Responsibilities:**

- ✓ Ensure that the fiscal management system meets nonprofit standards and organizational needs.
  - ✓ Prepare and review budgets, make appropriate revisions and recommend them to the Board for approval.
  - ✓ Monitor the budget throughout the year and approve variances within the limits of fiscal policies.
  - ✓ Approve unusual financial transactions that are not within the framework of the budget.
  - ✓ Ensure the preparation of accurate, timely financial reports, present them to the Board for approval, explain budget deviations and make recommendations.
  - ✓ Ensure that adequate internal fiscal controls are practiced.
  - ✓ Review insurance coverage at renewal to ensure adequate protection.
  - ✓ Oversee the management of investments.
  - ✓ Provide oversight and review of the preparation of all tax forms and licenses as required by law.
  - ✓ Review fringe benefits and salary schedules, recommending changes to the Board as appropriate.
  - ✓ Recommend fiscal management policies to the Board for approval.
1. Review results of annual audit of financial statements and present results to the Board.

## **Wisconsin Association of Free & Charitable Clinics, Inc. Government Relations/Advocacy Committee Commission**

The Government Relations/Advocacy Committee is commissioned by and accountable to the Board of Directors of the Wisconsin Association of Free and Charitable Clinics to: represent, promote and advocate the information policy interests of the Association and monitor policies, laws, regulations and other developments that may affect the Association or its membership.

### **Responsibilities:**

- a) With the Executive Director, monitor all federal and state legislative, regulatory and judicial developments that may affect the Association; and advise the Executive Committee and/or Board about these issues.
- b) With the Executive Director, communicate Association views on information policy issues to all levels of government.
- c) With the Executive Director, prepare and communicate Association positions to appropriate governmental bodies and to other interested parties, while keeping the Executive Committee and/or Board informed of all such efforts. On critical issues, the manner of communication shall be determined by the Executive Committee.
- d) Inform the membership of notable information policy issues and other relevant matters and provide educational opportunities and tools for the membership in information policy and advocacy.

## **Wisconsin Association of Free & Charitable Clinics Outreach Committee**

The Outreach Committee is commissioned by and accountable to the Board of Directors of the Wisconsin Association of Free and Charitable Clinics to: develop a rolling 2-year Marketing & Public Relations Plan for the Clinic that supports the Clinic's mission and vision and its Strategic Plan. The success of the Committee's plan will be measured by a general awareness among constituents that results in consistent fundraising success, a full volunteer pipeline and improved patient and community outreach. Furthermore, the Committee is commissioned by and accountable to the Board of Directors to: assume primary responsibility in all matters pertaining to annual and long-range income planning efforts; thereby, solidifying the financial base of the organization and promoting long-range financial stability. It shall recommend and periodically review all income-related policies of the organization.

### **Responsibilities:**

- ✓ Create WAFCC's desired Brand Profile
- ✓ Monitor WAFCC's brand to assure it remains consistent with its desired profile.
- ✓ Author a comprehensive marketing and public relations plan document, consistent with the Brand Profile, which accurately analyzes the market in which WAFCC operates, identifies and prioritizes target constituencies, establishes achievable goals, and specifies the initiatives and budget required to achieve those goals.
- ✓ At minimum, the Plan will include periodic focus group research; and traditional and social media promotional techniques, including special events, donor newsletter, website, Facebook, a Speakers' Bureau, collateral development and the support and promotion of other Board committees' initiatives.
- ✓ Make periodic reports to the Board and encourage its participation.
- ✓ Prepare an analysis of the organization's funding history to discern trends.
- ✓ Develop a comprehensive income plan – with staff input – to meet annual budgetary needs and recommend it to the Board.
- ✓ Meet with prospective and current donors as appropriate.
- ✓ Determine guidelines for fundraising activities.
- ✓ Monitor progress toward reaching overall income goals.
- ✓ Actively lead fundraising activities, such as special events, for the organization.

- ✓ Solicit the Board's Directors' personal pledges.
- ✓ Organize the Board's involvement in the annual fund drive.
- ✓ Initiate fundraising materials.
- ✓ Present plans for short-range and long-term financial stability to the Board for approval.
- ✓ Review and recommend fund development policies to the Board for approval.

## **Wisconsin Association of Free and Charitable Clinics, Inc. Quality Improvement Committee Commission**

Modeled after the Joint Commission for Transforming Healthcare, the Quality Improvement Committee is commissioned by and accountable to the Board of Directors of the Wisconsin Association of Free and Charitable Clinics to: promote and describe best practices which maximize access to healthcare; continuously improve the overall quality of care for the underinsured and uninsured; define factors which facilitate organizational competence of Wisconsin's free and charitable clinics; and to inspire them to excel in providing safe and effective care of the highest quality.

### **Responsibilities:**

- ✓ Create an objective evaluation process to help Wisconsin's free and charitable clinics measure, assess and improve healthcare delivery.
- ✓ Articulate standards that are essential to providing safe, high quality care, informed by scientific literature and expert consensus.
- ✓ Continuously monitor healthcare trends to assure standards meet or surpass law and regulation and can be accurately and readily measured, adding new standards related to patient safety or quality of care that will have a positive impact on health outcomes.
- ✓ Develop an on-site survey process that is data-driven, patient-centered and focused on evaluating actual care processes; and to educate and provide "best practices" guidance that will help staff and the clinics' boards of directors continually improve the clinic's performance.
- ✓ Create a free and charitable clinic-specific toolkit to guide each clinic through a step-by-step process to accurately measure their clinic's actual performance, identify barriers to excellent performance, and direct them to proven solutions that are customized to address their particular barriers.



## **Wisconsin Association of Free & Charitable Clinics, Inc. Strategic Planning Committee Commission**

The Strategic Planning Committee is commissioned by and accountable to the Board of Directors of the Wisconsin Association of Free and Charitable Clinics to: develop, on behalf of and in consultation/collaboration with the Board, a rolling 4-year strategic plan for the Clinic that supports the Clinic's mission and vision. In doing so, it will identify key medium- and long-range strategic goals; and assist in the plan's implementation by advancing actions to achieve those goals.

### **Responsibilities:**

- ✓ Clarify WAFCC's mission and vision.
- ✓ Provide a framework for analyzing the external environment
- ✓ Guide discussions dealing with how best to deal with anticipated trends.
- ✓ Guide the Board in setting concrete and achievable goals.
- ✓ Guide the Board in establishing priorities for use of limited human and financial resources.
- ✓ Author a comprehensive plan document that sets clear direction to reach desired goals.
- ✓ Develop an Action Plan that engages the full Board.
- ✓ Set the Committee's own Action Plan and meet at least quarterly to monitor its progress.
- ✓ Monitor the Board's progress toward reaching overall goals.
- ✓ Conduct periodic planning retreats for the Board.
- ✓ Initiate planning materials.

## **Position Descriptions**

Board Director.....	32
Executive Director.....	33
Board Chair Responsibilities.....	36
Vice Chairperson Responsibilities.....	39
Treasurer Responsibilities.....	40
Secretary Responsibilities.....	42

**Wisconsin Association of Free & Charitable Clinics, Inc.**  
**Position Description: Board Director**

Together with the rest of the board, each Director is responsible for ensuring effective and fiscally sound programs and operations by providing vision, leadership, advice and direction to the staff and volunteers of WAFCC.

**Duties and Responsibilities:**

- ✓ Understand the roles, responsibilities and liabilities of serving on the Board
- ✓ Prepare for each Board meeting by reading material distributed prior to the meeting
- ✓ Attend all regular and special Board meetings and participate in the proceedings
- ✓ Serve on at least one committee and actively participate in the proceedings
- ✓ Maintain knowledge of current programs and staff of the organization
- ✓ Make a personal financial contribution to the organization, meeting the guidelines determined by the Board
- ✓ Participate in the fundraising efforts of the organization
- ✓ Share resources and talents as well as expertise and contacts
- ✓ Serve as an advocate of the organization to various constituent groups
- ✓ Be accessible, at least by phone, to fellow directors, committee members and the Executive Director
- ✓ Contribute a minimum 6 hours per month to Board-related matters: meetings, activities, special projects, committee assignments, donor visits, etc.
- ✓ Fulfill commitments within agreed-upon deadlines
- ✓ Be loyal to the organization
- ✓ Hold in confidence any proprietary information given to Directors
- ✓ Take initiative and provide leadership
- ✓ Identify individuals for potential membership on the Board and its committees

**Qualifications**

- ✓ Knowledge of and commitment to the mission and programs of the WAFCC
- ✓ Specific experience and/or knowledge in at least one management area or a field related to WAFCC's programs or services
- ✓ Ability to work on a team
- ✓ Adequate time to fulfill the expected Duties and Responsibilities of a Director

**Wisconsin Association of Free & Charitable Clinics, Inc.**  
**Position Description: Executive Director**

The role of the Executive Director of the Wisconsin Association of Free & Charitable Clinics is to manage day-to-day operations, programs and priorities of the Association, following Board-established strategic goals and direction.

**Areas of Responsibility:**

**Public Policy Advocacy/Lobbying (35%)**

- ✓ Monitor laws, regulations and policies that affect the free and charitable healthcare sector and those it serves; and inform member organizations
- ✓ Lead the development, refinement and implementation of an annual policy agenda, in conjunction with the Government Relations Committee
- ✓ Working with the Government Relations Committee, directly lobby legislators and legislative staff on bills and appropriations that protect, promote and advance the free and charitable healthcare sector; and mobilize and facilitate grassroots lobbying efforts by member organizations
- ✓ Work with state executive branch officials – including the Governor’s office, Department of Health and other state agencies – to promote administrative, regulatory and funding initiatives on behalf of the free and charitable healthcare sector
- ✓ Build and cultivate relationships with other statewide and regional health-related organizations, associations and coalitions to work on issues of mutual interest

**Association Management/Membership Relations/Programs (25%)**

- ✓ With the Membership Committee, grow and expand the Association’s membership to include as many free and charitable clinics and networks as possible
- ✓ With the Membership Committee, assess needs and develop programs to address areas of significant need
- ✓ With the Membership Committee, plan and conduct the Annual Membership Meeting
- ✓ Support the development and implementation of an effective quality improvement and data collection strategy, in conjunction with the Standards of Excellence Committee
- ✓ Establish relationships with vendors and suppliers to improve the delivery of affordable goods and services to the free and charitable healthcare sector
- ✓ Facilitate and promote networking and relationship-building with and between member organizations

**Fundraising (15%)**

- ✓ Working with the Resource Development Committee, research, identify and cultivate prospective funders and donors; and prepare and submit applications, proposals and other solicitations, and follow up as appropriate
- ✓ Acknowledge and thank donors and funders, complete reports and other required documentation; and pursue continued or expanded funding in future cycles

### **Communications, Marketing and Public Relations (10%)**

- ✓ Keep members informed about news, events, funding opportunities, sector trends and other items of interest
- ✓ Visit members and make presentations at meetings and events upon request
- ✓ Lead the development and implementation of a formal Marketing Plan to promote the free and charitable healthcare sector and the Association, in conjunction with the Marketing and Public Relations Committee
- ✓ Maintain and enhance the Association's website, social media and marketing collateral
- ✓ Communicate with, respond to, and maintain good relationships with the news media

### **Financial Operations/Grants Management (10%)**

- ✓ Working with the Finance Committee, develop an Annual Budget for Board approval
- ✓ Working with the Board Treasurer, facilitate and maintain accounting, bookkeeping, payroll and other financial management programs to ensure strong internal controls
- ✓ Design and implement grant monitoring and reporting guidelines and tools for any funding provided to the Association for use in grant making
- ✓ Collect reports from grantees, tally data and produce required reports to funders

### **Board Support (5%)**

- ✓ Provide administrative support for Board and Board Committee operations and communications
- ✓ Oversee the proper filing and handling of corporate, governing and financial documents

**Position reports to:** Board of Directors

**Position supervises:** All Association current and future employed and contracted personnel and volunteers, excluding the Association's Board of Directors

**Qualifications:** Education or experience equivalent to a master's degree in healthcare administration, or other relevant field; and experience in one or more of the following areas: nonprofit administration, association management, public policy or healthcare administration. Passion for the mission of the free and charitable healthcare sector is a must. Knowledge of health policy issues and familiarity with Wisconsin legislature and legislative process is highly desired.

Strong leadership skills required with a proven track record in planning, program development, financial management and fundraising. Position also requires excellent writing skills and proficiency with Microsoft Office, QuickBooks, email marketing solutions and web/audio conferencing tools.

Executive Director must be highly motivated, well-organized, detail-oriented and able to manage multiple projects and responsibilities, while maintaining a high degree of professionalism with diverse constituencies.

## **Wisconsin Association of Free & Charitable Clinics, Inc. WAFCC Chairperson Responsibilities**

The Chairperson is responsible for ensuring that the Board of Directors and its members are aware of and fulfill their governance responsibilities, comply with applicable laws and bylaws, conduct Board business effectively and efficiently; and are accountable for their performance.

In order to fulfill these responsibilities, and subject to WAFCC's bylaws, the Chairperson presides over meetings; proposes policies and practices; sits on various committees; monitors the performance of Officers and Directors; submits various reports to the Board, to funders and to other stakeholders; proposes the creation of committees; appoints chairpersons to such committees; and performs other duties as the need arises and/or as defined in the bylaws.

### **Accountability**

The Chairperson is accountable to the Board of Directors or Members as specified in the bylaws. The Chairperson may delegate specific duties to the Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the Chairperson.

### **Specific Duties**

#### **Meetings**

The Chairperson assures that an agenda is planned for board meetings. This may involve periodic meetings with committee chairpersons and the Executive Director to draft annual and meeting agendas and reporting schedules.

The Chairperson presides over meetings of both the Board of Directors and the Executive Committee. In this capacity, the Chairperson:

- Chairs meetings according to accepted rules of order for the purpose of
  - Encouraging all members to participate in discussion
  - Arriving at decisions in an orderly, timely and democratic manner
- Votes as prescribed in the bylaws

#### **Board Committees**

The Chairperson serves as an ex-officio member of Board committees specified in the bylaws. In this capacity, the Chairperson:

- Serves as a voting member of the committee
- Negotiates reporting schedules

- Identifies problems and assists the committee chairperson to resolve them and, if necessary, to bring them to the attention of the Board of Directors

### **Board-Staff Relations**

The Chairperson is the primary liaison between the Board and the Executive Director. In this capacity, the Chairperson:

- Meets periodically with the Executive Director
- Ensures that periodic performance evaluations of the Executive Director are conducted
- Participates in the hiring and evaluation of the Executive Director

### **Community Relations**

The Chairperson assures that WAFCC maintains positive and productive relationships with legislators, the media, funders, donors and other organizations. In this capacity, the Chairperson's duties may include:

- Representing WAFCC to the media
- Representing WAFCC on governmental or nongovernmental organizations or committees
- Timely and appropriate reporting of Board decisions and actions to members, and/or funders and/or donors

### **Signing Officer**

The Chairperson is designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents. In the capacity, the Chairperson may be authorized to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of the organization.

### **Board Development**

The Chairperson ensures that structures and procedures are in place for effective recruitment, training and evaluation of Board members.

### **Fundraising**

The Chairperson ensures that structures and procedures are in place for securing the resources required by WAFCC. From time to time, the Chairperson may be required to play a leadership role in fundraising campaigns through personal contributions of services and money.

### **Delegation**

Depending upon WAFCC's needs and bylaws, the Chairperson may establish or propose the establishment of committees of the board, and may assign tasks and delegate responsibilities to Board committees and/or Directors.



**Note 1**

*This document uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Chairperson but it is not necessarily the Chairperson who carries out the activity. Indeed, it is expected that many of these responsibilities will be delegated to board committees, staff, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.*

## **Wisconsin Association of Free & Charitable Clinics, Inc. WAFCC Vice Chairperson Responsibilities**

The Vice Chairperson is responsible for assuming and performing the duties and responsibilities of the Chairperson during the Chairperson's absence; and may perform other duties that may be requested by the Board of Directors from time to time.

This generally means that the Vice Chairperson may be asked to oversee and be in charge of any special projects for WAFCC or oversee certain committees while serving on the Board. The Vice Chairperson may have other talents and capabilities and may also perform the duties of another officer, if the bylaws do not prohibit it.

### **Accountability**

The Vice Chairpersons is accountable to the Board of Directors or Members as specified in the bylaws.

### **Specific Duties**

#### **General**

- Fills the vacancy in the absence of the Chairperson
- Supports the Chairperson, as requested, in meeting duties of the Chairperson

#### **Special Responsibilities**

- Assigned to a special area of responsibility – e.g., membership, marketing or government relations - in which the Vice Chairperson has a special interest or talent

## **Wisconsin Association of Free & Charitable Clinics, Inc. WAFCC Treasurer Responsibilities**

The Treasurer has a watchdog role over all aspects of financial management, working closely with other members of the Board to safeguard the Association's finances. In summary, the Treasurer is responsible for:

- General financial oversight
- Financial planning and budgeting
- Financial reporting
- Banking, bookkeeping and recordkeeping
- Control of fixed assets and stock

Given these responsibilities, the Treasurer serves as an information and reference point for the Chair and other Board members, clarifying financial implications of proposals, confirming legal requirements and ensuring the Board's understanding of WAFCC's current financial status; and fulfills any other requirements of a Director and Officer and performs other duties as the need arises and/or as defined in the bylaws.

### **Accountability**

The Treasurer is accountable to the Board of Directors. Through the Board of Directors, certain duties of the Treasurer may be delegated to the Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the Treasurer.

### **Specific Duties**

*In all of the following areas, the Treasurer is responsible for ensuring that effective financial systems and procedures have been established, are being consistently followed and are in line with best practices and legal requirements.*

### **General Financial Oversight**

- Oversee and present budgets, accounts and financial statements to the Board
- Lease with Executive Director about financial matters
- Ensure that appropriate financial systems and controls are in place
- Ensure that recordkeeping and accounts meet the conditions of funders or statutory bodies
- Ensure compliance with relevant legislation

### **Financial Planning and Budgeting**

- Prepare and present budgets for new or ongoing work
- Advise on financial implications of strategic and operational plans
- Present revised financial forecasts based on actual spending

### **Financial Reporting**

- Present regular reports on WAFCC's financial position
- Prepare accounts for audit and liaising with the auditor, as required
- Present accounts at annual membership meeting
- Advise on WAFCC's reserves and investment policy

### **Banking, Bookkeeping and Recordkeeping**

- Manage bank accounts
- Process employee payroll
- Maintain payroll records, including federal and state tax deposits and all associated reports
- Set up appropriate systems for bookkeeping, payments, deposits and petty cash
- Ensure everyone handling money keeps proper records and documentation
- Prepare and file WAFCC's annual IRS Form 990

### **Control Fixed Assets and Stock**

- Ensure proper records are kept
- Ensure required insurances are in place

### **Signing Officer**

The Treasurer shall be authorized by the Board of Directors to sign checks on WAFCC's behalf.

## **Wisconsin Association of Free & Charitable Clinics, Inc. WAFCC Secretary Responsibilities**

Organizations are required by law and by custom to maintain certain records for several purposes, including:

- accurate recollection of decisions;
- determination of eligibility to vote;
- continuity of policies and practices; and
- accountability of directors and officers.

WAFCC's Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements; and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and **subject to the organization's bylaws**, the Secretary records minutes of meetings, ensures their accuracy and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of a Director and Officer and performs other duties as the need arises and/or as defined in the bylaws. **(See Note 1 below.)**

### **Accountability**

The Secretary is accountable to the Board of Directors. Through the Board of Directors, certain duties of the Secretary may be delegated to the Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

### **Specific Duties**

#### **Minutes**

The Secretary is responsible for ensuring that accurate minutes of meetings are taken and approved. At a minimum, they should include:

- date, time, location of meeting;
- list of those present and absent;
- list of items discussed;
- list of reports presented; and
- text of motions presented and description of their disposition. **(See Note 2 below.)**

The Secretary signs a copy of the final, approved minutes; distributes them to members of the board in a timely manner (ideally within 2 weeks) and ensures that this copy is maintained in the corporate records.

### **Custodian of records**

The Secretary ensures that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, lists of directors, board and committee meeting minutes, financial reports and other official records.

### **Membership Records**

The Secretary ensures that official records are maintained of members of the organization and Board; and ensures that these records are available when required for reports, elections, referenda, other votes, etc.

### **Bylaws**

The Secretary ensures that an up-to-date copy of the bylaws is available at all meetings.

### **Communication**

The Secretary ensures that proper notification is given of directors' and members' meetings as specified in the bylaws. The Secretary manages the general correspondence of the Board of Directors except for such correspondence assigned to others.

### **Meetings**

The Secretary participates in Board meetings as a voting member. The Secretary provides items for the agenda as appropriate. In the absence of the Chairperson and Vice-Chairperson, the Secretary calls the meeting to order, presiding until a temporary Chairperson is elected. The Secretary records meeting minutes as described above, including board meetings, Executive Committee meetings and Annual General Membership meetings.

### **Signing Officer**

The Secretary may be designated by the Board of Directors and/or bylaws as one of the signing officers for certain documents. In this capacity, the Secretary may be authorized or required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of organization.

### **Filing of Documents**

The Secretary may be the registered agent with respect to the laws of the jurisdiction, the person upon whom legal notice to the corporation is served, and responsible for ensuring that documents necessary to maintain the corporation are filed.

**Note 1**

*This document uses the word "ensure" to convey the intent that accountability for the specified responsibilities lies with the Secretary but it is not necessarily the Secretary who carries out the activity. Indeed, we expect that many of these responsibilities will be delegated to board committees, staff, or others including experts retained for a specific purpose. The word "ensure" is not intended to imply any additional source of legal duties beyond those that are required by law.*

**Note 2**

*Minutes should have enough information to help absent directors and members understand what issues were discussed and what decisions were made. Some lawyers advise that in certain circumstances, minutes should include summary of discussion, rationale for decision, names of those participating in the discussion, and the roll call, noting any declared conflicts of interest, particularly in the case of matters that are contentious, if board members dissent, if there is any concern about exposure to liability, or if a board member has a conflict of interest.*

## **Policies and Procedures**

Conflict of Interest.....	45
Conflict of Interest Disclosure Statement.....	48
Volunteer Procedure Policy.....	51
Anti-Discrimination & Anti-Harassment Policy.....	52
Bill Paying, Reconciliation and Reporting Policy.....	55
Telephone and Cell Phone Policy.....	56
Electronic Signature Acceptance Policy.....	58
Use of an Electronic Signature Policy.....	60
Emergency Succession Plan.....	62
Hiring Policy.....	66
Employee & Volunteer Equipment Policy.....	68
Navigator Consent Policy.....	72
Whistleblower Policy.....	73



**Wisconsin Association of Free and Charitable Clinics, Inc.**  
**Conflict of Interest Policy**  
**Approved and Adopted January 2, 2015**

**Article I**

**Purpose:** The purpose of the conflict of interest policy is to protect the Wisconsin Association of Free and Charitable Clinic, Inc. (the “Organization”) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II**

**Definitions:**

**1. Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- e) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- f) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- g) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III**

**Procedures:**

**1. Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement (see “Conflict of Interest Disclosure Statement”).

**2. Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest:**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV**

**Records of Proceedings:** The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V**

### **Compensation:**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI**

**Annual Statements:** Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person (see "Conflict of Interest Disclosure Statement"):

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article VII**

**Periodic Reviews:** To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article VIII**

**Use of Outside Experts:** When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**CONFLICT OF INTEREST DISCLOSURE STATEMENT**  
**Wisconsin Association of Free and Charitable Clinics, Inc.**  
**BOARD OF DIRECTORS**

Name: \_\_\_\_\_

Please fully complete and sign the attached and deliver it to **Ian Hedges, WAFCC Secretary, executive-director@healthnet-rock.org** as soon as possible. If any questions require room for additional information, provide such in an additional document. If clarification is required regarding the questions, direct them to the Chair of the Board of Directors. Attached is the current Conflict of Interest Policy.

1. Are you or one of your immediate family members, or is any business or organization in which you or an immediate family member is engaged in, doing business with the **Wisconsin Association of Free and Charitable Clinics, Inc.** (“the Corporation”)?

No \_\_\_\_\_ Yes \_\_\_\_\_ If yes, please answer the following:

Name of Organization(s): \_\_\_\_\_

\_\_\_\_\_

Nature of Business: \_\_\_\_\_

\_\_\_\_\_

Extent of Business: \_\_\_\_\_

\_\_\_\_\_

2. Are you or one of your immediate family members, or is there any business or organization in which you or an immediate family member is connected with in any way, advising a third-party who is doing business with the Corporation?

No \_\_\_\_\_ Yes \_\_\_\_\_ If yes, please answer the following:

Name of Organization(s): \_\_\_\_\_

\_\_\_\_\_

Nature of Business: \_\_\_\_\_

---

Extent of Business: \_\_\_\_\_

3. Are there any members of your immediate family employed by the Corporation, members of its staff, members of its Board of Directors, or who do business with the Corporation?

No \_\_\_\_\_ Yes \_\_\_\_\_ If yes, please answer the following:

Name of Individual(s): \_\_\_\_\_

Nature of Business: \_\_\_\_\_

Extent of Business: \_\_\_\_\_

4. Are you, or one of your immediate family members, in any organization which represents a third-party who is adverse to the interest of the Corporation or a member of its staff?

No \_\_\_\_\_ Yes \_\_\_\_\_ If yes, please answer the following:

Name of Organization(s): \_\_\_\_\_

Nature of Business: \_\_\_\_\_

Extent of Business: \_\_\_\_\_

I acknowledge that the above information is true and correct and given pursuant to the Corporation's Conflict of Interest Policy which I have reviewed. I further acknowledge the obligations of confidentiality regarding Board of Directors proceedings, discussions and actions and will comply with such requirements. I further acknowledge that I shall immediately report any changes in the above information to the Corporation's Board of Directors. Furthermore, I acknowledge receipt of the Corporation's Conflicts of Interest Policy, have read and understand the policy, agree to comply with the policy, and understand the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

---

Signature

---

Name (Please Print)

---

Date

## **Wisconsin Association of Free and Charitable Clinics, Inc. Volunteer Procedure Policy**

### **Purpose and Scope:**

The purpose of the Volunteer Procedure Policy is to ensure that the WAFCC is organizing and utilizing all volunteers who are supporting the mission.

### **Procedures:**

1. All board members having initial contact with a potential volunteer send contact information to the Chair of the Governance Committee.
2. Chair of Governance Committee to contact potential volunteer. Determine areas for opportunities that match the volunteer's interests.
3. Chair of Governance Committee to share the volunteer contact information with the Board Chair responsible for the committee seeking volunteers.
4. Board Chair to contact potential volunteer and provide details of project / event. If agreed upon, Board Chair responsible for oversight of volunteer receiving appropriate information and guidance to complete the project.
5. Board Chair to communicate with Chair of Governance Committee when the project / event has been completed for tracking purposes.
6. Chair of Governance Committee to track:
  - Initial contact with potential volunteer (date and areas of interest)
  - Board Chair assigned oversight of the volunteer
  - Project / event assigned to volunteer
  - Completion date / hours

If you have any questions regarding this policy, please contact the WAFCC Executive Director at 414-308-6839 or wafccdirector@gmail.com.

**Wisconsin Association of Free and Charitable Clinics, Inc.  
Anti-Discrimination Policy & Anti-Harassment Policy**

**Adopted December 4, 2015**

**Revised March 11, 2016**

**Revised July 8, 2016**

**Revised September 1, 2016**

**Anti-Discrimination Policy**

The Wisconsin Association of Free and Charitable Clinics (“WAFCC”) is an equal opportunity employer. WAFCC will not discriminate in employment, recruitment, advertisements for employment, compensation, termination, promotions, and other conditions of employment against any employee or job applicant on the bases of age, disability, race, creed, color, national origin, religion, gender identity, or sexual orientation. The board of directors of WAFCC is responsible for the management of the corporation and should not be considered individually as the employer. To the extent required by applicable federal law or Executive Order, WAFCC shall take affirmative action measures in employment, recruiting and in advertisement for employment.

**Anti-Harassment Policy**

WAFCC is committed to providing a work environment that is free from harassment. Sexual harassment or harassment based upon an individual's age, disability, race, creed, color, national origin, religion, gender identity or sexual orientation or any other legally protected characteristic will not be tolerated. All employees (including supervisors and other management personnel) and the board of directors are expected and required to abide by this policy. No person will be adversely affected in employment with WAFCC as a result of bringing complaints of unlawful harassment.

Sexual harassment is behavior of a sexual nature that is unwelcome and offensive to the person or persons it is targeted toward. Examples of harassing behavior may include unwanted physical contact, foul language of an offensive sexual nature, sexual propositions, sexual jokes or remarks, obscene gestures, and displays of pornographic or sexually explicit pictures, drawings, or caricatures. Use of the employer's computer system for the purpose of viewing, displaying, or disseminating material that is sexual in nature may also constitute harassing behavior.

Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute harassment when (1) submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (2) submission to or rejection of such conduct by an individual is used as the basis for decisions about employment, promotion, transfer, selection for training, performance evaluations, benefits,



or other terms and conditions of employment; or (3) such conduct has the purpose or effect of creating an intimidating, hostile, or offensive work environment or substantially interferes with an employee's work performance.

## Reporting Harassment

If an employee feels that he or she has been sexually harassed or harassed the basis of his or her age, disability, race, creed, color, national origin, religion, gender identity, or sexual orientation or any other legally protected characteristic, he or she should immediately report the matter to the Executive Director. If the Executive Director is not available, or if the employee feels it would be unproductive to inform that person, the employee should report the matter to the Chairperson of the WAFCC Board of Directors. Once the matter has been reported, it will be promptly investigated and any necessary corrective action will be taken where appropriate. All complaints of unlawful harassment will be handled in as discreet and confidential a manner as is possible under the circumstances.

The procedure for reporting incidents of harassing behavior is not intended to impair, replace, or limit the right of any employee to seek a remedy under available state or federal law by immediately reporting the matter to the appropriate state or federal agency.

Any employee engaging in improper harassing behavior will be subject to disciplinary action, including the possible termination of employment.

**Wisconsin Association of Free and Charitable Clinics, Inc.**  
**Bill-paying, Reconciliation and Reporting Policy**

Despite its small size, WAFCC is committed to the highest degree of integrity with respect to its financial obligations to its vendors and transparent reporting responsibilities to its board.

In light of such commitment, the Board has adopted the following policy with respect to **bill-paying and check reconciliation**:

1. Payees will be directed to send invoices (or receipts in the case of volunteer-incurred expenses) to the Executive Director.
2. The Executive Director will approve invoices and receipts and scan and email them to the Treasurer, retaining originals in the office.
3. The Treasurer will only write and sign outgoing checks that are supported by an approved invoice or receipt; and forward payment directly to payees.
4. Incoming checks that come into the office will receive immediate restrictive endorsement – stamped or handwritten “For deposit only, XXX Bank, Account # XXXXXXXXXX – and be deposited by the Executive Director within a week, with no cash back.
5. The Treasurer will reconcile the bank statement and prepare financial reports for the Board of Directors

To assure transparency, **financial reports** to the Board will include, but not necessarily be limited to, the following, attached to the regular Board meeting minutes:

1. Bank Reconciliation Report supported by the Bank Statement and copies of canceled checks
2. Checking Account Balance Report
3. Check Register
4. Deposit Register
5. Journal Entry Report
6. General Ledger Report
7. Income/Expense Report
8. Organizational Balance Sheet

**Wisconsin Association of Free and Charitable Clinics, Inc.**  
**Telephone and Cell Phone Policy**

Adopted December 4, 2015

Updated August 12, 2017

**Purpose:** The purpose of the Telephone and Cell Phone Policy is to outline the use of personal cell phones at work, the personal use of business cell phones, and the safe use of cell phones by employees while driving.

**Procedures:**

While at work employees and volunteers must exercise the same discretion in using personal cell phones as for the use of WAFCC company phones. Personal calls during the work hours, regardless of the phone used, can interfere with employee productivity and be distracting to others.

All employees and volunteers are asked to make personal calls during breaks and meal periods and to ensure that friends and family members are aware of this policy. The Company will not be liable for the loss of personal cell phones brought into the workplace. **Employees and volunteers are not authorized to use personal cell phones in place of Company provided cell phones.**

For business and tax reasons the personal use of such equipment is not permitted. Phone records may be audited for compliance. If an employee or volunteer experiences a personal emergency that requires use of the business cell phone, they are required to report this to their supervisor. Failure to report such use may result in disciplinary action up to and including termination.

Employees and volunteers in possession of Company equipment such as cell phones are expected to protect the equipment from loss, damage or theft. Upon resignation or termination of employment, or at any time upon request, the employee must return the equipment.

**CELL PHONES AND DRIVING:** Employees and volunteers whose job responsibilities include driving and who must use a cell phone for business use, are expected to refrain from using their phone while driving. Allow voice mail or your passenger to handle calls when possible. Safety must come before all other concerns. Regardless of the circumstances, including slow or stopped traffic, employees are strongly encouraged to pull off to the side of the road and safely stop the vehicle before placing or accepting a call.

**If acceptance of a call is unavoidable and pulling over is not a safe option,**

- Use hands-free devices;
- Use the voice-activated or “speed dial” feature;
- Keep the call short;
- Do not take notes, text message or e-mail while driving;
- Refrain from discussion of complicated or emotional issues; and,
- Keep eyes and attention on the road and both hands free to operate the vehicle.

**Special care should be taken in situations;**

- When there is moderate to heavy traffic;
- Inclement weather; or,
- Driving in an unfamiliar area.

In situations where employees or volunteers drive and accept phone calls, state law, as well as this policy, require the use of “hands-free” equipment. Under no circumstances are employees or volunteers allowed to place themselves at risk to fulfill business needs. Employees or volunteers who are charged with traffic violations resulting from the use of their phone while driving will be solely responsible for all liabilities that result from such actions. Violations of this policy will be subject to discipline, including termination.

As always, if you have any questions regarding this policy, please contact the WAFCC Executive Director at 414-308-6839 or [wafccdirector@gmail.com](mailto:wafccdirector@gmail.com).

## **Wisconsin Association of Free and Charitable Clinics, Inc. Electronic Signature Acceptance Policy**

### **Purpose & Scope**

This policy establishes when an electronic signature may replace a written signature and when an electronic record may replace a paper document in official Wisconsin Association of Free and Charitable Clinic, Inc. (hereafter “WAFCC”) activities.

This policy applies to all employees, volunteers, board and committee members of WAFCC, and governs all uses of electronic signatures and electronic records used to conduct the official business of the WAFCC. Such business shall include, but not be limited to electronic communications, transactions, contracts, grant applications and other official purposes.

### **Definitions**

An "*electronic signature*" is an electronic sound, symbol, or process, attached to or logically associated with an electronic record and executed or adopted by a person with the intent to sign a record.

An "*electronic record*" is a record created, generated, sent, communicated, received, or stored by electronic means.

A "*record*" is information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form. Financial and other documents or forms are records.

An "*electronic transaction*" is a transaction conducted or performed, in whole or in part, by electronic means or electronic records.

"*Electronic*" relates to technology having electrical, digital, magnetic, wireless, optical, electromagnetic, or similar capabilities.

An "*approved electronic signature method*" is one that has been approved by the WAFCC Board of Directors, in accordance with this policy and all applicable state and federal laws, and which specifies the form of the electronic signature, the systems and Procedures used with the electronic signature, and the significance of the use of the electronic signature.

A "*certificate*" is an electronic document used to identify an individual, server, a company, or some other entity and to associate that identity with a public key. A certificate provides generally recognized proof of a person's identity.

"*Public-key*" infrastructure (PKI) is a form of information encryption that uses certificates to prevent individuals from impersonating those who are authorized to electronically sign an

electronic document. A "public key" is a value provided by some designated authority as a key that, combined with a "private key" derived from the public key, can be used to effectively encrypt messages and digital signatures.

A "*private key*" is an encryption/decryption key known only to the party or parties that exchange messages. In traditional private key cryptography, a key is shared by the communicators so that each can encrypt and decrypt messages.

## **Wisconsin Association of Free and Charitable Clinics, Inc. Use of an Electronic Signature Policy**

### *Signature required by WAFCC policy*

Where a WAFCC policy requires that a record have the signature of a responsible person, that requirement is met when the electronic record has associated with it an electronic signature using an approved electronic signature method.

Where a WAFCC policy requires a written document, that requirement is met when an electronic record has associated with it an electronic signature using an approved electronic signature method.

### *Signature required by law*

Where there is a legal requirement, beyond WAFCC policy, that a record has the signature of a responsible person, that signature requirement is met when the electronic record has associated with it an electronic signature using an approved electronic signature method which complies with Wisconsin state law or Federal law.

Where a legal requirement, beyond WAFCC policy, requires a written document, that requirement is met when an electronic record has associated with it an electronic signature using an approved electronic signature method, which complies with Wisconsin state law or Federal law.

The signing of a record using an approved electronic signature method does not mean that the record has been signed by a person authorized to sign or approve that record. Appropriate Procedures must be used to confirm that the person signing the record has the appropriate authority.

This policy applies only to transactions between parties each of which has agreed to conduct transactions by electronic means.

If parties have agreed to conduct a transaction by electronic means and a law requires a person to provide, send, or deliver information in writing to another person, the requirement is satisfied if the information is provided, sent, or delivered, as the case may be, in an electronic record capable of retention by the recipient at the time of receipt. An electronic record is not capable of retention by the recipient if the sender or its information processing system inhibits the ability of the recipient to print or store the electronic record.

If approved electronic signature methods require the use of encryption technology that uses public or private key infrastructure and/or certificates, the WAFCC Executive Director will be responsible for the administration of such public or private keys and certificates.



## **Review of Electronic Signature Methods**

Annually, the WAFCC Finance Committee will review the electronic signature methods. In the event that it is determined that an approved electronic signature method is no longer trustworthy, the Treasurer must revoke the approval of that electronic signature method. If there is continued significance for the electronic signatures, which used the revoked method, the WAFCC Executive Director will take steps to see that any valid records signed with the revoked electronic signature method are signed again with an approved electronic signature method.

## **Rules and Procedures**

The WAFCC may make rules that:

- Identify specific transactions that the WAFCC is willing to conduct by electronic means;
- Identify specific transactions that the WAFCC will never conduct by electronic means;
- Specify the manner and format in which electronic records must be created, generated, sent, communicated, received, and stored, and the systems established for those purposes;

## **Sanctions**

Any individual or party that makes inappropriate or illegal use of electronic signatures and/or records is subject to sanctions up to and including dismissal, suspension, and criminal prosecution as specified in published WAFCC policies and Wisconsin laws and Federal laws, whether or not they are referenced in this policy.

## **Wisconsin Association of Free and Charitable Clinics, Inc. Emergency Succession Plan**

The Board of Directors of the Wisconsin Association of Free and Charitable Clinics recognizes that this is a plan for contingencies due to the disability, death or departure of its Executive Director. If the organization is faced with the unlikely event of an untimely vacancy, the Wisconsin Association of Free and Charitable Clinics has in place the following emergency succession plan to facilitate the transition to both interim and longer-term leadership.

The Board of Directors of the Wisconsin Association of Free and Charitable Clinics has reviewed the job description of the Executive Director. The job description is attached. The Board has a clear understanding of the Executive Director's role in organizational leadership, program development, program administration, operations, board of directors' relationships, financial operations, resource development and community presence.

### **Succession Plan in Event of a Temporary, Unplanned Absence: Short-Term**

A temporary absence is one of three months or less in which it is expected that the Executive Director will return to his/her position once the events precipitating the absence are resolved. An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation or a sabbatical. The Board of Directors authorizes the Executive Committee of the Wisconsin Association of Free and Charitable Clinics to implement the terms of this emergency plan in the event of the unplanned absence of the Executive Director.

In the event of an unplanned absence of the Executive Director, the Board Chair should, as soon as possible, convene a meeting of the Executive Committee to affirm the procedures prescribed in this plan or to make modifications as the Committee deems appropriate.

### **Designation of Acting Executive Director**

In the event of an unplanned absence of the Executive Director, the Board Chair shall serve as Acting Executive Director. If the Board Chair is not able to serve or requires additional support, the back-up appointee for the position of Acting Executive Director will be the Treasurer.

If the Acting Executive Director is new to his/her position and fairly inexperienced with the Wisconsin Association of Free and Charitable Clinics, the Executive Committee may decide to appoint the back-up appointee to the acting position. The Executive Committee may also consider the option of splitting executive duties among the designated appointees.

### **Authority and Compensation of the Acting Executive Director**

The person appointed as Acting Executive Director shall have the full authority for decision-making and independent action as the regular Executive Director.

The Acting Executive Director may be offered a temporary salary agreed upon by the Board of Directors.

## **Board Oversight**

The Executive Committee shall be responsible for monitoring the work of the Acting Executive Director and will be sensitive to the special support needs of the Acting Executive Director in this temporary leadership role.

## **Communications Plan**

Immediately upon transferring the responsibilities to the Acting Executive Director, the Board Chair will notify paid staff members, members of the Board of Directors and key volunteers of the delegation of authority.

As necessary and appropriate, Board members and the Acting Executive Director shall communicate the temporary leadership structure to the following persons and organizations, including (but not limited to): any organizations with whom the Wisconsin Association of Free and Charitable Clinics has contracts, vendors, major donors (individuals, foundations and government entities), the press, the landlord and creditors.

## **Completion of Short-Term Emergency Succession Period**

The decision about when the absent Executive Director returns to lead the Wisconsin Association of Free and Charitable Clinics should be determined by the returning Executive Director and the Board Chair. They will decide upon a mutually agreed upon schedule and start date. A reduced schedule for a set period of time can be allowed, by approval of the Board Chair, with the intention of working back to a full-time commitment.

## **Succession Plan in Event of a Temporary, Unplanned Absence: Long-Term**

A long-term absence is one that is expected to last more than three months. The procedures and conditions to be followed should be the **same as for a short-term absence with one addition**: the Executive Committee will give immediate consideration, in consultation with the Acting Executive Director, to **temporarily** filling the management position left vacant by the Executive Director.

## **Completion of Long-Term Emergency Succession Period**

The decision about when the absent Executive Director returns to lead the Wisconsin Association of Free and Charitable Clinics should be determined by the returning Executive Director and the Board Chair. They will decide upon a mutually agreed upon schedule and start date. A reduced schedule for a set period of time can be allowed, by approval of the Board Chair, with the intention of working back to a full-time commitment.

## **Succession Plan in Event of a Permanent Change in Executive Director**

A permanent change is one in which it is firmly determined that the Executive Director will not be returning to the position. The procedures and conditions should be the **same as for a long-term temporary absence with one addition**: the Board of Directors will appoint a Transition and Search Committee within 30 days to plan and carry out a transition to a new permanent Executive Director. The Board will also consider the need for outside consulting assistance depending on the circumstances of the transition and the Board's capacity to plan and manage

the transition and search. The Transition and Search Committee will also determine the need for an Interim Executive Director, and plan for the recruitment and selection of an Interim Executive Director and/or permanent Executive Director.

This Emergency Succession Plan has been approved by the Wisconsin Association of Free and Charitable Clinics Board of Directors on \_\_\_\_\_, 2016; and agreed to by its Executive Director, the appointees designated in this plan, and the full Executive Committee.

\_\_\_\_\_ Executive Director

\_\_\_\_\_ Board Chair

\_\_\_\_\_ Board Vice Chair

\_\_\_\_\_ Board Treasurer

\_\_\_\_\_ Board Secretary

## Checklist for Acceptance of All Types of Emergency Succession Plans

- Succession plan approval.** This succession plan will be approved by the Executive Committee and forwarded to the full Board of Directors for its vote and approval. This plan should be reviewed annually.
- Signatories.** The Executive Committee, the Executive Director and any other appointees designated in this plan shall sign this plan.
- Organizational Charts.** Two organizational charts need to be prepared and attached to this plan. Prepare and attach an organizational chart reflecting staffing positions and lines of authority/reporting throughout the organization. Prepare and attach a second organizational chart that reflects how that structure will change within the context of an emergency/unplanned absence of the Executive Director.
- Job Descriptions.** Job descriptions for each member of the paid staff need to be attached to this document.
- Important Organizational Information.** Complete the attached *Information and Contact Inventory* and attach it to this document. Also attach a current list of the Wisconsin Association of Free and Charitable Clinic's Board of Directors.
- Copies.** Copies of this Emergency Succession Plan along with the corresponding documentation shall be maintained by the Executive Committee and the Executive Director; and included in the Policy and Procedures Manual.

## **Wisconsin Association of Free and Charitable Clinics, Inc. Hiring Policy**

### **Purpose:**

A recruitment and selection policy has been developed to ensure the organization fills vacancies with the most suitable candidate. The Wisconsin Association of Free & Charitable Clinics, Inc. (WAFCC) believes in equal opportunity in employment practices without discrimination on the grounds of race, religious beliefs, color, gender, sexual orientation, physical disability, mental disability, ancestry, place of origin, age, marital status, source of income or family status, or veteran status.

### **Responsibility:**

WAFCC Board of Directors is responsible to ensure employment practices conform to legislation and personnel policies. WAFCC Board of Directors approves employee selection decisions. WAFCC Executive Directors makes employee selection decisions.

### **Guidelines:**

- Internal applicants who apply in writing for vacancies will receive an interview
- Recruitment activities may be conducted externally
- An employment interview will be conducted before making an offer of employment
- All candidates participating in an interview will be notified of the results
- One or preferably two reference checks will be conducted before making an offer of employment
- Employment tests may be conducted before making an offer of employment
- Background checks will be conducted before making an offer of employment
- A copy of the job description will be provided to new employees

### **Employment offers:**

Offers will be written and include all terms of employment including: job title, start date, rate of pay, pay period information and eligibility for benefits. All employees and contractors of WAFCC will sign an oath of confidentiality. Information about hours of work and overtime compensation are explained in the employee handbook. All employees and contractors of WAFCC s will be asked to review and conform to all personnel policies. The offer will be signed by the WAFCC Executive Director. The employee will sign the offer indicating acceptance of the terms and conditions of the offer.

**Temporary employees:**

Employment offers will include the termination date and/or terms for termination. Changes to the employment conditions, i.e. position or end date will be in writing.

**Wisconsin Association of Free and Charitable Clinics, Inc.**  
**Employee & Volunteer Laptops and Related Equipment and Accessories**  
**Policy**

Adopted December 4, 2015

Updated August 12, 2017

**Purpose:** The purpose of the **Employee Laptops and Related Equipment and Accessories Policy** is to outline the use and care of Company laptops and related equipment and accessories.

**Procedures:**

This **Employee & Volunteer Laptops and Related Equipment and Accessories Policy** is a supplement to the **Wisconsin Association of Free and Charitable Clinics, Inc. (WAFCC)** Employee Handbook and other policies. The **Employee & Volunteer Laptops and Related Equipment and Accessories Policy** applies to the use of all WAFCC laptop computers and associated equipment and accessories. Employees and volunteers are expected to follow all of these policies when using.

The WAFCC laptops and associated equipment and accessories are to be used as a productivity tool for WAFCC-related business and communications. Employees and volunteers may use the Company's laptops for limited personal purposes subject to this policy, the Company's Acceptable Use Policy, and the Company's Tech Support policies. Employees and volunteers also shall exercise appropriate professional judgment and common sense when using the Company's laptop computers.

All laptops and related equipment and accessories are Company property and are provided to the employees for a period of time as deemed appropriate by the WAFCC. As a condition of their use of the Company's laptop computers and associated equipment and accessories, employees must comply with and agree to all of the following:

- Prior to being issued one of the Company's laptop computers, employees will sign the Laptop Acceptance Form and agree to all outlined policies.
- Employees and volunteers should NOT attempt to install software or hardware or change the system configuration including network settings without prior consultation with WAFCC Executive Director.
- Employees and volunteers are expected to protect WAFCC laptops and related equipment and accessories from damage and theft.
- Each employee member is monetarily responsible for any hardware damage that occurs from personal use.
- Employees and volunteers will not be held responsible for computer problems resulting from regular WAFCC-related use; however, employees will be held personally



responsible for any problems caused by their negligence as deemed the Company's administration.

- Employees and volunteers will provide access to any laptop computer, equipment, and/or accessories they have been assigned upon the Company's request.

### **General Laptop Use Rules:**

If you have important data on the laptop, such as information that must be stored by law for a certain length of time, you must back it up to the WAFCC Cloud Folders as a safety precaution against hard drive failure. The seconds that it takes to create a backup are well worth the frustration if/when the computer hard disk fails.

Since the laptop's keyboard and touch pad are permanently attached to the rest of the system, make sure that your hands are clean before using them. Because hand lotion is a major contributing factor to dirt and dust, please make sure your hands are free from lotion before using the computer and related equipment and accessories. It is costly to change a laptop keyboard and/or touch pad that has been damaged by excessive dirt.

Do not place drinks or food in close proximity to your laptop.

Extreme temperatures or sudden changes in temperature can damage a laptop. You should NOT leave a laptop in an unattended vehicle.

When using the laptop, keep it on a flat, solid surface so that air can circulate through it. For example, using the laptop while it is directly on a bed can cause damage due to overheating.

ALWAYS keep your laptop plugged into the supplied surge protector when it is plugged in or charging.

### **How to Avoid Laptop Computer and Related Equipment and Accessories Theft:**

Because of size and portability, laptop computers and related equipment and accessories are especially vulnerable to theft. Employees and volunteers should follow the rules set out below.

An employee or volunteer will be held personally responsible for any Company laptop computers, equipment, and/or accessories that are stolen during the time they have been assigned to that employee or volunteer if they have not been following this policy.

Below are some tips on how to protect your laptop from being stolen.

1. Do not leave a laptop in an unlocked vehicle, even if the vehicle is in your driveway or garage. Never leave it in plain sight. If you must leave your laptop in a vehicle, the best place is in a locked trunk. If you do not have a trunk, cover it and lock the doors.
2. Be aware of the damage extreme temperature can cause to computers.

3. Carry your laptop in a nondescript carrying case or bag when traveling.
4. Do not leave a meeting or conference room without your laptop. Take it with you.
5. Never check a laptop as luggage at the airport.
6. Lock the laptop in your office or classroom during off-hours or in a locked cabinet or desk when possible.

As always, if you have any questions regarding this policy, please contact the WAFCC Executive Director at 414-308--6839 or [wafccdirector@gmail.com](mailto:wafccdirector@gmail.com).

## Laptop and Related Equipment and Accessories Acceptance Form

I understand that all laptop computers, cell phones, equipment, and/or accessories the Company has provided to me are the property of the **Wisconsin Association of Free and Charitable Clinics, Inc. (WAFCC)**. I agree to all of the terms in the Company's **Employee Laptops and Related Equipment and Accessories Policy** and **Telephone and Cell Phone Policy**.

I will return the equipment to the Company in the same condition in which it was provided to me.

I understand that I am personally responsible for any damage to or loss of any laptop computer, cell phone, and/or related equipment and accessories. In case of damage or loss I will replace or pay the full cost of replacement of the damaged or lost equipment with equipment of equal value and functionality subject to the approval of the Company.

I will not install any additional software or change the configuration of the equipment in any way without prior consultation with WAFCC's Executive Director.

I will not allow any other individuals to use any laptop computer and/or related equipment and accessories that have been provided to me by the Company.

I understand that a violation of the terms and conditions set out in the policy will result in the restriction and/or termination of my use of the Company's laptop computers, cell phones, equipment, and/or accessories and may result in further discipline up to and including termination of employment and/or other legal action.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
 Name: \_\_\_\_\_ Position: \_\_\_\_\_

Items Loaned / Condition:

Item	Serial Number	Given (Y/N)	Status (New/ Used/ Damaged)	Comments

*If used or damaged, please make additional comments.* Comments should include overall condition, scratched, dented, bent, missing keys, missing parts, etc.

**Wisconsin Association of Free and Charitable Clinics, Inc.**  
**Navigator Consent Form Policy**

Adopted December 4, 2015

**Purpose:** The purpose of the Navigator Consent Form Policy is to ensure that all consumers being assisted by Wisconsin Association of Free and Charitable Clinics, Inc. Navigator employees understand, agree to, and sign an approved, current consent form for assistance and that the form is then stored properly.

**Procedures:**

1. Before assisting a consumer, the Navigator employee must explain the approved current consent form and answer any questions the consumer may have about the consent form. If the consumer is not comfortable signing the consent form, then the Navigator employee may not assist them.
2. When the consumer understands the consent form, agrees to the terms, and then signs it, the Navigator must then take a PDF picture of the signed document using his/her company phone. The preferred app is Scanner Pro.
3. Once the PDF picture is taken, it should be emailed to Caroline B. Gomez-Tom, MSW, Navigator Program Manager at Covering Wisconsin at [cbgomez@wisc.edu](mailto:cbgomez@wisc.edu) and Katherine Gaulke, Executive Director, Wisconsin Association of Free and Charitable Clinics, Inc. at [wafccdirector@gmail.com](mailto:wafccdirector@gmail.com).
  - a. The following email footer must be present on all emails with this attachment *“This message is confidential. It may also be privileged or otherwise protected by work product immunity or other legal rules. If you have received it by mistake, please let the sender know by e-mail reply and delete it from your system; you may not copy this message or disclose its contents to anyone.”*
4. The Navigator employee should then review their “sent” email box confirming that the signed consent form was attached and that the email was indeed sent to the correct recipients. Once this is confirmed, the Navigator employee should delete the PDF picture from their phone.
5. Covering Wisconsin and WAFCC will then maintain a secured copy of the consent form for 5 years.

As always, if you have any questions regarding this policy, please contact the WAFCC Executive Director at 414-308-6839 or [wafccdirector@gmail.com](mailto:wafccdirector@gmail.com).

**Wisconsin Association of Free & Charitable Clinics, Inc.**  
**Whistleblower Policy**

Updated August 12, 2017

All directors, officers, employees, consultant, grantee, and volunteers are expected to act in accordance with all applicable laws and regulations, and with the policies of the Wisconsin Association of Free and Charitable Clinics, Inc. (the “Organization”) at all times, and to assist in ensuring that the Organization conducts its business and affairs accordingly.

Any director, officer, employee, consultant, grantee, or volunteer who has engaged in, or who reasonably suspects any other director, officer, employee, consultant, grantee or volunteer of engaging in, any violation of the law, regulations, ethical rules or any policy of the Organization must report such activity as soon as possible. Such activity may include, but is not limited to, financial wrongdoing (including circumvention of internal controls or violation of the accounting policies of the Organization), fraud, harassment, or any other illegal or unethical conduct.

Reports may be made in writing to the Chair of the Executive Committee. Alternatively, employees may make such reports to the Executive Director, where appropriate. Any person receiving such a report must refer it to the Executive Director or to the Chair of the Executive Committee as soon as possible. Reports may be made anonymously, however the obligation to report a violation of a law, regulation or policy of the Organization is not satisfied by the individual reporting his or her own violation anonymously. All reports will be investigated and handled in a timely and sensitive manner. Confidentiality will be maintained throughout the investigation to the extent reasonable and practicable under the circumstances, and consistent with appropriate investigative and corrective action.

There will be no adverse employment action or other retaliation against any individual who reports a suspected violation or assists in an investigation, except in those instances where the Organization determines that a false report was made with intent to harm the Organization or an individual within the Organization.

Intimidation, coercion, threats or discrimination against any individual who reports suspected wrongdoing is prohibited and will be subject to appropriate disciplinary action, which may include termination.

