

# BY-LAWS

## ARTICLE I Membership

### Section 1 – Eligibility

~~Membership shall be open to all persons in good standing with the AKC and who subscribe to the purposes as stated in Article I, Section 2 of this Club. Every applicant for membership shall attend the meeting at which the application for membership is made.~~

Membership shall be open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this Club.

While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

There shall be four types of membership available:

*Regular (Individual)* – enjoys all club privileges including the right to vote and hold office.

*Household* – two (2) adult members residing in the same household, each eligible to vote and hold office.

*Junior* – open to persons under 18 years of age; a non-voting/nonoffice holding membership which may automatically convert to regular membership at age 18.

*Life* – For those individuals who have been members for 20+ years and have met the requirements of Life membership as stated under Policies and Procedures; Life members pay no dues but are eligible to vote and hold office.

Definition of Member. The term “Member” or “Members” as used in these Bylaws refers only to Individual Members, Household Members, and Life Members.

### Section 2 – Dues

~~Membership dues shall be \$8.00 for family dues, \$6.00 for individual dues per year, payable on or before the 1<sup>st</sup> day of January.~~

Membership dues shall not **exceed Five Hundred Dollars (\$500)** per year, payable on or before the 1st day of January of each year.

No member may vote whose dues are not paid for the current year. During the month of December, the Membership Secretary shall send to each member a statement, with payment instructions, of dues for the ensuing year.

Membership dues, and fees, shall be reviewed annually by the Board of Directors during the month of November. Any changes shall be communicated with the general membership at least twice prior to any changes approved by the Board of Directors.

### Section 3 – **Application and Election to Membership**

~~Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by this constitution and by laws and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit an Initiation Fee of \$10.00 and dues payment for the current year.~~

~~All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the application will be voted upon by secret ballot and affirmative votes of 2/3 of the members present and voting at that meeting shall be required to elect the applicant.~~

Each applicant for membership shall apply on a form as approved by the Board of Directors. Such applicant shall agree to abide by the rules of The American Kennel Club, Inc. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two (2) members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon by secret ballot. Provided that applicants receive the affirmative vote of two-thirds of the Members in attendance, such applicant may join the Club as a Member.

Applicants who do not receive sufficient votes of the Members may not reapply for six (6) months after the date of the meeting.

### Section 4 – **Termination of Membership**

Memberships may be terminated as set forth herein:

- *by lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty-one (31) days after the first day of the fiscal year or February 1st; however, the Board may grant an additional thirty (30) days of grace to such delinquent members. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting.
- *by expulsion.* A membership may be terminated by expulsion as provided in Article VI of these by-laws.
- *by resignation.* Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

## ARTICLE II Meetings and Voting

### Section 1 – **Club Meetings**

~~Club meetings shall be held in or within 25 miles of the city of Manitowoc on the first Wednesday of each month at such hour and place as designated by the Board of Directors. A written notice of monthly meetings shall be mailed twice a year to all members by the secretary.~~

Meetings of the club shall be held in the greater Manitowoc County area at such hour and place as may be designated by the board of directors. Such meetings shall be held **at least** six times per year. There are some circumstances which could warrant some modification to this frequency. Written notice of each such meeting shall be mailed or emailed by the Secretary at least 10 days prior to the date of the meeting. A schedule of each meeting shall be posted and maintained on the club web site for the calendar year.

The quorum for such a meeting shall be 20 percent of the members in good standing.

### **Quorum – Voting Requirements (This section may be removed if not required by state law)**

Members entitled to vote may take action on a matter at a meeting only if a quorum of those Members exists with respect to that matter. Except as otherwise provided by the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 of the Wisconsin Statutes, twenty percent (20%) of the votes entitled to be cast shall constitute a quorum at a meeting of the Members. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 of the Wisconsin Statutes requires a greater number of affirmative votes. Once a Member is represented for any purpose at a meeting, other than for the purpose of objecting to holding the meeting or transacting business at the meeting, it is considered present for purposes of determining whether a quorum exists, for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting. At the adjourned meeting at which a quorum is represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

### **Section 2 – Special Club Meetings**

~~Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in (or within 25 miles of) the City of Manitowoc at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 10% of the members in good standing.~~

Special club meetings may be called by the President, or by a majority vote of the members of the board who are present and voting at any regular or special meeting of the board; **and shall be called by the Secretary upon receipt of a petition signed by five members of the club who are in good standing.** Such special meetings shall be held in the greater Manitowoc County area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings.

### **Notice of Meetings**

The Club shall notify each Member who is entitled to vote at the meeting, and any other Member entitled to notice under Chapter 181 of the Wisconsin Statutes, of the date, time, and place of each annual or special Member's meeting. In the case of special meetings, the notice shall also state the meeting's purpose. Unless otherwise required by Chapter 181 of the Wisconsin Statutes, written notice of such a meeting shall be mailed by the Secretary at least five days and not more than 15

days prior to the date of the meeting and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat.

Notice shall be given in writing via the United States mail or by e-mail or other form of electronic transmission. Written notice, if mailed, is effective at the earlier of the time it is received or two (2) days after it is deposited with postage prepaid in the United States mail, and such notice may be addressed to the Member's address shown in the Club's current record of Members.

The quorum for such a meeting shall be 20 percent of the members in good standing.

### **Section 3 – Board Meetings**

~~Meetings of the Board of Directors shall be held in (or within 25 miles of) the City of Manitowoc in the months of October and May in each year, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed by the secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.~~

Meetings of the Board of Directors shall be held in or within the greater Manitowoc County area or via telephone conference call or via video conference at such hour and place as may be designated by the board. A minimum of six (6) meetings per year shall be required. Written notice of such meetings will be mailed or emailed at least 5 days prior to the meeting. Notice to be provided by the club secretary. The quorum for such meeting shall be a majority of the Board of Directors.

### **Section 4 – Special Board Meetings**

~~Special Board Meetings may be called by the President, or upon petition of 3 Board members. Written notice of such meeting and location of such meeting shall follow the conditions stated in Article II Section 3 Board Meetings.~~

Special meetings of the board may be called by the President; or by the Secretary upon receipt of a written request signed by at least three (3) members of the board. Such special meetings shall be held in greater Manitowoc County area or via telephone conference call or via video conference at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed, or emailed, by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

### **Section 5 – Voting**

~~Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Family membership is limited to two votes, one per representative. Proxy voting will not be permitted at any Club meeting or election.~~

Each Individual, Household, and Life Member shall be entitled to cast one vote upon each matter submitted to a vote at a Members' meeting. Junior Members shall not be entitled to vote on any matter. Proxy voting will not be permitted at any Club meeting or election.

Voting shall occur in person for annual elections, amendments to these Bylaws, amendments to the Articles of Incorporation, and all other business or questions as the Board determines in its discretion.

## **ARTICLE III**

## Directors and Officers

### Section 1 – Board of Directors

~~The Board of Directors shall be comprised of the President, Vice President, Secretary, Treasurer, and nine members elected for three year terms except when elected to fill vacancies. Three members terms shall expire each year. The immediate past President will automatically fill one of the 3 year vacancies on the Board of Directors. General management of the Club's affairs shall be entrusted to the Board of Directors.~~

The property, affairs, concerns, direction and activities of the Club shall be managed and vested in a Board of Directors (the "Board"). The Board shall pursue such policies and activities as shall be in accordance with the provisions of the Club's Articles of Incorporation, these Bylaws, and the laws of the State of Wisconsin.

The Board shall be comprised of the officers and nine (9) other persons (Directors), all of whom shall be Members in good standing.

The officers of the Club, President, Vice President, Secretary, and Treasurer, shall be elected annually for one (1) year terms by a majority of the members at the club's annual meeting as provided in Article IV and shall serve until their successors are elected.

Each Director shall serve for a term of three (3) years following election or until the Director is removed or resigns. The terms of the Directors shall be staggered so no more than one third of the Board shall be subject to election each year.

The immediate past President will automatically fill vacancies on the Board of Directors.

**General management of the Club's affairs shall be entrusted to the Board of Directors.**

### Section 2 – Officers

~~The officers of the Club shall be a President, Vice President, Secretary, and a Treasurer, who shall be elected annually by a majority of the members at the regular meeting in December.~~

The club's officers, consisting of the President, Vice President, Secretary and Treasurer should serve in their respective capacities both with regard to the club and its meetings and the board with its meetings.

~~The President shall preside at all meetings of the membership and have supervision of the affairs of the club.~~

~~The Vice President shall discharge the duties of the President in the event of his/her absence or disability for whatever cause.~~

~~The Secretary shall keep a complete record of all meetings of the Club and Board of Directors and of all matters for which a record shall be ordered by the Club; shall keep a roll of members of the Club and their addresses; shall notify members of meetings; and notify new members of their election to membership.~~

~~The treasurer shall collect and receive all monies due or belonging to the Club and receipt thereof; shall deposit same in such bank as shall be designated by the Club. The books must at all times be open to the inspection of the Board of Directors and the Treasurer shall report every meeting the condition of the finances of the Club and at the annual meeting in January; shall furnish an account of all money received and all expenditures for the fiscal year. A committee of 3 selected by the Board of Directors will audit the books at the conclusion of the fiscal year. The treasurer shall be~~

~~bonded in such amount as the Board of Directors shall determine.~~

- a) The President shall preside at all meetings of the club and of the board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c) The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every club year, and carry out such other duties as are prescribed in these bylaws.
- d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the board of directors shall determine.
- e) The offices of Secretary and Treasurer may be held by the same person, in which case the officers shall be comprised of three (3) persons.
- f) The AKC® Delegate - The AKC Delegate position will be appointed by the Board of Directors at the first board meeting following the annual meeting. The Delegate will serve for a three (3) year term. The Delegate position may be a voting member in good standing and may, or may not, be an officer or member of the Board of Directors.

The AKC® Delegate will represent the interests and concerns of the membership at AKC Delegate meetings and will serve as a liaison between the club and the AKC. The delegate may be instructed to cast votes as directed by the membership. Among other duties, the Delegate shall report to the club all actions and matters discussed at AKC's Quarterly Delegate Meetings following such meetings.

**(Will our delegate be a voting of none voting member, appointed or voted upon?)**

### Section 3 – Vacancies

~~Vacancies occurring on the Board of Directors, or among the officers, during the year shall be filled until the annual meeting by a majority vote of the Board of Directors at either a regular meeting, or at a special Board meeting.~~

Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except

that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

**Removal** Any Officer may be removed if such Officer is no longer a Member in good standing or is suspended or expelled from the Club pursuant to Article VI.

In addition to removal as provided by Chapter 181 of the Wisconsin Statutes, any Director who does not maintain good standing as a Member of the Club may be removed, with or without cause, at a regular or special meeting of the Board by the affirmative vote of a majority of the Directors, excluding such Director who is subject of the removal proceeding.

**Resignation** An Officer may resign at any time by filing his or her written resignation with the Secretary of the Board. Such resignation shall take effect when delivered unless the notice specifies a later effective date and such date is accepted by the Board.

A Director may resign at any time by filing his or her written resignation with the Secretary. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein the acceptance of such resignation shall not be necessary to be effective, and resignation from service as a Director also shall be deemed to constitute resignation from service as an Officer, if applicable.

## ARTICLE IV Club Year, Annual Meeting, Elections

### Section 1 – Club Year

The Club's fiscal year shall begin on the 1<sup>st</sup> day of January and end the 31<sup>st</sup> day of December.

The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

### Section 2 – Annual Meeting

~~The annual meeting shall be held in the month of December at which Officers, and Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.~~

The annual meeting shall be held in the month of December, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. Elected officers and directors shall take office immediately upon the conclusion of the election and each retiring officer shall turn over all properties, and records relating to that office, within 30 days after the election.

### Section 3 – Elections

~~The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for nine other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.~~

Officers and Directors shall be elected by the Members at each annual Members' meeting; provided, however, that candidates for each position must first be nominated pursuant to Section 4. Officers and Directors shall be elected by a plurality of the votes cast by the Members entitled to

vote.

#### Section 4 – Nominations

~~No person may be a candidate in a Club election who has not been nominated. During the month of October, the Board shall select a nominating committee consisting of three members. The committee's recommendations will be submitted by the Board to the general membership.~~

~~The nominating committee shall nominate one person for each vacant Board position. Additional nominations may be made at any time prior to the annual meeting, provided the person so nominated accepts, preferably in writing.~~

No person may be a candidate in a club election who has not been nominated. During the month of September, the board shall select a Nominating Committee consisting of three members and two alternates, **not more than one of whom may be a member of the board**. The Secretary shall immediately notify the committee members and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before the 1<sup>st</sup> of October.

- a) The committee shall nominate one candidate for each office and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall, at least two weeks before the November meeting, notify each member in writing of the candidates so nominated.
- c) Additional nominations may be made at the November general meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position (except for the position of Delegate).
- d) Following the November General meeting, the Secretary shall, at least two weeks before the annual meeting, notify each member in writing of any **additional** nominations.
- e) **Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.**

### ARTICLE V Committees

#### Section 1

~~Standing committees are Grounds, Field, Trial and Show. Standing committee chairpersons are appointed by the President and approved by the Board. Each chairperson shall select his/her committee members.~~

The Directors may by resolution create committees of the Board from time to time to pursue the general purposes of the Club, including, without limitation, standing committees for such matters as

dog shows, obedience trials, trophies, annual prizes, and membership. The direction and guidelines of such committees shall be provided by resolution of the Board. Committee members serve at the pleasure of the Board and may be terminated at any time, with or without cause, by a majority vote of the Board.

Such committees shall *always* be subject to the final authority of the board.

## Section 2

~~All special committees shall be appointed by the President as deemed necessary. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose services have been terminated.~~

Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

## ARTICLE VI Discipline

### Section 1 – American Kennel Club Suspensions

Any member who is suspended from **any of the** privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

### Section 2 – Charges

~~Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the sport (breed). Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 5 weeks thereafter.~~

The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he or she wishes.

Any Member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club. Written charges with information specifying the offense shall be filed in duplicate with the Secretary, along with a deposit of Ten Dollars (\$10.00), which shall be forfeited if the Board does not find at hearing that the charges are prejudicial to the Club. The Secretary shall promptly send a copy of the charges to each Director or present them at the next Board meeting. The Board shall first consider whether the actions alleged in the charges would constitute conduct prejudicial to the best interests of the Club. If the Board does not determine that the charges constitute conduct prejudicial to the best interests of the Club, then it may refuse to entertain jurisdiction. If the Board determines that the charges are sufficient to constitute conduct prejudicial to the best interests of the Club, then it shall schedule the matter for hearing before the Board not less than three (3) weeks nor more than six (6) weeks after such determination.

The Secretary shall promptly send one copy of the charges and specifications to the accused member by certified mail, postage prepaid, together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

### **Section 3 – Board Hearing**

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, **reprimand or suspend** the defendant, from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

### **Section 4 – Expulsion**

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation **of expulsion**. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members present at that meeting shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

## **ARTICLE VII Amendments**

### **Section 1**

~~Amendments to the constitution and by laws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.~~

The Bylaws and Articles of Incorporation of the Club may be amended by a two-thirds secret vote of the Members entitled to vote at any meeting, provided that a copy of the proposed amendments shall be included in the notice of meeting and mailed, or e-mailed, to each Member at least two (2) weeks prior to the date of the meeting. Amendments may be proposed by the Board or by written petition addressed to the Secretary, signed by at least twenty percent (20%) of the Members in good standing. The Board shall promptly consider the proposed amendments and submit to the Members the proposed amendment, along with the Board's recommendations as to the proposed amendment for a vote within three (3) months of the date on which the petition was received by the Secretary.

## **Section 2**

The constitution and by laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed/mailed to each member at least two weeks prior to the date of the meeting.

## **Section 2**

**No amendment to the constitution or bylaws that is adopted by the club shall become effective until it has been approved by the Board of Directors of “The American Kennel Club.” since the bylaws of The American Kennel Club require such approval.**

*Votes on Bylaw Amendments — After amendments are voted upon, the club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed.*

## **ARTICLE VIII Dissolution**

### **Section 1**

The Club may be dissolved at any time by written consent of not less than 2/3 of the members **in good standing**. In the event of the dissolution, other than for purposes of reorganization of the Club whether voluntary or involuntary, or by operation of law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to charitable organization for the benefit of purebred dogs selected by the general membership.

## **ARTICLE IX Order of Business**

### **Section 1**

At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Call meeting to order
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

### **Section 2**

At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting  
Report of Secretary  
Report of Treasurer  
Reports of committees  
Unfinished business  
New business  
Adjournment

## **ARTICLE X** **Parliamentary Authority**

### **Section 1**

The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

## **ARTICLE XI** **Business Regulations**

### **Section 1**

The annual accounting period and the tax year of this corporation shall be the calendar year ending December 31<sup>st</sup> as defined in the Internal Revenue Code of 1986.

### **Section 2 – Deposits**

Deposits of the organization shall be kept in such financial institutions as the Treasurer may designate as approved by the Board.

### **Section 3 – Checks and Instruments Representing Depts of the Corporation**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the Board of Directors.

### **Section 4 – Contracts**

Contracts of this corporation shall be authorized by the Board of Directors before they shall be executed. Contracts so authorized shall be executed by the President and countersigned by the Secretary.

### **Section 5 – Indemnification/Liability**

The Club shall, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify any Director or Officer of the Club against reasonable expenses and against liability incurred by a Director or Officer in a proceeding in which he or she was a party because he or she was a Director or Officer of the Club. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled.

## **Section 6 – Corporate Seal**

The use of a corporate seal is not necessary.

## **Article XII**

### **Corporate Books and Records**

The Club shall keep accurate and complete books and records of accounts, minutes of all meetings of the Board, minutes of all meetings of committees acting with Board-delegated authority, actions taken by Directors without a meeting, and actions taken by committees of the Board. The Club shall keep at the principal office a copy of its Articles of Incorporation and all amendments to them currently in effect, these Bylaws and all amendments to them currently in effect, resolutions adopted by the Board, the minutes of all meetings of the Board, the minutes of all meetings of committees acting with Board-delegated authority, financial statements for the past three (3) years, a list of the names, telephone and facsimile numbers, and emails addresses of current Directors and Officers, and its most recent annual report delivered to the Department of Financial Institutions under Wis. Stat. § 181.1622. All books and records of the Club, except confidential personnel records, may be inspected by any Member or Member's agent or attorney for any proper purpose upon prior written request.

The corporation shall make available to members of the public upon written request copies of the application files with all state and federal taxing authorities (including the Internal Revenue Service) for tax exempt status as well as all annual information returns filed with the same and any other information as is or as may be requested to provide under Section 6104 Internal Revenue Code of 1986, as amended, and any successor statute.