

Berlin Boat Club By-Laws - Index

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ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS. That the undersigned adult residents of the state of Wisconsin. Do hereby make. Sign and agree to the following for the purpose of forming a Wisconsin Corporation under Chapter 181 of the Wisconsin Statutes. WITHOUT STOCK AND NOT FOR PROFIT.

ARTICLE ONE: The name of the corporation shall be the BERLIN BOAT CLUB. INCORPORATED.

ARTICLE TWO: The period of existence shall be perpetual.

ARTICLE THREE: The purpose of this corporation shall be for the promotion of pleasure boating through the Fox River valley area, specifically including the upper Fox River area, and to promote, maintain, and manage the operation, if necessary the waterways, lockage, and water control of dams in said area, and generally to promote safe family boating.

ARTICLE FOUR: The location of the principal office of the corporation shall be the office of Dr. A. T. Tellefson, 152 North Pearl St. Berlin, Green Lake County, Wisconsin.

ARTICLE FIVE: The registered agent for the said corporation shall be Dr. A. T. Tellefson, whose business address and residence is 152 North Pearl Street, Berlin, Green lake County, Wisconsin.

ARTICLE SIX: The number of directors shall be fixed by the by-laws, but shall not be less than three (3), and each director must be a member in good standing as set out in the by-laws.

ARTICLE SEVEN: The number of directors constituting the initial board shall be (8).

ARTICLE EIGHT: The names and addresses of the initial directors are:

- A. T. Tellefson, Berlin, Wis.
- Harold C. Vierter, Berlin, Wis.
- Louis Arnold, Berlin Wis.
- Frank V. Grotz, Berlin, Wis.
- Charles R. Smith, Berlin, Wis.
- Edward L. Holdorf, Berlin, Wis.
- Donald A. Bartol, Berlin, Wis.
- Raymond Stobbe, Berlin, Wis.

ARTICLE NINE: There shall be two classes of membership in this corporation, namely, general membership and associate membership. Membership in this corporation either general or associate

ARTICLES OF INCORPORATION (Continued)

shall be open to all persons desiring to join this corporation and abide by the by-laws of the said corporation. Any member who is a general member in good standing is entitled to vote and may be elected to any office of the corporation or to the Board of Directors. An associate member shall not be entitled to vote but shall be entitled to all the privileges and opportunities extended to general members in regard to projects and accomplishments obtained by this corporation and thus giving the beneficial use of the same to its members. The associate members shall not be entitled to hold an office in the corporation or be a member of the Board of Directors. In addition to the provisions as set forth in this article, the method of acceptance of general members or associate members shall be set forth in the by-laws of this corporation.

ARTICLE TEN: There shall be an annual meeting of the members of this corporation at such time and place as set forth in the by-laws. Special meetings may be held at such time and place as set forth also in the by-laws.

ARTICLE ELEVEN: The names and addresses of the incorporators are:

- A. T. Tellefson, Berlin, Wis.
- Harold C. Viertal, Berlin, Wis.
- Louis Arnold, Berlin Wis.
- Frank V. Grotta, Berlin, Wis.
- Charles R. Smith, Berlin, Wis.
- Edward L. Holdorf, Berlin, Wis.
- Donald A. Bartol, Berlin, Wis.
- Raymond Stobbe, Berlin, Wis.

ARTICLE TWELVE: These articles may be amended in the manor authorized by law at the time of amendment, provided, that the amendment shall receive a minimum of three-fourths (3/4) of the votes of all members entitled to vote.

Executed in duplicate this 8th day of July, 1958.

----- (SEAL)-----

A.T.Tellefson, Berlin, Wis.

----- (SEAL)-----

Harold C. Viertal, Berlin, Wis

----- (SEAL)-----

Louis Arnold, Berlin Wis.

----- (SEAL)-----

Frank V. Grotta, Berlin, Wis.

ARTICLES OF INCORPORATION (Continued)

----- (SEAL)-----

Charles R. Smith, Berlin, Wis.

----- (SEAL)-----

Edward L. Holdorf, Berlin, Wis.

----- (SEAL)-----

Donald A. Bartol, Berlin, Wis.

----- (SEAL)-----

Raymond Stobbe, Berlin, Wis.

STATE OF WISCONSIN)

) SS

GREEN LAKE COUNTY)

Personally came before me this 8th day of July, 1958, the above named A. T. Tellefson, Harold C. Viertel, Louis Arnold, Frank V. Grota, Charles R. Smith, Edward L. Holdorf, Donald A. Bartol, and Raymond Stobbe to me known to be the persons who executed the foregoing instrument and acknowledged the same.

-----SEAL-----

R. H. Younglove, Notary Public

Green Lake County, Wisconsin

My Commission Expires May 30, 1960

THIS INSTRUMENT WAS DRAFTED BY:

Mr. Milton Spoehr
Attorney At Law
First National Bank Bldg.
Berlin, Wisconsin

COPY OF CERTIFICATE OF INCORPORATION

UNITED STATES OF AMERICA
STATE OF WISCONSIN
DEPARTMENT OF STATE

B-7558-

TWO ALL TO WHOME THESE PRESENTS SHALL COME:

The undersigned, as secretary of State of the State of Wisconsin, hereby certifies that, on the 8th day of July, 1958, Articles of Incorporation were filed in my office, under the provisions of Chapter 181 of the Wisconsin Statutes, for the following corporation formed.

WITHOUT STOCK AND NOT FOR PROFIT:

Name: BERLIN BOAT CLUB, Incorporated
PRINCIPAL Office: 152. N. Pearl Street, Berlin, Wisconsin.

Purpose for which organized: for the promotion of pleasure boating through the Fox River Valley area, specifically including the upper Fox River area, and to promote, maintain, and manage the operation, if necessary the waterways, lockage, and water control by dams in said area, and in generally to promote safe family boating.

I hereby certify that a certificate has been filed in my office to the effect that a duplicate of said Articles, bearing my certificate, was recorded in the office of the Register of Deeds, of Green Lake County, Wisconsin, on the 8th day of July 1958.

Therefore, the State of Wisconsin does hereby grant unto the said corporation the powers and privileges by the Wisconsin Statutes for the purposes stated and in accordance with said Articles.

In Witness Whereof, I have hereunto
set by my hand and affixed by official
seal, at the Capitol, in the city of
Madison, this 21st day of July, 1958

(SEAL)

Secretary of State

MINUTES OF FIRST MEETING OF INCORPORATORS

Minutes of the first meeting of the incorporators of the Berlin Boat Club, Inc. held at the Whiting Hotel, at Berlin, Wisconsin on the 8th day of July, 1958 at 4:00 o'clock P.M. pursuant to the following waiver of notice and consent to the holding of said meeting, signed by all the incorporators of this corporation on the record of said meeting:

We, the undersigned, being all of the incorporators of the Berlin Boat Club, Incorporated do hereby severally waive notice of the time, place and purpose of the first meeting of all the incorporators of said company and we do hereby call said meeting and consent to the holding thereof at the Whiting Hotel in the City of Berlin, Wisconsin on the 8th day of July, 1958 at the hour of 4:00 o'clock P.M. of said day: and we do hereby do severally consent to the transaction of any and all business that may come before said meeting, including the perfecting of the organization of said corporation, the adopting of a code of by-laws and the election of the Board of Directors. Dated this 8th day of July, 1958.

------(SEAL)----- -----(SEAL)-----
------(SEAL)----- -----(SEAL)-----
------(SEAL)----- -----(SEAL)-----
------(SEAL)----- -----(SEAL)-----

The meeting was called to order by Dr. A. T. Tallefson, one of the incorporators of said corporation;

Thereupon, the meeting proceeded to organize and, upon motion duly made, and seconded and unanimously carried, Dr. A. T. Tellefson was elected Chairman of the meeting and thereafter acted as such.

Thereupon, on motion duly made, seconded and unanimously carried. Louis Arnold was elected Secretary of the meeting and thereafter acted as such.

Thereupon, on motion duly made, seconded and unanimously carried, the Secretary called the roll of the incorporators of said corporation and it appearing that all of the incorporators were present in person or by duly authorized attorney, the meeting was declared competent and transact any and all business at might lawfully come before it, including adoption of by-laws and election of the Board of Directors.

MINUTES OF FIRST MEETING OF INCORPORATORS (Continued)

Thereupon, the incorporators reported that they had caused to be prepared and filed in the office of the Secretary of State a Verified copy of the Articles of Incorporation of this corporation, of which a true and correct copy will appear in this record: that they have paid the required filing fee to the Secretary of State and caused to be filed in the Office of the Register of Deeds of the County of Green Lake, State of Wisconsin, a copy of such Articles duly certified by the Secretary of State, and had received from the Secretary of State the certificate of Incorporation of which a true and correct copy appears on the preceding pages of this record. After a full examination of the Articles of and Certificate of Incorporation, upon motion duly made and seconded, the following resolution was unanimously adopted and ordered spread at length upon the records of this meeting.

-RESOLUTION-

“BE IT RESOLVED. That the Articles of Organization Of this corporation and the Certificate of Incorporation Be, and the same are hereby, approved and ordered made a Part of the records of this incorporation and that all Action taken by the incorporators in connection therewith Be, and the same is hereby ratified, approved and confirmed; and

“BE IT FURTHER RESOLVED: That this corporation shall Pay any and all legal and other expenses incurred in connection with its incorporation and its organization.”

Thereupon, the meeting proceeded to consider by-laws, the Secretary presented a proposed set of By-laws, which after a thorough consideration and a full and complete discussion thereof and all of those present being fully conversant therewith, the following By-Laws were, on motion, duly made and seconded unanimously adopted as and for the By-Laws of this corporation, to wit:

BY-LAWS

Article I Offices

The principal office of the corporation in the State of Wisconsin shall be located in the City of Berlin, County of Green Lake. The corporation may have such other offices, either within or without the County of Green Lake, as the Board of Directors may designate or as the business of the corporation may require from time to time. The registered office of the corporation required by the Wisconsin Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II Members**Section 1 Annual Meeting**

The annual meeting of the members shall be held on the 2nd Thursday of January in each year beginning with the year of 1959, at the hour of ____ o'clock P.M., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. If the election of the Directors shall not be held on the day designated herein, for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as to how soon thereafter as conveniently may be.

Section 2 Regular Meeting

General membership meetings shall, in addition to the annual meeting, shall be held on the 2nd Thursday of every month beginning with the year 1988, at the hour of ____ o'clock P.M. for the purpose of transacting any business that may come before the membership meeting. In addition thereto, the annual party of this corporation shall be held on the 2nd Saturday in February of each year beginning with the year 1959, at the hour of ____ o'clock P.M.

Section 3 Special Meetings

Special meetings of the members, for any purpose or purposes, may be called by the Commodore of the Board of Directors, and shall be called by the Commodore at the request of not less than 1/10th of the membership entitled to vote at the annual meeting.

BY-LAWS (Continued)

Section 4 Place of Meeting

The Board of directors may designate any place, either within the City of Berlin or without the City of Berlin, as the place of meeting for the annual meeting or for any special meeting called by the Board of directors of the Commodore.

Section 5 Notice of Meeting

Notice of the annual meeting, stating the place, day and hour of the meeting shall be delivered to each member in a written form or a verbal form as the Board of Directors may designate.

Section 6 Voting Requirements

Any person over the age of 18 years and a member in good standing may vote at club meetings.

Section 7 Quorum

10% of the outstanding membership of this corporation entitled to vote, shall constitute a quorum at a meeting of the members.

Section 8 Affiliation

Any person over the age of 18 years interested in boating may become a member of this corporation by application and paying his or her membership fees as the Board of Directors or general membership may direct, and dues for the balance of the year in which membership was granted.

Deleted 3/13/97

Section 9 Membership

Membership in this club shall be carried on the books of the Secretary and the Treasurer. The Secretary shall keep an attendance record of each meeting. The Treasurer shall keep the record of the dues. Any member three months in arrears in his dues shall have his name considered for a cancellation at a meeting following the three months of said arrearage. The member shall be contacted before cancellation. Any member whose dues are in arrears for a period of one year will have to be processed as a new member. Any member wishing to resign from the club shall notify the Secretary in writing of his resignation. Any member taken into Government Service shall be carried dues free until his return. For members joining after Sept. 1 the dues will be 50% of the current rate for the balance of the year he joins.

BY-LAWS (Continued)

Article III Board of Directors**Section 1 General Powers**

The business and affairs of this corporation shall be managed by its Board of Directors.

Section 2 Number, Tenure and Qualifications

The number of directors of this corporation shall be eight (8). Each director shall hold office until the next annual meeting of the members and until his successor shall have been elected and qualified. Should a director miss two consecutive meetings, without a valid excuse filed with the Commodore, he will automatically be discharged from his duties as director and the Commodore shall appoint a new director in his place and such appointment shall be confirmed by the majority of the directors present. Directors elected on the 2nd Thursday of January shall take office the second Saturday of February next preceding, the annual election. The rules of procedure conducting all meetings shall be governed by Roberts Rules of Order.

Section 3 Regular Meetings

Regular meeting of the Board of Directors shall be held without other notice than this by-law on the third Thursday of the month. The Board of Directors may provide, by resolution, the time and place, either within the City of Berlin or without the City of Berlin, as the place for holding any special meeting of the Board of Directors called by them.

Section 4 Special Meetings

Special meeting of the Board of Directors may be called by or at the request of the commodore, Secretary, or any two directors. The person or persons authorized to call such special meetings of the Board of Directors may fix any place, either within the City of Berlin or without the City of Berlin, as the place for holding any special meeting of the Board of Directors called by them.

Section 5 Committees

The Commodore may appoint committees from the Board of directors or general membership as he shall see fit to accomplish various projects from time to time and such committees shall be disbanded upon the direction of the Commodore or at such time when their project has been completed.

BY-LAWS (Continued)

Article IV Officers
Section 1 Number

The principal officers of the corporation shall be the Commodore, one Vice-Commodore, a Secretary, and a Treasurer. Such other officers and assistant officers as may be necessary may be elected or appointed by the Board of directors. Any two principal offices may not be held by persons of the same family.

Section 2 Election and Term of Office

The officers of the corporation to be elected by the general membership shall be elected annually on the second Thursday of January as provided herein. The officers must be directors and the first five directors elected at each annual meeting shall be considered the Commodore, Vice-Commodore, Past Commodore, Secretary, and Treasurer. The remaining three directors to be elected shall make up the balance of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Also the nominating committee shall be made up of the present Commodore and the immediate past two Commodores.

Section 3 Removal

Any officer or agent elected or appointed by the commodore may be removed by the Board of Directors whenever in its judgment be in the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4 Vacancies

The vacancy in any principal office because death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5 Commodore

The Commodore shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors shall in general supervise and control all the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereupon authorized by

BY-LAWS (Continued)

the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of directors have authorized to be executed, except in the case there the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the Commodore and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6 Vice-Commodore

In absence of the Commodore or in the event of his death, inability or refusal to act, the Vice-Commodore shall perform the duties of the Commodore and when so acting shall have all of the powers of and be subject to the restrictions upon the Commodore. Each newly elected Vice-Commodore shall assume the duties of LOCK COMMITTEE CHAIRMAN, those duties to include collecting money from the locktender from lockages, depositing same in a bank and writing any checks for maintenance and operation of the locks.

Section 7 Secretary

The Secretary shall keep the minutes of the general membership meeting and of the meetings of the Board of Directors in one or more books provided for that purpose; in general perform all duties incident to the office as Secretary and such other duties as from time to time may be assigned to him by the Commodore or by the Board of Directors.

Section 8 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation. He shall receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in any bank in Berlin, Wisconsin. The treasurer shall send a statement of dues each year by the 15th of January to all members.

Article V Contracts, Loans, Checks, and Deposits**Section 1 Contracts**

The Board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the corporation, and such authorization may be general or confined to specific instances.

BY-LAWS (Continued)

Section 2 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under authority of a resolution of the Board of Directors. Such authorization may be general or confirmed to specific instances.

Section 3 Checks, Drafts, etc.

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 or under the authority of resolution of the Board of directors.

Section 4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in any bank of Berlin, Wisconsin.

Article VI Fiscal Year

The fiscal year of the corporation shall begin on the 2nd Saturday of February and end on the 2nd Friday of February in each year.

Article VII Corporate Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Wisconsin."

Article VIII Additional Provision

Section 1 Rules of the Corporation

All members of this corporation shall abide by rules for conservation of game, fish, and natural resources and observe conservation flags and signs. All members of this corporation for courtesy sake when passing any anchored fishing craft or row boat shall reduce speed and stay a reasonable distance from the same. All members shall abide by rules decided on before leaving the home dock when going on trips. All members of this club are always to conduct themselves as true boatsman, and abide by the rules of navigation.

BY-LAWS (Continued)

Article IX Club Flag

All members in good standing may fly the club flag. A set fee shall be charged for the flag. Flags are not transferable and can't be sold. Flags may be exchanged with other clubs by the discession of the Commodore.

Article X Amendments

Section 1 Board of Directors

The board of Directors may from time to time, by vote of the majority of its member recommend to the general membership to adopt, amend or repeal any and all of the by-laws of this corporation.

Section 2 Members

The members may from time to time, by vote of the majority, adopt, amend, or repeal any and all of the by-laws of this corporation.

Section 3 Funerals

Flowers for deceased members funerals at current prices. Cards for member's family and past members.

Thereupon, the meeting proceeded to the election of the Board of Directors and the following directors were unanimously elected:

A.T. Tellefson, Commodore	Edward L. Holdorf
Harold C. Viertal, Vide-Commodore	Donald A. Bartol
Louis Arnold, Secretary-Treasurer	Raymond Stobbe
Charles R. Smith	

There being no further business to come before said meeting, on motion duly made and seconded and unanimously carried, the meeting adjourned sine die.

A true Record.

APPROVED:

Louis Arnold (sic)

A.T. Tellefson (sic)

Secretary of said meeting.

Chairman of said meeting

Edward L. Holdorf (sic)	Harold C. Viertal (sic)
Donald A. Bartol (sic)	Frank V. Grota (sic)
Charles Smith (sic)	Raymond Stobbe (sic)

Constitution of the Berlin Boat Club By-Laws are reprinted with all amendments included as acted on by the Board of Directors and approved by the general membership on February 10, 1975, February 11, 1993, and March 10, 1994.