



**BY-LAWS
OF THE
BUTTE DES MORTS CONSERVATION CLUB, INC.**

Revision 4- August 2009

Article 1- Name

This organization shall be known as the Butte des Morts Conservation Club, Inc., which is incorporated under Chapter 181-Non-stock Corporation Law of the State of Wisconsin statutes Corporate ID B035687 issued March 31, 1994.

Article 2- Purpose

The purpose of the Butte des Morts Conservation Club, Inc., (Club, the Club, and BDMCC) shall be the conservation, preservation, and restoration (CPR) of the natural resources and wildlife on Lake Butte des Morts, including its immediate wetlands and tributaries, through projects and funding generated for such purposes.

Article 3- Membership

This Club shall not discriminate against any person based on race, creed, sex, religion, or national origin. Membership quantity is unlimited.

Article-4 membership Application

All candidates for membership will be assigned a membership in accordance with Article 14, Paragraph 6. Candidates desiring voting privileges are required to meet the Membership Qualifications as defined in Article 5.

Article 5- Membership Qualifications

Membership is confined to persons eighteen (18) years of age or older. A member desiring voting privileges is required to attend a minimum of fifty percent (50%) of regular general membership meetings and participate in at least one (1) Club project or event per year. The Board of Directors shall monitor member attendance and have, by its discretion, the power to take into consideration extreme or unusual circumstances regarding attendance and make decisions regarding attendance on a case-by-case basis.

Article 6- Membership Dues

The organizations Membership Year is July 1st through June 30th. Dues of all members shall be payable annually, in advance, or at the July meeting, to be considered an Active member. A grace period will be allowed until the September meeting. If dues are not paid in full within sixty (60) days after the July meeting, a Delinquency Procedure will take effect.

Article 7- Membership Suspension/Termination

The Board of Directors shall have the power to expel or suspend any member of the Club for good cause, by majority vote of the Board, having ten (10) days notice been served on the member with the charges preferred. Said member shall have the right to be heard in his or her own defense.

Article 8- Board of Directors

The government and management of the club are entrusted to a committee of nine (9) Voting members and shall be known as the "Board of Directors." To hold office on the Board of Directors, a member will be required to have met all the requirements of the Voting membership, have been a Voting member for a minimum of two (2) years, and have attended a minimum of sixty-six percent (66%) of the regular monthly general membership meetings for the preceding twelve (12) months. No Board member or Officer shall be compensated for service.

The Board of Directors shall consist of nine (9) members, three (3) shall hold office for one (1) year, three (3) shall hold office for two (2) years, and three (3) shall hold office for three (3) years. Their successors shall be elected for three (3) year terms. In order to be elected to the Board, a qualified Voting member must receive a majority of votes of the Voting members present at any duly convened meeting wherein an election is being held upon due notice. The Board shall consist of one (1) President, one (1) Vice President, one (1) Secretary, one (1) Treasurer, and five (5) Board members. Elections to the Board of Directors shall be held at the December general membership meeting. Newly elected Board members shall assume their Board positions immediately upon being elected.

Article 9- Vacancies

All vacancies occurring on the Board of Directors shall be filled by a qualified Voting member for the balance of the term vacated, by majority vote of the remaining members on the Board.

Vacancies occurring in any offices of the organization shall be filled by a Board member, by a majority vote of the Board of Directors, at a duly convened meeting.

Article 10- Power of the Board of Directors

The Board of Directors shall have the power to appoint committees. Any members of such committees shall be subject to removal at any time by the Board of Directors.

The Board of Directors shall meet prior to the Annual meeting, at which time they shall elect the Officers of the Club. The remaining Board meetings will be scheduled in accordance with Club business, workloads, and events. The Board shall be required to meet a minimum of four (4) times a year. A minimum of six (6) Board members shall constitute a quorum.

Article 11- Officers

The Officers of the organization shall be President, Vice-President, Secretary, and Treasurer. These Officers shall be elected from the Board of Directors.

Article 12- Office of President

The principal duties of the President shall be to preside at all meetings of the members of the organization and of the Board of Directors, to sign all contracts and other formal instructions on behalf of the organization, and to act as spokesperson and executive head of the organization.

The Board of Directors, through the President, shall report to the organization at each Annual meeting, the condition of the organization prior to such meeting.

Article 13- Office of the Vice-President

The Vice-President shall carry out such duties as assigned by the President. In the absence of the President, the Vice-President will assume the duties of the President.

Article 14- Office of the Treasurer

The Treasurer shall receive all monies of the organization. The Treasurer shall deposit such funds in the bank (or banks) designated by the Board of Directors. Monies on deposit shall be in the name of the Corporation. The Treasurer shall keep proper records of all receipts and vouchers for disbursement, and shall have general charge of all accounts of the Corporation. The Treasurer shall keep the records of the Corporation open to inspection of the members upon request, at any reasonable time, for any proper purpose. The Treasurer shall submit a report of the receipts and disbursements at the Annual meeting indicating each disbursement and the voucher thereof, and shall update, from time to time, those reports as may be required by the Board of Directors. The Treasurer shall be responsible for filing any State or Federal tax reports as required by law, in the time required.

The Treasurer shall collect all dues and keep accounts of the organization, and report on such accounts at the Board meetings and regular monthly general membership meetings.

The Treasurer shall deposit all funds of the organization in the bank.

Any single expenditure of the organization in excess of one thousand dollars (\$1,000.00), but less than two thousand five hundred dollars (\$2,500.00) must be approved by the Treasurer and on Club Officer. Expenditures in excess of two thousand five hundred dollars (\$2,500.00) must be approved by the Board of Directors.

The organization shall not be responsible for any accounts unless they were authorized by the Board of Directors at a duly convened meeting of the Board or regular monthly meeting.

Upon receipt of dues from a member, the Treasurer shall issue a suitable membership card, which acknowledges receipt of the dues paid. These cards shall also indicate the date to which the dues are paid.

Article 15- Office of the Secretary

The Secretary shall record the minutes of all meetings. The minutes of the previous meeting(s) will be read and approved by a majority vote of the members in attendance at the next regular monthly meeting. The Secretary shall maintain a calendar of the organizations activities.

Article 16- Elections

The President, Vice President, Secretary, and Treasurer shall be elected by, and from, the Board of Directors by a majority vote of the Board at a duly convened meeting of said Board, after the Annual Meeting. The Officers of the organization shall be elected for one (1) year, effective January 1st through December 31st of the current year.

Article 17- Meetings

The organizations Fiscal Year is January 1st through December 31st. The organizations Annual Meeting shall be held in the month of January.

Regular monthly general membership meetings are scheduled for the first (1st) Monday of each month, but may be rescheduled as events and conditions warrant. The organization's Annual meeting will be held in January. At least ten (10) days notice of such meeting shall be given to all members.

At the December general membership meeting there shall be elected, by ballot, qualified Voting members to fill any seats on the Board that are up for election. Only qualified Voting members shall be entitled to a ballot. All offices shall be filled by a majority vote of voting members present at such duly convened or adjourned meeting.

A quorum at general membership meetings shall constitute attendance by thirty three percent (33%) of the voting membership.

Article 18- Voting

Each Voting member shall possess one (1) vote in all non-Board decisions.

Voting can be done in person, or by proxy, by those voting members present for such votes. A proxy vote shall count as part of the number needed to constitute a quorum.

Article 19- By-Laws

The organization's by-laws shall only be approved and/or amended by a minimum of sixty seven percent (67%) of the Board of Directors.

Article 20- Hold Harmless Clause

Section 1- Personal Liability

No Director or Officer of the Club shall be personally liable to any Club member or any other party, including the Corporation, for any loss or damage suffered or claimed on account of any act, omission, error, or negligence of such Director or Officer acting in such capacity, provided such person acted in good faith, without willful or intentional misconduct.

Section 2- Indemnification

In the event the Club is, for any reason, found liable for damages, fines, or penalties resulting in whole or part from any unauthorized act of a member, or from any act or omission of a member in the management, operation, or personal conduct, which violated the by-laws, or any other document, or any applicable law, ordinance, or regulation, such members shall indemnify and hold the Club, its Directors and Officers, harmless from all loss, liability, costs and expenses, including reasonable attorneys' fees incurred by the Club, except to the extent that any applicable insurance may apply.

Section 3- Severability

Invalidity or un-enforceability of any terms, conditions, or provisions of these by-laws, or any other Club documents, shall in no way affect the validity or enforceability of any of the terms, conditions, or provisions of those documents.

Article 21- Insurance

The Board of Directors shall be required to obtain and maintain, to the extent obtainable, fire insurance with extended coverage, vandalism, and malicious mischief endorsements, insurance on service machinery and any other Club properties with value, deemed appropriate to be insured by the Board of Directors.

The Board of Directors shall be required to obtain and maintain public liability insurance coverage including bodily injury and property damage.

EXECUTION OF AMENDED BY-LAWS

IN WITNESS WHEREOF, the Butte des Morts Conservation Club, Inc. has executed these by-laws this _____th day of _____, 2009.

By: _____
Jim Quillinan, President

Attest: _____
Alexis Wilson, Secretary

State of Wisconsin
County of Winnebago

Personally came before me this _____th day of _____, 2009, Jim Quillinan, President and Alexis Wilson, Secretary of the above-named organization, known to me to be the persons who executed the foregoing instrument, and known to me to be such President and Secretary of said organization, and acknowledge that they executed the foregoing instrument as such officers of said organization, by its authority.

Notary Public Signature

Type or Print Name: _____

My Commission is Permanent: _____

OR

My Commission Expires: _____