

# **CONSTITUTION**

## **WISCONSIN INTERNATIONAL POULTRY CLUB, INC.**

### **ARTICLE I**

#### **Name and Objects**

**SECTION 1.** The name of the club shall be the Wisconsin International Poultry Club, Inc.

**SECTION 2.** The objects of the club shall be:

- a. To advance the breeding and exhibition of pure bred poultry;
- b. To provide youth and adults with educational activities and materials promoting excellence in the poultry fancy;
- c. To conduct an annual show under the rules and Regulations of the American Poultry Association & the American Bantam Association.
- d. To promote generally accepted practices of animal husbandry;

### **ARTICLE II**

#### **Membership**

**SECTION 1.** Membership in the Wisconsin International Poultry Club, Inc. is open to anyone interested in advancing the objects of the organization.

### **ARTICLE III**

#### **Amendments**

**SECTION 1.** This constitution may be amended, altered, or repealed by a majority vote of the membership at any regularly scheduled meeting.

**BYLAWS  
OF  
WISCONSIN INTERNATIONAL POULTRY CLUB, INC.**

The name of the organization is the Wisconsin International Poultry Club, Inc. The organization shall have an office located at 7025 Center Road, Manitowoc, Wisconsin, 54220 or such other places as shall be designated by the board of directors from time to time by resolution. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization is organized exclusively for agricultural and educational purposes. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not participate in any political campaign in any manner. The organization shall not attempt to influence legislation. The organization is organized exclusively for agricultural, scientific and educational purposes.

**ARTICLE I  
MEMBERSHIP**

**Section 1. Type of Membership.** Membership may be individual, family or junior.

- a. Individual
  - i. Annual dues are set by the membership
  - ii. Each individual membership shall receive one (1) vote at a business meeting
- b. Family
  - i. Annual dues are set by the membership
  - ii. Each family membership shall receive two (2) votes at a business meeting
- c. Junior
  - i. Junior membership is anyone under age 18 at the time of submitting dues
  - ii. Junior membership is the same as an individual membership

**Section 2. Membership Year**

- a. Membership year shall be a calendar year
  - b. Annual membership dues must be paid prior to the start of the first meeting to be eligible to vote

**Section 3. Termination of membership**

- a. Memberships may only be terminated for the reasons listed below:
  - i. By resignation. Any member in good standing may resign from the club upon written notice to the Secretary. No member may resign when in debt to the Club.
  - ii. By lapsing. A membership is lapsed if dues are not paid.
  - iii. By suspension. Any member who is suspended from either the American Poultry Association or the American Bantam Association will be suspended from this club for like time.
- b. Terminations should be reported at any regular meeting

**ARTICLE II  
MEETINGS**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings maybe be requested by the President or the Board of Directors.

**Section 3. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or electronically transmitted to the address provided by the member.

**Section 4. Place of Meeting.** Meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

**Section 5. Quorum.** A quorum shall consist of 10 paid members. The directors present at a meeting may continue to transact business, provided that a quorum of the directors are present.

### **ARTICLE III DIRECTORS**

**Section 1. Number and organization of the Board of Directors.** The corporation shall be managed by a Board of Directors consisting of the four officers.

**Section 2. Quorum.** A majority of directors shall constitute a quorum.

**Section 3. Regular or Special Meeting of the Board.** Special meetings may be requested by the President or Secretary, or any other director by providing five days' written notice by ordinary United States mail, effective when mailed or email.

**Section 4. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution.

**Section 5. Emergency or Informal Action.** Should action be required when it is not possible to assemble the Board of Directors in a properly called meeting, oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors. Any action so taken shall be recorded in the minutes of the next properly called meeting.

**Section 6. Standing Committees.** There shall be four (4) standing committees of the organization: youth, show secretary, show management and fund-raising. The President shall appoint the chairpersons of all committees from the membership of the Board of Directors of the organization with the approval of the Board of Directors. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the Annual meeting. All committees shall function within the guidelines and budgets established by the Board of Directors.

**Section 7. Executive Committee.** The Executive Committee shall be composed of the officers of the organization, as specified herein, and shall have the full authority to undertake the duties and powers of the board except as these by-laws specifically state otherwise. All actions of the Executive Committee shall be reported to the board at its next meeting.

**Section 8. Ad Hoc Committees.** The President may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

**Section 9. Personnel Responsibilities.** The Board of Directors may employ and discharge employees of the organization and may prescribe their duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

**Section 10. Records.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

**Section 11. Compensation.** No board member or officer or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the organization. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the organization. Such compensation shall be fixed by the Board of Directors from time to time.

### **ARTICLE IV OFFICERS**

**Section 1. Number of Officers.** The officers of the corporation shall be a President, one Vice President, a Secretary, and a Treasurer. Two or more offices may be held by one person.

- a. President.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

- b. Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
- c. Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors meetings and all committee meetings.
- d. Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**Section 2. Term of Office.** The officers shall be elected annually by a majority of the membership at the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**ARTICLE IV  
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate or personal property shall be executed by the President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President and the Secretary or Treasurer. Notwithstanding the preceding provisions of this section any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE V  
AMENDMENT TO BYLAWS**

These bylaws may be amended, altered, or repealed by a majority vote of the membership voting.

**ARTICLE VI  
DISSOLUTION**

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

**Certification**

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on \_\_\_\_\_, 2014.

\_\_\_\_\_  
Airling Gunderson, president

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Louis Arington, secretary

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David R. Laatsch, vice president

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Bill Krueger, Treasurer