

BY - LAWS

CENTRAL WISCONSIN REPEATER ASSOCIATION, INC

ARTICLE I IDENTIFICATION

SECTION 1. - NAME.

The name of the corporation is CENTRAL WISCONSIN REPEATER ASSOCIATION, INC., hereinafter referred to as the “Association” or “CWRA”.

SECTION 2. - FISCAL YEAR.

The fiscal year of the Association shall be the calendar year.

SECTION 3. - SEAL.

The seal of the Association shall have inscribed thereon its name, the fact of the incorporation under the Laws of Wisconsin and the words “Corporate Seal”.

ARTICLE II MEMBERS

SECTION 1. - QUALIFICATIONS.

- A. GENERAL. - A candidate for membership in the Association shall satisfy the operations, and financial requirements in order to qualify for admission as a member.
- B. OPERATIONAL - A candidate shall hold a valid Amateur Radio Operator’s License.
- C. FINANCIAL. - A candidate shall pay the annual dues determined from time to time by the CWRA Board.
- D. ADMISSION. - Upon satisfying the operations, and financial requirements, a candidate shall be admitted as a member.
- E. RIGHTS. - Members may vote on all matters requiring membership approval; may hold any elective office; may participate in all Association activities and shall have full and complete use of the Association’s facilities subject only to the limitations imposed by the trustee.
- F. DISMISSAL. - Any member may be dismissed without cause upon a unanimous vote of the CWRA Board. Any dues paid in advance by any member dismissed under this section shall be refunded.

SECTION 2. - ASSOCIATION MEETINGS.

- A. ANNUAL. - The Annual Business meeting of the Association shall be held during the first quarter of each calendar year. At said meeting, the Treasurer shall present a current statement of the Association's financial condition; and a summary of the Association's activities during the preceding year.
- B. REGULAR. - The CWRA Board shall meet not less than two (2) times per calendar year.
- C. SPECIAL. - Special Meetings may be called at any reasonable time by the President, or any other two officers, or at the request of one third (1/3) of the Association membership. Notice of a Special Meeting shall be given by one (1) week minimum written or oral notice.
- D. QUORUM. - The membership present shall constitute a quorum for the transaction of business during the Association's Annual Business meeting, and a majority of the members present may adjourn a meeting from time to time without further notice. The act of a majority of the members present at which a quorum is present shall be the act of the membership.
- E. CONDUCT. - The President, and in his absence, the Vice President shall preside at all meetings. The Secretary, and in his absence, any member the President shall appoint, shall keep the minutes of all meetings. The presiding officer shall determine the method of voting.

ARTICLE III CWRA BOARD MEETINGS.

SECTION 1. – BOARD MEETINGS.

- A. MEETINGS - Meetings of the CWRA Board, Regular or Special, may be held either within or without the State of Wisconsin.
- B. REGULAR - A Regular meeting of the CWRA Board shall be held prior to each Regular meeting of the Association members.
- C. ANNUAL - The Annual meeting of the CWRA Board shall be held within the thirty (30) days prior to the Annual meeting of the Association.
- D. SPECIAL - Special meetings of the CWRA Board shall be held on call of the President, or at the request of any other two CWRA Board members and on not Less than forty-eight (48) hours written or oral notice.

SECTION 2. - NOTICE.

- A. NOTICE - Notice of any meeting of the CWRA Board may be waived in writing, and whether signed before or after the time stated therein, such waivers shall be equivalent to the giving of full notice.
- B. QUOREM AND CONDUCT. – A simple majority of CWRA Board members at any particular time shall constitute a quorum for the transaction of the business and affairs of the Association.

SECTION 3. – ACTION.

The action of the majority of the CWRA Board present at a meeting at which a quorum is present shall be the action of the CWRA Board unless a greater proportion is required by the Articles of Incorporation of these By-Laws.

ARTICLE IV CWRA BOARD

SECTION 1. – NUMBER, TITLE AND MAKEUP.

- A. The CWRA Board shall consist of Directors and Officers.
- B. The Titles of the Officers for the Association shall be President, Vice President, Secretary, and Treasurer.
- C. The total number of CWRA Board members shall be no less than five (5) or more than seven (7).
- D. Any Director may also serve as an Officer.
- E. The Number of Association elected Directors shall be five (5).
- F. The Number of Officers elected by the Directors shall be four (4).
- G. The Offices of PRESIDENT and VICE PRESIDENT shall be filled by Association elected Directors.
- H. The Offices of SECRETARY, and TREASURER may be filled by either an Association member or an Association elected Director.

SECTION 2. – QUALIFICATION.

- A. Any member may be elected as a Director or be an Officer of the Association.
- B. All Directors and Officers must have been members of the Association for one year prior to their election to the CWRA Board and shall hold valid Amateur Radio Operator's License.

SECTION 3. – ELECTION PROCESS FOR DIRECTORS AND OFFICER APOINTMENTS.

- A. DIRECTORS - Elections of the Directors shall be staggered such that approximately one third (1/3) are elected each year. Directors shall be elected by the Association membership in current standing.
- B. DIRECTOR NOMINATIONS. - Nominations for Directors shall be closed no Less than twenty (20) days nor More than sixty (60) days prior to the annual meeting.
- C. BALLOTING. - The balloting for Directors may be conducted by mail ballot of the membership. The counting of ballots shall be conducted by a quorum of the CWRA Board.
- D. PRESIDENT, VICE PRESIDENT, SECRETARY, AND TREASURER - The President, Vice President, Secretary, and Treasurer shall be elected each year by the board of Directors.
- E. PRESIDENT AND VICE PRESIDENT – The President shall be elected first followed by the Vice President.
- F. SECRETARY, AND TREASURER – The Secretary and treasurer shall be elected or appointed after the President and Vice President.

SECTION 4 – TERMS

- A. DIRECTORS - The term of office for the Directors shall be for three (3) years or until their successors take office.
- B. PRESIDENT, VICE PRESIDENT, SECRETARY, AND TREASURER - The term of office for the President, Vice President, Secretary, and Treasurer shall be for one (1) year or until their successors take office.
- C. EFFECTIVE DATE – Director and Officer terms shall become effective after the adjournment of the Annual Business meeting.
- D. SUCCESSION – Directors and Officers may succeed themselves without limitation.
- E. DISMISSAL. - Any Director or Officer may be dismissed upon a unanimous vote of the rest of the CWRA Board.

SECTION 5. – MEETING ATTENDANCE

Unless excused any CWRA Board member failing to attend all CWRA meetings for a Fiscal Year shall be subject to Dismissal at the discretion of the remaining board.

SECTION 6. - VACANCIES.

Any vacancy or vacancies occurring in the CWRA Board may be filled by the affirmative vote of a majority of the remaining CWRA Board, though less than a quorum of the Board. A Director or Officer appointed to fill such vacancies shall serve for the remainder of the unexpired term of their predecessor in office.

SECTION 7. - LIFETIME DIRECTORS EMERITUS.

The three (3) Directors named in the articles of incorporation namely Paul Belton, WA9CDY, Dr. John Schroeder, K9YXW and William Schroeder, W9ZBD shall be Lifetime Directors Emeritus. Their term of office shall be for life. Any of the three (3) Lifetime Directors Emeritus may seek and hold an active Director or Officer position per the same qualifications, requirements, and terms as any other Association member.

SECTION 8. LIFETIME MEMBERS

The CWRA Board at its discretion may designate any member as a Lifetime member.

ARTICLE V

DUTIES OF DIRECTORS AND OFFICERS.

SECTION 1. - THE PRESIDENT.

The President shall preside at all meetings of the CWRA Board and membership and shall perform such other duties as usually pertain to his office.

SECTION 2. - THE VICE PRESIDENT.

The Vice President shall have such powers and perform such duties as the CWRA Board may from time to time prescribe, or as the President from time to time may delegate to him. In case of the death

of the President, or in case of his absence or inability to act, the Vice President shall perform the duties of the President.

SECTION 3. - THE SECRETARY

The Secretary shall keep or cause to be kept in books provided for the purpose, the minutes of the meetings of the CWRA Board; shall see that all notices are duly given in accordance with the provisions of these By-Laws and as required by Law; shall be custodian of the records and of the seal of the Association and see that the seal is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized by these By-Laws, or by the general Law; they shall perform all duties incident to the office of the secretary.

SECTION 4. - THE TREASURER.

The Treasurer shall perform the financial duties of the Association; shall have charge and custody of, and be responsible for, all funds of the Association, and deposit all such funds in the name of the Association, and deposit all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected by the CWRA Board; shall receive and give receipts for, moneys due and payable to the Association from any source whatsoever; and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to them by the CWRA Board. They shall render to the CWRA Board, whenever the same shall be required, an account of all their transactions as Treasurer and of the financial condition of the Association. They shall, if required to do so by the CWRA Board, give the Association a bond in such amount and with surety or sureties as may be ordered by the CWRA Board, for the faithful performance of the duties of his office and for the restoration of the Association, in case of their death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind is in his possession or under his control belonging to the Association.

SECTION 5. – DIRECTORS.

- A. The Directors of the Association shall vote for the President, Vice President, Secretary, and Treasurer as soon as practical after the annual meeting of the Association.
- B. Directors who may also be voted as President, Vice President, Secretary, or Treasurer of the Association shall not be required to relinquish any of their rights as Directors including the right to vote on matters of appointing the Officers.

SECTION 6 – CWRA BOARD MEMBER VOTING RIGHTS.

- A All Directors shall have the right to vote on all business and other affairs of the Association matters before the CWRA Board.
- B All Officers shall have the right to vote on all business and other affairs of the Association matters before the CWRA Board.

SECTION 7. - DELEGATION OF AUTHORITY.

In case of the absence of any officer of the Association, or for any reason that the CWRA Board may deem sufficient, the CWRA Board may delegate powers or duties of such officer to any other officer or employee of the Association, for the time being, provided a majority of the entire Board concurs therein.

ARTICLE VI. AMENDMENTS

SECTION 1. - AMENDMENTS

These By-Laws may be amended by a majority of the entire CWRA Board then in office at any Regular or Special meeting of the CWRA Board, advance notice of such proposed amendment shall have been given to all Officers.

ARTICLE VIII: DISSOLUTION

SECTION 1. - DISSOLUTION

The Association may be dissolved at any time by the written consent of not less than two-thirds of the members and a majority of the CWRA Board. In the event of the dissolution of the Association other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association but after payment of the debts of the Association its property and assets shall be given to another organization for the benefit of the Amateur Radio Service selected by the board of directors.