

**A Proposal to
Revise the WWOA Bylaws**

**from the
WWOA Board of Directors
and
WWOA Bylaw Committee**

December 1, 2011

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To: WWOA Chapters

From: WWOA Board of Directors

The WWOA Board of Directors is presenting a process to continue the effort to gain approval of revisions to the WWOA Bylaws. The attached packet of information is intended to assist your Chapter in reviewing and making suggestions to the proposed Bylaw Revisions.

Step One – Chapters Review Bylaw Revisions

The revised Bylaws as proposed to the membership at the Annual Meeting, along with the reasons for the revisions, are included in this packet. Chapters are being asked to review, offer changes and/or additions. The Chapters can take whatever action the Chapter Officers elect to review this Bylaw revision package. The Chapter may appoint a committee, have a special meeting or develop their own process. The intention is to provide a mechanism to gain the greatest support and involvement by the membership. We hope to achieve membership consensus to resolve this important corporate matter.

This plan presents the Bylaw revision package to the Chapter in digital format no later than **December 15, 2011**. We ask the Chapters to return their recommendations to Presidents Council on Chapters chair James Rivers no later than **March 18, 2012**. James Rivers is responsible for distribution of the Bylaw packages and collection of the Chapter comments. The content of the package is the responsibility of the Bylaw Committee and includes a cover letter from the BOD. We realize that this is a short amount of time to accomplish this task; however, the proposed Bylaws have already been reviewed by many of our membership. Also, it is not the intention to rewrite the current revision but instead gain necessary changes that the Chapters see as essential.

Step Two – Board and Bylaw Committee jointly review Proposed Bylaw Revisions

In a joint meeting on March 30, 2012, the Board will meet with the Bylaw Committee to develop a proposed Bylaw revision. Chapter recommendations will be considered in developing this package for approval by the WWOA membership in April 2012.

Step Three – Membership votes on Bylaw revisions

As provided by current Bylaws, the package/ballot would be sent to the membership for a vote.

We believe that by investing time and effort in this direct process we will be able to reach a consensus within the WWOA community and build a stronger organization.

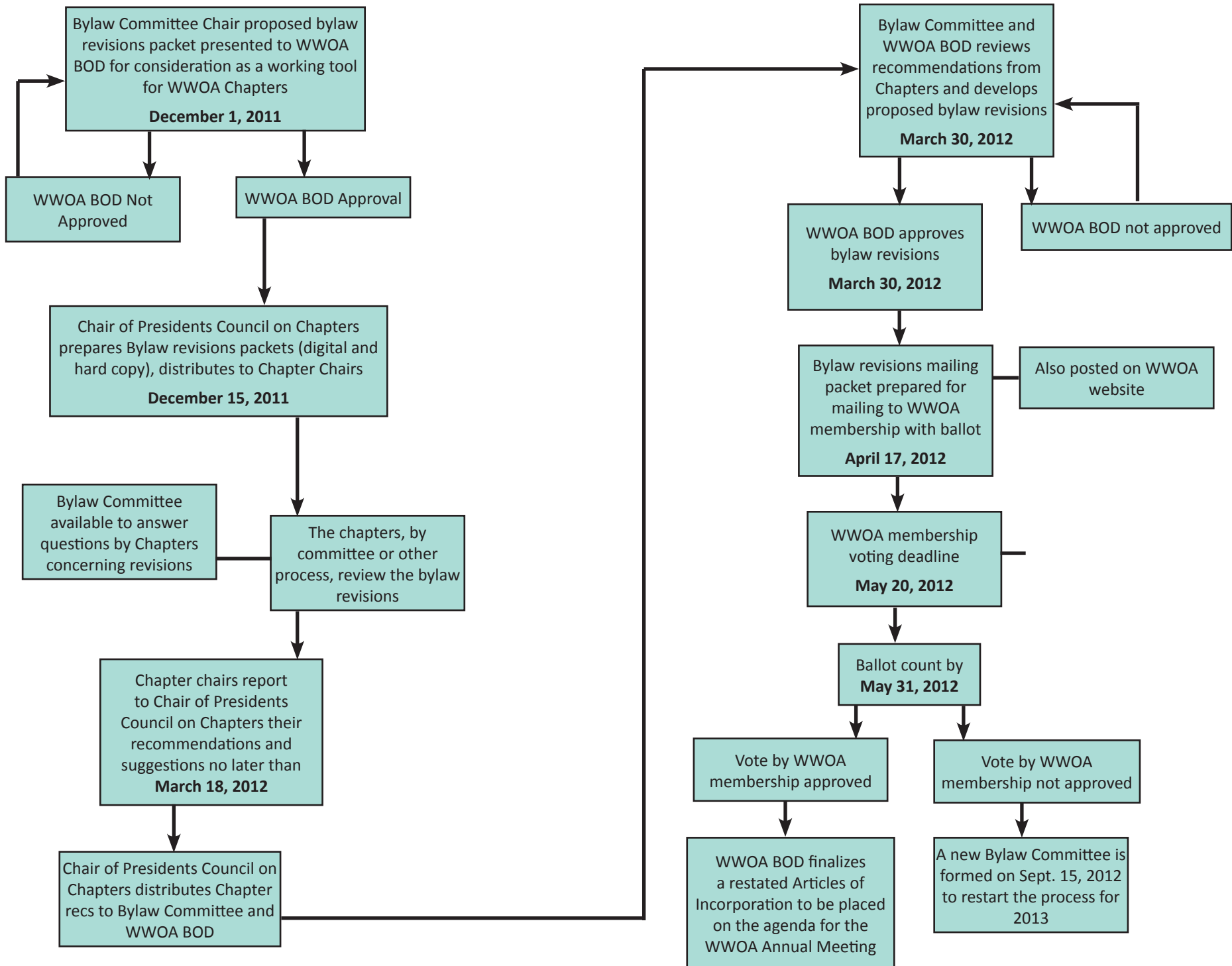
Please direct your questions to either Martha McMillen at marthak@execpc.com or Joe Arington at joe@aringtonreefarm.com.

December 1, 2011

Wisconsin Woodland Owners Association

Updated with correct dates 1/5/12

Wisconsin Woodland Owners Association Bylaw Revision Process



Summary of Amendments Revising WWOA Bylaws 2011
Revision 11-27-2011

June 2: Revision of the October 23, 2007, bylaws approved by the board of directors.

July 30: 19 members met for 5 hours to review the June 2 bylaws, and offered member amendments.

August 6: 40 to 50 additional members reviewed these suggestions and approved additional amendments.

The current bylaws are encumbered with 23 enumerated changes. The number of needed changes (30 more or less) made it impractical to use amendments. Part of the problem is the inconsistency that occurs when changes to one section are made without reviewing the entire document. State statutes allow for complete repeal of current bylaws in order to replace them. This seemed the practical course to follow. The bylaws being replaced should be kept as part of the history of WWOA.

This bylaw revision was reviewed by legal counsel. Every voting member had been sent a summary of the proposed amendments, either by email or 1st class mail. On September 17, members tabled the motion to approve the proposed bylaws.

This summary reviews by Article number each change proposed to the 2007 bylaws. They include changes to comply with state statutes and current practice. The board of directors approved revised bylaws on June 2, 2011. When members reviewed the board approved bylaws at meetings on July 30 and August 6, they recommended some changes. Those which need particular attention **appear in red type**. Before making these changes, we want to make sure as many members as possible are aware of them and approve. Review the changes in red type as well as other provisions, some of which offer options, and report your findings and suggestions.

Article I: The fiscal year is relocated from the end of the bylaws.

Article II: Repeals bylaws of Oct. 23, 2007, replacing them with a revision approved by members.

Article III: No change: principal office.

Article IV: "Purpose" replaces "Objectives"; this purpose was stated in the Restated Articles of Incorporation passed by the board in 2010. The mission is added.

Article V: Members at the meetings voted **to retain a 10 acre requirement** for voting membership.

The board of directors had voted to change this **to 5 acres**. The 10 acres appear in the proposed bylaws tabled September 17, 2011.

A procedure to expel members is new and complies with state statutes:

Options suggested:

*Number of petition signatures required to compel meeting
or place on agenda for annual meeting.*

Article VI: Special meetings of the board of directors as outlined by state statutes; utilized in 2010 Board meetings: no proxies allowed; this complies with current practice.

Directors are required to sign conflict of interest & code of ethics statements annually.

This complies with current practice

Term limits for directors: 2 consecutive terms

Note: As written, this is phrased to allow directors in office for 2 terms to be newly elected after a period of one year off the board.

Options:

(1) remove the term limit, Yes or No

(2) change the number of term limits, Yes or No

(3) if Yes, number of terms preferred

Article VII: Office “president elect” returned to “vice president” to comply with Roberts’ Rules of Order. President appoints 1 director to committees: member proposal. Removed exclusive “duty” of president to assign duties to Exec. Dir.; member proposal.

Article VIII: Executive committee duties: current practice. Immediate Past President needs to be a director to serve on Executive Committee: needs to be up to date on WWOA to be an effective member of committee: member proposal.

Article IX: Director resignation; board or members’ removal of directors: pursuant to state statute.

Meeting quorum is 10%: many members want to lower this percentage.

Option: Lower the quorum requirement for member special meetings. What %?

Member proposals:

Nominating Committee: at the annual meeting members select 2 members (the president appoints 2 directors, one of whom serves as chair).

Director election procedure: return to including a blank envelope with election ballots.

Option: Insert ballot into a blank envelope to conceal the voter’s identity

Executive Director appoints election judges rather than the president.

Article X: Board officer resignation and board removal of officer: as authorized by statute.

Procedure for election of officers: current practice, member proposal & Roberts’ Rules.

Article XI: Director and board officer vacancies filled by the board of directors: state statutes.

Article XII: Executive Director serves the board, not the Exec. Comm. Member proposal, to make the board responsible for the position, including determining compensation (see Article XVI) and defining responsibilities. The current bylaws restrict defining responsibilities to the executive committee, which is not the current practice.

Article XIII: Adds special membership meetings pursuant to state statute.

Quorum issue here: members are allowed by statute to reduce the 10% required.

Option: Keep 10% or lower it; what % do you prefer?

Member proposals:

Member meetings run by chair pro tem.

1 proxy per member specified. Add language from statute to explain procedure.

Options: (1) Should proxies be allowed? (2) One per member? (3) If more than one, how many?

Article XIV: Each committee needs board approved written goals and objectives: current practice.

Committee procedure: a combination of current practice and member proposals.

Article XV: Disbursement responsibilities: current practice.

Article XVI: Reimbursement of board and member “actual costs”: current practice for directors.

Board sets salaries, including Executive Director: Member proposal.

Article XVII: Roberts’ Rules of Order for meetings of board of directors (advice of counsel).

Article XVIII: Amending bylaws by board and members: statutes and 1979 Articles of Incorporation.

Article XIX: No change in text.

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WISCONSIN WOODLAND OWNERS ASSOCIATION, INC.
REVISED BYLAWS

Note: Proposals which need particular attention are in red type; other proposed changes, including statutes and current practice, are in bold type. Statutes are referenced to aid in review. All notations will be removed for the official bylaws.

ARTICLE I – NAME

Section 1. The name of this Organization is THE WISCONSIN WOODLAND OWNERS ASSOCIATION, INC. The official abbreviation of its name is WWOA.

Section 2. The fiscal year of WWOA shall begin July 1 and end June 30 of the following year.

ARTICLE II - REPEAL OF BYLAWS

Section 1. **WWOA bylaws dated October 11, 1979, with amendments through October 23, 2007, are hereby repealed and replaced by this document. The revised bylaws shall become effective upon approval by the membership.** §181.1021

ARTICLE III - PRINCIPAL OFFICE

Section 1. The principle office and place of business of WWOA shall be in Stevens Point, Portage County, Wisconsin.

ARTICLE IV – PURPOSE

Section 1. **The purpose of WWOA is to encourage sustainable forestry and all related resources in Wisconsin. WWOA is dedicated to (1) serve the interests of woodland owners; (2) develop public appreciation for the value of Wisconsin woodlands and the importance of woodlands in the economy and overall welfare of Wisconsin; and (3) educate woodland owners to instill a strong commitment to sustainable forest management.**

WWOA's mission is to ensure that future generations will be able to enjoy the beauty and utility of the woodlands.

ARTICLE V - MEMBERSHIP AND DUES

Section 1. The six categories of membership are:

- a) regular - owners of **Ten (10)** acres or more of Wisconsin woodlands, with voting privileges;
- b) associate - any other interested party, non-voting and at the same dues level as regular;
- c) contributing - at a higher dues level than regular and associate members (such level to be determined by the board), with voting rights for owners of **Ten (10)** acres or more of Wisconsin woodlands, non-voting for others;
- d) life-time membership - available to individual adult (age 18 or older) voting members of the Wisconsin Woodland Owners Association, Inc. The board of directors shall annually review the need to change the dues and make any adjustments deemed necessary to reflect changes in interest rates, inflation and yields on invested principal. Twenty (20) per cent of the dues shall be available for on-going WWOA operating expenses. The remainder shall be invested in appropriate securities and the annual yields from these investments shall be available to WWOA for operating expenses;
- e) student - a non-voting student membership for full-time students, at a reduced

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annual rate to be established by the board; and
f) family - owners of **ten (10)** acres or more of Wisconsin woodlands; includes two (2) voting privileges.

Section 2. Dues are payable at the time of admission to membership and annually thereafter. Each member may receive evidence of membership. Any membership will be cancelled for failure to pay dues according to the dues schedule. Any member delinquent in dues payment shall not be entitled to vote.

Section 3. No dues or fees shall be refunded upon severance of membership from WWOA.

Section 4. In order to expel members for good and sufficient cause, **a petition signed by ten (10) or more voting members shall be presented to the board, which shall present the petition for action at a membership meeting. Said member shall be given written notice of the action proposed for the meeting. The quorum shall be the same as for special membership meetings. A two-thirds (2/3) vote of those entitled to vote and present at the membership meeting is required to expel the member.** §181.0620(2)

Section 5. The board shall periodically review the need for any changes to membership dues, categories and voting privileges.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. There is a board of eleven (11) directors. The board of directors shall meet at **least four (4) times annually** at such time and place as directed by the president upon at least ten (10) days written notice. The president or three (3) board members may call **special meetings upon giving at least two (2) days written notice.** §181.0820(1) & 181.0822(2) **If it is not possible to give the required notice, written waivers of notice signed by the directors are to be filed with the minutes or corporate records.** §181.0823(1) **Notice may be by mail or electronic written communication.** Seven (7) members shall constitute a quorum for the transaction of business by the board. **No proxies will be accepted at meetings.**

Section 2. **Directors shall serve a maximum of two (2) consecutive terms.**

Section 3. **Directors are required annually to fill out and sign the Conflict of Interest and Code of Ethics documents.**

ARTICLE VII – OFFICERS

Section 1. WWOA shall have a president, **vice** president, secretary, and treasurer. President, **vice** president and secretary shall be elected from the membership of the board of directors and may be elected to only one (1) additional consecutive term in the same office. The treasurer shall be elected from the membership of the board of directors and may be elected to more than one (1) additional consecutive term in that office.

(A) Duties of the president shall be to preside at all meetings of the board of directors, and to serve as Chair of the Executive Committee. The President shall appoint **one director to each committee**, call meetings, furnish guidance to the Executive Officers. The president shall be the Chief Executive Officer of WWOA with authority to carry out all duties that might be assigned by the board or Executive Committee.

(B) The **vice** president shall assume the duties of the president when necessary, plus

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such other duties as directed by the board of directors or Executive Committee.

- (C) The secretary shall have responsibility for keeping the records of WWOA, recording minutes of the meetings of the board of directors, Executive Committee and annual and special membership meetings, and performing such other correspondence duties as may be prescribed by the board. The secretary shall provide copies of minutes to the officers and board members and to any member requesting them.
- (D) The treasurer shall act as custodian of the funds and provide supervision over the financial affairs of WWOA. The board is authorized to require and provide bonding for the treasurer. The treasurer will receive regular financial reports from the Executive Director, provide for financial audits and report to WWOA at the annual meeting and at anytime at the request of the Executive Committee or board of directors.

ARTICLE VIII - EXECUTIVE COMMITTEE

- Section 1. The Officers of WWOA and the immediate past president shall constitute the Executive Committee. **The immediate past president must be a board member in order to serve on the Executive Committee.**
- Section 2. **The Executive Committee shall transact routine business between board meetings, and act in emergencies. All committee actions shall be reported to the board at its next meeting. The president or two (2) committee members, by written request, may call Executive Committee meetings. Three (3) members shall constitute a quorum.**

ARTICLE IX- ELECTION AND REMOVAL OF THE BOARD OF DIRECTORS

- Section 1. There shall be a Nominating Committee for the purpose of securing nominees for vacancies that occur on the board during the year and for those terms that expire at the conclusion of the next annual meeting. The president shall appoint 2 directors, one of whom shall serve as chair, and **the membership shall select 2 voting members at their annual meeting** to serve immediately following every annual meeting. **Those directors whose terms are expiring may seek re-nomination once. The Nominating Committee shall nominate at least two (2) voting members for each vacancy on the board. Current directors seeking reelection shall submit their names** to the nominating committee for consideration for inclusion on the ballot. The committee shall report all nominations to the president at least ninety (90) days before the annual membership meeting.
- Section 2. The president shall cause a ballot to be mailed to each voting member of WWOA at least 60 days before the annual meeting. The ballot shall contain the nominations made by the Nominating Committee plus space for additional names to be written by the members. Said ballot shall be marked, **inserted into a blank envelope in order to conceal the voter's identity**, and returned to the Executive Director at the principle office of WWOA not later than 30 days before the annual meeting.
- Section 3. At least twenty (20) days before the annual meeting the **Executive Director** shall appoint three (3) election judges who shall have the responsibility of counting the votes indicated on the ballots returned to the Executive Director, and of submitting their report in writing to the president and Nominating Committee at least ten (10) days prior to the annual membership meeting. The Nominating Committee Chair shall announce the duly elected new board of directors at the annual membership meeting.

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- Section 4. **A director may resign any time by delivering written notice to the president or secretary. The resignation is effective when the notice is received, unless the notice specifies a later effective date. The board shall fill the pending vacancy from nominees submitted by the Nominating Committee. The successor, appointed to fill the term of the resigning director, takes office upon the effective date of the vacancy.** §181.0807
- Section 5. **The board may remove a director for failure to attend 2 board meetings.** §181.0808(8)
- Section 6. **Members may remove, with or without cause, one or more directors elected by them. A petition signed by at least 5% of voting members shall be presented to the board, which shall call a special membership meeting for the purpose of removing the director. The meeting notice must state that the purpose of the meeting is the removal of the director. The director is removed if the number of votes cast to remove is a majority of those voting at the meeting.** §181.0808(1) & (5) **A quorum for the meeting will be 10% of voting members.** §181.0722 (1)

ARTICLE X - ELECTION OF OFFICERS

- Section 1. The Nominating Committee shall present a slate of officers to the board of directors no less than ten (10) days prior to the succeeding annual meeting of the members.
- Section 2. At the board of director meeting during the annual meeting, the incoming board of directors shall elect the executive officers of WWOA **from the directors of the incoming board. The Executive Director shall act as President Pro Tem for the nomination and election of officers. Directors may nominate themselves. Ballots will be used for each office. Tellers, non-board members, shall tabulate the votes and announce the results without disclosing actual numbers.**
- Section 3. **An officer may resign at any time by delivering written notice to the corporation. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date. The board shall fill the pending vacancy to take effect upon the date specified by the resigning officer.** §181.0843(1) An officer is expected to serve until a successor is elected.
- Section 4. **The board of directors may remove at any time, with or without cause, one or more officers elected by them.** §181.0843(2)

ARTICLE XI - TERMS OF OFFICE

- Section 1. Board of Directors. The term of a director is three years, except those initially filled. Vacancies shall be filled by the **board of directors**, from candidates submitted by the Nominating Committee. Any appointment shall be for the duration of the unexpired term being filled. §181.0811(1)
- Section 2. Any member of the board of directors shall serve until a successor is elected, unless removed from office.
- Section 3. Officers. The term of an officer is one year. Vacancies shall be filled by **the board of directors.** §181.0843(1)

ARTICLE XII - EXECUTIVE DIRECTOR

- Section 1. **The Board of Directors** shall select an Executive Officer, to be called the Executive Director, determine compensation and define responsibilities. Duties of the Executive Director shall be to

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serve as Chief Administrative Officer of WWOA and conduct the day-to-day business of WWOA. The Executive Director shall be responsible for the soliciting, collection and disbursement of funds under the supervision of the treasurer, maintaining an office, keeping necessary records, and hire and supervise other employees, as authorized by the Board of Directors, to operate the affairs of WWOA. The Executive Director shall report to and be responsible only to the **Board of Directors** and shall serve at the pleasure of the **Board of Directors**.

ARTICLE XIII – MEMBERSHIP MEETINGS

Section 1. An annual meeting of the members of WWOA shall be held on call of the president not later than ninety (90) days after the close of the fiscal year, at such time and place as seems appropriate with at least thirty (30) days notice in writing. A quorum for the transaction of business at the annual meeting of the voting membership shall be those present.

Section 2. **A special meeting of members may be called by the board of directors and shall be called by the board upon receipt of a petition signed by five percent (5%) of voting members and filed with the office. The five percent (5%) required will be based on voting membership records as of thirty (30) days prior to filing. The petition must state the purpose(s) for the special meeting. Written notice to voting members shall be sent pursuant to Chapter 181 of the Wisconsin statutes. Special meetings will be held in Stevens Point, Wisconsin. A quorum for the transaction of business shall be ten (10) percent of the voting members.** §181.0702 (1)(a), (b), (2), (3)

Section 3. All membership meetings shall be run by a **chairperson pro tem** elected by those present.

Section 4. **Proxies, no more than one (1) per member, will be accepted at membership meetings.**

Note: This statement is ambiguous. To clarify we will add the following:

Thus, each voting member may be appointed proxy by no more than one voting member.

Note: The following language, based on statutes, will be added to reflect WWOA policy for proxies:

“The voting member appointing a proxy to vote or otherwise act for the member must personally sign an appointment form officially issued by WWOA. The proxy must state the specific meeting and issue for which the appointment is being made. The appointment can be revoked anytime before the meeting by (1) signing and delivering to the Executive Director a writing stating that the appointment is revoked or (2) by attending the meeting and voting in person.”

ARTICLE XIV – COMMITTEES

Section 1. Regularly constituted standing committees consist of, but are not limited to, a Nominating Committee and others as established by the board of directors. The directors from time to time may establish ad hoc committees as may be needed to facilitate efficient operation of WWOA.

Section 2. Each committee shall have **written goals and objectives**, approved by the board.

Section 3. **The director appointed by the president or the chair shall serve as the liaison to the board. The chair shall recruit members to the committee and report committee actions to the board. Any WWOA member can serve on a committee, except for Nominating Committee, Past Presidents Committee and the President’s Council on Chapters (chapter chairs).**

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ARTICLE XV – DISBURSEMENTS

Section 1. Disbursements of funds of WWOA shall be by check signed by any one (1) of the following: president, treasurer, Executive Director or such others as the board of directors or Executive Committee may from time to time authorize. **The treasurer shall have primary signing responsibilities to be followed by the president when the treasurer is unavailable to sign checks. The Executive Director shall have temporary signing responsibilities when both the treasurer and president are unavailable for two weeks or longer. When the treasurer or president becomes available, he or she shall resume signing responsibilities.**

ARTICLE XVI – SALARIES

Section 1. The **Board of Directors** shall **annually** set the salary of the Executive Director and other paid employees of WWOA.

Section 2. **No member or director shall receive compensation for services, except for reimbursement of actual costs incurred and approved by the board.**

ARTICLE XVII - OFFICIAL PROCEDURE

Section 1. Robert's Rules of Order shall govern all **board meetings**.

ARTICLE XVIII – AMENDMENTS OF BYLAWS

Section 1. **The Board of Directors may amend or repeal bylaws, subject to the approval, amendment or repeal by the members. §181.1021(1)**

Section 2. **Members with voting rights may amend or repeal the bylaws or adopt new bylaws. §181.1021(2) No bylaw adopted by the members shall be amended or repealed by the directors.**

Section 3. Adoption of amendments requires an affirmative two-thirds vote of the votes cast at a duly constituted meeting of directors or members, as applicable.

Section 4. **An effective date may be listed with proposed amendment(s). Otherwise amendments shall take effect thirty (30) days after approval by the membership.**

ARTICLE XIX – CHAPTERS

Section 1. A group wishing to form a chapter under the auspices of WWOA shall consist of at least five (5) WWOA voting members and submit to the board of directors an Application of Probationary Chapter status. Upon application, the board of directors will authorize the creation of new chapters and identify probationary chapter boundaries. New chapters must fulfill a probationary period of at least one (1) year to allow them to meet minimum membership standards agreed upon beforehand by the board of directors and probationary chapter officers.

Section 2. The objective of any chapter of WWOA shall be consistent with the bylaws and purpose of the Association.

Section 3. Chapter boundaries or boundary alterations must be approved by WWOA board of directors.

Section 4. Chapter members shall be members of WWOA.

Section 5. All members of WWOA may belong to one or more organized and recognized chapters of WWOA.

Section 6. A chapter can be disbanded by action of its members and mailing a notice to the WWOA board of directors. A chapter could be disbanded for failure to comply with WWOA's Policy &

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Procedures by action of the WWOA board of directors upon mailing of such notice to the chapter leadership. Unused financial resources are to be submitted to WWOA.

BY-LAWS
of the
WISCONSIN WOODLAND OWNERS ASSOCIATION, INC.
A non-profit Corporation
under the Laws of Wisconsin

ARTICLE I - NAME

Section 1. The name of this Organization shall be THE WISCONSIN WOODLAND OWNERS ASSOCIATION, INC. **The official abbreviation of its name shall be WWOA. (*21)**

ARTICLE II - PRINCIPAL OFFICES

Section 1. The principle offices and place of business of the Association shall be in Stevens Point, Portage County, Wisconsin. **(*8)**

ARTICLE III - OBJECTIVES

Section 1. The objective of this Association shall be to advance the interests of woodland owners and the cause of forestry and to develop public appreciation for the value of Wisconsin woodlands and their importance in the economy and overall welfare of the state; to foster and to encourage the wise use and management of the woodlands and all related resources in Wisconsin.

ARTICLE IV - MEMBERSHIP AND DUES

Section 1. There will be six categories of membership: a) regular - for owners of 10 acres or more of Wisconsin woodlands, with voting privileges; b) associate - for any other interested party, non-voting and at the same dues level as regular; c) contributing - at a higher dues level than regular and associate members (such level to be determined by the Board), with voting rights for owners of 10 acres or more of Wisconsin woodlands, non-voting for others; d) life-time membership - shall be available to individual **adult [≥ (greater than or equal to) 18 years] voting (*13)** members of the Wisconsin Woodland Owners Association, Inc. **(*12) (*17)** The Board of Directors shall annually review the need to change the dues and make any adjustments deemed necessary to reflect changes in interest rates, inflation and yields on invested principal.**(*17)** Twenty (20) per cent of the dues shall be available for on-going Association operating expenses. The remainder shall be invested in appropriate securities and the annual yields from these investments shall be available to the Association for operating expenses **(*1)**; e) student - a non-voting student membership for full-time students, at a reduced annual rate to be established by the Board **(*4)**; and f) family - for owners **of 10 acres or more** of Wisconsin woodlands and includes two (2) voting privileges. **(*9) (*14)** Those with less than 10 acres as of 1998, who have been voting members, will be grandfathered in as voting WWOA members. **(*15)**

Section 2. Dues shall be payable at the time of admission to membership and annually thereafter. **(*7)**

Section 3. No dues or fees shall be refunded upon severance of membership from the Association.

Section 4. Each member shall receive evidence of membership and any membership may be canceled and the member suspended or expelled for failure to pay dues according to the dues schedule when such dues become due and payable, or for good and sufficient cause shown, by vote of a majority of the members of the Board of Directors present at any meeting of the Board, provided said member was given written notice of said meeting. Any member delinquent in dues payment shall not be entitled to vote.

ARTICLE V - BOARD OF DIRECTORS, OFFICERS,
AND EXECUTIVE COMMITTEE

Section 1. There shall be a Board of Directors of eleven as provided in these by-laws. The Board of Directors shall meet at least twice annually at such time and place as directed by the President upon at least 10 days written notice. Seven members shall constitute a quorum for the transaction of business by the Board.

Section 2. The Association shall have a President, President Elect, Secretary, and Treasurer. i President, President Elect and Secretary shall be elected from the membership of the Board of Directors and may be elected to only one additional consecutive term in the same office. The Treasurer shall be elected from the membership of the Board of Directors and may be elected to more than one additional consecutive term in that office. **(*5) (*18)**

(A) Duties of the President shall be to preside at all meetings of the membership, Board of Directors, and to serve as Chair of the Executive Committee. The President shall appoint committees, call meetings, furnish guidance to the Executive Officers, and assign responsibilities to the Executive Director. The President shall be the Chief Executive Officer of the Association with authority to carry out all duties that might be assigned by the Board or Executive Committee.

(B) The President Elect shall assume the duties of the President when necessary, plus such other duties as directed by the Board of Directors or Executive Committee. **(*18)**

(C) The Secretary shall have responsibility for keeping the records of the Association, recording minutes of the meetings of the Board of Directors, Executive Committee and the annual membership meeting of the Association and performing other such correspondence duties as may be prescribed by the Board. The Secretary shall provide copies of minutes to the Officers and Board members and to the membership at the request of the President.

(D) The Treasurer shall act as custodian of the funds of the Association and provide supervision over the financial affairs of the Association. The Board is authorized to require and provide bonding for the Treasurer. The Treasurer will receive regular financial reports from the Executive Director, provide for financial audits and report to the Association at the annual meeting and at anytime at the request of the Executive Committee or Board of Directors.

Section 3. The Officers of the Association and the immediate past president shall constitute the Executive Committee of the Association. **(*11)**

ARTICLE VI - ELECTION OF THE BOARD OF DIRECTORS

Section 1. The President shall appoint a Nominating Committee immediately following the annual meeting for the purpose of securing nominees for vacancies that occur on the Board or by those whose terms will expire at the conclusion of the next annual meeting. Its membership shall consist of three voting members selected by the President, two of whom shall be Board members and one shall serve as chair of the Nominating Committee. The Nominating Committee shall nominate a sufficient number of voting persons for membership on the Board of Directors and shall report such nominations to the President at least 90 days before the annual membership meeting. **(*19)**

Section 2. The President shall cause a ballot to be mailed to each voting member of the Association at least 60 days before the annual meeting. The ballot shall contain the nominations made by the Nominating Committee plus space for additional names to be written by the members. Said ballot shall be marked and returned to the Executive Director at the principle office of the Association not later than 30 days before the annual meeting. **(*2)**

Section 3. At least 20 days before the annual meeting the President shall appoint three election judges who shall have the responsibility of counting the votes indicated on the ballots returned to the Executive Director, and of submitting their report in writing to the President and Executive Committee at least 10 days prior to the annual membership meeting, and of announcing the duly elected new Board of Directors at the annual membership meeting.

ARTICLE VII - ELECTION OF OFFICERS

Section 1. The Nominating Committee appointed at the conclusion of the annual meeting in Article VI, Section 1, shall present a slate of officers to the Board of Directors no less than 10 days before the succeeding annual meeting of the members. (*20)

Section 2. At the annual meeting, the newly elected Board of Directors shall elect the executive officers of the Association from the members of the Board. (*20)

ARTICLE VIII - TERMS OF OFFICE

Section 1. Board of Directors. The term of a Director is three years, except those initially filled. Vacancies shall be filled by the Executive Committee . Any appointment shall be for the duration of the unexpired term being filled. (*6)

Section 2. Officers. The term of an Officer is one year. Vacancies shall be filled by the Executive Committee.

Section 3. Any member of the Board of Directors shall serve until a successor is elected.

ARTICLE IX - EXECUTIVE OFFICER

Section 1. The Executive Committee, immediately after office at the annual meeting, or as soon thereafter as practical, may select an Executive Officer of the Association to be called the Executive Director, determine compensation and define responsibilities. Duties of the Executive Director shall be to serve as Chief Administrative Officer of the Association and conduct the day-to-day business of the Association as directed by the Executive Committee. The Executive Director shall be responsible for the soliciting, collection and disbursement of funds under the supervision of the Treasurer, maintaining an office, keeping necessary records, and at the direction of the Executive Committee hire and supervise other employees as may be needed to operate the affairs of the Association. The Executive Director shall report to and be responsible only to the Executive Committee and shall serve at the pleasure of the Executive Committee.

ARTICLE X - FISCAL YEAR

Section 1. The fiscal year of the Association shall begin July 1 and end June 30.

ARTICLE XI - ANNUAL MEETING

Section 1. An annual meeting of the members of the Association shall be held on call of the President not later than 90 days after the close of the fiscal year, at such time and place as seems appropriate with at least 30-days notice in writing. A quorum for the transaction of business at the annual meeting of the voting membership shall be those present.

ARTICLE XII - COMMITTEES

Section 1. Regularly constituted standing committees, consist of, but not be limited to, a Nominating Committee and others as established by the Board of Directors. (*22) The President from time to time may appoint such other committees as may be needed to facilitate the efficient operation of the Association in reaching its objectives.

ARTICLE XIII - DISBURSEMENTS

Section 1. Disbursements of funds of the Association shall be by check signed by any one of the following: President, Treasurer, Executive Director or such others as the Board of Directors or Executive Committee may from time to time authorize. (*3)

ARTICLE XIV - SALARIES

Section 1. The Executive Committee shall, from time to time, set the salary of the Executive Director and other paid employees of the Association. No member of the Board of Directors shall receive compensation for services on the Board.

ARTICLE XV - OFFICIAL PROCEDURE

Section 1. Robert's Rule of Order shall govern all parliamentary procedure.

ARTICLE XVI - AMENDMENTS

Section 1. Amendments to the By-Laws proposed by any member or by the Board of Directors may be adopted by the Board of Directors subject to the approval of the members. The Board of Directors shall provide a mechanism for a ballot to all voting members and confirmation of the results. (*23)

Section 2. Adoption of amendments requires an affirmative two-thirds vote of those voting. (*23)

ARTICLE XVII - CHAPTERS

Section 1. All members of the association may belong to one or more organized and recognized chapters of WVOA. (*10)

Section 2. The objective of any chapter of WVOA shall be consistent with the bylaws and purpose of the Association.

Section 3. A group wishing to form a chapter under the auspices of WVOA shall consist of at least five (5) WVOA voting members and submit to the Board of Directors an Application of Probationary Chapter status. Upon application, the Board of Directors will authorize the creation of new chapters and identify probationary chapter boundaries. New chapters must fulfill a probationary period of at least one year to allow them to meet minimum membership standards agreed upon beforehand by the Board of Directors and probationary chapter officers.

Section 4. Chapter boundaries or boundary alterations must be approved by WVOA Board of Directors.

Section 5. Chapter members shall be members of WVOA.

Section 6. A chapter can be disbanded by action of its members and mailing a notice to the WVOA Board of Directors. A chapter **could be disbanded for failure to comply with WVOA's Policy & Procedures** by action of the WVOA Board of Directors upon mailing of such notice to the chapter leadership. Unused financial resources are to be submitted to WVOA. **(*16)**

Original By-Laws Adopted 10/11/79: Ernest Brickner, President
A. H. Wakeman, Vice-President; Robert Rusch, Secretary

References to By-Law Changes:

- (*1) Article IV, Section 1 - Added 9-85 - Annual Meeting; to add a life-time membership
- (*2) Article VI, Section 2 - Revised 9-86 - Annual Meeting; to clarify ballot mailing
- (*3) Article XIII, Section 1 - Revised 9-86 - Annual Meeting; to allow more efficient payment of bills
- (*4) Article IV, Section 1 - Added 9-87 - Annual Meeting; to add a student membership
- (*5) Article V, Section 2 - Revised 9-87 - Annual Meeting; to change terms of Executive Committee
- (*6) Article VIII, Section 1 - Revised 2-88 - B.O.D. & Annual Meeting; to ensure continuity within the B.O.D
- (*7) Article IV, Section 2 - Revised 6-88 - B.O.D. Spec. Mtg. & Annual Meeting; to allow the use of renewal dates other than July 1
- (*8) Article II, Section I - Revised 7-29-88 - B.O.D. & Annual Meeting; office was moved to UW-Stevens Point
- (*9) Article IV, Section I - Added 2-3-89 - B.O.D. & Annual Meeting; to add a family membership
- (*10) Article XVII, Section 1 & 2 - Added 9-21-91- B.O.D. & Annual Meeting; to add chapters
- (*11) Article V, Section 3 - Added 9-24-94 - B.O.D. & Annual Meeting; to add immediate past president
- (*12) Article IV, Section 1-Revised 9-28-96 - B.O.D. & Annual Meeting; Approved elimination of WVOA Constitution as unnecessary and an increase in Life Member dues to \$350 starting January 1, 1997.
- (*13) Article IV, Section 1-Revised 9-20-97 - B.O.D. & Annual Meeting; Further defined the life membership category to be an adult [\geq (greater than or equal to) 18 years] and a voting member of the association.
- (*14) Article IV, Section 1-Revised 9-26-98 - B.O.D. & Annual Meeting; Further qualifies the voting membership categories to be restricted to woodland owners with 10 or more acres of woodland.
- (*15) Article IV, Section 1-Revised 6-24-98 - B.O.D. & 9-26-98 - Annual Meeting; Amendment by B.O.D. to proposed bylaw change #14.
- (*16) Article XVII, Sections 2-6-Revised 9-26-98 - B.O.D. & Annual Meeting; Deletion of original Section 2 to be replaced by Sections 2-6 of the *Policy & Procedures for the Operation of Chapters within Wisconsin Woodland Owners Association*. Section 6 amendments from the floor of the Annual Meeting were accepted and approved.
- (*17) Article IV, Section 1 - Revised 10-6-01 B.O.D. & Annual Meeting; Elimination of Life Member dues set by By-Laws. Life Member dues shall be reviewed and set annually by the Board of Directors as are all other membership dues.
- (*18) Article V, Section 2 and 2(B) – Revised 6-2-06 B.O.D. & 9-9-06 Annual Meeting; Changed title of Vice President to President Elect to better reflect how the Board views this position.
- (*19) Article VI, Section 1 – Revised 6-2-06 B.O.D. & 9-9-06 Annual Meeting; Revised to create a year round Nominating Committee and to determine how the members of the Committee will be appointed.
- (*20) Article VII, Section 1 and 2 – Revised 6-2-06 B.O.D. & 9-9-06 Annual Meeting; Section 1 was added to create a provision stating when the year round Nominating Committee will present a slate of officers to the Board of Directors. The former Section 1 subsequently became Section 2.
- (*21) Article I, Section 1 – Added 3-14-07 B.O.D. & 9-13-07 Annual Meeting; Added an official abbreviation.

(*22) Article XII, Section 1 – Revised 3-14-07 B.O.D. & 9-13-07 Annual Meeting; Revised Section 1 to delete standing committee names (Membership, Finance, Legislative, Taxation, Education and Forestry Practices) and to add Nominating Committee as a standing committee. This will allow standing committees to be added or deleted as necessary without requiring a change the By-Laws.

(*23) Article XVI, Sections 1 and 2 – Revised 3-14-07 and 6-7-07 B.O.D. & 9-13-07 Annual Meeting; Simplified language regarding amendments and added language to allow for other methods of balloting. Clarified votes needed to adopt an amendment.

Dale A. Zaug, President

Merlin Becker, President Elect

Penny Shackelford, Secretary

Document updates:

- June 3, 1988 bh
- July 5, 1988 bh
- July 30, 1988 bh
- September 30, 1988 bh
- October 2, 1989 bh
- October 14, 1991 bh
- September 24, 1994 rje
- January 31, 1997 ncb
- July 28, 1997 ncb (redid to include revisions from original bylaws)
- November 6, 1997 ncb
- October 26, 1998 ncb
- November 15, 2001 ncb
- November 3, 2006 ncb
- October 23, 2007 ncb

CURRENT

Worksheet

Article V: Members at the meetings voted to retain a 10 acre requirement for voting membership. The board of directors had voted to change this to 5 acres.

Option: Retain 10 acre requirement or reduce to 5 acres?

Article VI: Term limits for directors: 2 consecutive terms

Options:

1. Remove the term limit, Yes or No
2. Change the number of term limits, Yes or No
3. If Yes, number of terms preferred

Article IX & Article XIII: Meeting quorum is 10%: many members want to lower this percentage.

Option: Keep 10%?

Or lower it to what %?

Other notes: be sure to provide the article and section number: