

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.

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Dale A. Zaug, President

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Merlin Becker, President Elect

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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