

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 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 WWOA bylaws dated October 11, 1979, with amendments through October 23, 2007, are hereby repealed and replaced by this document.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.

ARTICLE III - PRINCIPAL OFFICE

- Section 1. The principal 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 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) 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;
  - d) student - a non-voting student membership for full-time students, at a reduced annual rate to be established by the board; and
  - e) 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 WVOA.

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.

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 two (2) days written notice. 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. 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. WVOA 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 WVOA 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 such other duties as directed by the board of directors or Executive Committee.

(C) The secretary shall have responsibility for keeping the records of WVOA, 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 WVOA. 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 WVOA 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 WVOA 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 two (2) directors, one of whom shall serve as chair, and the membership shall select two (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 1 (one) or more 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 WVOA at least sixty (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 principal office of WVOA not later than thirty (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.
- 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.
- Section 5. The board may remove a director for failure to attend two (2) board meetings.

Section 6. Members may remove, with or without cause, one or more directors elected by them. A petition signed by at least five percent (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. A quorum for the meeting will be ten percent (10%) of voting members.

#### 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 WVOA 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. 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.

#### ARTICLE XI - TERMS OF OFFICE

Section 1. Board of Directors. The term of a director is three (3) 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.

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 (1) year. Vacancies shall be filled by the board of directors.

#### 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 serve as Chief Administrative Officer of WVOA and conduct the day-to-day business of WVOA. 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 WVOA. 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 WVOA 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 percent (10%) of the voting members.

Section 3. All membership meetings shall be run by the President.

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

#### 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 WVOA.

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 WVOA member can serve on a committee, except for Past Presidents and the President's Council on Chapters (chapter chairs).

#### ARTICLE XV – DISBURSEMENTS

Section 1. Disbursements of funds of WVOA 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 (2) 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 WVOA.

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 parliamentary procedure at 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.

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

Section 3. Adoption of amendments requires an affirmative two-thirds (2/3) 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 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 (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 WVOA shall be consistent with the bylaws and purpose of the Association.

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

Section 4. Chapter members shall be members of WVOA.

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

Revised By-Laws Adopted 9-17-16; Paul Kienitz, President; Mike Bohman, Secretary