

WACO BYLAWS AND POLICIES AND PROCEDURES MANUAL

BYLAWS

Wisconsin Association of Campground Owners, Inc.

A NONSTOCK, NONPROFIT CORPORATION OF WISCONSIN

THE PURPOSE OF THE WISCONSIN ASSOCIATION OF CAMPGROUND OWNERS

WACO IS AN ASSOCIATION OF CAMPGROUNDS, RV PARKS AND RESORTS, INDUSTRY SUPPLIERS, CAMPING EQUIPMENT MANUFACTURERS, FRANCHISORS, AND OTHERS COMMITTED TO PROMOTING THE GROWTH AND WELFARE OF THE CAMPGROUND AND RV PARK INDUSTRY THROUGH THE DEVELOPMENT AND IMPLEMENTATION OF GOVERNMENT LEGISLATIVE/REGULATORY, EDUCATIONAL AND PROMOTIONAL PROGRAMS AND ACTIVITIES; COMMITTED TO THE CONCEPT OF SERVING THE NEEDS OF ITS MEMBERS AND THE GENERAL PUBLIC.

ARTICLE I. MEMBERSHIP

Section 1. The membership of this corporation shall consist of categories specified in Article II below. Application for sup shall be made to the Association in writing accomplished by the membership fee. The Board of Directors shall establish the obligations and rules pertaining to membership. The voting rights, dues obligations, and responsibilities of members are defined in Article II hereof.

ARTICLE II. MEMBERSHIP CATEGORIES

(The terms "park" and "campground" are synonymous and interchangeable for the purposes of these Bylaws.)

Section 1. Campground Membership. Any Corporation, Partnership, or Privately-owned Park, engaged in the rental of camping sites for recreational vehicles, trailers, and tenting to the general public. Each campground may designate a person to represent it and cast one (1) vote upon all matters coming before all meetings and shall be eligible to hold office. Separate membership shall be required for each campground and such membership shall remain with the park upon change of ownership. They shall be entitled to all benefits supplied by WACO.

Section 2. Allied Membership. Any Corporation, Partnership or Privately-owned Company that sells or rents recreational vehicles and travel trailers to the general public may have one (1) person designated to vote on all matters. Members from this category may be elected to the Board of Directors. They shall receive similar benefits of a campground membership.

Section 3. Associated Membership. Any Corporation, Partnership, or Privately-owned Company that is engaged in supplying camp sites to a private membership and/or private ownership shall

receive all benefits including voting rights, may be elected to the Board of Directors and hold an office in WACO.

Section 4. Trade Membership. A Corporation, Partnership, Privately-owned Company or Representative Agencies that are engaged in the sale of equipment, supplies and/or services to the campground, recreational vehicle, travel trailer and/or tenting industries may become a nonvoting member of WACO. One (1) person from this category may be appointed by the President with the Board of Directors approval, to serve as a non-voting member of the Board of Directors for one year.

Section 5. Honorary Membership. The Board of Directors may approve this membership for a person who has done outstanding work for the betterment of WACO or the camping and recreational vehicle industries in the state of Wisconsin. This shall be a non-voting membership.

Section 6. VOTING PRIVILEGES. All voting memberships shall be entitled to one (1) vote on all matters submitted by the Board of Directors or as stated at the Annual Meeting Agenda. Voting may be in person or by an absentee ballot. An absentee ballot must be sent from the WACO Office and must be returned to the Secretary of the Association by the due date stated on the ballot. The secretary shall enter each vote as per each item to be voted upon. Absentee ballots are excluded from any alteration, amendments, or repealing of the Bylaws in accordance with Article III, Section 11 Amendment to Bylaws) of the association bylaws.

Section 6. (A) MAIL BALLOT. The WACO Board of Directors may provide to all active voting members the means to vote on resolutions and/or referendums approved by the Board of Directors, by mail ballot. A majority vote of all active voting members is required for passage of a mail ballot.

Section 7. REMOVAL. Any member, elected officer or appointed officer may be removed from membership and/or office by the Board of Directors, after a full hearing is held by the Board of Directors with a full and complete record of the hearing being made a part of the minutes of the meeting and when in the judgment or 2/3 vote of the of the members of the Board of Directors the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. Any vacancy created by such action shall be filled by presidential appointment, with Board approval, until the next regular election.

Any Board member, who misses three consecutive board meetings without good and sufficient reason, as determined by the Board, shall be suspended from the Board. Any vacancy created by such action shall be filled by presidential appointment, with Board approval, until the next regular election.

Section 8. ANNUAL MEETING. An annual meeting shall be held at any place designated by the Board of Directors on any day in the spring of each year, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. A two week prior notice of such meeting shall be given to each member. If the election shall not be held on the day designated for any annual meeting, the Board of Directors shall cause the election to be held at a special meeting for the members at the earliest convenient date.

Section 9. SPECIAL MEETING. Special meetings of the members may be called by the president and the Board of Directors, or by not less than one-tenth of the members having voting rights.

Section 10. NOTICE OF MEETING. Written or printed notice stating the place, day, and hour of any meeting of the Association shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than two weeks prior to the date of such meeting, by or at the direction of the President, Secretary, Officers, or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member as on the records of the Corporation, with postage thereon prepaid.

Section 11. RESOLUTIONS, REFERENDUMS. A written request for a vote by all active voting members may be submitted by an active voting member(s) for consideration and approval to the WACO Board of Directors. It shall include, in detail, the benefits the association will derive from this resolution and/or referendum and must be co-signed by a minimum of five (5) other active voting members.

ARTICLE III. BOARD OF DIRECTORS, OFFICERS, AND COMMITTEES

Section 1 (A) BOARD OF DIRECTORS. The Board of Directors shall consist of twelve (12) members elected from the membership at the Annual Meeting to serve three-year terms.

(B) The President, with the Board approval, may appoint two members as Directors-at-large to one-year terms, to represent areas of the membership not represented by the elected Board.

(C) Two years of management experience in the camping industry is required for election or appointment to the Board.

(D) No director shall be eligible for more than two consecutive terms.

(E) The Board of Directors shall meet no less than four times per year or more as deemed necessary. Meeting notices and agendas shall be mailed or delivered by the WACO Executive Director at least 10 days prior.

(F) The Board of Directors shall be in charge of the management, operation, and finances of the Association as directed by the membership and in accord with the Constitution and these Bylaws.

Section 2. OFFICERS. A President, First, Second, and Third Vice Presidents, Secretary, and Treasurer shall be elected by the Board of Directors from its membership. The term for office for the President shall be two years; other officers one year.

(A) President. The president shall be the principle officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation under the direction of the

Board of Directors; shall preside at all meetings of members and all meetings of the Board of Directors; sign with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, notes, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws or by statute to some other officer or agent of the corporation, and, in general, shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors time to time. Any and all corporate records maintained or accumulated as President, on behalf of the Association, will be promptly turned over to the successor.

(B) Vice President. In the absence of the President or in the event of inability or refusal to act, the first Vice President shall perform all of the duties of the President, and the Second Vice President shall assume the duties of the First Vice President, and the Third Vice President shall assume the duties of the Second Vice President. However, succession to office will not be automatic. Any and all corporate records maintained or accumulated as Vice President, on behalf of the Association, will be promptly turned over to the successor.

(C) Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the President and the Board of Directors. Any and all corporate records maintained or accumulated as Secretary, on behalf of the Association, will be promptly turned over to the successor.

(D) Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such depositories as shall be selected by the Board of Directors and perform all duties incident to the Office of Treasurer and such other duties as may be assigned by the President or Board of Directors. The Treasurer shall be bonded, with the Association bearing the costs thereof and said bond shall be in an amount that shall be in excess of the funds of the Association. Any and all corporate records maintained or accumulated as Treasurer on behalf of the Association, will be promptly turned over to the successor.

Section 3. ASSISTANTS, COMMITTEES, STAFF AND AGENTS. (A) The President with approval of the Board of Directors may appoint assistants to the Secretary or Treasurer providing, however, that assistants to the Treasurer be suitably bonded.

(B) Committees. The President with the approval of the Board of Directors may establish committees and/or chairpersons as required in the best interest of the Association. They shall include, but not be limited to: Audit, Bylaws, Convention, Directory, Education, Executive (consisting of Officers and WACO Executive Director (if one)), Personnel, Nominating, Publicity, Shows, Strategic Planning, & Legislative.

(1) Chairpersons may select their own committee size and members.

(2) Committee terms shall expire at the Annual Meeting following the end of the fiscal year. The President shall be a member of and the ex-officio chairperson of all committees.

(3) Each committee may adopt rules for its own government consistent with these Bylaws or with rules adopted by the Board of Directors.

(4) All past presidents may be appointed to a Past Presidents' Advisory Committee.

(5) All Committee recommendations shall be brought before the Board for approval.

(6) Any and all Corporate records maintained or accumulated by Committees and/or Chairpersons, on behalf of the Association, will be promptly turned over to the successor.

(C) The President with the approval of the Board of Directors and the consent of the members after establishment of funds and a budget may establish such a staff as may be within the needs of the corporation.

Section 4. CONTRACTS, DEPOSITS, AND FUNDS. (A) CONTRACTS. The Board of Directors may authorize any person, in addition to the officers as authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

(B) DEPOSITS. All Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

(C) GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation without obligation.

Section 5. EVIDENCE OF MEMBERSHIP. The Board of Directors may provide for the issuance of an annual membership card or sticker evidencing membership in the Corporation, which shall be in such form as may be determined by the Board.

Section 6. BOOKS AND RECORDS. The Corporation shall keep at its registered or principle office correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or their agent or attorney, for any proper purpose at any reasonable time. Any and all books, records, and files of any and all directors, officers, committees, chairmen, assistant staff and agents maintained or accumulated for or on behalf of the corporation shall become and remain the property of the corporation.

Section 7. ANNUAL DUES. The Board of Directors may recommend from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members.

PAYMENTS OF DUES. Dues shall be due and payable on June 15th, and shall be considered as being the dues for the remainder of the fiscal year of the Corporation.

DEFAULT AND TERMINATION OF MEMBERSHIP. When any member shall be in default on payment of dues for a period of three months from the beginning of the fiscal year or period of which such dues became payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article II, Section 7 of these Bylaws.

Section 8. AUDIT. The Auditing Committee of two members appointed by the President shall audit the books and records of the Corporation prior to the Annual Meeting and file its report forthwith.

Section 9. SEAL. The Board of Directors shall provide a corporation seal, which shall be in the form of a circle and bear the following inscription:

WISCONSIN ASSOCIATION OF CAMPGROUND OWNERS, INC.

CORPORATE SEAL

Section 10. FISCAL YEAR. The fiscal year shall be March 1 to the last day of February, unless otherwise determined by the Board of Directors.

Section 11. AMENDMENTS TO BYLAWS. These bylaws may be altered, amended or repealed by a majority vote of the members present at any regular or special meeting of the Association.

Section 12. Any questions not covered by these bylaws shall be decided by Roberts Rules of Order. Amended at Annual Meeting, March 16, 1997.