

## Bylaws

### WISCONSIN ASSOCIATION OF CAMPGROUND OWNERS, INCORPORATED A NONSTOCK, NONPROFIT CORPORATION OF WISCONSIN

#### THE MISSION STATEMENT OF THE WISCONSIN ASSOCIATION OF CAMPGROUND OWNERS IS:

#### TO PROMOTE AND PROTECT THE CAMPING EXPERIENCE

WACO IS AN ASSOCIATION OF CAMPGROUNDS, RV PARKS AND RESORTS, INDUSTRY SUPPLIERS, CAMPING EQUIPMENT MANUFACTURERS, FRANCHISORS, AND OTHERS COMMITTED TO PROMOTE 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 membership 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 privileges, and responsibilities of members are defined in Article II hereof. The board of directors, officers, committees and dues are defined in Article III hereof.

#### ARTICLE II. MEMBERSHIP CATEGORIES, VOTING PRIVILEGES, AND RESPONSIBILITIES

(The terms "park", "campground", and "resorts" are synonymous and interchangeable for the purposes of these bylaws)

**Section 1. CAMPGROUND MEMBERSHIP.** A for profit, non-government entity that owns or operates a campground whose purpose is to provide campsites, recreational vehicles, tenting, or cabins to the general public. Each campground may designate a person to represent it and cast one (1) vote upon all matters coming before meetings and shall be eligible to hold office in accordance with Article 3, Section 1. 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 4. TRADE MEMBERSHIP.** A Corporation, Partnership, Privately-owned Company or Representative Agent that is engaged in the sale of equipment, supplies, and/or services to the outdoor hospitality industries may become a nonvoting member of WACO. One (1) person from this category may be appointed by the president with the board of director's 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.**

39 (A) All voting membership shall be entitled to one (1) vote on all matters submitted by the  
40 Board of directors or as stated on the Annual Meeting Agenda. Voting may be in person or  
41 by an absentee ballot. Upon request, an absentee ballot will be sent from the WACO Office  
42 and must be returned to the WACO office by the due date stated on the ballot. The WACO  
43 office designee shall enter each vote as per each item to be voted upon. Absentee ballots  
44 are excluded from any alteration, amendments, or repealing of the bylaws in accordance  
45 with Article III, Section 11 (Amendment to bylaws) of the association bylaws.  
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47 **Section 7. REMOVAL.** Any member, elected officer or appointed officer may be removed from  
48 membership and/or office by the Board of directors, after a full hearing is held by the Board of  
49 directors with full and complete record of the hearing being made part of the minutes of the  
50 meeting and when the judgement of two-thirds vote of the members of the Board of directors,  
51 the best interests of the corporation will be served thereby, but such removal shall be without  
52 prejudice to the contract rights of any person so removed. Any vacancy created by such action  
53 shall be filled by presidential appointment, with Board approval, until the next regular election.

54 Any Board member, who misses two board meetings during their term without good and  
55 sufficient reason, as determined by the board, shall be suspended from the board. Any reason  
56 for absence must be conveyed to the executive director or president of the board prior to the  
57 commencement of the meeting in question. Any vacancy created by such action shall be filled  
58 by presidential appointment, with board approval, until the next regular election.

59 **Section 8. ANNUAL MEETING.** An annual meeting shall be held at any place designated by the  
60 board of directors prior to April 1<sup>st</sup> each year, for the purpose of electing directors and officers  
61 and for the transaction of such other business as may come before the meeting. In the event the  
62 election is not held on that day a two-week prior notice of such meeting shall be given to each  
63 member designated for any annual meeting. The board of directors shall cause the election to  
64 be held at a special meeting for the members at the earliest convenient date. Quorum for the  
65 Annual Meeting will be the members registered at the meeting.

66 **Section 9. SPECIAL MEETING.** Special meeting of the members may be called by the president  
67 and the board of directors, or by not less than one-tenth of the members having voting rights.  
68 Quorum for the Special Meeting will be the members registered at the meeting.

69 **Section 10. NOTICE OF MEETING.** Written or printed notice stating the place, day, and hour of  
70 any meeting of the association shall be delivered either by mail or by email to each member  
71 entitled to vote at such meeting, not less than 14 days prior than the date of such meeting, by or  
72 at the direction of the president, secretary, officers, or persons calling the meeting. In case of  
73 special meeting or when required by statute or by these bylaws, the purpose or purposes for  
74 which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall  
75 be deemed to be delivered when deposited in the United States mail, addressed to the member  
76 as on the records of the Corporation, with postage thereon prepaid. If emailed, the notice of a  
77 meeting shall be deemed to be delivered when sent.

78 **Section 11. RESOLUTIONS AND REFERENDUMS.** The General Membership hereby assigns the  
79 board of directors the ability to change the association bylaws when the amendment is  
80 approved by a two-thirds majority vote of the board of directors. Board approved amendments  
81 shall be announced to the General Membership no less than 90 days prior to the Annual General

Membership Meeting and are subject to veto by two-thirds majority vote of those present at the meeting (including ballots received via mail at least 30 days prior to the annual meeting)

### ARTICLE III. BOARD OF DIRECTORS, OFFICERS, COMMITTEES, AND DUES

#### Section 1. BOARD OF DIRECTORS

- (A) The board of directors shall consist of the immediate past president, twelve (12) members elected from the membership at the Annual Meeting to serve three-year terms and ~~the ARVC Region 3~~ one (1) OHI representative provided they are a qualifying member of WACO.
- (B) If at any time during a director's term, they cease to be deemed a qualifying member of WACO, a replacement director shall be elected at the next annual meeting.
- (C) No director shall be eligible for more than two full consecutive terms except when fulfilling the remaining term of an outgoing director or as the immediate past president.
- (D) Two years of management experience in the outdoor hospitality industry is required for election or appointment to the board.
- (E) The president, with the board's approval, may appoint two individuals as directors-at-large to one-year terms, to represent areas of membership not represented by the elected board. These individuals may or may not be members of the association.
- (F) The board of directors shall meet no less than four times a year or more as deemed necessary. In addition, the board may choose to meet at least one (1) time per year in a multi-day "Working Meeting" in order to facilitate the work of committees and engage in strategic planning. Meeting notices and agendas shall be mailed or emailed by the WACO Executive Director at least 10 days prior.
- (G) The board of directors shall be in charge of the management, operation, and finances of the association as directed by membership and in accordance with Constitution and these bylaws.
- (H) Except for extenuating circumstances and validated reasons, all candidates for Director shall be present at the annual meeting to hear the outcome of the vote and to accept their election.
- (I) Are able to commit the time necessary to attend WACO Board meetings and annual Convention.
- (J) Have up-to-date communication ability, such as email and cellular telephone.
- (K) The Quorum for a board meeting is no less than 50% of its members.

**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. Unless there are extenuating circumstances, a board meeting to elect officers shall take place immediately following the conclusion of the annual meeting. No person is eligible to become an officer unless they have served WACO as a current director for a period of not less than one (1) year. The term for office shall be one year. ~~No one person shall hold the same officer seat for more than three consecutive terms.~~

- (A) **President.** The president shall be the principal 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 any deeds, mortgages, bonds, notes, contracts or other instruments which the board of directors have authorized to be executed, except in cases where the

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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 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 promptly be turned over to the successor.

- (B) **Vice President.** In absence of the president or in the event of inability or refusal to act, the first vice president shall perform all duties of the president and succeed to the office of president for the unexpired term, 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. 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 be entrusted to oversee the preparation of minutes of meetings of the members and of the board of directors; be custodian of all 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 all 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 of board of directors. The Treasurer shall be bonded with the association bearing 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) **Immediate Past President.** Presides over nominating subcommittee.
- (B) **Assistants.** 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.
- (C) **Committees.** The president, with the approval of the board of directors, will establish committee, and chairpersons as required in the best interest of the association. They shall include the following 5 committees, but not limited to:
1. **Financial Committee "F"**
  2. **Planning Development "PD"**
  3. **Membership Services "MS"**
  4. **Governance "G"**
  5. **Advertising "A"**
- (1) Chairpersons may select their own committee size and members with the approval of the president.
- (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 governance consistent with these bylaws or with rules adopted by the board of directors.

(4) All committee recommendations shall be brought before the board of directors for approval.

(5) 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.

**(D) Staff and Agents.** 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 as staff and/or agents as may be within the needs of the corporation.

#### **Section 4. CONTRACTS, DEPOSITS, AND GIFTS**

**(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 a specific instance.

**(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 principal 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 principal 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, or accumulated for or on behalf of the corporation shall become and remain property of the corporation.

#### **Section 7. ANNUAL DUES**

**(A)** The board of directors may recommend from time to time the amount of fees, if any, and annual dues payable to the corporation by members.

**(B) Payments of Due.** Dues shall be due and payable by Sept. 10<sup>th</sup> of said year, and shall be considered in default at after 30 days.

**(C) Default and Termination of Membership.** When a member is in default of payment of dues for a period of 60 days membership may be terminated by the board of directors in the manner provided in Article II, Section 7 of these bylaws.

**Section 8. AUDIT.** The financial committee shall audit the books and records of the corporation prior to the annual meeting and file its report forthwith.

215 **Section 9. SEAL.** The board of directors shall provide a corporation seal, shall be in the form of a  
216 circle and bear the following inscription:

217 **WISCONSIN ASSOCIATION OF CAMPGROUND OWNERS, INC.**

218 **CORPORATE SEAL**

219 **Section 10. FISCAL YEAR.** The fiscal year shall be January 1 to December 31, unless otherwise  
220 determined by the board of directors.

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

223 **Section 12.** Any questions as to the meeting procedure not covered by these bylaws shall be  
224 decided by Roberts Rules of Order.