

3rd District Tavern League of Wisconsin, Inc.

By-Laws (6/21/2013)

Article. I

Section I – Membership

A. Regular Membership

Any business located in any municipality within counties of Monroe, Juneau, Sauk, La Crosse, Crawford, Grant, Iowa, Vernon, and Richland which is licensed to sell alcoholic beverages for either on premise consumption or off premise consumption, shall be entitled to membership in this corporation.

B. Associate Membership

1. Any member in good standing who, after enactment of this section, becomes ineligible for regular membership in this corporation may become an associate member by making an application and paying the requisite fees within 30 days of the expiration of his or her eligibility for regular membership.
2. Associate members shall enjoy all the privileges of regular members except for office holding and voting rights.

C. Affiliate Membership

1. Any business that provides goods or services to members may apply for affiliate membership in this corporation.
2. Affiliate members shall enjoy all the privileges of regular members except for office holding and voting rights.

Section II – Expulsion

- A. Any individual member may be expelled for just cause by a 2/3 vote of a meeting of membership of the 3rd District Tavern League, upon charges submitted in writing by any member, after said charges have been investigated by the board of directors of the 3rd District Tavern League.
- B. Grounds for expulsion are, but not limited to:
 1. Directors inadequate participation
 2. Inappropriate conduct in public

Section III – Dues

None

Section IV – Meetings

A. General Membership Meetings

General Membership meetings shall be held 6 times per year. The date or dates shall be established by the board of directors of the 3rd District Tavern League.

Recommended Schedule:

1. 30 days prior to Spring Convention
2. Spring Convention
3. 30 days after Spring Convention
4. 30 days prior Fall Convention
5. Fall Convention
6. 30 days after Fall Convention

Location for meetings, other than Convention, will be rotated in order between the following active counties.

County Rotation:

1. **Monroe**
2. **Juneau**
3. **Saulk**
4. **La Crosse**
5. **Crawford**
6. **Grant/Iowa**

The establishment hosting the meeting shall be compensated \$10.00 by the 3rd District Tavern League for each member, and up to 1 guest. The establishment must provide a luncheon and 2 drink tickets. Extra guests must pay establishment \$10.00.

B. Special Meetings of Members

Special Meetings of the members may be held whenever called by the Secretary upon direction of the President or upon the written direction of a majority of the officers and directors of the league, or upon written direction of not less than twenty percent of the members of the league. It shall be the duty of the Secretary to give ten days notice of such meeting to each member by first class mail attested by a dated receipt of mailing from the U.S. Postal Service, said notice to state purpose of said meeting and the time and place where said meeting will be held, and said notice addressed to each member at the address of his or her place of business as the same appears in the records of the league.

Section V – Quorum

When (2%) of the members of the league in good standing are present, it shall be deemed capable of transacting any business thereof except when otherwise specifically provided by law or by the articles of the league, but if at any meeting of the members there is less than a quorum the meeting may be adjourned from time to time without notice other than by announcement at the meeting, until the required numbers of members are present. At any adjourned meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section VI – Organization

The president and in his or her absence, a director, and in their absence, the secretary, or in their absence, any member chosen by the members present, shall call the meeting to order, and shall act as

chairperson of such meeting. The presiding official may appoint any member to act as secretary of the meeting.

Section VII – Conduct of General Meeting

A) General Business Sessions

- a. Call to order
- b. Roll Call officers and directors
- c. Reading of minutes of board meeting and regular meeting
- d. Treasurer report
- e. Regular Business
- f. New and old Business
- g. Adjournment

B) Nomination of Directors

- a. The board of directors will consist of, the directors of available to our district according to the tavern league of Wisconsin state by-laws. Which are two directors, plus an addition director if our membership exceeds (500) members, an addition director if at (750) members, and another director if our membership is over (1000). The memberships total, will evaluated the fourth quarter preceding year.

C) Board of Directors The original board of directors shall consist of

Seat 1 – two year term and until the next following annual meeting

Seat 2 – one year term and until the next following annual meeting

Seat3 (if needed) – one year term and until the next following annual meeting

Seat4 (if needed) – one year term and until the next following annual meeting

Seat5 (if needed) – one year term and until the next following annual meeting

a. Nomination Process according to Tavern league of Wisconsin By-laws

Every member association of the Tavern League of Wisconsin shall be entitled to the number of delegates hereinafter specified based upon the paid membership for the 2nd quarter of the fiscal year in which the spring conference is held and the 4th quarter of fiscal year preceding the year in which the annual convention is held.

Every member association is entitled to a minimum of five delegates. Additional delegates may be elected by local leagues in accordance with the following table:

Membership of 125 or more – 6 delegates

Membership of 150 or more – 7 delegates

Membership of 175 or more – 8 delegates

Memberships of 200 or more – 9 delegates

Memberships of 225 or more – 10 delegates

Memberships of 250 or more – 11 delegates

Memberships of 275 or more – 12 delegates

Memberships of 300 or more – 13 delegates

- a. Every member association shall be entitled to 5 votes based upon the paid membership as set out in section 1 A above, and shall have such additional votes in accordance with the additional

members as specified in the table above, provided that said duly accredited delegates are actually on the floor at the time the vote is taken. No member association may at any time cast more vote than the number of delegates qualified and present to vote at the time a vote is taken on the floor or at the election

- b.** Any delegate desiring the floor for the purpose of address the meeting shall rise, states his or her name and the name of his or her member association before he or she is recognized by the presiding officer.
- c.** All member and persons other than delegates desiring to address the meeting other than invited speaker shall rise, state their name and the name of their member association and ask unanimous consent to be allowed to address the meeting. The presiding officer shall put the question and if unanimous consent is given such person shall be accorded the privilege of speaking.
- d.** All voting other than the election of officers and directors, Spring conference and fall convention site, resolutions and amendments to the articles of organization and bylaws shall be by voice of vote of the delegate unless proper motions are made and adopted calling for a roll call vote of the delegates, or division of the delegates on any question.
- e.** All resolutions other than by-laws changes shall be submitted in writing to the league office in Madison at least forty-five (45) days prior to the opening of the spring conference or annual convention.
- f.** Each member association or individual member submitting a resolution shall in addition to forwarding the written text of said resolution, submit a written explanation of what the resolution is intended to do and shall also submit written reasons for its adoption. Copies of the above shall be distributed by the Madison office to the president and secretary of each member association thirty (30) days prior to the scheduled meeting.
- g.** All resolutions that have been submitted in the manner herein provided shall be turned over to the resolutions committee for the consideration. The resolutions committee shall have full authority to make whatever recommendation they deem proper on all resolutions that have been submitted for final action at the business session
- h.** (a)
 - a.** Nominations for directors and officer shall be made at the fall conference, and at least 1 general meeting. and except for the circumstance itemized in sub (B), no further nominations shall be made or accepted.
 - b.** In the event of the death of a candidate, or if for any other reason a candidate is unable or unwilling to stand for election there is no other candidate for the position a caucus of the district or districts involved shall be held in the districts' designated seating area immediately following adjournment of the general business session on the first day of the fall convention for the purpose of nominating candidates for the position.
 - c.** In the event that the meeting site facilities selected becomes unavailable for any reason, Officers and Directors of the tavern league of Wisconsin shall have the authority and are empowered to replace the subject.
- i.** Every nominee for Director or officer of the tavern league of Wisconsin shall be introduced from rostrum at the fall conference and annual convention at which he or she is a candidate.
- j.** The candidate shall have a maximum of two (2) minutes each to present themselves, their qualifications, a resume of their experience and any ideas or proposals they have, If elected to further the interests of the tavern league of Wisconsin.

- k. Only (1) director may be elected from any one (1) member association. Nominations will not be accepted for director if the election would result in two directors from any one-member association serving at the same time.

D) Rules For Conducting Election

- a. The annual election including the distribution of the ballots and the supervision of the election shall be conducted by members of the rules committee under the rules herein prescribed.
- b. No member who is candidate for any office shall be a member of the rules committee.
- c. Printed ballots shall be prepared and used giving names of the individuals who have been nominated for directors and officers
- d. All ballots shall be initialed by the chairman and secretary of the rules committee and other ballots so initialed in advance of the casting by delegates shall be counted in the results of the election
- e. Voting shall be on Thursday of the annual convention at the polls provided for this purpose in a room designated by the rules committee. Voting shall be confined to only delegate duly certified by their league(s) or their duly accredited alternates where proper substitution of said alternatives is made for the delegate. Delegates or accredited alternates must be a representative of the league for which they are voting. Alternates can only be brought forward from the individual accredited delegate list that was submitted within the proper time frame, no additions or changes will be permitted. No other person shall be entitled to receive a ballot and vote other than as provided in this section. Delegates list with alternates must be received and stamped in the state office no later than ten (10) days prior to the start of the spring conference or fall convention.
- f. Each delegate before reviving a ballot to vote shall have on his or her person his or her proper registration badge and shall be checked off by the tellers from the list of delegates certified by the secretary of each local league or by the chairman of the rules committee identifying him as a delegate where substitution has been under the rules of the convention. Any changes to the delegate list must be submitted to the rules committee chairperson by the date and time designated by the rules committee chairperson. All decisions made by the rules committee are final.
- g. A list of inactive leagues will be designated by the state office based on the lack of designated president and secretary for that league. Delegate lists for these counties will not be accepted for voting purposes.
- h. No delegate shall be permitted to vote more than once regardless of whether he or she is a member of one or more leagues and is a delegate from more than one league.
- i. Only one voting delegate shall be permitted per license.

- j. There shall be no absentee ballot voting and all delegates shall present themselves personally at the polls on Thursday morning of the annual convention and all those not so presenting themselves during the polling hours shall be barred from voting.
- k. Votes for any candidate not placed in nomination in accordance with these bylaws shall not be recognized or counted at the annual election. Ballots will be counted by the rules chair, vice chair chosen by the rules committee, and one staff person.
- l. The candidate receiving the highest vote shall be declared elected as director or zone vice president for the specified term unless he or she was elected to fill an unexpired term.
- m. In the event of a tie vote for any office, conference or convention site, Delegates in the district(s) affected shall be re-pollled by secret ballot at a time and place determined by the rules committee and the vote count shall be announced on the floor prior to the close of the annual convention.
- n. In the event of two consecutive tie votes for the same office sites, the winner shall be decided by a flip of a coin.

Section VIII – General Powers

The property, affairs, and business of this league shall be under the name and managed by the officers of this league and the board of directors

- a) The board of directors shall have the power to purchase or otherwise acquire, lease, sell, convey, assign or otherwise transfer for the league any property, rights or [privileges which the league is authorized to acquire, real personal or mixed, at such prices and on such terms and conditions for such consideration as it may see fit, and may at its discretion pay for any property or rights acquired by the corporation, either wholly or partially in money or bonds or other evidence of indebtedness, and carry on the business of this corporation in such a manner to effectuate its purpose set forth in the articles of organization, subject, however to the provisions of chapter 181 of Wisconsin statutes or any corresponding section of any future state law governing non-stock corporations
- b) The board of directors shall by a majority vote thereof have the power to elect or appoint assistants to the general officers of the corporation and such other officers, agents and servants as it may from time to time deem necessary, define their duties and obligations, fix their compensation and fill vacancies therein, and the board of directors by majority vote thereof have the power to remove and suspend permanently or temporarily the officers, the assistant officers, agents, and servants appointed by it, and to delegate any officer of the corporation by resolution adopted by majority vote thereof all or any of the powers stated in this section, with such restrictions as it deems expedient
- c) The board of directors shall have the power to authorize its general officers to borrow money for corporate purposes and to execute in the corporate name, bills, notes, or other evidence of indebtedness, no mortgage shall be given to this corporation on any of its property, Whether real or personal, To secure the payment of its debts, or to borrow money for the purposes of the corporation without the consent of a majority of the board of directors

A) Resignation

A director may resign at any time by filing his or her written resignation with the secretary.

B) Removal

Any Director may be removed at any time for cause at a special meeting of the members of the corporation board of directors, called for such purpose by the affirmative vote of majority two thirds of the members of the corporation board of directors who are in good standing. Cause includes non-membership under article 1, section 1A of these by-laws. Any member of the board of directors who fails to attend two consecutive meetings of said board of directors may be removed from said board of directors by the affirmative vote of a majority of said board of directors, and the office of said director shall be declared vacant unless such member of the board of directors had been excused from attending the meetings of the board, in advance, by the president of the corporation

C) Vacancies

In case of a vacancy in the board of directors through death, removal, resignation, or other cause, the vacancy may be temporarily filled until the next annual election by a caucus of the district or districts affected at the spring conference or other date at a time and place designated by majority vote of the board of directors, providing for not less than thirty days advance written notification of the special election date, time and place by secretary of the members affected

Section VIII – Officers

Officers – The officers of the corporation shall be a **President, Treasurer, and a Secretary**. No two offices may be held by the same person.

- a) All officers must be a member or agent of member of association.

Election and Term of Office – The officers of the corporation shall be elected at the first regular meeting after the spring conference election. Each officer shall hold office for a one-year term. Thereafter, at the annual meeting, the term of the office shall expire. Each officer shall hold office until a successor shall have been duly qualified. Any officer may be removed from office by a majority vote of meeting quorum.

Duties

- a) **The president** shall preside at all meetings. He or she shall be the chief executive officer of the league and shall give the general supervision, Directions and active management of the property, affairs, and business of the league. He or she shall see to the board of directors at its first regular meeting, Report to the board of directors all matters within his or her knowledge which the interest of the league may require to be brought to its notice. He or she shall perform such additional duties as may be prescribed from the time to time by the by-law
- b) **The Secretary** shall countersign all deeds, lease, or conveyances executed by said league, and shall keep a correct and complete record of all proceedings of said league, including such as relegate to the election of its officers. He or she shall also keep a book containing the names of all members since its organization. Showing the place of business and shall

safely and systematically keep all books, records, and papers belonging to the league or in any way pertaining to the business thereof. He or she shall attend to the giving and serving of all notices of the league whereby meetings of the board of directors of members are assembled. He or she, in general. Perform all the duties which are incident to the office of secretary of the league subject to the board of directors. He or she shall perform such additional duties as may be prescribed from time to time by the bylaws.

- c) **The Treasurer** shall keep an account of all moneys, credits, and property of the league which shall come into his or her hands. And keep an accurate account of all moneys received and disbursed. He or she shall make such statements as the leagues are required to make by the law of Wisconsin. He or she shall have the custody of all funds and securities of the league, Whenever necessary and proper, He or she shall endorse on behalf of the league all checks, notes, or other obligations and evidences of payment of money payable to the league or of the league coming into her or her possession to such banks as may be selected as the depositories of the league, or properly care for them in such other manner as the board of directors may direct.

He or she shall sign all checks and other instruments to drawn or payable out of the funds of the league, and all bills, notes and other evidence of indebtedness of the league. Whenever required by the board of directors to do so, he or she shall exhibit a true and complete statement of his or her cash account and of the securities and other funds in her or her possession, custody and control. He or she shall at all reasonable time within business hours exhibit his or her books and account to any director. He or she shall in general, Perform all of the duties which are incidental to the office of the treasure of the league, subject to the board of directors. If the board of directors shall also require it, he or she shall bond in such sum with a surety as board of directors my direct for the faithful performance of his or her duties and for the safe custody of the funds and property coming into his or her possession. He or she shall perform such additional duties as may be prescribed from time to time by the by-laws

- d) **Compensation.** officers shall serve in that capacity without compensation or any “private inurnment” as defined in the internal revenue code
- e) **Records.** An officer shall return all materials and records relating to the corporation to the president or to the other remaining offers when he/she is no longer an officer of the corporation.

Section X – Books and Records

- a) **Section 1** – place of keeping

The general and principle books of account of this corporation shall be kept in the custody of the secretary and treasurer of this corporation.

- b) **Section 2** – Rights of members to examine

The books of this corporation, Containing the accounts and records of the corporation, shall at all reasonable time be open to the inspection of the member of this corporation.

c) **Section 3-** fiscal year

The fiscal year of this corporation shall begin on the first of July and terminate on the thirtieth day of June of each year

d) **Section – 4** Waiver of Notice

Any member or officer may , in writing, waive the giving and mailing of any notice required to be given or mailed either by the statutes of Wisconsin, Articles of organization, or by-laws of this corporation.

Section XI – Amendments

All resolutions proposing changes in the bylaws of the league undertaken by any member association or the board of directors shall be submitted in writing to the office of the league at least (60) sixty days prior to the next general meeting of the members of the league, And further, If (2/3) two-thirds of the board of directors favor the introduction of resolution pertaining to the bylaws of the league after the (60) sixty day period, that the same be permitted up to (30) thirty days or repealed at any meeting of the members where said resolutions have been proposed in conformant with this section by a vote of a majority of the members represented

Section XII – Funds

- a) **Fundraising.** All fundraising activities must have approval from membership prior to any activities taken place. Liabilities rising from unauthorized projects are not the responsibility of the corporation.
- b) **Expenditures.** Any expenditures of \$500 or less requires (2/3) vote of board of directors any expenditure over \$500 requires majority vote at general meeting.

Section XIII – Officers and directors: Liability and indemnity

a) **Liability of directors and officers.**

- a. No person shall be liable to corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by her or him as a director or officer of corporation if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of her or his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for corporation or upon statements made or information furnished by officers or employees of corporation which she or he has reasonable found to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled as a matter of law.

b) **Indemnity of officers and directors**

- a. Every person who is or was a director or officer of corporation (together with the heirs, executors and administrators of such person) shall be indemnified by corporation against all costs, Damages and expenses asserted against, incurred by or imposed upon him or her being or in connection with or resulting from any claim, action, suit or proceeding, to which he or she is made or threatened to be made a party by reason of his or her been such

director or officer, except in relation to matter as to which a recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duties as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, conviction or judgment (whether based on a plea of guilty or no contender or its equivalent, or after trial) shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his or her duties, if such director or officer was acting in good faith in what he or she considered to be the best interests of corporation and with no reasonable cause to believe that action was illegal.

Corporation, by its board of directors, may indemnify in like manner, or with any limitations, any employee or former employee of corporation with respect to any action taken or not taken in his or her capacity as such employee.

The foregoing rights of indemnification shall be in addition to all rights to which office, Directors of employees may be entitles as a matter of law.