

BY-LAWS Of The WISCONSIN PURPLE MARTIN ASSOCIATION

Adopted 06/01/2021

Article I Membership

Section 1: *Definition of Membership.* Any person or organization interested in the purposes and objectives of the Wisconsin Purple Martin Association (WPMA) is eligible for membership.

Section 2: *Classes and Benefits of Annual Membership.* The membership classes shall be determined by the Board of Directors and published in the WPMA *The Purple Martin Chatter* Newsletter.

Members are entitled to receive the WPMA *The Purple Martin Chatter* Newsletter.

Section 3: *Dues.* Membership dues shall be payable yearly. The Board of Directors, by a majority vote at any regular or special meeting, shall establish the annual membership dues.

Section 4: *Renewals.* Membership dues can be renewed anytime during the calendar year.

Article II Board of Directors

Section 1. *Number, Election, Term and Removal.* The number of Directors shall not be less than five (5). Directors are initially elected to the Board for a one-year term, and subsequently elected to the Board for a three-year term by the existing Board of Directors. Any Director may be removed with or without cause by the vote of a majority of the Board of Directors. A Director may resign in good standing for any reason at any time. There will be no restrictions to the number of terms served.

Section 2. *Vacancies.* In case of any vacancy in the Board of Directors, a

successor to fill the unexpired portion of the term may be elected by a majority of the Board of Directors.

Section 3. Powers and Duties. The Board of Directors shall have full power to manage and control the affairs and property of the Association, and to adopt rules and regulations governing the action of the Board.

Section 4. Meetings. Regular meetings of the Board of Directors shall be held at such time and place or electronically as may be determined by the Board. Special meetings of the Board may be held at any time and place upon the call of the President, or any three Directors. Board members may participate in any meeting by electronic means. All official meetings will be recorded and archived by the Board Secretary or designee.

Section 5. Quorum. Fifty percent (50%) of the Directors in office shall constitute a quorum for the transaction of business and this may include Board members participating electronically.

Section 6. Committees. The President or the Board may create other committees they deem necessary, and define their powers and duties, to assist the Association in carrying out its responsibilities.

The Finance Committee is a standing committee composed of the Treasurer who shall serve as its chair and consists of at least one additional Board member. Responsibilities include developing, reviewing and monitoring the annual budget, ensure for an annual audit, and report the financial status to the board.

Article III Officers

Section 1. Positions. The Officers of WPMA shall be President, Vice-President, Secretary and Treasurer. One person may hold more than one office in the Corporation, except that the President cannot hold the office of Treasurer.

Section 2. *Term of Office.* Officers will hold office for a 3 (three) year term. There will be no restrictions on the number of terms served.

Section 3. *Removal.* Any officer of the Association may be removed by a majority of the Directors in office.

Section 4. *Vacancies.* In case of any vacancy of any office, a successor to the unexpired term may be elected by the Board of Directors at a regular, annual or special meeting.

Section 5. *President's Powers and Duties.* The President shall preside at all meetings of the Board of Directors. The President shall be responsible for the general supervision of the affairs of the Association, and shall keep the Board of Directors informed, and shall freely consult with them concerning the activities of the Association. The President is ex-officio member of all committees and serves as the De Facto Executive Director of the WPMA.

Section 6. *Vice-President's Powers and Duties.* The Vice-President shall have such powers and duties assigned to them by the Board of Directors or the President. In the absence of the President, the Vice-President shall assume the duties of the President.

Section 7. *Secretary's Powers and Duties.* The Secretary (aka Secretary of the Association) shall record and archive the minutes of all Board meetings and provide copies to the members of the Board. The Secretary shall perform such other duties as assigned by the Board President or the Board of Directors.

Section 8. *Treasurer's Powers and Duties.* The Treasurer shall have custody of all funds and securities of the Association. The Treasurer shall keep, or cause to be kept, full and accurate accounts of the receipts and disbursements of the Association and shall require deposit of all monies and other valuable effects of the Association in the name and to the credit of the Association in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors or any Board Officer, the Treasurer shall render a statement of accounts and exhibit the Association's books.

Article IV. Contracts, Checks, Bank Accounts, and Investments, Etc.

The President and Treasurer shall be authorized on the Association's behalf to sign financial bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. The Board of Directors shall determine who besides the President and Treasurer may act on the Association's financial behalf.

Article V Office and Records

Section 1. Office. The office of the Association shall be located at such place as determined by the Board of Directors.

Section 2. Records. These shall be kept by the Secretary of the Association which include these By-Laws, and all minutes of the meetings of the Board of Directors pursuant to Section 181-72, Wisconsin Statutes. All Board decisions made via email shall be placed into the minutes of the next scheduled Board of Director's Meeting. Records need to be retained electronically from email decisions until published into the minutes.

Article VI Parliamentary Authority

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall be used.

Article VII Fiscal Year

The fiscal year of the Association shall begin on January 1 of each calendar year and shall end on December 31 of the calendar year.

Article VIII Amendments

These By-Laws may be amended by the affirmative vote of five members of the Board of Directors in attendance at any meeting of the Board of Directors or with a simple majority if the vote is conducted by email.

Article IX Dissolution of the Corporation

Section 1. *Dissolution.* The Board of Directors of the WPMA may vote to terminate the organization at any meeting by a two-thirds majority of the Board of Directors.

Section 2. *Dispersal of Finances.* Upon the dissolution of the WPMA, the Board of Directors shall, after paying or after making provisions for the payment of all liabilities of WPMA, dispense all treasury funds to The Wisconsin Society of Ornithology in their Purple Martin account or to BRAW which takes care of cavity nesters including Purple Martins.

These By-Laws shall be subject to the laws of the State of Wisconsin. This document was approved and became effective by the WPMA Board of Directors on 06/01/2021