

Dodge County Healthy Soil Healthy Water Alliance, Inc.

BY-LAWS

Article 1 – Name and Purpose

The name of the organization shall be Dodge County Healthy Soil Healthy Water Alliance, Inc. The purpose of the Dodge County Healthy Soil Healthy Water Alliance, Inc. is to educate, research, and collaborate with the Dodge County, Wisconsin community regarding soil health and water quality.

Section 1. Status and Limitations

To carry out the program of the Dodge County Healthy Soil Healthy Water Alliance, Inc., the Corporation shall be organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued hereunder. No asset of the association shall benefit any officer or member.

Article 2 – Meetings

Section 1. Meeting Attendance

All members and invited guests are entitled to attend all regularly scheduled or special meetings of Dodge County Healthy Soil Healthy Water Alliance, Inc.

Section 2. Annual Meeting

The annual meeting of the Corporation shall be held in January each year for the election of Directors, by-law amendments, and for the transaction of such other business as may properly come before the meeting. Said meeting shall be held at the Dodge County Administration Building in Juneau, Wisconsin or as designated by the Chairpersons. Notice of the annual meeting shall be published on the Corporation website. The Board of Directors shall meet immediately after the Annual Meeting for the purpose of electing officers for the following year. Said officers shall take office immediately upon their election.

Section 3. Regular Meetings

Regular meetings of the Board of Directors will be held every month.

Section 4. Special Meeting

Special meetings may be called at any time by the Board of Directors, by the Chairperson, by any five members of the Board of Directors, or shall be called by the Chairperson at the written request of ten members of the Corporation in good standing. Such requests shall state the purpose of the proposed meeting.

Section 5. Quorum

A quorum of for the Annual Meeting or a special meeting of the membership shall consist of at least twenty percent of voting members. At any meeting of the Board of Directors, five members of the Board shall constitute a quorum.

Section 6. Voting

To qualify to vote, the member must have attended a minimum of three prior Alliance meetings within a year.

Article 3 – Board of Directors

Section 1. General Powers

The business of this organization shall be managed by a Board of Directors consisting of a minimum of seven members in good standing. The board shall be a mix of lake, producer, and at large representatives.

Section 2. Vacancies

Resignations from the Board must be in writing and received by the Secretary and the Chairperson. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year at a regular meeting or a duly called special meeting of the Board of Directors. If at any time the number of directors shall be increased, the additional directors shall be elected by the affirmative vote of a majority of the membership at any regular meeting or at a special meeting called for that purpose.

Section 3. Expenditures by Directors

The Board of Directors shall have no authority to create any obligation in excess of the cash in the treasury.

Section 4. Removal of Board Members

An Officer or Director may be removed from office when sufficient cause exists for such removal such as absence from three (3) consecutive regular meetings of the Board without excuse and/or failure to perform the duties. A majority vote is required.

Article 4 – Officers & Directors

Section 1. Officers

The Officers of the Corporation shall consist of: two Co-Chairpersons, Secretary, and Treasurer. They shall serve terms of three years, staggered such that the elections of one Chairperson and Treasurer occur in alternate years as those of the other Chairperson and Secretary. Term limits are two successive terms then must step off for one year.

Section 2. Chairman

Two Co-Chairpersons of the Board of Directors shall be the chief executive officers of the Corporation; he/she shall sign such instruments as may be authorized by the Board of Directors; he/she shall have the general powers and duties of management of the Corporation which usually pertain to the office, and shall perform such other duties as are properly required by the Board of Directors. The Chairperson shall convene regularly scheduled Board meetings. One Chairperson will be a lake representative and one will be a producer.

Section 3. Secretary

The Secretary shall issue notices of all meetings of Directors and members, where notice of such meeting are required by law or these by-laws; he/she shall keep the minutes of the all meetings; sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, posting minutes on the website and assuring that Corporation records are maintained. He/she shall sign such instruments as require his/her signature.

Section 4. Treasurer

The Treasurer shall have the care and custody of all monies and securities belonging to the Corporation; he/she shall enter in the books of the Corporation to be kept by him/her for that purpose, full and accurate accounts of all monies received and disbursed by him/her on account of the Corporation; he/she shall sign such instruments as require his/her signature, and shall perform such other duties as usually pertain to his/her office or as are properly required of him/her by the Board of Directors. The Treasurer shall provide a written report at each Board meeting.

Section 5. Directors

Directors shall be a minimum of two lake representative and two producer representatives.

Section 6. Salaries

No officer shall receive any compensation.

Section 7. Vacancies

Upon receiving a letter of resignation from an Officer of the Corporation, the Board of Directors, by affirmative vote of the majority thereof, expressed at a duly called meeting of the Directors, may fill such vacancy for the unexpired term.

Section 8. Contracts

All legal documents, contracts, and agreements obligating the Corporation, shall be signed by two current Officers of the Corporation.

Article 5-Finances

The funds of this Corporation shall be deposited in its name with such bank or trust company as the Board of Directors may from designate. All checks, notes, drafts, and other negotiable instruments of the Corporation shall be signed by the Chairperson or Treasurer or others in their stead as the Board of Directors shall designate.

Article 6-Membership

Members of the Corporation shall consist of an individual interested in Dodge County soil and water health. To be a member, a person signs an application.

Article 7-Dues

No dues are imposed on the membership.

Article 8-Committees

The Chairpersons shall review the previous committees and reappoint them as required. Committee members shall be a member of the Corporation in good standing. The Chairpersons may form a new committee and appoint committee members subject to approval of the Board of Directors at the next regularly scheduled Board of Director’s meeting.

Article 9-Amendments

These by-laws may be amended by a two-thirds vote of members eligible to vote who are present at the annual meeting, provided that notice of such amendment(s), shall have been published two weeks prior to the annual meeting, and that a quorum as defined in these by-laws be present at such meeting.

Article 10-Parliamentary Procedure

Robert’s Rules of Order shall be the authority on Parliamentary Procedure covering all matters not provided for by the constitution and by-laws.

Certification

These By-laws were adopted by a vote of yes (___) and no (___) at the Corporation’s Special Meeting on this day of _____.

Treasurer,
Dodge County Healthy Soil Healthy Water Alliance, Inc.