

CONSTITUTION AND BYLAWS OF WHITETAILED OF WISCONSIN

Article I NAME AND MISSION

Section 1.

This association shall be known as Whitetails of Wisconsin.

Section 2.

The mission of Whitetails of Wisconsin shall be:

- A. To promote Wisconsin's whitetail deer industry.
- B. To provide educational opportunities for ourselves and others through the sharing of information.
- C. To be a collective voice in governmental issues that effect Wisconsin whitetail deer producers.
- D. To promote high ethical standards in the care, handling and harvesting of Wisconsin whitetails.
- E. To insist that our membership operate in a legal, honest and forthright manner with fellow members, other whitetail producers and the general public.

Article II MEMBERSHIP

Section 1.

Full membership - \$50 annually, open to Wisconsin DATCP licensed deer farms. One license, one membership, one vote.

Section 2.

Associate membership - \$25 annually, open to any individual who does not hold a DATCP license, but who is involved with or interested in the cervid farming business. This is a non-voting membership.

Section 3.

The board of directors reserves the right to deny membership to producers for unethical practices.

Section 4.

All board members will pay dues.

Section 5.

No board members or officers shall receive salaries.

Section 6.

To vote in any election or referendum, a person must:

- A. Be a full member of W.O.W. and,
- B. Be the one running a licensed farm, in the case of a corporation or partnership. One license means one vote.

Article III OFFICERS AND DIRECTORS

Section 1.

There shall be nine members of the executive board.

Section 2.

The officers of this association shall be president, vice president, secretary and treasurer.

Article IV ELECTION OF BOARD AND OFFICERS (and transition)

Section 1.

Board members will serve a three-year term, with no limit to the number of terms they may hold.

Section 2.

A rotation shall be established with the present board and its officers serving until the annual meeting. Members will serve a term of three years; three members will be up for election every year.

Section 3.

All elections will be done by mail by the following procedure:

By January 15th or no later than three months prior to the annual meeting - announcement will be made to the full membership to solicit nominations.

February 15th or no later than two months prior to the annual meeting - nominations will be closed.

March 15th or no later than one month prior to the annual meeting - nominations will be confirmed and the official ballot mailed to the full membership.

All ballots must be received by the secretary on or before the date of the annual meeting.

Section 4.

The qualifications for running for the board are as follows:

The person nominated for the board must

- a) be a current full member of WOW, and
- b) be a resident of Wisconsin, and,
- c) possess a valid & current WI DATCP license, and,
- d) own at least one live cervid.

Section 5.

Ballot voting will not be necessary if there are only three nominations.

Article V MEETINGS

Section 1.

There shall be one annual meeting of the full membership no later than the 15th of April of each year.

Section 2.

The board of directors shall hold at least three regularly scheduled meetings each year. Additional board meetings shall be called by the president on an as-needed basis.

Section 3.

A quorum of five of the nine board members must be present to hold a meeting.

Section 4.

All board meeting agendas and minutes will be made available to the general membership.

Article VI COMMITTEES

Section 1.

The board of directors shall decide which standing committees are necessary and proper to fulfill the objectives and purposes of the association.

Section 2.

Standing committee or special committee chairs will be members of the board of directors.

Section 3.

The committee chair, vice chair and members shall be appointed by the president. All appointments of the president shall be subject to the approval of the board.

Article VII MEMBERSHIP DUES

Section 1.

The board of directors shall set membership dues.

Section 2.

All membership dues are due on the date of the annual meeting.

Section 3.

Dues, once accepted, are non-refundable.

Article VIII CONDUCT OF MEETINGS

Meetings shall generally be governed by Robert's Rule of Order.

Article IX VACANCIES

Section 1.

The vice president shall serve in the absence of the president.

Section 2.

In the absence, inability or removal of the vice president, secretary or treasurer, that office, in any case, shall be filled by appointment by the president until the next meeting of the board. The directors will then fill the position by election.

Section 3.

A board vacancy caused by resignation, death or illness shall be filled by appointment by the board.

Section 4.

Three consecutive absences from regularly scheduled board meetings is dismissal off the board, unless there are extenuating circumstances as approved by the board. After the second absence of a board member, a letter shall be sent to that member. The phrase "regularly scheduled meetings" includes telephone conferences.

Section 5.

In the event of an elected Board Member no longer conforming to Article IV, Section 4, the elected Board Member may choose to finish elected term or vacate position.

Article X FINANCIAL MATTERS

Section 1.

The treasurer shall deposit all funds of the association in an accredited bank or banks, and keep accurate records of collections and withdrawals. The funds shall be deposited in the name of the association.

Section 2.

The treasurer may approve all withdrawals up to \$500.

Section 3.

Any expenditure exceeding \$500 will require prior approval of the board of directors.

Section 4.

The treasurer shall refuse to pay any expenses incurred by any person or committee until all the required expense documentation has been properly presented.

Section 5.

The books of the treasurer are to be audited each year prior to the annual meeting by a committee of three members appointed by the president.

Section 6.

In the case of disbandment of the association, any and all monies remaining in the treasury, after all debts are paid, will be distributed to one or more nonprofit charities at the discretion of the board.

Article XI OFFICERS' RESPONSIBILITIES

Section 1.

The president is the official spokesperson for the association or will delegate a spokesperson. He/she will set agendas for board and full membership meetings, call and preside over all meetings, and assign committee chairs from the board.

Section 2.

The vice president will assume the responsibilities of the president in the absence of the president. He/she will assume the responsibility of promoting the association and serve as chair of the membership committee.

Section 3.

The secretary will record and maintain minutes of all meetings in the absence of the Administrative Secretary. He/she will maintain and disseminate all correspondence, and tally votes.

Section 4.

The treasurer will keep a complete and accurate record of all transactions and report to the board and full membership at all meetings. He/she will pay bills in a timely manner. All transactions will be made through the checking account or credit card.

Section 5.

Board members at large shall serve as chairs of committees as assigned by the president. They shall attend and participate in board meetings on a regular basis. They shall promote Whitetails of Wisconsin and its mission.

Section 6.

Any of the above named responsibilities may be delegated, in full or in part, and within reason, to the W.O.W. Administrative Assistant.

Article XII CONFLICT OF INTEREST

Any Board member, having a known conflict of interest on any matter shall make a disclosure of the conflict to the other Board members. The Board shall consider any situation in which a Board member has a conflicting interest that would possibly cause that person to act in other than the best interest of the Association.

The Board member having a potential conflict of interest shall retire from the meeting and shall not participate in the final deliberation or decision regarding the existence of an actual conflict. The Board member having the conflict shall not be allowed to participate in the matter under consideration. However, the person may provide the Board with any relevant information.

Any member of the Board may raise a question of conflict of interest or possible conflict of interest with respect to any member of the Board.

The minutes of the meeting of the Board of Directors shall reflect that a conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. However, the Board member may be counted in the quorum for the meeting.