

# CONSTITUTION

## ARTICLE I

### NAME

This organization shall be known as the Wisconsin Dragonfly Society, Inc. (hereinafter called WDS).

## ARTICLE II

### PURPOSE

Section 1. The purpose and objectives of the WDS shall be to promote and encourage conservation of Wisconsin's dragonflies and damselflies through research, education, and outdoor recreation, and said purposes and objectives shall conform to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Section 2. The WDS is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits, and net income of the WDS are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of the WDS shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of the WDS remaining after payment of, or provision for, all debts and liabilities of the WDS, shall be donated to such corporation or corporations, association or associations, fund or funds, or foundation or foundations having similar objects and purposes as the WDS, as the Board of Directors of the WDS may designate, subject to the order of a Court as provided by law; provided that none of such assets shall be donated to any organization other than one organized and operated exclusively for one or more of the purposes presently set forth in Section 501(c)(3) of the Internal Revenue Code.

# **BY-LAWS**

## **ARTICLE I**

### **MEMBERSHIP**

Section 1. Any person interested in the purposes and objectives of the WDS is eligible to apply for membership.

Section 2. The classes of membership of this WDS shall include: Individual Member, Family Member, and Life Member, and such other voting classes of individual Membership as may be established by the board of directors.

Section 3. The membership dues shall be as established by the board of directors of the WDS.

Section 4. All members of the WDS shall enjoy all the rights and privileges accorded to the WDS, except as otherwise provided hereinafter.

Section 5. Each member shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may be properly brought before such meeting, including the election of Officers and Directors. Members in the class of Family Membership, as well as the members in any other class of Membership whose annual dues are higher than those established for the class of Family Membership, shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of voting.

Section 6. Membership dues shall be payable at the time of application and, in the case of Regular and Family members, yearly thereafter. In the case of Life members, dues shall be paid in full in one sum. The term of membership each year will be from January 1<sup>st</sup> to December 31<sup>st</sup>.

Section 7. Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls.

## **ARTICLE II**

### **MEETINGS**

Section 1. Regular meetings of members shall be held on at least an annual basis at a date and location that will be determined by the board of directors.

Section 2. The annual meeting of members shall be held once each year.

Section 3. Special meetings of members may be called by the President or pursuant to resolution of the Board, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

Section 4. Notice of the annual meeting, special meetings and regular meetings, at which WDS business is to be transacted, shall be given not less than ten (10) days nor more than fifty (50) before the date of the meeting. Such notice is given when communicated to members via their stated preferred method of contact (US mail, e-mail, and/or other electronic communication). Notice of such meetings may be published in the WDS's newsletter or other regular publication, provided such publication is delivered according to the provisions stated hereinabove.

Section 5. Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 6. Members present shall constitute a quorum at any meeting of members at which WDS business is to be conducted. Business can be decided by a simple majority. Members may be present in person or by proxy.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section 1. The control and conduct of the business of the WDS shall be vested in its Board of Directors. The Board shall include no fewer than two (2) elected at large Directors and the elected officers of the WDS.

Section 2. The Directors shall be elected for two (2) year terms by a plurality of the voting members of the WDS present in person or by proxy at the annual meeting of members.

Section 3. No one individual shall serve for more than four (4) consecutive terms as a member of the Board, except in the case of an individual who after four terms of consecutive service on the Board is elected an Officer, and as such may serve one additional term as set forth in Section 2, Article IV hereinafter, unless approved by the membership.

Section 4. If by reason of resignation or death, or for any other reason, vacancies exist whereby the Board has not the full complement of Directors, the Board may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the next annual meeting of members. When for such purpose, a Director has been elected for less than a full term, such part term shall be disregarded with respect to his qualification for re-election for additional consecutive terms, as set forth in Section 3 hereinabove.

Section 5. There shall be at least one regular meeting of the Board of Directors in any one calendar year, not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the Board at its first regular meeting following the annual meeting of members.

Section 6. Special meetings of the Board shall be called by the President or by the Recording Secretary upon request of the majority of the Board. Notice of a special meeting may be given in person, by telephone, or via e-mail or other electronic communication not less than three (3) nor more than ten (10) days prior to the date of the meeting or, if by mail, not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

Section 7. A majority of the Board shall constitute a quorum at any meeting of the Board provided such quorum includes a majority of the elected Directors.

Section 8. The President or, in his absence, the Vice President, shall act as Chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Board shall designate any other member of the Board to act as Chairman at such meeting.

## **ARTICLE IV**

### **OFFICERS**

Section 1. The Officers of the WDS shall be a President, a Vice President, a Recording Secretary, and a Treasurer, and such other Officers as may be determined by the Board of Directors.

Section 2. The office of the President shall serve a single two-year term. The Vice President shall become President following a confirmation vote unless another candidate is elected. The Recording Secretary shall serve for not more than two two-year terms, and the Treasurer shall have no limit of two-year terms.

Section 3. The Officers shall be elected for their respective terms by a plurality of the voting members of the WDS present, in person, or by proxy, at the annual meeting of members. Terms are effective as of January 1 following their election at the annual meeting.

Section 4. If by reason of resignation or death, or for any other reason, an office shall become vacant, the Board may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to their qualification for re-election for a full term or for additional consecutive terms, as set forth in Section 2 hereinabove.

Section 5. The President shall direct and administer the affairs of the WDS as its executive head and shall supervise all phases of its activities, subject to instructions by the Board. He shall also be an ex-officio member of all committees. He shall preside at all meetings of members and of the Board.

Section 6. The Vice President shall assist the President to carry out his duties and, in the absence of the President, the Vice President shall direct and administer the affairs of the WDS and supervise all phases of its activities, subject to instructions by the Board, and shall preside at meetings of members and of the Board.

Section 7. The Recording Secretary shall keep a record of all proceedings of the WDS and of the Board of Directors. He shall send notice of all meetings. He shall preserve the seal of the WDS, if any, and affix it to all documents requiring the seal of the WDS, and shall attest to the same.

Section 8. The Treasurer shall have custody of the WDS'S Funds. He shall disburse such funds as may be ordered by the Board. He shall report to the Board of Directors at its regular meetings or as requested. He shall prepare an annual report on the financial condition of the WDS along with a proposed budget for the coming year for distribution to the members at the annual meeting of members. The Treasurer shall file any annual report(s) required to maintain the group's non-profit status.

Section 9. All checks and drafts of the WDS may be signed by the Treasurer or the President.

Section 10. The Board may spend up to \$250.00 without membership approval.

## **ARTICLE V**

### **NOMINATING COMMITTEE**

Section 1. The Board of Directors shall annually appoint, not later than six (6) months prior to the next annual meeting of members, a Nominating Committee, to consist of no fewer than three (3) members. The names of the members of the Nominating Committee shall be made known to the members through the WDS'S newsletter or other publication, or by mail, e-mail, or other electronic communication, or at a regular meeting of members, not later than one (1) month after the Nominating Committee has been constituted. Suggestions for nominations of Officers and Directors may be submitted to the Nominating Committee by any member of the WDS.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership at a regular meeting of members not later than one (1) month nor earlier than two (2) months prior to the annual meeting.

Section 3. Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

## **ARTICLE VI**

### **OTHER COMMITTEES**

Section 1. The President, with the approval of the Board of Directors, shall appoint chairmen of Standing Committees, who, in turn, may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one (1) year, or until their successors are appointed;

but no member shall serve as Chairman of the same committee for more than three (3) consecutive years. Standing Committees shall be composed of no fewer than three (3) members.

Section 2. The President, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

## **ARTICLE VII**

### **AMENDMENTS**

This Constitution and By-Laws may be amended by a majority vote of members present in person or by proxy at any regular or special meeting of members duly called pursuant to the provisions of ARTICLE II, Section 4 hereinabove. The notice of such meeting shall recite the wording of each proposed amendment.

## **ARTICLE VIII**

### **PARLIAMENTARY AUTHORITY**

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

## **ARTICLE IX**

### **CONSTRUCTION**

Section 1. This Constitution and By-Laws shall be construed under the laws of the State of Wisconsin.

Section 2. The masculine pronoun, as used hereinabove, shall mean the masculine or feminine, wherever applicable.