

WAUSAU WESTSIDE BUSINESS ASSOCIATION, INC.

BY-LAWS

ARTICLE I. OFFICES

1.01. Principal and Business Offices. The association may have such principal business offices as the Board of Directors may designate or as the business of the association may require from time to time.

ARTICLE II. MEMBERS

2.01. Membership. Membership in the association shall be open to anyone interested in the welfare of Wausau and the west-side metropolitan area, whose application for membership shall be approved by the Executive Board of the association, and as further stipulated in the Articles of Incorporation, by law or these By-Laws.

2.02. Annual Meeting. The annual meeting of the members shall be held on the first Tuesday of February of each year at a time determined by the Board of Directors. If the election of directors shall not be held on the day designated herein, or fixed as herein provided, for the annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

2.03. Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors.

2.04. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any annual or for any special meeting called by the President or the Board of Directors.

2.05. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than ten (10) days (unless a longer period is required by law or the Articles of Incorporation) nor more than thirty (30) days before the date of the meeting, either personally, by electronic mail or by first class mail, by or at the direction of the President, the Executive Secretary or other officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the record books of the association, with postage thereon prepaid.

2.06. Closing or Transfer of Books or Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors may provide that the transfer of books shall be closed for a stated

period but not to exceed, in any case, thirty (30) days. If the transfer books shall be closed for the purpose of determining those entitled to notice for at least ten (10) days immediately preceding such meeting. In lieu of closing the transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than thirty (30) days and, in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action, requiring such determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall be applied to any adjournment thereof except where the determination has been made through the closing or the transfer of books and that stated period of closing has expired.

2.07. Voting Lists. The officer or agent having charge of the transfer books of the association shall, before each meeting of members make a complete list of the members entitled to vote at such meeting, or any adjournment thereof, with the address of the members, which list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes of the meeting. The original transfer books shall be *prima facie* evidence as to who are the members entitled to examine such list or transfer books or to vote at any meeting of the members. Failure to comply with the requirement of this section shall not affect the validity of any action taken at such meeting.

2.08. Quorum. Except as otherwise provided in the Articles of Incorporation, 10% of current paid members shall constitute a quorum. The affirmative vote of the majority represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number is required by law or the Articles of Incorporation. Though less than a quorum is represented at a meeting, a majority of those members represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

2.09. Conduct of Meeting. The President, and in his/her absence, a Vice President in the order provided under Section 4.06, and in their absence, any person chosen by the members present shall call the meeting of the members to order and shall act as chairperson of the meeting, and the Secretary of the association shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

2.10. Voting. Each member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of members.

### ARTICLE III. BOARD OF DIRECTORS

3.01. General Powers and Number. The business and affairs of the association shall be managed by its Board of Directors. The number of directors of the association shall be nine (9), except the immediate Past President shall serve as an additional member of the Board in an ex-officio capacity.

3.02. Tenure and Qualifications. A director shall be elected for a term of three (3) years, with three (3) directors coming up for election one year; three (3) directors the next year, and three (3) directors the third year. Board members may be elected for two consecutive terms. Each director shall hold office until the next annual meeting and until his/her successor shall have been elected, or until his/her prior death, resignation or removal. A director may be removed from office by affirmative vote of a majority entitled to vote for the election of such director, taken at a meeting of members called for that purpose. A director may resign at any time by filing his/her written resignation with the Secretary of the association.

3.03. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than these By-Laws immediately after the annual meeting of members, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of members which precedes it, or such other suitable place as may be announced at such meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

3.04. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two (2) directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

3.05. Notice; Waiver. Notice of each meeting of the Board of Directors (unless otherwise provided in or pursuant to Section 3.03) shall be given by written notice delivered personally, sent by electronic mail, or mailed to each director at his/her business address or at such other address as such director shall have designated in writing filed with the Secretary, in each case not less than forty-eight (48) hours prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is sent. Whenever any notice whatever is required to be given to any director of the association under the Articles of Incorporation, By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the directors entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

3.06. Quorum. Except as otherwise provided by the Articles of Incorporation, these By-laws, or law, 51% of the active directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

3.07. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these By-Laws.

3.08. Conduct of Meetings. The President and, in his/her absence, the Vice-President in the order provided under Section 4.06, and in his/her absence, any director chosen by the directors present, shall call the meeting of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the association shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any director or other person present to act as secretary of the meeting.

3.09. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors; provided, that in case of a vacancy created by the removal of the director by vote of the members, the members shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

3.10. Presumption of Assent. A director of the association who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a member at which action on any association matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.11. Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the directors may designate one or more committees, each committee to consist of two or more directors elected by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the association, election of the principal officers or the filing of vacancies in the Board of Directors or committees created pursuant to this section. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon the request by the President or upon request by the chairman of such meeting. Each such committee shall fix its own rules governing the conduct of its activities as the Board of Directors may request.

3.12. Executive Board. The Executive Board shall consist of the following officers:

- 3.12.01. President
- 3.12.02. Vice-President/President-Elect
- 3.12.03. Secretary
- 3.12.04. Treasurer
- 3.12.05. Immediate Past President

The Executive Board shall have the power to transact all emergency business of the Association or other business as specifically authorized by the Board of Directors at a meeting or by

resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office.

3.13. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation, the By-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office.

#### ARTICLE IV. OFFICERS

4.01. Number. The principal officers of the Association shall be President, Vice-President, Secretary and Treasurer, as set forth in the Articles of Incorporation, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice-President.

4.02. Election and Term of Office. The President, Vice-President/President-Elect and Secretary of the Association to be elected by the Board of Directors shall be elected biannually by the Board of Directors at the first meeting of the Board of Directors held immediately after each annual meeting of the members. The Vice-President/President-Elect shall become President if retained on the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected or until his/her prior death, resignation or removal.

4.03. Removal. Any officer or agent may be removed by the Board of Directors whenever in his/her judgment the best interest of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

4.04. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

4.05. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general, supervise and control all of the business and affairs of the Association. He/she shall, when present, preside at all meetings of the members and of the Board of Directors. He/she shall have authority, subject to rules as may be prescribed by the Board of Directors, to appoint agents and employees of the Association as he/she deems necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He/she shall have authority to sign, execute and acknowledge, on behalf of the Association, contracts, reports and all documents or instruments necessary or proper to be executed in the course of the Association's regular business, which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of

Directors, he/she may authorize the Vice-President or other officer or agent of the Association to sign, execute and acknowledge such documents or instruments in his/her place and stead. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.06. Vice-President/President-Elect. In the absence of the President or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform the duties of President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Secretary, and shall perform such other duties and have such authority as may be delegated or assigned to the Vice-President by the President or by the Board of Directors. The execution of any instrument of the Association by any Vice-President shall be conclusive evidence to third parties of authority to act in the stead of the President.

4.07. Secretary. The Secretary shall sign with the President, or the Vice-President, on behalf of the Association contracts, reports and all documents or instruments necessary or proper to be executed in the course of the Association's regular business, the issuance of which shall be authorized by resolution of the Board of Directors.

4.08. Treasurer. The Treasurer shall be a paid position. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 5.04; and (c) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority delegated or assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine.

4.09. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Association in his/her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

## ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.01. Contracts, reports, Documents or Instruments. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association.

5.02. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Association and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of the resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.03. Checks, Drafts, etc. all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer, President or immediate Past President, in such manner, as determined by or under the authority of a resolution of the Board of Directors.

5.04. Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

5.05. Audit. There shall be an annual auditing of any and all funds, securities and moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provision of Section 5.04. Said audit shall occur prior to the annual meeting, with subsequent findings of said audit presented to the members at the annual meeting.

#### ARTICLE VI. SEAL

6.01. Association Seal. The Association shall have no seal.

#### ARTICLE VII. AMENDMENTS

7.01. By Members. These By-laws may be altered, amended or repealed and new By-laws may be adopted by the members by affirmative vote of not less than a majority present or represented at any annual or special meeting of the members at which a quorum is present.

#### ARTICLE VIII. INDEMNIFICATION

8.01. Corporate Liability. The Association shall indemnify officers, directors, and other persons in accordance with Section 181.045 of the Wisconsin Statutes.

#### ARTICLE IX. EXPENDITURE POLICY

9.01. Policy. It shall be the policy of the Association to pay or reimburse certain expenses related to Association business as follows:

- 9.01.01. Trip expenses shall have prior approval of the Executive Board;
- 9.01.02. Meal expenses shall be reimbursed at actual cost up to \$30 per day;
- 9.01.03. Lodging expenses shall be reimbursed at actual cost;

9.01.04. Conference and tour expenses shall be reimbursed at actual cost up to \$75 per day; and

9.01.05. All committee Chairpersons are authorized to expend budgeted sums for projects without further approval from the Board of Directors.

Approved this \_\_\_\_\_ day of March, 2008.

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Sarah L. Ruffi, President

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Jenny Jakel, Secretary



## WAUSAU WESTSIDE BUSINESS ASSOCIATION

### COMMITTEES

1. Executive
2. Fund Raising
3. Legislative
4. Membership
5. Speakers and Meetings
6. Promotions
7. Nominating (this is not a standing committee)

## **EXECUTIVE COMMITTEE**

The Executive Committee shall be responsible for the overall operations of the Association. The duties and responsibilities shall be as outlined in Article IV of the By-Laws. They shall also be deemed responsible for any duties not specifically delegated to other committees.

The Executive Committee shall consist of the following officers:

1. President
2. Vice-President/President-Elect
3. Secretary
4. Treasurer
5. Immediate Past President

## **FUND RAISING**

The primary purpose of this committee is to raise additional funds, beyond membership dues, to fund activities supported by the Association. Committee shall annually in November present the Board of Directors with recommended activities. Committee shall further select a Chairperson for each event.

This Committee shall consist of:

1. Chair
2. Vice Chair
3. Events Chairs\*

\* Events Chairs, working with the Chair and Vice Chair, are responsible for selecting their committee members, budget and event format.

## **LEGISLATIVE COMMITTEE**

The primary responsibility of this committee is to maintain contact with state, county and local units of government on all matters pertaining to issues that affect members of the Association. Committee is responsible for maintaining a calendar of meetings and assigning responsibility for attendance at those meetings. At least one member shall be assigned to attend each regular meeting of the Wausau Common Council. Attendance at committee meetings or other hearings or functions shall be at the direction of the Chair.

This Committee shall consist of:

1. Chair
2. Vice Chair
3. 3 members at large\*

\* Assignments to attend meetings will be made from the Board and general membership.

## **MEMBERSHIP COMMITTEE**

This committee's primary purposes are the retention of current membership and the recruitment of new members. This committee will recommend to the Board of Directors various options for carrying out the primary purposes and then implementing those that are approved.

This Committee shall consist of:

1. Chair
2. Vice Chair
3. 3 - 5 members at large

NOTE: Membership is considered a responsibility of ALL Board members. As such, everyone shall make themselves available to assist this Committee.

## **PROMOTIONS COMMITTEE**

This Committee is responsible for planning and implementing various activities to promote the Association and its members. These activities can be annual, seasonal, theme or otherwise. The Committee is responsible for budget preparation. If an event is decided to be held on an annual basis, i.e. Christmas Parade, a separate Chair for that event will be selected by the Committee.

This Committee shall consist of:

1. Chair
2. Vice Chair
3. 3 - 5 members at large
4. Any Special Events Chairs

## **SPEAKERS AND MEETINGS COMMITTEE**

This Committee will be responsible for determining the monthly location of the Board meeting.

An annual list of the locations will be submitted to the Board at its November meeting. An

annual list of the locations will be submitted to the Board at its November meeting. The

Committee is also responsible for four breakfast or lunch meetings. They shall selection

location, speaker and format.

This Committee shall consist of:

1. Chair
2. Vice Chair
3. 3 - 5 members at large

## **NOMINATING COMMITTEE**

This Committee shall, on an annual basis, recommend to the Board of Directors, a list of members to serve on the Association's Board of Directors. They shall also be responsible for filling vacancies on the Board of Directors.

This Committee shall consist of:

1. Chair (Vice-President/President-Elect)
2. Four Past Presidents