

**TAVERN LEAGUE OF WISCONSIN, INC.
BY-LAWS**

ARTICLE I

Section 1 - Membership

A. Regular Membership

Any business, located in any municipality within the state of Wisconsin which is licensed to sell alcoholic beverages for either on premise consumption or off premise consumption, shall be entitled to membership in this corporation.

B. Direct Membership

1. Any licensee who meets membership requirements under Section 1A who does not have a chapter or who does not belong to a local chapter shall be entitled to membership in this corporation.
2. Direct members shall enjoy all the privileges of regular members except for office holding and voting rights.

C. Associate Membership

1. Any member in good standing who, after enactment of this section, becomes ineligible for regular membership in this corporation may become an associate member by making application and paying the requisite fees.
2. Associate members shall enjoy all the privileges of regular members except for office holding and voting rights.

D. Affiliate Membership

1. Any business that provides goods or services to members may apply for affiliate membership in this corporation.
2. Affiliate members shall enjoy all the privileges of regular members except for office holding and voting rights.

E. Employee Benefit Member

1. An employee of any member in good standing, upon payment of required Employee Member dues, shall become an Employee Benefit Member
2. Member Employee Members shall have voice but no vote.

Section 2 - Charters of Local Organization

Charters may be issued to any regularly organized corporation of alcohol beverage retailers in any Municipality or County of the state of Wisconsin, upon receiving a charter fee by the Secretary, in the sum of ten dollars. The fee shall be deposited in advance with the Secretary before the prospective organization is balloted upon for initiation in said Tavern League of Wisconsin, Inc. by a majority vote of the Board of Directors.

Section 3 - Expulsion

Any organized chapter of the Tavern League of Wisconsin, Inc., which has been chartered by said organization, or any individual members, may be expelled for just cause by a two-thirds vote of a meeting of the Board of Directors of the Tavern League of Wisconsin, Inc., upon charges submitted in writing by any member, after said charges have been investigated by the Board of Directors. The Board of Directors of the Tavern League of Wisconsin, Inc. shall vote on the question of expulsion of said chapter or said member of the Tavern League of Wisconsin, Inc.

Section 4 - Dues

The annual dues for all membership classifications under Section 1 to be paid for membership in the Tavern League of Wisconsin, Inc. shall be determined by a two-thirds vote of the Board of Directors.

Section 5 - Meetings

The Members of the corporation shall meet at least twice annually.

A. Spring Conferences

A general membership meeting shall be held in the spring, the date or dates for which shall be established by the Board of Directors. The location of the Spring Conference shall be determined by the majority vote of the Board of Directors at the Spring Conference.

B. Fall Convention

The Annual Meeting of the membership shall be held in the fall, the date or dates for which shall be established by the Board of Directors. The location of the Fall Convention shall be determined by majority vote of the Board of Directors.

C. Special Meetings

Special meetings of the members may be held whenever called by the Secretary upon direction of the President or upon the written direction of a majority of the Officers and Directors of the corporation, or upon written direction of not less than twenty percent of the members of the corporation. It shall be the duty of the Secretary to give ten days' notice of such meeting, to each member by mail or email, said notice to state purpose of said meeting and the time and place where said meeting will be held.

Section 6 - Quorum

When five percent (5%) of the members of this association in good standing are present, it shall be deemed capable of transacting any business thereof except when otherwise specifically provided by law or by the Articles of the Organization of this corporation, but if at any meeting of the members there is less than a quorum the meeting may be adjourned from time to time without notice other than by announcement at the meeting, until the required number of members are present. At any adjourned meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 7 - Organization

The President and in his or her absence, the Senior Vice President, and in their absence, a Zone Vice President or in their absence, any member chosen by the members present, shall call the meeting to order, and shall act as chairman of such meeting, and the Secretary of the corporation shall act as Secretary of all meetings of the members, but in the absence of the Secretary, the presiding official may appoint any member to act as Secretary of the meeting.

Section 8 - Conduct of Meetings

A. General Business Sessions

General business sessions at the Spring Conference and Annual Fall Convention shall be conducted in accordance with the following rules:

1. Every member association of the Tavern League of Wisconsin shall be entitled to the number of delegates hereinafter specified based upon the paid membership for the 2nd Quarter of the fiscal year in which the Spring Conference is held and the 4th Quarter of the fiscal year preceding the year in which the Annual Convention is held.

Every member association is entitled to a minimum of five delegates. Additional delegates may be elected by local leagues in accordance with the following table:

Membership of 125 or more - 6 delegates
Membership of 150 or more - 7 delegates
Membership of 175 or more - 8 delegates
Membership of 200 or more - 9 delegates
Membership of 225 or more - 10 delegates
Membership of 250 or more - 11 delegates
Membership of 275 or more - 12 delegates
Membership of 300 or more - 13 delegates

2. Every member association shall be entitled to 5 votes based upon the paid membership as set out in Section 1A above, and shall have such additional votes in accordance with the additional members as specified in the table above, provided that said duly accredited delegates are actually on the floor at the time the vote is taken. No member association may at any time cast more votes than the number of delegates qualified and present to vote at the time a vote is taken on the floor or at the election.
3. Any delegate desiring the floor for the purpose of addressing the meeting shall rise, state his or her name and the name of his or her member association before he or she is recognized by the presiding Officer.
4. All members and persons other than delegates desiring to address the meeting other than invited speakers shall rise, state their name and the name of their member association.
5. All voting other than the election of Officers and Directors, Spring Conference and Fall Convention Sites, Resolutions and Amendments to the Articles of Organization and Bylaws shall be by voice vote of the delegates unless proper motions are made and adopted calling for a roll call vote of the delegates, or a division of the delegates on any question.
6. All resolutions other than by-laws changes shall be submitted in writing to the League office in Madison at least forty-five (45) days prior to the opening of the Spring Conference or Annual Convention.
7. Each member association or individual member submitting a resolution shall in addition to forwarding the written text of said resolution, submit a written explanation of what the resolution is intended to do and shall also submit written reasons for its adoption. Copies of the above shall be distributed by the Madison Office to the President and Secretary of each member association thirty (30) days prior to the scheduled meeting.

8. All resolutions that have been submitted in the manner herein provided shall be turned over to the Resolutions Committee for consideration. The Resolutions Committee shall have full authority to make whatever recommendation they deem proper on all resolutions that have been submitted for final action at the business session.
9. (A) Nominations for Directors and Officers shall be made at the Spring Conference or Fall Convention, and except for the circumstances itemized in Sub (B), no further nominations shall be made or accepted.

(B) In the event of the death of a candidate, or if for any other reason a candidate is unable or unwilling to stand for election and there is no other candidate for the position a caucus of the district or districts involved shall be held in the district's designated seating area immediately following adjournment of the general business session on the first day of the Fall Convention or Spring Conference for the purpose of nominating candidates for the position.

(C) In the event that the meeting site facilities selected becomes unavailable for any reason, the Officers and Directors of the Tavern League of Wisconsin shall have the authority and are empowered to replace the subject site.
10. Every nominee for Director or Officer of the Tavern League of Wisconsin shall be introduced from the rostrum at the Spring Conference and Annual Convention at which he or she is a candidate.
11. The candidate shall have a maximum of two (2) minutes each to present themselves, their qualifications, a resume of their experience and any ideas or proposals they have, if elected, to further the interests of the Tavern League of Wisconsin.

B. Nominating Caucuses

District caucuses for the purpose of nominating Directors, District Vice Presidents and Zone Vice Presidents and transacting other business brought before the caucuses shall be conducted in accordance with the following rules.

1. Caucuses for the purpose of nominating candidates for Directors for each district and District Vice Presidents and Zone Vice Presidents for each Zone area shall be held on Wednesday of the Fall Convention.
2. The President shall designate the location of each district Caucus and the delegates shall promptly meet when the recess for the purpose of nominating candidates for District Director, District Vice President and Zone Vice President positions is declared.

3. The delegates in each District shall choose one of the members to act as chairperson for the purpose of conducting the caucus and one of their members as secretary to record the action, votes and nominations made for Directors, District Vice Presidents and Zone Vice President in each caucus.
4. Each delegate shall be entitled to nominate a candidate for Director, District Vice President and Zone Vice President at each annual caucus.
5. Whether present at the nominating caucus or not any consenting member in good standing of this association, qualified as such under Section I A. of these bylaws shall be eligible for nomination as candidate for Director of the District in which the member association of which he or she is also member in good standing is located.
6. The chairperson or secretary of each caucus shall give a report of the names of the persons placed in nomination to the nominating committee, which shall present the nomination to the members from the podium when the Conference or Convention is re-convened and the presiding officer calls for nominations.
7. All candidates nominated by the Caucuses in accordance with the sections above shall be placed on the ballot to be voted on by the delegates within the respective District and Zone areas at the Annual Election.
8. Districts, whose membership exceeds 500, shall be eligible to elect an additional Director, and one additional Director for each 250 members in excess of 750. No nominations for additional directors may be made unless warranted on the basis of per-capita-dues-paid memberships in the 2nd Quarter of the current fiscal year, and no candidate nominated may be elected unless warranted by dues-paid membership in the 4th Quarter of the preceding fiscal year.
9. Except for Officers, only one (1) Director may be elected from any one- (1) member association. Nominations will not be accepted for Director if the election would result in two directors from any one-member association serving at the same time.
10. In the event that there is no contest for Directors or Officers following the report of the nominations at the Fall Convention, a motion may be made that the rules be suspended, and the Secretary instructed to cast a unanimous ballot for the election of the sole nominee for Director or Officer whose term shall begin at the regular time for taking office.

C. Nominations of Officers

1. Any consenting member in good standing under Section 1A of any member association who has served at least one (1) year on the Board of Directors or been an active member for 10 consecutive years of any member association prior to the date of office may be nominated and elected to serve as a General Officer (Senior Vice President, Zone Vice-President, District Vice-President, Secretary or Treasurer) of this association. To be nominated and elected to the office of President you must have served at least (1) one year on the Board of Directors.
2. Any member in good standing under Section 1A may submit the name of any other qualified member for any office of this association, from the floor during the general business session meeting on Wednesday of the Spring Conference at the time specified on the agenda thereof. Nominations for Zone Vice President, District Vice President or Director in addition to those made in nominating caucuses, as provided in paragraph B. 6., above, may only be made by a member of the respective Zone or District.
3. Nominations of Officers shall be conducted by the Chair of the Nominating Committee. Said committee shall record the names of persons nominated for each office, verify their qualifications and consent and report to the general membership the names of qualified nominees for Officers prior to the close of the Spring Conference.

D. Rules for Conducting Elections

The following rules apply for conducting all elections.

1. The annual election including the distribution of the ballots and the supervision of the election shall be conducted by members of the Rules Committee under the rules herein prescribed.
2. No member who is candidate for any office shall be a member of the Rules Committee.
3. Printed ballots shall be prepared and used giving names of the individuals who have been nominated for Directors and Officers.
4. All ballots shall be initialed by the chairman of the Rules Committee and Executive Director only ballots so initialed in advance of the casting by delegates shall be counted in the results of the election.
5. Voting shall be on Thursday of the Annual Convention or Conference at the polls provided for this purpose in a room designated by the Rules Committee. Voting shall be confined to only delegates duly certified by their league(s) or their duly accredited alternates where proper substitution of said alternates is made for the

- delegate. Delegates or accredited alternates must be a representative of the League for which they are voting. Alternates can only be brought forward from the individual accredited delegate list that was submitted within the proper time frame, no additions or changes will be permitted. No other person shall be entitled to receive a ballot and vote other than as provided in this section. Delegate lists with alternates must be received and stamped in the State Office no later than ten (10) days prior to the start of the Spring Conference or Fall Convention.
6. Each delegate before receiving a ballot to vote shall have on his or her person his or her proper registration badge and shall be checked off by the tellers from the list of delegates certified by the secretary of each local league or by the chairman of the Rules Committee identifying him as a delegate where substitution has been under the rules of the Convention. Any changes to the delegate list must be submitted to the Rules Committee Chairperson by the date and time designated by the Rules Committee Chairperson. All decisions made by the Rules Committee are final.
 7. A list of inactive leagues will be designated by the State Office based on the lack of a designated President and Secretary for that league. Delegate lists for these counties will not be accepted for voting purposes.
 8. No delegate shall be permitted to vote more than once regardless of whether he or she is a member of one or more leagues and is a delegate from more than one league.
 9. Only one voting delegate shall be permitted per license.
 10. There shall be no absentee ballot voting and all delegates shall present themselves personally at the polls on Thursday morning of the Annual Convention or Spring Conference and all those not so presenting themselves during the polling hours shall be barred from voting.
 11. Votes for any candidate not placed in nomination in accordance with these bylaws shall not be recognized or counted at the annual election. Ballots will be counted by the Rules Chair, Vice Chair chosen by the Rules Committee, and one staff person.
 12. The candidate receiving the highest vote shall be declared elected as Director, District Vice President or Zone Vice President for the specified term unless he or she was elected to fill an unexpired term.
 13. In the event of a tie vote for any office, delegates in the district(s) affected shall be re-pollled by secret ballot at a time and place determined by the Rules Committee and the vote count shall be announced on the floor prior to the close of the Annual Convention or Conference.

14. In the event of two consecutive tie votes for the same office or sites, the winner shall be decided by a flip of a coin.

ARTICLE II

Section 1 - Board of Directors

A. Composition of Board

The Board of Directors shall be comprised as follows: Two (2) Directors from each of nine (9) Districts in the State of Wisconsin, according to the map affixed hereto and made a part hereof, as amended from time to time, wherein there is at least one (1) bona fide licensed retail beverage association affiliated and in good standing in the Tavern League of Wisconsin, Inc., and in addition thereto the President, Senior Vice President, all Zone Vice Presidents, Secretary, and Treasurer, elected by the members in accordance with the provisions of Article I, Section 8. C., and the immediate Past President. There will also be a full time director position representing off-premise licensees. This position will be appointed by the President and will serve a one-year term. All duties, responsibilities and privileges will be the same as other board members.

Districts whose total paid-up membership for the second and fourth quarters as defined in Article I, Section 8A1 and A2 exceeds 500 members shall be entitled to nominate and elect one additional director, plus one additional director for every 250 members in excess of 750 members.

For any Zone, if the Districts involved have a combined total of 1,000 or more members they would be allowed another Vice President from a different District within that Zone. This would be a one-year term based on the membership paid in the second quarter of the current fiscal year and the paid membership of the 4th quarter of the preceding year in which conference is held. At the following Spring Conference the District Vice President would be elected by the delegates from the District(s) that do not have the Zone Vice President (i.e. members from the District with the two year Vice President would not participate in the election.) In alternate years where both Vice President terms expire at the same time, the voting delegates from the District(s) whose candidate did not win the two-year term would caucus on Thursday afternoon at the close of the Spring Conference to elect the District Vice President for the one-year term.

B. Terms of Office

1. The President, Senior Vice President, Zone Vice Presidents, Secretary and Treasurer shall be nominated and elected in accordance with Article I, Section 8C and D., and shall serve two-year terms. All Officers and Directors shall be eligible to succeed themselves for consecutive additional terms. The term of the immediate Past President's membership on the Board of Directors shall be concurrent with and

shall not exceed the term of office of the succeeding President. If the immediate Past President is no longer a regular member under Section 1 A. of these by-laws, or does not wish to serve as Past President, then the office of Past President shall be vacant.

2. All Officers and members of the Board of Directors elected in accordance with these Bylaws shall serve until their respective successors have been chosen.

C. Conflict of Interest

No person may serve as an Officer or Director who is directly or indirectly employed by the corporation. The reimbursement of mileage or expenses or the payment of per diem to Officers or Directors for activities that are not directly related to their duties as Officers or Directors shall not be considered employment under this section.

D. Alternate Directors

In the event of an excused absence of a Director, an alternate director may be designated with full voting rights. Alternate director will be designated by the district and must be a member in good standing.

Section 2 - General Powers

The property, affairs and business of this corporation shall be under the name and managed by the Executive Officers of this corporation and the Board of Directors.

- A. The Board of Directors shall have the power to purchase or otherwise acquire, lease, sell, convey, assign or otherwise transfer for the corporation any property, rights, or privileges which the corporation is authorized to acquire, real, personal or mixed, at such prices and on such terms and conditions for such consideration as it may see fit, and may at its discretion pay for any property or rights acquired by the corporation, either wholly or partially in money or bonds or other evidence of indebtedness, and carry on the business of this corporation in such a manner to effectuate its purpose for which this corporation is organized and in accordance with the provisions set forth in the Articles of Organization, subject, however, to the provisions of Chapter 181 of Wisconsin Statutes, or any corresponding section of any future state law governing non-stock corporations.
- B. The Board of Directors shall by a majority vote thereof have the power to elect or appoint assistants to the general Officers of the corporation and such other Officers, agents and servants as it may from time to time deem necessary, define their duties and obligations, fix their compensation and fill vacancies therein, and the Board of Directors by majority vote thereof have the power to remove and suspend permanently or temporarily the Officers, the assistant Officers, agents, and servants appointed by it, and to delegate any Officer of the corporation by resolution adopted by majority vote

thereof all or any of the powers stated in this section, with such restrictions as it deems expedient.

- C. The Board of Directors shall have the power to authorize its general Officers to borrow money for corporate purposes and to execute in the corporate name, bills, notes, or other evidence of indebtedness, but no mortgage shall be given to this corporation on any of its property, whether real or personal, to secure the payment of its debts, or to borrow money for the purposes of the corporation without the consent of a majority of the Board of Directors.

Section 3 - Resignation

A Director may resign at any time by filing his or her written resignation with the Executive Director.

Section 4 - Removal

Any Director may be removed at any time for cause at a special meeting of the members of the corporation Board of Directors, called for such purpose by the affirmative vote of a majority two thirds of the members of the corporation Board of Directors who are in good standing. Cause includes non-membership under Article 1, Section 1A of these by-laws. Any member of the Board of Directors who fails to attend two consecutive meetings of said Board of Directors may be removed from said Board of Directors by the affirmative vote of a majority of said Board of Directors, and the office of said Director shall be declared vacant unless such member of the Board of Directors had been excused from attending the meetings of the Board, in advance, by the President of the corporation.

Section 5 - Vacancies

In case of a vacancy in the Board of Directors through death, removal, resignation, or other cause, the vacancy may be temporarily filled until the next annual election by a caucus of the district or districts affected. In case of vacancy in the office of President, the Senior Vice President shall become President. In case of vacancy in the office of Senior Vice President, Secretary or Treasurer, that vacancy may be temporarily filled until the next election by a majority vote of the Board of Directors present and voting at a meeting of the Board of Directors.

Section 6 - Place of Meetings

All meetings of the board of Directors shall be held at some suitable place designated by the President.

Section 7 - Regular Meetings

Regular meetings of the Board of Directors shall be held immediately preceding the Annual Meeting of the members and at such other times as the Board of Directors may, by

resolution determine. No notice of the regular meeting of the Board of Directors is necessary.

Section 8 - Special Meetings

Special meetings of the Board of Directors shall be held whenever called upon the direction of the President, or upon the written request of any seven Officers or Directors. It shall be the duty of the Executive Director to give sufficient notice of such meetings, in person or by mail, email or telephone, to enable the Directors so notified to attend such meetings.

Section 9 - Meeting by Consent

Meetings of the Board of Directors may be held at any time or place where a majority of the Directors are present and consent to the holding of such meeting.

Section 10 - Quorum

Two-thirds (2/3) of the Directors convened according to these Bylaws, shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 11 - Organization

The President and in his or her absence the Senior Vice President, and in his or her absence one of the Zone Vice Presidents chosen by the Directors present, or in the absence of all of the aforementioned, any Director chosen by the Directors present, shall call the meeting of the Board of Directors to order, and shall act as chairman of such meeting, and the Secretary of the corporation shall act as the Secretary at all meetings of the Board of Directors, but in the absence of the Secretary, the presiding Officer may appoint any Director to act as Secretary of such meeting.

Section 12 - Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

1. Pledge of Allegiance
2. Roll Call
3. Reading of Minutes of Preceding Meeting
4. Reports of Officers
5. Reports of Committees
6. Unfinished Business
7. Miscellaneous Business
8. New Business

ARTICLE III
Executive Committee

Section 1 - Composition of Executive Committee

The Executive Committee shall be comprised of the President, Senior Vice President, Zone Vice Presidents, District Vice Presidents, Secretary, Treasurer and the immediate Past President.

Section 2 - Meetings

The Executive Committee shall meet at the call of the President, or in the event that the office of President is vacant, at the call of the Senior Vice President. The call shall specify the location of the meeting.

Section 3 - Quorum

One more than half of the members of the Executive Committee shall constitute a quorum for the transaction of business, but if at any meeting of the Executive Committee there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 4 - Powers of the Executive Committee

The Executive Committee shall have the power to conduct all affairs and business of this corporation between meetings of the Board of Directors, except as limited by these bylaws, by contract, or by action of the Board of Directors.

ARTICLE IV
General Officers

Section 1 - Election

A. The general Officers of said corporation shall be a President, a Senior Vice President, Zone Vice Presidents and District Vice Presidents, the number determined by the rules set in Article II, Section 1, A.; a Secretary; and a Treasurer, said Officers to hold office for the term of two (2) years, with the exception of the second zone vice president for each district whose term is one year, and until their successors are elected and qualify. The President, Senior Vice President, Secretary and Treasurer shall be elected from the state at large.

Zone Vice Presidents and District Vice Presidents shall be elected by the delegates of the member associations in the Districts in their Zone area.

B. All Directors and Zone Vice Presidents will be elected at the Spring Conference and all other officers at Fall Convention. The offices of Senior Vice President, State Secretary and

State Treasurer will be elected on even numbered years. The office of State President will be elected on odd numbered years.

Section 2 - Qualifications

Only members under Section 1A of this corporation shall be eligible to be general Officers of this corporation, and the resignation or removal of a general Officer from the corporation shall operate as a resignation of his or her office.

Section 3 - Duties

The principal duties of the several general Officers respectively are as follows:

- A. The President shall preside at all meetings of the members of the Board of Directors. He or she shall be the Chief Executive Officer of the corporation and shall give the general supervision, direction and active management of the property, affairs and business of the corporation, subject to the Board of Directors. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she may execute all deeds, leases conveyances, contracts and agreements when authorized to do so by the Board of Directors. He or she shall submit a complete and detailed report of the corporation for the fiscal year and of its financial condition to the Board of Directors at its first regular meeting in each year, and to the members at their Annual Meeting and shall, from time to time, report to the Board of Directors all matters within his or her knowledge which the interests of the corporation may require to be brought to its notice. He or she shall perform such additional duties as may be prescribed from time to time by the Bylaws.
- B. The Senior Vice President shall discharge the duties of the President in the event of the absence or disability for any cause whatever. The Vice President shall perform such additional duties as may be prescribed from time to time by the Bylaws.
- C. The Zone Vice Presidents and District Vice Presidents shall upon election by a majority vote of the Board of Directors discharge the duties of the President in the event of the absence or disability for any cause whatever of the President and Vice President. They shall perform additional duties as may be delegated and assigned by the President.
- D. The Secretary shall keep a correct and complete record of all proceedings of said corporation, including such as relate to the election of its Officers. He or she shall, in general, perform all the duties, which are incident to the office of Secretary of a Corporation subject to the Board of Directors. He or she shall perform such additional duties as may be prescribed from time to time by the Board of Directors, or as may be prescribed from time to time by the Bylaws.
- E. The Treasurer shall keep an account for all moneys, credits, and property of the corporation which shall come into his or her hands, and keep an accurate account of all moneys received and disbursed. He or she shall make such statements, as corporations

are required to make by the law of Wisconsin. He or she shall have the custody of all funds and securities of the corporation. Whenever necessary and proper, he or she shall endorse on behalf of the corporation all checks, notes, or other obligations and evidences of payment of money payable to the corporation or coming into his or her possession, and shall deposit the funds arising therefrom, together with all other funds of the corporation coming into his or her possession in such banks as may be selected as the depositories of the corporation, or properly care for them in such other manner as the Board of Directors may direct.

He or she shall sign all checks and other instruments drawn on or payable out of the funds of the corporation, and all bills, notes, and other evidences of indebtedness of the corporation. Whenever required by the Board of Directors to do so, he or she shall exhibit a true and complete statement of his or her cash account and of the securities and other funds in his or her possession, custody and control. He or she shall at all reasonable times within business hours exhibit his or her books and accounts to any Director. He or she shall, in general, perform all of the duties, which are incidental to the office of the Treasurer of a corporation, subject to the Board of Directors. If the Board of Directors shall so require it, he or she shall give bond in such sum and with such surety as the Board of Directors may direct for the faithful performance of his or her duties and for the safe custody of the funds and property coming into his or her possession. He or she shall perform such additional duties as may be prescribed from time to time by the Bylaws.

- F. All such books and records pertinent to the offices of the above shall be kept at the corporation's headquarters office.

Section 4 - Delegation of Duties

In the case of the absence or inability to act of any Officer of the Corporation, the Board of Directors may delegate for the time being the duties of such Officer to any other Officer or to any other Director.

ARTICLE V Books and Records

Section 1 - Place of Keeping

The general and principal books of account of this corporation shall be kept in the custody of the Secretary and Treasurer of this corporation at the corporation's headquarters office.

Section 2 - Rights of Members to Examine

The books of this corporation, containing the accounts and records of the corporation, shall at all reasonable times be open to the inspection of the members of this corporation.

ARTICLE VI

Section 1 - Fiscal Year

The fiscal year of this corporation shall begin on the first of July and terminate on the Thirtieth day of June of each year.

Section 2 - Waiver of Notice

Any member or Officer may, in writing, waive the giving and mailing of any notice required to be given or mailed either by the Statutes of Wisconsin, the Articles of Organization or the Bylaws of this corporation.

ARTICLE VII

Section 1 - Amendments

All resolutions proposing changes in the Bylaws of the corporation undertaken by any member association or the Board of Directors shall be submitted in writing to the office of the corporation at least forty-five days prior to the opening of the Annual Convention of the members of the corporation; and further, if two-thirds (2/3) of the Board of Directors favor the introduction of a resolution pertaining to the Bylaws of the corporation after the forty-five day period, that the same be permitted up to thirty days before the Convention.

Bylaws may be adopted, amended or repealed at any meeting of the members where said resolutions have been proposed in conformity with this section by a vote of a majority of the members represented by delegate vote.

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