

**CONSTITUTION
OF
HOWARD-SUAMICO BUSINESS AND PROFESSIONAL ASSOCIATION, INC.**

ARTICLE 1 – The name of the corporation shall be the HOWARD-SUAMICO BUSINESS AND PROFESSIONAL ASOCIATION, INC.

ARTICLE II – The period of existence shall be perpetual.

ARTICLE III – The purpose of this organization shall be:

A) To promote and stimulate the general business climate and common economic interest of the Howard-Suamico community.

B) To promote higher business, social and professional standards in the Howard-Suamico community.

C) To promote better business methods, to provide a practical means to form enduring friendships, to render benevolent services, and to encourage cooperation among area businesses, all to build a better community.

ARTICLE IV – The location of said corporation shall be the Village of Howard, County of Brown, State of Wisconsin. The principle place of business will be located at **the address of current term treasurer in office.**

ARTICLE V – Membership is open to any business or professional person whose business establishment is located in the Village of Howard or the **Village** of Suamico.

ARTICLE VI – The government of the corporation shall be bested in the Board of Directors, consisting of the officers thereof and additional members who shall be elected in the manner prescribed in the Bylaws.

ARTICLE VII – This constitution may be amended by a regular two-thirds (2/3) vote of the members present at any regular or special meeting provided the written notice of the proposed amendment(s) has been mailed to each member at his/her last known address at least ten (10) days in advance of the meeting.

**AMENDED BYLAWS
OF
HOWARD-SUAMICO BUSINESS AND PROFESSIONAL ASSOCIATION, INC.**

ARTICLE I – PURPOSE

10.1 The purpose of the Association shall be as follows:

- A) To promote and stimulate the general business climate and common economic interests of the Howard-Suamico community.
- B) To promote higher business, social and professional standards in the Howard-Suamico community.
- C) To promote better business methods, to provide a practical means to form enduring friendships, to render benevolent services, and to encourage cooperation among area businesses, all to build a better community.

ARTICLE II – OFFICES

2.01 Business Office. Unless otherwise designated by the Board of Directors, the business address of the Association shall be at P.O. Box 11632, Green Bay, Wisconsin 54307.

2.02 Registered Office. The registered office shall be at the address of the registered agent on file with the Wisconsin Department of Financial Institutions. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III – MEMBERSHIP

3.01 Membership is a privilege conferred, not a right achieved. Membership is open to any business or professional person whose business establishment is located in the Village of Howard or the **Village** of Suamico.

30.01 Active Membership. Any business of good character or professional person likewise, subject to a favorable vote of the Board of Directors, may become a member. Each membership shall have one (1) vote on all matters coming before the membership when represented in person at any meeting of the Association.

3.01.2 Associate Membership. Any person may be an Associate member of this Association, subject to favorable vote by the Board of Directors. Associate members shall have the opportunity to attend monthly dinner meetings and receive publications. Any person, who previously held an Active membership, may retain membership in the Association on an Associate status, if membership is continued without lapse. **The annual membership dues will be discounted by 75% off the current membership fee.**

3.02 Approval of prospective members shall be by two-thirds (2/3) majority vote of the Board of Directors in attendance at any Board of Directors meeting.

3.03 Any member may be expelled by a two-thirds (2/3) majority vote of the Board of Directors at a meeting called for that purpose, provided such member shall first have been given written notice of such proposed action and have been given an opportunity to be heard before the Board of Directors.

ARTICLE IV – DUES

4.01 The annual membership dues and assessments, if any, shall be so designated by the Board of Directors. Budgets covering specific periods may be prepared from time to time by the Board of Directors and used by the Board as a basis of prescribing dues.

4.02 The Treasurer shall invoice all members, in writing, thirty (30) days prior to the end of the fiscal year. Dues must then be paid within sixty (60) days of the date invoiced.

4.03 Dues shall cover a fiscal year.

4.04 Any member whose dues are not paid when due will be considered Delinquent and shall lose all privileges of membership in the Association.

ARTICLE V – MEETINGS

5.01 Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) days, by mail, by or at the direction of the President, or the Secretary, or other officer or person calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at its address as it appears on the membership books of the Association, with postage thereon prepaid.

5.02 Annual Meeting. The annual meeting of the Association shall be held in December of each year. The annual meeting shall be for the consideration of such business as may properly come before it and for the installation of officers and directors. Written notice of the annual meeting shall be published in the October membership newsletter. Formal notice of the annual meeting shall be mailed at least seven (7) days before the date of the meeting to the last known address of each member

5.03 Meetings of the Board of Directors. The meetings of the Board of Directors shall be held monthly at the call of and at a place designated by the President once a month.

5.04 Meetings of the General Membership. The meetings of the general membership shall be held at the call of and at a place designated by the Board of Directors once a month **with the exception of the months that the Board approves not holding a meeting.**

5.05 Special Meetings. Special meetings of the Association may be called by the President, by the Board of Directors, or by a petition signed by a number equal to at least twenty (20) percent of the active membership.

5.06 Quorum. At all meetings of the Board of Directors, attendance of at least **2/3 of the sitting board members authorized to vote shall constitute a quorum. When a quorum is present, all questions may be determined by a majority vote of all directors present and voting.**

At a meeting of the general membership of the Association, those members present shall constitute a quorum. When a quorum is present, all questions may be determined by a majority vote of all members present and voting.

5.07 Order of Business. The order of business at all meetings of the Association shall be at the discretion of the presiding officer. The presiding officer except as to the extent the Board of Directors may otherwise provide, shall be the President, and in their absence, the Vice President, and in their absence, any person chosen by the members present. The Secretary of the Association shall act as secretary of all meetings, but in the absence of the Secretary, the presiding officer may appoint any other person to act as Secretary of the meeting. Robert's Rule of Order shall be the parliamentary authority in all points not covered herein.

ARTICLE VI – FISCAL YEAR

6.01 The fiscal year of the Association shall be the twelve (12) month period ending December 31. The fiscal year can be changed by a majority vote of the Board of Directors. All business of the Association shall be transacted on the basis of an elective year, which shall be the same as the fiscal year.

ARTICLE VII – GOVERNMENT

7.01 The government of the Association shall be vested in the Board of Directors consisting of the officers of the Association and the directors subject to the vote of the active membership of the Association.

7.02 Funds of the Association shall be withdrawn from the bank or banks with which they are deposited by the combination of the direction of the Board of Directors and the signature of the Treasurer.

ARTICLE VIII – BOARD OF DIRECTORS

8.01 Number, Tenure and Qualifications. The number of Directors shall never be less than ten (10), the number of Directors shall be determined from time to time by resolution of the Board of Directors amending this section. Only members in good standing are eligible to serve as a Director. The Board of Directors shall consist of four (4) Officers, plus up to twelve (12) Directors elected at large by the members and shall be elected as follows:

8.01.1 The four (4) Officers shall be elected as follows:

Each year at the Board of Directors meeting for the month of October, the Board of Directors shall nominate persons to positions of President, Vice-President, Secretary, and Treasurer from the Board of Directors that exist at that time. The list of nominees shall be mailed to the members, along with a notice of the November membership meeting, no less than fourteen (14) days prior to the date of the November meeting of the membership. Such elected officers will serve their respective offices and on the Board of Directors as of January 1 following their election and serve for a period of one (1) year unless re-elected.

8.01.02 The at large directors shall be elected by the active membership as follows:

The Nomination Committee consisting of not less than three (3) persons shall select nominees for each expiring directorship. The list of nominees shall be mailed to the members along with a notice of the November membership meeting, no less than fourteen (14) days prior to the date of the November meeting of the membership. In addition, other nominations may be made in writing to the Chairperson of the Nomination Committee no less than ten (10) days prior to the November meeting of the membership. The newly elected Directors shall take Office as of January 1 following the Annual Meeting and serve for a period of up to three (3) years unless re-elected.

8.02 Vacancies, Removal, Expulsion. Any Director may be removed from office for any cause at any time or special meeting of the Board of Directors by the number of votes equal to two-thirds (2/3) of the full Board of Directors. Any Director may resign upon written notice to the Secretary of the Association. Any vacancy on the Board of Directors occasioned by death, resignation or removal, including those created by an increase in the number of Directors, may be filled by the Board of Directors until the succeeding annual meeting by affirmative vote of a majority of the Directors then in office. Any Director who shall fail to attend three (3) meetings, either regular or special, of the Board of Directors present and voting at a regular or special meeting of the Board of Directors.

8.03 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 they are a member at which action on any corporate matter is taken shall be presumed to have assented to the action unless their dissent is noted in the minutes of the meeting or unless they file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forwards 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.

8.04 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 include one or more Directors elected by the Board of Directors plus such number of members as the Board of Directors deems appropriate. Each committee so designated shall have and may exercise such powers as may be provided in the resolution of the Board of Directors designating supplemented. Each such committee shall elect a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

Any act by such committee with the authority delegated to it shall be as effective for all purposes as the act of the Board of Directors. Action shall be taken by all committees by a vote of a majority of the members of such committee.

The Board of Directors shall have the right to review any of the action of any committee and such right to review shall include the right to modify any such action, provided that the Board of Directors shall indicate to the committee within thirty (30) days of any action that such action shall be reviewed. The Board of Directors itself may pass upon any action otherwise designated to a committee prior to and without any commit action.

8.05 Compensation. No director, except for the Treasurer, shall receive compensation for their service in such capacity but may be reimbursed for expenses incurred on behalf of the Association when approved by the Board of Directors.

ARTICLE IX – OFFICERS

9.01 Number. The principle officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, each of whom are nominated by the Board of Directors and elected by the general membership of the Association. The duties of the officers shall be those enumerated herein and any further duties designated by the Board of Directors. The duties herein specified for particular officers may be transferred to and vested in such other officers as the Board of Directors shall elect or appoint, from time to time, and for such periods or without limitation as to time as the Board shall order.

9.02 Qualifications. Only members in good standing are eligible to serve as an officer of the Association. No two (2) offices will be held by the same person, nor shall any business entity member have more than one (1) of its representatives serving as an officer at any given time. No officer shall serve in the same office capacity for more than two (2) consecutive years except the Secretary or Treasurer.

9.03 Election and Term of Office. The officers of the Association are to be elected annually by the Board of Directors pursuant to Section 8.01.1.

9.04 Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

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

9.06 Duties of the Officers. The duties of the Officers of the Board of Directors are as follows:

9.06.1 President. The President shall be the chief officer of the Association and, subject to the control of the Board of Directors, shall in general supervise all of the affairs of the Association. They shall, when present, preside at all meetings of the members and shall preside at all meetings of the Board of Directors. They shall have authority to sign, execute and acknowledge, on behalf of the Association, all contracts, reports and all other documents or instruments

necessary or proper to be executed in the course of the Association's regular business, or which shall be authorized by resolution of the Board of Directors. They may authorize the Vice President or other officers of the Association to sign, execute and acknowledge such documents or instruments in their place and stead. They shall make an annual report to the general membership at the Annual Meeting. The President shall cast a vote only in the event of breaking a deadlock vote. At the end of each fiscal year, the President shall appoint an independent auditor to review the records of the Treasurer. In general, they shall perform all such other duties as may be prescribed by the Board of Directors.

9.06.02 Vice President. In the absence of the President or in the event of their death, inability or refusal to act, or in the event for any reason it shall be impractical for the President to act personally, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors.

9.06.3 Secretary. The principle duties of the Secretary shall be to see that all notices and official correspondence are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall keep the minutes of the meetings of the members and the Board of Directors and keep a permanent record of the meetings in the minutes. The Secretary shall be the custodian of the official records of the Association entrusted to them. The Secretary in general shall perform all duties incident to the office of the Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to them by the President or by the Board of Directors.

9.06.4 Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Association. They shall receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories. The Treasurer shall report monthly, in detail, to the Board of Directors. Within sixty (60) days of the Annual Meeting of the Association, they shall inform the membership of all sums received and disbursed, all outstanding obligations, and such other matters as may be deemed proper for the prior fiscal year. The Treasurer shall assist the auditor appointed by the President with the annual review of the Association's records. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to them by the President or by the Board of Directors.

ARTICLE X – CONTRACTS, LOANS, CHECKS AND DEPOSITS

10.01 Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute or deliver any instrument in the name and on behalf of the Association, and such authorization shall be confined to specific instances.

10.02 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 a resolution of approval by at least two thirds (2/3) of the Board of Directors. Such authorization shall be confined to specific instances.

10.03 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 by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

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

ARTICLE XI – LIABILITY, INDEMNITY AND TRANSACTIONS

11.01 Liability of Directors and Officers. No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by them in good faith as a director or officer at the request of the Association if such person:

- A) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of their own affairs; or
- B) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or information furnished by officers of the Association which they had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which they may be entitled as a matter of law.

11.02 Transactions with the Association. The Board of Directors may from time to time authorize transactions by officers and directors with the Association. Any contract or other transaction between the Association and one or more of its directors, or between the Association and any firm of which one or more of its

directors are members or employees, or in which they are interested, or between the Association and any business entity of which one or more of its directors are members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such directors at the meeting of the Board of Directors of the Association, which acts upon, or in reference to, such contract or transactions, and notwithstanding their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the director present, such interested director(s) to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE XII – AMENDMENTS

12.01 By Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the majority vote of the membership present at a regular meeting provided proper notice of amendments or repeal is given. All amendments to these Bylaws shall be presented to the general membership at one (1) general membership meeting prior to voting. Prior to voting, all amendments to the Bylaws shall be presented and **made available on HSBPA Website or mailed upon request** to the full membership no less than ten (10) days prior to the general meeting of the membership in which the vote is to be conducted

12.02 Implied Amendments. Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by a two thirds (2/3) affirmative vote of the directors in attendance at a meeting of the Association so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws have been temporarily amended or suspended so far but only so far, as is necessary to permit the specific action so taken or authorized.

Upon discovery, any and all implied amendments must be presented to the general membership for ratification by a two thirds (2/3) majority vote of those in attendance provided proper notice is given. All such amendments to these Bylaws shall be presented to the general membership at one (1) general membership meeting prior to voting. Prior to voting, all amendments to the Bylaws shall be presented and **made available on HSBPA Website or mailed upon request** to the full membership no less than ten (10) days prior to the general meeting of the membership in which the vote is to be conducted.

ARTICLE XIII – LIMITATIONS

13.01 Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by the Association.

13.01.1 Exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) thereof (or the corresponding provisions of any future Internal Revenue Law of the United States); and

13.01.2 Contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Internal Revenue Law of the United States); and

13.01.3 Classified as other than a private foundation under Section 509(a)(1) or (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any Future Internal Revenue Law of the United States).

13.02 Prohibition Against Sharing in Association Earnings. No director, officer or member of a committee of, or a person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent either the payment to any such person of reasonable compensation for services to be rendered to or for the benefit of the Association or the reimbursement of expenses incurred by any such person on behalf of the Association, in connection with effecting any of the purposes of the Association and no such person or persons shall be entitled to share in the distribution of any of the assets upon the dissolution of the Association. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be disposed of exclusively for the purposes of the Association in such manner, or to such

organization or reorganizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Internal Revenue Law of the United States), as the Board of Directors shall determine.

Adopted this _____ day of _____, 2009, by all the Directors of the Howard-Suamico Business and Professional Association, Inc.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____