

CONSTITUTION AND BY-LAWS
of the
SHEBOYGAN CONTRACTORS ASSOCIATION

Revised September 14th, 2011

ARTICLE I. NAME AND CHARACTER

The name of this organization shall be “Sheboygan Contractors Association”. It shall be an unincorporated voluntary organization, organized for the purposes hereinafter set forth.

ARTICLE II. PURPOSES

The purposes of this organization shall be as follows:

- 1) To unite the contractors and dealers engaged in the building trades of Sheboygan County, Wisconsin, and others eligible to membership in order to enjoy the advantages of the mutual improvement of their several crafts;
- 2) To advance the crafts of the building trades and to protect the interests of the members, individually and collectively, with due respect for the interests of the public;
- 3) To maintain equitable and satisfactory relations with employees of the crafts, to assist craft education, to encourage training of apprentices, and to advance the skill and knowledge of all engaged in the several crafts, either as contractors or as employees;
- 4) To cooperate with the manufacturers and distributors of materials used in the several crafts, for the improvement of such materials, and the giving of correct information to the crafts and to the public for their qualities and uses;
- 5) To maintain fair standards of work among members of the craft in their services to their several communities in Sheboygan County;
- 6) To establish and maintain uniformity in commercial usages by rules and regulations; to acquire, preserve, and disseminate business information; to adjust differences and settle disputes between members, or between members and others, and in general to adopt other purposes conducive to the best interests of its members.
- 7) This association is organized exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the

Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

ARTICLE III. MEMBERSHIP

Members in this organization shall be of two classes: active and honorary. Individual, corporation or partnership members shall have one vote for each paid membership, as hereinafter more fully set forth. Whenever the term "member" is used hereinafter, the same shall apply to individual, corporation, or partnership members.

Active members shall be active, reputable persons, corporations or partnerships engaged in any building trade or in the manufacture, sale, or distribution of building materials in the County of Sheboygan. Active members shall be the only ones entitled to vote.

Honorary members shall be individuals who have retired from active business and other individuals who have performed conspicuous and meritorious service or achieved distinction in the building trades in the County of Sheboygan.

Members shall be admitted, expelled, or permitted to withdraw as fully set forth in a special article hereinafter.

ARTICLE IV. OFFICERS

The officers of this organization shall consist of a president, vice-president, secretary and treasurer, and five (5) additional directors, one of whom shall be the immediate past president.

Their election, eligibility and duties shall be fully set forth hereinafter. By a vote of the organization, the office of secretary/treasurer may be held by the same person. The president shall not serve for more than two (2) consecutive years.

The officers shall consist of active individual members, representatives of active member corporations or representatives of active partnership members, who are in good standing with said organization.

ARTICLE V. MEETINGS

The annual meeting of this organization shall be held on the second Wednesday in November of each year at which officers shall be elected, and any other business which may become necessary may be transacted. Regular meetings shall be held on the second Wednesday of each month. If any such Wednesday is a legal holiday, the meeting shall be held on the next day thereafter.

Special meetings may be called by the president or, in his absence, by the vice-president on the written request of five members of the organization. At least ten (10) days notice of special meetings shall be given, by mail, to all members by the secretary.

ARTICLE VI. ADMISSION OF MEMBERS

1) The name of any individual, corporation, or partnership desiring to become a member of the Association shall be submitted by the membership committee to the Board of Directors for consideration, and which Board of Directors shall present its recommendation of such application to the membership for election. Applicants shall be admitted to membership in the Association upon receiving not less than a 90% vote of the active members present at any valid meeting, in favor of their admission, which vote shall be by written ballot. The applicant for membership shall agree in the application that, provided he or it is admitted to membership, he or it will sign a membership roll and abide by all the rules of the Association. Each member firm shall designate a representative for each paid membership. No application shall be received unless the proposed member shall have been engaged in business for at least one year within the County of Sheboygan.

2) Each application for membership shall be accompanied by the initiation fee to be determined as hereinafter provided. In case any person elected to membership does not comply with the requirements herein provided, within one month after receipt of notice of election, he shall forfeit all rights to membership, but such right may be restored by a two-thirds (2/3) vote of the Board of Directors.

3) The name and business address of all members shall be kept by the secretary of the Association.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President shall preside at the meetings; be chairman of the Board of Directors; appoint special and standing committees unless otherwise ordered by the members present; direct the secretary to mail notice of all meetings; countersign all checks; countersign certificates of membership, and have the deciding vote in case of a tie.

Section 2. The Vice-President shall preside at meetings and perform all other duties of the president in his absence.

Section 3. The Secretary shall keep a record of all meetings; shall give notice of all meetings; receive all applications for membership; notify all new members of their election; issue all certificates of membership; and do all other duties properly belonging to his department or required by the president or by the Board of Directors.

Section 4. The Treasurer shall receive all moneys; keep a record of the accounts of the Association in books provided for that purpose; be authorized by the Board of Directors to pay all budgeted and regular expenses of the Association and to pay other expenditures as approved by the membership, said payments to be by check signed by the treasurer and countersigned by the president; and monthly render to the membership a full account of all moneys received and dispersed, and to the Board of Directors whenever called upon to do so.

Section 5. The Board of Directors shall consist of the officers above named, the immediate past president and four (4) other individuals elected as provided for hereinafter, and subject to the other requirements contained herein. The Board of Directors shall manage and control the affairs of the Association, fix the compensation of officers or employees, appoint all employees, and, in general, shall act for the Association on any question which does not require the vote of the membership, including all grievance matter. Regular meetings of the Board of Directors shall be held preceding the regular meetings of the members, and special meetings may be called at any time by the president. A majority of the Board of Directors shall constitute a quorum.

ARTICLE VIII. COMMITTEES

The standing committees of the Association and their duties shall be as follows:

(1) Nominating Committee – The Nominating Committee shall consist of all past presidents who are active members in good standing of the Association, or who are representatives of active corporate or partnership members. The immediate past president of the Association shall act as chairman, or if he is not eligible, the past presidents shall elect a chairman. It shall be the duty of the Nominating Committee to present the names of persons to be elected to the various offices at the meeting preceding the one at which an election is held, and in their discretion they may present names of one or more candidates for each office.

(2) Entertainment Committee – The Entertainment Committee shall make arrangements for such social functions as it may, from time to time, decide to conduct for the organization.

(3) Finance, Budget & Auditing Committee – The Finance Committee shall have general supervision of the property of the Association, and may annually submit for adoption a budget for the expenditure of the income of the organization, properly classified as to the various classes of expenditures, and shall annually audit the books of the organization and make its report to the membership.

(4) Membership Committee – The Membership Committee shall consider all applications for membership and submit its report to the Board of Directors.

(5) Apprenticeship Committee – The Apprenticeship Committee shall advance the various crafts represented in the Association; devise ways and means of assisting craft education; encourage training of apprentices, and devise ways and means of advancing skill and knowledge of all persons engaged in the various crafts represented either as contractors or as employees. There shall be no more than one person from any one trade or business represented in the membership of the Apprenticeship Committee.

(6) Legislative Committee – The Legislative Committee shall have charge of all matters pertaining to legislation in which the members of the Association are

interested, and shall present from time to time a summary of all matters of legislative nature which are of interest to the organization.

(7) All committees shall be appointed annually by the president within 10 days after his installation, and such committees shall consist of at least three (3) persons who are eligible to become officers, and as many more as may be decided by the membership at a valid meeting. In addition to the duties outlined above, they shall also perform such other duties as may, from time to time, be delegated to them by the president, by the Board of Directors, or by the vote of membership at a meeting. No more than one person from a corporation or partnership member shall be appointed on any one committee. Special committees, from time to time, may be appointed by the president, as circumstances may require, and as authorized by the Association. Committees must receive approval of the Board of Directors for all proposed expenditures.

ARTICLE IX. ELECTION AND VOTING

The officers provided for in Article IV shall be elected at the annual meeting of the Association. Names of the candidates shall be submitted at the preceding meeting by the Nominating Committee. Additional candidates may be nominated from the floor at this meeting or at the regular election meeting provided that each nomination shall be seconded. The vote shall be by secret ballot, and each paid membership shall have one vote as hereinafter provide for. No votes shall be counted except upon ballots provided by the tellers. A majority of valid votes for any candidate shall constitute an election.

Two (2) directors shall be elected each year to serve two (2) year terms, and the retiring president shall ex officio be a member of the Board of Directors to hold office until new officers are installed, making a total of five (5) directors.

All officers shall hold their office until their successors are installed at the December meeting.

Vacancies in any office shall be filled by the Board of Directors by appointment, including members of such board of Directors, which appointees shall serve until new officers are installed.

One vote for each paid membership may be cast by the designated representative of an active individual, corporate or partnership member present at any election, or upon any question to be voted upon by the membership.

ARTICLE X. MISCELLANEOUS

Section 1. Initiation Fees and Dues – The initiation fee and dues for admission to this organization shall be determined annually by the organization at a valid meeting. The fees and dues in force shall continue until new ones are fixed. Dues of a new member shall be assessed pro rata for the unexpired portion of the calendar year in which he is elected and must be paid not later than one month after election to membership. Failure to pay such fees or any part thereof shall

result in forfeiture of the amounts paid and all rights to membership, but such rights may be restored by a two-thirds (2/3) vote of the Board of Directors.

Section 2. Honorary Membership – Applicants for honorary membership must have actively represented their member firm at the Sheboygan Contractors Association during the immediate preceding fifteen (15) years.

The number of honorary memberships granted to member firms shall be no greater than the number of regular memberships maintained by that member firm for the preceding fifteen (15) years.

Members qualifying for honorary membership shall be notified of their eligibility by the Sheboygan Contractors Association.

Applicants for honorary membership must apply to the Board of Directors for consideration, and such application must be approved by the Board and by the membership.

The Board of Directors may waive any or all of the above requirements for honorary membership in presenting recommendation for approval to membership.

Honorary members shall be entitled to attend all regular meetings and all special functions of the organization. Honorary members will be entitled to free regular dues, but will be assessed as are regular members for special functions.

Section 3. Any member may be expelled from membership by a majority vote of the members at a valid meeting of the organization.

Section 4. The procedure of the organization at all of the meetings of the membership, of the Board of Directors and of the committees shall be governed by Robert's Rules of Order.

Section 5. Quorum – Ten active members of the organization shall constitute a quorum at any of its meetings; a majority of the members of the Board of Directors shall constitute a quorum of that Board, and a majority of the members of any committee shall constitute a quorum for such committee meeting.

Section 6. Amendments – Additions, alterations, or amendments to these articles may be made by a two-thirds (2/3) majority vote of the members present at any valid meeting, provided however that all members have been notified, by mail, of such proposed addition, alteration, or amendment at least two weeks prior to the meeting at which such vote is to be taken.

Section 7. Political – No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 8. Dissolution – Upon the winding up and dissolution of the association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the association shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the association shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 9. Federal Tax Exempt Requirements – Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

President

Vice President

Secretary

Treasurer

Date: _____