

# **Welsh Club of the Milwaukee Area, Inc.**

## **Bylaws**

### **ARTICLE I - NAME**

The name of the organization shall be the Welsh Club of the Milwaukee Area, Inc.

### **ARTICLE II - PURPOSE**

The organization is organized exclusively for educational, charitable and scientific purposes as meant and within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, which includes the following specific purposes:

Section 1. To keep alive the heritage, traditions and characteristics of the Welsh people.

Section 2. To promote interest in civic affairs and community welfare.

Section 3. To maintain bonds with people of North America of Welsh heritage or interest.

### **ARTICLE III - MEMBERSHIP**

Section 1. Membership is open to anyone of Welsh heritage or those interested in Welsh traditions.

Section 2. Classes of members will be established by the board of directors.

Section 3. Dues shall be determined by the board of directors.

### **ARTICLE IV - OFFICERS AND DIRECTORS**

Section 1. A Board of Directors shall represent, vote and act for the membership in all the organization's affairs.

Section 2. Election of Members of the Board of Directors. The Board of Directors to be elected annually by the organization's Membership at the Annual Meeting, held in February each year. Nominations for Membership of the Board of Directors to be received by the Secretary no later than December 31 of the previous year. The Board of Directors at their January meeting to qualify the nominations for presentation at the Annual Meeting.

Section 3. Members of the Board of Directors. The Board of Directors shall consist of nine (9) Members. Eight (8) Members elected by a simple majority of the Member's present at the Annual Meeting of the organization. The immediate retiring Past-President is automatically without election, the ninth Member of the Board.

Section 4. Directors' Term of Office. Directors shall hold office for a term of one year. A Director can serve for five (5) consecutive year terms. Re-election to a new maximum five annual terms of Directorship must be preceded by a period of at least one year when the person is not a Director. Directors can serve a maximum of ten (10) terms. Terms need not be sequential.

Section 5. Vacancies. In the event of a vacancy occurring on the Board, the Board of Directors shall designate a qualified member to fill any vacancy on the Board of Directors until the next regular opportunity available to the membership for the election of a successor.

Section 6. Compensation. No member of the Board of Directors will be compensated for his or her services. They may be reimbursed for any expenditures made on behalf of the organization.

Section 7. Officers. The officers shall be a President, a Vice President, a Treasurer, and a Secretary. The Officers to be elected annually by the Board of Directors at their first meeting following the Annual Meeting of the organization, and no later than March 1 in any year. Members and Officers to be presented to the Organization's Membership at the Annual St David's Day Banquet in March of each year, or failing such event being held, at the first meeting of the Membership held after March 1 each year.

Length of Term for Officers. Each Officer to serve a term of one (1) year.

**The President** to serve a maximum two (2) consecutive terms. Re-election to a further term must be preceded by a period of at least one year when as a Director the person is not eligible to be elected as an Officer. Presidents can serve a maximum of four (4) terms of office. Terms need not be sequential.

The President shall preside at all meetings of the membership and act as the Chairman of the Board of Directors. The President shall give an Annual Report on the previous year to the Membership at the Annual Meeting, and together with a forward view for the upcoming year, at the Annual St. David's Day Banquet.

The President will serve as chief executive officer, exercising general supervision over the work and activities of the Club and perform such other duties as usually pertain to the office of the President.

**The Vice-President** to serve a maximum five (5) consecutive terms. Re-election to a further term must be preceded by a period of at least one year when as a Director the person is not eligible to be elected as an Officer. Vice-Presidents can serve a maximum of ten (10) terms of office. Terms need not be sequential.

In the absence or incapacity of the President, the Vice President shall perform the duties of, and have the same authority as the President, and shall perform such other duties as pertain to the office of Vice President.

**The Treasurer** to serve a maximum five (5) consecutive terms. Re-election to a further term must be preceded by a period of at least one year when as a Director the person is not eligible to be elected as an Officer. Treasurers can serve a maximum of ten (10) terms of office. Terms need not be sequential.

The Treasurer shall present the Annual Financial Statement and Budget to the Members at the Annual Meeting. The Treasurer shall submit financial reports to the Board of Directors and provide reports to the Membership as requested. The Treasurer shall deliver audited books to any newly elected successor following the election of new officers.

**The Secretary** to serve a maximum five (5) consecutive terms. Re-election to a further term must be preceded by a period of at least one year when as a Director the person is not eligible to be elected as an Officer. The Secretary can serve a maximum of ten (10) terms of office. Terms need not be sequential.

The Secretary shall act as Secretary at all meetings of the Club and the Board of Directors and keep a permanent record of their proceedings. The Secretary shall also maintain all legal documents of the Club.

Additional Duties. All officers shall perform such other duties as may be assigned to them by the Board of Directors.

## **ARTICLE V – BOARD OF DIRECTORS, COMMITTEES and MEETINGS**

The Board of Directors shall approve the creation and elimination of committees and the appointment of committee heads to achieve the mission and operation of the organization. Any contracts or financial commitments made on behalf of the organization must have prior approval of the Board. The President is an Ex-Officio voting member of all committees.

The Board of Directors shall constitute a Budget Committee and shall prior to the beginning of each fiscal year, prepare an annual budget. The Annual Budget shall be approved by a majority of members in attendance at the Annual Meeting.

No monies shall be expended unless authorized through approval by the Board of Directors including the necessary and reasonable expenses incurred by an officer or director in performance of his/her duties.

Robert's Rules of Orders shall be the Rules of Orders of the Annual Meeting, Board and all Committees.

## **ARTICLE VI - OPERATION OF THE ORGANIZATION**

The Organization shall operate, and shall receive, hold, use and dispose of its funds and property, after providing for expenses incident to its operation, exclusively for the purposes of its organization. No part of the net earnings or assets of the Organization shall inure to the benefit of any private individual or other person having a personal or private interest in the activities of the Organization, except that the Organization shall be authorized to pay reasonable compensation for necessary services actually rendered to it and to make payments and distributions for the purposes of the Organization. No dividends or pecuniary profits or liquidation dividends or distributions shall be declared or paid. Supplementary to the purposes of this club, this Organization may engage or participate in any activity, business or enterprise to procure funds for the purposes of the Organization but only, however, to the extent that such activity, business or enterprise will not jeopardize the tax-exempt status of the Corporation.

The Corporation shall exercise any, all and every power which a non-profit corporation, organized under the provisions of the Non-Profit Law of the State of Wisconsin for educational, scientific and charitable purposes,

all for the public welfare, can be authorized to exercise, but not for any other purpose. None of the activities, funds, property or income of the corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the corporation nor its officers or directors shall, as such, contribute to or otherwise support or assist any political party or candidate for elective public office.

The corporation shall maintain a registered agent in the State of Wisconsin whose address will be identical with the principal office of the corporation. The registered agent may be changed from time to time by resolution of the Board of Directors and filing of statement with the Wisconsin Department of Financial Institutions in accordance with provisions of the Wisconsin Statutes.

## **ARTICLE VII - DISSOLUTION**

If the Organization proves unable to carry out the purpose for which it was created, the Organization shall be dissolved in accordance with law. Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision of the payment of all liabilities of the Organization, dispose of all of its assets to a 501(c)(3) organization chosen by the Board.

## **ARTICLE VIII - AMENDMENTS**

The Bylaws of the Organization may be amended, altered, or repealed provided:

1. the action receives a vote of the majority of the Board of Directors at a meeting of the Board,
2. the action will not cause the Organization to be disqualified as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code,
3. all amendments are consistent with the Articles of Incorporation, and
4. receives approval by a two-thirds vote of the membership in attendance at a membership meeting.

## **ARTICLE IX - FINANCES**

Section 1. Fiscal Year. The Fiscal Year shall commence on January 1 and shall end on December 31.

Section 2. Dues. Membership dues shall be determined by the Board of Directors. If a person has not paid their dues by March 1 of each year, membership shall be terminated for non-payment and the individual shall not be entitled to the privileges of the Organization.

Amended at the Annual Meeting Held February 2nd, 2019.