

BYLAWS
OF
WISCONSIN ATHLETIC DIRECTORS ASSOCIATION, INC.
a Wisconsin Corporation
(Adopted 9th day of November, 2004)

ARTICLE 1 - NAME

- 1.1 Name.** The name of the corporation shall be Wisconsin Athletic Directors Association, Inc. (WADA).
- 1.2 Seal.** The corporation shall not have a corporate seal.

ARTICLE 2 – VISION / MISSION

- 2.1 Vision.** The vision of WADA is to enhance, preserve, respect and promote interscholastic athletic programs and the profession of athletic administration.
- 2.2 Mission.** The mission of WADA is to:
- A.** Respect and promote the educational aspects of interscholastic athletics and preserve their place in the total educational program;
 - B.** Foster a working relationship an effective system for an exchange of ideas between WADA, the WIAA member schools, NFHS and the NIAAA.
 - C.** Promote the professional growth and image of interscholastic athletic administrators.

ARTICLE 3 – PURPOSE

- 3.1 Purpose.** The purpose of the WADA shall be to:
- A.** Advance the standards of leadership, sportsmanship, physical and emotional well-being in the program of interscholastic athletics, further developing citizenship qualities in student-athletes;

- B.** Coordinate the efforts of its members toward enhancing and promoting participation in interscholastic athletics at local, regional and state levels;
- C.** Encourage educational agencies to respect and value interscholastic athletics as an integral part of the curricula of schools;
- D.** Improve the quality and diversity of interscholastic athletics by responding to changing interests of student population demographics;
- E.** Provide recognition for outstanding interscholastic athletic and academic achievement through awards and scholarships to Wisconsin student-athletes;
- F.** Promote leadership through involvement in WADA, WIAA, and in the NIAAA;
- G.** Provide a method for ongoing mentoring support of WADA members;
- H.** Encourage advanced professional certification and provide opportunities for advanced training courses; and workshops; and
- I.** Recognize and promote outstanding athletic administrators through local, district, state and national awards.

ARTICLE 4 – MEMBERS

4.1 Statement of Non-Discrimination. WADA and its officers, employees, agents, representatives, and directors shall not discriminate on the basis of sex, race, color, national or ethnic origin in the administration of its educational policies, scholarship and programs, membership, selection of directors, officers, committee members, or in any other respect or in any other manner.

4.2 Membership Classification. There shall be four classifications of membership in this corporation.

A. Voting Members. Voting members shall have all privileges of membership and shall each be entitled to one vote on any matter requiring a vote of the members. Proxy voting shall not be permitted.

i. Active Membership. A person is qualified to become an Active Member of this corporation with full privileges and benefits if the member is directly and professionally involved in the administration and/or supervisory responsibilities of the interscholastic athletic program in Wisconsin high schools, and junior high/middle schools. The individual shall agree to comply with the Articles of Incorporation and the Bylaws of this corporation and shall have voting privileges

upon submitting membership dues. Active Members may have the option to purchase a Life Membership for a fee established from time to time by the Board of Directors.

ii. Retired Membership. A person who is retired from athletic administration and has been an Active Member of this corporation will receive all benefits as provided by the corporation with the exception of holding office. The retired member shall agree to comply with the Articles of Incorporation and the Bylaws of this corporation. The Retired Member shall retain voting privileges and be exempt from paying membership dues.

B. Non-Voting Members. Non-voting members shall be other interested persons whose applications for membership has been approved by the Board of Directors. Non-voting members shall be entitled to attend meetings and have any other privileges as may be granted by the Board of Directors, but they shall not be entitled to vote.

i. Associate Membership. Associate Membership is extended to persons formerly involved in the administration of interscholastic athletics in Wisconsin; persons who were an Active Member of this corporation but no longer qualify for that membership classification because of a change in employment or job classification; and persons who are currently involved in athletic administration in surrounding states. The Associate Member shall agree to comply with the Articles of Incorporation and the Bylaws of this corporation and must pay membership dues. Associate Members shall not have voting privileges.

ii. Honorary. The Board of Directors may bestow Honorary Membership on individuals. Honorary Members shall be exempt from paying annual dues and paying registration fees for the annual WADA workshop. Honorary members shall not have voting privileges.

4.3 Removal of Members. Upon the recommendation of the Board of Directors, members may be removed by a vote of two-thirds of the Directors present at a meeting of the Board of Directors at which a quorum is present.

4.4 Membership Year. The membership year of the corporation begins on the first day of the Annual Meeting.

4.5 Dues. The Board of Directors shall by resolution establish dues for Active and Associate Members. Annual membership dues are payable upon registration for the annual WADA workshop. Members who fail to renew their annual membership shall forfeit all privileges and benefits until said dues are received.

4.6 Meetings of the Members.

A. Annual Meeting. In each calendar year, an Annual Meeting of the members shall be held during the month of November. The Board of Directors shall publish on the corporation's website a meeting agenda at least 30 days in advance of the Annual Meeting.

B. Place of Meetings. The Annual Meeting will be held within the state of Wisconsin, at a site determined from year to year by the Board of Directors.

C. Voting. All members in good standing, with the exception of Associate and Honorary Members, shall be eligible to vote, and shall have one vote on any matter requiring a vote of the members. Unless otherwise specified in these Bylaws, any action shall be based on a majority of the voting members present. Proxy voting shall not be permitted.

D. Quorum. The presence of a majority of the members of the corporation entitled to vote shall constitute a quorum for the transaction of business at any meeting of the members.

E. Procedure. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present and voting. The President shall appoint a parliamentarian for the Annual Meeting.

F. Adjournment. Meetings may be adjourned from time to time without further notice.

4.7 Member Representatives. The four categories of member representation are District Representative, District Gender Representative, Women's Caucus Representative and Middle Level Caucus Representative. The District Representative and the Women's Caucus Representative and Middle Level Caucus Representatives serve on the Board of Directors.

A. District Gender Representative. One Gender Representative is elected from each of the 7 WIAA Districts following the election of the District Representative. Gender Representatives are elected from Districts 1, 3, 5 and 7 in odd numbered years and from Districts 2, 4 and 6 in even numbered years. The Gender Representative shall be a person of the opposite gender as the District Representative.

i. Tenure. District Gender Representatives are elected for a two-year term and may succeed themselves in their respective office for no more than two elected, two-year terms in succession.

ii. Nominations and Elections for District Gender Representatives.

Nominations and elections for Districts 1, 3, 5 and 7 shall be held at the corporation's annual respective District Caucus Meetings during odd numbered years and for Districts 2, 4 and 6 will be held during even numbered years. Newly elected representatives will assume their responsibilities at the end of the Annual Meeting.

iii. Voting Process. The vote for Gender Representative shall occur following the election of the District Representative and shall be for a person of the opposite gender as the District Representative. The individual nominated for Gender Representative who receives the majority of votes cast at their respective District Caucus Meeting shall be declared the winner. If no candidate receives the majority of the votes cast, then the two top vote recipients shall contest for the position in a runoff election. The individual then receiving the most votes shall be declared the winner.

B. Gender Representative Duties. The Gender Representative serves along with the District Representative on the WIAA Sports Advisory Committee. The gender representative assists the District Representative in running the fall and spring District Caucus Meetings.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Number. The number of Directors comprising the Board of Directors shall be eighteen (18). The number of voting members of the Board of Directors shall be thirteen (13). The management of the corporation shall be vested in a Board of Directors consisting of the following voting Directors: four (4) Executive Officers, seven (7) District Representatives, one (1) Women's Caucus Representative and one (1) Middle Level Caucus Representative. Each director shall hold office until a successor is elected or appointed in the event of vacancy or removal. Also appointed to the Board of Directors as ex-officio, non-voting members are one (1) retired athletic director, one (1) NIAAA Liaison, one (1) WIAA Liaison, one (1) Information Coordinator and one (1) Treasurer.

5.2 Logo. The Board of Directors shall have the authority to approve an official WADA logo and shall determine the uses and functions of such logo. A Wisconsin trademark registration has been filed for the WADA logo.

5.3 Appointments.

A. Vacancies. The Board of Directors will elect and by two-thirds majority vote of the Directors present appoint persons to fill vacancies that may occur on the Board of Directors, inclusive of Officers if positions cannot be filled by guidelines established in this document. Such elected Directors shall serve until a special election is held at the next Annual Meeting.

B. Special Liaisons. The President shall appoint a Retired Athletic Director and a NIAAA Liaison to serve on the Board of Directors as non-voting members. These Directors will serve two-year terms. The WIAA will recommend the individual to serve as the WIAA Liaison to the WADA Board of Directors with the consent of the President.

C. Information Coordinator. The President shall appoint an Information Coordinator to serve as a non-voting member on the Board of Directors following an application and interview selection process. If a vacancy occurs, the President may appoint an interim person to fill the position until a replacement can be attained through the application and interview selection process.

D. Treasurer. The President shall appoint a Treasurer to serve as a non-voting member on the Board of Directors following an application and interview selection process. If a vacancy occurs, the President may appoint an interim person to fill the position until a replacement can be attained through the application and interview selection process.

5.4 Removal. The Board of Directors may remove any elected and/or appointed Officer, Board Member or Special Liaison by a two-thirds vote of all Directors, whenever in the Board of Directors judgment said removal is in the best interest of the corporation.

5.5 Meeting of Director.

A. Annual Meeting. There shall be an annual meeting of Board of Directors held during the month of November during each calendar year immediately following the meeting of the members. The Board of Directors shall give at least 30 days notice of the Annual Meeting at the same time and by the same means as notice is given of the Annual Meeting of the members.

B. Regular Meetings. The Board of Directors shall meet on the Sunday prior to the corresponding date of the WIAA Sports Advisory Committee and at such other times as directed by the President. Agendas for regular meetings shall be published on the corporation's website 3 days in advance of the meeting. Minutes from all board meetings shall be published on the WADA web site in a timely manner follow all regular and special meetings of the Board of Directors.

C. Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the voting members of the Board of Directors.

D. Quorum. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

E. Voting. The Board of Directors, by a two-thirds vote, shall take action on any matter requiring a vote. Proxy voting shall not be permitted. Only voting members may present and second motions before the Board of Directors. Ex-Officio members shall not vote and may not present and second motions.

F. Alternate Voting Procedures. Acting by unanimous written consent or conducting meetings telephonically shall be permitted to the extent and under the conditions permitted by laws of the State of Wisconsin.

G. Procedure. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of Directors of Directors.

5.6 Compensation. Members of the Board of Directors, with the exceptions of the Information Coordinator and Treasurer, shall receive no compensation, but shall be entitled to reimbursement of out-of-pocket expenses as approved by the Board of Directors.

A. Information Coordinator. The Board of Directors will determine an annual stipend appropriate to the duties and responsibilities of the Information Coordinator.

B. Treasurer. The Board of Directors will determine an annual stipend appropriate to the duties and responsibilities of the Treasurer.

ARTICLE 6 – OFFICERS

6.1 Number. The number of Officers of this corporation shall be four (4) and shall be Past President, President, President-elect and Vice President.

6.2 Tenure. Each of the Officers serves a total of four, one-year terms starting as Vice President and advancing annually into subsequent positions of President-elect, President and Past-president. New Officers shall assume their duties at the conclusion of the Corporations Annual meeting in November. The Officers shall hold their respective annual positions until a successor is elected.

6.3 Qualifications for Holding an Officer Position. Being an Officer of this corporation requires a four (4) year written commitment from the candidate and the candidate's administrator—the first year as Vice President, the second year as President-elect, the third year as President, and the fourth year as Past President. All Officers of the corporation shall be an Active Member of the corporation in good standing, and shall have responsibility in athletic administration.

6.4 Past President. The Past President shall serve in an advisory roll to the President and act as the host for the Five State Exchange. The Past President shall perform duties as assigned by the President.

6.5 President. The President shall preside at meetings of the corporation and at meetings of the Board of Directors. The President shall report at each Annual Meeting on the operations of the corporation during the preceding fiscal year. The President may sign all papers, orders and documents which the Board of Directors shall have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to another Officer or agent of the corporation. The President, in general, shall perform all duties as may be incumbent upon the President's office or as may be prescribed from time to time by the Board of Directors and the Bylaws.

6.6 President-Elect. The President-elect shall assume the duties of the President if the President is unable to act or if the President is absent and shall have all the powers and be subject to all the restrictions upon the President. The President-Elect shall perform duties as assigned by the President and serve as the WADA Liaison on the WIAA Board of Control. The President-Elect shall work with the President to maintain an ongoing program and smooth transition of office in line with the objectives of the corporation.

6.7 Vice President. The Vice President shall serve as Political Action Chairperson promoting the welfare of interscholastic athletics and WADA. The Vice President shall perform duties as assigned by the President and assist the President in coordinating the Annual Workshop.

6.8 Election of Vice President. The election of the Vice President will be held every year at the Annual Meeting of the members.

A. Nomination Process of the Vice President.

- i.** A written declaration of candidacy must be received by the Elections Chairperson prior to October 1 of the election year.
- ii.** Declared candidates will be duly nominated at the Opening General Session of the Annual Meeting of the members.

iii. If no declarations of candidacy are received by October 1, additional nominations from the floor at the Annual Meeting of the members will be allowed.

iv. At the Opening General Session, each nominee shall be allowed two supporting nomination speeches of no longer than two minutes each.

B. Voting Process.

i. Elections will be held by written ballot at the Annual Meeting.

ii. The position of Vice President will be selected by a simple majority of the votes cast by the members of the corporation.

iii. If upon counting the first ballot, no candidate has received a majority, the teller shall announce the results with the candidates arranged in order of votes (highest to lowest). The chair shall declare no election and a second ballot will be cast with the following provisions.

a. Three candidates – the two candidates receiving the greatest number of votes will be placed on the second ballot (eliminate one).

b. Four candidates - the two candidates receiving the greatest number of votes will be placed on the second ballot (eliminate two).

c. Five or more candidates – the three candidates receiving the greatest number of votes will be placed on the second ballot.

iv. If no single candidate receives a majority of the votes on the second ballot, a third ballot will be cast following the provisions of a 3-candidate ballot.

ARTICLE 7 – INFORMATION COORDINATOR AND TREASURER

7.1 Information Coordinator. The Information Coordinator shall keep the minutes of the meeting of the Board of Directors and Annual Meeting of the members; ensure that all notices are duly give in accordance with the provision of these Bylaws or as required by law; be custodian of the corporation's records; maintain the corporation's web site; and perform other duties as delegated or assigned by the President and/or Board of Directors.

7.2 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds, properties and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks and other depositories as shall be selected in accordance with these Bylaws; and in general perform all of the duties incident to the position of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to the Treasurer by the Board of Directors. Any member of the Board of Directors may inspect all records and books, for any proper purpose at any reasonable time.

ARTICLE 8 – BOARD REPRESENTATIVES

8.1 Number. The number of representatives serving on the Board of Directors shall be nine (9), and shall consist of one (1) District Representative from each of the seven (7) WIAA Districts, one (1) Women’s Caucus Representative; and one (1) Middle Level Caucus Representative.

8.2 Tenure. A District Representative or Caucus Representative is elected for a two-year term and may succeed themselves in their respective office for no more than two elected, two-year terms in succession. Newly elected representatives will assume their responsibilities at the end of the Annual Meeting of the members.

8.3 Qualifications for Holding a Representative Position. To qualify to be a Representative, an individual shall be an Active Member of the Association in good standing; and shall have responsibility in athletic administration.

8.4 District Representatives. Each of the seven (7) District Representatives shall serve on the corporation’s Board of Directors and shall act on all matters pertaining to membership and legislation in accordance with the Articles of Incorporation and the Bylaws. The District Representative shall be a liaison between the members of their District and the Board of Directors. The District Representative is responsible for conducting their respective District Caucus Meetings at the Annual Meeting and in the spring of each year. The District Representative along with the District Gender Representatives shall serve on the WIAA Sports Advisory Committee.

8.5 Women’s Caucus Representative. The Women’s Representative shall serve on the corporation’s Board of Directors and shall act on all matters pertaining to membership and legislation in accordance with the Articles of Incorporation and the Bylaws herein. The Women’s Caucus Representative shall be a liaison between members of the Minority Caucus and the Board of Directors. The Women’s Caucus Representative is responsible for conducting the Women’s Caucus Meeting at the Annual Meeting of the members.

8.6 Middle Level Caucus Representative. The Middle Level Caucus Representative shall serve on the corporation's Board of Directors and shall act on all matters pertaining to membership and legislation in accordance with the Articles of Incorporation and the Bylaws. The Middle Level Caucus Representative shall be a liaison between members of the Middle Level Athletic Directors and the Board of Directors. The Middle Level Caucus Representative is responsible for conducting the Middle Level Caucus Meeting at the Annual Meeting of the members.

8.7 Nomination Process.

A. The nomination and election of District Representatives (and their Gender Representatives) for Districts 1, 3, 5 and 7 will be held at the corporation's annual workshop during the respective caucus meeting in odd numbered years and for Districts 2, 4 and 6 (and their gender representatives) during even numbered years.

B. The election of the Women's Caucus Representative will be held at the Corporation's Annual Meeting Women's Caucus Meeting during odd numbered years.

C. The election of the Middle School Level Caucus Representative will be held at the corporation's Annual Meeting Middle Level Caucus Meeting during even numbered years.

8.8 Voting Process for District and Caucus Representatives.

A. Elections will take place at the corporation's Annual Meeting during the respective District, Women's and Middle Level Caucus Meetings.

B. The individual nominated for the representative who receives the majority of the votes cast at their respective meeting will be declared the winner.

C. If no candidate receives the majority of the votes cast, then the two top vote recipients shall contest for the position in a runoff election. The individual then receiving the most votes shall be declared the winner.

D. Following the election of the corporation's District Representative, voting will take place for the District Gender Representative.

ARTICLE 9 – COMMITTEES

9.1 Committees. The Board of Directors shall by resolution establish standing or special committees as it deems appropriate, provided that such committees may not exercise the powers of the Board of Directors. The President shall appoint the members of each said committee.

ARTICLE 10 – RELINQUISHING POSITION ON BOARD OF DIRECTORS

10.1 Vacancy. With the exception of the Past President, if by virtue of a change of employment, an Officer and/or Director is no longer in the area of athletic administration, said Officer and/or Director shall no longer be eligible to be a Director or Officer of WADA. A vacancy in any office or board position because of death, resignation, removal, and disqualification or otherwise, may be filled, until the next Annual Meeting of the corporation by two-thirds vote of the Board of Directors. The following guidelines established below must be followed prior to the need for the Board to make such an appointment. A special election at the opening general session will be held to elect the Officer and/or Board member representative to complete the unexpired term.

10.2 Officers. If a vacancy occurs in the position of President, the President-elect will fill that office. If a vacancy occurs in the position of President-Elect, the Vice President shall fill that office. If a vacancy occurs in the position of Vice President, the position may be filled by a two-thirds vote of the Board of Directors until a special election at the opening session of the next Annual Meeting of the corporation.

10.3 District Representatives; Gender Representatives; Women’s Representatives; and Middle Level Representatives. If a Representative moves into a new athletic administrative position in the same WIAA District, they would continue in their respective Representative position. If he/she becomes employed in a new school system in a different WIAA District, they are no longer eligible to continue in their respective Representative position. If by virtue of a change of employment a representative no longer serves in a capacity of athletic administration, they are no longer eligible to hold the position of a Representative. A vacancy, because of death, resignation, removal, disqualification or otherwise, shall result in the following:

- A.** If a vacancy occurs in the District Representative position, the Gender Representative shall assume the responsibilities until the next annual meeting.
- B.** If a vacancy occurs in the Gender Representative positions, the District Representative shall inform District members of the opening, solicit interested person(s) and from those interested appoint a replacement until the next Annual Meeting of the corporation with notification to the President.
- C.** If by some reason the district is unable to fill the vacancy, the position may be filled by two-thirds vote of the Board of Directors until the next Annual Meeting of the corporation.
- D.** A special election at the November District Caucus Meeting will be held to elect a Representative to complete the unexpired term. The elected Representative is eligible to run for two, two-year terms following the completion of the unexpired term.

ARTICLE 11 – CONFLICTS, LIABILITY AND INDEMNIFICATION

11.1 Liability of Member, Directors and Officers. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person as a Director or Officer of the corporation, in good faith, if such person:

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

11.2 Indemnification of Directors and Officers. Every person who is or was a Director or Officer of the corporation shall, together with the heirs, executors and administrators of such person be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon such person in connection with or resulting from any claim, action, suit or proceedings, including criminal proceedings, to which such person is made or threatened to be made a party by reason of such person's being or having been such Director or Officer, except in relation to matters as to which such person is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of such person's duty to the corporation. The indemnity shall include reimbursement of amounts and expenses reasonably incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that Such Director or Officer is found guilty of negligence or misconduct in the performance of such person's duties, if such Director or Officer was acting in good faith in what the Director or Officer considered to be the best interests of the corporation with no reasonable cause to believe that the action was illegal. The foregoing rights of indemnification shall be in addition to all rights to which Directors or Officers may be entitled as a matter of law, including, but not limited to, the provision of Section 181.042 of the Wisconsin Statutes, or any successor thereto. The corporation and its Directors and Officers shall not be liable to anyone for making any determination as to the existence or absence of liability, nor for the making or refusing to make any payment hereunder on the basis of said determination, nor for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

ARTICLE 12 – FUNDS

12.1 Fund Raising. All fund raising activities must have the approval of the Board of Directors prior to any activities taking place. Liability arising from unauthorized projects is not the responsibility of the corporation.

12.2 Proceeds of Fund Raising. The proceeds from all fund raising and membership dues shall be expended only as authorized by the Board of Directors.

12.3 Earnings. No part of the net earnings of the corporation shall insure to the benefit of or be distributed to its members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse individuals for legitimate Association expenses.

12.4 Budgets. Program budgets shall be proposed annually by the Board of Directors for approval by the membership at the annual meeting.

ARTICLE 13 -- EXECUTION OF PAPERS

13.1 Tax Exempt. WADA is operated as a non-stock and not for profit corporation and as an entity exempt from State and Federal income taxation under Internal Revenue Code Section 501(c)(3).

13.2 Contracts. All documents made, accepted, or executed by the corporation shall be signed by the President.

13.3 Checks, Drafts, etc. All checks drawn against funds of the corporation shall be signed by the Treasurer.

13.4 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

13.5 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the corporation.

13.5 Political Campaign. The corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

13.6 Dissolution. In the event of the dissolution of the corporation, all of the assets of the corporation, after payment and discharge of its debts, obligations, liabilities, shall be used for exclusively non-profit institutions, as the corporation's Board of Directors at the time of dissolution shall direct; provided that such transferees shall be organized for those purposes and objectives set forth by this corporation and that such transferees shall be tax-exempt institutions under the tax laws of the State of Wisconsin and the United States.

ARTICLE 14 -- AMENDMENTS

These Bylaws may be amended by majority vote of the members present and voting at any regular or special meeting of the membership, provided and that notice shall have been made as provided in Article 4.6 A.

Bylaws of the corporation may be adopted, amended, or repealed by a majority affirmative vote of the Board of Directors at a regular meeting where there is a quorum present; or by a majority affirmative vote of the membership at the Annual Meeting. Any amendment to the Bylaws adopted by the Board of Directors shall be subject to change or repeal by a majority of the members of the corporation.