

EXHIBIT A  
BYLAWS  
OF  
WISCONSIN ANTIQUE RADIO CLUB, INC.  
(Adopted January 30, 2000)  
(Revised July 12, 2015)

ARTICLE ONE

1.01 NAME

The name of this corporation is Wisconsin Antique Radio Club, Inc. which is commonly referred to as the Wisconsin Antique Radio Club, or WARCI. In this document, the Wisconsin Antique Radio Club, Inc. is also referred to simply as the Club.

ARTICLE TWO

2.01 PURPOSE

The purpose of this Club is to preserve the history and enhance the knowledge of radio, television, and other related technologies with an emphasis on those that are of Wisconsin origin or content and to provide Club members with regular opportunities to meet, share and exchange radio and related items and knowledge.

ARTICLE THREE

3.01 CLUB ORGANIZATION

This club is organized as a nonprofit, nonstock corporation per Wisconsin Statutes Chapter 181.

ARTICLE FOUR

4.01 PRINCIPAL AND BUSINESS OFFICE

The principal/business office shall be the home address, phone number and email address of the current Club President. The Club may have additional business offices or change the principal office as the Board may designate or as the Club's business may require from time to time.

4.02 REGISTERED AGENT AND OFFICE

The Registered Agent for the Club shall be the current Club Treasurer. His/her address, phone number and email are the contact numbers. The Club's Registered Agent may be changed by the Board. The address of the Club's Registered Agent may be changed by the Board or by the Registered Agent.

## ARTICLE FIVE

### 5.01 CLUB RECORDS

The records and documents required by law to be kept by the Club permanently shall be kept at the Club's principal office.

## ARTICLE SIX

### 6.01 MEMBERS

Membership is not restricted by geographic boundaries, age, race, religion or sex.

### 6.02 APPLICATION FOR MEMBERSHIP

Membership in this organization is obtained by any individual submitting a completed Membership Application (including type of radio or related technologies in which the person is interested, all pertinent contact numbers such as mailing address, phone number, email address, other relevant background information, etc.) to a Club Officer or Board Member and paying the required dues and fees.

### 6.03 TERMINATION OF MEMBERSHIP

The membership of any club member may be revoked by the Board of this organization for:

- A. Non-payment of dues; or
- B. For any cause or reason which the Board may deem to be sufficient by a majority vote of the Board at a meeting called for such purpose.

In the event the Board intends to revoke membership of any individual, such individual shall be given at least ten (10) days notice in writing of such pending action, and he/she may appear before the Board to state his/her case. Service of such notice shall be made by registered mail to the last known address of such member. The action of the Board on any such revocation of membership shall be final.

### 6.04 REINSTATEMENT OF MEMBERSHIP

Any member whose membership has been revoked pursuant to Article 6.03(A) hereof may be reinstated by meeting all membership requirements in effect at the time of reinstatement.

Any member whose membership has been revoked pursuant to Article 6.03(B) may not be reinstated but shall have the right to make new application for membership in the next calendar year.

### 6.05 PRIVILEGES

All members in good standing of this Club shall be entitled to all the privileges of the Club, including the right to vote to elect Officers and the Board Members. Other privileges may include such things as receiving a club newsletter, receiving discounts at swap meets and auction events, receiving access to email alerts of upcoming events, etc.

#### 6.06 DISSOLUTION

Upon the dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of Article 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Club is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

#### 6.07 MISCELLANEOUS

No part of the net earnings of the Club shall inure to the benefit of, or be distributed to its members, Officers, Board Members or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two (2) of this document. No substantial activities of this Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this Club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this Club.

### ARTICLE SEVEN

#### 7.01 FORFEITURE OF PROPERTY INTEREST

Any person whose membership in this Club has been terminated for any reason shall forfeit all rights and privileges as a member and shall forfeit all interests in funds or property belonging to the Club.

#### 7.02 PERSONAL LIABILITY

All persons or corporations extending credit to, or contracting with, or having any claim against the Club, its Board Members, or its Officers, shall look only to the funds and property of the Club for payment of any contract or claim or for the payment of any debt or any money that may otherwise become due or payable to them from the Club, or the Board Members or the, Officers so that neither the members of the Club, the Board Members nor Officers, past, present or future, shall be personally liable.

### ARTICLE EIGHT

#### 8.01 ANNUAL BUSINESS MEETING OF MEMBERS

The annual business meeting of the members of the Club for the purpose of electing the Officers and the Board Members shall be held during the third club meeting/swap meet of the calendar year unless postponed/rescheduled by a vote of the Board.

8.02 SPECIAL MEETING OF MEMBERS

Special meetings of the members may be called by the President or by a majority of the Board. Notice of such meetings shall be sent by USPS first class mail or by email to the members at least ten (10) days prior to the date of the meeting.

8.03 TIME AND PLACE OF REGULAR MEETINGS OF THE MEMBERS

Meetings shall primarily be held within Wisconsin at such places as may be decided by the Board. Meetings may be held in neighboring states if held in conjunction with a meeting of a similar club in that neighboring state.

8.04 NOTICE OF MEETINGS

Notice of annual and regular meetings shall be made to the members by email or first class mail at least ten (10) days prior to the date of the meeting.

In an effort to publicize the Club and its activities and attract new members, notice of meetings may also be posted on the Club website, distributed by printed flyers, posted on other antique radio club websites, published in Antique radio publications, published in newspapers and distributed by social media type forms of communication. The Newsletter Editor and Public Relations Coordinator may determine the most appropriate and effective ways to distribute Club information.

ARTICLE NINE

9.01 DUES

Dues are to be collected for memberships of the calendar year January 1st through December 31st. Dues are to be paid on or before the first club event the member attends in the year, or by March 31st, whichever occurs earlier. Failure to pay by the above date will result in loss of good standing, and the member will lose access to privileges as identified in Article 6.05. A member shall not be considered a member in good standing unless or until such member has paid all regular dues owed.

Members shall be required to pay special assessments only if the Board has approved such special assessments. A member shall not be considered a member in good standing unless or until such member has paid all special assessments currently owed.

9.02 FEES

The Board may establish per-use fees over and above the yearly membership dues for events such as selling spaces at swap meets, auction related fees, etc.

9.03 AUDIT

The Board may provide for an annual audit of the financial records of the Club. The financial records of the Club shall be closed as of December 31<sup>st</sup> of each year. The report of the audit, if any, shall be submitted to the Board at the next regular meeting.

#### 9.04 DISCLOSURE

Any member in good standing may review the financial position of the Club by giving notice by email, first class mail or verbally to the Club Treasurer and allowing him/her sufficient time to meet the request.

### ARTICLE TEN

#### 10.01 OFFICERS

Any member of the Club in good standing may serve as an Officer of the Club. The elected Officers of the Club shall consist of a President, a Vice-President, a Secretary, and a Treasurer. Each Officer shall serve for one year or until his/her successor is elected.

#### 10.02 BOARD

In addition to the elected Officers, the Club shall have an elected Board consisting of no fewer than three (3) members, and an upper limit based on recommendations of the current Board Members. Any member of the Club in good standing may serve as a Board Member.

#### 10.03 APPOINTED POSITIONS

In addition to the elected Club Officers and Board Members listed above, the Club shall be able to create any of the following appointed (non-paid) positions as deemed necessary by the Board:

- (1) Newsletter Editor and newsletter staff
- (2) Webmaster and web staff
- (3) Public Relations Coordinator and public relations staff
- (4) Event Coordinator and event staff
- (5) Auction Coordinator
- (6) Additional positions as determined by the Board

The appointed positions may be members in good standing or immediate family members of members in good standing.

The appointments shall remain in effect until changed by the Board.

#### 10.04 ANNUAL ELECTION

Each member in good standing and present at the Annual Business Meeting shall be entitled to one vote for each position in the election of the Officers and Board Members which shall be held at the Annual Business Meeting. The election results shall be posted on the Club website and in the first newsletter following the election. Terms shall begin immediately following the election.

#### 10.05 SPECIAL ELECTIONS

The Board may determine the need for SPECIAL ELECTIONS by the entire Club membership and hold such elections.

#### 10.06 NOMINATION OF OFFICERS AND BOARD MEMBERS PRIOR TO ANNUAL MEETING

Any member in good standing may present his/her own or any other qualified member's name in nomination for any elective office in writing to the Board. Instances in which one member is nominated for more than one office shall be reduced to a nomination for one of such offices by agreement between the nominee and the Board.

#### 10.07 NOMINATIONS OF OFFICERS AND BOARD MEMBERS AT ANNUAL MEETING

Any member in good standing may at the time of the election nominate any other member in good standing or themselves to any position open for election. Any individual nominated that is currently not in good standing will have the option of making arrangements to meet those requirements immediately prior to any vote taking place for that position, by declaring his intention to pay up that day. Any individual nominated for more than one position will have to decide which position they are wishing to run for, as they cannot be elected to more than one of the open elected positions. Any individual nominated has the right to remove their name from eligibility. They cannot be elected against their will. The nominee must be present to accept the nomination.

### ARTICLE ELEVEN

#### 11.01 DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Club members and the Board, and shall perform the duties usually appertaining to such office. He/she shall call regular and special meetings of the membership and the Board under the provisions of Articles Eight (8) and Twelve (12) of this document.

#### 11.02 DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in case of his/her death, resignation, or inability to act, the rights, powers, and duties usually appertaining to that office, as previously set forth, shall be performed by the Vice-President. He/she shall, further, prepare himself/herself to be capable of assuming the office of President.

The Vice President shall be responsible for meeting arrangements.

#### 11.03 DUTIES OF THE SECRETARY

The Secretary shall attend all regular Club meetings and all Board meetings and shall record all minutes and votes in a book kept for that purpose. In the absence of the Secretary from any meeting, a Secretary Pro Temp shall be chosen by the presiding officer.

In the absence of the Vice President, or in the case of his/her death, resignation, or inability to act, the rights, powers, and duties usually appertaining to that office, as previously set forth, shall be performed by the Secretary. He/she shall, further, prepare himself/herself to be capable of assuming the office of the Vice President.

The Secretary shall keep an up-to-date register of the names and addresses and other relevant contact information of all Club members, on a computer data base. He/she is also responsible for processing all new membership applications, including responding to all requests for Club membership information and associated club materials. The name and address and other relevant contact information of each new member and the amount of dues paid shall be delivered to the Treasurer.

In addition to the Treasurer, the Secretary shall be a joint-signer on Club financial accounts.

#### 11.04 DUTIES OF THE TREASURER

The Treasurer shall attend all regular Club meetings and all meetings of the Board and record all financial activities. In the absence of the Treasurer from any meeting, a Treasurer Pro Temp shall be chosen by the presiding officer. The Secretary is the preferred Treasurer Pro Temp.

Subject to such conditions and restrictions as shall be made by the Board, the Treasurer shall have custody of all monies, debts, obligations, and contracts and other financial papers belonging to the Club. He/she shall receive all monies of the Club and deposit same in a bank account to be kept and maintained in a bank to be approved by the Board. He/she shall make payments of Club debts upon approval of each obligation by the Board.

The Treasurer shall make reports of the balance due in the treasury when requested to do so at any meeting of the organization.

In order for the Club to continue to operate as a non-profit corporation, the Treasurer shall file the appropriate forms and information with the "Department of Financial Institutions of Wisconsin" on an annual basis. The Treasurer shall notify all of the Officers and Board Members of this action. The Treasurer shall also notify the same persons whenever any correspondence is received from the Department of Financial Institutions of Wisconsin or its successor.

If the Treasurer becomes aware of any irregularities in any financial accounts of the Club, he/she shall immediately notify the other Officers and Board Members by telephone and email of the irregularities. Any irregularity is cause for a Special meeting of the Board to investigate and take action to resolve the issues and protect the assets of the Club.

#### 11.05 DUTIES OF BOARD MEMBERS

Board Members shall attend all meetings of the Board as full voting Board Members with all privileges and responsibilities associated with being a Board Member.

11.06 CONTRACTING DEBTS

No obligation, debt, or other liability of this organization shall be incurred by any member or officer without the specific prior approval of a majority of the Board.

11.07 VACANCIES

Vacancies shall be filled by the Board per Article 12.04.

ARTICLE TWELVE

12.01 BOARD

The government of the Club and the conduct of its affairs shall, subject to the rights of the individual members herein set forth, be vested in a Board elected by the members.

12.02 COMPOSITION OF THE BOARD

The Board shall consist of the elected Officers and a minimum of three (3) additional Board Members. Additional Board Members may be added as determined by the Board.

12.03 POWERS OF THE BOARD

The Board shall have and exercise all the powers of the Club. Decisions upon Club policies and legislative matters may be made by the Board.

12.04 APPOINTMENTS

In addition to 10.03 Appointed Positions, the Board may appoint such Board Members, Committees, or Agents, as it deems necessary. The Board shall fill all temporary and permanent vacancies (Officers, Board Members and Appointed Positions) by appointing willing persons to fill those positions for the remainder of the term. Any Club member may recommend to the Board for consideration, the name of a Club member to fill a vacancy.

12.05 REMOVAL OF ANY OFFICER, BOARD MEMBER, APPOINTED PERSON, COMMITTEE OR AGENT

Any Officer, Board Member, Appointed Person, Committee or Agent of the Club neglecting or refusing to comply with the rules established by the Club or the Board, may be removed by a majority vote of the Board.

12.06 TIME AND PLACE OF MEETINGS OF THE BOARD

Meetings of the Board shall be held at such time and place as may be designated by the Board and must be called by a majority of the Board. Regular Board meetings will coincide with the Club's scheduled events (swap meets, auctions, etc.) to allow club members who are not part of the Board to attend and participate if they wish.

As special needs or unusual club business arises, the Board may call special meetings of the Board at different times and locations that are not announced in advance to the general members of the club. Other members may be invited to these special meetings to share their



thoughts and experiences, but these meetings won't generally be open for all club members to attend.

#### 12.07 ORDER OF BUSINESS FOR BOARD MEETINGS

The order of business shall be as follows:

1. Membership comments on any agenda item
2. Reading of the minutes of the previous meeting
3. Treasurer's reports
4. Reports from any Article 10.03 Appointees (Editor, Webmaster, Coordinators, etc.)
5. Unfinished business
6. New business

The regular order of business may be waived by a majority vote of the Board.

#### 12.08 QUORUM

At all Board meetings, the presence of a majority of the Board Members constitutes a quorum.

#### 12.09 VOTING

Decisions by the Board shall be made by a majority of the attending quorum, with each Board member present having one vote.

#### 12.10 NOTICE OF BOARD OF DIRECTORS MEETINGS

Board meetings will be routinely held in conjunction with regular club meetings. Special Board meetings may be called by the President or a majority of Board Members, and will be arranged by email or telephone contact at least a week in advance.

### ARTICLE THIRTEEN

#### 13.01 AMENDMENTS TO BY-LAWS

These by-laws may be amended in the following manner:

1. Any Board Member may present a petition, presented to Board Member by a fellow club member, signed by five (5) members of the Club in good standing (all such petitions must be presented for consideration to the Board as a whole within ninety (90) days of receipt of the petition); or
2. Any Board Member, representing themselves, may submit recommended amendments in written and electronic format.
3. The amended by-laws shall be made available to Club members for their review and the Board shall take under consideration any comments or suggestions received from Club members.

A motion to amend or repeal these by-laws shall be carried by a majority vote of the Board. Not less than six (6) months must elapse between the date of a meeting at which a proposed amendment or repeal is defeated and a new presentation of the same or substantially the same amendment or repeal, unless by express permission of a majority of the Board.