

THE ECONOMIC CLUB OF SHEBOYGAN

Constitution and By-Laws

ARTICLE I

Title

This organization shall be known as THE ECONOMIC CLUB OF SHEBOYGAN.

ARTICLE II

Object

The object of the Club shall be to aid in the creation and expression of an enlightened public opinion on the important economic and social questions of the day.

ARTICLE III

Directors, Officers and Committees

SECTION 1. The Board of Directors shall consist of fifteen (15) members divided into three (3) classes, each class to consist of five (5) Directors. At each annual meeting of the membership, Directors equal in number to the number of the class whose term expires at that meeting shall be elected to hold office during the succeeding three fiscal years. Vacancies occurring among the Directors during their term shall be filled by the Board of Directors at any regular or special meeting of the Directors for the unexpired term vacated.

SECTION 2. The officers of the Club shall be a President, a First Vice-President, a Second Vice-President – Speakers Committee, a Second Vice-President – Nominations Committee, a Second Vice-President – Meetings and Communications, a Secretary, and a Treasurer, who shall be elected, from among the membership of the Board of Directors, by the Board of Directors at the annual meeting of the Board of Directors which shall follow the annual meeting of members and they shall serve during the succeeding fiscal year, or until their respective successors are chosen and qualified. The Board of Directors may at any time and from time to time appoint an honorary chairman, or honorary chairmen, who shall ex-officio be a member or members of the Board of Directors in addition to the Board of Directors provided for in Section 1, Article III. Other offices may be provided by vote of the Board of Directors or by the members of the Club at any business meeting. Vacancies occurring among the officers shall be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

November 7, 2012

SECTION 3. There shall be an Executive Committee which may consist of the President, the First Vice-President, the Second Vice-President – Speakers Committee, the Second Vice-President – Nominations Committee, the Second Vice-President – Meetings and Communications, the Secretary, and the Treasurer, together with two (2) other members of the Board of Directors, which two (2) other members may be elected by the Board of Directors. Members of the Executive Committee shall hold office during the succeeding fiscal year or until their respective successors are duly elected and qualified. Vacancies in the Executive Committee may be filled by the Board of Directors from the membership of the Board of Directors.

SECTION 4. The President shall, at the regular meeting next preceding the annual election, announce nominations are open for each of the position of director to be filled by election at such annual meeting. Members are asked to submit their recommendations for nominees to the Nominations Committee, chaired by the Second Vice-President – Nominations Committee. Nominations may be made by any member of the Club at the annual meeting, prior to the election vote and when such member is recognized by the presiding member.

SECTION 5. The chairman and members of such committees as may be provided for by action of the Board of Directors, shall be appointed by the President and shall hold office for the fiscal year or until their successors are appointed and qualified.

ARTICLE IV

Duties of the Directors, Officers and Executive Committee

SECTION 1. The Board of Directors shall have general supervision over and management of the policies and activities of the Club.

SECTION 2. The officers shall have the usual duties pertaining to their offices. The President, or, in his absence, one of the Vice-Presidents, shall preside at all meetings of the Club.

SECTION 3. During the intervals between meetings of the Board of Directors the Executive Committee shall possess and may exercise all of the powers of the Board of Directors in the management and direction of the activities and affairs of the Club in such manner as the Executive Committee shall deem best for the interests of the Club in all cases in which specific directions shall not have been given by the Board of Directors or by an express vote of the membership of the Club.

SECTION 4. Neither the Club, nor any officer or committee shall contract any indebtedness exceeding the net balance then remaining in the treasury.

November 7, 2012

ARTICLE V Meetings

SECTION 1. Regular meetings of the membership shall be held each year, at such time and place as the Executive Committee may specify, to consist of a dinner followed by a discussion of some appropriate subject. Special meetings may be called at any time by the President, the Executive Committee or by a petition of ten per cent (10%) of the membership of the Club filed with the Secretary.

The last regular meeting of the membership in each fiscal year shall be known as the annual meeting. Ten (10) members shall constitute a quorum at any properly convened meeting of the members

SECTION 2. Meetings of the Board of Directors shall be held at such times and at such places as shall be designated by the President. At least three days" notice of any meeting of the Board of Directors shall be given, but nothing herein contained shall prevent a waiver of notice of meeting by any Director. Eight (8) Directors shall constitute a quorum.

SECTION 3. The executive Committee shall hold such meetings at such time and place as the President or the Committee may from time to time determine. Four (4) members shall constitute a quorum at any meeting of the Executive Committee.

SECTION 4. In any case notice sent by mail to the address shown by the records of the Club shall be considered sufficient notice if, in the case of meetings of the membership, ten (10) days intervene, and in the case of the Directors or members of the Executive Committee, three (3) days intervene before the date of the meeting. Any notices called for to be in writing, may be done so by electronic means, with a copy given to the Secretary for the records of the Club.

ARTICLE VI Membership and Dues

SECTION 1. Candidates for membership must be proposed by a member and submitted to the Membership Committee, which shall be composed of members of the Executive Committee. A unanimous vote of the Membership Committee shall be necessary for the election of candidates.

SECTION 2. Members, on admission, shall pay initial dues in an amount to be fixed from time to time by the Executive Committee.

November 7, 2012

SECTION 3. Members shall pay annual dues for each fiscal year following the year of their election to membership in such amount as may be fixed from time to time by the Executive Committee.

SECTION 4. Members shall have the privilege of attending the regular meetings of the Club without payments in addition to those prescribed in Sections 2 and 3 above. Guest fees and charges for attendance at any special meetings of the Club shall be fixed by the Executive Committee from time to time.

SECTION 5. The number of members shall be limited as determined from time to time by the Executive Committee.

ARTICLE VII Fiscal Year

The fiscal year shall begin July first in each year.

ARTICLE VIII Resignations

SECTION 1. Resignations must be made in writing or electronic communication and sent to the Secretary of the Club, not later than July first in any fiscal year.

SECTION 2. Members whose dues for the current fiscal year are not paid and who do not send in a written resignation by or before August fifteenth, provided at least two notices that the dues are payable have been mailed to such members on or about July first and on or about August first, may be dropped from the Club by action of the Membership Committee.

SECTION 3. Any member who, without adequate excuse, fails to attend at least one regular meeting during each fiscal year may, by vote of the Executive Committee, be dropped from the Club.

ARTICLE IX Amendments

SECTION 1. This Constitution and By-laws may be amended by a two-thirds vote of those present at any regular meeting of the Club, provided that at least one week's notice be given to each member of the general nature of any proposed amendment.

November 7, 2012

SECTION 2. Amendments may be proposed by the President, by the Executive Committee, or by a petition signed by not less than ten per cent (10%) of the members.

ARTICLE X
General

All meetings shall be conducted in accordance with the then most current Roberts Rules of Order Newly Revised.

November 7, 2012