

# **WISCONSIN AIRSOFT ASSOCIATION, INC.**

**BYLAWS** *(last updated 28 June 2004)*

## **ARTICLE I - NAME**

The name of this Association shall be Wisconsin Airsoft Association, Inc., A NONPROFIT CORPORATION INCORPORATED IN THE STATE OF WISCONSIN (the "Association").

## **ARTICLE II - PURPOSE AND OBJECTIVES**

The purpose of this Association is to promote and advance friendly relations between and among persons connected with the Wisconsin Airsoft Association and other associations of similar character; to encourage the education and advancement of its members; and to assist members through their managers, to secure the utmost in an efficient and successful operation.

### Association Objectives

- To advance the sport of Airsoft and to assist individual Association members and their organizations;
- To effectively communicate with members, government, the news media, Airsoft retailers and the general public, and provide a liaison between these entities;
- To develop and maintain publications and other materials pertaining to our sport and the Airsoft industry;
- To provide a variety of educational programs and materials to meet the diverse educational needs of the sport of Airsoft including but not limited to weapons safety and environmental concerns;
- To assist in providing safe and pleasant events and locations for the enjoyment of our sport;
- To encourage high ethical standards in dealings with fellow members and others, and assist in providing a fair and impartial forum for the resolution of disputes between members or others as they pertain to Airsoft;
- To assist members in their career development and in job opportunities as they pertain to the Airsoft industry.
- To interpret and report on changing social, government and economic conditions affecting the Association and the sport of Airsoft;
- To recruit and retain members and to manage the Association in a manner that will effectively represent the views of its members;
- To foster appropriate relations with other organizations which will contribute to the objectives of the Airsoft industry and the Association's members;
- To conduct research and develop, analyze and disseminate information/data related to the sport of Airsoft and the Airsoft industry.

## ARTICLE III – MEMBERSHIP

**Section 1. Categories.** There shall be two (2) categories of membership; Active and Honorary.

**A. Eligibility.** A person who at the time of applying for and election to membership in this Association, is defined as an Airsoft player who is at least fifteen (15) years of age\* or older is eligible for membership. \*NOTE: Players between the ages of 15 and 17 must attend a sanctioned "BATC" (Basic Airsoft Training Course) prior to being allowed to participate in Skirmishes.

(1.) An Airsoft player is defined as an individual who engages in the sport of Airsoft for the purposes of recreation and/or entertainment.

**B. Active.** Upon full payment of dues, any person eligible for membership under these bylaws may be accepted for membership and classified as an Active member. An Active member of this Association shall be entitled to hold office and take part in all business and affairs of the Association. An active member is considered a member in good standing.

**C. Honorary.** Upon the written request of one member of the Executive Council, the Council may, with unanimous vote, elect as an Honorary member in the Association any individual who has rendered special service of value for the promotion and advancement of the welfare of the Association. The written request shall state the nature of the services rendered and the results obtained. When Active or Retired Active members of the Association are so honored they shall retain the rights and privileges of their active membership into perpetuity and are no longer subject to association dues to retain their membership. Those Honorary members are still required to maintain the rules and regulations of the association and are subject to removal due to violations of those rules and regulations. An honorary member is considered a member in good standing.

**Section 2. Penalties for Nonpayment.** Any member who shall be in arrears for dues or assessment, or both, for a period of one (1) month from and after their anniversary date shall be dropped from the rolls of the Association; and the Treasurer shall notify the member of this action at the last known address shown on the records of the Association.

(A.) Anniversary date shall be defined as the annual anniversary of the date on which the membership was activated for the first time for that particular member.

**Section 3. Reinstatement.** Any member who has forfeited membership in accordance with Section 2 of Article III may apply for reinstatement without payment of an administrative fee by written letter to the Association Executive Council at any time within six (6) months from the date membership was forfeited.

**Section 4. Transfers.** An Active member who moves to an area over which another Association has jurisdiction and who is in good standing in the Association, their Active membership may be retained in the WAA until that members anniversary date. If the area to which the Active member is moving is willing to provide reciprocity, their membership will be transferred, and they will be dropped from the WAA roles. If there is no Association, or no reciprocation, or the member desires dual membership, they may also elect to renew their original membership. If any member in good standing moves from an area of a reciprocating Association, their membership will be transferred to the WAA for the remaining duration of their former Association membership, or up to 8 months, whichever comes first. If they choose to become a WAA member through reciprocation they must abide by all the rules and procedures of the WAA.

**Section 5. Suspension and Expulsion.** A member may be suspended for a specified or an indefinite period of time, or may be expelled, for cause, including, but not limited to, violations of these Bylaws or of the Association's Code of Ethics. Such suspension or expulsion shall require the vote of two-thirds of the total members of the Executive Council following a hearing. Written notice of the time and place of the meeting of the Executive Council at which a member's suspension or expulsion will be considered shall be sent by registered mail at least 15 days before the hearing to the member under charge at the member's last known address, together with a written statement of the charges against the member and notice that the member may appear at the meeting to present defenses to the charges.

## **ARTICLE IV - DUES AND FEES**

**Section 1. Administrative Fee.** The Executive Council shall determine what administrative fee, if any, shall be paid by newly elected members. There shall be no administrative fee for Honorary Members.

**Section 2. Dues.** All dues and assessments shall become payable by the members on their anniversary date and is good for one (1) year. The amount of the annual dues shall be set by the Executive Council. As of May 19, 2004 the dues shall be \$35.00. Renewal notices shall be sent to members 30 days prior to anniversary date.

(A.) All applications for membership shall be accompanied by a remittance for a full year's dues. Split payment of two equal payments of \$17.50 may be made to qualify for membership. Final Payment due within 60 days of initial payment. Late payment of remainder of dues will result in a \$10.00 penalty for any 30 days or part thereof.

(B.) There shall be no dues for Honorary Members.

**Section 3. Assessments.** The Executive Council shall have power to levy assessments or fees during each fiscal year. Such special assessments may be levied upon Honorary Members under special circumstances.

**Section 4. Refunds.** No dues shall be refunded to any member whose membership terminates for any reason.

## **ARTICLE V -MEETING OF MEMBERS AND VOTING**

**Section 1. Annual Meeting.** The Association shall hold its Annual Meeting on a date no later than 14 months and no earlier than 10 months from the previous annual meeting each year, at such time and place as may be named by the Executive Council; provided, however, that the Executive Council shall have power, in its discretion, to designate other dates and locations on giving suitable notice to all members as to the date of such meeting. The Secretary-Treasurer will be responsible for notifying only the Members in Good Standing of the annual meeting within 21 days of the scheduled meeting.

(A.) The Annual Meeting shall be under the direct supervision of the Association President.

(B.) It shall be the responsibility of the Secretary-Treasurer to insure that only current members in good standing of the Association are eligible to attend or vote and are issued official ballot forms.

**Section 2. Special Meetings.** Special meetings of the Association may be called by the President upon the request of a majority of the Executive Council. Not less than twenty-one (21) days notice to each member shall be required for such special meetings. Special Meetings of the Association may be held at such place as the Executive Council shall designate.

**Section 3. Quorum.** Twenty (20) percent of the voting membership shall constitute a quorum for the transaction of business at any annual or special meetings.

**Section 4. Meetings by Telephone Conference.** Members of the Association or of any committee created by the Executive Council may attend and participate in a meeting by telephone conference or similar communication or electronic media to include but not limited to internet forums and chat rooms, whereby all members in attendance may hear or communicate with each other. Attendance in such a matter shall constitute presence in person at such a meeting for the purposes of these Bylaws.

**Section 6. Order of Business.** The order of business at the Annual Meeting of the Association shall be set by the President in consultation with the Executive Council and presented to the membership in writing via electronic transfer a minimum of seven (7) days prior to the annual voting meeting date.

(A.) The order of business at any meeting may be altered or suspended by a vote of the majority of voting members present in person.

**Section 8. Voting.** The Secretary-Treasurer is responsible for exercising prudent and adequate controls over the voting process to ensure the rights and privileges of voting members and to prevent any improper, illegal or unauthorized voting. Other than as set forth in this section, no other form of voting shall be permitted at meetings of members. The Executive Council shall count all authorized votes and misrepresent the results as they deem necessary.

**Section 9. Independent Nominations.** It shall be the privilege of any Active member of the Association to place in nomination the names of any person eligible for any elective office including that of President.

## **ARTICLE VI – OFFICERS**

**Section 1. Eligibility.** All Officers shall be chosen from the membership and must be Active members in good standing. Any Officer terminating their WAA membership or under suspension/expulsion shall be ineligible to continue to serve as an Officer.

**Section 2. Election of Officers.** The Officers of the Association shall be the President, Vice President, and Secretary-Treasurer. Such Officers shall be elected at each Annual Meeting, by ballot which shall be distributed to each eligible member in accordance with Article V, Section 1(B).

(A.) In voting for any candidate for office, if there are more than two candidates for any office, the candidate receiving the greatest number of votes cast shall be declared the winner. In case of no opposition to a nomination, the vote may be by acclamation. In the case of a tie, the winner shall be determined by revote.

**Section 3. The President.** The President shall be the Chief Elected Officer of the Association, and accountable for its fiscal affairs. The President shall preside at all General meetings of the Executive Council, the Annual Meeting, and at all meetings of the members; shall be a voting member of the Executive Council; and shall decide all questions of order. At any meeting of the Executive Council, the President shall cast the deciding vote in all cases where a second ballot is equally divided; and shall have authority to sign all papers and other documents that may require signature by the Association, which signature shall be attested by the Secretary-Treasurer under the Association's seal.

(A.) The President may annually appoint Representatives from the Active membership as deemed necessary to provide for coordination of Member Teams within geographic jurisdictions throughout the Association.

(B.) The President will be elected at an Annual Meeting and shall hold office for two (2) years until the year's Annual Meeting at which time a new election for President shall be held.

**Section 4. Vice President.** The Vice President shall have the same authority as the President as stated in Article VI, Sec. 3, in case of inability of the President to perform the duties of the office. In case of a vacancy occurring in the office of the President, the Vice President shall assume full duties of the President until the next Annual Voting Meeting, at which time a new President may be elected. The Vice-President shall be an ex-officio member without voting privileges of all other committees, and shall have authority to sign all papers and other documents that may require signature by the Association, which signature shall be attested by the Secretary-Treasurer under the Association's seal.

(A.) The Vice President will be elected at an Annual Meeting and shall hold office for two (2) years until the year's Annual Meeting at which time a new election for Vice President shall be held.

**Section 5. The Secretary-Treasurer.** The Secretary-Treasurer is the elected officer of the Association who shall be responsible for the administrative and fiscal affairs of the Association. The primary areas of responsibility involve correspondence, record keeping and the management of fiscal affairs. The Secretary-Treasurer shall supervise the recording of all minutes of all meetings of the Association and of the Executive Council, and have them kept in a permanent file in the Association's headquarters. The Secretary-Treasurer is also required to see that all provisions of the Bylaws are accurately and faithfully administered by the President. The Secretary-Treasurer is responsible, with the President, and Consent of the Active Membership to see that any excess Association funds are safely invested. The Secretary-Treasurer shall: supervise the use of the Association's corporate seal and maintain vigilance over all books, documents and papers belonging to the Association; audit all bills and accounts rendered to the Association; see that accurate records are kept in the Association Headquarters which reflect true accounting of the Association's fiscal affairs, make a report to the Membership at the Annual Conference regarding the affairs of this office, be responsible for all monies of the Association and monitor the receipt and disbursement of such funds. They shall also have authority to sign all papers and other documents that may require signature by the Association, which signature shall be attested by the President or Vice-President under the Association's seal.

(A.) The Secretary-Treasurer will be elected at an Annual Meeting and shall hold office for two (2) years until the year's Annual Meeting at which time a new election for Secretary-Treasurer shall be held.

**Section 6. Appointive Officers.** As conditions warrant, the Executive Council may appoint additional (Non-Voting) officers to assist in the function of the Association. Such appointments may be made by a majority vote of the Executive Council. Such appointments must be approved by the membership if the office is to continue past one (1) year. The new (Non-Voting) officer must be ratified by the membership in an election format at the next available annual meeting. Otherwise any such (Non-Voting) officers must execute and terminate their offices in less than eleven (11) months.

**Section 7. Reports.** The reports of all Officers of the Association shall be presented in writing at the Annual Meeting and must be issued in writing to the Executive Council no later than 14 days prior to said Annual Voting Meeting. Said reports then must be electronically disbursed to the Members in Good Standing of the Association no later than 7 days prior to the Annual Voting Meeting.

**Section 8. Removal.** The Executive Council may remove an Officer for cause by a two-thirds (2/3) vote of the Executive Council.

**Section 9. Vacancies.** The Executive Council shall, by a majority vote, fill all vacancies which may occur in elective offices until the next annual election.

(A.) The succession of power and authority is vested in the Vice President in the event the President is unable to perform the duties of that office. In case of a vacancy occurring in the office of Vice President while serving as President Pro Tem, the Secretary-Treasurer shall assume full duties of the Vice President Pro Tem until the next annual election.

(B.) In case of simultaneous vacancy occurring in all officer positions and Executive Council, the line of authority will flow to the most recent Past President who, health permitting is willing to serve as Chairman of an *ASSOCIATION ORGANIZING COMMITTEE*. The second most recent Past President will serve as Vice Chairman of the *ASSOCIATION ORGANIZING COMMITTEE*. The third most recent Past President will also serve on the Committee. If the aforementioned positions are not available then the most recent Past Vice President and Past Secretary-Treasurer, and then the second most recent Vice President and second most recent Secretary-Treasurer shall comprise the *ASSOCIATION ORGANIZING COMMITTEE*. If such an *ASSOCIATION ORGANIZING COMMITTEE* is not able to be formed the membership shall elect an *ASSOCIATION ORGANIZING COMMITTEE* who will handle the Associations day to day activities until the Officer positions can be filled.

(C.) The Committee shall proceed to reorganize the Association's leadership and call a meeting with this purpose within 30 days upon assuming their posts. The two longest serving members of the *ASSOCIATION ORGANIZING COMMITTEE* will have fiscal authority over the Association's bank accounts. Bank resolutions will be drawn vesting the power of the Presidents', Vice Presidents', or Secretary Treasurers' signatures for the disbursement of Association funds for the payment of bills and other obligations.

## **ARTICLE VII - EXECUTIVE COUNCIL**

**Section 1. Authority and Responsibility.** The governing body of this Association shall be the Executive Council. The Executive Council shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively execute its objectives and supervise the disbursement of its funds. The council may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility, except that the Council shall specifically reserve to itself the

right and power to adopt a general budget, purchase, sell or lease any real property, fix annual dues and special fees or assessments, elect officers and successors to any office which becomes vacant.

(A.) All disputes and grievances shall be referred to the Executive Council whose decision thereon shall be final and binding upon all interested parties as defined in Article VII, Section 7.

**Section 2. Manner of Election.** The Executive Council shall consist of the Officers of the Association and one appointed Team Representative from each team participating in the Wisconsin Airsoft Association. The Officers are to be elected in accordance with Article VI, Section 2 with the selection of the appointed Team Representative being left to the discretion of each team

**Section 3. Eligibility.** Officers and Team Representatives shall be Active members in good standing. Officers of the Association may simultaneously serve as Team Representative, but may only have one vote.

**Member Team and Representation:** A Member Team is defined as at least 4 people with at least 50% WAA Paid Membership. That qualifying Member Team will appoint one (1) member to be a Team Representative to be on the Executive Council and that representative will have one (1) vote on the Council. For every four (4) additional Paid WAA Members (over the original 2 WAA members) who join that team, the representative will gain one (1) additional vote, with a maximum limit of four (4) votes for any one Member Team.

**Section 4. Term of Office.** The terms of all Officers shall be two years, as defined in Article VI, Section 3(B), Section 4(A) and Section 5(A).

## **Section 5. Meetings.**

**A. Regular.** A regular meeting of the Executive Council shall be held immediately following the annual election. Regular meetings of the Executive Council shall also be held at such time and places as they may by resolution decide. Regular meetings may be called by the President or the Secretary-Treasurer, by giving each Executive Council member ten (10) days notice by mail or other mode of transmittal.

**B. Special Meetings.** Special Meetings of the Executive Council may be called at any time by the President or the Secretary-Treasurer in the same manner as the regular meetings are called, by giving to each Council Member three (3) days notice by mail or other mode of transmittal.

**C. Use of Communication Equipment.** A member of the Executive Council may participate in a meeting by means of a conference telephone or similar communication or electronic media to include but not limited to internet forums and chat rooms, whereby all members in attendance may hear or communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

**D. Waiver of Notice.** Any notice in these Bylaws prescribed may be waived, and attendance at the meeting shall be construed as a waiver of notice thereof.

**E. Quorum.** A majority of the members of the Executive Council then in office constitutes a quorum for the transaction of business. Any less number may adjourn from time to time until a quorum is present.

**Section 6. Order of Business.** The Executive Council may, from time to time, determine the order of business at their meetings.

**Section 7. Grievances.** Should a member, or a team, have suffered an alleged injustice, the individual or the team may submit such grievance to the President for review by the Grievance Committee as defined in Article VIII, Section 6. If such a grievance is directed towards a member of the council, for the purposes of that hearing a single disinterested party from among the Association's membership may be appointed by the president to fill the duties of that council member for the duration of the hearing. Upon receiving the opinion of the Grievance Committee, the Executive Council may, at their discretion, accept the recommendations of the Grievance Committee, or render their own decision. The ruling of the Executive Council shall be final.

**Section 8. WAA Sanctioning.** The Executive Council shall be responsible for creating and maintaining the criteria for use in the sanctioning of WAA Approved events.

(A) Suggested Criteria:

- 1) Primary OC is a WAA Member
- 2) Follows WAA Posted rules
- 3) Follows Skirmish Guidelines
- 4) Skirmish Scenario Reviewed by a non-playing member of the Executive Council
- 5) Has written permission of land owner for use of the land
- 6) 30 Day notice of Skirmish date on the WAA BBS

**Section 9. Removal.** The Executive Council may remove any Officer for cause by an affirmative two-thirds vote of the Executive Council at any regular or special meeting.

## **ARTICLE VIII - STANDING AND SPECIAL COMMITTEES**

**Section 1. Rules Committee.** The Rules Committee shall consist of volunteer representatives from the general membership (excluding Current Officers or Executive Council Members)[with the exception of the Insurance Committee\*] of the association; the Committee Chairperson shall be elected at the Annual Meeting by the assembled membership. At least one member of the Grievance Committee should sit on this committee in addition to the Grievance Committee.\*The Insurance Committee is exempted from this provision because if a

land owner is a member of the Executive Council, he should be allowed to serve on the Rules Committee.

(A.) The purpose of the Rules Committee shall be to establish, review and evaluate the Skirmish rules as they pertain to Wisconsin Airsoft Association sanctioned events. These rules shall include, but not be limited to, weapon transit and safety rules, basic field rules, FPS rules, eyewear rules, and any other rules they feel is needed to help support the safety of the sport. The committee shall present their proposed rules to the Executive Council, or the Officers if no Executive Council has been formed, for ratification.

**Section 2. Budget and Finance Committee.** The Budget and Finance Committee shall consist of the President, Vice President and Secretary-Treasurer. The Secretary-Treasurer shall serve as Chairman. The Committee shall counsel with the President, on the annual budget of the Association and prepare recommendations for the Executive Council. The Committee may perform such other duties in connection with the finances of the Association as the Board may determine from time to time.

**Section 3. Long Range Planning Committee.** The Long Range Planning Committee shall be chaired by the President and shall consist of the President, Vice-President and Secretary-Treasurer, and such other selected representatives from the Executive Council or membership as are deemed necessary and/or appropriate by the President.

(A.) The purpose of the Long Range Planning Committee shall be to review and evaluate the future goals, needs and resources of the Association and its membership and to prepare an annual report and recommendations to the Executive Council for their consideration and approval.

**Section 4. Bylaws Committee.** The Bylaws Committee shall consist of volunteer representatives from the general membership (excluding Current Officers or Executive Council Members)[with the exception of the Insurance Committee\*] of the association; the Committee Chairperson shall be elected at the Annual Meeting by the assembled membership. \*The Insurance Committee is exempted from this provision because if a land owner is a member of the Executive Council, he should be allowed to serve on the Bylaws Committee.

(A.) The function of the Bylaws Committee is to review and evaluate the Association's bylaws and proposed amendments or repeals to confirm whether or not matters addressed are legally appropriate and in the best interest of the Association as presented by eligible voting members, chapters and the Executive Council; and to prepare an annual report with recommendations to the Executive Council for their consideration and approval.

**Section 5. Certification Committee.** The Certification Committee shall consist of at least five (5) Active Members.

(A.) The Chairman shall have served at least one year as a member of the Executive Council, or two years as a member of this Committee.

(B.) The Certification Committee shall develop and maintain a program of recognition and certification for members who qualify in accordance with the certification program's rules and regulations.

**Section 6. AEC Committee.** The AEC Committee shall consist of volunteer representatives from the general membership of the association; the Committee Chairperson shall be elected at the Annual Meeting by the assembled membership.

(A.) The function of the AEC Committee is to conduct Airsoft Evaluation Courses in accordance to an existing fixed set of parameters primarily in order to qualify prospective members of the association who are under the age of 18 and over the age of 15.

(B.) The AEC Committee is tasked with review, implementation and revision of the basic parameters used to assure the basic understanding of Airsoft Safety, Airsoft Basics, WAA Rules, and player conduct regarding Airsoft in general and also when attending skirmishes, be they WAA sanctioned events or not, and to prepare an annual report with recommendations to the Executive Council for their consideration and approval.

**Section 7. Grievance Committee.** The Grievance Committee shall consist of at least five (5) Active Members, consisting of at least one member per team, and when five (5) or more teams are in existence, shall not have any more than one member per team.

(A.) The Chairman shall be elected by a majority vote at the Annual Meeting by the assembled membership, and may not be a current Officer.

(B.) It will be the responsibility of the Grievance Committee to act as advocate for members who have been accused of violating the bylaws presented herein or the Association's Code of Ethics. The committee will hear the testimony of the accused and present their findings at the Executive Council's hearing(s) on these accusations. Notice of such an action containing details of the grievance shall be mailed to the individual and the President and Secretary of the Chapter by Registered Mail, or confirmed electronic means, at least 15 days before the date of such a hearing. Pending the rendering of a final decision by the Executive Council action the individual shall retain membership in the Wisconsin Airsoft Association.

(C.) If no Grievance Committee exists, the Executive Council shall fulfill their tasks.

**Section 8. Peer Committee.** The Peer committee shall consist of as many members as deemed appropriate by the Chairperson. It is the purpose of the Peer Committee to act as liaison and to diffuse any misunderstandings or confusions between the older and the younger members of the Wisconsin Airsoft Association.

**Section 9. Committee Appointments.** The Executive Council shall make appointments to all committees, unless otherwise specified in these Bylaws, subject to the committee roster not being completed by volunteer general membership or appointments of the Chairman of said committee. The team diversity of the committee shall reflect the general membership as deemed reasonable. If the Executive Council does not approve of the roster of a committee it can make recommendations to the Committee Chairperson and can, at their discretion, appoint an oversight Executive Council member as a non-participant member of the Committee to insure that the recommendations of the committee are inline with the Association.

(A) The Membership may, by majority vote, override the Executive Council and vote to form a committee. The Executive Council will retain the right to appoint a non-majority number of members in the committee, at their discretion.

**Section 10. Creation and Dissolution of Committees.** The President shall monitor actions of the Committees, and task forces of the Association and shall recommend to the Executive Council on a regular basis, the creation, dissolution and consolidation of these bodies.

## **ARTICLE X – FINANCE**

**Section 1. Fiscal Year.** The fiscal year of this Association shall begin on the 1st day of January in each year, and shall end on the 31st day of December of that same year.

**Section 2. Authorized Signatures.** The Executive Council shall, from time to time, authorize officers, or officials, to sign checks and vouchers on the Association's funds.

**Section 3. Bonding.** Trust or surety bonds shall be furnished for such officers or employees of the Association as the Executive Committee shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Association.

**Section 4. Budget.** With recommendations of the Budget Committee, the Board shall adopt an annual operating budget covering all activities of the Association.

## **ARTICLE XIV – INDEMNIFICATION**

**Section 1. Indemnity of, and Allowance of Expenses for Directors and Officers.** All Officers and Team Representatives of the Association, whether or not currently serving in such role(s), shall be indemnified and shall be entitled to allowance of expenses as permitted by Chapter 181 of the Wisconsin Statutes or any other Wisconsin law governing non-stock corporations in effect at the time of the incident leading to the request for indemnification. This

indemnification right shall inure to the benefit of the heirs and personal representatives of such persons.

(A.) The Association, by its Executive Council, may indemnify in like manner, or with any limitations, any employee, agent, former employee or agent, of the Association with respect to any action taken or not taken in his or her capacity as such employee or agent. This indemnification right shall inure to the benefit of the heirs and personal representatives of such persons.

**Section 2. Determination of Right of Indemnification.** An officer, team representative, employee or agent seeking indemnification under these Bylaws shall have his or her right to indemnification determined as follows:

(A.) Any person seeking indemnification under these Bylaws shall request such indemnification in writing from the Executive Council and the Executive Council shall determine such right to indemnification by a majority vote of the Executive Council consisting of participants not parties to the same or related proceedings as those causing the pending request for indemnification (disinterested participants). If a quorum of disinterested participants cannot be obtained then the right to indemnification shall be determined by a majority vote of a committee duly appointed by the Executive Council and consisting solely of two (2) or more disinterested participants. Disinterested directors may not participate in the designation of members of the committee provided for herein.

## **ARTICLE XV – AMENDMENT**

**Section 1. How Made.** Any Bylaws of the Association may be amended or repealed at any Annual or Special Meeting of the Association called for such purpose, by a vote of two-thirds of the members present at such meeting in person, by Written Voting Authorization, or by absentee ballot, in the following manner:

(A.) Amendments or repeals may be proposed by the Executive Council, any Team, or by a petition of fifty percent (50%) or more of the eligible voting members. They are to be filed with the President. Such amendments or repeals shall be referred to the Bylaws Committee prior to consideration by the Executive Council. All amendments and repeals except those that are legally inappropriate shall be submitted to the members at the Annual Meeting or Special meeting with an appropriate recommendation from the Executive Council for passage or defeat.

(B.) A notice of the proposed amendment or repeal shall be mailed, or electronically dispatched, to each member of the Association at least sixty (60) days before the Annual or Special Meeting at which time the proposal will be voted on. Proposals for amendments or repeals shall be filed by individuals or teams by August 1 of each year for presentation at the following Annual Meeting.

**Section 2. By Special Mail Vote.** When in the judgment of the Executive Council the repeal or amendment of any part of these Bylaws becomes desirable, or the submission of any other

issue to our members, and it appears that the interests of the members would be better served by placing such matters before them before the date of the next Annual Meeting, the Executive Council is empowered to submit such matters to the membership by mail, or electronic dispatch, giving full explanation of the necessity for this action and providing a mail ballot, or electronic dispatch, which ballot is to be provided with return postage, or electronic method and to be addressed to the Secretary-Treasurer and is to indicate clearly whether the member approves or is against the proposition covered by such ballot. If more than two-thirds of the ballots returned by the membership are in favor of the proposition voted on, the measure shall have carried and be in effect as if the vote had been taken at a regular Annual or special meeting of the members. The ballots for and/or against the proposition shall be retained by the Secretary-Treasurer and be presented to the Executive Council at the next Annual or Special Meeting for audit, should there be any challenge to the vote reported by the President; and in any event the result of such audit by the council shall be recorded in the minutes of the Annual or Special Meeting. To constitute a valid action, the total votes cast by special mail vote in accordance with this section must be no fewer in number than ten percent (10%) of the voting membership.

#### **ARTICLE XVI – DISSOLUTION**

In the event of the dissolution of the Association, after paying or making provision for the payment of all liabilities and obligations of the Association, the Executive Council shall distribute all assets of the Association exclusively for religious, charitable, educational and scientific purposes. In no case shall such assets be distributed to an organization that is not a "qualified organization" as defined herein. An organization is a "qualified organization" only if at the time of receiving such asset or property it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Internal Revenue Code of 1986 and is described in Section 509(a)(1), (2), or (3) of said Code.