



E10305 Xanadu Rd. • Wisconsin Dells, WI 53965

BYLAWS – JULY 2016

ARTICLE I - Name

The name of this organization shall be Camp Delton Club, Inc. herein referred to as Camp Delton Club or Club.

Article II - Offices

Section 1 - The principle office of the Club is located at E10305 Xanadu Road, Wisconsin Dells, WI 53965. The corporation may have other offices either within or outside of the State of Wisconsin, as designated by the Board of Directors when affairs of the corporation require this from time to time.

Section 2 - The registered office of the corporation required by the Wisconsin Non-Stock Corporation Law may be, but need not be, identical with the principle office of the corporation in the State of Wisconsin and the address of the registered office may be changed from time to time by the Board of Directors.

Article III - Membership

Section 1 – Eligibility and Acceptance: Any person 18 years and over is eligible for club membership. To qualify, the purchaser must be buying the membership for his or her intent to use the Club's facilities for his or her own camping and recreational purposes. Memberships at Camp Delton Club are not to be used for commercial purposes. Beginning July 18, 2016, the purchaser will be accepted as a member upon completion of his or her membership sale and contingent upon a background check. Membership transfer will be handled by the Club office manager.

Copies of the bylaws, articles of incorporation and the rules and policies are provided to new members. Each new member is required to sign a membership certificate which indicates the member has read these documents.

Any member may request a copy of these documents at any time.

Section 2 – Membership Dues and Assessments: All members pay annual membership dues and other fees as determined by the Board of Directors to remain a member in good standing.

Annual membership dues applicable to each membership will be reviewed annually by the Board of Directors. If necessary, dues may be increased with an affirmative vote of the Board of Directors. All membership debt is due to Camp Delton Club no later than April 15 of each year.

Any special assessments by the Board shall be limited to 5% of the annual dues, except in cases of emergencies. Emergencies are defined in section 181 of the State Statutes governing Non-Stock Corporations and are described as catastrophic occurrences. Any assessments greater than 5% must have membership approval by vote of those members present at a regular or special Board meeting or by referendum.

Section 3 – Rights of Members: Each member shall have the following rights and privileges:

- a) The right to use a campsite in the campground assigned to him or her.
- b) The right to use common grounds and recreational facilities of the Club in a manner consistent with the rules and policies of the Club.
- c) Each membership may list up to three individuals on the membership certificate, all of which are considered to be eligible for election to the Board of Directors.

Section 4 - Transfers: Memberships are transferable and will be handled by the office manager. Membership dues and other assessments are nonrefundable but exceptions may apply. The survivor of a deceased Club member must submit a request for transfer of the membership to the Board of Directors once the estate is settled.

Section 5 – Voluntary Forfeiture of a Membership: Membership forfeitures are handled on a case-by-case basis. The member forfeiting the membership is responsible for all dues, assessments and other fees until the membership is sold.

Section 6 – Membership Expulsion

The Board of Directors may expel a membership based on:

- a) Nonpayment of dues, fees or assessments
- b) Physical abuse or assault
- c) Harassment, including verbal abuse

Section 7 – Member Meetings

- a) Annual Membership Meeting – the annual meeting for Club members will take place on the 3rd Saturday in July at 9:00 a.m. at the Club lodge.
- b) Special Member Meetings – A special member meeting may be called by the Board president, any five directors, or by order of the Board of Directors. Special member meetings may also be called by any 50 memberships with proper notification to the Board of Director’s secretary. Notice of special member meetings must be posted to the Camp Delton Club website (www.campdelton.com) and at the Club lodge not less than 10 nor more than 30 days prior to the meeting. Special membership meetings need to state the purpose(s) and an agenda must be provided. No Club business will be transacted during a special membership meeting unless it is included in the meeting notice.

Section 8 - Quorum: The members holding 10% of the votes entitled to be cast at an annual or special meeting of the membership constitutes a quorum. A majority of the votes entitled to be cast by the members present at a meeting are necessary for the adoption of any matter voted on by members.

Section 9 - Voting: Each membership shall have one vote at any regular or special meeting of the Club. A member holding more than one membership has one vote for each membership he or she holds.

Section 10 – Membership Rules: The Board of Directors can revoke or amend by a vote of two-thirds (2/3) the rules for conduct of members, consistent with the Article of Incorporation or Club bylaws. The membership may at any properly called meeting repeal, modify or suspend the implementation of any rule by a majority vote of the membership. These rules will become effective and binding on all memberships when read at the next duly convened meeting or when delivered to each membership.

Article IV – Board of Directors

Section 1 – General Powers: The Board of Directors will oversee the operations of Camp Delton Club. Day-to-Day operations will be carried out by the office manager, grounds manager and any other staff they supervise.

Section 2 - Number, Election, Tenure and Qualifications: The Board of Directors will consist of nine members who are elected by the membership. Board of Director terms are for three (3) years and will be staggered. Only one member per membership in good standing is eligible for a seat on the Board concurrently. Newly elected board members take their seat at the September Board meeting.

Officers of the Club, include the president, vice president, secretary and treasurer. Officers are elected from within the Board. Officers of the board are renewed annually by a majority vote of the Board. To be elected president, the board member must serve at least one year on the Board.

Section 3 - Removal: Any director may be removed by a two-thirds vote of the Board or a majority vote of the membership based on adequate cause. If a Board seat is vacated, a special election will be held.

Section 4 – Meetings and Quorum: The Board of Directors will meet a minimum of five times annually. The agenda for a regular board meeting will be posted in the Club lodge and on the website at least seven days prior to the meeting. Minutes from each meeting will be posted on the website once they are approved by the Board. Members will receive an updated copy of any changes to the bylaws or rules and policies voted on by the membership and accepted by the Board of Directors. Each regular board meeting will slot time for comments by Club members.

Special board meetings may be held and may be an open or closed meeting as necessary. These meetings will be determined by the Board president or in his absence, the vice president. If necessary, three directors can call a special meeting. A 24-hour notice with an agenda must be provided to all Board members for special meetings. Agendas and/or other material does not need to be posted.

With all board meetings, five directors shall constitute a quorum.

Section 5 – Board of Director Vacancies: If a Board seat is vacated a special election will be held.

Section 6 - Indemnification of Directors and Officers: Each director, officer, former director and former officer of the Club is indemnified by the Club against expenses actually and necessarily incurred by him or her, in connection with the defense of any action, suit of proceeding and any loss, costs or damages incurred by him or her as a result of any judgment recovered against him or her in any such action, suit or proceeding in which he or she was made a party by reason of being, or having been, such director or officer, except in relation to matters to which he or she shall be adjudged in such action suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Board will defray the costs of legal expense for actions against the Board for actions that he or she pursued while on the Board of Directors of the Club and pursuant to his or her duties while on that Board.

Section 7 – Loans to Officers and Directors: No funds of the Club will be loaned to any officer or director.

Section 8 – Compensation: Board members will not be paid compensation.

Section 9 – Presumption of Assent: A Board member who is present at a meeting of the Board of Directors or a committee meeting will be presumed to assent to any action taken unless they make their dissent known via the minutes or written notice to the secretary.

Section 10 - Committees: The Board of Directors, working together with its committees will determine focus, resources and services for the benefit of the membership. The Board of Directors has the discretion to form other committees as they deem appropriate.

Section 11 – Contracts: No contract or other transaction entered into by the Club is affected by the fact that a Board member is interested in or connected to the contract or transaction. Notice by any board member to the full Board of Directors is required if a contract or transaction is entered into where the Board member has an interest or connection.

Section 12 – Executive Committee: The officers of the Board (president, vice president, secretary, and treasurer) constitutes an executive committee.

Section 13 – Attendance: Board members must notify the Board president if they are unable to attend a meeting.

Article V - Officers

Section 1 – Number and Designation: The principal officers of the Club are president, vice president, secretary and treasurer. All officers must be members of the Board.

Section 2 – Election and Terms: Officers are elected by current Board members. Officer positions are renewed annually by a majority vote of the Board. To be elected president, the board member must serve at least one year on the Board.

Section 4 – Officer Duties:

- a) **President** - The president presides at all membership and Board meetings. The president will have general supervision of all Club activities. In addition, the president will perform other duties that are required of him or her by the Board of Directors.
- b) **Vice President** - In the absence of the president, the vice president will serve as president and will perform all duties as stated in Section 4a. From time-to-time, the vice president may be assigned other duties by the president or the Board of Directors. The vice president serves as chair of the election committee.
- c) **Secretary** - The secretary is responsible for capturing the minutes from Board and membership meetings. Minutes from all meetings will be provided to the Board for review within two weeks of each meeting. Minutes will be approved and accepted by the Board at the next regularly scheduled meeting. The secretary is also responsible for affixing the seal of the corporation to all necessary documents. From time-to-time, the secretary may be assigned other duties by the president or Board of Directors.
- d) **Treasurer** - If required by the Board of Directors, the treasurer will give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the Board will determine. He or she will have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for monies due and payable to the Club from any source whatsoever, and deposit all monies in the name of the Club in banks, trust companies, or other depositories as selected in accordance with the provisions of these bylaws; and in general perform all of the duties associated with the office of Treasurer. From time-to-time, the treasurer may be assigned other duties by the president or Board of Directors.

Section 5 – Removal of Officer: Any officer of the Board of Directors may be removed from the executive committee by the Board of Directors whenever in its judgment the best interest of the Club will be served. Said officer will remain on the Board.

Section 6 - Vacancies: A vacancy in any officer position due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7 - Salaries: Officers will not be paid a salary for serving in this role.

Article VI – Board of Director Nominations and Election

Section 1 - Nominations: Members in good standing may nominate candidates for a position on the Board of Directors. Nominations can be sent via email, regular mail or submitted to the office manager at least 30 days before the annual meeting. The vice president of the Board oversees the nomination process and can appoint up to three to serve on this committee. If the vice president is up for re-election, another Board member will assume this role.

The nominating committee prepares a list of nominees along with their bios and provides to the office manager for distribution. Ballots should be distributed to the membership not less than twenty (20) days prior to the annual meeting. Nominations will not be accepted from the floor at the annual meeting.

Section 2 - Election: Board members are chosen via ballot by the membership. A plurality of vote cast shall be sufficient to elect directors.

Newly elected Board members will be assigned a position on the Board and will take their seat(s) at the September Board meeting.

Article VII – General Information

Section 1 – Fiscal Year: The fiscal year of the Club shall be 12 months ending December 31.

Section 2 – Annual Report: The treasurer and office manager will prepare an annual report for Camp Delton Club. The annual report will be distributed to all members via email or made available at the Club office no later than the annual membership meeting in July.

Section 3 – Bylaw Review/Amendments: The Club bylaws will be reviewed on an annual basis. If amendments are necessary, they will be documented and presented to the membership for vote at the next annual membership meeting.

Section 4 - Contracts:

- a) The Board of Directors may authorize an officer(s) or agent(s) to enter into a contract or to execute and deliver any instrument in the name of or on behalf of the Club. This authority may be general or limited to specific instances.
- b) Any expense which exceeds \$5000 or is in excess of the budget currently in effect, and does not constitute an emergency, must be approved by the general membership by a referendum vote. An emergency is a condition that jeopardizes the health, safety or well-being of any Club member.

Section 5 - Loans: No loan will be contracted on behalf of the Club or issued in the Club's name unless it is authorized by a majority of the Board. This authority may be general or limited to specific instances.

Section 6 – Payments to Vendors: All payments to vendors that are in the name of Camp Delton Club, will be signed by the Board president and/or the Board treasurer.

Section 7 - Deposit: All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club at such banks, trust companies or other depositories as the Board of Directors may select.

Section 8 – Camp Delton Club Seal: The Board of Directors will provide a corporate seal which is inscribed with the name of the Club, the State of Incorporation and contains the words “Corporate Seal.”

Section 9 Informal Action by Members and Directors: Any action required by the Articles of Incorporation or bylaws may be taken without a meeting if all the members, directors, or members of the committee that are entitled to vote on the matter give consent and that consent has the same effect as a unanimous vote.

Section 10 Waiver of Notice: Whenever any notice is required to be given by law or under the Articles of Incorporation or bylaws, those that are entitled to that notice can sign a waiver which strikes the requirement of giving that notice. That waiver must contain the same information that would have been required to be included in the notice except that the time and place of meeting wouldn't have to be stated.

Section 11 - Audit: Any member is entitled to examine or have an audit conducted, at his or her expense, the financial books and records of the Club. The treasurer will make the records available to the member in a timely manner and at a place of the treasurer's choosing, usually the Club office.

Section 13 Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order Newly Revised will govern Board meetings as long as they are consistent with the Club's bylaws and any special rules of order the Club may adopt.

The previously mentioned bylaws are the result of the original bylaws and all known additions, amendments and revisions through July 2016.

July 18, 2016