

**BY-LAWS
OF
CAMP DELTON CLUB, INC.**
(Updated 07/01/12)

**ARTICLE I
OFFICES**

Section 1 PRINCIPAL OFFICE: The principle office of the corporation in the State of Wisconsin shall be located in the Township of Delton, County of Sauk. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

Section 2 REGISTERED OFFICE: 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 II
MEMBERSHIP**

Section 1 ELIGIBILITY AND ACCEPTANCE: Any person 18 years and over shall be eligible for membership in the club. To qualify for membership one must be buying membership for his or her account and intent to use the Club's campground for camping and recreation purposes. Before December 31, 1975, members of the club shall be determined by the initial directors named in the Articles of Incorporation. After December 31, 1975, members shall be accepted only upon an affirmative vote of five (5) of the directors at a properly constituted meeting of the Board of Directors at which seven (7) or more directors are present. (Rewritten to comply with Articles of Incorporation amendment of 5/30/80)

- a) To provide a copy of the Articles of Incorporation and By-Laws to every new member and any member upon request. (Members 6/8/02)
- b) To provide ALL financial, budget and committee reports be sent to all members and received by no later than April 30th. (Members 6/8/02)
- c) To post the Agenda of any meeting on the Website at least 7 days before the meeting. (Members 6/8/02)

Section 2 MEMBERSHIP FEE: Each initial director of the club and each person elected to membership shall, before qualifying as a member in good standing, pay to the club membership fee to be determined by the Board of Directors

Section 3 CLASSES OF MEMBERS: There shall be classes of members established by the Board of Directors and classes shall be determined upon the basis of the site selected by the members and/or designated by the Board

Section 4 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 by the Board of Directors.
- b) The right to use other common grounds and recreational facilities of the Club in a manner consistent with the rules of the Club and the purposes for which it was formed.

Section 5 LIMITATION OF MEMBERS, MEMBERSHIP FEES AND DUES: The number of members (3), the membership fees, annual dues and assessments applicable to the membership shall be as may be determined from time to time by the Board of Directors. Such annual fee payment due January 1st, of each year, shall be paid without penalty on or before April 15th of each year. Thereafter, the unpaid balance shall be delinquent. Credit insofar as the payment of membership fees and assessments are concerned, shall be subject to Board action. (Members 6/8/02)

Section 6 TRANSFERS: Membership shall be transferable only upon approval by the Board of Directors, except as provided hereinafter and there will be no refunds of maintenance fees or assessments paid. The survivor of a deceased club member must submit a request for transfer of membership to the Board of Directors within six (6) months. (Members 07/09/83)

Section 7 RESIGNATION OF MEMBER: Any member may resign by mailing or delivering his resignation to the secretary of the Club, in writing. No resignation shall become effective prior to the expiration of the current year within which it is received by the secretary, and members shall be liable for maintenance fees and all other obligations of membership until the sale of such membership as set forth below: All resigned memberships that have been or will be submitted to the Club shall be placed for sale by the Club or by the owner. If the resigned member account is not current, said member contract to bring account to current status. If the contract is not accepted within thirty (30) calendar days the Board of Directors shall begin expulsion proceedings as stipulated in the Bylaws, Article II, Section 8. The Club may then sell such membership and shall remit any balance to the resigned member after all delinquent maintenance fees, other assessments, and cost of sales have been deducted. Memberships so bought shall be certified by the treasurer in writing that the financial commitments have been fulfilled. (Members 10/3/87)

CAMP DELTON MEMBER EXPULSION POLICY

Section 8 Based upon a finding of good cause, the Board of Directors may vote to expel a member of Camp Delton. Good cause shall include but not be limited to:

- a) **Failure to maintain the requirements necessary for Membership** - Dues, assessments or other indebtedness of the member or the Club that remain unpaid for a period of sixty (60) days after notice is given by the treasurer of such default, such notice to be in writing and forwarded by registered or certified mail.
- b) **Physical Abuse or Assault** - Instances of physical abuse or assault.

- c) **Harassment** - Actions of a nature that threatens a person's body, physical safety or mental well-being or the safety or well-being of his or her family or property.
- d) **Verbal Abuse** - Instances of verbal abuse by means of loud, vile, crude, demeaning, bigoted, or otherwise offensive language; repeated rambling, raving, or implied threats, however communicated (whether in person, via telephone, in writing or via telephonic transmission.)

An employee or member shall document each instance of such conduct in writing upon experiencing or learning of an incident and, if reported orally to a Board Director or employee supervisor shall be recorded in writing upon receiving the report. Each documented incident shall be counted toward the number of incidents necessary for good cause only if it states the date, time and place of the incident and the names of any witnesses known to be present, if any.

Reprimand or Disciplinary Action

First Violation - Written Warning: A written warning will be cleared from a member's record after two years from the date of the infraction if no other violations of the same nature are given to the member.

Second Violation - Dollar fine up to \$500.00 and/or Suspension of Club privileges.

Third Violation - Continued misconduct may result in further disciplinary action up to and including expulsion.

No member shall be expelled except upon the vote of two-thirds (2/3) of the Directors present at a special or regularly called meeting of the Board. Not less than fifteen days prior to such meeting the member shall be furnished with a statement of the reasons for his possible expulsion, and at such meeting the member shall be given an opportunity to be heard and to present a defense. Each member shall have the right to request reconsideration of his expulsion at a meeting of the membership. Such request shall be made by written notice to the Club by registered or certified mail within thirty (30) days after the member's expulsion. Action to affirm or rescind the expulsion of such member shall be by a majority vote of the members present at such meeting. (Board of Directors 5/15/99)

Section 9 REINSTATEMENT: An expelled member may be reinstated by acceptance in the manner provided for acceptance of new members upon written request of such expelled member received within ninety (90) days of such expulsion, without payment of membership fees, but only if accounts and arrears of such member are fully paid, including the annual dues for the intervening period. (Board of Directors 4/76)

Section 10 DISPOSITION OF MEMBERSHIP FOLLOWING EXPULSION: When the expulsion of a member has become final in accordance with the procedures provided in Sections 8 and 9 above, all dues, membership fees or assessments paid by such expelled member shall forfeit and he shall remain liable to the Club for any unpaid balances on the aforesaid dues, membership fees or assessments; provided, however, that when and if the Club has secured another person to purchase the membership(s) formerly held by such expelled member, the lesser of (i) the proceeds of the sale such membership(s) received by the Club or (ii) the same consideration which such expelled Member paid for such membership(s) less the unpaid balances of any dues, membership fees, or assessments for which such expelled member remains liable to the Club. The Club shall offer all memberships then available for purchase to each perspective purchaser of a vacant membership. (Board of Directors 4/76)

Section 11 MEETINGS: Meetings of the members of the Club may be called by the president, and five (5) directors, or by order of the Board of Directors. Meetings may also be called by any fifty (50) members, signing a call thereof, and deliberate the same to the secretary. Notice of meetings of the members shall be given by the secretary by mailing a copy thereof to each member having voting privileges, at his last-known address appearing on the records of the Club, not less than ten (10) nor more than thirty (30) days prior to such Meeting. Notices of all special meetings shall state the purpose, or purposes, for which called and at such special meetings, no business shall be transacted except as such shall have been included in the notice of such meeting. The annual meetings of members shall be held on the third Saturday in July at 9:00 A.M. commencing July 2002. (Board of Directors 5/8/96, 2002)

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 or by referendum. (Members 6/8/02, 2005)

Section 12 QUORUM: The members holding 10% of the votes entitled to be cast at an annual or special meeting of the membership shall constitute a quorum. A majority of the votes entitled to be cast by the members present at a meeting shall be necessary for the adoption of any matter voted upon by members, except otherwise provided herein or as provided in Chapter 181 of the Wisconsin Statutes (Members 7/9/83, 7/05)

Section 13 VOTING: Each membership shall have one vote at any regular or special meeting of the Club. A member holding more than one membership shall have one vote for each membership he holds. (Board of Directors 4/76)

Section 14 MEMBERSHIP RULES: The Board of Directors may by a vote of two-thirds or more of the members of the Board of Directors then in office adopt, revoke or amend such rules for conduct of members, not inconsistent with the Article of Incorporation of these Bylaws, as it may deem advisable for the protection and better enjoyment of the facilities and properties of the Club, which rules shall become effective and binding upon all members when read at any duly convened meeting thereof or when delivered in writing to each member. The membership may at no duly convened meeting thereof, by majority vote, repeal, modify or suspend the operations of any rule. (Board of Directors 4/76)

ARTICLE III

BOARD OF DIRECTORS

Section 1 GENERAL POWERS: Its Board of Directors shall manage the business and affairs of the Club. Board action at any meeting to be restricted to matters of routine day to day operation and any emergency; all other business conducted at regularly scheduled meetings of the Board with subsequent agenda notice being given the General Membership. (Members 8/9/80)

Section 2 NUMBER, ELECTION, TENURE AND QUALIFICATIONS: The number of Directors of the Club shall not be less than three (3) nor more than nine (9), and shall initially consist of the Directors named in the Articles of Incorporation. Thereafter, the Directors shall consist of nine (9) members who shall be elected as Directors with the president, vice president, secretary and treasurer elected from within the Board on an annual basis. To be elected president, the board member must have been on the Board of Directors the previous year. The president cannot serve more than two (2) terms consecutively. All Directors shall be elected from the membership as provided under this Article and Article V hereof. Directors shall serve for three (3) years and the term of such Directors shall be so arranged that in each year, the term of three (3) Directors shall expire. Only those members considered primary members shall be eligible for a seat on the Board of Directors. (Rev. Board of Directors 5/20/95)

Section 3 REMOVAL: Any director may be removed by a two-thirds (2/3) vote of the Board of Directors for adequate cause shown, either in writing signed by the directors or at meeting of the Board. If any Board of Directors member misses two concurrent meetings without cause he shall be dismissed from the Board and replaced by the Board of Directors. (Board of Directors 6/25/78)

Section 4 MEETINGS AND QUORUM: The Board of Directors shall meet a minimum of five (5) times yearly. Date to be selected by the Board of Directors. Special meetings shall be held upon call of the president, or in his absence, the vice president, or any three (3) Directors upon twenty-four hours notice, which notice may be given by telephone. Majority of the Directors then in office, Five (5) shall constitute a quorum for all meetings of the Board of Directors.

The agenda for Board Meeting shall be posted in the club house at least one week prior to any meeting; minutes of the Board Meeting to be posted also, along with the record of attendance of members; Club members receive promptly a copy of any changes in the rules made by the Board of Directors; time to be provided at each meeting for comments by the Club members at the official Board meetings. The consumption of alcoholic beverages at all Board meetings is forbidden. (Board of Directors 5/20/95)

Section 5 VACANCIES: Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of Directors shall be filled by the following; a new Director to fill the expired term is to be selected from the election results of the latest Board of Directors election, in the order of votes received. In the event there are no succeeding nominee(s) or should the succeeding nominee(s) decline such vacancies, the Board of Directors shall use their discretion to the manner of filling such vacancies. (Members 5/3/80, 6/13/87)

Section 6 INDEMNIFICATION OF DIRECTORS AND OFFICERS: Each Director, Officer, former Director and former Officer of the Club is, by this Bylaw, indemnified by the Club against expenses actually and necessarily incurred by him, in connection with the defense of any action, suit or proceeding and any loss, costs or damages incurred by him as a result of any judgment recovered against him in any such action, suit or proceeding in which he 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 pursued while on the Board of Directors of Camp Delton Club, Inc. and pursuant to his duties while on that Board. (Board of Directors 5/12/79)

Section 7 LOANS TO OFFICERS AND DIRECTORS: No funds of the Club shall be loaned to any Officer or Director.

Section 8 COMPENSATION: The Board of Directors by the affirmative vote of a majority of Directors then in office and irrespective of any personal interest of any of its members shall have authority to establish reasonable compensation of all Directors for services to the Club as Directors, Officers or otherwise or to delegate such authority to an appropriate committee. The Board of Directors may be paid their expenses; if any, of attendance at each meeting of the Board. Starting with the 1986 camping season Board members will be paid to/from meetings, at rate to be determined by the April 15th with a maximum of 250 miles round trip. (Board of Directors 5/8/96)

Section 9 PRESUMPTION OF ASSENT: A Director of the Club who is present at a meeting of the board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless He shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to Director who voted in favor of such action.

Section 10 COMMITTEES: The Board of Directors by resolution adopted by the affirmative vote of a number of Directors equal to a quorum thereof may designate one or more committees, each committee to consist of three or more Directors elected by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, or in the Articles of Incorporation or Bylaws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except action concerning members, election of Officers or the filling of vacancies in the Board of Directors or committees created pursuant to this section. The Board of Directors may elect one or more of its members as alternative members of any such committee who may replace any absent members at any meeting of such committee, upon request by the President or upon request by the Chair of such meeting. Each such committee shall fix its rules covering the conduct of its activities as the Board of Directors may request.

Form an Election Committee of 4 members, one from each village to solicit nominations of members to run for the Board of Directors. The committee reports to the Vice-President of the Board. (Members 6/8/02)

Section 11 VALIDITY OF CONTRACTS: No contract or other transaction entered into by the Club shall be affected by the fact that a Director or Officer of the Club is in any way interested in or connected with any party to such contract or transaction, or himself is a party to such contract or transaction, even though in the case of a Director the vote of the Director having such interest or connection shall have been necessary to obligate the Club upon such contract or transaction, provided, however, that in any such case the fact of such interest shall be known or disclosed to the Directors or members acting upon or about such contract or transaction.

Section 12 EXECUTIVE COMMITTEE: The officers of the Board of Directors (President & Vice President, Secretary, and Treasurer) shall form an executive committee. The Club Manager and past President shall be included as nonvoting members, except at personal meeting that the Manager's involvement would be inappropriate. (Board of Directors 7/12/86)

Section 13 ATTENDANCE: All Board members are to notify the Chairman of the Board if they are unable to attend a Board Meeting. (Board of Directors 7/12/86)

ARTICLE IV

OFFICERS

Section 1 NUMBER AND DESIGNATION: The principal Officers of the Club shall consist of a President, Vice President, Secretary, and Treasurer each of whom shall be a member. The Club may also have such other Officers and Assistant Directors, as may be appointed or elected by the Board of Directors

Section 2 TERMS: The Officers shall serve for a term of one (1) year or until their successors are duly elected and qualified. The President, Vice President, Secretary, and Treasurer shall also be members of the Board of Directors during their terms in office.

Section 3 ELECTION: All Officers are elected by the Board of Directors annually for a term of one (1) year under the rules of Article III, Section 2. (Board of Directors 5/95)

Section 4 DUTIES: The duty of the principal Officers shall be as follows:

- a) The President shall preside at all meetings of the members and of the Board of Directors. The President shall sign all notes, contracts and obligations on behalf of the Club, and shall perform such duties as may be required of him by the Board of Directors.
- b) The Vice-President shall in the absence of the President or in the event of his death, inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President, and shall perform such other duties as may from time to time be assigned to him by the President or by the Board of Directors.
- c) The Secretary shall keep the minutes of the members and of the Board of Directors' meeting in one or more books provided for that purpose; see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; keep a register of the Post Office address of each member which shall be furnished to the Secretary by such Members; sign, with the President, or Vice President certificates for membership in the Club; and, in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the President or by the Board of Directors.
- d) If required by the Board of Directors, the Treasurer shall give a bond for the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such banks, trust companies, or Other depositories as shall be selected in accordance with the provisions of these Bylaws; and in of Treasurer and such other duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the President or the Board of Directors.

Section 5 REMOVAL: Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 6 VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE V

ELECTION OF OFFICERS AND DIRECTORS

Section 1 MANNER OF ELECTION: The Directors of the Club shall be chosen by ballot by the primary members at an election to be held on the day of the annual meeting go the members, where the vote shall be received and counted. A plurality of vote cast shall be sufficient to elect directors. Notice of the election shall be mailed by the Secretary to the members at least two (2) weeks prior to the Annual Meeting indication the time and place of such meeting. (Board of Directors 5/95)

The newly elected directors that were elected at the annual members meeting will be assigned a title. Those newly elected directors will be seated on the board of directors at the end of the camping season, at the last scheduled board meeting of the year in September. The term will run from September to September. (Members 7/2011)

Section 2 NOMINATIONS: Members in good standing on January immediately preceding the annual meeting, may nominate candidates for director, by written nomination signed by such members, delivered to the Secretary at least thirty (30) days before the annual meeting. The Board of Directors shall appoint a nominating committee of at least three (3) members, not more than one of whom shall be an Officer or Director in office.

The nominating committee shall prepare and file with the Secretary a list of nominees for Directors not less than twenty (20) days prior to the annual meeting. No nominations will be accepted from the floor at the annual meeting. (Rev. Board of Directors 5/95)

ARTICLE VI

GENERAL

Section 1 FISCAL YEAR: The fiscal year of the Club shall be twelve (12) months ending December 31.

Section 2 ANNUAL REPORT: The Board of Directors and Treasure shall prepare and summarize for, mail to, or make available for inspection by the members, and annual report of the condition of the Club as of the close of the fiscal year and prior to the annual meeting.

Section 3 AMENDMENTS: These Bylaws may be amended or repealed by a vote of two-thirds (2/3) of the Board of Directors then in office, or by a majority vote of members in good standing adopted at any regular or special meeting of the members; provided that a statement of the nature of the proposed amendment is included in the notice of any such meeting of the members.

Section 4 CONTRACTS:

- a) The Board of Directors may authorize any Officer(s), Agent(s), to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Club, and such authority may be general or confined to specific instances.
- b) Any expense in excess of the budget currently in effect, which exceeds \$5,000.00 and does not constitute an emergency, must be approved by the general membership by a referendum vote. An emergency is a condition that in anyway jeopardized the health and/or safety or well being of any member of Camp Delton Club. (Members 7/99)

Section 5 LOANS: No loan shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of directors. Such authority may be general or confined to specific instances.

Section 6 CHECKS, DRAFTS, ETC: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such Officer of Officers, Agent (s) of the corporation and in such manner as shall from time to time be determined by Resolution of the Board of Directors.

Section 7 DEPOSITS: 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 SEAL: The Board of Directors shall provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Club and the State of Incorporation and the words "Corporate Seal."

Section 9 INFORMAL ACTION BY MEMBERS AND DIRECTORS: Any action required by the Articles of Incorporation or Bylaws of the cooperation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so Taken shall be signed by all the Member, Directors, or members of the committee thereof entitled to vote concerning the subject matter thereof and such consent shall have the same force and effect as unanimous vote.

Section 10 WAIVER OF NOTICE: Whenever any notice whatever is required to be given under the provisions of the Wisconsin Non-Stock Corporation Bylaw or under the provisions of the Articles of Incorporation or Bylaws of the Club, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be Deemed equivalent to the giving of such notice. Such waiver by a member in respect to any matter in which notice is required under any provisions of the Wisconsin Non-Stock Corporation Law shall contain the same information as would have been required to be included in such notice under any applicable provisions of said law, except that the time and place of Meeting need not be stated.

Section 11 AUDIT: Any member shall be entitled to examine or have conducted at his expense an audit to the financial books and records of the Club, and the Treasurer and other Officers having custody of such records shall, at the request of a member, make the same available to him at reasonable times and At the principle office of the Club or such other reasonable place as Officers may designate.

Section 12 SALARIES: The salaries, if any, of the Officers shall be fixed from time to time by the Board of Directors. No, Officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Club.

Section 13 PARLIAMENTARY AUTHORITY: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Club may adopt.

The previously mentioned Bylaws are the result of the original Bylaws and all know additions, amendments and revisions up to (March 1, 2006, July 1, 2012.)