CAMP DELTON CLUB BYLAWS

Updated as of: July 20, 2024

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***All updates are identified with a BOLD date**

Article I - Name

Section 1 - 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 principal 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 principal 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 16, 2016, the purchaser will be accepted as a member upon completion of his or her membership purchase and contingent upon a background check. Membership transfer will be handled by the Club office manager.

Section 2 - Copies of the Bylaws, Articles of Incorporation and the Rules and Regulations are provided to new members. Each new member is required to sign proof of receipt and a membership certificate which indicates the member has read/received these documents. Any member may request a copy of these documents at any time. (**updated 9-18-21**)

Section 3 – 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 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 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 5 - 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 Office Manager once the estate is settled.

Section 6 – Voluntary Forfeiture of a Membership: Membership forfeitures are handled on a case-by-case basis. The member forfeiting the membership isresponsible for all dues, assessments and other fees until the membership is sold.

Section 7 – Membership Expulsion Policy. The Board of Directors may expel a membership based on the following two conditions: (**updated 9-18-21**)

a) **Nonpayment of Debt**. All membership dues, assessments, and fees (debt) are due to Camp Delton Club, Inc. no later than April 15 of each year. If a member's debt is not current by April 15 or the member has not made arrangements with the camp Office Manager to extend the April 15 deadline, the membership may be locked out until all debts are paid in full. A $75.00 late fee for non-payment of dues and fees in full and a separate $75.00 late fee for unpaid assessments will be incurred starting April 16, and continuing monthly, until all debt is paid in full. If the debt is not paid within 60 days, June 15, the membership may be expelled by a 2/3 (two thirds) vote of the Board of Directors at the next scheduled board meeting. Written notice of their expulsion will then be sent by certified mail to the member(s), from the Camp Delton Club's attorney. **(updated 9-16-23**).

b) **Noncompliance Behavior Expulsion**. The following may be included, but not limited to behavior that will not be tolerated at Camp Delton Club:
    1) Intentional Damage: Any member that intentionally damages another member's property or Camp Delton Club property could lead to a fine, possible expulsion or criminal charges.
    2) Physical Abuse or Assault: Physical abuse or assault may be grounds for immediate expulsion. The victim and or management will have the right to involve the police and press charges, if necessary.
    3) Conduct Unbecoming: Rudeness or insulting behavior to any member or employee may include conduct that infringes or limits the rights of other members to enjoy club facilities or activities. Additionally, any actions to harm the reputation of the club, verbally or written, including all forms of social media will also not be tolerated.
    4) Harassment: Actions that threaten a person's body, physical safety, mental well-being, or the safety or well-being of his/her family.
    5) Verbal Abuse: Loud, vile, crude, demeaning, bigoted or otherwise offensive language or implied threats, however communicated will not be tolerated.

c) The complete expulsion process can be found in the Camp Rules and Regulations, Section 1: Membership – Expulsion Process.

Section 8 – Member Meetings

a) **Annual Membership Meeting** – the Annual Membership Meeting will take place on the 3rd Saturday in July at 9:00 a.m. at the Club lodge. The agenda for the Annual Membership Meeting will be posted in the lodge and on the camp's website at least seven days prior to the meeting. Any agenda items and/or proposed motions must be received in the office by the Friday prior to the posting date. Motions stated on the agenda require majority vote to approve. Any motion not presented on the agenda in advance requires a two-thirds vote to succeed. In the event of a natural or man-made event, or health crisis such as a pandemic, the Board of Directors has the right to change the date, time, and place of the Annual Membership Meeting. No less than 10 days' notice of the change must go to members via all methods the Camp

uses for notification. In addition, it is the secretary's responsibility to ensure that a draft of the Annual Meeting Minutes is available to review within three months or when the secretary's term is up (whichever is sooner) after the annual meeting**.(update 9-16-23)**

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 9 - Quorum: The members holding 10% of the votes entitled to be cast at an annual or special meeting of the membership constitute 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 10 - **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 11 – 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 officemanager, 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 ofDirector 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.

Section 3 - **Officers of the Club**, include the president, vice president, secretary, and treasurer. Officers are elected from within the Board. Officers of the board are renewedannually by a majority vote of the Board. To be elected president, the board member must serve or have served at least one year on the Board in the current term or a previous term. (**updated 07-20-24)**

Section 4 - 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. If a board of Director Member is removed from the Board due to inappropriate conduct, they are not allowed to be nominated for a board position within the next five years. **(updated 7-18-20)**

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

Section 6 - 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 regulations approved by the membership or by the Board of Directors. Each regular board meeting will slot time for comments by Club members. With all board meetings, five directors shall constitute a quorum. (updated 08-21-21)

a) Regular Board meetings will be conducted in person with an option for board members who are unable to attend in person a platform to participate and vote on camp business via an audio/visual/virtual platform. Board members must attend at least three (3) regularly scheduled board meetings in person and only two excused board member absences will be granted per calendar year unless it is an emergency or long-term health issue. Members should attend the meeting in person where possible. An audio/visual/virtual option to participate in the audience to member section will be provided. **(updated 07-20-24)**
b) Special board meetings will be conducted in person with an option for board members who are unable to attend in person a platform to participate and vote on actions presented at the Special board meeting via an audio/visual/virtual platform. If necessary, an audio/visual/virtual option for members to participate will be provided.

Section 7 - **Indemnification of Directors and Officers**: Each director, officer, former director and former officer of the Club is indemnified by the Club againstexpenses 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 incurredby 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 shepursued while on the Board of Directors of the Club and pursuant to his or her duties while on that Board.

Section 8 – Loans to Officers and Directors: No funds of the Club will be loaned to any officer or director.

Section 9 – Compensation: Board members will not be paid compensation.

Section 10 – 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 11 - Committees: The Board of Directors, working together with its committees will determine focus, resources and services for the benefit of themembership. The Board of Directors has the discretion to form other committees as they deem appropriate.

Section 12 – 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 thecontract 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 memberhas an interest or connection.

Section 13 – Executive Committee: The officers of the Board (president, vice president, secretary, and treasurer) constitute an executive committee.

Section 14 – 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 3 – 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. Thesecretary 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, orother 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 4 – Removal of Officer: Any officer of the Board of Directors may be removed from the executive committee by the Board of Directors whenever in itsjudgment the best interest of the Club will be served. Said officer will remain on the Board.

Section 5 - Vacancies: A vacancy in any officer position due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directorsfor the unexpired portion of the term.

Section 6 - Salaries: Officers will not be paid a salary for serving in this role.

Article VI – Board of Directors Election Policy (**updated 08-21-21**)

Section 1 – Annually, at least 3 directors' positions must be fill thru an annual election. The election committee will prepare the election notification letter and submit the list of candidates on a paper or electronic ballot to all eligible members, including cutoff date for nominations and ballot submissions return dates. Members votes shall be secret, and the anonymity of the voter

shall be preserved. A plurality vote 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.

Section 2 - The complete election **process** can be found in the Camp Rules and Regulations, Section 1: Membership – Board of Directors Nomination and Election Process.

Article VII – General Information

Section 1 – Fiscal Year: The fiscal year for 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 allmembers 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 ongoing basis. If and when amendments or new bylaws are necessary, these can be presented and approved by the following methods: (**corrected on 08-21-21**)

a) A two-thirds majority vote by the board of directors at any regular board meeting. Any bylaws adopted by the Board of Directors shall be subject to amendment or repeal by the members as well as by the directors.
b) A majority vote by membership at the annual membership meeting. No bylaw adopted by the members can be amended or repealed by the directors unless the bylaw adopted by the members shall have conferred such authority upon the directors
c) A majority vote by membership at a special membership meeting called with an amendment/addition to the bylaws as a stated purpose for that special membership meeting. Again, No bylaw adopted by the members can be amended or repealed by the directors unless the bylaw adopted by the members shall have conferred such authority upon the directors.

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 behalfof the Club. This authority may be general or limited to specific instances.
b) Any non-budgeted purchase or expense which exceeds $10,000 or is more than $10,000 in excess of the board approved budget currently in effect for any one expense, 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, vendor, employee or property. (**updated 8-21-21**)

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 approved 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 orother 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 ofIncorporation 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. Thetreasurer will make the records available to the member in a timely manner and at a place of the treasurers choosing, usually the Club office.

Section 12 - 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.