

Dairyland Driving Club Bylaws Amended March 18, 2018

**MISSION STATEMENT**

*Dairyland Driving Club's primary goals are safe carriage driving and fellowship among members and guests. We are eager to share our knowledge and to promote education and safety in the sport of driving.*

**BYLAWS**

***ARTICLE I***

The purposes of this Corporation, as a recreational club, shall be as set forth in the Articles of Incorporation of the Corporation. These By-Laws specify various matters affecting the operations and governance of the Corporation.

***ARTICLE II***

**Members**

**Section 1. Qualifications for members.** Any person or household may become a Member of the Corporation. The Membership of the Corporation shall be divided into classes as follows:

- a) Household Members: Partners 18 years of age or older and children under 18 living in the household. Each Household Membership is entitled to two (2) votes at the Annual Meeting of Members. Either adult member of the household may exercise the voting privilege.
- b) Individual Member: Any person 18 years of age or older. An Individual Membership is entitled to one (1) vote at the Annual Meeting of Members.
- c) Guest Membership: Includes any adult or child. Guest may attend DDC events. Guest may not drive or bring a horse to a DDC event. Guest is not entitled to voting privileges nor publications. Guest must be sponsored by a an Individual or a Household Member.

**Section 2. Acceptance of Members and Terms.**

A person or household is accepted as a Member upon payment to the Corporation of an annual Membership contribution according to Membership contribution levels established by resolution of the Board of Directors from time-to-time. Each Individual or Household Member's term of Membership begins upon receipt by the Corporation of the Member's contribution and ends on December 31st of that year. Membership may be renewed by payment of an annual Membership contribution according to the contribution levels then in effect.

**Section 3. Members' Rights and Privileges.**

a) Members shall have the right to elect persons to the Board of Directors. Each Individual Membership shall have one (1) vote. Each Household Membership shall have two (2) votes. Members may not vote by proxy. Members' voting rights shall be limited to the matter stated in this paragraph, and voting rights as to all other matters shall vest solely in the Directors.

b) Members shall have those privileges conferred upon them by resolution of the Board of Directors from time-to-time according to their respective Membership type, which privileges may include by way of example, a subscription to one or more publications of the Corporation, acknowledgment of contributions by various methods, and other privileges.

**Section 4. Meetings of Members**

a) Annual Meetings of Members. An annual meeting of the Members shall be held during the first quarter of each fiscal year upon the call of the President of the Board.

b) Special Meetings of Members. Special meetings of the Members may be called by the President of the Board, the Board of Directors, or by twenty percent (20%) of the Members.

c) Place of Members' Meetings. Meetings of the Members may be held at any place the Board of Directors or the President of the Board may determine.

**Section 5. Notices to Members.** Written notice stating the place, day and hour of Members' meetings and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than twenty (20) nor more than fifty (50) days before the date of the meeting, either personally, by electronic mail, or by regular mail, by or at the direction of the President of the Board, the Secretary, or the Members calling the meeting, to each Member. In lieu of the notice provisions above, notice may be given by publishing the same as a class two (2) notice under Chapter 985 of the Wisconsin Statutes, near the principal office of the Corporation, or by publishing on the official Dairyland Driving Club, Inc., website.

**Section 6. Members' Quorum and Action.** Twenty-five percent (25%) of the Members must be present, in person, to constitute a quorum at a meeting of Members. A majority of the votes of such Members shall be necessary for any action of the Members at such a meeting.

### ***ARTICLE III***

**Section 1. Powers.** Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

**Section 2. Number;Election;Term.** The number of elected Directors of the Corporation shall be nine (9). Directors shall be elected by the Members at the annual Membership meeting. Each Director shall hold office for a term of three (3) years or until such Director's successor shall have been duly elected or until such Director's death, resignation, or removal. Directors may be re-elected to serve more than one term in office.

**Section 3. Removal.** Any individual Director may be removed from office with or without cause by the action of a majority of the Directors then in office.

**Section 4. Vacancies.** A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill and

until such Director's successor is elected and qualified, or until such Director's death, resignation, or removal.

**Section 5. Meetings.**

a) Annual Meeting. The annual meeting of the Board of Directors shall be held each year during the shall be held each year during the first quarter of each fiscal year, at such time or place as may be designated by the President of the Corporation, for the election of Directors and the transaction of such other business as may properly come before the meeting. In the event of failure to hold the annual meeting of Directors in any year during the meeting of Directors in any year during the meeting of Directors in any year during time period herein provided, the meeting may be held at a later date, and any election had or business transacted at such meeting shall be valid as if had or transacted at the annual meeting during the time period herein provided.

b. Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held bi-monthly as needed, with notice of such regularly recurring time and place as the Board of Directors may designate.

c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation, or if the President is absent or is unable or refuses to act, by any Vice President, or by any two (2) Directors. (See Section 6, Notices)

**Section 6. Notices.** With the exception of regular meetings as set forth in Section 5 (b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date, and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, or electronically not more than thirty (30) days prior to the date of the meeting, but at least five (5) days before the time set for such meeting or, if notification is by mail, by mailing such notice at least seven (7) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid,

addressed to the Director at the Director's address as it appears on the records of the Corporation.

**Section 7. Action Without Meeting.** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors.

**Section 8. Quorum.** A majority of the number of Directors in office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present shall be the act of the Board of Directors, unless the act of a greater proportion is required by the laws of the State of Wisconsin, the Articles of Incorporation, or these By-Laws.

**Section 9. Adjournment.** Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if such time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

**Section 10. Compensation.** Directors may receive reimbursement of their expenses in otherwise fulfilling their duties as Directors hereunder. Nothing set forth herein shall be construed to preclude any Director from serving the Corporation in any other capacity.

**Section 11. Standing or Temporary Advisory Committees Without Board Authority.** The Board of Directors or the President may authorize, and appoint or remove Members, of standing and/ or temporary committees to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated (whether or not Members of the Board of Directors). The designation of such standing and/or temporary committees, and the Members thereof, shall be recorded in the minutes of the Board of Directors.

## ***ARTICLE IV***

### **Officers**

**Section 1. Officers.** The Corporation shall have a President, a Vice President, a Secretary, a Treasurer, a Director of Safety, an Editor of the Newsletter, a Director of Drives, a Liaison to the Wisconsin Horse Council, a Director of Member Service and such other officers or assistant officers as the Directors may from time-to-time elect. Any two or more of such offices may be held by the same person, except that the offices of the President and Secretary and the offices of the President and Vice President may not be held by the same person.

**Section 2. Election.** The officers of the Corporation shall be elected annually by the Board of Directors at their first meeting following the Annual Meeting of Members with the President of the preceding year, or Vice President of the preceding year acting as a temporary chairperson until the election of officers is accomplished. Each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation, or removal.

**Section 3. Removal.** Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby.

**Section 4. Vacancies.** A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of office by the Board of Directors.

**Section 5. President.** The President shall preside at meetings of the Board of Directors, and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these By-Laws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control, and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or

agent of the Corporation. The President may prescribe the duties of other officers of the Corporation in a manner not inconsistent with the provisions of these By-Laws and the directions of the Board of Directors. The President or designee shall preside at the Annual Meeting of Members. The President or designee shall serve as Parliamentarian and shall follow Roberts Rules of Order unless specific authorization is given by a majority vote of the Board or the Members at an official meeting.

**Section 6. Vice President.** In the absence of the president, the Vice President shall 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.

**Section 7. Secretary.** The Secretary shall perform or have performed under the Secretary's direction the following functions: keep at the principal office of the Corporation or such other place as the Board of Directors may direct, the Articles of Incorporation, By-Laws, and book of minutes of all meetings of the Board of Directors and committees of the Corporation; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by the laws of the State of Wisconsin; see that the books, reports, statements, and all other documents and records required by law are properly kept and filed; and in general, perform all duties incident to the office of Secretary, and such other duties as from time-to-time may be assigned by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall perform or have performed under the Treasurer's direction the following functions: have charge and custody of all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and fund balances; render statements on the condition of the finances of the Corporation to the Board of Directors upon request; and in general, perform all the duties incident

to the office of the Treasurer and such other duties as from time-to-time may be assigned to the Treasurer by the Board of Directors.

**Section 9.** Director of Safety. The Director of Safety shall perform or have performed under the Director of Safety's direction the following functions: promote education and training about safe driving.

**Section 10.** Editor/Publisher of the Newsletter. The Publisher shall be the Board of Directors. The Editor of the Newsletter shall perform or have performed under the direction of the Publisher the following functions: create the newsletter "The Coachman" as many times each year as authorized by the Publisher, by organizing, writing, reproducing and distributing the newsletter to the membership and act as the official club custodian of the newsletter, "The Coachman".

**Section 11.** Director of Drives. The Director of Drives shall perform or have performed under the direction of the Director of Drives the following functions: coordinate the pleasure drives, including the dates, locations and hosts; publicize the drives; inform the Treasurer of the dates and locations of drives for insurance purposes.

**Section 12.** Liaison to the Wisconsin Horse Council. The liaison to the Wisconsin Horse Council shall attend the WHC Board meetings, shall represent the Board's opinions and/or directions to the WHC, shall relate WHC activities and discussions to the Board.

**Section 13.** Director of Membership Services. The Director of Membership Services shall perform or have performed under the direction of the Director of Member Services the following functions: serve as a liaison between a member and the Board, send a new member a welcome letter, a decal and an activities list.

**Section 14.** Webmaster. The Webmaster shall publish to the official website and maintain on the official website any and all information deemed necessary by the Board of Directors, including the Newsletter "The Coachman". The Webmaster is appointed by the President and serves at the will of the Board of Directors. This position does not have voting privileges on the Board of Directors.

## **ARTICLE V**

### **Instruments: Bank Accounts: Checks: Drafts: Loans: Dues**

**Section 1. Execution of Instruments.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these By-Laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

**Section 2. Bank Accounts: Checks and Drafts.** The Board of Directors may authorize the opening and keeping of general and/ or specific bank accounts with such banks, trust companies, or other depositories as may be selected by the Board of Directors. All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors.

**Section 3. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 4. Dues.** Annual dues shall be payable on January 1 of each year, beginning with 1998. Annual dues shall be voted on at the annual meeting.

## **ARTICLE VI**

### **Miscellaneous**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall end each December 31st .

**Section 2. Corporate Seal.** The Corporation shall have no seal.

***ARTICLE VII***  
***Indemnification***

The Corporation may indemnify its directors, officers, employees, Members and agents against expenses they reasonably and actually incur in connection with threatened, pending, or completed legal actions, suits, or proceedings to which they are or may be made a party because they are or were a director, officer, employee, or agent of the corporation, to the full extent and in the manner provided in Wis. Stat. ss. 181.041 to 181.053 (1992) (or the corresponding provisions of future Wisconsin statutes).

***ARTICLE VIII***  
***Amendment***

These By-Laws may be amended by the Board of Directors at the annual meeting upon a three-quarter (3/4) vote of the Directors in office, provided a statement of the nature of the proposed amendment is included in the notice of such meeting. Any By-Law adopted by the Board of Directors shall be subject to amendment or repeal by the Members as well as by the Directors to the full extent and in the manner provided in Wis. Stats. ss. 181.13.

DUES established at the March 18, 2018 meeting to become effective  
January 1, 2019

Individual membership \$20, Household membership \$30, Guest membership \$5.