

Bylaws
Of
Wisconsin Trappers Association, Inc.

ARTICLE I. NAME

The name of this corporation is "Wisconsin Trappers Association, Inc.". This organization shall be hereafter referred to as the WTA for the purpose of abbreviation.

ARTICLE II. PURPOSE

A. **Limited Purpose.** This corporation is organized and may be operated for any and all lawful purposes authorized by Chapter 181 of the Wisconsin Statutes. However, said purposes shall be limited to educational purposes within the meaning of Sec. 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law). Said purposes shall include, but shall not be limited to, activities in accord with the following general objectives:

1. Educate the public on the consumptive use of wildlife resources as a necessary and proper tool of wildlife management.
2. Develop, support, and promote a comprehensive educational program based upon scientific study and technological research for the advancement, restoration, wise use, management, and conservation of wildlife and other natural resources.
3. Educate trappers in the proper harvesting and management of furbearers.
4. Promote sensible, scientifically sound practices and administrative procedures pertaining to the management of furbearing animals.
5. Educate the public concerning the unscientific and factually unfounded information and attitudes promoted by anti-sportsman organizations.
6. Encourage the prosecution of trap thieves, fur thieves, and others who would bring the sport of trapping into disrepute.
7. Discourage unjust and fraudulent trade practices in the marketing of raw furs.
8. Promote the acceptance and use of both domestic and wild fur.
9. Encourage and promote strong active district associations within the state of Wisconsin.

- B. **Benefit of earnings to Directors, Officers and Members.** No part of the earnings of the corporation shall inure (inure – to have or take effect; be applied) to the benefit of, or be distributed to its members, committee members, officers, directors, agents or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- C. **Restricted Activities.** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any of the other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Sec. 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (2) by a corporation contributions to which are deductible under Sec. 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III. OFFICE

The principal office of the corporation shall be located at the designated address of the current acting Treasurer of the WTA. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE IV. MEMBERSHIP

- A. **Qualifications.** All members of the WTA shall be trappers, fur dealers, trapping supplies dealers, or others who agree with the aims and purposes of the WTA.
- B. **Resignation.** Any member may resign as a member of this corporation, at any time and for any reason, upon delivering a written notice of resignation to the corporation principal office. A resigning member shall not be entitled to a refund of any portion of their prepaid membership dues.
- C. **Delinquent Accounts.** If a member has been delinquent in not timely paying their membership dues prior to the date it is due, their membership status shall terminate and they shall not be entitled to vote.
- D. **Expulsions.** A member may be expelled from membership in this corporation at any annual, regular or special meeting, by the affirmative votes of at least two-thirds (2/3) of the total number of members (2/3rds of the total, not simply those present in person). The reasons for expulsion shall be based upon disloyalty, dishonesty,

Conviction of fur or trap theft, conviction of fraud or theft against the corporation, or conduct casting unfavorable or adverse reflections on the corporation. An expelled member shall not be entitled to a refund of any portion of their prepaid membership dues.

- E. **Appeal.** Any member who has been expelled has the right of appeal to an Appeal Committee. Such appeal request shall be submitted in writing, stating the cause for appeal, to the Secretary of the corporation. The appeal request must be submitted within 30 days of the expulsion. The appeal committee must meet and render a decision on the appeal within 30 days of receipt of the appeal notice. The decision of the Appeal Committee shall be final.
- F. **Dues.** From time to time, the Board of Directors shall establish a dues schedule that must be approved by a majority of those present at any annual, regular or special meeting. Membership dues shall be due and payable at the time of the Membership Application, and on each anniversary date thereafter. At the time of the Membership Application or annual renewal the member shall have the option to subscribe to a publication(s) approved by the Board of Directors ("Publication").
- G. **Membership Types.** There shall be various types of memberships:
1. 17 years of age and under without Publication.
 2. 17 years of age and under with Publication.
 3. Adult annual membership without Publication.
 4. Adult annual membership with Publication.
 5. Family annual membership without Publication (this membership shall include up to two adults and all children, under 18 years of age).
 6. Family annual membership with Publication (this membership shall include up to two adults and all children, under 18 years of age).
 7. Lifetime membership (the applicant will be under 62 years of age at the time of application) with Publication.
 8. Lifetime membership (the applicant will be 62 years of age or over at the time of application) with Publication.
 9. Friends of the Wisconsin Trappers Association.

H. **Membership Entitlements.**

1. A member must be of legal voting age in the State of Wisconsin to have voting rights.
2. One vote per membership with the following exceptions: Friends of the WTA are entitled to one vote, and Family memberships entitle each qualifying family member one vote

3. Privilege to attend any and all meetings of the WTA.
- I. **Annual Meeting.** The annual meeting of the membership shall be held each year at the WTA Fall Convention, which is usually held on the first weekend after Labor Day. The specific time, date and place of the annual meeting shall be determined by the Board of Directors and shall be designated in the notice of the meeting to the membership. The primary purpose of the annual meeting of the membership shall be to elect the Board of Directors (the term of the board of Directors is staggered per Article V, Section C of these By-Laws). In addition, the membership shall transact such other business as may properly come before the annual meeting.
 1. **Electronic Meetings.** The board of directors, executive committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.
- J. **Regular and Special Meetings.** Regular and special meetings of the membership, for any purpose(s), may be called by or at the request of the President or any ten (10) members. The time, date and place of the regular or special meetings of the membership shall be determined by the person or persons calling such meeting, and shall be designated in the notice of the meeting. Provided, however, (1) the date may not be a legal holiday, (2) the time must be between the hours of 7:00 A.M. and 8:00 P.M., local time, and (3) the place must be located within the State of Wisconsin.
 1. **Electronic Meetings.** The board of directors, executive committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.
- K. **Notice for Meetings.** The notice of any meeting shall be sent under the direction of the Secretary or President of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member with postage prepaid.
 1. Notice of the annual or a regular meeting must include the time, date and location and shall be given at least 21 days prior to such meeting by written notice delivered personally or sent by mail to the membership at the address shown by the records of the corporation.
 2. Notice of special meetings must include time, date and location and shall be given at least 7 days prior to such meeting by written notice delivered personally or sent by mail to the membership at the address shown by the records of the corporation.
 3. "personally" defined as physical contact, person to person, phone contact, or electronic message with confirmation.
- L. **Voting.** Subject to Section G of this Article, each member of the corporation shall be entitled to one (1) vote on each matter submitted to a vote of members. A member

may vote:

1. In person.
 2. By proxy executed by the member or by his duly authorized attorney-in-fact. If voting by proxy, the proxy form shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall be invalidated after the termination of a meeting (or continuation of that meeting) for which the proxy has been filed. Proxies will not be honored in the balloting for election of officers or directors.
 3. The elections committee chairman shall receive nominations according to procedures adopted by the board.
 4. The elections committee shall prepare the official ballot, with instructions. If there is a contested office, a sample ballot shall be published in The Wisconsin Trapper. If the official sample ballot is challenged in writing by a nominee, the elections committee chairman shall present the challenge to the board for resolution.
 5. The officers shall be elected biennially by mail ballot according to procedures adopted by the board of directors. A plurality vote shall elect. Write-in candidates are ineligible for election, and those ballots shall be treated as illegal votes.
 6. The board of directors shall adopt a procedure for contesting election results.
- M. **Quorum.** Fifty (50) members of those entitled to vote, present in person, by proxy or by absentee ballot, shall constitute a quorum at a meeting of members.
- N. **Conduct of Meetings.** The President, and in his absence the Vice-President, shall call the meeting of the members to order and shall act as chairman of the meeting. The Secretary (or their assistant) shall act as secretary of the membership meeting, and in their absence, the chairman may appoint another person to act as secretary of the meeting.
- O. **Waiver of Notice.** Whenever any notice is required to be given to any member of this corporation, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the member entitled to such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE V. BOARD OF DIRECTORS

- A. **General Powers.** The affairs of this corporation shall be under the direction of its Board of Directors.
- B. **Number.** The number of persons who shall constitute the Board of Directors of this corporation shall be fifteen (15) members in good standing. The Board of Directors shall include each District Director of the eleven (11) WTA Districts located in the State of Wisconsin, and four (4) WTA at large Directors.
- C. **Elections.** The Directors of the corporation shall be the four (4) at large directors elected by the membership at the annual meeting, and the District Director of each of

the eleven (11) WTA Districts located in the State of Wisconsin. The Directors shall serve a term of two (2) years. The District Directors for the even numbered WTA Districts shall be elected by the membership of each applicable District in even numbered years, and the District Directors for the odd numbered WTA Districts shall be elected by the membership of each applicable District in odd numbered years. The four (4) WTA at large Directors are: President at large, Vice-President at large, Secretary at large and NTA Representative at large. The President at large and the NTA Representative at large shall be elected by the full membership in even numbered years, and the Vice-President at large and the Secretary at large shall be elected by the full membership in odd numbered years. Each Director shall hold office for the term for which he or she is elected or appointed or until his or her prior death, resignation or removal. An at large Director may be removed from office by the affirmative vote of a majority of the members, rather than a majority present in person, at a meeting of members called for that purpose. (See Article XVI for rules regarding removal of District Director from office.)

- D. **Resignations.** A Director may resign at any time by filing their written resignation with the Secretary of the corporation.
- E. **Vacancies.** Any vacancy on the Board of Directors of one of the District Directors representing the eleven (11) WTA Districts shall be filled by an election by the members of that District, and any vacancy of an at large Director shall be filled by appointment by the remaining Directors. Any Director filling a vacancy shall hold office for the remaining term of the prior Director.
- F. **Quorum.** Two-thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- G. **Annual Meeting.** The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership on the same day and at the same location. The time, date and place of the holding of the meeting shall be designated in the notice of the meeting. At the annual meeting the Directors shall elect officers (per Section C of this Article) and may transact such other business as may properly come before the meeting.
- H. **Regular and Special Meetings.** Regular and special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. A time, date and place of the regular or special meetings of the Board of Directors shall be determined by the person or persons calling such meeting, and they shall be designated in the notice of the meeting. Provided, the (1) date may not be a legal holiday, (2) the time must be during the hours between 7:00 A.M. and 8:00 P.M., local time, and (3) the location must be within the State of Wisconsin. There shall be a minimum of five (5) meetings of the Board of Directors per year.

- I. **Notice for Meetings.** The notice of any meeting shall be sent under the direction of the Secretary or President of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member with postage prepaid.
1. Notice of the annual or a regular meeting must include the time, date and location and shall be given at least 21 days prior to such meeting by written notice delivered personally or sent by mail to the directors at the address shown by the records of the corporation.

2. Notice of special meetings must include time, date and location and shall be given at least 7 days prior to such meeting by written notice delivered personally or sent by mail to the directors at the address shown by the records of the corporation.
 3. Notice of Emergency electronic meetings must include time, date and access information. There shall be a minimum of a (24) twenty-four-hour notice, prior to such meetings, either delivered personally or sent electronically to the directors at the contact information on the records of the corporation.
- J. **Waiver of Notice.** The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects to the transaction of any business because the meeting was not lawfully called or convened. Whenever any notice is required to be given to any director of this corporation, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to giving of such notice.
- K. **Voting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The President, and in his or her absence, the Vice-President shall call meetings of the Board of Directors to order and shall act as chairman of the meetings. The Secretary shall act as secretary at all meetings of the Board of Directors, but in his or her absence the chairman may appoint any other person present to act as secretary of the meeting.
1. The intention of the (11) eleven districts of the W.T.A. B.O.D. is to have uniform representation throughout the state. In order to keep that representation a Director may appoint someone to represent their district that is in good standing with the W.T.A., to proxy vote for their district. At no time shall any W.T.A. B.O.D. member have more than (1) vote.
- L. **Unanimous Consent Without Meeting.** Any action or resolution of the Board of Directors may be adopted without a meeting, if a consent in writing, setting forth the action or resolution, shall be signed by all of the Directors then in office.

ARTICLE VI. COMMITTEES

Certain tasks or activities of the corporation shall be conducted or pursued through one or more committees that may be established from time to time by the Board of Directors. The President shall appoint the chairperson of each committee. In the absence of written rules of conduct, Roberts' Rules of Order shall govern the conduct of meetings so far as they are not inconsistent with these By-Laws. The following committees shall be considered the standing committees of the WTA:

1. Public Relations
2. WTA/DNR Cooperative Education

3. Awards
4. Nomination
5. Audit - The audit committee shall be made up of two non-board members of the WTA.
6. Sargent at Arms
7. Appeal Committee – The Appeal Committee shall be made up of the President of the WTA and four (4) non-board members of the WTA. All members of the Appeal Committee shall have no personal interest in the outcome of the appeal.
8. Personnel and Finance

ARTICLE VII. OFFICERS

- A. **President.** The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the affairs of the corporation. The President shall when present, preside at all meetings of the members and the Board of Directors. The President must sign, with the secretary or any other proper officer of the corporation, any deeds, mortgages, reports, leases, bonds, contracts, evidences of debt or other instruments which the Boards of Directors has authorized to be executed, except in those cases where 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, or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- B. **Vice President.** In the absence of the President or in the event of his inability or refusal to act, 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 upon the President. The Vice President shall perform the duties, and have such authority, as may be delegated or assigned to him by the President or by the Board of Directors. The Vice President shall be responsible for the administration of the WTA District and County Director System.
- C. **Secretary.** The Secretary shall keep the minutes of the members' and the Board of Directors' meeting in a book provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records, in general perform all of the duties incident to the office of the Secretary and perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- D. **NTA Representative.** Liaison between Wisconsin trappers association and national trappers association
- E. **Bonds.** Officers, agents, and employees of the corporation, shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and forms and with such sureties as the Board of Directors shall determine. The Board of Directors shall provide for payment of the premiums on any such bonds by the corporation.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

- A. **Contracts.** The Board of Directors may authorize any officer(s) or agent(s), 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.
- B. **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 authorization may be general or confined to specific instances.
- C. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.
- D. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in federally insured banks, financial institutions or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE IX. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE X. NO SEAL

The corporation shall exist without a corporate seal. A statement to that effect shall be made on any documents requesting a seal.

ARTICLE XI. RULES OF ORDER

The rules contained in the current edition of Roberts' Rules of Order newly revised shall govern the corporation insofar as they are not inconsistent with these By-Laws or any other special rules adopted by the corporation.

ARTICLE XII. NUMBER AND GENDER

Whenever herein the singular is used, the same shall include the plural, where appropriate, and whenever herein the plural is used, the same shall include the singular, where appropriate. Words of any gender shall include each other gender, where appropriate.

ARTICLE XIII. ANTI-DISCRIMINATION CLAUSE

No person shall be refused service for any corporate service because of his or her sex, race, color, age, religion or national origin. The corporation, including its directors, officers, employees and agents, shall not discriminate on the basis of sex, race, color, age, religion or national origin in the administration of its programs, selection of its directors, selection of its officers, or in any other respect.

ARTICLE XIV. AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the corporate members at any annual, regular or special meeting by the affirmative votes of a majority of the total number of voting members that constitute a quorum. No Bylaw provision adopted by the members shall be amended or repealed by the Directors, unless when adopting such By-Law provision, the members have conferred such authority upon the Directors.

ARTICLE XV. CORPORATE DECISIONS

Any decision made by the Board of Directors can be overturned by a majority vote of eligible voting members that constitute a quorum at any annual, regular or special meeting. No decision approved by the members shall be amended or repealed by the Directors, unless when adopting such decision, the members have conferred such authority upon the Directors.

ARTICLE XVI. WTA DISTRICT RULES

- A. **WTA State Rules.** Each WTA District must abide by the rules set forth by this corporation. Each WTA District may create additional rules that apply to the membership within that District as long as those rules are not contrary to the rules of this corporation.
- B. **Election of District Officers.** It is recommended that each WTA District will have at a minimum a District Director and a Treasurer and these offices cannot be held by the same person at the same time. The District may elect any other District Level Officers that is deemed appropriate by the District membership. These District Officers shall hold office for a term of two years. The election of officers in the even numbered districts shall be done in even numbered years and the election of officers in the odd numbered districts shall be done in odd numbered years. The election of District Officers shall be done at the District Annual Meeting with prior notice. The district will be limited to a single director but can and is encouraged to name any number of assistant directors as needed. For voting purposes, an assistant director will require a signed proxy.
- C. **Removal from office.** A District Director may be removed from office by the affirmative vote of a majority of the District members voting by absentee ballot or in person at a meeting of District members called for that purpose. All absentee ballots must be returned to the WTA Vice-President before the start of such meeting.
- D. **Vacancies.** Any vacancy of a District Officer position shall be filled by an election by the members of that District. This election shall be held at a special District meeting called for this purpose by the remaining District Officers. If there are no District Officers available to call such meeting, the Vice President of the WTA shall call such meeting at the earliest possible convenience. All District members shall be notified of any such meeting.
- E. **Funding.**
1. Funds will be made available from the WTA Treasurer, after approval by the WTA Board of Directors, to create, organize, or help maintain each district. A limit of three hundred dollars (\$300.00) can be loaned at any one time. The maximum loan limit is six hundred dollars (\$600.00).
 2. Any funds received by a District will be repaid to the WTA Treasurer as soon as the district is able.
 3. Fundraising/Gaming on the District level must be approved by the WTA Board of Directors and will not conflict with fundraising/gaming of the WTA or other WTA District fundraising/gaming. These fundraising/games must be run under the fundraising/gaming license of the WTA.

4. At District events, only the sponsoring district(s) may sell fundraising tickets at that event. Pre-approval from the sponsoring district(s) must be sought before anyother WTA entity may sell their own raffle tickets.

F. **Liability Insurance.** The WTA shall maintain liability insurance for approved WTA functions.

G. Other Guidelines.

1. District treasuries limit has no maximum amount.
2. If for any reason a District should dissolve, the entire treasury of the District and property will be turned over to the WTA.
3. No District shall take a public position in opposition to, nor shall district funds be used in public opposition to an official position of the WTA.
4. All District treasuries are considered sub-treasuries of the WTA treasury and are therefore required to submit annual balance sheets to the WTA Treasurer by December 31 of each year. This annual balance sheet shall contain record of all transactions that have transpired in the District over the last twelve (12) month period leading up to December 31.
5. Each District is encouraged to create a County Director system in each county that makes up that District.
6. A physical property inventory report will be filed with the WTA Treasurer by December 31 of each year.
7. District membership meetings do not have a membership quorum requirement.

Certification

The undersigned corporate Secretary. does hereby certify that the foregoing By-Laws were duly adopted by the WTA general membership on the _____ day of _____, 2022.

No Corporate Seal

Secretary