**Bylaws of the Kettle Moraine Press Association, Inc.**

**Article One**

**Purposes of the Corporation**

**Section 1. Purposes.** This corporation is organized exclusively for the educational purposes of promoting and enriching journalistic activities and publications in secondary schools. All assets received by the corporation shall be used for said educational purposes. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954.

**Section 2. Negation of Pecuniary Gain.** This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual.

**Section 3. Distribution of Assets Upon Dissolution.** Upon a dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of and transfer all of the assets of the corporation to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation.

**Article Two**

**Members**

**Section 1. Classes of Members.** The corporation shall have such classes of members as set forth in the Articles of Incorporation.

**Section 2. Voting Rights.** The members of the corporation shall have such voting rights as set forth in the Articles of Incorporation.

**Section 3. Election of Members.** Any school publication or person interested in becoming a member of the corporation shall submit a written application, on a form approved by the Board of Directors, to the membership chairperson of the corporation. Applicants shall become members of the corporation on payment of the required dues.

**Section 4. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

**Section 5. Resignation.** Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

**Section 6. Reinstatement.** On written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of majority of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

**Section 7. Transfer of Membership.** Membership in this corporation is not transferable or assignable.

**Article Three**

**Meetings of Members**

**Section 1. Annual Meeting.** An annual meeting of the members shall be held at a time and place determined by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

**Section 2. Special Meetings.** Special meetings of the members may be called by the Board of Directors at a time and place designated by said Board.

**Section 3. Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of members shall **be delivered by mail,** to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the president, or the secretary, or the persons calling the meeting. In case of a special meeting called by the Board of Directors, the purpose or purposes for which the meeting is called shall be stated in the notice.

**Section 4. Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, maybe taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

**Section 5. Quorum.** Members holding 51 percent of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Article Four**

**Board of Directors**

**Section 1. General Powers**. The affairs of the corporation shall be managed by its Board of Directors. Directors shall either be natural persons who are members of the corporation or such person or persons designated by a member school to exercise its voting rights. Directors need not be residents of the State of Wisconsin.

**Section 2. Number and Tenure. The number of directors shall be not less than twelve nor more than twenty. Directors shall be elected at the annual meeting of members, and the term of office of each director shall be until the next annual meeting**.

**Section 3. Regular Meetings.** A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

**Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any four directors.**

**Section 5. Notice**. Notice of any special meeting of the Board of Directors shall be given at least fourteen days previously thereto by written notice sent by mail to each director at his or her address as shown by the records of the corporation. Such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6. Quorum. At least five of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than the required number of directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.**

**Section 7. Board Decisions.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

**Section 8. Vacancies.** Any vacancy occurring in the Board of Directors may be, but need not be, filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

**Section 9. Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board.

**Article Five**

**Officers**

**Section l. Officers.** The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected.

**Section 3. Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

**Section 4. 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.

**Section 5. Powers and Duties.** The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

**Article Six**

**Committees**

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. Provided, however, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on him or her by law.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation or persons designated by member schools to exercise their voting rights. Except as otherwise provided in such resolution, the president of the corporation shall appoint the members of any such committees. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**Article Seven**

**Contracts, Checks, Deposits and Gifts**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

**Section 2. Checks, Drafts, or Orders.** All checks, drafts, or orders for the payment of money, notes of other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by the resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

**Article Eight**

**Certificates of Membership**

**Section 1. Certificates of Membership**. The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificates shall be entered on the records of the corporation.

**Section 2. Issuance of Certificates.** When a member has been approved for membership and has paid any fee and dues that may then be required, a certificate of membership shall be issued in his or her or its name and delivered by the membership chairperson.

**Article Nine**

**Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having any of the authority of the Board of Directors, and shall keep a record giving names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or agent of any member, for any proper purpose at any reasonable time.

**Article Ten**

**Fiscal Year**

The fiscal year of the corporation shall be the calendar year.  *There should be a stipulation as to when a report for the previous fiscal year is due. Also, a stipulation should exist for an audit and or review of the financial statements.*

**Article Eleven**

**Dues**

**Section 1. Annual Dues.** The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class, and shall give appropriate notice to the members.

**Section 2. Payment of Dues.** Dues shall be payable on an annual basis before annual meeting of members.

**Section 3. Default and Termination of Membership.** When any member of any class is in default in the payment of dues for a period of thirty days from the beginning of the period for which said dues became payable, his membership may be terminated by the Board of Directors as provided above.

**Article Twelve**

**Waiver of Notice**

Whenever any notice is required to be given under the provisions of Wisconsin law or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Article Thirteen**

**Amendment of Bylaws**

These bylaws may be altered, amended, or repealed, by 60 percent of the directors present at any regular meeting of the Board of Directors or at any special meeting, if at least 14 days' written notice is given of intention to alter, amend, or repeal bylaws at such meeting**.**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, the secretary of Kettle Moraine Press Association, Inc., a Wisconsin corporation, hereby certifies:

***The foregoing bylaws, comprising seven pages, were adopted as the bylaws of Kettle Moraine Press Association, Inc., in 1983. These bylaws were amended in 2003.***

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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Secretary