

BY-LAWS
OF
WAUKESHA COUNTY BAR ASSOCIATION, INC.

ARTICLE I
OBJECTIVES

The corporation is organized exclusively for the purpose of promoting the interest of the legal profession as a whole in Waukesha County and to improve the delivery of legal services in Waukesha County and to do all other things necessary to promote the fair and efficient administration of justice in the State of Wisconsin and Waukesha County. To that end, the corporation shall receive contributions of funds and other personal or real property to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the promotion of those common interests and is not organized for profit or organized to engage in any activity ordinarily carried on for profit. No part of its net earning will inure to the benefit of any private shareholder or individual. In addition, the corporation is organized to qualify as a tax exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954 as amended.

ARTICLE II
OFFICES

2.01 Principal Office. The principal office of the corporation shall be located in the State of Wisconsin, County of Waukesha. The corporation may have such other offices as the Board of Directors may designate or as the business of the corporation may require from time to time.

2.02 Registered Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office 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

3.01 Regular Membership. Regular membership in the Waukesha County Bar Association shall be open to any person licensed to practice law in the State of Wisconsin. In order to maintain membership in the Association, a member must be current in his/her dues as may be established by the Board of Directors.

3.02 Additional Memberships. In addition to regular membership, there shall be the following memberships:

(a) **Judicial Membership.** This membership is open to all members of the Waukesha County judiciary, active or retired, consisting of Circuit Court Judges and full-time Court Commissioners servicing Waukesha County. Additionally this membership is open to any active or retired Court of Appeals Judge as well as any Supreme Court Justice, active or retired. Dues for judicial members shall be one-half of the dues of regular members.

(b) **Retired Membership.** This membership is open to any lawyer who is at least 70 years of age and who has filed with the Secretary-Treasurer a written notice requesting enrollment in this class of membership. Dues for retired members shall be on-half of the dues of regular members.

(c) **Inactive Membership.** This membership is open to any lawyer who has been classified as inactive by the Wisconsin Bar Association. Dues for inactive members shall be one-half of the dues of regular members.

3.03 **Termination of Membership.** Membership shall terminate upon a member's resignation or death and may be terminated by action of the Board of Directors at any meeting of the Board for any cause or reason deemed sufficient to the Board. All rights (if any) of a member shall cease upon termination of his or her membership. Membership shall be personal and shall not be sold, assigned, or transferred in any manner.

3.04 **Annual Meeting.** The annual meeting of the members of the corporation shall be held on the first Tuesday of May, or as set by the Board of Directors, for the purpose of electing members to the Board of Directors and Officers of the Waukesha County Bar Association.

3.05 **Meetings.** Meetings of the members for any purpose or purposes may be called by the President , the Board of Directors or members having one-third (1/3) of the vote entitled to be cast at such meeting.

3.06 **Notice of Meeting.** Written notice stating the place, date and hour of each meeting of members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than one (1) nor more than fifty (50) days before the date of the meeting, either (i) personally; (ii) by mail; or (iii) by electronic communications, by or at the direction of the President , the Secretary-Treasurer, or the officer or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at its address as it appears on the records of the corporation, with postage thereon prepaid. Notice shall be deemed mailed to all members if it appears in, or accompanies, the monthly newsletter, The Scriptus. If sent electronically, such notice shall be deemed to be delivered when transmitted from the sender of the notice to the facsimile number or to the e-mail address as it appears on the records of the corporation.

3.07 **Voting.** Each member of the corporation shall be entitled to one (1) vote. A member may vote in person or by written proxy filed with the Secretary-Treasurer .

3.08 Quorum. Ten (10) members present in person, or represented by proxy, shall constitute a quorum at a meeting of members.

ARTICLE IV **BOARD OF DIRECTORS**

4.01 General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

4.02 Number of Directors. The number of directors shall be at least three (3), but not more than nine (9) (not including the Officers), as established from time to time by the Board of Directors or the members at the annual meeting.

4.03 Election of Directors. All Officers shall be Directors. The remaining Directors shall be elected at the annual meeting of members by a vote of a majority of the members present or represented by proxy.

4.04 Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding annual election by the affirmative vote of the majority of the Directors then in office, though less than a quorum of the Board of Directors; provided, that in case of a vacancy created by the removal of a Director by vote of the members, the members shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

4.05 Term of Office. Directors holding office by virtue of having been elected Officers, shall hold office for the term of their office as Officers.

One-half of the Directors elected at the initial annual meeting of members shall hold office until the next annual meeting of members or until successors shall have been elected, or until a Director's prior death, resignation or removal. The other one-half of the Directors elected at the initial meeting of members and all Directors elected at subsequent annual meeting of members shall hold office until the second annual meeting of members after their election or until successors shall have been elected, or until a Director's prior death, resignation or removal.

4.06 Resignation. A Director may resign at any time by filing his or her written resignation with the Secretary-Treasurer of the corporation.

4.07 Removal. A Director may be removed from office by the unanimous vote of the remaining Directors, taken at a special meeting of the Board of Directors called for that purpose or by an affirmative vote for the election of Directors, taken at a special meeting of the members called for that purpose.

4.08 Manner of Acting. 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 the Articles of Incorporation or these By-Laws.

4.09 Unanimous Consent without Meeting. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors then in office.

4.10 Approval of Budget. Prior to the Annual Meeting, the Board of Directors shall approve a budget for the next fiscal year, which budget shall be presented to the members of the corporation for informational purposes.

4.11 Policies. From time to time the Board of Directors may, but is not required to, adopt policies that govern the corporation. The Board of Directors may, but is not required to, develop a policy handbook that contains the policies adopted.

ARTICLE V **DIRECTORS' MEETINGS**

5.01 Regular Meetings. A regular meeting of the Board of Directors shall be held at such time as the President shall specify. The time and place of each such meeting shall be designated by the President, or in the absence of such designation, as the President-Elect shall designate. At a minimum there shall be one regular meeting of the Board of Directors per year.

5.02 Special Meetings. Special meeting of the Board of Directors may be called for any purpose at any time by the President and shall be called by the President or Secretary-Treasurer upon the request of any Director. Such meeting shall be held at such time of the day at such place as the President may designate, and in case the President shall fail to make such designation, the Secretary-Treasurer shall designate the time and place of such meeting.

5.03 Notice; Waiver. Notice of each meeting of the Board of Directors shall be given by written (including electronic communications) or telephonic notice not less than forty-eight (48) hours previously thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If sent electronically, such notice shall be deemed to be delivered when transmitted from the sender of the notice to the facsimile number or to the e-mail address as it appears on the records of the corporation. Whenever any notice whatever is required to be given to any Director under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Directors entitled to such notice, shall be deemed equivalent to the giving of such 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 thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

5.04 Meeting By Telecommunications. The President or presiding officer may permit any member of the Board of Directors to participate in a meeting of such Board of

Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.05 Quorum. A majority of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors.

5.06 Director Committees. The Board of Directors, by resolution adopted by a majority of the whole Board, may designate one or more committees, each of which shall consist of three (3) or more directors elected by the Board, which to the extent provided in such resolution shall have and may exercise, when the Board is not in session the powers of the Board in the management of the affairs of the corporation, except action in respect to election of officers or filling of vacancies in the Board of Directors or in committees created pursuant hereto. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

5.07 Open Meetings. Board of Directors' meetings will be open to members with the exception of issues relating to individual members. A discussion of other issues may be closed upon majority vote of the Board. Non-WCBA members may be invited by the Board to attend portions of the Board meeting as guests.

5.08 Minutes and Reports. Minutes shall be taken at each meeting of the Board of Directors and a copy of such minutes shall be provided to each member of the Board for approval following such meeting and additional copies of such minutes shall be kept on file with the Secretary-Treasurer.

5.09 Compensation. No member of the Board of Directors shall be entitled to compensation for his or her service as Director.

ARTICLE VI **OFFICERS**

6.01 Officers. The officers of the corporation shall consist of a President, a President-Elect (or Vice-President), a Secretary-Treasurer, and the Past-President. A person may not hold more than one (1) office during any tenure.

6.02 Election. At the initial annual meeting of members, a President, President-Elect and Secretary-Treasurer shall be elected by a vote of a majority of the members present or represented by proxy. At subsequent annual meetings, the President-Elect and Secretary-Treasurer shall be elected by a vote of the majority of the members present or represented by proxy. Upon the expiration of the term of office of the President-Elect, he shall proceed to the office of President.

6.03 Term of Office. The President-Elect and Secretary-Treasurer of the corporation shall hold office until the next annual meeting of members or until a successor has been elected or until his or her prior death. The President of the corporation shall hold office until succeeded by the President-Elect or until his or her prior death, The President of the corporation shall hold office until succeeded by the President-Elect or until his or her prior death, resignation or removal.

6.04 Resignation. An Officer may resign at any time by filing his or her written resignation with the Secretary-Treasurer of the corporation.

6.05 Removal. An Officer may be removed from office by the unanimous vote of the remaining Directors, taken at a special meeting of the Board of Directors called for that purpose or by an affirmative vote for the election of Officers, taken at a special meeting of the members called for that purpose.

6.06 Vacancies. A vacancy in any office because of death, resignation, removal or otherwise shall be filled by the Directors for the unexpired portion of the term at a special meeting called for that purpose.

6.07 Duties of Officers. The duties of the Officers of the corporation shall be as follows:

(a) President. The President shall act as chief executive officer and shall perform all duties incident to the office of President. He or she shall, when present, preside at all meetings of the Board of Directors. He or she shall, in general, perform all such duties as provided in the By-Laws and all such duties as may be assigned to him or her by the Board of Directors from time to time.

(b) President-Elect (or Vice President). In the absence of the President or in the event of his or her death, 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 all such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(c) Secretary-Treasurer. The Secretary Treasurer shall: (i) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (iii) be custodian of the corporate records and of the seal, if any, of the corporation and see that the seal, if any, of the corporation is affixed to all documents, the executing of which on behalf of the corporation under its seal, if any, is duly authorized; (iv) keep a register of the post office address by such director; (v) have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and, (vi) in general perform all of the duties incident to the office

of Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VII
COMMITTEES

7.01 Judicial Selection Committee. The corporation may, at the discretion of the Board of Directors, maintain a Judicial Selection Committee. The duties and functions of the Committee would be determined as needed, but would include, but not be limited to, conducting polls of the members of the corporation as to the qualifications of each candidate who has filed for election for judicial office in Waukesha County, the Court of Appeals of Wisconsin for the Second District, and the Wisconsin Supreme Court, and reporting the results of the polls. The procedure to be followed by the Committee shall be set forth in rules approved by the Board of Directors, which rules will be made available to all members of the corporation upon request and are subject to amendment from time to time by the Board of Directors. 7.02 General Committees. The President may appoint Committees and any Sub-Committees from time to time as may be needed to perform any duties assigned to it by the President or by the Board of Directors:

7.03 Chairperson. The President shall nominate and the Board of Directors affirm the appointment of a Chairperson to each Committee of the corporation. The Chairperson shall hold office until he or she resigns or is removed by the President. However, the Judicial Selection Committee shall select its own Chairperson and shall be governed by its rules as approved by the Board of Directors.

7.04 Membership. Membership on any committee shall be open to all members of the corporation.

ARTICLE VIII
CONTRACTS, LOANS, CHECKS AND DEPOSITS, SPECIAL CORPORATE ACTS

8.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation by the President or President-Elect (or Vice-President) and by the Secretary-Treasurer, when necessary or required, shall have affixed to it the corporate seal; and when so executed no other party shall be required to make any inquiry into the authority of the signing officer or officers.

8.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness 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.

8.03 Check, 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 or officers, agent or agents 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.

8.04 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

8.05 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose of or any special purpose of the corporation.

ARTICLE IX **INDEMNITIES AND LIABILITIES**

9.01 Indemnity. Each person, now or hereafter a director, officer or employee of the corporation, shall be indemnified by the corporation against all costs and expenses, including counsel fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with or resulting from any threatened, pending or completed action, suit or proceeding or the settlement thereof prior to final adjudication (including actions by or in the right of the corporation), to which he or she is or may be made a party by reason of his or her being or having been a director, officer, or employee at the time such costs or expenses are incurred by or imposed upon him or her if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The question whether and to what extent such indemnification is appropriate to be made in any particular case, under the above provision, shall be determined by final adjudication in such action, suit or proceeding or, in the absence of such adjudication, by vote of a majority of the directors then in office who are not parties to the action, or any related action, suit or proceeding, whether or not such majority constitutes a quorum. If all directors then in office are parties to the action, or a related action, suit or proceeding, this determination shall be made in a written opinion by independent legal counsel selected by the Board. The right of indemnification herein provided shall not exclude other rights to which any such person may be entitled by law. The corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses by the purchase of insurance on behalf of any one or more of such persons, whether or not the corporation would be obligated to indemnify such person under these By-Laws.

9.02 Good Faith. No person shall be liable to the corporation for any loss or damage suffered by the corporation on account of any action taken or omitted to be taken by him or her as a director or officer of the corporation in good faith.

ARTICLE X
AMENDMENT OF BY-LAWS

These By-Laws may be amended at any regular or special meeting of the Board of Directors by affirmative vote of a majority of the members of the Board at the time in office. These By-Laws may also be amended at any annual or special meeting of the members.

ARTICLE XI
FISCAL YEAR

The fiscal year of the corporation shall end on June 30.

ARTICLE XII
MISCELLANEOUS

Any directors, or officers, may, in writing, waive the giving and mailing of any notice required to be given or mailed either by the statutes of the State of Wisconsin, the Articles of Incorporation, or by the By-Laws of the corporation.

OFFICER FUNCTIONS

Past President

1. Ceremonial; advisory
2. Attend meeting
3. Follow up projects/carryover from prior term

President

1. Order name tag for president's plaque
2. President's letter for each and every Scriptus
3. Set up dates of general meetings and contacting appropriate location for contract(s)
4. Set up dates of Board of Directors meetings and contacting appropriate location for contract(s)
5. Monthly board meeting should be had because of crush of business/8-9 meetings per year
6. Prepare agendas for board meeting; (at least several days ahead of time) and disseminate to board members
7. Runs general meeting and board meetings
8. In president's discretion; introduction of speakers
9. Coordinate mailings and what they contain
10. Contact section memberships to determine who is in charge and what the cost is, etc., to be disseminated in July Mailer
11. Make contact with special committee chairpersons to ascertain whether they wish to continue; status updates, etc.

President Elect

1. Obtain speakers for general membership meetings
2. Verify/follow up details on general membership meetings
3. Assist president in performing bar functions; (i.e. doing projects no one else wants to do)
4. In president's absence, run general meetings and board meeting
5. Introduction of speakers/in president's discretion – see #8 above
6. Keep track of officers/board members and their terms
7. Annual Judges Update; letter sent to Clerk of Courts, full time Court Commissioners; Judicial Court Administrator
8. Presents scholarship award (check payable to bursar and sent directly to school)

Secretary-Treasurer

1. Minutes of the board meeting to be sent to Scriptus for review by editor
2. Proposed budget

3. Taxability status; confer with Attorney Ken Barzak
4. Budget reconciliation/write checks/balance check book/CD status