

WEST SIDE ASSOCIATION

A Division of The Oshkosh Chamber of Commerce

BY-LAWS

ARTICLE 1

Section 1. NAME:

The name of the Association is West Side Association. The West Side Association is affiliated with the Oshkosh Chamber of Commerce, organized by geographic definition and whose purpose is the promotion of Westside businesses and the education of its members on local and state issues.

Section 2. GOALS AND OBJECTIVES:

The West Side Association shall assist and encourage the growth and promotion of Westside businesses and shall advance the interest, welfare and development of our greater Oshkosh community.

Section 3. MEMBERSHIP:

All persons, firms and corporations who are identified with some industrial, mercantile business or professional pursuit located on the west side of the City of Oshkosh, it's suburbs and environs in Winnebago County, Wisconsin, shall be eligible for membership in this Association upon filing a written application with the Secretary accompanied with a membership fee as prescribed by the Board of Directors.

Membership and the termination of membership for any cause shall be vested in the Board of Directors.

The Board of Directors shall have the authority to establish an Associate Membership category and establish the dues for the Associate Membership category.

Section 4. DUES:

Amount of annual dues to be paid by each member shall be determined by the Board of Directors and shall be reviewed annually. **Trading membership for goods is prohibited unless overruled on a case by case basis to be determined by a majority vote of the Board of Directors**

Section 5. PLACE OF MEETING:

All meetings of the members of this WSA shall be held at the principal office of the WSA in the City of Oshkosh, Winnebago County, Wisconsin, or at such other place designated by the Board of Directors.

Section 6. MEETINGS:

Meetings of the members of the WSA shall be held as designated by the Board of Directors.

The annual meeting of the members of the WSA shall be held in December of each year. At such meeting, there shall be an election of Directors and the transaction of such other business as may properly come

before such meeting. If an election of Directors shall not take place at such annual meeting, a special meeting may be called as provided by law.

Special meetings may be called by the President at the written request of five (5) or more members or upon the direction of the President whenever the need arises.

Section 7. VOTING:

Each member of this WSA may vote at any general or special membership meeting of the Association and is entitled to one vote.

Section 8. QUORUM:

Except as otherwise provided by law, **ten (10) general members, or 1/3 of the members of the Board of Directors, present at the time of the meeting shall constitute a quorum.**

ARTICLE II

BOARD OF DIRECTORS

Section 1. POWERS:

The Board of Directors shall have the general supervision, management and control of the affairs and business of the WSA. The board shall have authority to establish such committees as necessary to carry out its responsibilities.

Section 2. ELECTION, TERM AND NUMBER:

At each annual meeting there shall be elected such Directors for a term of three years as may be necessary to fill the vacancies and all Directors chosen shall continue in office until their successors are elected and qualified. Any board member who misses three (3) unexcused consecutive meetings will be considered resigned from the board.

The number of Directors shall be such number as may be deemed necessary by the Board, with a minimum of 7 Directors.

Section 3. RESIGNATION, REMOVAL AND VACANCIES:

A Director may resign at any time by filing a written resignation with the Secretary, and unless a later date is fixed by its terms, said resignation shall be effective from the date of filing thereof.

Whenever a vacancy shall occur in the Board of Directors or among the officers for any cause, it shall be filled by election of the Board, and such Director or officer shall hold office during the unexpired term of the position or until his successor shall be elected and qualified.

Section 4. CONDUCT OF MEETINGS:

The President, and in his or her absence the Vice President, shall preside at meetings of the Board, and the Secretary-Treasurer shall act as Secretary thereof: but in the absence of either or any of such officers, their functions may be performed by any member of the Board selected by those present.

Section 5. EXECUTIVE COMMITTEE

The President, Vice-President, Secretary, Treasurer and immediate Past President shall constitute an Executive Committee which shall meet at the call of the President to conduct business between regular board meetings.

ARTICLE III

OFFICERS

Section 1. ELECTION AND TERM:

At the annual meeting of the Board of Directors, held immediately after the annual meeting of the membership, the Directors shall elect one of their members President and such other officers as are required by the by-laws. Each such officer shall hold office for the terms of one year or until his successor is elected and qualified.

Section 2. PRESIDENT:

The President shall preside at all meetings of the Board of Directors, and of the members of this Association, and have the general supervision and management of the Association, subject to the control of the Board of Directors. He or she shall have such special duties as may from time to time be prescribed by these by-laws or delegated to him or her by resolution of the Board of Directors.

Section 3. VICE PRESIDENT:

The Vice President shall discharge the duties of the President in his or her absence or disability, and, in addition, he or she shall be in charge of marketing/communications and any other special duties as may from time to time be prescribed by these by-laws or delegated to him or her by resolution of the Board of Directors.

Section 4. SECRETARY:

The Secretary shall keep a complete and permanent record of all proceedings of the members of this Association and of the Board of Directors, he or she shall have general charge of the books and records of the Association except such as are properly to be kept by other officers; her or she shall countersign all deeds, leases, conveyances, and other papers and documents executed by the Association which require a countersignature, and in the absence of the Vice President shall give notices of meetings as prescribed by

these by-laws; and shall perform such other and special duties as may from time to time be prescribed by these by-laws, or delegated to him or her by resolution of the Board of Directors.

Section 5. TREASURER:

The Treasurer shall be the fiscal and disbursing agent of the Association, and shall keep an account for all monies, credits and property received, and disbursed, he or she shall endorse all checks, notes, bills of exchange and other evidences of indebtedness; shall deposit funds coming into his possession in such depositories as may from time to time be designated by resolution of the Board of Directors; and shall, in addition, perform such other and special duties as may from time to time be vested in him or her by these by-laws, or delegated to him or her by resolution of the Board of Directors.

ARTICLE IV

AMENDMENTS

The Board of Directors may from time to time by vote of a majority of its members make, alter, amend and rescind any or all of the by-laws of WSA.