

Camp Waupaca Reunion Group, NFP

BYLAWS

Article 1. Name and Status.

Section 1: The legal name of the Organization shall be the "Camp Waupaca Reunion Group, NFP." The group shall be created as an Illinois not-for-profit corporation and governed by the laws of the State of Illinois. The Organization shall be governed by a Council. The Council is the legal entity commonly referred to as a Board of Directors.

Section 2: The Organization may, at some later date, apply for an IRS 501(c)(3) status, but for the time being shall NOT be authorized to accept charitable contributions from individuals or corporations for the purpose of deductions on income tax returns.

Section 3: No profit shall inure for the benefit of any Member or Council Member regardless of the Organization's status.

Article 2. Purpose.

The purpose of the Organization shall be to foster an appreciation of the experiences and time spent at Camp Waupaca, a private summer camp situated in the State of Wisconsin, and to maintain ties between the campers, staff, vendors, friends, and their families. The group will maintain a website, conduct reunions in various locations, and from time to time publish materials of interest to the Members. The website shall be the property of the Organization and a copyright for material contained on the website shall be secured where applicable.

Article 3. Membership

Section 1. Membership shall be open to campers who attended Camp Waupaca from 1951 to 1988, staff members who worked at the camp, owners, managers, directors, administrators, vendors of goods and/or services to the camp, family members of said group and all of their descendants who are 18 years of age or older, if any.

Section 2. Procedures, qualifications, and approval for membership are to be established by Council and may be modified from time to time.

Section 3. The Council may set annual dues and other membership criteria according to the needs of the Organization.

Article 4. Meetings of the Members

Section 1. Annual Meeting. The Organization shall meet annually at a place, date, and hour designated by the Council. A Council Meeting may be held during the Annual Meeting.

Section 2. Conduct of Business. Business of the Organization shall be transacted at the Annual Business Meeting led by the Big Chief who acts as Chairman. Conduct of the meeting shall adhere to Roberts' Rules of Order.

Section 3. Quorum. A quorum for transaction of business at the Annual meeting shall be not less than 7 Members of the Organization in good standing.

Section 4. Voting and Representation. Each eligible Member who is present shall be entitled to one vote at all meetings of the membership of the Organization. Proxies are allowable in a manner to be determined by the Council.

Article 5. Council

Section 1. Council. The Organization's affairs shall be conducted through the Council. The Council shall have at least 5 Councilors and no more than 15. All Councilors shall be entitled to one vote each. The Board may create new titles for additional Councilors or said Councilors may be deemed, MOT, "Members of the Tribal Council."

Section 2. Quorum. A quorum of Council shall consist of 50% or more of the Council Members at all meetings, formal or informal.

Section 3. Meetings. The Council shall meet at least once annually for the Annual Meeting and at other times and places as it deems necessary. Additional meetings of the Council may be called by the Chairman at a place, date, and hour that is approved by a majority of the Council. Council may transact business by mail, fax, telephone conference, video conference, or e-mail provided that not less than three Members of Council shall approve, in writing, any proposed action, contract, or transaction. Notification shall be made to all Members of the Council of a meeting with a 72 hours notice in advance. The Big Chief shall try to accommodate as many Council Members as possible for any meeting. Emergency meetings may be held with a quorum with little or no notice. Any action at such an Emergency meeting must be ratified by the entire Council within seven (7) days.

Section 4. Election of Councilors. Councilors are elected for a five-year term and are eligible for re-election. Newly elected Councilors shall assume office at the beginning of the Annual Meeting and may participate and vote at said meeting. There will be no salary paid to Councilors, but their expenses to attend meetings may be paid if approved by the entire Council.

Section 5. Nomination of Councilors. Slates of candidates for Councilor positions will be prepared by the Nominating Committee. The Committee, created by the Big Chief, shall invite nominations from Members, add its own candidates, and prepare a slate of candidates for each annual election. In their selection of candidates, the Nominating Committee shall take into consideration contributions made by the proposed Councilor.

Additional candidates for Councilor positions can also be nominated and placed on the ballot by petition of 10% of the membership.

Section 6. Vacancies. All vacancies in Councilor positions shall be filled on an interim basis by the Council Chairman. At the next annual election, the vacancy shall be filled for the remaining tenure of the vacated position by a special election.

Section 7. Voting. Councilors shall be elected by a simple majority of votes on valid ballots received in an election held prior to the Annual Meeting. The specific procedures and deadlines for the annual election of new Councilors shall be established by Council. Voting Members may vote for all vacant seats listed on the ballot or may write-in candidates. The ballots shall be immediately counted and the results made known in a manner that is agreed to by the Council.

Article 6. Officers

Section 1. Council Chairman. (Shall be addressed as "**Big Chief**") The Chair of the Council shall preside over meetings of the Council and serve as the Chief Operating Officer of the Organization. He shall preside over formal and informal events of the Organization. The Chairman shall prepare an agenda for each meeting, formal and informal. Input from Officers and Members for items to discuss at meetings shall be solicited in a manner that the Chairman chooses. The Chairman will officiate at all formal and informal functions in his capacity as "Big Chief," including but not limited to: public appearances, Brave ceremonies, campfire events, competitions, and camp and reunion functions. The Chairman may assume other official and titular titles or assign said duties to others as he and the Council see fit. He may select, with advice from the Council, one Member to serve as "Sagamore" for the Sacred Brave Ceremonial, ("SBC Global Ceremony").

Section 2. Secretary. (Shall be addressed as "**Scribe**") The Secretary will be responsible for recording true and accurate minutes of all meetings of the Council and be responsible for communications to Members and Meeting Participants via US mail or e-mail when necessary.

Section 3. Treasurer. (Shall be addressed as "**Sachem**") The Treasurer shall be responsible for all moneys and valuable effects in the name and to the credit of the Organization, and for full and accurate accounting of receipts and disbursements in books belonging to the Organization. The Treasurer shall have signatory powers and shall disburse funds of the Society as may be ordered by Council. The Treasurer shall render to the Chair and Council at its regular meetings, or when the Council so requires, an account of the financial transactions and status of the Organization. The Treasurer shall be the chair of the Finance Committee.

Section 4. The Vice Chairman. (Shall be addressed as "**Little Chief**") The Vice Chairman shall preside over meetings and events in event of an absence, incapacity or illness of the "Big Chief." The "Little Chief" shall also serve on the Reunion Committee, ex-officio.

Section 5. The Assistant Secretary. (Shall be addressed as "**Medicine Man**") The Assistant Secretary shall serve as legal counsel for the Organization. He must be an

attorney at law with a valid law degree and license to practice law in at least one of the United States of America.

Section 6: Other Board Members and Titles. Other Council members may be given ceremonial titles by the Chief. These titles in no way impede their ability to serve on the Council nor do such titles grant any special privileges thereof.

Section 7. Election of Officers. The Officers shall be elected from Members at the annual meeting every five years. All former Council officers may serve as Council Emeritus but shall not vote. One person may hold several offices. The term for new Officers shall begin at the start of the following Annual Meeting. Should any Office fall vacant during the year, the Council shall elect a substitute. There shall be no salary paid to the Officers of the organization.

Article 7. Committees

Section 1. Formation. Council may appoint committees to act for Council for special purposes, designating their duties and powers in the resolution of appointment. Such resolution must be adopted by a majority of Councilors in office. Council may also appoint or designate Members of the Organization to serve as Members of standing committees as deemed appropriate. This action must also be adopted by a majority of Councilors.

Section 2. Standing Committees. Standing Committees shall include but are not limited to the following Committees: Finance, Nominating, Yearbook, and Program (Reunion). All committees shall submit to the Council Chair, in advance of the Annual Meeting, a written report of their activities and proposals. Any publications issued in the name of the Organization must be reviewed and approved in advance by the Council.

Article 8. Fiscal Year

Section 1. The fiscal year of the Organization shall commence on the 1st day of January and end on the 31st day of December.

Section 2. Treasurer's Report. A report of the fiscal state of the Organization shall be made by the Treasurer at the Annual Meeting and whenever requested by Council. These reports shall contain but not be limited to current balances in all bank accounts, income and expense reports, checkbook registers, and values of property owned or controlled by the corporation.

Article 9. Organization and Financing of Annual Meeting

Section 1. Proposals for Annual Meeting or Reunion sites shall include designation of the Local Organizing Committee Chairman to be approved by Council. Responsibility for logistical organization of each Annual Meeting resides with a Local Organizing Committee under the direction of a Chairman.

Section 2. Upon request of Council, the Local Organizing Chairman shall submit a budget of projected income and expenses for approval by Council.

Section 3. Allocation of Organization funds to cover expenses for the Annual Meeting shall be approved by Council. The Organization shall assume responsibility for all approved financial obligations. Any financial obligations incurred by the Local Organizing Committee that are not approved by Council are not the responsibility of the Organization.

Section 4. All income in excess of approved expenses shall be the property of the Organization. There shall be no distributions to the Members of this Organization.

Section 5. After the Annual Meeting, the Local Organizing Committee shall render to Council for approval an account of all funds disbursed and funds received related to the Annual Meeting in an audited report. The Treasurer may also request a financial report from the Local Organizing Committee at other times at his or her discretion.

Article 10. Amendments.

Amendments to the Bylaws may be proposed on resolution by majority of Council, or by a written proposal signed by not less than twenty five percent (25%) of the voting membership. Such amendments shall be discussed at the Annual Business Meeting and then subjected to referendum by the entire voting membership. The Bylaws may be amended by a simple majority of votes.

Article 11. Ratification of the Bylaws and Initial Formation of the Organization

These Bylaws shall be distributed via US mail and e-mail. Upon their approval, the Bylaws shall be adopted. At the first annual meeting, the Bylaws shall be ratified by the Membership presided over by the Chairman, at which time the Bylaws will be discussed and voted upon. All registered participants at the meeting who are in attendance at the Business Meeting shall have one vote. A majority of participants in attendance at the Business Meeting shall be required in order to ratify and adopt these Bylaws. Counting of ballots and determination of the election outcome will be the responsibility of the Officers.

These Bylaws were unanimously ratified at the Camp Waupaca Council Fire on August 26, 2006 at the Horseshoe of the former Camp Waupaca by all Council Members, Braves, and the General Membership in attendance.

Rev: Aug 25, 2009; Warshauer & Lifson