

BYLAWS OF THE BROWN COUNTY TAXPAYERS ASSOCIATION
As Amended October, 2010

I ARTICLE - Name

The name of the organization shall be the Brown County Taxpayers Association (BCTA).

II ARTICLE - Purpose

The Association shall be non-partisan. The mission of the Association shall be to promote:

- Individual freedom and citizen responsibility.
- Limited government which is fiscally responsible, transparent and accountable to the people.
- Economic policy that encourages free markets, promotes entrepreneurship, respects property rights, and expands opportunity for the people of Brown County to prosper and live free, productive lives.

The Association's actions in support of its mission shall include:

- Educating citizens about public policy alternatives, and the actions of government leaders, officials and agencies.
- Encouraging active and participative citizenship among the people of Brown County.
- Influencing public policy through research, development and discussion of alternatives, collaboration with similarly focused groups, and advocacy.

III ARTICLE - Membership

Section 1 - Any citizen who is 18 or more years of age, business establishment, or other organization interested in the stated purpose of the BCTA, shall be eligible for membership, subject to the provisions of Article V, and to approval by the board of directors in their absolute discretion.

Section 2 - Application for membership shall be made by an application blank provided by the Association. The application shall be accompanied by the annual dues and shall be mailed or turned over to the treasurer.

IV ARTICLE - Termination of Membership

Membership may be terminated:

- (a) For nonpayment of dues.
- (b) By resignation, in writing, addressed and delivered to the President or the Secretary. The person resigning shall forfeit all right or claim of any nature whatsoever to, or against, the Association, its property, funds, directors, officers, or employees.
- (c) By resolution approved by a majority of the Board of Directors; such resolution need not show cause, shall be final, and there shall be no appeal therefrom. The person

affected shall be entitled to the return of a proportion of any annual dues paid for the current fiscal year, after deducting therefrom, all monies owing to the Association, and the person affected shall have no recourse against the Association, its property, funds, directors, officers, or employees.

V ARTICLE - Disqualification for Committee Chairmanship or Office

No holder of any partisan elective office shall be a director or hold any office or committee chairmanship in the Association, and any such position held in the Association shall immediately become vacated upon such candidacy, incumbency, or employment.

VI ARTICLE - Dues

Section 1 - The annual dues shall be set by the Board of Directors and payable by each member annually by the anniversary date of their joining the organization.

Section 2 - There shall be no assessments over and above the annual dues.

VII ARTICLE - Directors

Section 1 - The government and the management of the Association shall be vested in a board of up to 21 elected directors, who shall be members in good standing at the time of the election.

Section 2 - At the discretion of the President and approval of the Executive Committee, new directors may be appointed to serve initial 3-year terms of office, as long as the total number of directors does not exceed 21.

Section 3 - One third of the board of directors shall constitute a quorum. Any member of the board who shall be absent from more than one-third of the meetings of the board during any fiscal year of the Association shall be deemed to have resigned as a member of the board, and shall thereupon cease to be a member thereof.

Section 4 - Questions arising at any meeting of the board of directors shall be decided by a majority vote of those board members present.

Section 5 - The board of directors, in addition to, or as part of its other powers, shall have the power to make rules and regulations not inconsistent with law or with these bylaws, and to do all other things they may deem necessary in the proper operation, government, and management of the Association.

Section 6 - Meetings of the board of directors shall be held at least quarterly at a place and time fixed by the board or by the president. Special meetings of the board shall be held whenever called by the president, or by not less than one-fourth of the directors then in office. The secretary shall give notice of each regular and special meeting at least two days before

the meeting to each director. At any meeting, at which every director shall be present, even though without notice, any business may be transacted.

Section 7 - The board of directors may delegate from time-to-time, to suitable committees, any duties that are required to be executed during the intervals between meetings of the board, and such committees shall report to the board when and as required.

Section 8 - Any action required by the bylaws, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action has been signed by all of the directors thereof entitled to vote.

VIII ARTICLE - Officers

Section 1 - The elective officers of this Association shall be: a president, a first and second vice president, a secretary, and a treasurer. The board of directors may appoint or employ such other officers as it may deem necessary.

Section 2 - The elective officers of the Association shall be elected by ballot by the board of directors from their own membership at the first board meeting after the annual meeting, to serve until the next annual meeting, or until their successors are elected.

Section 3 - The president shall be the chief executive officer of the Association and shall perform all the acts and duties usually incident to such office, including the duty of presiding at all meetings of the members and of the board of directors.

Section 4 - The vice presidents shall have the power and authority to perform all the functions and duties of the president, in his/her absence or disability. S/he shall perform such other duties as may from time-to-time be assigned to him/her by the board of directors.

Section 5 - The secretary shall keep the minutes of all meetings of the board of directors and the minutes of all meetings of the membership. S/he shall, in general, perform all duties incident to the office of secretary, and shall perform such other duties as may from time-to-time be assigned to him/her by the board of directors.

Section 6 - The treasurer shall have custody of all funds and securities of the Association, and shall keep full and accurate accounts of all receipts and disbursements in the books of the Association. S/he shall collect all monies due the Association, giving receipts in the Association's name. S/he shall endorse for collection, checks and other obligations and shall deposit the same and other funds of the Association in the name of the Association in such bank or banks as the board of directors shall designate. S/he shall pay by check, signed by either the president, the vice president, or the treasurer, any and all bills or obligations incurred by the Association or by any and all committees. S/he shall make an annual report of all funds received and disbursed, and shall also make a monthly report to the board of directors and the membership at their regular meetings. If required by the board of directors, s/he shall furnish a bond, at the expense of the Association, as security for the faithful

performance of his/her duties in such sum as may be fixed by the board. S/he shall, in general, perform all duties incident to the office of treasurer.

IX ARTICLE - Nomination of Directors

Nominations for the directors to be elected at an annual meeting shall be made by a nominating committee of not less than three members of the Association which shall be appointed by the president. The nominating committee shall present its nominations to the secretary at least 15 days before the annual meeting, and the secretary shall have notice of such nominations in the hands of the members at least five days before the annual meeting.

Nominations from the membership at large may be made at the annual meeting.

X ARTICLE - Vacancies

Section 1 - The office of a director, or of any officer, shall be deemed vacated if s/he shall be legally declared of unsound mind, or if s/he is convicted of a criminal offense, or by notice in writing to the Association resigning his/her office, or pursuant to Article VII, Section 3 of the bylaws.

Section 2 - Any director or officer may be removed from office and a successor elected by resolution passed at a special meeting of the board called for that purpose.

Section 3 - If any vacancy shall occur among the directors or officers by death, resignation, or otherwise, the remaining directors, by affirmative vote of a majority of those present at any meeting at which there is a quorum, may elect a successor to hold office for the unexpired portion of the vacated term, or until election of his/her successor.

Section 4 - Vacancies in the executive committee shall be filled by the board of directors.

XI ARTICLE - Committees

Section 1 - The executive committee shall consist of three members appointed from the board of directors, in addition to the president, vice-presidents, secretary, and treasurer. The president shall be the chairman of the executive committee. During the intervals between the meetings of the board of directors, the executive committee shall have all the power of the board of directors of the Association in all cases in which specific directions shall not have been given by the board. The actions of the executive committee shall be binding on the Association. Any action shall be reported to the board of directors at its meeting next succeeding such action. A majority of the committee shall constitute a quorum, and questions arising at any meeting of the executive committee shall be decided by a majority vote of the committee.

Section 2 - The president shall appoint, from time-to-time, such committees as the business of the Association requires.

XII ARTICLE - Meetings

Section 1 - An annual meeting of the membership, with election of directors, shall be held at the same time immediately preceding the end of the fiscal year.

Section 2 - Other meetings of the entire membership may, from time-to-time, be called by the board of directors or by the president. Upon written request of ten percent of the membership, the board of directors shall call a special meeting.

Section 3 - The place, date, and time of the meetings of the membership shall be fixed by the board of directors, or by the president, as the case may be.

Section 4 - The membership shall be given at least five days prior written notice of any meeting.

Section 5 - Seven (7) members shall constitute a quorum.

Section 6 - Each member shall be entitled to one vote if present in person. There shall be no proxies.

XIII ARTICLE - Rules of Order

Section 1 - All proceedings of the Association shall be conducted under, and pursuant to, Roberts' Revised Rules of Order, except as otherwise provided within the bylaws.

XIV ARTICLE - Amendments

Section 1 - These bylaws may be amended at any regular or special meeting of the membership by a vote of a majority of the members, or by a vote of a majority of the directors present at a meeting, provided that written notice of the meeting and the proposed amendment and a copy thereof, shall have been given at least five days prior to the date of the meeting.

Section 2 - Promptly after their enactment, the secretary shall make known to the membership of bylaw changes through notification in the association newsletter.

XV ARTICLE - Miscellaneous

Section 1 - The fiscal year of the Association shall end on September 30 in each year.

Section 2 - A copy of the bylaws shall be made available to each member in good standing upon their request to the secretary.

Section 3 - The rights and interests of a member in the privileges of the Association shall terminate upon termination of membership. All persons who have been admitted to membership shall be deemed to have assented to be bound by the bylaws and rules and regulations of the Association, any rulings, or decisions properly made.