

**SHAMROCK CLUB
OF WISCONSIN, INC.
BYLAWS
REVISION JUNE 5, 2003**

ARTICLE I NAME

The name of the Corporation is the Shamrock Club of Wisconsin, Inc., and may be referred to in the Bylaws as the Club. It is a Wisconsin Corporation under Chapter 181 of the Wisconsin statutes without stock and not for profit. The period of existence shall be perpetual. Any other Irish Club may organize within the State of Wisconsin under these bylaws provided they notify the registered agent of the Shamrock Club of Wisconsin, Inc. of doing so within thirty (30) days.

ARTICLE II PURPOSE

The purpose of the Shamrock Club of Wisconsin, Inc. is to bring about the association of individuals of Irish descent or relationship, in whole or in part, for the purpose of conducting educational and benevolent activities of all kinds, including the conducting of meetings, conducting forums and research into Irish culture, providing funds for the study of Irish music, dance, and humanities, presentation of Irish culture to the community at large and the pursuit of cultural advancement of the Irish through cooperative means with local communities and institutional organizations.

The purposes for which the Shamrock Club is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III MEMBERSHIP

- A. Membership shall be open to all persons aged eighteen years or over who are of Irish descent either in whole or in part, by relationship through marriage, or by a sincere interest in the purposes of this Club. The board of directors shall have final authority regarding the acceptance of memberships.
- B. Categories of membership:
 - 1. Single – individual membership
 - 2. Family – members of an immediate family residing in the same household.
- C. The membership of any person whose misconduct reflects upon the good name of the Club, or who uses Club property without authorization, may be revoked by a two-thirds vote of the board of directors.

ARTICLE IV DUES

Dues shall be set annually during the budget process. Dues are renewable annually and become the property of the Shamrock Club of Wisconsin, Inc. and will not be refunded if a member should leave the Club. There shall be no initiation fee for the Club.

ARTICLE V MEETINGS OF GENERAL MEMBERSHIP

- A. There shall be a minimum of twelve meetings per year.
- B. Business meetings for the general membership shall be held on the first Thursday of each month.
- C. The board of directors shall establish the location of the meetings and is authorized to change the dates if needed.
- D. Special meetings may be called by the president

after consultation with at least seven (7) members of the board.

- E. A quorum for the general membership business meetings shall be twenty-five (25) dues paid members in good standing, and not less than three elected officers or directors.

ARTICLE VI OFFICERS

- A. The officers of the Club shall be president, vice-president, secretary and treasurer.
- B. Term of office: The term of office for all officers will be one year, beginning on July first.
- C. Succession: All officers, except treasurer, may be re-elected for only one succeeding term. The treasurer may be re-elected for an unlimited number of terms.
- D. Duties of the officers:

1. The **president** shall be the chief executive and chairman of the board of directors of the Club. The president shall preside at all meetings of the Club and its board of directors; shall be an ex-officio member of every committee; shall fill vacancies on the board of directors with the approval of the board; shall appoint such Activities chairpersons or ad hoc committee chairpersons as are needed or appropriate, and shall have the authority to remove them, with board approval; shall be empowered to co-sign Club checks; shall cooperate with all adopted recommendations of the audit committee; shall write a monthly article for the Club publication, and such other articles as appropriate for the good of the Club; may conduct board votes by poll, with a full report at the next board of directors meeting; shall call for nominations at the March and April membership meetings; shall submit a written year-end report to the board of directors at the May meeting of the board.

2. The **vice-president** shall, during the term of office, become familiar with the duties of the office of president. In the event of a vacancy in the office of president, the vice-president shall become the president. The vice-president shall serve as program chair; shall be empowered to co-sign Club checks in the absence of the president; shall preside over meetings in the absence of the president.

3. The **secretary** shall act as secretary at all meetings of the general membership and the board of directors; shall keep in permanent form a record of all meetings of the general membership and the board of directors; shall read all voted resolutions at general membership meetings; shall duplicate a copy of the minutes for distribution at the next board meeting; shall have available at each general meeting, a copy of all minutes of all meetings from the previous twelve months; shall provide a listing of the current board members with dates of terms, to be available for members at any general meeting; shall conduct such correspondence as shall be authorized by the board of directors or requested by the president; shall notify the Secretary of State of the State of Wisconsin, any changes in the Corporation's registered agent or address.

4. The **treasurer** shall collect, receive, accurately record, and have charge of all dues and funds of the Club; shall deposit such funds in a bank or investment firm approved by the board of directors; have accounts audited at the end of the fiscal year; submit the auditor's report at the September board meeting; report the financial condition of the Club at meetings of the board of

directors and of the membership; shall submit a monthly register of expenditures and income to the board, available also to the general membership; shall report any disbursement of \$1,000 (one thousand dollars) or more to the general membership at the next meeting; shall pay all authorized obligations of the Club by check; shall submit a written summary of financial condition and operations in a semi-annual report to the board of directors at the February and August board meetings; shall chair the finance committee and present its proposed budget at the May board meeting.

ARTICLE VII BOARD OF DIRECTORS

- A. The Board of directors shall consist of the president, vice-president, secretary, treasurer, the immediate past president; three trustees; parliamentarian; sergent-at-arms; and membership chair.
- B. Duties of the board of directors. The board shall: be vested with the charge of all properties and funds; perform all acts and functions consistent with the bylaws of the Shamrock Club of Wisconsin, Inc.; represent the Club between regular or special meetings of the membership. All business transacted by the board in the interests of the Club shall be reported to the membership in the board minutes and/or reports given at the general membership meetings.

C. Non-officer board members, duties

1. Trustees

Audit the fiscal year-end report of the treasurer, as part of the audit committee; the most senior trustee shall be a member of the finance committee; shall solicit biographical information from candidates and prepare for publication in the Emerald Reflections; shall conduct the election of officers and directors at the May meeting of the general membership, by ballot; shall perform duties as associated with the office of a board member.

2. Parliamentarian

Shall interpret the bylaws; supervise the parliamentary procedure at business meetings; shall furnish a copy of the Club bylaws to all incoming board members; shall have a copy of Robert's Rules of Order, Newly Revised at all meetings; shall serve as chair of the bylaws committee; shall perform duties as associated with the office of a board member.

3. Sergeant-at-Arms

Shall prepare the meeting room and maintain order at meetings; be responsible for refreshments at general membership meetings; arrange for a raffle to be held at general membership meeting; shall act as custodian of the Club's physical assets; be aware of the use, sale, dispersal, location and physical inventory of such assets, maintaining a property list, and reporting any discrepancies in the list to the board; shall perform duties associated with the office of a board member.

4. Membership chairperson

Shall maintain a supply of membership forms approved by the board; shall issue membership cards to new members; shall receive new member applications, and shall maintain a current list of member names, addresses, all pertinent telephone numbers, date of joining the Club and areas of service potential; shall provide the president with the current membership list during the months of June and December; shall provide Activities chairpersons with a member name and

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telephone list, with an indication (coding) of service potential and date of joining the Club; shall perform duties associated with the office of a board member.

5. Immediate past president

Shall serve on the finance committee; shall serve as advisor to the president on items of continuity and history of Club governance; shall remain on the board until the succeeding president leaves that office; shall perform duties associated with the office of a board member.

D. Meetings of the board of directors: the board shall meet on the last Thursday of the month, unless changed by the board; seven members of the board shall constitute a quorum at meetings of the board; the board meetings held during May and June are to include the current board, plus newly elected board members who will have no vote at those meetings.

E. Term of office for positions other than officers. All terms begin on July first.

1. **Trustees:** Three trustees shall be elected, one per year over three years, to serve a term of three years each. They may be re-elected to that office after a break of at least one year.

2. **Other directors:** The positions of parliamentarian, sergeant-at-arms and membership chair shall be for a term of one year. With the exception of the membership chair, they may be re-elected to the same office only once. The membership chair may be re-elected for an unlimited number of terms.

ARTICLE VIII ACTIVITY CHAIRS

A. Activity chairpersons are appointed by the president and approved by the Board; they serve until removed by the president, or by resignation. Activities may include, but are not limited to: St. Patrick's Day parade, post-parade party, and dinner dance; Irish Fest coordinator, sales booth; Holiday Folk Fair coordinator, food booth, sales booth and cultural booth; golf outing; Bradley Center coordinator; installation of officers, Color Guard Pipes and Drums.

B. Duties of Activity Chairs: Shall submit a written budget request to the finance committee, along with a short plan for the expenditures; all financial obligations that are incurred by a specific Activity chair or committee, must be paid by the treasurer upon submission of the proper invoice for the activity by the Activity chair; any expenditures more than \$300 (three hundred dollars) over the budgeted amount for that activity, must have approval of the board of directors prior to obligating the expense; make an initial report and periodic progress reports to the president; submit a written report within sixty (60) days following the activity, detailing expenditures and receipts, operational procedures, problems encountered, recommendations for the future. A copy of the report should be prepared for each board member.

ARTICLE IX COMMITTEES

A. Audit Committee

1. Duties: Shall audit the treasurer's fiscal year-end report; a written audit report shall be presented to the board of directors no later than the September board meeting. It shall include recommendations on the proper control, and division of responsibility, in the handling of the Club's receipts and disbursements, as deemed necessary and proper.

2. Composition: Shall be composed of the three

trustees, and at least two Club members selected by the general membership at the June meeting. The chair shall be the senior trustee. The term of the committee will end with acceptance of the audit report by the board.

B. Publication Editor

1. Responsible for the monthly publication of "The Emerald Reflections," the only official publication of the Shamrock Club of Wisconsin, Inc. All Clubs are encouraged to use this publication as their main communications. No limits are implied on the amount of material submitted, except at the discretion of the editor or the final approval of the president, if necessary.

2. All members shall receive a subscription to the "Emerald Reflections" as part of their dues payment.

3. Shall accept paid advertising on an annual or per issue basis.

C. Bylaws Committee

1. Duties: Conduct a biennial review of the bylaws and consider changes according to the articles in these bylaws. The review shall commence with each new term of parliamentarian. The final disposition of any amendments to the bylaws shall be concluded within the parliamentarian's term of office; present proposed changes to the board of directors prior to publication in the "Emerald Reflections."

2. Composition: Shall consist of at least five members including the parliamentarian who shall serve as chair; the committee shall serve a term of one year to coincide with the term of parliamentarian.

D. Finance Committee

1. Duties: Prepare a budget of estimated receipts and expenditures for the coming fiscal year; obtain budget requests from various activity and committee chairs and officers. If no request is received, estimate a figure based on past experience as reflected in the treasurer's twelve-month annual report; present the proposed annual budget to the board of directors at its May meeting.

2. Composition: Shall consist of six members, including the senior trustee, Club president, two Club members at large, the treasurer who shall be chair, and the immediate past president; the term of office will end upon approval of the budget by the board.

ARTICLE X NOMINATIONS AND ELECTIONS

A. Nominations of officers and directors. All nominees must be members of the Shamrock Club.

1. Must be made in person by a member at the March or April general membership meeting.

2. The nominee must be present at the March or April meeting to accept the nomination in person.

3. The candidates shall be announced at the April meeting and shall be listed in the May issue of the Club publication with a short biography.

4. A trustee must resign before accepting another nomination to the board.

B. Nominations for **Irishman of the Year, Irish Rose, and Parade Marshal.**

1. Must be made in writing by a member of the Shamrock Club.

2. Must be submitted prior to the January board meeting when voting will occur; a deadline date for nominations will be announced by the president.

3. All nominees must be members of the Shamrock Club.

C. Election of Officers and Directors

1. Shall be conducted by the trustees at the May meeting of the membership, by ballot.

2. A single member shall have one vote. A family membership will be allowed two votes as follows: one must be an adult 18 years or older; the second may be any other immediate family member at least 16 years old, residing in the same household.

3. Absentee, proxy, and write-in voting is not permitted.

4. In case of a tie, there will be an immediate election for the contested office.

D. Election of Irishman of the Year, Irish Rose, and Parade Marshal.

Shall be conducted prior to the February membership meeting, by the board of directors. Announcement of the winners will be made at the February general membership meeting.

ARTICLE XI FISCAL YEAR

The fiscal year shall be July 1 to June 30.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt. A copy of said book shall be furnished by the Club and must be present at all meetings.

ARTICLE XIII AMENDMENTS

Proposed changes to the bylaws shall be submitted to the bylaws committee.

A. After consideration by the committee, the proposed changes shall be presented to the board of directors for consideration.

B. The proposed changes, approved by either the committee or the board, will be published in the Club publication, with an indication of the committee's and the board's recommendations. The publication date will be approximately thirty (30) days before the presentation for a vote at a general membership meeting.

C. The proposed changes to the bylaws require a two-thirds vote of the members present at a general meeting, for approval. Upon approval of bylaws changes or revision, the new articles are in effect at once.

ARTICLE XIV STATE ADVISORY BOARD

A. Purposes:

1. To foster and encourage the exchange of ideas and information among the various Clubs.
2. To promote, coordinate and participate in programs and projects of mutual concern.
3. To assist in the formation of new Clubs.

B. Composition

1. To be composed of members of the Shamrock Club of Wisconsin, Inc.
2. Shall be advisory in nature.
3. Any business transacted by the Advisory Board will be subject to the approval of the board of directors of each Club, and a majority of its members in attendance at a regular membership meeting.

ARTICLE XV DRESS CODE

A. Color Guard Pipes and Drums:

1. The Color Guard Pipes and Drums official uniform shall be solid green kilts, when kilts are worn.