

**BY-LAWS OF THE  
RICE LAKE SPORTS HALL OF FAME FOUNDATION, INC.**

**Founded 9-14-2000  
Incorporated 3-21-2001  
Board of Directors established 5-22-2001**

**ARTICLE I**

Name

The name of this corporation shall be Rice Lake Sports Hall of Fame Foundation, Inc.

**ARTICLE II**

Purposes

The purposes of the corporation as stated in its articles of incorporation are:

To recognize the outstanding efforts and accomplishments of individuals in their athletic endeavors.

To recognize current student-athletes for outstanding performance each year and award scholarships through the scholarship program which was initiated in 2002.

To honor outstanding achievements of athletes, coaches, and others associated with sports in the Rice Lake School District, Rice Lake, Wisconsin.

To preserve records of superior athletes and thereby raise a standard which participants may strive to meet or surpass.

To educate the public about the value of athletics in American life.

The corporation shall be a nonprofit corporation and without capital stock organized under Chapter 181 of the Wisconsin Statutes. Said corporation shall be nonpolitical and shall not be a lobbying organization. It shall not promote the candidacy of any person seeking public office.

**ARTICLE III**

Offices

The corporation shall have and continuously maintain in this state a registered office address and a registered agent whose office is identical with such registered office.

**ARTICLE IV**

Membership

**SECTION 1. Members.** The corporation shall have individual members who pay dues annually.

Members will receive nomination and voting privileges and are entitled to attend the annual banquet.

**SECTION 2. Voting Rights.** Individual members only shall be entitled to one vote on each matter submitted to a vote of the members.

**SECTION 3. Transfer of Membership.** Membership in this corporation is not transferable or assignable.

**ARTICLE V**

Meetings of Members

**SECTION 1. Annual Meeting.** An annual meeting of the members shall be held during the month of January, the date and time to be determined by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated by the board of directors for any annual

meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

**SECTION 2. Special Meeting.** Special meetings of the members may be called either by the president, a majority of the board of directors, or not less than one-twentieth of the members having voting rights.

**SECTION 3. Place of Meeting.** The board of directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the board

**SECTION 4. Notice Of Meetings.** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by email, to each member entitled to vote at such meeting, not less than five days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting.

**SECTION 5. Quorum.** The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## ARTICLE VI

### Board of Directors

**SECTION 1. General Powers.** The affairs of the corporation shall be managed by its board of directors.

**SECTION 2. Special Meetings.** Special meetings of the board of directors may be called or at the request of the president or any two directors, The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the board called by them.

**SECTION 3. Notice.** Notice of any special meeting of the board of directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to a 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 need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or these by-laws.

**SECTION 4. Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**SECTION 5. 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, except where otherwise provided by law or by these by-laws.

**SECTION 6. Cause For Removal.** Any director being absent for a majority of the board meetings during any fiscal year of the corporation, coupled with a lack of support or interest in the work of the board may be removed from the board by a majority vote of the board of directors at any regularly scheduled meeting.

**SECTION 7. Vacancies.** Any vacancy occurring on the board of directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**SECTION 8. Compensation.** Directors as such shall not receive any stated salaries for their services, but they can be reimbursed for expenses incurred in behalf of the corporation providing such expenses were at the direction or of authorized by the board of directors.

**SECTION 9. Resignation.** A director can resign at any time.

## **ARTICLE VII**

### **Officers**

**SECTION 1. Officers.** The officers of the corporation shall be a president, a vice president, a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistance treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Officers shall not be limited as to the number of terms they serve. Any two or more offices may be held by the same person, except the offices of president and secretary.

**SECTION 2. Election and Term of Office.** The officers of the corporation shall be elected annually from among the members of the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**SECTION 3. Removal.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

**SECTION 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term.

**SECTION 5. President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/She may preside at meetings of the members and the board of directors. He/She may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer of the corporation, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**SECTION 6. Vice President.** In the absence of the president or in the event of his 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 such other duties as from time to time as may be assigned by the president or by the board of directors.

**SECTION 7. Treasurer.** The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such 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 VIII of these by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time as may be assigned by the president or by the board of directors.

**SECTION 8. Secretary.** The secretary shall keep the minutes of the meetings of the members and of the board of directors; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the board of directors.

## **ARTICLE VIII**

### **Committees**

**SECTION 1. Committees of Directors.** The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, or any responsibility imposed upon it or him/her by law.

**SECTION 2. Quorum.** Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**SECTION 3. Rules.** Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

## **ARTICLE IX**

### Contracts, Checks, Deposits and Funds

**SECTION 1. Contracts.** The board of directors may authorize any officer or officers of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name or and on behalf of the corporation and such authority may be general or confined to specific instances.

**SECTION 2. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, noted or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

**SECTION 3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

**SECTION 4. Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

## **ARTICLE X**

### Books and Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

## **ARTICLE XI**

### Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE XII**

### Dues

**SECTION 1. Annual Dues.** The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by the members.

**SECTION 2. Payment of Dues.** Dues shall be payable on the first day of August in each year. Dues of a new member shall be payable upon application for membership.

**ARTICLE XIII**

Seal

The corporation shall have a corporate seal.

**ARTICLE XIV**

Waiver of Notice

Whenever any notice is required to be given under the provisions of Chapter 181 – Nonstock Corporations of the Wisconsin Statutes or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XV**

Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the elected directors. By-laws may be amended at any regular meeting or at any special meeting, provided that at least ten days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

**ARTICLE XVI**

Eligibility Criteria and Induction Voting Procedures

The board of directors shall have the responsibility and power to establish eligibility criteria and voting procedures.

Adopted 3-21-2001  
Revised 5-01-2014