

WCYC BY-LAWS:

Board Recommended Updates

The following items have been identified as recommended updates to the WCYC By-Laws based on passage of time, change in communications media, environmental context, need for clarification, etc.

The changes are grouped around the Articles within the structure of the By-Laws.

Voting at the Annual Meeting will be based on the recommended changes within each Article.

○ **ARTICLE II – MEMBERSHIP**

a. Section 1 – MEMBERSHIP QUALIFICATIONS

○ Current:

Only members of the church in Christ in good standing shall be eligible for membership in this organization, and they must be eighteen (18) years of age or over. The directors of this organization reserve the right to decide who might or might not be considered in “good standing.” A life membership may be held in trust by a parent or guardian for a child until that child has attained the age of eighteen and has met other requirements of membership. Then, and only then, is such membership entitled to vote.

○ Proposed:

Members of a church/congregation affiliated with the Churches of Christ shall be eligible for membership in this organization. A member must be eighteen (18) years of age or over. The directors of this organization reserve the right to decide whether or not someone is deemed ‘eligible for membership.’

A life membership may be held in trust by a parent or guardian for a child until that child has attained the age of eighteen and has met other requirements of membership. Then, and only then, is such membership entitled to vote.

b. Section 8 – RESIGNATION OF MEMBERS

○ Current:

Any member may, at any time, resign as a member of the corporation by sending his written resignation to the President, Vice-President, if any, Secretary, or Treasurer of the Corporation, and such resignation shall take effect upon acceptance of same by the Board of Directors.

○ Proposed:

Any member may notify the directors of their desire to resign their membership by sending a written notice to the President or any of the designated officers of the Board.

- **Article III-MEETINGS OF MEMBERS AND VOTING RIGHTS**

- a. **Section 1 – ANNUAL MEETING**

- Current:

- The Annual Meeting of this Association shall be held at such a time and place in the state of Wisconsin during the month of October as determined by the Board of Directors for the purpose of electing directors and conducting such business as may properly come before the meeting, except that in the year 1960 there will be two annual meetings. Written notice of the annual meeting shall be given, by the Secretary, to all members at their post office address on file as of this corporation at least ten days prior to said meeting. (Amendment of 2-5-60.)

- Proposed:

- The Annual Meeting of this Association shall be held at such a time and place in the state of Wisconsin during the month of October as determined by the Board of Directors for the purpose of electing directors and conducting such business as may properly come before the meeting. Formal notice of the Annual Meeting shall be given, by the Secretary, by posting the primary designated WCYC web site, supported by postings on any additional social media or electronic media sites determined by the Board, at least fourteen (14) days prior to said meeting. (Where specifically requested by a member, notice will be provided via their post office address with mailing simultaneous to the electronic posting.)

- b. **Section 3 – QUORUM**

- Current:

- A quorum shall be constituted by 10% of the voting members, or a number equal to the number of directors, plus 3, whichever is larger. (Amendment, 2-3-56.)

- Proposed:

- A quorum shall be constituted by a number equal to twice the number of board of directors.

c. Section 6 – ORDER OF BUSINESS AT MEETINGS OF MEMBERS

- Current:

The order of business at meetings of members shall be as follows:

- Reading of notice and statement of mailing
- Reading of minutes of last preceding meeting
- Report of President, Treasurer, and Secretary
- Committee Reports
- Election of Directors
- Unfinished Business
- New Business
- Adjournment

In the absence of any objection, the presiding officer may vary the order of business at his discretion.

- Proposed:

The order of business at meeting of members shall be posted electronically on 1 or more WCYC sponsored web / social media sites at least seven (7) days prior to the date of said meeting with specification of Consensus versus Discussion Agenda items and with all appropriate documentation attached with the posting. The general order of business will be as follows:

- Consent Agenda, including Minutes of last preceding meeting
- Reports President, Treasurer, Secretary
- Committee and Session Director Reports
- Election of Directors
- New or unfinished Business
- Adjournment

In the absence of any objection, the presiding office may vary the order of business at their discretion.

d. Section 8 – VOTING RIGHTS

○ Current:

Each member shall have one vote upon any question presented for action at any meeting of the members. There shall be no voting by proxy, but a mail ballot or general consent may be used. At any general meeting every question put to the vote of the meeting, including the election of the directors, shall be decided by on a show of hands, unless a more accurate method of vote is requested by a member. Such request must be made on or before the declaration by the chairman of the result of the show of hands. Any member not in “good standing” for any reason cannot vote. An objection to the qualifications of any voter must be raised at the meeting in which the vote in question is cast.

○ Proposed:

Each member shall have one vote upon any question presented for action at any meeting of the members. There shall be no voting by proxy. Votes will be accepted only from appropriately identified and registered members.

At the discretion and approval of the Board and consistent with the fourteen (14) day notification, a mail ballot, a “listed and signed” email / registered form, or voting via a designated WCYC registered web / social media site may be authorized for voting on appropriate items.

- **Article IV – DIRECTORS**

- a. **Section 4 – QUALIFICATIONS**

- Current:

- All directors must be male members of the corporation over the age of twenty-one who are in good standing and who are entitled by the by-laws to vote as members.

- Proposed:

- All directors must be qualified adult (eighteen or over) members with direct experience at WCYC (as a camper, staff member, session director, camp volunteer / worker) or with directly relevant experience as determined specifically by the board of directors to be useful for identified needs or purposes of WCYC and/or the board (financial or business planning, spiritual development and formation, camp programming/planning, facilities management, wildlife management, sustainability planning, team activity development, fund-raising, etc). Candidates for the board must be qualified and vetted by the Board Nominating Committee with direction given by the Board.

- b. **Section 5 – REMUNERATION**

- Current:

- No director shall, as such, receive any remuneration for his service on behalf of the corporation. The directors shall have as a right by majority vote to fix the salaries or remuneration to be paid to all employees of the corporation and to vary same when it may be expedient to do so, and no further by-law or confirmation by the members other than the confirmation of this by-law shall be necessary to provide for such remuneration.

- Proposed:

- No director shall, as such, receive any remuneration directly as a consideration for serving or tenure on the board. Should any director be affiliated with an organization that provides services directly to WCYC, the decision to contract and pay for those services must be made by other directors and be compliant with the Board’s stated “Conflict of Interest” Policy.

- The directors shall have as a right by majority vote and formal contract agreement to fix the salaries or remuneration to be paid to all employees of the corporation and to vary same when it may be expedient to do so, and no further by-law or confirmation by the members other than the confirmation of the by-law shall be

necessary to provide for such remuneration. The directors shall also have the right by consensus vote to formally contract or agree to designated incentive based remuneration for certain services such as capital fund-raising with outside parties within the terms of this amendment.

c. Section 7 and 12 – VACANCIES and POWER TO FILL VACANCIES

- Current:

Sections 7 and 12 dealing with the Board's ability to fill vacant Board seats are duplicative and redundant

- Proposed:

Section 12 will be deleted.