

# A WISCONSIN NON-STOCK, NON-PROFIT CORPORATION

## ARTICLE I(1) PURPOSE AND DEDICATION OF ASSETS

- 1.01 **Purpose.** The Corporation is organized and shall be operated exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, or the corresponding provisions of any future Internal Revenue Law of the United States (hereinafter referred to as the "Code"). In particular, the Corporation is organized for the promotion of the cage bird and pets of all kinds by sponsoring and publishing books, pamphlets and other literature relating to birds and pets of all kinds, and to do all things incidental and supplemental thereto, including engaging in fundraising activities in furtherance of these purposes.
- 1.02 **Dedication.** The properties and assets of this non-profit Corporation are irrevocably dedicated to the purposes set forth in Section 1.01. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any Director or Officer of this Corporation or any other private person or individual. In the event of the dissolution, liquidation or termination of this Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors shall, after paying or making provisions for the payment of all of the legal obligations of the Corporation, distribute all the assets of the Corporation to such organization or organizations designated by the Board of Directors which is/are organized and operated exclusively for charitable, educational, or religious purposes and which at the time qualify as exempt organizations under Section 501(c) (3) of the code.

## ARTICLE II(2) OFFICES

- 2.01 **Business Offices.** The Corporation may have such principal or other business offices, either within or without the State of Wisconsin, as the Board of Directors may designation or as the Corporation may require from time to time to fulfill its purposes.
- 2.02 **Registered Office.** The registered office of the Corporation may, but does not necessarily have to be the same, as the principal office of the Corporation.

## ARTICLE III(3) MEMBERS

- 3.01 **Members.** The Corporation shall have as members those fanciers of cage birds who agree to pay the annual dues established by the Board of Directors. Annual dues are payable in advance and run from the day before the show of one year through the day before the following year's show.
- 3.02 One regular meeting of the Corporation's members will be held at the Annual National Show in conjunction therewith.

3.03 A member may be expelled from membership for actions detrimental to the fancy or the Annual National Show by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors

## **Article IV(4) Directors**

4.01 **Number.** The Corporation shall have seventeen (17) Directors who shall collectively be known as the Board of Directors, or the Board. The initial Board of Directors shall consist of the four (4) persons named in the Articles of Incorporation, who shall each serve a 4-year term. At the first meeting, the initial Board of Directors shall elect 12 additional Directors, 4 of whom shall serve for a 3-year term, 4 of whom shall serve for a 2-year term, and 4 of whom shall serve for a 1-year term. The 17<sup>th</sup> Director position shall be non-elective and shall be held by a representative of the company sponsoring the Annual National Show.

4.02 **Term.** Each year the membership shall elect four (4) Directors to replace the four (4) Directors whose terms shall have expired. Each new Director elected shall serve a term of four (4) years. Nominees must be a member in good standing for three (3) consecutive years.

4.03 **Election.** The names of the Directors whose terms have expired shall automatically appear on the election ballot each year. The members shall also nominate additional prospective Directors at their regular meeting held in conjunction with the Annual National Show. These names shall then be provided for vote by the membership. The election of Directors shall take place as near as possible to the end of the fiscal year, to enable all old and new Directors to be present at the first regular meeting. Directors are to be elected by secret ballot sent to each member by the Secretary of the Corporation. All ballots must be returned by the members within twenty-one (21) days from the date sent out by the Secretary. The four (4) Directors receiving the highest number of votes from the membership will be declared duly elected. In case of a tie, the Board Of Directors shall determine the Director by majority vote.

a) No more than four (4) ballots may be sent to any one (1) address without special approval of the Board of Directors.

4.04 **Compensation.** Directors shall be entitled to reasonable compensation for their services as determined from time to time by the board of directors.

### **4.05 Vacancies.**

a. Vacancies in the Board of Directors shall exist:

- 1) On the death, removal or resignation of any Director, or
- 2) Whenever the number of authorized Directors is increased

b. Any Director missing three (3) consecutive regular meetings for any cause shall be removed from the Board.

c. A Director **MAY** be removed from office "for cause" by vote of a majority of the other Directors then in office. For purposes of this Section, the term "for cause" shall mean

- 1) conviction of a felony, or
- 2) gross and willful misconduct which results in a material injury to the Corporation, or

- 3) a finding of gross dishonesty or breach of trust which results in a material injury to the Corporation, or
  - 4) willful malfeasance or gross negligence, or a failure to act involving material non-feasance, provided that in the case of such gross negligence or material non-feasance, it would at the time have a material adverse effect on the Corporation.
- d. A vacant Director position shall be filled by majority vote of the Board of Directors. The newly elected Director shall serve for the remaining term of the vacant Director position.

**4.06 Reduction.** A reduction of the number of authorized Directors shall not result in the removal of any Director prior to the expiration of his or her term.

**4.07 Directors to Control.** The Directors shall have control and management of the affairs and property of the Corporation and, except as otherwise provided in Section 4.10 of the By-Laws, may act only at a duly constituted meeting. They shall appoint such agents (which may be either persons or Corporations) and Officers as its business requires, and shall employ such persons as may be necessary in the conduct of its affairs. The compensation of such persons shall be as fixed from time to time by resolution of the Board.

**4.08 Meetings.**

- a. Two (2) regular meetings of the Board should be held each year. The first meeting should be designated as the Spring Meeting, and held on the first Friday and Saturday of March. The second meeting should be held at the Annual National Show and shall be designated as the Annual Meeting.
- b. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The President or Directors calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them.
- c. Unless otherwise provided in the Articles, the Secretary or the person or persons calling a meeting of the Board of Directors shall give each Director notice of the time and place of such meeting by written notice delivered personally or mailed or given electronically to such address as the Director shall have designated in writing filed with the Secretary, in each case not less than two (2) weeks prior thereto. If mailed, such notice shall be deemed to be delivered twenty-four (24) hours after the time deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice whatever is required to be given to any Director of the Corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the 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 of Directors need be specified in the notice or waiver of notice of such meeting.

- d. A majority of the number of Directors authorized pursuant to Section 4.01 shall constitute a quorum for the transaction of business.
- e. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum of the Directors is present is the act of the Board of Directors, unless the law, the Articles of Incorporation or these By-Laws require a greater number.
- f. Except as otherwise expressly provided in these By-Laws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present and the only motion which the chairperson shall entertain at such meeting is a motion to adjourn.
- g. Meetings shall be presided over by the President of the Corporation, or in his absence by a chairperson chose by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of The Board of Directors. In case the Secretary is absent from any such meeting, the presiding office may appoint any Director present to act as Secretary for the meeting.
- h. A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which such Director is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forwards such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**4.09 Committees.** The Board of Directors, by the affirmative vote of a majority of the number of Directors determined pursuant to Section 4.01, may designate one or more committees, each committee to consist of at least one (1) Director. The committees, if any, shall have and may exercise such powers as may be determined by the Board of Directors designating such committee. Each such committee shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

**4.10 Unanimous Consent Without Meeting.** Any action required or permitted by the Articles of Incorporation of By-Laws or any provision of law to be taken by the Board of Directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members of such committee entitled to vote with respect to such action.

**4.11 Telephone Meetings.** Directors may participate in and hold meetings by means of a conference telephone or similar communications arrangement by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the sole and express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**4.12 Board Action via Internet Communication.** Recognizing that from time to time there is a need for the Board of Directors to take action on some matter of business other than at

the prescribed March or General Membership meetings the following shall be the procedure for handling NCBS business via the internet:

NCBS business can be conducted on the internet as a need arises at the direction of the President. This requires the following:

- a. the President or designee shall send an e-mail initiating a subject for Board consideration to all Directors,
- b. any responses, including conclusion, shall be sent to all Directors,
- c. on a matter requiring a vote a minimum of nine (9) responses are required,
- d. passage of any vote is as designated in the bylaws based on a quorum of nine (9),
- e. the Secretary shall maintain a record of the correspondence and result.

## **ARTICLE V(5) OFFICERS**

- 5.01 **Number.** The principal Officers of the Corporation shall be a President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, additional Officers as may be elected or appointed by the Directors. Any number of offices may be held by the same person, except that the President may not serve concurrently as the Secretary.
- 5.02 **Selection.** Officers shall be elected or appointed by the Directors at the first regular meeting of the Board each year. Each such office shall hold office until he resigns, is removed or is otherwise disqualified to serve as an office, or until his successor Officer shall be elected and qualified, whichever occurs first.
- 5.03 **Vacancies.** Any vacancy in any office caused by death, resignation, removal or otherwise shall be filled by the Board of Directors.
- 5.04 **President.** The President shall be the chief executive office of the Corporation and shall, in general, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Corporation. The President shall perform all duties incident to such office and such other duties as may be assigned from time to time by the Board of Directors.
- 5.05 **Secretary.** The Secretary shall:
- a. Certify and keep at the Principal Office of the Corporation the original or a copy of these By-Laws as amended or otherwise altered to date.
  - b. Keep at the Principal Office of the Corporation or at such other place as the Board Of Directors may order, a book of the minutes of all meetings of the Directors and the Executive Committee, recording therein the time and place of holding, whether regular or special, and how authorized, the notice given, the names of those present and the Proceedings thereof.
  - c. See that all notices are duly given in accordance with the provisions of the By-Laws or as required by law.
  - d. Keep an accurate list of all of the members of the Corporation.
  - e. Be custodian of the records and of the seal of the Corporation.

- f. Exhibit at all reasonable times to any Director of the Corporation, or to such Director's agent or attorney, or to any person or agency authorized by law to examine them, on request therefore, the By-Laws, the minutes of the Proceedings of the Directors and other records of the Corporation.
- g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or these By-Laws, or which may be assigned from time to time by the Board of Directors.

**5.06 Treasurer.** The Treasurer, subject to the provisions of Article VII of these By-Laws, shall:

- a. Have charge of and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive and give receipt for moneys due and payable to the Corporation from any source whatsoever.
- c. Disburse or cause to be disbursed the funds of the Corporation as may be directed by or under authority of the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to a Director's agent or attorney, or to any person or agency entitled by law to examine the same, on request therefore.
- f. Render to the President and Directors whenever they so request an account of any or all transactions as treasurer and of the financial condition of the corporation.
- g. If required by the Board of Directors, give a bond for the faithful discharge of such treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- h. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or these By-Laws, or which may be assigned from time to time by the Board of Directors.

**5.07 Other Assistants and Acting Officers.** The Board of Directors shall have the power to appoint any person or act as assistant to any Officer, or as agent for the Corporation in such Officer's stead, or to perform the duties of such Officer whenever for any reason it is impracticable for such office to act personally, and such assistant or acting Officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

**5.08 Compensation.** The compensation of the Principal Officers shall be fixed from time to time by the Board of Directors or by a duly authorized committee thereof, and no Officer shall be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation.

## **ARTICLE VI(6) CONFLICT OF INTEREST**

**6.01 Conflict of Interest.** No Director, Officer or employee of the Corporation shall have or acquire any interests, direct or indirect, in any project which the Corporation is operating or promoting, or in any contract relating to any such project of the Corporation without making written disclosure to the Corporation of the nature and extent of his or her interest. No Director who has such interest shall vote on any matter relating to it nor be present during the final deliberations and vote on the matter. Further, no Director, office, or employee of the Corporation shall violate the conflict of interest provisions established by any funding sources or set forth in Wisconsin Statutes Section 1813225, as amended from time to time.

## **ARTICLE VII(7) INDEMNITY**

**7.01 Certain Definitions.** All capitalized terms used in this Article and not otherwise hereinafter defined in this Section 7.01 shall have the meaning set forth in Wisconsin Statutes Section 181.041. The following capitalized terms (including any plural forms thereof) used in this Article are defined as follows:

- i. "Board" shall mean the entire then elected and serving Board of Directors of the Corporation, including all members thereof who are Parties subject to the Proceeding or any related Proceeding.
- j. "Breach of Duty" shall mean the Director or Officer breached or failed to perform his or her duties to the Corporation and his or her breach of or failure to perform those duties is determined to constitute misconduct under Wisconsin Statutes Section 181.042(2)(a) 1,2,3 or 4.
- k. "Corporation" as used herein shall mean this Corporation, including, without limitation, any successor Corporation or entity to this Corporation by way of merger, consolidation or acquisition of all or substantially all of the assets of this Corporation.
- l. "Director or Officer" shall have the meaning set forth in the Statute (as defined herein below).
- m. "Disinterested Quorum" shall mean a quorum of the Board who are not parties to the subject Proceeding or any related Proceeding.
- n. "Party" shall have the meaning set forth in the Statute; provided that, for purposes of this Article, the term "Party" shall also include any Director or Officer who is or was a witness in a Proceeding at a time when he or she has not otherwise been formally named a Party thereto.
- o. "Proceeding" shall have the meaning set forth in the Statute; provided that, for purposes of this Article, the term "Proceeding" shall also include all Proceedings (i) brought to enforce rights hereunder; (ii) any appeal from a Proceeding; and (iii) any Proceeding in which the Director or Officer is a plaintiff or petitioner because he or she is a Director or Officer, provided that such Proceeding is authorized by a majority vote of a Disinterested Quorum.
- p. "Statute" shall mean Sections 181.041 through 181.053, inclusive, of the Wisconsin Non-stock Corporation Law, Chapter 181 of the Wisconsin Statutes, as the same shall

then be in effect, including any amendments thereto, but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than the Statute permitted or required the Corporation to provide prior to such amendment.

**7.02 Liability of Directors and Officers.** No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a Director or officer of the Corporation unless such act or omission constitutes or results in: (a) a willful failure to deal fairly with the Corporation in connection with a matter in which the Director or officer has a material conflict of interest; (b) a violation of criminal law, unless the Director or Officer has reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; (c) a transaction from which the Director or officer derived an improper profit; or (d) willful misconduct. The foregoing shall not be construed as a limitation on the immunity provided to Directors and officers pursuant to Section 181.287 of the Wisconsin Statutes, nor shall it be deemed exclusive of any other rights and defenses which such Director or Officer may be entitled under any other statute, agreement or otherwise.

**7.03 Indemnity of Directors and Officers.** Every person who is or was a Director or Officer of the Corporation shall (together with the heirs, executors and administrators and guardians and conservators of any deceased or former Director, Officer, or other person who himself or herself would have been entitled to indemnification) be indemnified by the Corporation against all costs, damages, liabilities and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any Proceeding, to which he or she is made or threatened to be made a party by reason of his or her being or having been such Director or Officer to the extent that he or she has been successful on the merits or otherwise in the defense of the Proceeding. In cases where the Director or Officer is unsuccessful in his or her defense, in cases where the Proceeding was settled in exchange for a payment from the Director or Officer, or in criminal cases terminated by a plea of no contest or an equivalent plea, the Corporation shall also indemnify the Director or Officer to the extent set forth above unless the Director or Officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes or results in (a) a willful failure to deal fairly with the Corporation in connection with a matter in which the Director or Officer has a material conflict of interest; (b) a violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (c) a transaction from which the Director or Officer derived an improper personal profit; or (d) willful misconduct. This indemnity shall include reimbursement of all reasonable amounts and expenses incurred and paid in settling any Proceeding, including, without limitation, attorney fees. A determination as to whether a person is entitled to indemnification shall be made in accordance with Section 181.043 of the Wisconsin Statutes. In any such determination there shall exist a rebuttable presumption that the Director's or Officer's conduct did not constitute a Breach of Duty. Upon compliance with the requirements of Section 181.044 of the Wisconsin Statutes, the Corporation may



advance, pay or reimburse any Director's or Officer's reasonable expenses, including without limitation, attorney fees, incurred in such Proceeding as such expenses are incurred.

- 7.04 Insurance.** The Corporation may purchase and maintain insurance on behalf of a Director or Officer or any individual who is or was an employee or authorized agent or representative of the Corporation against any liability asserted against or incurred by such individual in his or her capacity as such or arising from his or her status as such, regardless of whether the Corporation is required or permitted to indemnify against any such liability under this Article.
- 7.05 Notice to the Corporation.** A Director or Officer or other person requesting indemnification hereunder shall promptly notify the Corporation in writing when he or she has actual knowledge of a Proceeding which may result in a claim of indemnification or allowance of expenses hereunder, but the failure to do so shall not relieve the Corporation of any liability to the Director, Officer or other person hereunder unless the Corporation shall have been irreparably prejudiced by such failure.
- 7.06 Transactions With The Corporation.** Unless otherwise invalid under the Wisconsin Non-Stock Corporation Law, any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and an Corporation or association of which one or more of its Directors are shareholders, members, Directors, Officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known to the Board of Directors and The Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.
- 7.07 Severability.** If any provision of this Article shall be deemed invalid or inoperative, or if a court of competent jurisdiction determines that any of the provisions of this Article contravene public policy, this Article shall be construed so that the remaining provisions shall not be affected, but shall remain in full force and effect, and any such provisions which are invalid or inoperative or which contravene public policy shall be deemed, without further action or deed by or on behalf of the Corporation, to be modified, amended and/or limited, but only to the extent necessary to render the same valid and enforceable.
- 7.08 Nonexclusivity of This Article.** The rights of a Director or Officer (or any other person or firm) granted under this Article shall not be deemed exclusive of any other rights to indemnification against liabilities or allowance of expenses which the Director or Officer (or such other person or firm) may be entitled to under any written agreement, Board resolution,

or other otherwise, including, without limitation, under the Statute. Nothing contained in this Article shall be deemed to limit the Corporation's obligations under the Statute to indemnify against liabilities or allow expenses incurred by a Director or Officer under the Statute.

**7.09 Contractual Nature of This Article; Repeal or Limitation of Rights.** This Article shall be deemed to be a contract between the Corporation and each Director and Officer (or other person protected or given rights herein) and any repeal or other limitation of this Article, or any repeal or limitation of the Statute or any other applicable law, shall not limit any rights of indemnification or allowance of expenses then existing or arising out of events, acts or omissions occurring prior to such repeal or limitation, including, without limitation, the right to indemnification or allowance of expenses for Proceedings commenced after such repeal or limitations to enforce this Article with regard to acts, omissions or events arising prior to such repeal or limitation.

## **ARTICLE VIII(8) ANNUAL NATIONAL SHOW**

**8.01 Annual Show.** The National Cage Bird Show and Exhibit (the "Annual National Show") should be held on the weekend in November containing the third Friday each year.

Judges for all divisions shall be nominated by the Specialty Clubs, approved by the Board of Directors in accordance with Section 9.04. Each Specialty Club shall submit their judge nomination form, bio and photo no later than 30 days prior to the Spring Board Meeting for approval at that meeting.

- a. During judging, judges are not to use cell phones, or similar devices.
- b. During judging, judges are to use English to communicate. In the event the judge does not speak English, the respective specialty club must supply a qualified translator to translate to the gallery.
- c. Apprentice judging is not permitted during the judging.
- d. Any single Judge can judge two (2) consecutive years providing it is for separate divisions.

**8.02 Sponsoring Clubs.**

- a. Any recognized bird club may make application, in writing, to sponsor the Annual National Show. The Board of Directors must approve each bid, and a duly signed contract from the club making the bid must be presented at the first regular meeting of the Board. Bids may be made for the coming year or for future years.
- b. A duly authorized representative from a sponsoring club may be invited to attend all Board meetings as an observer, but shall have no right to vote on any matter.
- c. All monies received from the sponsoring club shall go into the Annual National Show fund to pay current expenses. Any pledges or advertising monies due and not paid by the first regular meeting of the Board are to be billed immediately thereafter. All pledges and donations not specifically allocated shall go directly into the general Show fund.

## **ARTICLE IX(9) SPECIALTY CLUBS**

- 9.01 Any specialty club may seek the approval of the Board of Directors to join in the Annual National Show. Such approval must be obtained prior to the Spring Meeting of the Board of Directors.
- 9.02 Specialty Clubs approved by the Board of Directors for participation in the Annual National Show shall be bound by the rules and regulations established for the show and shall recognize the Board of Directors as the governing Board of Directors in the decision making process over all issues relating to the show, including the classification system used, standards for judging, and the standards for the selection of judges. The definition of a specialty club shall be defined as an organization or club with an elected board of officials whose mission is in alignment with that of NCBS.
- 9.03 Elected representatives of any specialty club approved by the Board of Directors must submit in writing any recommendations or suggestions with respect to their participation in the Annual National Show at least forty-five (45) days prior to the Spring Meeting of the Board of Directors.
- 9.04 Each specialty club approved by the Board of Directors can nominate one (1) judge for the division of their specialty at the Director's annual meeting held in conjunction with the Annual National Show. The names and addresses of the nominees shall be provided to the Secretary of the Corporation.
- 9.05 When requested to do so by the Board of Directors, each approved specialty club may provide assistance in the way of show secretaries and stewards. Each specialty club may also provide financial assistance to help pay the judging fees relating to the division including their specialty. Such amounts are to be paid to the treasurer of the Corporation.
- 9.06 Specialty clubs may also be requested to provide assistance in the solicitation of division and section sponsorships for show awards. With the prior approval of the Board of Directors, specialty clubs may also award special trophies and ribbons for the division including their specialty.
- 9.07 **Criteria for Establishing or Adjusting Divisions**
- a. At each spring meeting the directors, under the category of new business, shall address the subject of establishing and adjusting divisions. The chairperson for this task shall represent the number of entries in each division for the previous ten (10) years.
  - b. An existing division shall average ninety (90) entries. This shall be for an average of five (5) years. Sections will also be reviewed and must show continued exhibitor interest. Any division falling below the established average, or any section failing to show continued exhibitor interest, shall be combined with another division or section as described below.
  - c. For a new division to be formed from within an existing division, the original division must be in agreement. This is to be indicated by the requesting division stating the

- agreement in a signed letter to the NCBS Specialty Club Liaison thirty days prior to the spring meeting.
- d. The requesting division must have had at least ninety (90) entries for the prior three years. The original division shall not be left with less than ninety (90) entries. The requesting division is to show its support for the added cost of judges and awards. Classifications and awards will be assigned by the Directors upon review of the applicant's request. This will also hold for an existing division. A representative from the requesting specialty club is asked to attend the spring board meeting to answer any questions the NCBS Board may have.
  - e. The sponsor of the top division award will be asked if that person or corporation will include this new division in their award donation. If not, the NCBS Board will pick an award that they feel is appropriate.
  - f. A situation may arise where a bird may appear that is not already part of the National show. At this time the sponsoring club may, at the pleasure of the NCBS Board, be given Exhibition Status. This will apply for a period of three years. The same entry criteria as above shall apply. After the trial period, the NCBS Board will review the request and determine whether or not this is in the best interest of the National, serves the overall good of the fancy and is financially possible and prudent. In no way does the trial status guarantee full division status in the future.
  - g. After reviewing all criteria listed above, the Directors shall discuss whether such a change is financially prudent, whether the request meets the needs of a significant portion of the membership, and whether it will provide for the overall good of the fancy and the National.
  - h. Any changes to the above shall require a vote. To effect a change, a two-thirds majority is required.
  - i. After the vote is tabulated, the President shall instruct the Specialty Club Liaison to inform the applicant of the Board's decision. The President will also instruct the Specialty Club Liaison to send the specialty club a notice if there is a danger of them losing their division status after three years. This will allow them time to adjust. The President may appoint a director to do any of these items.
  - j. An existing division may request inactive status for a maximum of three (3) years. Per request, the affiliation will be reviewed at the Spring Meeting.

## **ARTICLE X(10) HONORARY BOARD MEMBERS**

- 10.01 Any Board member who has contributed to the welfare and credit of the fancy may be voted an honorary Board member by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors. Submittals for honorary status must be made in writing to the NCBS Secretary and added to the agenda for the spring board meeting. Only active board members in good standing may make submittals. The following criteria must be met in order to be nominated for "honorary status" to the Board:
- a. The board member submitting the candidate's name shall submit a resume outlining the member's length of membership, years of service on the board, job assignments and positive contributions to NCBS.

- b. The candidate must have a combination of membership years and board service years that equals 40 years. A minimum of four terms (16 years) must have been served. For example: if a candidate has 25 years membership and five terms on the board (25+20=45) then they would be eligible.
- c. The candidate should possess high qualities such as being a successful breeder, a consistent winner on the show bench, a respected bird judge and author or a breed specialist.
- d. The candidate should have held office or have recognition in other organizations, such as AFA or another NCBS affiliated specialty club. The ideal candidate should be a special entity to NCBS. They should have made an impact in their participation in the fancy of showing birds. The ideal candidate should be someone who is held in high regard, respected and truly worth of honorary status.
- e. Honorary directors shall be exempt from paying dues

10.02 Honorary Board members will be invited to attend meetings of the Board of Directors

10.03 Any honorary member who runs for the Board of Directors and is re-elected shall forfeit his honorary status.

## **ARTICLE XI(11) EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

11.01 **Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President and by the Secretary. The Secretary, when necessary or required, shall affix the corporate seal thereto (if there shall be one); and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers.

11.02 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

11.03 **Loans.** No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

## **ARTICLE XII(12) GIFTS**

12.01 **Gifts.** The terms and conditions under which bequests, donations and gifts will be accepted, and the manner in which they shall be administered, shall be determined from time to time by the Board of Directors; provided that such acceptance and such manner of administration shall be consistent with the general and specific purposes and the powers of this Corporation as provided by law, the Articles of Incorporation of the Corporation and these By-Laws.

## **ARTICLE XIII(13) CORPORATE SEAL**

13.01 **Seal.** The Board of Directors may adopt, use and at will alter a corporate seal.

## **ARTICLE XIV(14) FISCAL YEAR**

14.01 **Year.** The fiscal year of the Corporation shall end on December 31.

## **ARTICLE XV(15) AMENDMENTS**

15.01 **Effective Date.** These By-Laws shall become effective immediately upon their adoption. Amendments to these By-Laws shall become effective immediately upon their adoption unless a later time is specified in the amendment. Nothing in these By-Laws shall be deemed to contradict any requirement or right provided for non-profit Corporations by the Wisconsin Non-Stock Corporation Law.

15.02 **Amendment.** These By-Laws may be amended or repealed and new By-Laws adopted by the Board of Directors.

15.03 **Implied Amendments.** Any action taken or authorized by the Board of Directors, which would be inconsistent with the By-Laws then in effect but which is taken or authorized by the affirmative vote of not less than the number of Directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far but only so far as is necessary to permit the specific action so taken or authorized.

## **ARTICLE XVI(16) CONSTRUCTION**

16.01 **Construction.** As used in these By-Laws:

- a. The present tense includes the past and future tenses, and the future tense includes the present.
- b. The masculine gender includes the feminine and neuter.
- c. The singular number includes the plural and plural number includes the singular.
- d. The word “shall” is mandatory and the word “may” is permissive.
- e. The words “Board” and “Directors” as used in relation to any power or duty requiring collective action mean the Board of Directors.