

**BYLAWS OF  
MCKINLEY ANCHORAGE & MOORAGE ASSOCIATION, INC.  
a Wisconsin Corporation (Adopted 5/12/05)**

**I. Name.**

The name of the corporation shall be McKinley Anchorage & Moorage Association, Inc. The corporation shall also be known by its acronym MAMA.

**II. Purpose.**

The corporation is organized exclusively as a community association promoting social welfare with the meaning of section 501(c)(4) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purpose of this corporation shall be to preserve, maintain, and manage the public anchorage and moorage located within the McKinley Marina basin in Milwaukee County, Wisconsin.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code and shall not engage in activities not authorized by chapter 181 of the Wisconsin Statutes.

**III. Members.**

Membership in the corporation is open to: (1) any person owning or renting a mooring located within the McKinley Marina basin; (2) any person interested in owning or renting a mooring located within the McKinley Marina basin; or (3) any person interested in preserving, maintaining, or managing the anchorage and moorage located within the McKinley Marina basin.

**A. Voting Members.** Any member who is not delinquent in payment of assessed fees and who owns or rents a mooring located within the McKinley Marina basin shall be a Voting Member. Voting Members shall have all privileges of membership and shall each be entitled to one vote on any matter requiring a vote. Proxy voting shall not be permitted.

**B. Non-voting members.** Non-voting members shall be other interested persons who have paid the membership fee prescribed by the board of directors. Non-voting members shall be entitled to receive publications, attend meetings, and have any other privileges as may be granted by the board of directors, but they shall not be entitled to vote.

**C. Removal of members.** Upon a recommendation by a vote of a majority of the board of directors, members may be removed by a vote of two-thirds of all members entitled to vote (notwithstanding whether all members are present at a meeting to vote on such removal).

## **D. Meetings of members.**

**1. Annual meeting.** In each calendar year, an annual meeting of members shall be held on the first Tuesday in the month of November. The board of directors shall give at least 15 days written notice of an annual meeting to each member (voting and non-voting) at the street or e-mail address of the member shown in the records of the corporation. It shall be the responsibility of each member to inform the corporation of any change in street or e-mail address.

**2. Special meetings.** Special meetings of members may be called by the president, by a majority of the board of directors, or by a written request signed by five percent of the voting members. Special meetings shall be on five days written notice, which shall describe generally the business to be transacted at the meeting.

**3. Place of meetings.** All meetings of members shall be held within Milwaukee County in the State of Wisconsin.

**4. Voting.** Voting shall be by voting members present at a meeting. Proxy voting shall not be allowed.

**5. Procedure.** Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of voting members present and voting.

**6. Adjournment.** Meetings may be adjourned from time to time without further notice.

## **IV. Directors.**

**A. Number.** The management of the corporation shall be vested in a board of directors consisting of three persons.

**B. Powers of directors.** Directors shall be granted the authority to manage the corporation to the extent provided by Wisconsin law.

**C. Term.** The term of each director shall be one year, except that the initial directors shall only serve until the first annual meeting.

**D. Election.** Election of directors shall take place at the annual meeting of members. Each voting member may cast one vote for each director position open for election at such meeting. Election shall be by a majority of the voting members present at the meeting, provided a quorum is present. If no candidate receives a majority of votes in the first round of balloting, the two candidates with the most votes will stand for election in a second round.

**E. Vacancies.** In the event of a vacancy on the board due to death or resignation, the president shall appoint a successor to fill the vacancy for the remainder of the term

for that position.

#### **F. Meetings of directors.**

1. Annual meeting. There shall be an annual meeting of directors held during the month of November during each calendar year immediately following the meeting of members. The board of directors shall give at least 30 days written notice of the annual meeting at the same time notice is given of the annual membership meeting.

2. Special meetings. Meetings of directors may be called by the president or by any director. Meetings shall be on at least twenty-four hours notice. Notice may be given orally either personally or by leaving a voice-mail or other message, by mail, or by e-mail. The notice shall describe generally the business to be transacted at the meeting.

3. Place of meetings. All meetings of directors shall be held at a location set by the president or by two-thirds of the directors in office.

4. Voting. Voting shall be by directors present at the meeting. Any director may appear at a meeting by telephone. Proxy voting shall not be allowed.

5. Procedure. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of directors present and voting.

6. Alternate voting procedures. Acting by unanimous consent or conducting meetings telephonically or by other electronic means shall be permitted to the extent and under the conditions permitted by law.

7. A director may waive any notice required by law, these bylaws, or the articles of incorporation either before or after the time set forth in the notice. A director's attendance at or participation in a meeting waives any required notice of the meeting.

**G. Compensation.** Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the board of directors.

**H. Indemnification.** Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

**I. Committees.** The board of directors may establish any standing or special committees as it deems appropriate, provided that such committees may not exercise the powers of the board.

**J. Action without Meeting.** An action required or permitted to be taken at a board meeting may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the directors then in office.

#### **IV. Officers.**

**A. In General.** The officers of the corporation shall consist of a president, vice president, secretary and treasurer.

**B. Election and terms.** The officers shall be elected by the board of directors. Each officer shall serve a term of one year. An officer may be removed by a two-thirds vote of the board at any time.

**C. Duties.** The duties of each office shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer as the president deems appropriate.

**1. President.** The president shall generally manage the day-to-day operations of the corporation subject to the direction of the board of directors. The president shall preside at all meetings of the board of directors and members.

**2. Vice president.** The vice president shall exercise the duties of the president in the absence or incapacity of the president. If the president should die, resign, or be removed from office, the vice president shall succeed to the office of the president.

**3. Secretary.** The secretary shall maintain all records of the corporation and shall prepare minutes of all meetings of the board of directors and members.

**4. Treasurer.** The treasurer shall have custody of the funds of the corporation and shall maintain all financial records of the corporation. The treasurer shall report to the president, board of directors, and members on the financial status of the corporation.

**D.** Officers may, but are not required to be, members of the board of directors.

**E.** One person may hold not more than two of the above offices, except that the offices of president and vice president and president and secretary may not be combined.

**F.** All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office.

## **VI. Miscellaneous.**

**A. Fiscal year.** The fiscal year of the corporation shall end on December 31.

**B. Other powers.** In addition to any other powers provided herein or by law, the board of directors may authorize one or more officers of the corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the corporation, make or obtain loans, and sell, assign, or pledge securities.

## **VII. Amendment.**

**A.** These Bylaws may be amended by a vote of two-thirds of the members of the corporation present and voting at a meeting duly called for such purpose. Written notice of the meeting, including the text of the proposed bylaw amendment, must be given to each voting member at least 20 days prior to the date of the meeting.

**B.** These bylaws may also be amended by a vote of two-thirds of the entire board of directors at a duly called regular or special meeting of the board, provided that written notice of the text of any proposed amendment must be given to each director at least 10 days prior to the date of the meeting. *Provided, however,* that no amendment adopted by the members may be altered or repealed by the board of directors.