

**ASSOCIATION OF WISCONSIN LOBBYISTS
BYLAWS
March 27, 2012**

**ARTICLE ONE
OFFICES OF ASSOCIATION: PURPOSE**

The principal office of the corporation shall be located in the City of Madison, Wisconsin. The purpose of the Association of Wisconsin Lobbyists (AWL) is to protect and advance the right of the governed to participate in the act of governing.

**ARTICLE TWO
MEMBERSHIP**

Section 1. Regular Members.

Individual: Any person licensed by the State of Wisconsin (Wis. Stats.) to engage in legislative, agency or other governmental advocacy, shall be eligible for membership in this Association upon application, and payment of membership fees. Each ~~member~~ individual-member shall be entitled to one vote on any matter upon which the membership votes.

Registered Principle: Any entity that is registered by the State of Wisconsin as a lobbying organization as defined by the Wisconsin Government Accountability Board and who obtains in-house lobbying counsel as licensed by the Wisconsin Government Accountability Board to engage in legislative, agency or other governmental advocacy shall be eligible for membership in this Association upon application and payment of membership fees. Each registered principle shall designate up to, but not more than five representatives, all of whom must be licensed as a lobbyist by the Wisconsin Government Accountability Board to act on all voting matters and each licensed representative shall be entitled to one vote on any matter upon which the membership votes. Registered principles may also add additional licensed lobbyist representatives beyond the five at a reduced fee.

Firm: Any entity who employs individuals licensed by the State of Wisconsin to engage in legislative, agency or other governmental advocacy, but the firm is not a registered lobbying organization as defined by the Wisconsin Government Accountability Board shall be eligible for membership in this Association upon application and payment of membership fees. Each firm shall designate up to, but no more than four representatives, all of whom must be licensed as a lobbyist by the Wisconsin Government Accountability Board to act on all voting matters and each representative shall be entitled to one vote on any matter upon which the membership votes. Firms may also add additional licensed lobbyist representatives beyond the four at a reduced fee.

Section 2. Associate Members

“Associate member” means any individual employed by an organization doing business in the State of Wisconsin that is engaged in the business of providing services or benefits to regular members and who otherwise subscribe to the purposes of the Association and who meet with such other uniform requirements as may be established from time to time by the Board of Directors. Associate members

do not have voting rights as detailed in these Bylaws.

Associate members include individual employees of public relations firms, marketing firms, law firms, accounting firms, Wisconsin Government Accountability Board registered conduit administrators and PAC treasurers or others that may be allowed by the Board of Directors.

Others eligible for associate membership shall include:

- a. Past Presidents of the Association who are no longer active in the government relations industry and individuals who have served six (6) years as a member of the Board of Directors and who are no longer active in the government relations industry.

Section 32. Voting. Unless these Bylaws specifically provide otherwise, every person entitled to vote on Association matters must do so in person.

Section 43. Annual Meeting. The annual meetings of the members of this Association shall be held during the first 60 days of the calendar year, on a date determined by the Board. Written or electronic notice of the time, place and agenda of the annual meeting shall be given to each voting member addressed to him/her at the physical or electronic address on file with the Association, not more than 30-60 days nor less than 7-30 days prior to the meeting date.

Section 54 Special Meetings. Special meetings of the Association membership may be called at any time for any purpose by the Board, the President or upon petition of 10% of the voting regular members, upon notice given not more than 20-40 days or less than 5 days before such meeting. Notice shall be by physical or electronic mail as provided under the notice provisions for the annual meeting.

Section 65. Regular Meetings. Regular meetings of the Association membership may be called at anytime for any purpose by the Board or the President. Written or electronic notice of the time, place and agenda for the regular meeting shall be given to each member at the physical or electronic address on file with the Association not more than thirty-60 days nor less than seven-7 days prior to the meeting date. Alternatively the Board or the President may set a schedule of regular meetings of the Association membership for a one year period and publish that schedule with the notice of the Annual Meeting of the members of the Association.

Section 76. Quorum. Action. The presence at any meeting, properly called, of members, in person representing 15% of the members entitled to vote shall constitute a quorum to conduct business, and shall remain a quorum until adjournment of such meeting. Every act or decision done or made by two thirds of the voting members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law or these Bylaws state otherwise.

Section 87. Transfer and Terminations.. No member may transfer membership or any rights arising there from unless the transfer is authorized by these Bylaws-the Board of Directors.-Unless otherwise provided, membership shall be terminated by death, voluntary withdrawal, or license revocation by the State of Wisconsin.

Section 8. Dues and Assessments. Dues and assessments shall be determined by the Board of Directors and shall run concurrent with the legislative session. Dues refunds will not be granted for any reason.

ARTICLE THREE DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by the Board of Directors who shall exercise all the powers of the Association except such powers as are conferred upon, or reserved to, the members by law, the Articles of Incorporation or these Bylaws.

Section 2. Number of Directors. The Board of Directors shall consist of 11-members all of whom shall be Regular Members.

Section 3. Tenure. Directors shall serve for staggered terms for 3 years each. 3 Directors shall serve for a term of 3 years or until their successors are elected and qualified. Directors cannot serve more than 2 consecutive terms.

Section 4. Nomination of Directors: Election to Office. The Directors shall be elected by a majority vote at each annual meeting of the membership and shall serve as such until their successor is elected and qualified. At least 45 days before each annual meeting the President of the Association shall appoint a 5-member committee for the purpose of nominating candidates to fill open Director positions. The nominating committee members shall include the President, and 4 other individuals; 2 current board members and 2 members appointed at large from the regular membership. At least 30 days prior to the annual meeting, the committee will elect the chair and solicit nominations from the regular membership. The nominating committee shall send out the slate of nominees at least 10 days prior to the annual meeting. ~~Before~~ During the annual meeting vote, any regular member of the Association may make a floor nomination to add the name of a regular member to the slate of candidates selected by the nominating committee. Any floor nominee must agree to serve on the Board of Directors prior to the annual meeting to be considered for the position of Director. If a floor nomination is duly seconded by another regular member, the floor nominated candidate shall be added to the Director ballot prior to the vote of the regular members.

Section 5. Removal from Office. A Director may be removed from office with cause by a vote of a majority of the regular members of the Association entitled to vote. Cause is defined as a director engaging in fraudulent or dishonest conduct or gross abuse of authority or violating a fiduciary duty. A Director may be removed from office by a vote of a majority of the regular members of the Association at a meeting duly held for the purpose of removing the Director. The meeting notice must specifically state that one of the purposes of the meeting is removal of the Director and the alleged cause for such removal.

Section 6. Resignation. A Director may resign at anytime by giving written notice to the President of the Association, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein, or if no time is specified therein, then upon the receipt of the resignation by the President of the Association, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancy. Any vacancy occurring in the Board of Directors, for any reason, shall be filled for the unexpired term thereof at the next membership meeting for which proper notice can be given that an election will be held.

Section 8. Compensation. The Directors of the Association shall receive no compensation for their services as Directors, except that the Board of Directors may authorize reimbursement of ordinary and necessary expense incurred by a Director or other person carrying out their duties on behalf of the Association.

Section 9. Meetings of the Board. Meetings of the Board, which may include ~~conference calls~~ meetings held in an electronic fashion, shall be at the call of the President or by written or electronic request of not less than three of the directors then serving. Notice of Board Meetings stating the place, date, and hour shall be physically or electronically mailed to each director not less than 15 days prior to the date of the meeting. Any director may waive in writing any notice of a meeting, except that attendance by a director at a meeting shall constitute a waiver of notice, unless the director is attending to expressly object to the transaction of any business on the grounds that the meeting has not been lawfully called or convened.

Section 10. Other Committees. The Board of Directors may establish such other committees, as the Board from time to time deems appropriate and shall be empowered to establish the membership qualification of each committee.

Section 11. Quorum. At any Meeting of the Board of Directors, five directors present shall constitute a quorum. The majority of votes entitled to be cast by the directors present in person at a meeting at which a quorum is present shall be sufficient for the adoption of any matter voted on, unless a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

Section 12. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors of the Association may be taken without a meeting if a writing setting forth and approving the action taken shall be signed by all of the Directors entitled to vote on such action.

ARTICLE FOUR OFFICERS

Section 1. Titles. The officers of the Association shall be President, Vice President, Secretary Treasurer and Past President.

Section 2. Duties of Elected Officers.

A. President. The President shall be the Chief Executive Officer of the Association and shall perform such other duties as the Board may from time to time prescribe.

B. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President.

C. Secretary-Treasurer. The Secretary-Treasurer or such person designated shall record and maintain a book of minutes at the principal office of the Association at all annual and business meetings of the membership, and meetings of the Board of Directors. The Secretary-Treasurer or such person designated shall keep and maintain adequate and correct records of the Association, its property,

finances, liabilities, receivables, disbursements, gains, losses, capital and surplus. The books of account shall, at all reasonable times, be open to inspection by any member. All checks, drafts, deposits and other orders for payment of money issued in the name of the Association, shall be signed by the Secretary-Treasurer or other officer of the Association, and in such manner, as shall be determined from time-to-time by resolution of the Board of Directors.

D. Immediate Past President. The Past President shall serve on the Board as an ex-officio with voting privileges for a period of two years.

Section 3. Election: Term. The officers shall be elected by the Board of Directors from among the members of the Board. The term of office for each officer shall be 2-1 years or until their successors are elected and qualified. ~~and shall run concurrently with the Wisconsin Legislative session.~~ Officers cannot serve 2 consecutive terms in the same office. Election of officers, ~~when necessary,~~ shall take place after immediately following the Annual Membership Meeting or at the next meeting of the newly comprised Board.

Section 4. Vacancy. A vacancy in any elected office shall be filled by the Board of Directors for the unexpired term.

Section 5. Resignation. Any officer may resign at any time by giving notice to the Board of Directors or Executive Director of the Association. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Executive Director or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any officer may be removed from office, with or without cause, by the majority of the Board of Directors, whenever in their judgment the best interest of the Association will be served thereby.

Section 7. Executive Director. The Board may appoint an Executive Director to carry on the day-to-day activities of the Association and establish the compensation for such director. The Executive Director may or may not be a member of the Association, at the discretion of the Board. However, the Executive Director shall not be entitled to a vote at either the Board meetings or other meetings and shall attend such meetings at the discretion of the President.

ARTICLE FIVE AMENDMENTS OF BYLAWS

Section 1. To Amend, or Repeal and Recreate. These Bylaws may be repealed or amended or new Bylaws may be adopted at such annual meeting or at such other business meeting of the membership as is called for that purpose by the Board of Directors. A vote representing a majority of the regular members present and entitled to vote shall be required to amend or adopt Bylaws. The Secretary-Treasurer or designated person shall note in the minutes and on the original Bylaws each section that has been amended and the date on which the amendment took effect; or the date which by Bylaws have been repealed and re-created. Proposed bylaws shall be sent to the membership with the notice of the pending bylaw change at least 30 days prior to the meeting. Regular members will vote on proposed changes. ~~the membership with the notice of the pending bylaw change 30 days prior to the meeting. Membership will vote on proposed change.~~

**ARTICLE SIX
FISCAL YEAR**

Section 1. Fiscal Year. The fiscal year of the Association shall be as designated by the Board of Directors.

**ARTICLE SEVEN
MISCELLANEOUS**

Section 1. Public Statements. Neither the President nor any member of the Board of Directors nor any member of the Association may make representations or statements to the media, Legislative Committees or other public gatherings that may be construed as the position of the Association unless and until a Policy Statement on the subject has been reduced to writing and voted on as a Policy statement by the Board of Directors. A violation of this provision of the Bylaws by an officer, director or member of the Association shall be grounds for termination of membership.

Notice

Section 2. Annual Report. The Board of Directors of the Association shall submit an annual financial report to the membership at its annual meeting. The annual report may be audited or unaudited as determined by the Board of Directors.

Section 3. Minutes. Minutes shall be recorded in writing for each annual and business meeting of the membership and board. They may be in digest form, except that All official actions shall be completely recorded. Minutes shall be approved by the Board.

Section 4. Indemnification of Directors. The Association shall defend all actions brought against its Board of Directors, and individual director or officers by third parties or as a derivative action by a member and shall pay all court costs or attorney's fees and judgments rendered out of its own funds or out of insurance proceeds received for that purpose and shall protect and hold the Board of Directors, the individual director or the officer acted in bad faith or was guilty of gross negligence and that either finding is administrative determination filed at the conclusion of any such proceedings.

Section 5. Certificate of the Secretary-Treasurer. Official actions of the Association or its Board of Directors may be designated by the Secretary-Treasurer in the following form:

CERTIFICATE OF SECRETARY-TREASURER

I, _____, the undersigned, am the duly elected and acting Secretary-Treasurer of the ASSOCIATION OF WISCONSIN LOBBYISTS and do hereby certify that the above and foregoing was submitted to the membership during a meeting held on : ____day of ____month _____year and was ratified and adopted by a majority vote of the members entitled to vote under the Bylaws of the Association.

Whereof I have hereunto subscribed my name as Secretary-Treasurer of the Association

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