**STMA CHAPTER CHARTER AGREEMENT**

We, the undersigned officers of the ~~newly~~ ~~formed~~ STMA Chapter known as

Wisconsin Sports Turf Managers Association

and located in the State of Wisconsin do hereby declare that we are following the constitutional requirements of the STMA and do solemnly promise that we have read, understand, shall faithfully abide by, and enforce, the Chapter By-laws Procedures

dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, originally dated November 1, 1998.

We understand that this chapter is covered under the STMA insurance umbrella and the 501(c)(6) status for non-profit organizations and must therefore remain in complete compliance with the STMA by-laws and procedures so as not to jeopardize said coverage and status.

With this agreement, we submit: 1) a copy of signed by-laws (Form I), 2) a list of names and addresses of all Charter Members, 3) a list of Chapter Officers including company, address and phone, 4) application for Employer I.D. Number (Form J), S) Chapter Petition (Form G) and 6) Chapter Incorporation papers or proof of application for Chapter Incorporation.

It shall be the purpose of this chapter to provide sports turf professionals in the surrounding area an opportunity to meet on a frequent basis to encourage the healthy exchange of management ideas, experiences and expertise. Chapter programs and activities will be directed toward these members. Further, this chapter will encourage non-member management participation at the chapter level and promote their membership in the STMA.

As an STMA chapter, we agree to hold a minimum of four meetings annually, maintain a minimum of twenty-five active members, and continue to comply with the procedures and by- laws established by the STMA.

We understand that failure to abide by these procedures and by-laws will require a review by the STMA Executive Board and may result in termination of this agreement.

Revised, as of date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

President, President-Elect,

Commercial Vie-President, Treasurer,

Immediate Past President

LOCAL CHAPTER of the SPORTS TURF MANAGERS ASSOCIATION

We, as Chapter Officers have reviewed and hereby agree to endorse, abide by these Chapter By-laws.

**WISCONSIN CHAPTER SPORTS TURF MANAGERS ASSOCIATION BY-LAWS**

President, Mike Krupke

President-Elect, Josh Viet

Commercial Vice-President, Mark Robel

Treasurer, Al Behnke

Past President, Bart Bartelme

*Revised date*: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**ARTICLE I**

The purpose of the Chapter is to give STMA members a vehicle to network with their peers and to meet regularly for management-level educational opportunities to develop the theory and understanding of sports turf management and advance the art and science of managing that process. The Chapter will, in accomplishing this purpose, operate exclusively without profit and in cooperation with the Sports Turf Managers Association and shall not take any public position contrary to that of the Association.

**ARTICLE II**

The Chapter shall be incorporated under the laws of the State/Province of Wisconsin.

**ARTICLE III**

Section 1. CLASS OF MEMBERS

There shall be three classes of Chapter membership: Professional Members, Commercial Members and Student Members. All memberships are personal to the individual and are non- transferable.

Professional Members shall be those management professionals who are involved in the direct management, development and organizational support of the sports turf function and process (sports turf management practitioner).

Commercial Members shall be those who support or promote the development of the sports turf management profession (manufacturers, suppliers, consultants, etc.).

Student Members shall be those who are registered full time students at a college or university.

Section 2. MEMBERSHIP REQUIREMENTS

A chapter must have a minimum of twenty-five (25) active members (from the area to be included within the chapter) to start up a chapter and must maintain a minimum of twenty-five active members to continue to function as an active Chapter of the Association. Membership in the Chapter shall be open to both STMA MEMBERS and non-members. Application for membership in the Chapter shall be submitted on such forms as shall be approved from time to time by the Board of Directors. The application shall be accepted in accordance with these by-laws and upon payment

of the required yearly dues if any. The Board of Directors shall provide acceptance/rejection status to each applicant and maintain the membership records.

Membership is continuous until terminated as provided herein.

Section 3. NON-MEMBERS

Attendance fees may be charged for non-member attendance at chapter programs.

These shall be collected for each individual function.

Section 4. VOTING RIGHTS

Each member of a chapter shall be entitled to one vote on each matter submitted to a vote of the members.

Non-Members do not have voting privileges.

Section 5. TERMINATION OF MEMBERSHIP

Membership of a Chapter member may be suspended or terminated by the Board of Directors upon its finding that such member shall have violated the rules or policies of the Chapter, subject to such procedures as the Board of Directors shall deem appropriate to permit any such member to be advised of and answer such charges as may be made against the member.

Membership in the Chapter may be terminated if a member’s annual chapter dues remain unpaid for a period of ninety days after same shall have become due.

Section 6. RESIGNATION

Any member may resign by filing a written resignation with the Board of Directors, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 7. REINSTATEMENT

Upon written request signed by a suspended or terminated member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the Board of Directors, reinstate such suspended or terminated member to membership upon such terms as the Board of Directors may deem appropriate.

Section 8. TRANSFER OF MEMBERSHIP

Membership in the chapter is personal to an individual and is non-transferable.

**ARTICLE IV. MEETINGS OF MEMBERS**

Section 1. ANNUAL MEETING

An Annual Business Meeting of the members shall be held once each year, for the purpose of electing officers for the following calendar year and for the transaction of such other business as may come before the meeting.

Section 2. SPECIAL MEETINGS

Special meetings of the members may be called either by the Chapter President, the Board of Directors, or not less than 40% of the members having voting rights.

Section 3. REGULAR MEETINGS

At least four regular meetings shall be held per year.

Section 4. ACTION BY MEMBERS

Any member shall have the right to place any matter pertinent to the Chapter before the membership of the Chapter by forwarding a written request that such action be taken to the Secretary not less than sixty days before an Annual Business Meeting. The Secretary shall thereupon include such matter in the notice of meeting thereafter sent to each member.

Section 5. 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 Business Meeting or for any special meeting called or acted upon by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Chapter in the State of Wisconsin, provided, however, that if ALL of the members shall meet at any time and place, either within or without the State of Wisconsin, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 6. NOTICE OF MEETING

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail or electronic mail, to each member entitled to vote at such meeting, not less than fifteen days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Board of Directors , or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purposes for which the meeting is being called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the postal office mail addressed to the member at his or her address as it appears on the records of the Chapter, with postage thereupon paid, or, when sent via electronic mail to each member.

Section 7. INFORMAL ACTION BY MEMBERS

Any action required to be taken at a meeting of the members of the Chapter, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action, shall be signed by all the members entitled to vote.

Section 8. QUORUM

At any regularly scheduled meeting of members of the Chapter, a quorum shall consist of not less than 20% of the voting members. No proxies shall be accepted or allowed to be voted.

At any special meeting of members of the Chapter, a quorum shall consist of not less than 40% of the voting members. No proxies shall be accepted or allowed to be voted.

Section 9. GOVERNING RULES

At any meeting of members, procedures not otherwise set forth herein shall be governed by Roberts Rules of Order, Revised. Any rule of procedure may be suspended temporarily by the affirmative vote of two-thirds of the members then present.

**ARTICLE V. BOARD of DIRECTORS**

Section 1. GENERAL POWERS

The affairs of the Chapter shall be managed by its Board of Directors.

Section 2. NUMBER AND QUALIFICATIONS

The members of the Board of Directors shall consist of the Chapter Officers and the At-Large Members.

The Executive Board of Directors shall include:

1. President
2. President-Elect
3. Commercial Vice-President
4. Treasurer
5. Past-President
6. Member-at-Large
7. Member-at-Large
8. Member-at-Large

10. Member-at-Large

11. Member-at-Large

12. Member-at-Large

Professional and Commercial Members may serve on the board and run for elected office. An STMA Chapter member may be a member of more than one chapter but cannot hold elected office in more than one chapter at the same time.

No company or organization shall have more than one member/employee serving as an officer at the same time.

Section 3. REGULAR BOARD MEETINGS

A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately prior to, or immediately following, and at the same place as the Annual Business Meeting of members. The Board of Directors may provide by resolution, the time and place, either within or without the State of Wisconsin, for holding of additional regular meetings of the Chapter Executive Board without other prior notice than such resolution.

Section 4. SPECIAL BOARD MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any two members thereof. The person or persons authorized to call special meetings of the Chapter Executive Board may fix any place, cither within or without the State of Wisconsin, as the place for holding any special meeting of the Chapter Executive Board called by them.

Section 5. NOTICE

Notice of any special meeting of the Board of Directors shall be given at least 15 days previously thereto by written notice.

Section 6. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided, that if less than a majority of the members thereof are present at said meeting, a majority of the members of the Board of Directors present may adjourn the meeting from time to time without further notice.

Section 7. MANNER OF ACTING

The act of a majority of the members of the Board of 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 8. VACANCIES

Any vacancy occurring in the Board of Directors or any seat thereof to be filled by reason of any increase in the number of members thereof, shall be filled by the Board of Directors.

A member elected to fill a vacancy shall be elected for the unexpired term of member’s predecessor in office.

Section 9. COMPENSATION

Members of the Board of Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors provided that nothing herein contained

shall be construed to preclude any member from serving the Chapter in any other capacity and receiving compensation.

Section 10. VOTING RIGHTS

Each member of the Board of Directors including the Immediate Past President, shall have one vote on each matter submitted to the Board.

**ARTICLE VI. OFFICERS**

Section 1. OFFICERS

The Chapter must elect the following officers according to the terms in Article [II, Section 2: A President, a President-Elect, a Commercial Vice-President, a Treasurer, and the Immediate Past President. Such officers do have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

No more than one office shall be held by the same person at any one time. No additional officers may be elected at any time. No company or organization shall have more than one member/employee serving as an officer at the same time.

Section 2. ELECTION AND TERM OF OFFICE

Election of officers shall take place at the Chapter’s Annual Business Meeting held once each fiscal year.

The President shall automatically be succeeded by the President-Elect, and the Immediate Past President shall automatically be succeeded by the President, without the necessity of any vote of the members. Election of all other officers shall be held each year. These officers shall each hold office for TWO years, or until their successors have been elected. The President-Elect, Commercial Vice-President Treasurer and Secretary shall be elected by plurality vote of the members.

If the election of officers shall not be held at the Annual Business Meeting, the Board of Directors shall cause the election to be held by mail ballot, or electronic mail, of the membership prior to the annual conference of the Association.

At least 30 days prior to the election, the President-Elect shall appoint a special committee, called the Nominating Committee, which shall present a slate of nominees for officers. The Nominating Committee may also receive written nominations from any Regular Member of the Chapter in good standing. All such nominations, together with confirmation of willingness to serve, must be received by the Chairperson of the Nominating Committee at least 14 days prior to the election and, if so received, any such nomination shall be placed on the ballot.

If there is only one nominee for a particular office, voting for such office may be by voice vote at the Annual Business Meeting, and if there is more than one nominee for a particular office, voting for such office shall be by ballot.

Section 3. REMOVAL

Any officer or board member elected by the membership, or appointed by the Board of Directors, may be removed by the Executive Board whenever in its judgment the best interests of the Chapter would be served thereby.

SECTION 4. VACANCIES

Vacancy in any office because of ill health, death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired term, with the exception that succession to the Presidency and Immediate Past Presidency shall be as indicated in these by-laws.

Section 5. PRESIDENT

The President shall be the Chief Executive Officer of the Chapter. It shall be the duty of the President to preside at all regular and special meetings of the Chapter and to appoint all standing and special committees of the Chapter, unless otherwise provided for by resolution of the members, and shall be a member ex officio of all standing committees.

The President shall assign to the appropriate committees all proper and relevant matters presented by the membership for consideration by the Chapter.

Section 6. PRESIDENT-ELECT

The President-Elect in the absence of the President, shall preside at meetings of the Chapter, and in the event of the absence or disability of the President, the President-Elect shall perform all the duties of the President. The President-Elect shall appoint a Nominating Committee at least 30 days prior to the Annual Business Meeting.

Section 7. COMMERCIAL VICE-PRESIDENT

The Commercial Vice-President shall represent the interests of the commercial members and affiliates to the Board of Directors.

Section 8. TREASURER

The Treasurer shall act as a safeguard over the funds and any other tangible assets of the Chapter. The Treasurer shall make recommendations to the ~~Chapter Executive~~ Board of Directors on assessments, changes in amount of membership dues and any other activity deemed necessary to assure the financial well- being of the Chapter.

The Treasurer shall approve one or more banks, trust companies or other federally insured depositories for the deposit of funds of the Chapter.

The Treasurer shall formulate and recommend the financial policy of the Chapter. The Treasurer shall collect all membership dues, activity fees, and assessments, and shall receive all monies donated or otherwise given to the Chapter. The Treasurer shall have charge and custody of and give receipt for monies due and payable to the Chapter from any source whatsoever and deposit all such monies in the name of the Chapter in such banks, trust companies or other depositories as shall be selected in accordance with the paragraph immediately preceding this one. The Treasurer shall, in general, perform all the financial duties incident to the office of the Treasurer and such other duties as may from time to time be assigned to this person by the Chapter Executive Board or the Sports Turf Managers Association.

The Treasurer shall provide a financial report at the end each quarter to the Board of Directors. The Treasure shall provide a financial report at the end of each fiscal year and shall send a copy of this report to STMA Headquarters.

In the event of dissolution of the Chapter, the Treasurer shall be responsible for turning over all assets remaining, after the financial debts and obligations of the chapter have been fully satisfied, according to Article XII.

Section 7. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve a two-year term as an advisor and ex-officio member of the Board.

**ARTICLE VII COMMITTEES**

All committee members shall be active members of the Chapter.

Section 1. STANDING COMMITTEES

The Chapter Officers, by resolution adopted by a majority of the members thereof, may designate one or more standing committees, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Chapter Officers, or any individual member thereof, of any responsibility imposed upon it or the individual by-law.

Standing Committees shall include, but are not limited to:

* Membership
* Programs/Education

The Chairperson of each standing committee shall serve as a member of the Board of Directors.

Section 2. COMMITTEE REPORTS

The procedure in dealing with committee reports shall be as follows:

It shall be the duty of all committees, standing and special, to submit to the Board of Directors members as promptly as possible, all written reports, as shall be deemed necessary by the Board of Directors. Such reports may contain definite recommendations or motions, unless intended to be reports of progress, or for information purposes only.

Reports of the committee must be distributed at least 15 days prior to the convening of the Board of Directors meeting and as otherwise deemed necessary by the Board of Directors, and that the committee involve the officer with oversight responsibility at least 5 days prior to distribution.

A committee notebook shall be established. The notebook shall contain the chronology of committee activities and the list of repetitive or cyclical type tasks and how they should be performed.

All committee reports may indicate the names of the committee members concurring therein. When committee reports are not unanimous, any committee member may file a minority report which shall be submitted and considered at the same time as the majority report.

To obtain committee consideration of a subject, Chapter members shall refer subject in writing to the Chapter Secretary.

Section 3. SPECIAL COMMITTEES

Special committees may be appointed by the President and shall be so constituted as this officer shall determine, whenever a need arises. Written reports of all activities of each special committee shall be given to the Secretary by the Chairperson prior to each Chapter meeting, or upon request of the President.

The Chairperson of each special committee shall maintain complete records of committee activities but shall not serve as a member of the Board of Directors.

Section 4. TERMS OF OFFICE

The term of office for a committee member shall be two calendar years following appointment, or until the member’s successor is appointed, unless the committee shall sooner be terminated, or unless member be removed from such committee, or unless such member ceases to qualify as a member thereof. The maximum term of office for a committee member shall be two consecutive years or until a successor is appointed, whichever comes first. It is the intention to elect one-half of the officers each year.

Section 5. CHAIRPERSON

Each committee shall have a Chairperson who shall be an active member of the chapter and who shall be appointed by the President.

The Chairperson may only repeat their Chair ship at the recommendation of the President and, with the approval of the Board.

Section 6. VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 7. 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 of which a quorum is present shall be the act of the committee.

Section 8. RULES

Each committee may adopt rules for its own government not inconsistent with these by-laws.

Section 9. TITLES

Each committee chair’s title will be respective to his/her committee name: i.e., Membership, and Programs/Education.

**ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. CONTRACTS

The Board of Directors shall authorize only officers of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter 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, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers of the Chapter 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 President and the Treasurer. Checks over $3000.00 must be signed by two elected officers. No check may be signed by payee.

Section 3. DEPOSITS

All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other federally insured depositories as shall be selected by the Treasurer and approved by the Secretary in amounts not to exceed the limits of the federal insurance applicable to that depository.

**ARTICLE IX. BOOKS AND RECORDS**

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors, and committees having any of the authority of the Chapter Board of Directors.

A report shall be provided at the end of each fiscal year; a copy of which shall be sent to STMA Headquarters by the Treasurer.

Copies of all minutes shall be sent to WSTMA Chapter Manager and President within one of each meeting by the Committee Chairperson.

The officers shall have in their possession, a record giving the names and addresses of the members entitled to vote. All books and records of the Chapter may be inspected by any member, or the member’s agent or attorney for any proper purpose at any reasonable time.

**ARTICLE X. FISCAL YEAR**

The fiscal year of the Chapter shall be the calendar year beginning on the first day of January and ending on the last day of December each year.

**ARTICLE XI. DUES**

Section I. ANNUAL DUES

The Chapter Executive Board shall establish chapter dues and determine from time to time the amount of dues payable to the Chapter by members. However, any change will not take effect until January first immediately following announcement to the membership.

Annual Chapter dues shall be required for all STMA members wishing to be Charter, Regular or Affiliate chapter members. Dues will be recommended by the Treasurer to the Board of Directors.

Annual dues for all Chapter members shall be payable on a calendar year basis. Annual dues shall be due and payable upon receipt of the renewal for membership billing. The billing for member renewal shall be postage mailed or electronic mailed to members by December 31 of each year. The billing will cover membership for the following calendar year.

Association chapter dues shall be collected at the chapter level.

Annual chapter affiliation fees as designated by the Sports Turf Managers Association shall be paid directly to STMA Headquarters in accordance with set chapter policy.

Section 2. DEFAULT AND TERMINATION OF MEMBERSHIP

When any member of any class shall be in default in the payment of dues for a period of ninety days from the beginning of the period for which such dues became payable, the membership may thereupon be terminated by the Board of Directors in the manner provided in Article [II of these by-laws.

**ARTICLE XII. DISSOLUTION**

In the event of the dissolution of a domestic Chapter, all assets remaining after the financial debts and obligations of the Chapter have been fully satisfied, shall be turned over to the Sports Turf Managers Association.

In the event of the dissolution of an international Chapter, all assets remaining after the financial debts and obligations of the Chapter have been fully satisfied, shall be distributed among other STMA Chapters in existence in the same country as the dissolving chapter. If no other chapters exist in that country, the funds shall be distributed to such other non-profit organizations as the dissolving Chapter Board shall determine, upon approval by the Sports Turf Managers Association.

**ARTICLE XIII. WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the General Not- For-Profit Corporation Act of the State of Wisconsin, or under the provisions of the Articles of Incorporation or the by-laws of the Chapter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV. AMENDMENT TO BY-LAWS**

Amendments to Chapter By-laws shall be made by the Chapter and reported to the Sports Turf Managers Association Executive Board.

**ARTICLE XV. ADHERENCE TO ANTITRUST LAWS**

The Board of Directors, officers, and members of the Chapter whenever planning or executing the activities of the Chapter, shall take all steps necessary and appropriate to insure compliance by the Chapter with the relevant provisions of any applicable state or federal law relating to antitrust or unfair practices and any rule, regulation, and interpretation promulgated thereunder.

Approved by the Board of Directors, March 14, 2019

Approved by vote of the general membership, March 15, 2019