

BYLAWS  
of the  
CENTRAL WISCONSIN APARTMENT ASSOCIATION

ARTICLE I – NAME & LOGO

Section 1. The name of the association shall be the CENTRAL WISCONSIN APARTMENT ASSOCIATION, or in short form, “CWAA”.

Section 2. The CWAA logo shall be as printed on the cover page of these bylaws. All official documentation of the CWAA shall bear this logo.

ARTICLE II – PURPOSE AND OBJECTIVES

Section 1. To foster, promote, encourage and develop the best interests of members in the rental housing industry.

Section 2. To develop and provide members with educational opportunities that relate to the conduct of their business and to the rental housing industry.

Section 3. To research, develop, publish, and disseminate information and data on the rental housing industry to CWAA’s membership and the general public.

Section 4. To stimulate within the rental housing industry an appreciation of the objectives and responsibilities necessary in providing adequate housing.

Section 5. To promote the enactment and enforcement of local, state, and federal laws and regulations beneficial to the housing industry.

Section 6. To advocate high professional standards and sound business practices among members for the best interests of the rental housing industry and the public.

ARTICLE III – CONDUCT

Section 1. All meetings shall be conducted by Robert’s Rules of Order except where otherwise specified. The CWAA shall retain an official copy of Robert’s Rules of Order.

Section 2. All meetings and all members must conform to Federal Anti-Trust Policies & Procedures. A copy of the Federal Anti-Trust Policies & Procedures shall be retained by the CWAA, shall be stated at the annual meeting, shall be printed annually in the CWAA newsletter and made available on the CWAA website.

## ARTICLE IV - MEMBERSHIP

Section 1. The members of the association shall consist of:

- (a) **ACTIVE.** An owner, manager, employee or active Certified Apartment Manager (CAM) of any rental dwelling property may make application for and become a member.
- (b) **ASSOCIATE.** An owner of no more than one rental dwelling unit in the Central Wisconsin area whom by virtue of their business or related interests may wish to support the association.
- (c) **CAM CANDIDATES.** Individuals who neither own nor manage rental dwelling property but are enrolled and actively pursuing certification as property managers in a current CAM educational program. In the event of unsuccessful completion of the requirements for the CAM designation, this membership shall become null and void.

Section 2. Members of the association may be suspended from membership on the following grounds:

- (a) For nonpayment of dues.
- (b) For violating the bylaws of the association.
- (c) For violating any of the rules of the association.
- (d) For the failure to abide by the decisions and rulings of an Arbitration Committee (see Article IX).
- (e) For any other just cause.

Section 3. The Treasurer shall report to the Board of Directors the names of any members who have failed to pay their dues within ninety (90) days after the same became due and after notice of dues have been mailed to the last known address of the member.

Section 4. The membership term for ACTIVE and CAM CANDIDATES shall be October 1 through September 30.

Section 5. The membership term for an ASSOCIATE shall be June 1 through May 31.

Section 6. All resignations of members shall be made in writing to the Board of Directors.

## ARTICLE V - OFFICERS

Section 1. The Principal Officers of the association shall be the President, Vice President, Constable, Secretary and Treasurer and shall be members. All officers shall be Directors.

Section 2. The Office of the Secretary and Treasurer may be held by the same person. The Office of the Vice President and Constable may be held by the same person, except as stated in Section 4.

Section 3. The President shall have been a member for the previous two contiguous years immediately preceding the election. The President shall have general supervision of the property and affairs of the association subject to the advice and direction of the Board of Directors. The President shall preside at all meetings of the membership and at all meetings of the Directors when present and not under disability. The President shall sign all contracts, papers and membership certificates. The President shall be an Ex Officio member of all committees. The President shall submit a report on the operation and condition of the Association for the past year at all annual meetings.

Section 4. In the absence of the President, the Vice-President shall discharge all the duties of the President and may not serve as Constable. In the absence of the Constable the acting President shall designate all the duties of the Constable to a presiding Director, not to include the Secretary or Treasurer.

Section 5. The Executive Officer shall perform all the functions of the Secretary and Treasurer with their advice, counsel and approval and shall have charge of the day-to-day association operation, keep historical record of all minutes of meetings, and serve as counsel to the officers and directors on matters of CWAA concern.

Section 6. The Constable shall preserve order at all meetings and shall execute all peaceable commands of the Board, including but not limited to the investigation of the violation of these bylaws. The Constable shall ensure compliance of these bylaws.

Section 7. The Treasurer shall deposit all moneys belonging to the CWAA in such banks as may be directed by the Board. The Treasurer shall be the custodian of the CWAA funds and shall pay out and disburse the same upon the order of the Board of Directors, and shall keep or cause to be kept, true and accurate records of all moneys received and disbursed. The Treasurer shall make an annual report to the President prior to the annual meeting, and at any time requested by the President.

Section 8. The Secretary shall be empowered to sign all appropriate documents upon direction of the Board, and shall cause to be kept true and accurate minutes of the CWAA and shall make an annual report to the President.

Section 9. No officer of the association shall sign or endorse any contract, note, or other application except by the expressed resolution of the Board of Directors.

## ARTICLE VI - BOARD OF DIRECTORS

Section 1. Voting Members. The Voting members of the Board of Directors shall consist of the President, Immediate Past President, Vice President, Constable, Secretary, Treasurer and all other directors as defined by these bylaws. The Constable's vote shall declare a motions compliance with these bylaws.

Section 2. Voting. Each voting member of the Board shall be entitled to one (1) vote. The member of the Board must be present to vote. No proxies or alternates will be allowed. Voting by email shall be allowed only on topics that had been discussed at the previous Board meeting.

Section 3. Four Directors shall be elected in addition to the Principal Officers.

Section 4. If any officer or Director absents themselves from three (3) consecutive regular meetings of the Board, the Board may, by a majority vote, declare the position vacant.

Section 5. In the event of a vacancy on the Board of Directors the board shall select a member from the role of membership to fill the vacancy of the remaining term.

Section 6. The Board of Directors shall have the power and authority to conduct the business and the affairs of the CWAA, except where otherwise specifically provided in the bylaws and shall have the authority to decide, approve, and disapprove the employment of the employees, agents, including the Executive Officer, and the adoption of the CWAA's policies and to authorize all the disbursements from the General Fund.

Section 7. The Board of Directors may appoint an Executive Officer of the CWAA whose compensation shall be determined by the Board of Directors and who shall be in charge of the CWAA's offices, affairs and maintaining its function. The Board of Directors shall not appoint a Principle Officer as Executive Officer.

Section 8. At any regular Board meeting or special Board meeting called by the Board, one-half (1/2) of the board shall constitute a quorum.

## ARTICLE VII - ELECTION

Section 1. Principal Officers and Directors shall be elected in accordance with these bylaws at the annual meeting. All paid-up ACTIVE members of record as of the last day of the month preceding the election shall be eligible electors; one vote allowed per paid membership. At the annual meeting, nominees receiving the largest number of votes of eligible electors in attendance shall be declared elected.

Section 2. Prior to the annual meeting, a Nominating Committee shall report to the membership their selection of eligible candidates, Officers and Directorships. At all meetings where an election is to be held, an opportunity shall be provided for further nominations from the floor.

Section 3. The President shall appoint three (3) tellers to supervise the election at all annual meetings. All elections shall be secret ballot, unless otherwise approved by the membership at that meeting.

Section 4. The Principal Officers and the Directors shall be elected for a term of one (1) year and shall hold their office until their successors are elected and qualified.

Section 5. A quorum shall consist of ten (10) ACTIVE members at any general membership meeting.

Section 6. An election term shall be held from October 1 to September 30.

Section 7. The annual meeting shall be the first general membership meeting in September, or as otherwise modified by the Board.

## ARTICLE VIII - DUES

Section 1. Annual dues for ACTIVE membership shall be recommended by the Board of Directors and voted on by the general membership.

Section 2. Dues for ACTIVE members shall be fixed on a per unit basis by the Board of Directors.

Section 3. An initiation fee for acceptance into the association shall be fixed by the Board of Directors and shall apply to all memberships.

Section 4. The Board of Directors shall fix annual dues and initiation fees for Associate members.

Section 5. The Board of Directors shall fix annual dues and initiation fees for CAM CANDIDATES.

## ARTICLE IX - COMMITTEES

Section 1. Committees suitable in number shall be appointed by the President and approved by the Board of Directors.

## ARTICLE X – INDEMNIFICATION

Section 1. Action Against Party Because of Association Position. Only by unanimous vote of the Board of Directors shall the CWAA indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the representative is or was a director, officer, employee, or agent of the CWAA, against expenses, judgements, fines and amounts paid in settlement actually and reasonably incurred by the representative in connection with such claim, action, suit or proceeding if the representative acted in good faith and in a manner the representative reasonably believed to be in or not opposed to the best interests of the CWAA, and with respect to any criminal action or proceeding, had no reasonable cause to believe the representative's conduct unlawful.

Section 2. Insurance. Only by unanimous vote of the Board of Directors shall the CWAA have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the CWAA, against any liability asserted against that person because of an affiliation with CWAA.

## ARTICLE XI - AMENDMENTS

Section 1. These bylaws may be amended at any regular meeting of the CWAA by a two-thirds vote of those members present, provided that the Board of Directors has approved the amendment and submitted it in writing at the previous regular meeting.

## ARTICLE XII – DISSOLUTION

Section 1. By two-thirds (2/3) vote of the CWAA membership, the CWAA may be dissolved. In such event, the assets of the CWAA shall be applied by the Board of Directors, or if not by the Board of Directors, by an order of the proper court, after payment of all obligations to any organization or organizations whose purposes and objectives are as near as possible to those of the CWAA as stated in these bylaws. In no event shall assets of the CWAA be distributed to or have cause to benefit any member.