

Wisconsin Commercial Ports Association

A non-profit organization under the laws of the State of Wisconsin

Constitution and By-Laws

Article One

Name, Statement of Purpose and Principal Office

Section 1- Name

The name of the organization shall be the "Wisconsin Commercial Ports Association".

Section 2 – Purpose

The purpose of this Association shall be to:

- A. Provide a medium for exchange of ideas, methods, information, and experiences as they relate to port management;
- B. Promote and encourage legislation and regulation on all levels for the good of Wisconsin ports and shipping;
- C. Promote and encourage the public's understanding of the value of shipping and the port to the community; and
- D. Cooperate with all governmental agencies and industry organizations having a primary goal of "the betterment of shipping".

Section 3 – Offices

The Association may maintain a business office for the transaction of business and the receipt of communications between meetings of the members of the Association or its officers, the location of which shall be designated by the President of the Association. In the absence of such designation, the business office of the Association shall be the same as the business office of the Secretary of the Association or should the President and Secretary so agree, the business office of the President of the Association may be such business office.

The Association shall maintain a principal office in Brown County, the location of which may change from time to time by action of the Association.

Article Two Membership Qualifications and Classifications

Section 1- Membership Qualifications

The membership of the Association shall be open to all persons, either individual or corporate, who are eligible for any one of the membership classes in the Association defined in Article Two, Section 2, and who have qualified for membership in the manner prescribed by these Constitution and By-Laws, or as provided by resolution of the Association, and who have maintained their membership in the Association in good standing.

Definitions

The term “commercial port” as used in these Constitution and By-Laws shall mean and include ports that have active terminals that move freight or people and include ports owned or leased by a public corporation, authority, or commission, and also ports owned or leased by private corporations or other private owners, that are used and are available for use by persons other than the owner or operator upon reasonable, uniform and nondiscriminatory terms and conditions.

The term “public corporation” as used in this Constitution and By-Laws shall mean and include municipal corporations, political subdivisions, and other governmental agencies having legal authority to own, operate, manage, or administer a commercial port.

Section 2 – Class of Membership

- A. Executive Membership. Executive Membership shall be open only to persons exercising active responsibility for the management, general superintendence, or administration of a commercial port, and who are continuously engaged in such activity, and who are approved as possessing such qualifications for membership by the Association. The Association reserves the right to require from Executive Members an applicant as evidence of managerial skills and proficiency in such form as the Board may prescribe. Each port's authorizing board, council or commission shall formally declare in a resolution the employee position authorized to represent that particular port in the Wisconsin Commercial Ports Association. An Executive Member may formally designate an official stand-in to represent the Executive Member by contacting one of the Officers in writing.
- B. Associate Membership. Associate membership shall be open to any person who has any direct connection with the ownership, management or operation of a commercial port or terminal in Wisconsin including, but not limited to, elected officials and their representatives.as well as
1. The planning, engineering, construction or maintenance of ports or port facilities
 2. The operation, manufacture or sale of port, shipping, distribution, fuel, or other port-related equipment
 3. Port-related governmental agencies
 4. Port-related magazines or periodicals
 5. Port-related interest groups

Section 3 – New Membership

All new memberships shall be subject to the following conditions:

1. Completion of the prescribed application form
2. Payment of dues for the current calendar year

Applications shall be made to the Treasurer of the organization and membership shall become effective upon receipt of dues by the Treasurer.

Section 4 – Dues and Payment of Dues

The dues shall be as follows:

1. Executive Membership - \$150.00/year and increasing \$50.00/year until reaching \$250/year
2. Associate Membership - \$100.00/year

Dues shall be assessed on a calendar year basis and are payable within thirty days of January 1. Dues must be paid to participate in the Annual Meeting. Any additional contributions to the Association to fund special projects or efforts shall only be made by the consent of each member.

Section 5 – Voting Privileges

Voting privileges are limited to Executive members and each member shall have one vote, except that each port shall have only one vote. Any one or more of the voting members present at any members' meeting may poll Associate members upon any business or question which may be under consideration or proposed for consideration by the voting members. The poll taken of such nonvoting members shall not be determinative upon any such business or question. Attendance at any session of any meeting may be limited to Executive or Executive and Associate members as shall be decided by a majority of voting members present.

Article Three Officers

Section 1 – Officers

- A. Only Executive members shall be eligible to hold office in the Association.
- B. The Association Officers shall be President, Vice President, Secretary, Treasurer, and such other officers as may be prescribed from time to time by the Board of Directors. All Officers shall serve a term of one year from one Annual Meeting to the next. Any vacancies may be filled by action of the Executive membership. No person shall hold more than one office at any one time, except the offices of Secretary and Treasurer may be combined.
- C. The President shall preside at all meetings of the Association and shall serve as an ex-officio member of all duly constituted sub-units. The Vice President shall assume the President's prerogatives and powers and serve in the absence of the President.
- D. The Secretary shall maintain records of all Association proceedings.

E. The Treasurer shall receive, disperse, and be responsible for all funds and securities of the Association. The Treasurer shall keep an itemized record of all transactions and make disbursements only with the approval of the President. The Treasurer shall maintain a current roster of all members. The Treasurer shall be responsible for returning any unexpended funds to members in the event the Association terminates.

Section 2 – Term of Vacancies

All Officers shall be elected by the voting membership at the Annual Meeting and shall serve for the ensuing year. Vacancies may be filled or new offices created by a vote of the Executive members.

Section 3 – Election of Officers

- A. At least thirty days prior to the Annual meeting, the President shall appoint a Nominating Committee of three members who shall select one eligible member for each office and submit the member's names to the Officer presiding at the annual meeting. This slate shall then be read to the membership.
- B. Any voting member may nominate any other eligible member for office from the floor.
- C. Elections shall be decided by a voice vote or written ballot.

Section 4 – Removal

Any Officer may be removed from office by a two-thirds (2/3) vote of the membership at an Annual meeting when it decides it is in the best interests of the Association. Any removal vote must be made in person or by mail.

Section 6 – Compensation

None of the Officers shall be compensated for his/her services to the Association. If funds permit, and the Executive members approve, one or more Officers may be reimbursed for some or all out-of-pocket expenses for attending any Association meeting or other meeting. The Association may also employ and compensate an Executive Vice President or other secretarial or professional service, but only if funds are available at the time.

Section 7 – Management

The business and affairs of the Association shall be managed by its Executive members.

Article Four Meetings

Section 1 – Annual Meeting

An annual meeting of the members of the Association shall be held once per year on a rotating basis in the port municipality of participating ports. The time and place of the annual meeting shall

be determined by the Executive members. The purpose of the annual meeting shall be to elect Officers, and the transaction of such other business as may come before such annual meeting and for a port tour of the hosting port municipality.

Additional meetings of the members of the Association may be called by the President and notices shall be given to each Board member not less than ten (10) days before said meeting. Special meetings of the Association may be called by a two-thirds (2/3) vote of the voting membership of the Association. No annual meeting or special meeting shall be called with less than ten (10) days written notice to all members.

It is the intention of the Association to only meet as necessary and no less than annually. The meetings are intended to be as short as possible and focused on specific topics. Accordingly, it is essential that members make every effort to attend all meetings. The use of teleconferences, mailings and e-mail will be used as much as possible to reduce meeting frequency.

Section 2 – Quorum

A majority of Executive members of the Association in good standing will constitute a quorum for the conduct of business.

Section 3 – Voting - Action Without Meeting

An action required or permitted to be taken at an Association meeting may be taken without a meeting if said action is approved by unanimous consent, in writing. Written unanimous consent includes a communication that is transmitted or received by electronic means and may include an electronic signature.

Article Five Contract and Finances

Section 1 – Contracts

The Executive members may authorize any Officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, 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 Association shall be signed by the Treasurer or such Officer(s) or agent(s) of the Association, and in such manners as shall from time to time be determined by the membership.

Section 3 – Deposits

All funds of the Association, not otherwise employed shall be deposited or invested from time to time to the credit of the Association in such banks, trust companies, or other depositories as the membership may select.

Section 4 – Audits

An audit of the financial affairs of the Association, when ordered by the members, shall be made by an Auditing Committee appointed by the Executive members.

Article Six Amendments

Section 1 – Proposed Amendments

Any Executive member may propose an amendment to these Constitution and By-Laws at any time. The proposal shall receive consideration at the next Association meeting. It shall then be presented to the membership in writing at least thirty (30) days before the next regular or special meeting.

Section 2 – Vote

Amendments shall be voted upon only at an annual or special meeting. To be adopted, a proposed amendment shall require the approval of two-thirds (2/3) of the Executive members present. However, a minimum of a quorum of Executive members in good standing must be present and voting.

Article Seven Association Effective Date

These Constitution and By-laws become effective upon their approval by two-thirds (2/3) of the prospective Association members on this twenty-fourth day of January 2001.

Approved by: John Noyes-LaCrosse, Bill Handlos-Manitowoc, Paulette Enders-Marinette, Eric Reinelt-Milwaukee, Donna Bye-Sheboygan, Jay Krauss-Sturgeon Bay, Dean Haen-Green Bay, Cliff Knettel-Superior, Michael Screnock-Washburn, Dick Purinton-Northport, and Larry MacDonald-Bayfield.

Opposed by: none

Absent: Gary Koch-Prairie Du Chien

Amended: August 3, 2016