

REVISED BY-LAWS
OF
RACINE COUNTY BAR RCBA
(originally adopted January 28, 1957,
and as amended on May 22, 2000,
and as amended on May __, 2022)

ARTICLE I
MEMBERSHIP

Section 1. Active Members.

Any lawyer currently licensed to practice law in any state, territory or foreign country may become a member of Racine County Bar RCBA, Inc., (hereafter RCBA) upon application and payment of dues as follows:

SCHEDULE OF DUES

<u>Years in Practice</u>	
Less than 5 years	\$70.00
5 years or over	\$80.00
50 years or over	\$0.00

Dues shall be paid annually no later than the 31st day of August. Any member of the RCBA who has been admitted to the State Bar for fifty (50) years or more shall be relieved of the obligation to pay membership dues.

Section 2. Honorary Members.

The members of the RCBA, by vote of three-fourths of the members present at any meeting, may elect to Honorary Membership any lawyer of the RCBA or any member of the State Bar of Wisconsin who is not actively engaged in the practice of law. Present Honorary Members shall retain their status.

Section 3. Dues.

The Secretary Treasurer of the RCBA shall keep a true and accurate roll of all members of the RCBA and shall provide the names of the membership to the IT Specialist, who will maintain the computer records.

Section 4. Termination and Suspension of Members.

- A. Any member of the RCBA may terminate his or her membership by notifying the Secretary of the RCBA in writing of his or her intention, and the Secretary shall remove his or her name from the roll of members.

- B. Any member of the RCBA may be suspended:
 - 1. Non-payment of Dues. Any member of the RCBA who is delinquent in the payment of dues shall be automatically suspended by the Secretary Treasurer and the Treasurer shall notify said member of his or her suspension.

 - 2. Loss of License to Practice. Any member who lose his or her license to practice law shall be automatically suspended and the Secretary shall notify said members of the suspension.

 - 3. For cause. Any member may be expelled for cause after an opportunity for a hearing by a three-fourths vote of the entire Board of Governors, with right of appeal for such action to the RCBA, or by a three-fourths vote of the members of the RCBA present at any meeting called for the purpose of considering the matter, either on appeal or on a hearing.

- C. Effect of Termination/Suspension of Members—A terminated or suspended member shall be:
 - 1. Removed from the RCBA email listserv;
 - 2. Prohibited from attending any RCBA-organized lunch, dinner, CLE, or other event;
 - 3. Prohibited from voting in any RCBA election or poll, including judicial polls pursuant to Article III, Section 1, Subsection B.

Section 5. Reinstatement of Members.

- A. Any member who has been suspended for non-payments of dues may be reinstated by the payment of the arrearage.

- B. Any member who has been suspended for any reason may be reinstated after the cause for said suspension has been removed, upon application to the Secretary of the RCBA and the payment of dues.
- C. Any member who has been expelled may at the expiration of one (1) year from the date of said expulsion be reinstated upon application to the Secretary of the RCBA, the payment of dues and approval of the Board of Governors.

ARTICLE II

BOARD OF GOVERNORS AND OFFICERS

Section 1. Makeup of the Board of Governors and Officers:

- A. Officers: The RCBA Board shall consist of the following officer positions:
 - 1. President
 - 2. Past-President
 - 3. President-Elect
 - 4. Treasurer
 - 5. Secretary
 - 6. IT Specialist
- B. Board of Governors: The RCBA Board shall consist of (6) six board of governors, which shall serve terms of (3) years. Board of governors' terms shall be staggered, when possible, such that two board of governor positions shall expire each year.

Section 2. Nomination and Election.

- A. Nomination Process.
 - 1. Notice to the RCBA members: At least **60 days** prior to the date of the annual meeting of the members, the IT Specialist shall send notice to the membership soliciting nominations of officers and governors to be elected at the annual meeting of the members in accordance with the Articles of Incorporation.
 - 2. RCBA Board consideration of nominations: At the next RCBA Board meeting following the notice to the RCBA members, the Board shall consider and approve of any nomination(s) for an open RCBA officer or governor position.

3. Announcement of RCBA board nominee(s): The IT Specialist shall send Electronic notice of the list of nominees to each voting member of the RCBA at least 45 days prior to the date of the annual meeting. If an election is uncontested, then the nominee shall be deemed elected and approved at the RCBA annual meeting.
 4. Contested elections: If more than one person has been nominated and/or seeks an open RCBA board position, then an election shall take place by utilizing an appropriate, secured and Board-approved electronic method. All elections shall be by electronic ballot. Voting by proxy shall not be permitted. All ballots shall be delivered to the Secretary shall be completed no later than noon of the Wednesday preceding the day of the annual meeting. The IT Specialist shall notify the President of the result of the election prior to the annual meeting. Ballots shall be counted by the Secretary and two other members of the RCBA who shall be appointed by the President. The report of the election results shall be made at the annual meeting.
- B. Installation of Officers and Governors. All newly elected officers and governors shall be installed at the annual meeting at which they are elected, and shall take office upon installation.

Section 2. Powers of Board of Governors.

The property, affairs and business of this RCBA shall be under the care of and be managed by the Board of Governors.

Section 3. Duties of Officers.

- A. PRESIDENT: The President shall have the following duties:
1. Preside at all meetings of the members and of the Board of Governors;
 2. Serve as the chief executive officer of the RCBA;
 3. Have the general supervision, direction and active management of the property, affairs and business of the RCBA, subject to the Board of Governors;
 4. See that all orders and resolutions of the Board of Governors are carried into effect;
 5. Execute all deeds, leases, conveyances, contracts and agreements authorized by the Board of Governors.
 6. Submit a complete and detailed report of the RCBA for the fiscal year, and of its financial condition, to the Board of Governors at its first regular meeting in each year, and to the members at their annual meeting;

7. Report to the Board of Governors all matters within his or her knowledge which the interests of the RCBA may require to be brought to its notice.
8. Perform such additional duties as may be prescribed from time to time by the Board of Governors or as may be prescribed from time to time by the By-Laws.

B. PRESIDENT-ELECT: The President-Elect shall have the following duties:

1. Discharge the duties of the President in the event of the President's absence or disability for any cause whatever;
2. Perform such additional duties as may be prescribed from time to time by the Board of Governors or as may be prescribed from time to time;
3. Organize and plan the annual Spring social event.
4. Judicial Poll:
 - a. Prior to any contested election for a Racine County judicial office, provided that there is sufficient time to conduct a proper polling, the President-Elect shall conduct a poll of the members which will make inquiry as follows:
 - i. For polls which include only 2 candidates, the following ballot will be used:

Please vote for the individual
that you believe is most qualified
based upon your personal knowledge,
investigation or experience.

- a. Mr. Smith
 b. Ms. Jones
 c. Both equally qualified

- ii. For polls which include 3 or more candidates, the following ballot will be used:

Please vote for the individual (s) you
feel is (are) most qualified based upon
your personal knowledge, investigation
or experience. Vote for no more than
three (3) candidates. A vote for more
than three (3) candidates will void your
ballot.

- a. Mr. Smith
 b. Ms. Jones
 c. Ms. Brown
 d. Mr. Black

- iii. The result of the poll shall be released to all news media at least fourteen days before the election.
- iv. The poll shall not be conducted with respect to any state-wide judicial office.
- v. No RCBA member shall be permitted to participate in the judicial poll UNLESS he or she has paid their annual dues on or before December 31st, of the previous year. The Secretary shall communicate with the Vice-President to ensure that only members who have paid on time are provided a ballot for the poll.

C. SECRETARY: The Secretary shall have the following duties:

- 1. Countersign all deeds, leases or conveyances executed by said RCBA, affix the corporate seal thereto, and to all other papers requiring such seal, and shall keep a correct and complete record of all of the proceedings of the RCBA, including such as relate to the election of its officers and governors.
- 2. Keep and maintain a record containing the names of all members, place of business or practice, and other contact information as provided by the member, and The Secretary shall safely and systematically keep all books and records and papers belonging to RCBA, or in any wise pertaining to the business thereof.
- 3. Perform all of the duties which are incident to the office of the Secretary of the RCBA, subject to the Board of Governors and shall perform such additional duties as may be prescribed from time to time by the Board of Governors or as may be prescribed from time to time by the By-Laws.

D. TREASURER: The Treasurer shall have the following duties:

- 1. Keep and account for all monies, credits and property of the RCBA which shall come into his or her hands, and shall keep an accurate account of all monies received and disbursed;
- 2. Make such statements as corporations are required to make by the Laws of Wisconsin;
- 3. Have the custody of all of the funds and securities of the RCBA. Whenever necessary and proper, he or she shall endorse on behalf of the RCBA all checks, notes or other obligations and evidence of the payment of money payable to the RCBA or coming into his or her possession in such banks as may be selected as the depositories of the RCBA, or properly care for them in such other manner as the Board of Governors may direct;
- 4. Sign all checks and other instruments drawn on or payable out of the funds of the RCBA, and all bills, notes and other evidence of indebtedness of the RCBA not requiring the seal of the RCBA, except when otherwise directed by

the Board of Governors. Whenever required by the Board of Governors the Treasurer shall exhibit a true and complete statement of the cash account and of all of the securities and other funds in his or her possession, custody, and control;

5. Exhibit the book and accounts to any Governor;
6. Perform all of the duties which are incident to the office of the Treasurer of the RCBA, subject to the Board of Governors. If the Board of Governors shall so require it, he or she shall give bond in such sum and with such surety as the Board of Governors may direct for the faithful performance of his or her duties and for the safe custody of the funds and property coming into his or her possession;
7. Perform such additional duties as may be prescribed from time to time by the Board of Governors or as may be required time to time by the By-Laws.

E. INFORMATION TECHNOLOGIST SPECIALIST (IT Specialist): The IT Specialist shall have the following duties:

1. Maintain the RCBA website;
2. Email notices of upcoming events, announcements, and other RCBA business to the RCBA board of governors as well as members;
3. Conduct an electronic ballot voting for contested RCBA board elections;
4. Perform such additional duties as may be prescribed from time to time by the Board of Governors or as may be required time to time by the By-Laws.

Section 4. Resignation.

A member of the Board of Governors or an officer may resign at any time by filing his or her written resignation with the Secretary.

Section 5. Removal.

Any member of the Board of Governors or an officer may be removed at any time at a special meeting of the members of the RCBA called for such purpose by the affirmative vote of a majority of the members of the RCBA at that time, as shown by the records of the RCBA.

Section 6. Vacancies

In case of a vacancy on the Board of Governors or among the officers through a death, resignation, removal or other cause, the remaining governors and officers, by the affirmative vote of a majority thereof, may elect a successor to fill such vacancy until the next succeeding election, unless the members have, by proper vote at a duly called meeting, filled such vacancy.

Section 7. Quorum and Voting.

A majority of the Board of Governors convened according to these By-Laws shall constitute a quorum for the transaction of business, but if, at any meeting of the Board, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. Proxy voting shall not be permitted at meetings of the Board of Governors.

ARTICLE III

COMMITTEES

A. The RCBA shall not have any standing committees.

B. Special Committees:

1. There may be such special committees as may be established from time to time by the membership, the Board of Governors or the President.
2. The membership of the special committees established by the membership of the Board of Governors shall be appointed by the President subject to approval by the Board of Governors.
3. The membership of special committees established by the President shall be appointed by the President.
4. Special committees shall have duties as shall have been assigned to them and shall continue (a) until their duties have been accomplished, or for such other term as may have been designated at the time of creation, or (b) until the end of the business year of the RCBA.

ARTICLE IV MEETINGS

Section 1. Annual Meeting.

The annual meeting of the members of the RCBA for the election of officers and the transaction by business shall be held on the third or fourth Monday of May (avoiding Memorial Day) of each year at the place designated by the Board of Governors, at which time reports of officers and committees shall be made. Notice shall be given to the members by the Secretary by mail at least five days before the meeting.

Section 2. Meetings of the Membership.

- A. **Timing and Number of Meetings:**
 - 1. The RCBA shall hold at least four (4) Dinner/Lunch/CLE meetings per year.
 - 2. These meetings may vary between months as scheduling permits.
 - 3. Any business properly before the RCBA may be transacted at said meeting.
- B. **Budgeting for meetings:** The Board of Governors shall provide in their annual budget for five dinners/meals, four to be used for the meetings of the RCBA as provided for in the By-Laws, and the fifth for such occasion as the membership or the Board of Governors shall determine.
- C. **Special Meetings:** Special meetings of the members may be called by the Board of Governors and shall be called by the Secretary on the request of seven members by giving at least five days written notice by mail of the time, place and object of meeting.

Section 3. Quorum.

Twenty-five (25) members of the RCBA shall constitute a quorum at all meetings of the members.

Section 4. Board of Governors.

- A. **Timing of Board of Governors meetings:** The Board of Governors shall meet monthly throughout the year at a time and place agreed upon.
- B. **Minutes of Board of Governors meetings:** The Board shall keep minutes and records of all proceedings and shall report to the members at their regular meeting.
- C. **Special meetings of the Board of Governors** may be called by the President or, in his or her absence, by the President-Elect within 24 hours' notice.

Section 5. Committees.

Any special committee created shall meet at a time and place selected by the chairman of said committee, and shall meet as often as necessary to carry out its duties. Each committee shall furnish a written annual report of its activities to the members of the RCBA, and shall report in writing to the Board of Governors when requested to do so by the President of the RCBA.

ARTICLE V
FISCAL YEAR

The fiscal year of the RCBA shall commence on June 1 and end May 31 of each year.

ARTICLE V
AMENDMENTS

The By-Laws may be amended at any duly convened meeting of the members of the RCBA by a two thirds vote of members present, provided the proposed amendment has been submitted to the Board of Governors on or before the date of its regular meeting next preceding said meeting of the members, and a statement of the nature of the proposed amendment is included in the notice of the meeting of the members.