

## **ARTICLE I - NAME**

The name of this organization shall be the Green Bay Area Retired Men's Club.

## **ARTICLE II – OBJECTIVE OF THE CLUB**

The Green Bay Area Retired Men's Club provides a welcoming, friendly, social, organized, entertaining and educational experience to promote camaraderie among the members. The club focuses on social events, speakers and tours. The club meets the requirements of a 501(c)(7) tax exempt Social Club. The club is non-partisan and does not engage in political activities.

## **ARTICLE III – MEMBERS**

### **Section 1. Membership.**

A member in good standing is a male 50 years or older whose membership is paid up as of August 31 of the current fiscal year. Only members in good standing are allowed to vote regarding club business. The club will not discriminate against any individual on the basis of race, color or religion.

### **Section 2. Dues.**

Annual dues for the fiscal year, July 1 through June 30, or for partial periods, shall be established by the Board of Directors. Dues are payable by July 1<sup>st</sup> of each year. Members age 90 or older are designated as Members for Life and are exempt from annual dues.

### **Section 3. Resignation.**

Should membership dues not be paid within two months after the time they are payable, the member in default shall be identified as "not-paid" on the membership roster.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 1. Officers.**

The officers of the Club shall be a President, 1<sup>st</sup> Vice Presidents-Speakers, 2<sup>nd</sup> Vice President - Tours, a Recording Secretary, and a Treasurer.

### **Section 2. Term of Office.**

The President and all other officers shall hold office for a one-year term. Officers may be elected to consecutive or additional terms.

### **Section 3. Vacancies.**

A vacancy in the office of President, an elected director or any other office shall be filled by the majority vote of the Board of Directors to hold office until the next annual meeting at which time the vacancy shall be filled as stated in Article IX.

#### **Section 4. Board of Directors.**

The Board of Directors of the Club shall be a President, 1<sup>st</sup> Vice President-Speakers, 2<sup>nd</sup> Vice President - Tours, a Recording Secretary, a Treasurer, the immediate past president and six directors.

### **ARTICLE V – DUTIES OF OFFICERS**

#### **Section 1. President.**

The President shall be President of the Club, Chairman of the Board of Directors and an ex-officio member of all committees and shall perform all other duties associated with the office of President.

#### **Section 2. Vice Presidents.**

- a. The Vice Presidents shall assist the President in the carrying out of his duties.
- b. The most senior Vice President shall preside at all meetings in the absence of the President.

#### **Section 3. Secretary.**

- a. The Recording Secretary shall keep a record of all proceedings of the Board and the club.
- b. The Club Technology Administrators and the Club Secretary will maintain the credentials (User Names and Passwords) for the club's electronic media applications. Administrators will disseminate the appropriate information to the officers who need media log-on information for the performance of their duties for the club. Administrators of each application, under their use, will submit any changes to the credentials to the Club Secretary. The Club Secretary will maintain a list of the current credentials in a secure location.

#### **Section 4. Treasurer.**

- a. The Treasurer shall have custody of the Club's funds. He shall receive and disburse funds as may be ordered by the Board. He shall report to the Board of Directors at their regular meetings, or as requested. He will prepare an annual report on the financial condition of the Club for presentation to the members at the annual meeting of the members.
- b. The Treasurer will maintain an active roster of paid members. To maintain member privacy, only board members with the "need to know" will have access to the membership roster. The content of the roster shall not be shared with anyone who is not a member of the Board of Directors. Once the use of the roster is completed, the roster file shall be deleted from any electronic devices.
- c. The Treasurer shall complete the annual 990-N filing, by the date specified by Internal Revenue Service, for the recently completed fiscal year.
- d. The Board shall designate one member of the Board of Directors to fulfill the duties of the Treasurer in the temporary absence of the Treasurer.

#### **Section 5. Other Duties.**

- a. The control and conduct of business of the club shall be vested in the Board of Directors.
- b. The Board shall determine the policies of the club.
- c. Removal of club members
  - 1. Any member of the Board of Directors of the Green Bay Area Retired Men's Club may be removed from office, either with or without cause, by the affirmative vote of the majority of Directors then in office taken at a special meeting of the Board called for that purpose.
  - 2. Any non-Director member of the Green Bay Area Retired Men's Club may be removed from the club, either with or without cause, by the affirmative vote of the majority of Directors then in office taken at a special meeting of the Board called for that purpose.

## **ARTICLE VI – FINANCES**

### **Section 1. Annual Budget**

- a. Prior to each fiscal year, the Treasurer, Incoming President, and Vice Presidents shall prepare an annual budget of estimated income and expenditures for the next fiscal year. The prior year's budget may be used as a starting point for the next year's budget. The proposed budget shall be presented and approved at the first Board of Directors meeting of the new fiscal year.
- b. Any major change to the annual budget, after initial approval, and in excess of \$500.00, shall be approved by the Board of Directors. The Treasurer may, at his discretion, authorize spending in excess of the amount budgeted, if less than \$500.00. All checks exceeding \$500.00 of the amount budgeted shall be signed by the Treasurer and the board member designated and authorized to sign club checks.

### **Section 2. Annual audit of Financial Records**

- a. Within the first three months of the start of the new fiscal year, the Treasurer, President and Past President shall perform an audit of the financial records for the past fiscal year.
- b. The results of the audit shall be presented to the Board of Directors at the next scheduled board meeting.

### **Section 3. Availability of Financial Records to Membership**

A club member may receive a single copy of the current financial statement of the club, upon request.

## **ARTICLE VII – MEETINGS**

### **Section 1. Regular Meetings**

- a. Regular meetings of the club are held every Tuesday morning with the exception of the Tuesdays during the weeks of Christmas and New Year and any federal holiday that falls on a Tuesday.

- b. The annual meeting is held during a regular meeting of the Club in first quarter of the fiscal year.
- c. Regular meetings are held at the Brown County Central Library, 515 Pine Street, Green Bay, WI 54301.
- d. The Board of Directors may change the venue, dates and times of regular club meetings.

## **Section 2. Board of Directors Meetings.**

- a. Regular meetings of the Board of Directors shall be held during the first month of the fiscal quarter or at the discretion of the President.
- b. A majority of the Board of Directors shall constitute a quorum at any board meeting.
- c. Special meetings of the Board of Directors may be called by the President or upon request of three members of the Board. All members of the Board of Directors shall be notified of the location, date, and time of the Special Board meeting. All of the requirements of a regular Board of Directors Meetings shall be met.

## **ARTICLE VIII – ELECTIONS**

### **Section 1. Election of Officers**

- a. The election of officers and directors shall take place at a regular club meeting in June of each year.
- b. Officers and directors presented by the Nominating Committee shall be elected by either of the following:
  - 1. A voice vote of the membership present at the election meeting, or by motion and vote of the membership instructing the Secretary to cast a unanimous ballot in favor of the recommendations presented by the Nominating committee or
  - 2. If there is more than one candidate for any office, then the election to such office shall be by show of hands of all members in good standing with the winner receiving the majority vote.
- c. Officers and directors will be installed at the first regular meeting of the fiscal year.

## **ARTICLE IX – COMMITTEES**

### **Section 1. Standing Committees.**

The Board of Directors shall form standing committees necessary for the proper function of the Club. Some of the committees so formed are as follows:

#### **a. Nominating Committee**

- 1. Annually, prior to May 1, the President should appoint a Nominating Committee consisting of not less than three (3) club members.

2. The names of the members of the Nominating Committee shall be made known to the membership of the Club and suggestions for nominations for officers may be submitted to the Committee by any member of the Club.
3. The Nominating Committee shall present nominations for the officers and directors at the June election meeting.
4. Nothing herein contained shall prevent nomination of officers and directors from the floor at the day of the meeting when elections are held.

b. **Programs Committee.**

1. The Vice President–Speakers shall fill the position of Chairmen for the Programs Committee. It shall be the duty of this Committee to make all plans and arrangements for the speakers and entertainment for the regular meetings of the Club.
2. This Committee is also responsible for planning and conducting the annual Christmas Party. The V.P.-Speakers is the chairperson and solicits volunteers for support.

- c. **Tours Committee.** The Vice President–Tours shall fill the position of Chairmen for the Tours Committee. It shall be the duty of this Committee to make all plans and arrangements for the monthly tours and annual all-day tour for the Club.

**Section 2. Optional Committees.**

- a. The President may form optional committees as necessary to carry out functions of the Club. The term of the committees will be determined by the complexity of the assignment to be performed. Some of the committees so formed may be the following:
  1. **Membership Committee.** The Treasurer normally will head this Committee and may request assistance from the Communication and Marketing Committee as needed. The committee will conduct membership campaigns and to attempt to obtain the continuing membership of those who are in arrears with the payment of their dues.
  2. **Communication and Marketing Committee.** The President appoints a Communication and Marketing Chairman. It shall be the duty of this committee to publicize, through newspaper, Club bulletins, radio, television and other publicity media, the purpose and program of the Club. This committee will work with the membership committee when requested.

**ARTICLE X – PARLIAMENTARY AUTHORITY**

In matters not covered by these Bylaws, Roberts Rules of Order shall govern.

**ARTICLE XI – DISSOLUTION**

- a. The Board of Directors shall give preliminary notice of an article to dissolve the Club to the general membership at a subsequent club meeting following the decision by the Board of Directors.
- b. The Green Bay Area Retired Men's Club may be dissolved by a two third vote of its Board of Directors. On dissolution, all assets of the Club revert to Brown County Library or such other charitable organization that the final Board of Directors shall determine.

**ARTICLE XII – AMENDMENT OF BYLAWS**

- a. Approximately four months prior to the end of the fiscal year, the President should announce, at a regular meeting, that members of the Board of Directors are soliciting recommendations for changes to the club's bylaws and that members should provide their suggestions to any member of the Board of Directors prior to March 31.
- b. At the end of each fiscal year, the Bylaws should be reviewed for changes identified by membership and/or the board of directors. If appropriate, the bylaws shall be amended by the Board of Directors and then approved as described below.
- c. The Bylaws shall be approved by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called, provided a quorum is present and notice has been given at a previous regular meeting of the Club.

Signed: /s/ Ken Braband  
*President – Green Bay Area Retired Men's Club*

Date: 7/21/26

*Date approved by the majority of the attending membership at a regularly scheduled meeting with prior notice having been given.*

| <b>Attachment A</b><br><b>Amendments to The Green Bay Area Retired Men's Club Bylaws</b> |                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
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| <b>Revision Number</b>                                                                   | <b>Effective Date</b> | <b>Description of Changes</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 0                                                                                        | 11/N/A/2015           | Original replacing old document from 2008                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 1                                                                                        | 3/24/2017             | <p>Article II - Added our club status as a 501(c)(7) tax exempt social club and inserted information required per IRS.</p> <p>Article III, Section 2 - Clarified that members 90 or older are exempt from annual dues.</p> <p>Article III, Section 3 - Changed wording to "membership roster" vs. club "rolls"</p> <p>Article IV, Section 4 - Added 501(c)(7) IRS form 990-N filing to Treasurer's responsibilities.</p> <p>Article VI, Finances – Added new article to bylaws to state policies related to club finances. Added annual budget, audit of club finances, and process to allow members to review club finances.</p> <p>Article VIII, Section 1 - Clarified and defined regular and annual meetings and location of meetings.</p> <p>Article IX, Section 1.c. – Added that elected officers are installed at the annual meeting.</p> <p>Overall – minor formatting changes.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 2                                                                                        | 02/19/2019            | <p>Article V, Section 2 – Deleted guidance for replacement of President upon vacancy. Already covered in Article IV.</p> <p>Article V, Section 2 - Deleted designation of Standing Committee leads. Already in Article IX.</p> <p>Article V, Section 4 – Deleted need for two signatures on checks less than \$500.00.</p> <p>Article V Section 4 – Changed "may" to "shall, it is important to maintain function of club with a backup.</p> <p>Article V, Section 5 – Added process for "Removal of a Club Member" from Article VII to this section. This is a Board of Directors' function.</p> <p>Article VI, Section 1 b. – Added the requirement for two signatures on any checks written for over \$500.00.</p> <p>Article VII, Added Section 2 – Board of Director Meetings. Maintain all meeting guidance under Article VII.</p> <p>Article IX Committees – Restructured to two Sections, Section 1 "Standing Committees" and Section 2 "Optional Committees." Clarified responsibilities and length of term for optional committees.</p> <p>Article XII Amendment of Bylaws, added new item a. to provide guidance for obtaining membership input (suggestions) during the review of club bylaws.</p> <p>Article XII c. Made it mandatory for members to vote to approve amendment of Bylaws, as recommended by the Board of Directors.</p> <p>Added Attachment A – Historical record of Club Bylaw Amendments.</p> <p>Renumbered Articles after Article V – With deletion of old Article VII "Removal of Club Members" renumbering was required.</p> |

| <b>Revision Number</b> | <b>Effective Date</b> | <b>Description of Changes</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|------------------------|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3                      | 6/22/2021             | <p>Article III Section 3 – Described how the club’s membership roster is maintained with regard to members who do not pay their dues within the 2-month deadline. Specific guidance is found in the Treasurer’s Guidelines.</p> <p>Article V Section 4b – Treasurer is assigned to maintain member roster and security requirements were added.</p> <p>Article VII Section 2 Board of Directors Meetings – Changed board meeting frequency requirements to be flexible.</p> <p>Article IX Section 1a – Standing Committees – Specified month for initiating Nomination Committee.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 4                      | 4/12/2022             | <p>Article V Section 3 – Added b. Describe how the Club’s credentials (User Names and Passwords) for electronic media are controlled for security purposes.</p> <p>Article VI Section 1. b. added “of the amount budgeted” to the third sentence. Clarifies when an additional signature is required for checks written for amounts greater than \$500 above the amount in the approved budget line item.</p> <p>Article VII Section 2.b. – Added clarification of the requirements for the conduct of a Special Board meetings.</p> <p>Article IX Section 1.b. – Program Committee Added requirement for planning and conduct of the Christmas Party</p> <p>Attachment A – Corrected date of rev. 0 Effective date found on original document with date in footer. No indication of vote or signature of President.</p>                                                                                                                                                                                                                                                                                                                                                                                                |
| 5                      | 8/6/2024              | <p>Article VII Meetings, Section 1. b. Annual meeting – changed to be held during first quarter of fiscal year.</p> <p>Article IX Committees, Section 2 Optional Committees – change “Publicity” to “Communication and Marketing” Board of Directors decision 3/13/23.</p> <p>Article XII Amendment of Bylaws, c. change “adopted” to “approved.” - Membership approves changes to bylaws.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 6                      | 6/3/2025              | <p>Article IX Committees Section 1 a.1 – Changed “shall” to “should” as recommended and approved by the Board of Directors 2/20/25.</p> <p>Article IX Committees Section 1 a. &amp; 2 a. – Deleted Project, Golf and Fellowship Committees. Added wording to allow President to form Ad Hoc Committees as needed.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 7                      | 7/21/2026             | <p><i>Article III Members, Section 1 Membership – changed age for membership from 55 to 50 years of age – Align club bylaws to allow for certain occupations that retire at age 50.</i></p> <p><i>Article VIII Elections, Section 1 Election of Officers c. – changed time to installation of officers from “the annual meeting” to “the first regular meeting of the fiscal year”. Per review of bylaw alignment conducted 11/22/25 Board of Directors meeting</i></p> <p><i>- Article IV Board of Directors, Section 2 - Added second sentence “Officers may be elected to consecutive or additional terms.” Per review of bylaw alignment conducted 11/22/25 Board of Directors meeting.</i></p> <p><i>Article IX Committees, Section 1 b. – Numbered subsections 1. and added 2. “The VP – Speakers is the chairperson and solicits volunteers for support.” Per review of bylaw alignment conducted 11/22/25 Board of Directors meeting.</i></p> <p><i>Article IX Committees, Section 2 Optional Committees, Communication and Marketing Committee, added second sentence - “This committee will work with the membership committee when requested.” Review of bylaw alignment conducted 11/22/25 meeting.</i></p> |



| Revision Number | Effective Date | Description of Changes                                                                                                                                                                                                                               |
|-----------------|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7 continued     | 7/21/2026      | Article XII Amendment of Bylaws b.- Reworded process to match how revisions are solicited and that the board amends the bylaws and then membership approves the changes. Per review of bylaw alignment conducted 11/22/25 Board of Directors meeting |
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