

## **BY-LAWS OF ALLIANCE INCORPORATED**

### **OFFICES**

1. A business office of this corporation shall be located at 353 Oregon St. Rd., Oshkosh, Wisconsin 54901. The corporation may establish and maintain offices in the State of Wisconsin in any cities or towns therein, and at such places as may from time to time be appointed by the Board of Directors.

### **MEMBERS**

2. This corporation shall have members. All those persons who are members in good standing in IATSE #470 shall automatically be a voting member of this corporation and entitled to avail him or herself of all its services. The interest of each incorporator or member shall be equal to and no greater than that of any other. Any person who shall for any reason cease to be a member in good standing in IATSE #470 shall simultaneously cease to be a member of this corporation.

### **PARTICIPANTS**

3. The corporation shall have participant members. All persons who are placed for employment through the auspices of IATSE #470, but who are not members of IATSE #470, shall be participant members. Participant members shall have no voting rights in this corporation. Each participant member is entitled to avail him or herself of all the services of this corporation.

### **MEETINGS OF MEMBERS**

4. An annual meeting of the members shall be held in January at such place in the State of Wisconsin as may be fixed from time to time by the Board of Directors. Meetings of the members for any other purpose may be held at such place and time, in the State of Wisconsin, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. [Amended 9/27/11]

5. Written notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting. Special meetings of the members, for any purpose or purposes, unless prescribed by Statute or Certificate of Incorporation, may be called by the President and shall be called by the President or Secretary at the request, in writing, of the majority of the Board of Directors, or at the request, in writing, of one-fifth of the members of the corporation. Such request shall state the purpose or purposes of the proposed meeting. Notice shall be given according to and governed by Wisconsin Statute Section 181.15.

6. Business transacted at any special meeting of the members shall be limited to the purpose stated in the notice.

7. Six (6) members, present in person, shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such a quorum shall not be present or represented at any meeting of the members, the members entitled to vote there in person, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

8. When a quorum is present at any meeting, the vote of the majority of the members having voting power present in person shall decide any question brought before such a meeting, unless the question is one upon which by express provision of the statutes or of the Articles of

Incorporation, a different vote is required in which case such express provision shall govern and control the decision of the question.

9. Each member shall at every meeting of the members be entitled to one vote in person.

**BOARD OF DIRECTORS**

10. The concerns, direction and management of the affairs of this corporation shall be vested in the Board of Directors, who shall pursue such policies and principles as shall be in accordance with the provisions of the Certificate of Incorporation or these By-Laws, and the statutes of the State of Wisconsin.

11. The Board of Directors shall be composed of three (3) Directors. The Directors shall be elected by the membership in December of the third year of the term of office of the Board and eligibility to serve as a Director is limited to those members as defined by the Articles of Incorporation and these By-Laws. The term of each Director shall be three years, beginning on January 1st following the election and until December 31st following the next election as defined in this Article. Directors are eligible for re-election without limitation. Should a Director resign, or be unable to complete the term, the remaining two (2) Directors shall appoint a replacement to finish the term. The Board may, at their sole discretion, appoint Ex-Officio members to serve in a defined capacity as a resource to and representative of the Board. Appointments shall be for a period defined by the Board but not to exceed the term of office of the Board. Ex-Officio members of the Board have no Board voting rights. [Amended 9/27/11]

**MEETINGS OF THE BOARD OF DIRECTORS**

12. All meetings of the Board of Directors shall be held at such time and place in the city of Oshkosh, Wisconsin, or at such other office of this corporation, as the Board of Directors shall from time to time order or direct. In the absence of any such direction prior to the holding of any meeting, all meetings shall be held at the office of the corporation in the City of Oshkosh, Wisconsin.

13. The order of business at the annual meeting and, so far as practicable, at all other meetings shall be:

- A. Calling of the roll
- B. Proof of due notice of meetings
- C. Reading and disposal of minutes
- D. Reports of Officers and Committees
- E. Completion of unfinished business
- F. Transaction of new business
- G. Adjournment

14. A majority of the members in attendance at any meeting of the Board of Directors of this corporation shall constitute a quorum for the transaction of business.

15. Any action required or permitted to be taken at a meeting of the Board of Directors or a sub-committee thereof may be taken without a meeting, if a consent in writing (either electronically or physically) to the adoption of a resolution authorizing the action so taken shall be signed (either electronically or physically) by all of the Members of the Board of Directors. [Amended 9/28/10]

**COMMITTEES**

16. The Board of Directors may provide for such committees or any director or individuals or bodies of individuals as it shall deem wise and the Board of Directors may delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.

## **FINANCES**

17. The fiscal year of the corporation shall commence on the first day of January in each year.

18. An outside annual audit should be conducted at the end of each fiscal year by an independent accounting firm chosen by the Board of Directors.

## **AMENDMENTS**

19. The corporation shall maintain one or more checking accounts, which shall require one (1), authorized signature on each transaction; the signature must be a Director's signature.

20. By-Laws may be adopted either by the members or the Board of Directors, but no By-Law adopted by the members shall be amended or repealed by the Directors, unless the By-Laws adopted by the members shall have conferred such authority upon the Directors. Any By-Law adopted by the Board of Directors shall be subject to amendment or repeal by the members as well as by the Directors.

## **LIQUIDATION**

21. In the event of liquidation or dissolution of the corporation, no liquidating or other dividends and distribution of property owned by the corporation shall be declared or paid to any private individual. Rather, upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable, educational or scientific purposes which shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1985 (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Trustees shall determine. All such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principle office of the organization is then located, exclusively for such purpose or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

## **COMPENSATION**

22. The officers and employees of the corporation shall receive such compensation or expense allowance or reimbursement as the Board of Directors in their discretion determine.

Originally adopted January 22, 1997, amended November 17, 2002, November 28, 2005, November 17, 2008, September 28, 2010 and September 27, 2011.