

RTO – BYLAWS

ARTICLE I. NAME

This non-profit organization shall be known as "RTO" (RTO).

ARTICLE II. PURPOSE

RTO is a group of technology related suppliers and consumers gathered with the common purpose defined by the following mission statement:

The purpose of this organization is to promote professionalism, cooperation, mutual assistance, partnering and sharing of knowledge and experience. This organization is committed to provide a forum for the exchange of ideas, information, and technology as they relate to Technology in the Kenosha, Racine and Walworth Counties.

ARTICLE III. MEMBERSHIP

Section 1. Membership is intended for those persons actively engaged in the Information Technology profession in the Kenosha, Racine and/or Walworth Counties willing to make a time and financial commitment to develop the Tri-County area as an environment conducive to doing business as an IT company. These companies will be directly involved with providing IT services when opportunities surface.

Section 2. The Member is defined as the Person whose name appears on the RTO application form. The Member will be the only member with voting rites.

Section 3. Membership requirements and dues shall be determined by the current Executive board and will be attached to this document as exhibit A.

Section 4. The organization shall be open to all who wish to join and who accept the responsibilities of membership. All information regarding business opportunities shall be freely available to all members.

ARTICLE IV. OFFICERS

Section 1. The officers of this organization shall consist of President, Vice-President, Secretary, Treasurer and committee chairmen as defined in the By Law Exhibits and determined by the executive board.

- a. *All Positions shall be held for two years.*
- b. *The President position shall be held for one year, after the first year the President will remain on the board in an advisory capacity, acting as a past president for a period of one year.*

- c. The Vice President position shall be held for one year, after completion of that year the Vice President shall assume the role of President and follow the role of President.*
- d. The Vice-President, Secretary and Treasurer shall be elected at the annual meeting and shall hold office for two years.*
- e. The Officers shall appoint all committee chairpersons.*

Section 2. Officers of this organization may be removed by a 2/3-majority vote of the full Executive Board, after charges of misconduct, nonfeasance, malfeasance, or misfeasance have been substantiated at an Executive Board meeting.

Section 3. A vacancy in any elected office shall result in the nomination and election by the membership at the first regular membership meeting following the vacancy. The new officer shall serve for the un-expired portion of the term, except as otherwise provided by these by-laws.

ARTICLE V. MEETINGS

Section 1. This organization will meet on the second Thursday of each month. The annual meeting will be the December meeting and all elections will take place at this time. Nominations for Officers and Executive Board members will take place at the November meeting.

Section 2. The President or Vice President will call all other necessary meetings.

ARTICLE VI. VOTING

Section 1. Every active Member, as defined in Article IV, MEMBERS, in attendance at either a regular or special meeting of this organization, shall be entitled to one vote on any question or resolution during the meeting.

Section 2. In order for any issue brought to a vote at a general meeting to be approved, there must be a simple majority of "aye" votes by the active members present at that meeting, unless otherwise specified in these by-laws.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings and preserve order and enforce the by-laws and regulations of this organization. The President shall be ex-officio member of all committees.

Section 2. It shall be the duty of the Vice-President to assist the President and in the President's absence, inability to serve, or when so directed, succeed to the authority of that office.

Section 3. The Secretary shall give notice and keep minutes of all general and Executive Board meetings; shall have custody of all records of the organization and forward all data and information to the appropriate members.

Section 4. The Treasurer shall receive all funds for the organization from whatever source; attest all necessary instruments; and forward all data and information to the appropriate members. The financial books and accounts shall be open at all times for inspection by any elected officer or committee of the organization

ARTICLE VIII. EXECUTIVE BOARD

Section 1. The governing body of this organization known as the Executive Board shall be comprised of the officers of the organization and the appointed committee chairs.

Section 2. The Executive Board may elect or appoint and prescribe the duties of such other committees, as it shall deem desirable.

Section 3. The Executive Board shall establish the dues to be paid annually by members of the organization. The current dues schedule shall be recognized as Exhibit A to this document.

Section 4. The members of the Executive Board shall be active members as defined in Article III, Section 2.

Section 5. The members of the Executive Board shall not receive any compensation for their services as directors. The Executive Board may by resolution authorize reimbursement for expenses incurred in the performance of organizational duties.

Section 6. The Executive Board shall act as an advisory board to the President and shall assist in formulating policies and procedures. Meetings of the Executive Board shall be held on the second Thursday of each month and shall be chaired by the President.

Section 7. A quorum for conducting the business of the Executive Board will be four (4) members with one having to be the President or Vice-President of the organization.

Section 8. Members of the Executive Board may be removed by a 2/3-majority vote of the full Executive Board, after charges of misconduct, nonfeasance, malfeasance, or misfeasance have been substantiated at an Executive Board meeting.

ARTICLE IX. NOMINATION AND ELECTIONS

Section 1. Officers;

- a. The Nominating Committee shall make nominations of Officers during the November meeting. Additional nominations may be made on the floor of the Annual Meeting.*
- b. The attending members at the Annual Meeting (See article V. MEETINGS) of the organization shall elect officers. Elections shall be determined by simple majority of the attending members. In the event there are three or more candidates for an office and none receive a simple majority of the votes cast, the two candidates receiving the most number of votes will be the official nominees and a new vote taken.*
- c. Officers' terms shall commence on the first day of January after the election.*

ARTICLE X. DISSOLUTION

The organization shall use its funds only to accomplish the purposes specified in the bylaws, and no part of said funds shall be distributed to the members of the organization. Upon dissolution of the organization, any assets remaining shall be distributed to one or more organizations, whose non-profit status has been recognized by the Internal Revenue Service, to be selected by the then current Executive Board.

ARTICLE XI. AMENDMENTS

Section 1. Any amendments to these by-laws must be proposed to the Executive Board. The Executive Board must have a $2/3$ majority supporting the proposed amendment to present it to the members at the Annual Meeting, with thirty (30) days advance notice to the membership.

Section 2. The Members attending the Annual Meeting will vote on the proposed amendment to these by-laws. A sixty (60) percent vote of all active members present at the Annual Meeting is required to amend, alter, or repeal all or part of these by-laws.

EXHIBIT A. MEMBERSHIP

Responsibilities:

The Member or the Company represented by the member must:

- a. Attend at least 3 RTO Meetings over the latest 4 months. RTO Meetings include the general RTO Meetings, RTO committee meetings and RTO Board Meetings.
- b. Be an active member of at least one RTO committee or Board.

Dues:

The Member or the Company represented by the member shall pay the following Dues:

Local Chamber of Commerce Membership:

Annual Membership (12 months based on join date)	\$ 100.00
Late Fees (After 60 days from date of invoice)	\$ 20.00

Non-Chamber of Commerce Membership:

Annual Membership (12 months based on join date)	\$ 200.00
Late Fees (After 60 days from date of invoice)	\$ 20.00

Student Membership

Annual Membership (12 months based on join date)	\$ 50.00
Late Fees (After 60 days from date of invoice)	\$ 20.00

Failure to comply with any of the items above will result in consideration for dismissal. Such consideration will be taken before and decided by the Executive Board.

EXHIBIT B. COMMITTEES

Section 1. There shall be the following standing committees:

- a. Partnering Committee*
- b. Membership and Nominating Committee*
- c. Community Services Committee*
- d. Forward Focus Committee*
- e. City Infrastructure Committee*
- f. Tri-County Cluster Committee*

Section 2. The President, with the approval of the Executive Board, will appoint the chairperson of each committee. Each chairperson is a member of the Executive Board.

Section 3. The chairperson of each committee will appoint the members of his or her committee. Members may participate in more than one committee.

Section 4. It shall be the duty of each standing committee to keep abreast of all topics relevant to their committee to recommend to the Executive Board appropriate responses to the current topics.

Section 5. The President or the Executive Board may name ad hoc committees.

EXHIBIT C. OBJECTIVES

The objectives of this organization shall be:

1. *To create a framework in which the members may cooperate in the investigation, study, discussion and recommendation of improvements in all areas of technologies.*
2. *To assist Boards, elected officials and county municipal heads in developing technologies; securing advice and technical information relating to their responsibilities; and assisting in the creation of technology legislation which benefits the Businesses of Southeastern WI.*
3. *To provide a means whereby technology representatives and others interested in information systems and technologies may interchange ideas and experiences and obtain advice.*
4. *To advance technical knowledge and professional practices through education and training.*
5. *To promote a high standard of technological understanding, skill and efficiency as a means of more effectively serving the public.*
6. *To create a framework of technological representatives to promote partnerships to retain and grow businesses in Southeastern WI.*