

Bylaws of
Creativity Unlimited in Wisconsin

Article I. Purpose and Statement of Non Profit

Section 1.01 – Purpose:

The purpose of the Creativity Unlimited in Wisconsin is to provide students the opportunity to learn creative problem solving by supporting the Odyssey of the Mind program which teaches students how to think divergently by providing open-ended problems that appeal to a wide range of interests.

Section 1.02 – Statement of Non Profit:

Creativity Unlimited in Wisconsin is affiliated with Creative Opportunities Unlimited and organized exclusively for charitable and educational purposes within the meaning of the nonprofit, Section 501(c)(3) of the Internal Revenue Code. No part of the earnings of Creativity Unlimited in Wisconsin shall be of benefit to, or be distributable to any of its directors or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization. Creativity Unlimited in Wisconsin shall not attempt to influence legislation and shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to any candidate for public office.

Article II. Registered Office and Agent

The principal office of the Corporation is 3945 Woodcrest Court, Eau Claire, Wisconsin 54701. The corporation shall have and continuously maintain a registered office and a registered agent whose office is identical with the registered office.

Article III. Membership

Section 3.01 – Membership:

Creativity Unlimited in Wisconsin shall not have members.

Section 3.02 – Board of Directors:

The Board of Directors, fulfilling the responsibilities of members, shall be responsible for overall policy and direction of the organization.

Article IV. Meetings of the Corporation

Section 4.01 – Annual Meeting:

The annual meeting of the corporation shall be held at the call of the President.

Section 4.02 – Special Meetings:

A Special meeting of the Board may be called by the President or the Board.

Section 4.03 – Place of Meetings:

The Board of Directors may designate any place within the State of Wisconsin as a place for the annual meeting or any special meeting called under Section 4.01 or 4.02.

Section 4.04 – Notice of Meetings:

Written or printed notices stating the place, date and hour of the annual meeting, regular meeting or special meeting shall be delivered either personally, by mail or by e-mail to each Board Member. Such notice shall be delivered not less than 7 days in advance of said meeting.

Section 4.05 – Quorum:

A quorum at a meeting of the Board shall consist of six (6) Board Members.

Section 4.06 – Proxies:

At any board meeting, a Board Member entitled to vote may not vote by proxy.

Section 4.07 – Rules of Order

Rules of Order shall be followed at all board meetings.

Article V. Board of Directors

Section 5.01 General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

Section 5.02 – Number and Tenure:

The number of directors shall be nine (9), comprised of five (5) Officers defined in Section 5.05 and four (4) additional Directors. Each director shall serve a three (3) year term, with such terms being staggered as follows:

- a) Three (3) directors shall initially serve a one (1) year term.
- b) Three (3) directors shall initially serve a two (2) year term.
- c) Three (3) directors shall initially serve a three (3) year term.

Section 5.03 – Vacancies:

Any vacancy occurring on the Board shall be filled by the President. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 5.04 – Compensation:

Board Members receive no compensation for their services except they may be reimbursed for reasonable expenses incurred.

Section 5.05 – Officers:

The Board of Directors shall have Officers;

- a) President
- b) Vice President

- c) Secretary
- d) Treasurer
- e) State Tournament Director

The duties and responsibilities of the Officers of the Board are set forth in Article VI.

Section 5.06 – Conflict of Interest:

All Directors shall sign a Conflict of Interest Statement. Any Director who has a financial, personal or official interest in or conflict with any matter pending before the Board, shall recuse him/herself from discussion and voting on the matter.

Section 5.07 – Elections:

Elections to the Board of Directors shall be conducted at the annual meeting. Members of the Board are eligible for re-election.

Section 5.08 – Removal:

A director may be removed from office at any time, with or without cause, by a two-thirds (2/3) vote of Directors at a Board Meeting.

Article VI. Officers of the Board of Directors

Section 6.01 – President, a/k/a Association Director

The President functions in a primary management and leadership role as Chairperson of the Board and Chief Executive Officer of the organization. As such, the President is responsible for the development and effective performance of the Board of Directors. The President shall oversee and manage all activities of the organization to run the day-to-day operations, delegating as appropriate, to ensure that the orders and resolutions of the Board are carried out. The President shall organize and conduct meetings, function as Signatory Officer for legal purposes or to act on behalf of the association, and serve as primary spokesperson, representing Creativity Unlimited Wisconsin in the state, nationally and internationally.

Section 6.02 – Vice President:

The Vice President shall perform the responsibilities and duties of the President in the President's absence, and assume all duties of the President, in the event of incapacitation or vacancy, for the unexpired part of the President's term.

Section 6.03 – Secretary:

The Secretary shall record board meeting minutes and maintain them per document retention policy. Minutes will record board actions including discussion and supportive information leading to decision making, summarizations and reference to reports of authorized directors. Secretary will act as a Signatory for legal purposes.

Section 6.04 – Treasurer:

The Treasurer shall keep and maintain the books of account, and be responsible for all funds of the organization. The Treasurer shall deposit all such funds in the name of and to the credit of Creativity Unlimited in Wisconsin in the bank or depositories selected by the Board of Directors.

The Treasurer shall:

- Make reports at each board meeting
- Assist in preparation of the budget
- Arrange for required outside review of transactions and financial records
- Report to the Board on such outside review
- File tax returns, if required
- Maintain financial records per Document Retention Policy

Section 6.05 – State Tournament Director:

The State Tournament Director shall organize and run the state tournament per Odyssey of the Mind tournament guidelines and the rules in the Program Guide. The State Tournament Director shall: determine and finalize site details; oversee the team schedule, team and official registration; ensure trophies/awards, a tournament program, signage and availability of meals for teams, spectators and officials; coordinate regional tournaments; perform other duties as requested by the President or Board.

Article VII. Committees

Section 7.01 – Executive Committee:

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and State Tournament Director. The Executive Committee shall make decisions to recommend to the Board and shall make decisions needed to run the day-to-day activities of the corporation between Board Meetings.

Section 7.02 – Designation of Committees:

The Board of Directors may designate and create one or more committees. The President shall appoint members of each committee and the chair of each committee created. Each designated committee shall perform the duties specified by the Board.

Section 7.03 Rules:

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article VIII. Special Rules

Section 8.01 Contracts:

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 8.02 Checks and Drafts

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the Treasurer of the Corporation.

Section 8.03 Deposits

All funds of the Corporation and its committees shall be deposited in a timely fashion to the credit of the Corporation and its committees in such financial institutions as the Board may select.

Section 8.04 Gifts

The Board may accept on the behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 8.05 Books and Reports

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and Committees. There shall be an outside review of all Creativity Unlimited in Wisconsin transactions and financial records with a report of such outside review at least every three (3) years. An outside review is required when changing Treasurers or if requested by the Board of Directors. The Board may cause an audit of the records of the Corporation to be made by a competent auditor.

Section 8.06 Fiscal Year

The fiscal year of the Corporation shall be from July 1st through June 30th of each year.

Article IX. Amendment of Bylaws

The Board of Directors may adopt amendments to the Corporation's Bylaws. Notice of any meeting of the Board to consider amendments to the Bylaws shall be given at least 7 days in advance of the meeting and such notice shall state the purpose of the meeting and the proposed amendment to the Bylaws. The amendment must be approved by a majority of the Directors in office at the time the amendment is adopted.

The undersigned Secretary of the Creativity Unlimited in Wisconsin hereby certifies that the foregoing Bylaws were duly adopted on the 7th day of May, 2014.

Eric Lundberg
Secretary