

MINOCQUA / KAWAGUESAGA LAKES PROTECTION ASSOCIATION, INC.
P.O. BOX 494, Minocqua, WI 54548 (revised 6/17/2017)

Article I - PURPOSE

The mission of the Minocqua / Kawaguesaga Lakes Protection Association, Inc. (Association) is to protect the Minocqua / Kawaguesaga lakes and their surroundings by enhancing water quality, fishery, and the aesthetic value of our lakes as public recreational facilities for today and future generations.

Article II - STATUS AND LIMITATIONS

To carry out the mission of the Association and to make effective representations on behalf of its members, the Association shall be organized as a non-profit, non-stock corporation under Chapter 181 of the Wisconsin Statutes. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article III - MEMBERSHIP

Section 1 - ELIGIBILITY: Individual membership in the Association shall be open to any individual, family, business, or organization that subscribes to the mission of the Association.

Section 2 - DUES: Dues shall be recommended by the Board of Directors (Board) for individual members and businesses and paid on a calendar year basis, subject to ratification by membership.

Article IV - VOTING

Section 1 - ELIGIBILITY : Any individual member, including families, businesses or organizations, may cast only one vote on any question called to a vote.

Section 2 - METHODOLOGY : A member must be present at the meeting at the time the vote is called in order to vote. No member may vote by proxy or absentee ballots. Board members may vote electronically on Board matters.

Section 3 - REFERENDA: The Board may at any time solicit reactions from members through a mail survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may initiate an advisory or a binding referendum and shall specify the exact wording of the question and the required follow-up action by the Board. Members shall have 30 days (the due date shall be specified) to return response forms. Results of the referendum shall be published within 90 days of the response deadline.

Article V - ASSOCIATION MEETINGS, EVENTS AND OTHER ACTIVITIES

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Minocqua Wisconsin at such date as may be fixed by the officers of the Board. The time and place shall be arranged by the Board unless specified by the previous annual meeting. The agenda of the annual meetings shall be determined by the Board.

Section 2 - SPECIAL MEETINGS: A special meeting of the Association may be called at any time by the President, by majority vote of the Board, or by written request of one-twentieth of the members or fifteen members, whichever is less . The agenda of a special meeting may include any items properly brought before an annual meeting.

Section 3 - INFORMATIONAL MEETING OR SOCIAL EVENT: The Association may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests. It may also sponsor fund-raising activities. If business is to be conducted at such events, the notice requirement for special meetings must be met.

Section 4 - NOTIFICATION: Every annual or special meeting must be preceded by notice to paid members and members from the preceding year who have not yet renewed their membership. Notification may be by hand delivery, mail, or public notification at least 15 days, but not more than 30, prior to annual meetings and at least 15 days, but not more than 30, prior to special meetings. The notice shall summarize any proposed changes in the bylaws, shall

highlight any proposals to dissolve the Association, and may include a detailed agenda

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least one-twentieth of the paid-up members or 15 members, whichever is less, are present.

Section 6 - PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board, and of the Association committees unless required otherwise by Wisconsin Statutes or these bylaws. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer who shall also serve in a parliamentary capacity.

Article VI - BOARD OF DIRECTORS

Section 1 - AUTHORITY: Subject to directives of the membership as part of annual and special meetings, or referenda, and these bylaws, the Board shall have authority over the activities and assets of the Association.

Section 2 - COMPOSITION: The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, and a minimum of three at-large directors.

Section 3 - ELECTIONS: The Board of Directors is responsible for nominating and electing members of the Board. The officers of the Board are elected by the Directors from among their own number.

Section 4 - TERMS OF OFFICE: Directors are elected for one year terms. Board members and officers shall be elected every year at the first regular board meeting of the year.

Section 5 - BOARD MEETINGS: The new Board shall meet within 60 days of the annual meeting and at least one other time prior to the next annual meeting. Regular meetings shall be held at places, dates, and times established by the Board. Special meetings may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, mail, e-mail, or personal contact.

Four directors shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by majority vote of directors present. Between meetings, any Director may solicit decisions from the Board through written or electronic communications.

Section 6 - VACANCIES: Any director who misses two consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. The potential removal of any Director must be preceded by a communication with the affected party to make certain that any actions are taken on credible knowledge of the reason for the multiple absences. Removal of a Director must be articulated to the affected Board member, and codified in the minutes of the next Board meeting. Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the directors.

Section 7 - COMPENSATION: Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business.

Article VII - OFFICERS

Section 1 - PRESIDENT: The President shall preside over all membership meetings and Board meetings. The President shall be the chief executive officer of the Association, responsible for day-to-day administration of the affairs of the Association and supervision of any employees or contractors. The President, in addition to the Treasurer, has the authority to write checks. The President is an ex-officio member of all committees.

Section 2 - VICE PRESIDENT: The Vice-President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice-President shall carry out other assignments at the request of the President.

Section 3 - SECRETARY: The Secretary shall maintain the official records of the Association as well as an archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings. The Secretary shall maintain a current record of the names and address of members entitled to vote and shall send out notices of membership meetings. Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks. The Treasurer shall work with other Board members to develop an annual budget for the next year by the end of August of the current year. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting. The Treasurer shall submit financial records for audit at the discretion of the Board.

Section 5 - MULTIPLE OFFICE HOLDING: The same person may hold the offices of Vice- President and Treasurer or the offices of Secretary and Treasurer.

Section 6 - OTHER OFFICERS: Other officers may be appointed by the Board.

Section 7 - SUCCESSION: If any office becomes vacant, or an officer is unable to serve out their term, the Board may nominate and elect a representative to complete that term.

Article VIII - COMMITTEES

Section 1 -COMMITTEES: The Board may establish such committees as are deemed necessary to support the efforts of the Board. Committees such as financial reporting, outreach and environmental activities may be considered.

Article IX - MISCELLANEOUS PROVISIONS

Section 1 - INDEMNIFICATION OF OFFICERS AND DIRECTORS: As provided by Wisconsin law, the Association shall indemnify any officer, director, employee or agent who was, is, or may be involved

in legal proceedings by virtue of his or her good faith actions on behalf of the Association.

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a calendar year basis.

Section 3 - ACCOUNTS AND INVESTMENTS: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board of Directors.

Article X - ADOPTION AND AMENDMENTS

These bylaws, and any amendments thereto, may be adopted at any annual or special meeting of the Association by simple majority vote of members present and entitled to vote. Proposed amendments to the bylaws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.

Article XI - DISSOLUTION

The Board of Directors, by a two-thirds affirmative vote of all directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval by the members as provided under Wisconsin law. Dissolution of the Association shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.