

## **BY-LAWS**

### **LAKE WISSOTA IMPROVEMENT AND PROTECTION ASSOCIATION, INCORPORATED P.O BOX 903 CHIPPEWA FALLS, WI 54729**

#### **ARTICLE I PURPOSE**

The purpose of the Lake Wissota Improvement and Protection Association, Incorporated (“Association”) is to preserve and protect Lake Wissota and its surroundings, and to enhance the water quality, fishery, boating safety, and the aesthetic value of Lake Wissota as a public recreational facility for today and for future generations. No Asset of the Association shall benefit any officer or member. The Association shall not participate in any partisan political activity.

#### **ARTICLE II MEMBERSHIP**

**SECTION 1 - ELIGIBILITY:** Membership in the Association shall be open to any individual, family, business or organization that subscribes to the purposes of the Association.

**SECTION 2 - DUES:** Dues shall be a minimum of \$10 paid on a calendar year basis. Dues for the year shall be determined by the Board of Directors and announced prior to the start of the membership year. The membership year shall be determined by the board.

#### **ARTICLE III VOTING**

**SECTION I - VOTING:** Any member may cast only one vote on any question called to a vote.

**SECTION 2 - CASTING BALLOTS:** 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 ballot. All votes shall be counted by a show of hands unless otherwise specified in these By-laws. Any present voting member may make a motion to change the method of voting on any one motion during the meeting in session.

**SECTION 3 - REFERENDA:** The Board of Directors 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 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 to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

## **ARTICLE IV - MEMBERSHIP MEETINGS**

**SECTION 1 - ANNUAL MEETINGS:** The annual meeting of the Association shall be held during the month of April. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include election of directors, discussion of projects, and other member concerns.

**SECTION 2 - SPECIAL MEETINGS:** A special meeting of the Association may be called at any time by the President, by a majority vote of the Board of Directors, or by written request of one-twentieth of the members. The agenda of a special meeting may include any items properly brought before an annual meeting. The call for each special meeting shall specify the purpose for which it is to be held and no other business shall be transacted.

**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 Association 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 or by mail at least 15 days but not more than 50, prior to the meetings. Members who so elect may be notified by electronic means only. The notice shall summarize any proposed changes ~~into~~ to the By-laws, 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 members are present.

**SECTION 6 - PROCEDURE:** Robert's Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board of Directors, and of the Association committees unless required otherwise by Wisconsin Statutes or these By-laws. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer who shall also serve as parliamentarian.

## **ARTICLE V - BOARD OF DIRECTORS**

**SECTION 1 - AUTHORITY:** Subject to directives of annual and special meetings and these By-laws, the Board of Directors shall have authority over the activities and assets of the Association.

**SECTION 2 - COMPOSITION:** the Board of Directors shall include at least seven, but no more than thirteen directors

**SECTION 3 - ELECTIONS:** The Board of Directors shall be elected at annual meetings. The current Board of Directors may nominate one or more members for vacant positions on the Board. At the annual meeting floor nominations shall be invited. All floor nominations shall be of and by current members. Nominees must have indicated their willingness to serve. All elections for the Board shall be conducted by secret, written ballot, unless there is only one candidate for each position. In that case, voice vote or vote by affirmation is allowed.

**SECTION 4 - TERMS OF OFFICE:** Directors are elected for three year terms. Terms of all directors shall be set so that one third of all directors shall be elected at each annual meeting. Where the number of directors is not evenly divisible by three, the terms shall be set so as to approximate that outcome. So as to effectuate three year staggered terms, vacancies on the board from directors who held two year terms shall be replaced by one, two or three year terms by lot of the newly elected board members at the first board meeting after the annual meeting.

**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 called by call of the President, or any three Directors after at least 24 hours notice by telephone, mail, or personal contact. A majority of the 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, with the President voting only to break ties. Between meetings the President may solicit decisions from the Board through written or electronic communications.

**SECTION 6 - VACANCIES:** Any Director who misses two consecutive meetings without cause or is deemed by the board to be unable or unwilling to fulfill his or her duties may, at the discretion of the Board by majority vote, be removed from office. Directors may resign from the board upon written notice to the President. Such resignation shall be effective upon notice to the board by the President. Any vacancy caused by such resignation or removal may be filled for the remainder of the term by the affirmative vote of a majority of the then current Directors even if less than a quorum.

**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.

**SECTION 8 - CONFLICT OF INTEREST POLICY STATEMENT:** It shall be the policy of the Board of Directors of this Association, to require that each Director disclose to the Board of Directors, prior to any vote or other action, any possible conflict of interest the Director may have, including, but not limited to, a business in which he or she, or a close relative, is a director, officer, member, owner of, employee, or for which he or she, or a close relative acts as an agent, or with which the Association has or might reasonably in the future enter into a relationship or a transaction in which the Director might realize a personal financial gain.

At such times as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, and after answering any questions that might be asked of the Director by another Director, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Director shall not vote on it. In the event that he or she fails to withdraw voluntarily, the President of the Board of Directors is empowered and may require that the affected Director leave the room during both the discussion and vote on the matter. In the event the conflict of interest affects the President of the Board, the Vice-President is empowered and shall require that the President remove himself or herself, in the same manner, and for the duration of the discussion and action on the matter, the Vice-President shall preside.

If the matter is the item of business for which a special meeting of the Board of Directors was called, the affected Director shall be counted to establish a quorum, but the affected Director shall not participate in the deliberation or vote on it.

For purposes of this policy, the term, "close relative" as used herein shall mean any sibling, parent, and descendants of any individual covered by this policy, and any spouse of any of the aforementioned persons.

**SECTION 9 - LIABILITY FOR ACTIONS:** Neither the Board of Directors, or any Director, individually, shall be liable for negligent acts or failures to act of any agent, employee, or representative selected with reasonable care; nor shall they be liable for errors in judgments, acts done or committed in good faith on advice of counsel, or mistakes of fact or law made in good faith. The Association shall indemnify and hold harmless its Directors, officers, and agents consistent with the limitations set forth herein.

**SECTION 10 - TELEPHONE CONFERENCES:** A Director may participate in a meeting of Directors by a conference telephone or similar communication equipment by which all persons participating in a meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

**SECTION 11 - POWERS AS TO DOCUMENTS:** The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other

instruments for the payment of money and designate the agent or agents, or officer or officers, who shall, from time to time, be authorized to make, sign, or endorse the same on behalf of the Association. The Board of Directors may authorize any agent(s) or officer(s) to enter into any contract or execute or deliver any conveyance or other instruments in the name of the Association, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Association by the President, Vice-President, Secretary, or Treasurer.

## **ARTICLE VI - 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 the day-to-day administration of the affairs of the Association and the supervision of any employees or contractors. The President shall appoint all committee members who shall serve until the end of that President's term. 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 arrange for the educational segment of the meetings and 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 archive. 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 addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary shall prepare publicity for the Association and shall prepare the Association newsletter or solicit an editor to carry out the task. The Secretary shall serve on the Membership Committee.

**SECTION 4 - TREASURER:** The Treasurer shall maintain the financial records of the Association. The Treasurer shall prepare an annual financial statement for presentation at the annual meeting. The Treasurer shall serve on the Finance Committee.

**SECTION 5 - MULTIPLE OFFICE HOLDING:** The same person may hold the offices of Vice-President and Treasurer or the offices of Secretary and Treasurer. The President may hold no other office in the Association.

**SECTION 6 - OTHER OFFICERS:** Other officers may be appointed by the President, with the concurrence of the Board. A legal counsel, and executive secretary, or such other assistant officers as are deemed necessary need not be members of the Association but shall not be voting members of the board.

**SECTION 7 - TERM OF OFFICE, ELECTION, AND QUALIFICATIONS:** The term of office for officers shall be two (2) years. The President, Vice President, Secretary

and Treasurer must be Directors of this Association. Each officer shall be elected by a vote of a majority of Directors present at a meeting at which there is a quorum. An officer may resign by written notice to the Association. The resignation shall be effective upon its receipt by the Association or at a subsequent time specified in the notice of resignation. The Directors shall have the power to fill any vacancies in any offices occurring for whatever reason. An officer may serve no more than a maximum of three (3) consecutive full terms (officers appointed for a period of time more than 1 year shall be presumed to have served a full term. Those appointed for a period of less than 1 year shall be presumed to have not served for the purposes of this provision.) Upon expiration of the successive years of such service, an officer shall not be eligible to be appointed or elected to that office for a period of 2 years. Such officers may, however, continue to serve as directors if so elected..

**SECTION 8 - VACANCIES:** A vacancy in any office because of death, resignation, removal, or any cause shall be filled by election of the Board at any meeting of the Board of Directors for the unexpired portion of the term in the manner prescribed in Section 7 for election to such office.

## **ARTICLE VII - COMMITTEES**

**SECTION 1 - MEMBERSHIP COMMITTEE:** The Membership Committee shall initiate a plan to recruit new members and offer suggestions to the Board on retention of members.

**SECTION 2 - HOSPITALITY COMMITTEE:** The Hospitality Committee shall provide refreshments at the annual meeting and, after receiving Board approval, shall organize and publicize other social events to be sponsored by the Association.

**SECTION 3 - FINANCE COMMITTEE:** The Finance Committee shall recommend fund-raising activities to the Board and, after receiving Board approval, shall organize such activities. The Finance Committee shall also annually audit the financial records of the Association.

**SECTION 4 - LAND USE COMMITTEE:** The Land Use Committee shall represent the Association at local public hearings and informational meetings relating to zoning, sanitation codes, subdivision ordinances, pollution sources, and changes in land use which might affect water quality. The committee shall offer proposals to the Board regarding land use issues.

**SECTION 5 - BOATING SAFETY COMMITTEE:** The Boating Safety Committee shall represent the Association at local public hearings and informational meetings relating to water safety patrols, lake use ordinances, and obstacles to navigation. The Committee shall offer proposals to the Board regarding water use issues.

**SECTION 6 - FISHING AND WATER QUALITY COMMITTEE:** The Fishing and Water Quality Committee shall represent the Association at Department of Natural Resources hearings and at local meetings relating to in-lake water quality, fish

and wildlife habitat, and water levels. The Committee shall offer proposals to the Board regarding water quality monitoring and ecological management of the fishery.

**SECTION 7 – AQUATIC PLANT COMMITTEE:** The Aquatic Plant Committee shall represent the Association at Department of Natural Resources hearings and at local meetings relating to the control of nuisance plants and to the protection of

desirable vegetation. The Committee shall offer proposals to the Board for vegetation management plan and may be delegated responsibility to implement such a plan.

**SECTION 8 - OTHER COMMITTEES:** The President may appoint such other committees as are deemed necessary to support the efforts of the Board.

### **ARTICLE VIII - 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 maybe 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 IX - ADOPTION AND AMENDMENTS**

These By-laws, and any amendments thereto, may be adopted at any annual or special meeting of the Association by two-thirds vote of members present and entitled to vote. Amendments to the By-laws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.

## **ARTICLE X – 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, have approved the dissolution plan, either at a meeting or by a binding mail referendum.

*Approved by unanimous vote of all members present at the Association Annual Meeting on April 20, 2010*