

# **LAKE WAUSAU ASSOCIATION, INC. BY-LAWS**

## **ARTICLE I: General**

### **Section 1: Purpose**

The purpose of the Lake Wausau Association, Inc. shall be to protect, maintain, and enhance environmental and recreational values on Lake Wausau and its surroundings; to organize and conduct activities intended to maintain or improve the ecology, water quality, fishing, and recreational use of Lake Wausau; to promote, encourage, and represent the collective interests of the members of the Lake Wausau Association; to obtain and provide to its members, information of concern to the riparian property owners, recreational users of and other organizations and public officials; to solicit, receive, and expend funds, conduct fund-raising activities, enter into contracts, and conduct such other activities as are appropriate to the purpose and consistent with the nonprofit status of the Association.

This Association is organized exclusively for charitable, educational and scientific purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code, or any future federal tax code.

No part of the income or earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate or public office. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the Internal Revenue Code, or any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The corporation shall not discriminate on the basis of race, color, national and ethnic origin nor shall it discriminate in any such manner as to membership. It shall further refrain from any discrimination based on age, race, creed, color, disability, marital status, sex, national origin, arrest record, conviction record, or military service.

### **Section 2: Nonprofit Status**

Lake Wausau Association, Inc., shall be organized and shall function as a nonprofit nonstock corporation under Chapter 181, Wisconsin Statutes. No part of the assets of the Association shall inure to the benefit of, or be distributable to, any officer, director, or member of the Association while it exists or upon its dissolution. Membership fees and contributions, once accepted, will be considered as part of the assets of the Association and shall not be returned to any person or non-qualified organization. The Association shall not engage in partisan political activities nor support the election of any particular person to public office, nor favor any political party. The Association shall not devote any substantial part of its resources or activities to influencing the passage of legislation.

### Section 3: Authority

Ultimate authority over the policies, activities, and assets of the Association shall reside with its members. The Board of Directors shall exercise this authority on behalf of, and consistent with the direction of, the members of the Association. Officers and directors of the Association shall be elected by the members to execute the day-to-day activities of the Association.

## **ARTICLE II: Membership**

### Section 1: Associate Membership

Associate membership shall be open to any other person, family, business, or organization subscribing to the purposes of the Association.

### Section 2: Term and Acceptance of Membership

Membership shall be valid for one calendar year ending 12/31 upon payment of membership dues prescribed by the Board of Directors, except that a new member joining during the last two months of a calendar year shall be entitled to membership from date of payment of dues through the entire next calendar year. The Board of Directors shall have the right to reject any application for membership for nondiscriminatory reasons consistent with the purposes of the organization. If any membership application is rejected the fee for the current calendar year shall be refunded to the applicant.

### Section 3: Expired Membership

If the membership fees for a calendar year have not been paid by the last day of that calendar year, the member shall be in arrears and shall no longer be entitled to any rights of membership.

### Section 4: Revocation of Membership

a. A membership may be revoked for non-discriminatory cause by the action of the general membership or the Board of Directors. The member under consideration for revocation shall not be entitled to vote on that question.

b. No membership may be revoked until at least 30 days after written notice of intent to revoke membership shall have been delivered by hand, or US Mail, fax or email to the last known address of the member as shown on the membership roll of the Association. The member shall be entitled to have a representative speak, or to submit documents in defense, at a meeting of the Board of Directors.

### Section 5: Rights of Membership

A member in good standing shall have the right to:

1. Attend and speak at all meetings of the Association, subject to the usual rules of order established by the Board of Directors.

2. Vote on all questions put to the general membership at duly called meetings by the method directed and in accord with these By-Laws.

3. Receive not less than annually full information on the activities and state of finances of the Association.

### **Article III: Member Meetings**

a. Annual Meeting:

The annual meeting of the Association shall be held on the second Tuesday of September, unless the Board of Directors or a previous meeting of members shall set some other date. The Board of Directors shall designate the time and place, unless otherwise specified by the members,

b. Special Meetings:

A special meeting of the Association may be called at any time by the President or by majority vote of the Board of Director. In addition, a meeting may be called by agreement of a number of members, which is not less than the number of members required for a quorum as specified elsewhere in these bylaws.

c. Notification:

The call for a meeting of the Association shall specify the meeting date, place and time. The date shall not be less than 30 days subsequent to the effective date of notification. The call need state only the general purpose of the meeting unless more specific information is required as stated in paragraph f. below. Official notification shall be made to each member in good standing. Notification shall be affected by hand delivery, or by US mail, fax, or email addressed to the last known address of member. The date of the notice shall be the effective date of notification.

d. Quorum:

A meeting of members shall not conduct business unless at least one third of the current regular members, or ten members, whichever is less, are present.

e. Presiding Officer:

Unless otherwise directed by the members, the presiding officer at a meeting of the Association shall be the President or other most senior elected officer present. The seniority in descending order shall be president, vice president, secretary, and treasurer. In the absence of all these elected officers, an appointed honorary or emeritus director, shall preside. Should no elected officer or qualified director be present, the immediate past president shall preside, or the members may elect a presiding officer from among the current regular members present.

f. Business:

A properly convened meeting of members may conduct any proper business of the Association. However, no final vote may be taken to change the articles of incorporation, to dissolve the Association, to revoke a membership, or to remove from office any officer or director unless that matter shall have been specifically noticed in the agenda for the meeting. The order of business of the annual meeting shall include a financial report and election of officers and directors.

g. Proxies:

Members may vote by proxy. Each member authorizing any vote by proxy shall furnish a signed copy of the proxy to the presiding officer prior to the meeting. Each person exercising a proxy on a question shall state the name of the member and the fact that it is a proxy vote when casting a vote on that member's behalf.

h. Voting Entitlement:

On each question, each member shall be entitled to one vote. Memberships in the name of a family shall be entitled to two votes provided two adult members of the family are either present at the meeting or have furnished a proxy. Organizations shall be entitled to one vote.

i. Votes to Decide a Question:

A two-thirds majority of votes cast shall be required to approve a change to the articles of incorporation, to revoke the membership of any member, to remove any officer or director, or to dissolve the Association. All other questions shall be decided by a simple majority unless a greater majority shall be required on procedural matters in accordance with the established parliamentary rules.

j. Election of Officers and Directors:

The order of business of the annual meeting shall include election of officers and directors to fill expiring positions. The Board of Directors shall submit a slate of one nominee for each position to be filled. Additional nominations shall be allowed from the floor, but floor nominations shall not be accepted unless the nominee is present, agrees to serve, and offers evidence of qualification. No person shall be elected unless he or she shall have received a number of votes equal to or greater than a majority of votes cast on a ballot. Run off votes in which the nominee with the fewest votes on the previous ballot shall be dropped shall be taken until a majority has been achieved for each position to be filled. In the case of a tie vote, the nominees may mutually agree to decide the election by a method of chance, provided there is no objection from any other person entitled to vote. The method of voting shall be at the option of the presiding officer unless the members by majority vote shall require a particular method.

## **ARTICLE IV: Member Decisions by Mail**

a. The Board of Directors may put any question, except election of officers or directors, to the members by US mail, or fax or email. Notification of the question shall include a full explanation and specify a cutoff date for receipt of responses. The cutoff date shall be not less than 30 days after the date of official notification of the question.

b. The question shall not be decided unless valid responses are received from the same number of members required for a quorum at a regularly convened meeting. The majority required to decide the question in the affirmative shall be the same as that required at a regularly convened meeting of members.

c. Ballots shall be counted in the presence of the Board of Directors. The Board of Directors will thereupon certify the results of each ballot, the certification being recorded in the minutes of the Board meeting at which the certification was made. Each member shall be notified of the results of the ballot within 60 days following the cutoff date for receipt of the ballots.

## **ARTICLE V: Board of Directors**

### **a. Authority:**

Subject to direction by the membership, the Board of Directors shall have entire authority over the activities, administration, and assets of the Association, except the Board of Directors may not change the Articles of Incorporation nor remove or change any provision of these Bylaws specifically agreed by the members. Otherwise, the Board of Directors shall have the power to take any action it deems in the best interest of the Association. The Board of Directors may establish initiation, annual, and other fees which shall be paid by the members, acquire and dispose of assets, enter into contracts, issue public statements, and generally perform any and all functions appropriate to the purposes of the Association.

### **b. Number:**

The Board of Directors shall consist of nine (9) members so elected by the membership.

### **c. Qualifications:**

Any person who is a member in good standing may serve as an officer or director of the Association. A person no longer in good standing as a member shall no longer serve in an elected position with the Association. In such case, the Board of Directors shall declare the position vacant.

### **d. Term**

Of the members so elected the Board shall elect a President, Vice President, Secretary, and Treasurer. The office of Secretary-Treasurer may be combined in the discretion of the Board. The Board members shall serve for a term of three (3) years but the initial Board of Directors for the term beginning January 1, 2011 shall by lot select three (3) members to stand for re-election at the end of the first year of their term, three members to stand for re-election at the end of the second year of their term, and three members to stand for re-election at the end of the third year of their term so as to have a Board of Directors which will have three members serving one year, three members serving two years, and three members serving three years standing for election each successive year. In addition, the Board may designate the immediate past president and others as emeritus or honorary members from time to time.

### **e. Removal**

By two-thirds vote for cause the Board of Directors may declare any elected officer or any Director position vacated. Cause may include excessive unexcused absences, knowingly violating specific Association policy or regulations without Board approval, engaging in conduct that diminishes the reputation and purpose of the Association. The Board shall not take final action on the removal of an Officer or Director until the Officer or Director has been given 30 days' notice of the intent of the Board to remove and an opportunity to be heard either in person or by a representative at a meeting of the Board of Directors.

### **e. Vacancy**

The Board of Directors shall by majority not fill a vacancy on the Board until the previously vacant position would be required to stand for election. A person so named and approved shall complete the unexpired term of the predecessor Director or until a successor is duly elected.

g. Elections:

At the annual meeting each year the members shall elect officers and directors to fill positions whose terms expire that year.

h. Seating and Expiration:

Each elected officer and director shall take office immediately upon election or appointment and shall serve until the expiration of his or her term, or until his or her successor shall have been duly elected, whichever occurs later.

i. Resignation:

An officer or director choosing to resign shall so state in writing. No reason need be given. Upon acceptance by the Board of Directors, the position shall automatically become vacant.

## **ARTICLE VI: Board of Directors Meetings**

a. Annual Meeting:

The Board of Directors shall meet not less than 60 days following the annual meeting of the Association on a date and at a place and time which the President or the Board may designate. This meeting may immediately follow adjournment of the annual meeting of members meeting provided all officers and directors are present.

b. Special Meetings:

Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors.

c. Notification of Meeting:

The President or the officers and directors calling a meeting shall notify each director and officer not less than 10 days in advance of the scheduled meeting date. No advance notice of any Board of Directors meeting shall be required for meetings where all persons entitled to vote in board proceedings are present or when the convening and actions of such a meeting shall be ratified at a subsequent meeting of the Board of Directors. By attending and participating in a meeting convened without the notice prescribed herein, an elected officer or director shall be deemed to have waived the requirement for receiving notice of such meeting.

d. Quorum:

Five members of the Board of Directors entitled to vote shall constitute a quorum for the transaction of any business to come before any meeting of the Board of Directors.

e. Presiding Officer:

The President shall preside at meetings of the Board of Directors. Should the President be absent or unable to preside, the next senior elected officer shall preside. Should no elected officer be present or able to preside, the most senior at-large director in terms of total incumbency as a director shall preside. In any case, the Board of Directors may temporarily designate any of its members to preside.

f. Past President:

The Immediate Past President of the Association shall be a non-voting member of the Board of Directors.

g. Emeritus and Honorary Directors:

Should the Board name Emeritus and/or Honorary Directors they shall be notified of each meeting in the same manner as voting Directors. Honorary or Emeritus Directors may request that they not be included in such notification. Emeritus and Honorary Directors shall not be entitled to vote.

h. Required Attendance:

All elected officers and directors shall attend all meetings unless excused by the Board. An elected officer or director who is absent without being excused from two or more consecutive meetings shall be notified by the president and asked to explain the absence or resign.

i. Votes to Decide a Question:

A unanimous vote shall be required to delegate any or all authority to the Executive Committee while a simple majority shall be sufficient to withdraw all or any part of authority previously delegated. A two-thirds majority shall be required for final action to revoke a membership or remove any director or elected officer, or amend, supersede, or repeal the bylaws. Otherwise, a simple majority shall be sufficient to decide any question except procedural votes for which normal rules of order prescribe a different majority.

## **ARTICLE VII: Board of Director Action by Mail**

Any decision that can be taken by a simple majority at a meeting may be made by mail, or by email or by fax. Each question to be decided shall be clearly explained in writing. Not less than 14 days shall be allowed for a Directors' vote on a question submitted by mail, or by email or by fax. The total of aye or nay responses required to decide a question shall be not less than the number of board members required to be present to constitute a quorum at a regularly convened meeting. The result of the vote shall be reported by the President within 30 days after the response deadline to the Board, either at the next meeting if it occurs within the time limit, or by mail, or by email or by fax to all Board members. The result shall also be recorded in the minutes of the next Board meeting.

## **ARTICLE VIII: Officers and Directors**

a. Qualifications:

No person may serve as an elected officer or director unless such person is also a member in good standing of the Association.

b. Combined Offices:

As provided at Article V the Directors may decide to combine the office of Secretary and Treasurer of the Association.

c. Appointed Officers:

The President, with the concurrence of the Board of Directors, may appoint a legal counsel, an executive Secretary-Assistant Treasurer and/or such other assistant officers as deemed necessary. Such officials shall serve at the pleasure of the President unless otherwise directed by the Board of Directors. Such Officials need not be directors nor regular members of the association.

d. Compensation of Elected Officials:

No elected officer or director may be compensated in cash or anything else of significant value for time expended in the conduct of Association business, except that the Secretary and Treasurer may be given a taken cash stipend. Officers, directors and the Immediate Past President may be provided meals and/or reimbursed for other direct expenses in connection with Association activities. Such reimbursements shall be only as specifically authorized by the Board of Directors.

e. Duties of Officers:

1. President: The President shall preside over all Association members and Board of Directors meetings. The President shall be the chief executive officer of the Association and responsible for management of its day-to-day affairs, and coordination of the activities of other elected and appointed officials. The President shall be the supervisor of all employees unless another officer shall have been designated. The President shall serve as the Chair of the Executive Committee and an ex officio member of all other standing committees. He or she shall perform such other duties as may be assigned by the Board of Directors.

2. Vice President: The Vice President shall assume the duties of the President should that office become vacant or should the President be unable to serve. In addition, the Vice President shall be an ex officio member of the Executive Committee, and shall perform such other duties as the President and/or Board of Directors shall assign.

3. Secretary: The Secretary shall serve as the Corporate Secretary and shall maintain the official records of the Association except for records of financial accounts. The Secretary shall record the minutes of Association member and Board of Directors meetings and publish and distribute them as required. The Secretary shall send out meeting notices and shall keep records of members, to include their name, address, and status. The Secretary shall prepare and issue news releases and edit and publish the newsletter of the Association. Except as required of the Corporate Secretary, when such is appointed. In any case, the Corporate Secretary shall be an ex officio member of the Executive Committee.

4. Treasurer: The treasurer shall maintain the financial accounts and records of the Association, and, when available, shall sign all checks. The Treasurer shall annually prepare a financial statement for the information of the members at the annual meeting and shall serve as Chair of the Finance Committee. The Treasurer shall be an ex officio member of the Executive and Financial Committees.

5. Secretary-Treasurer: When these two positions are combined, the Secretary-Treasurer shall perform the duties of both positions stated above.



6. Executive Secretary: When appointed, the Executive Secretary shall be responsible for the day-to-day administration of the affairs of the Association, to include recording and transcribing minutes of member, Board of Directors, and Executive Committee meetings, maintaining files, receiving and responding to routine correspondence, making arrangements for and sending out notices of meetings, recording the status of members, editing and publishing the Association newsletter, preparation and issue of news releases, and assisting other officers and chairpersons of the Association. If designated also as Assistant Treasurer, he or she shall receive dues and other payments from members and make deposits to Association accounts while keeping the Treasurer informed of such financial transactions.

## **ARTICLE IX: Committees**

a. Standing Committees:

The standing committees of the Board of Directors shall be:

- Executive Committee
- Finance Committee
- Membership Committee
- Civic Affairs Committee
- Lake Stewardship Committee
- Zoning and Pollution Committee
- Recreation and Lake Use Committee

The Executive committee shall consist of elected officers and at-large directors, while the other standing committees may consist of or include persons appointed from the current membership of the Association.

b. Temporary Committees:

The President may appoint such temporary committees, as he or she, or the Board of Directors, shall deem necessary.

c. Members of Standing Committees

1. Executive Committee: The President shall be ex officio chair of this committee. Other ex officio members of this committee shall be the Vice President, the Secretary, the Treasurer [or the Secretary Treasurer], and Legal Counsel, if appointed. The Legal Counsel shall be entitled to vote only if he or she is also an at-large director. Other directors may be appointed to this committee by the President with the consent of the Board.

2. Finance Committee: The Vice President shall be ex officio chair of this committee. The Treasurer shall be an ex officio member. The President may appoint additional members.

3. Other Committees: The President shall be an ex officio member of each such committee and shall appoint the chair and such other members as are deemed necessary. Each director shall be appointed to chair one of these committees.

d. Duties and Authority of Standing Committees:

1. The Executive Committee shall act on behalf of, and with the authority of, the entire Board of Directors, to the extent so authorized by the Board of Directors. When acting within this authority, formal minutes shall be kept on all meetings. A copy of such minutes shall be furnished to each officer and director on the Board within 30 days of any meeting at which such action was approved.

2. The Finance Committee shall prepare an annual budget for approval of the Board of Directors, recommend and/or organize fund-raising activities, annually audit, or cause to be audited by a disinterested firm or person[s], the financial accounts of the Association, and periodically review and report to the Board of Directors the budgetary status of the Association.

3. The Membership Committee shall initiate and coordinate actions to gain new members and to regain members in arrears. The committee shall recommend to the Board of Directors action on application for new memberships when there is any doubt as to meeting the qualifications for membership.

4. The Civic Affairs Committee shall attend and report on meetings of the town board, the school board, and, when appropriate, the county board. The committee shall be entitled to speak for the Association at such meetings when another elected officer is not present to speak. The Committee shall make recommendations to the Board of all proposals for legislation or administrative rules, which fall under the charter of another standing committee.

5. The Lake Stewardship Committee shall recommend action to control weed and algae, organize and supervise control activities conducted by the Association, coordinate Association control activities with public officials and riparian property owners, and report on progress to the Board of Directors and general membership.

6. The Zoning and Pollution Control Committee shall attend town and county public hearings relating to zoning, drinking water, and sanitation in the vicinity of Lake Wausau, speak for the Association at such meetings when another officer is not present to do so, coordinate with public officials and property owners on current or potential zoning or pollution and other water quality criteria, and report conditions and progress to the Board of Directors and general membership.

7. The Recreation and Lake Use Committee shall attend town and county public meetings relating to recreational and other lake use on Lake Wausau, obtain information from and communicate Association concerns to law enforcement, DNR, and other public officials relating to fishing and boating on Lake Wausau, organize and/or assist in boating safety and fish stocking/habitat activities, and report conditions and progress to the Board of Directors and general membership.

## **ARTICLE X: Order of Business**

The normal order of business at meetings of the members and of the Board of Directors shall be:

1. CALL TO ORDER
2. INTRODUCTION OF NEW MEMBERS [MEMBERS MEETING]
3. ROLL CALL [DIRECTORS MEETING]
4. MINUTES OF PREVIOUS MEETING
5. COMMUNICATIONS
6. ACCEPTANCE OF NEW MEMBERS [DIRECTORS MEETING]
7. REPORTS OF OFFICERS
8. ANNUAL FINANCIAL REPORT [MEMBERS MEETING]
9. REPORT OF EXECUTIVE COMMITTEE
10. REPORTS OF OTHER COMMITTEES
11. OLD BUSINESS
12. NEW BUSINESS
13. ELECTION OF OFFICERS AND DIRECTORS (MEMBERS MEETING)
14. APPOINTMENTS [DIRECTORS MEETING]
15. NEXT MEETING
16. ADJOURNMENT

## **ARTICLE XI Finances**

### **SECTION 1: Fiscal Year**

The fiscal year of the Association shall be concurrent with the calendar year.

### **SECTION 2: Investment of Funds**

Funds not needed for current activities of the Association shall be invested in interest- bearing accounts or securities providing the best available return on investment at or through financial institution authorized by the Board of Directors. Investment decisions may be made by the Board of Directors. In any case, no investment commitment with a term in excess of one year may be made without express authority of the Board of Directors.

### **SECTION 3: Audit**

The Association financial accounts shall be audited annually within 60 days after the end of each fiscal year under the direction of the Finance Committee. The results of the audit shall be reported to the Board of Directors and to the members.

### **SECTION 4: Annual Budget**

The Board of Directors shall adopt a budget for each fiscal year not later than 60 days after the beginning of that year. No expenditure shall be made without prior approval of a budget unless specifically authorized by the Board of Directors.

## SECTION 5: Annual Financial Report

The Treasurer shall prepare an annual financial report for the fiscal year ending prior to the annual member meeting. That report shall be presented to the members at the annual meeting.

## SECTION 6: Signatures

The Treasurer, or in his or her absence another elected officer or director, shall sign all checks. The Board of Directors may require that a second signature be required on checks. All other documents constituting a legal obligation of the Association shall be signed by the President, or by another elected official when specifically authorized by the Board of Directors.

# ARTICLE XII: Miscellaneous Provisions

## SECTION 1. Rules of Order

Roberts Rules of Order in the current reviewed edition shall be in force at all meetings of the Association members, the Board of Directors, and standing and temporary committees thereof, unless required otherwise by Wisconsin Statute and these bylaws, or when otherwise decided by the body involved.

## SECTION 2. Open Meetings

a. Membership meetings shall be open to the general public except when dealing with a removal, revocation, or other specific personnel matter. Nevertheless, a meeting may be closed by majority vote at any time. Representatives of the media or other visitors may be present only on approval of the Board of Directors.

b. Board of Directors meetings shall be open to persons who are members in good standing, or designated representatives of a member in good standing, except when such a meeting shall be closed to consider a revocation, removal, or other personnel matter. If space in the meeting room is limited, the Board of Directors may limit or exclude members. Representation of the media or other visitors may be present only on approval of the Board of Directors.

c. Meetings of standing and temporary committees shall be closed to all but officers and other directors, and any other committee members, except for persons specifically invited to be present.

## SECTION 3: Location

The official records of the Association shall be located with the Secretary and Treasurer, unless some other specific location within the State of Wisconsin is authorized by the Board of Directors.

### ARTICLE XIII: Amendment

These By-Laws may be amended by a majority vote of the members at a duly noticed member meeting.

These By-Laws as amended have been adopted by majority vote of the members in accordance with Article III i, which is restated at Article XIII herein.

Dated this 16th day of October, 2019.

Certified By:

LAKE WAUSAU ASSOCIATION, INC.



Rick Parkin , President



Sherry Wagner, Secretary