

BYLAWS  
VILAS COUNTY LAKES and RIVERS ASSOCIATION (VCLRA)

ARTICLE I – GENERAL

- Section 1: NAME – The Name of the Association shall be Vilas County Lakes and Rivers Association herein referred to as the Association
- Section 2: PURPOSE – The purpose of the Association shall be to educate, communicate, and promote cooperation among organizations, individuals, government bodies and the general public of Vilas County and to preserve, protect, and enhance our lakes and waterways for present and future generations.
- Section 3: STATEMENT OF NONDISCRIMINATION – The Association shall not discriminate on the basis of race, gender, religion, disabilities, or any other basis prescribed by law, with respect to affiliation, membership, elections, appointments, employment, contracting, meeting or any other activity.
- Section 4: STATUS AND LIMITATIONS – To carry out the program 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. (Sections of the Statutes are cited throughout these bylaws.) This organization is organized exclusively for one or more of the purposes as specified in Section 501c (3) of the Internal Revenue Code. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

ARTICLE II-MEMBERSHIP

- Section 1: CLASSES AND QUALIFICATIONS OF MEMBERS – The Association shall have two classes of membership, voting and associate.
- Section 1a: Voting Members – Individuals, families and organizations who have a non-financial interest in the protection and improvement of Vilas County inland water bodies, environs and watersheds shall be eligible to become voting members. Persons may choose to become voting members whether or not they are a member of a Lake District, Lake Association or Lake Organization.
- Section 1b: Associate Members – Associate membership is open to for-profit businesses and not-for-profit organizations who subscribe to the purposes of the Association and pay the membership dues.
- Section 2: DUES - Annual dues shall be set by the Board of Directors. To remain a Voting member of the Association dues shall be paid by June 1<sup>st</sup> of each year.

## ARTICLE III – VOTING

- Section 1: VOTING – Any individual, family, or organizational membership shall cast only one vote on any question called to vote. For family and organizational memberships, it is up to the membership to appoint a delegate to cast their 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 ballots. All votes shall be counted by a show of hands unless otherwise specified in these By-Laws.
- Section 3: REFERENDA: The Board of Directors may at any time solicit reactions from members through a mail or electronic 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 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 – MEETINGS

- Section 1: TYPES OF MEETINGS – The Association shall have the following meetings to conduct the business of the Association.
- Section 1a: Annual Meeting –The time and place shall be designated by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections, a financial report, discussion of projects, adoption of a budget, committee reports, member concerns and an educational program. (Sec. 181.14(1) (2))
- Section 1b: Special Meetings –A special meeting of the Association may be called at any time by the President, by 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 the annual meeting. (Sec. 181.14(3))
- Section 1c: Informal 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 2: NOTIFICATION – Every annual or special meeting must be preceded by notice to paid members and members from the preceding year that has not yet renewed their membership. Notification may be hand delivered, or by mail or electronic at least 15 days, but not more than 30, prior to the meeting date. The notice shall summarize any proposed changes in the bylaws, and shall highlight any proposals to dissolve the Association, and may include a detailed agenda. (Sec. 181.15)

Section 3: QUORUM – No formal business may be conducted at membership meetings unless at least one-twentieth of the paid members are present.

Section 4: PROCEDURE – Robert Rules of Order shall be in force at the meetings of the Association. Non-members of the Association in attendance 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: ELECTIONS – Elections for the Board of Directors shall be conducted at the annual meeting. In the event of a contest for an office a written ballot shall be provided. The Board of Directors by a two thirds vote, may from time to time, name past Board Members to be Emeritus Members.

Section 2: MEMBERSHIP OF THE BOARD OF DIRECTORS – The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, no more than 8 (eight) at large directors. Immediate Past Presidents who will act as ex- officio, nonvoting member and any elected Emeritus Members.

Section 2a: Resignations - A Director may resign by so stating in writing. Upon receipt of a letter of resignation by the Board, the position shall automatically become vacant effective then or a subsequent date specified by the resigning Director.

Section 2b: Removal:

(a) For Cause – By two-thirds vote, the Board may declare any Director’s position vacant. Justifiable cause may include knowingly violating specific Association policies and regulations, conviction of a felony, or any other action reflecting adversely on the reputation and well-being of the Association. The Board shall not take final action on removing a Director until he or she has been given not less than thirty days notice of the intent of the Board to do so, and shall have been given an opportunity to appear in person, have a representative appear, or submit documentation on his or her behalf, in a subsequent Board meeting.

(b) Without Cause – By two-thirds vote, the Members at any meeting may declare any director’s position vacant. Requirements for notice and opportunity to respond shall be the same as paragraph (a) of subsection 2(b).

Section 2c: Vacancies – The Board shall fill any vacancy on the Board when the unexpired portion of the term is a balance of sixty or more days from persons who meet the qualifications to serve as a Director. The membership and Nominating Committee shall recommend not more than two persons to the Board for election to fill the vacancy. A person so elected shall fill out the unexpired term of his or her predecessor.

Section 3: REQUIRED ATTENDANCE – All directors, excluding Emeritus and Honorary Directors shall attend all meetings unless excused by the President. The office of any director who is absent for three consecutive meetings shall automatically become vacant.

- Section 4: 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. Six directors shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by a 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. (Sec. 181.22; Sec. 181.24)
- Section 5: TERMS OF OFFICE – Directors are elected for two-year terms. Their terms shall expire after the annual meeting or upon the election of new directors, whichever occurs later. All directors may serve as many two-year terms as agreed to by the Board of Directors and the membership. The terms of office of President, Vice-President, and four (4) at-large directors expire in even-numbered years. The terms of Secretary, Treasurer and four (4) at-large directors expire in odd-numbered years. (Sec. 181.20(3))
- Section 6: ELECTION OF OFFICERS: Officers shall be elected by a majority vote of the Board of Directors at the conclusion of the Annual Meeting. All vacancies shall be filled promptly by appointment by the Board of Directors. President, Vice-President, Secretary and Treasurer are limited to two consecutive terms (4 years) with the agreement of the Board of Directors. After their two terms as officer they may return to a Director’s position, fill a different officer position or resign. All vacancies shall be filled promptly by appointment by the Board of 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 VI – OFFICERS

- Section 1: NUMBER AND TITLES – Officers of the Association consists of the President, Vice-President, Secretary, and Treasurer.
- Section 1a: 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 shall appoint, subject to Board approval, all committee members who shall serve until the end of the President’s term. The President is an ex-officio member of all committees.
- Section 1b: 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 annual meeting and carry out other assignments at the request of the President.
- Section 1c: Secretary – The Secretary shall maintain the official records of the Association as well as its archives. The Secretary shall record and distribute the minutes of meetings and Board meetings. The Secretary shall send out notices of membership meetings. Secretary shall update and publish revised Bylaws as changes are approved.

Section 1d: Treasurer – The Treasurer shall maintain the financial records of the Association and shall sign all checks, co-signed by the President or other designated officer in his/her absence for any amount over five hundred (\$500) dollars. The Treasurer shall maintain a current record of the names and addresses of members entitled to vote, notify the membership of annual dues/renewal, and collect all monies due the Association. 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.

## ARTICLE VII-COMMITTEES

Section 1: STANDING COMMITTEES-Each at large Director shall serve on at least one standing committee. Standing committees of the Association shall consist of the following committees. Each of the committees shall consist of at least 3 persons as assigned by the President and approved by the Board of Directors.

Section 1a: Nomination Committee – The Nomination Committee shall present a slate of directors at the annual meeting for election by the members. Additional nominations may be taken from the floor at the Annual Meeting, providing that the nominated individual is an Association member in good standing and has given his/her consent to be placed into nomination

Section 1b: Membership Committee – The Membership Committee shall initiate plans for recruiting of new members and retention of members.

Section 1c: Communication Committee – The Communication Committee shall produce and distribute a general newsletter of information for the Association a minimum of two times per year, prepare and distribute press releases and public service announcements as needed for meetings and programs, and also distribute special notices to the membership on issues pertinent to lakes.

Section 1d: Education Committee – The Education Committee shall work in conjunction with other committees to provide educational materials to members through articles in the newsletter, arrangements of programs for the membership and purchases and distribution of educational materials.

Section 2: OTHER COMMITTEES – The President may appoint other ad hoc committees as deemed necessary to support the efforts of the Association.

Section 3: EXECUTIVE COMMITTEE – The Board of Directors may by majority vote of its members, designate an Executive Committee consisting of three (3) Board Members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation (association), to the extent permitted, and except as may otherwise be provided by provisions of law. By majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase the

members of the Executive Committee and fill vacancies on the Executive Committee for the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records and report the same to the board from time to time as the board may require.

#### ARTICLE VIII-INDEMNIFICATION AND FINANCES

- Section 1: INDEMNIFICATION OF OFFICERS AND DIRECTORS – As provided by Wisconsin law, the Association shall indemnify any officer, 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 [ Sec. 181.045]
- Section 2: FISCAL YEAR – The records and accounts of the Association shall be maintained on a fiscal year basis from June 1 to May 31.
- Section 3: ACCOUNTS AND INVESTMENTS – Funds of the Association shall be promptly deposited at a financial institution with Vilas County 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- BY-LAWS

- Section 1: ADOPTION AND AMENDMENTS – These bylaws and 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. 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 X-DISSOLUTION OF CORPORATION

- Section 1: DISSOLUTION – The Board of Directors, by two thirds affirmative vote of all directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to 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 or email referendum [Sec. 118.53]