

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 foster engaged and informed communities committed to the welfare of our natural waters through advocacy, education, and conservation in cooperation with organizations, individuals, government bodies and the general public of Vilas County with the mission to sustainably preserve, protect, and enhance our lakes and rivers for the benefit of all.
- Section 3: STATEMENT OF NONDISCRIMINATION – The Association shall not discriminate based on 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 1st 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, adoption of a budget, committee reports, discussion of projects and member concerns. (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 – Notice of the Annual Meeting and each special meeting shall be given to each Member, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting. Notice of a Member meeting shall be given not less than [seven] (7) days, nor more than [fifty] (50) days, before the date scheduled for the meeting referred to in the notice. Notice may be given electronically, via mail or personal delivery.
- 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: Meetings by Electronic Means of Communication – Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating Directors may simultaneously hear or read each other’s communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.
- Section 5: 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 two thirds vote, may from time to time, name past board members of significant expertise and experience to be emeritus directors who will act as ex-officio, nonvoting board members in an advisory capacity.
- 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, the past President, and any emeritus directors. Directors are expected to have:

- a) A demonstrated commitment to the purpose of the organization as stated in Article I.
- b) An ability to make a positive and material contribution to the operation of the organization.
- c) A commitment to participate actively as a director by attending meetings, serving on committees, promoting the goals of the Association and participating in its activities.

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 – Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the Directors then in office.

Section 3: REQUIRED ATTENDANCE – All directors, excluding Emeritus and Honorary Directors shall attend all meetings unless excused by the President. Any director who is absent for three consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office.

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. A majority of 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. (§ 181.0820, § 181.0824)

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. The terms of office of President, Vice President, and half of the at-large directors expire in even-numbered years. The terms of office of Secretary, Treasurer, and the balance of at-large directors expire in odd-numbered years. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are appointed. Replacements shall be selected by the President subject to the approval of the remaining Directors for unexpired terms, but in no event will the number of Directors be fewer than three. (§ 181.0805)

Section 6: ELECTION OF OFFICERS: Officers of the Association shall be elected by a majority vote of the newly constituted Board of Directors at a meeting of the Board of Directors immediately following the annual meeting. Officers shall be elected for two-year terms and shall serve until their successors are elected.

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 will have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice-President will assist the President in the performance of his or her duties as the President directs.

- 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 will sign documents of the Association from time to time as required, perform such duties as may be assigned by the President; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.
- Section 1d: TREASURER –The Treasurer shall maintain the financial records of the Association and shall sign all checks. The Treasurer shall maintain a current record of the names and addresses of members entitled to vote, notify the membership of annual dues/renewal, collect all monies due the Association and perform such additional duties as may be assigned to the Treasurer by the President. 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.
- Section 1e: OTHER OFFICERS: Other officers may be appointed by the President, with concurrence of the Board. A legal counsel, an executive secretary, newsletter editor, webmaster or such other assistant officers as are deemed necessary need not be members of the Association.

ARTICLE VII – COMMITTEES

- Section 1: COMMITTEES – The President (or Board) may appoint committees as deemed necessary to support the efforts of the Board. To the extent provided in said resolution, such committees will have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Association, except action in respect to election of officers or the filling of vacancies in the Board of Directors or committees. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law.

ARTICLE VIII-INDEMNIFICATION AND FINANCES

- Section1: 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 may be amended or repealed and new Bylaws may be adopted by a majority of the Members present at an Annual or special meeting, or by the Board at any meeting upon the vote of two-thirds (2/3) of the Directors then in office. Prior notice of the meeting must be given stating the proposed amendment, repeal or new Bylaws to be considered.

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]

CERTIFICATION

Amended by unanimous vote at the annual meeting of the Association on July 15, 2022.