

## **Moen Lake Chain Association, Inc. Bylaws**

### **ARTICLE I - General**

**Section 1: Purpose:** The purpose of the Moen Lake Chain Association, Inc. (The Association) is to:

- A. Protect, maintain and enhance environmental and recreational values on the Moen Lake Chain and its surroundings,
- B. Obtain and provide to its members information of concern,
- C. Represent its members with other organizations and public officials, and
- D. Conduct other such activities as appropriate to the purpose and consistent with the nonprofit status of the Association.

The term “Moen Lake Chain” is defined as the North Pelican River Flowage, including Moen Lake, Second Lake, Sunset Lake, Third Lake, Fourth Lake, and Fifth Lake as far as the dam at the outlet of Fifth Lake. Fourth and Fifth Lakes are also known as North Pelican Lake. These bodies of water are located in the townships of Pine Lake, Stella and Pelican in Oneida County, Wisconsin.

**Section 2: Status and Limitations:** To carry out the mission and purpose of the Association and to make effective representation 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, or function as a regulatory, legal or law enforcement body.

**Section 3: Authority:** Subject to the direction of the membership and these Bylaws the Board of Directors shall have authority over the policies, activities, and assets of the Association.

### **ARTICLE II – Membership**

**Section 1: Eligibility:** Any person(s) owning or residing, for at least one month each year, on a parcel or parcels of property on the Moen Lake Chain or within one mile distance from the chain shall be eligible to be a member. Only members may vote or serve as a Director/ Officer. The term “any person” is defined as a person, business, corporation, partnership, trust, or other legal entity.

**Section 2: Dues:** Membership dues shall be set by the Board of Directors and approved at the annual meeting of the members of the Association. Said dues are annual and due and payable January 31<sup>st</sup> of each year and must be paid before the member may vote.

**Section 3: Voting Units:** Each membership is entitled to one vote.

**Section 4: Proxy:** Prior to any meeting, a member who is entitled to a vote and is not able to attend may designate by written proxy a spouse, child, grandchild, or other member of the Association to vote in their stead. No member may vote by absentee ballot.

**Section 5: Referenda:** The Board of Directors or one-tenth (1/10) of the membership may request that a referendum be conducted through a mail or email survey. Members shall have thirty (30) days to return response

forms and results shall be announced within sixty (60) days of the response deadline. Further action may be taken through a subsequent membership vote.

### **ARTICLE III - Membership Meetings**

**Section 1: Annual Meeting:** The Annual Meeting of the Association shall be held each calendar year at a time and place specified by the Board of Directors.

**Section 2: Special Meetings:** Special meetings 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-tenth (1/10) or more of the members. Only those items described in the notice shall be discussed at the meeting.

**Section 3: Informational meeting or Social Event:** The Association may sponsor a variety of meetings or events designed to provide educational, recreational, fundraising, or social opportunities for its members, their guests and/or the public.

**Section 4: Notification:** Every annual meeting or special meeting must be preceded by notice to members in good standing. Notification may be by mail or electronic communication at least thirty (30) days, but not more than fifty (50) days, prior to annual meetings and at least fifteen (15) days prior to special meetings. The notice shall include a description of any matter that must be approved by the members.

**Section 5: Quorum:** No formal business may be conducted at membership meetings unless at least one-tenth (1/10) of the members in good standing are present in person or proxy.

**Section 6: Action by Mail or E-Mail:** The Board of Directors may put a question, except election of Directors, to the members by mail or e-mail. Notification of the question shall include a full explanation of the question to be considered and specify a date for receipt of responses. Responses must be received within thirty (30) days of the notification postmark. The question shall not be decided unless valid responses are received from the same number of members required for a quorum at an annual or special meeting. Mail and e-mail ballots shall be tabulated in the presence of the Board of Directors. The Board shall certify the result of each ballot and the certification recorded in the minutes of the Board meeting held to tabulate the ballots. Members shall be notified of the results not more than thirty (30) days following the deadline for receipt of responses.

**Section 7: Procedure:** The current edition of Roberts Rules of Order shall be in force at the meetings of the Association, Board of Directors and the Association committees.

### **ARTICLE IV- Board of Directors**

**Section 1: Duties:** The Board of Directors shall manage the affairs of the Association. Only members in good standing shall be eligible for election to the Board of Directors.

**Section 2: Membership:** The Board of Directors shall consist of nine (9) members. In addition, the most recent Past President may be an advisory non-voting member.

**Section 3: Elections and Terms of Office:** At the annual meeting, the Directors shall be elected to one (1) of three (3) staggered three-year (3) terms, with one-third (1/3) of the board elected in each year. Their respective term shall expire at the conclusion of the annual meeting, which culminates their term. A Director may be elected for only two (2) consecutive full terms (6 years).

**Section 4: Nominations:** The Board of Directors shall annually appoint a nominating committee of at least two (2) members and the Association most recent past President who shall chair the committee. In the absence of a past President, the Board shall appoint a current Director to chair the committee. The nominating committee shall nominate one or more members for each of the Director positions available in any given year to be elected at the annual meeting. A member of the Association at the annual meeting may make nominations from the floor of a member present and willing to serve.

**Section 5: Qualifications:** Any member in good standing of the Association may serve as a Director. If the elected member is no longer in good standing, the Board of Directors shall declare the position vacant.

**Section 6: Resignation:** A Director choosing to resign shall notify the Board in writing. Upon acceptance by the Board, the position shall automatically become vacant.

**Section 7: Removal:** Given justifiable cause, the Board of Directors may declare any Director position vacant. Justifiable cause may include excessive unexcused absences, knowingly violating specific Association policy or regulations, or any other action reflecting adversely on the reputation or well being of the Association. Before voting, said Director must be given at least twenty (20) days notice of the intent of the Board to remove said Director and the Director must be given the opportunity to appear in person or by representative to the Board meeting at which the removal will be considered. A two-thirds (2/3) majority vote is necessary to effect removal.

**Section 8: Vacancy:** A vacancy on the Board of Directors may be filled by the remaining members of the Board of Directors until the next annual election. The succeeding election will fill the remaining portion of the vacated term, and shall not count as a consecutive term.

## **ARTICLE V- Board of Director Meetings**

**Section 1: Regular Meetings:** The Board of Directors shall meet not less than two (2) times per year. The first meeting of the year for the new Board will be held immediately following each annual meeting for the specific purpose of electing officers of the Association from the members of the Board of Directors. Other meetings shall be held at a time and place designated by the President of the Association.

**Section 2: Special Meetings:** A Board of Directors meeting may be called by the President or by not less than five (5) Board members.

**Section 3: Notification:** Notification of the Board of Directors meeting shall be given not less than fifteen (15) days in advance of the scheduled meeting. No advance notice of any Board of Directors meeting shall be required for meetings where all persons entitled to vote are present or when the convening and action of such a meeting shall be ratified at a subsequent meeting of the Board. By attending and participating in a meeting convened without the notice prescribed herein, a Director shall be deemed to have waived the requirement for receiving notice of such meeting.

**Section 4: Quorum:** A quorum shall consist of at least five (5) Directors entitled to vote for the transaction of any business to come before the meeting.

**Section 5: Ruling Majority:** For votes to decide a question, a simple majority shall be sufficient unless otherwise specified by these Bylaws. Exceptions include final actions to revoke a membership or remove a Director where a two-third (2/3) majority vote is required.

**Section 6: Presiding Officer:** The President shall preside at all meetings of the Board of Directors unless unavailable, in which case the presiding officer shall be the Vice President, Secretary, or Treasurer in that order, or as designated by the President.

**Section 7: Open Meetings:** All meetings of the Board of Directors shall be open to all persons who request in advance to attend or to be put on the agenda or who are specifically invited, except when such meeting shall be closed to consider a revocation, removal, or other personnel matter.

**Section 8: Action by Mail, E-Mail or Telephone:** Any decision that can be made by simple majority vote by the Board of Directors may be made by mail, e-mail, or telephone on the initiative of the President. Each question to be decided shall be clearly explained. Not less than fourteen (14) days shall be allowed for a response subsequent to delivery to all Board members entitled to vote on the question. The President shall report the result of the vote to the Board within thirty(30) days after the response deadline. The results shall also be recorded in the minutes of the next Board meeting.

**Section 9: 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: Officers:** The officers of the Association shall be President, Vice President, Secretary and Treasurer. The President and Vice President may not serve in more than one office at the same time. The officers shall be elected at the Board of Directors meeting immediately following the annual meeting. Each elected officer shall take office immediately upon election and shall serve until the end of their current term as Director.

### **Section 2: Principal duties:**

(A) The President shall preside at all meetings of the Board of Directors and the general membership meetings and shall perform all other duties usually incumbent upon such offices including being an ex-officio member of all committees.

(B) The Vice President shall perform the duties of the President in the case of the President's absence or disability and other assignments at the request of the President.

(C) The Secretary shall have the custody of the minute books of the Corporation, shall keep a record of all meetings of the Board of Directors, shall maintain a list of all members of the Association entitled to vote, shall give any required notices of meetings, and shall perform other duties as usually incumbent upon such office.

(D) The Treasurer shall have custody of all funds of the Association, shall collect and disperse funds of the Association and keep accounts thereof, shall deposit or invest funds as approved by the Board of Directors, and provide an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting. The Treasurer, on an annual basis, shall apply and/or recertify for Chapter 181 as a non-stock Corporation. The Board shall appoint one additional officer or Director who shall be authorized to sign financial transactions when the Treasurer is unavailable. The records of the Treasurer shall be audited upon election of a new Treasurer, or as deemed necessary, by an Auditing Committee appointed by the President.

## ARTICLE VII - Committees

**Section 1: Standing and Temporary Committees:** The Board of Directors may establish standing and temporary committees and appoint members of said committees. The President shall be ex-officio member of all committees and shall appoint the chair.

**Section 2: Composition:** Committees of the Board shall consist of three (3) or more Directors. Non-board committees will normally be comprised of at least three (3) members, one or more of who may be a Director. In special circumstances, a non-Association member with needed skills may be a committee member.

## 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 may be involved in legal proceedings by virtue of their good faith actions on behalf of the Association, unless liability of such person results as a result of their willful misconduct.

**Section 2: Fiscal Year:** The fiscal period, records and accounts of the Association shall be the calendar year unless otherwise determined by the Board of Directors.

**Section 3: Accounts and Investments:** Funds of the Association shall be promptly deposited at a financial institution designated by the Board of Directors. Funds not needed for current operations may be deposited in interest bearing accounts.

**Section 4: Records and Reports:** Association records, minutes, accounting records and list of members present and entitled to vote shall be kept in accordance with Wisconsin Statutes 181.1601. Proposed amendments to the Bylaws must be summarized in the notice for the annual or special meeting at which the amendments are to be considered.

**Section 5: Contracts:** The Board of Directors may not enter into any unbudgeted contract on behalf of the Association in excess of One Thousand Dollars (\$1,000.00) unless approved by the members of the Association.

## ARTICLE IX – Dissolution

**Section 1:** The Board of Directors, by a two-thirds (2/3) 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 the membership. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds (2/3) 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.

## **ARTICLE X - Amendments to the Bylaws**

**Section 1:** These Bylaws may be amended or rescinded by two-thirds (2/3) majority vote of the membership present at any properly convened meeting thereof. The members must have received written notice of such proposed amendment(s) or rescission at least thirty (30) days prior to voting at said membership meeting.

### **Revisions:**

July 8, 2006

July 9, 2016