

ARTICLE I

General

Section 1: Purpose: the purpose of the Moen Lake Chain Association, Inc. (The Association) shall be to protect, maintain and enhance environmental and recreational values on the Moen lake Chain and its surroundings; to obtain, and provide to its members, information of concern, to represent its members with other organizations and public officials and to conduct such other activities as are appropriate to the purpose and consistent with the nonprofit status of the Association.

Section 2: Nonprofit Status: The Association shall be organized and shall function as a nonprofit, non-stock corporation under Chapter 181, Wisconsin statutes.

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

ARTICLE II

Membership

Section I: Active Membership: Any person(s) owning a parcel(s) of property on the Moen Lake Chain, or within a one mile distance from the chain shall be eligible to be an active member. Only Active members may vote or serve as an Officer or At-Large-Director.

The term "any person" is defined as any natural person, corporation, partnership, trust or other legal entity.

The term "Moen Lake Chain" is defined as Moen Lake, Second Lake, Sunset lake, Starks Creek (between Sunset Lake and Second Lake) Third Lake, Fourth Lake, and Fifth Lake as far as the Dam at the outlet of Fifth Lake. Said bodies of water are located in Townships of Pine Lake, Stella, and Pelican in Oneida County, State of Wisconsin.

Section 2: Membership Dues: Active 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 payable before the Annual General Meeting and must be paid before an active member may vote.

Section 3: Voting Units: It is intended that each parcel of property shall have only one vote and no one person shall have more than one vote. When the following circumstances exist, the parcels so owned shall be deemed to be one parcel for purposes of voting:

- 1) If one member of the Association owns two or more such parcels or
- 2) if two or more members own one such parcel or
- 3) one more member also owns one or more parcels.

No fractional votes shall be allowed

The person voting must be a member in good standing.

Section 4: Proxy: Prior to any meeting, a member who is entitled to a vote and is not able to attend a meeting may designate, by written proxy, a spouse, a child, a grandchild, another member or the President of the Association to vote for him or her.

ARTICLE III

Membership Meetings

Section 1: The Annual Meeting of the Association shall be held in July at a time and place to be specified by the Board of Directors, or at such time as the Board of Directors shall designate.

Section 2: Special Meetings shall be held at the call of the President, the Board of Directors, or a group of members having at least one-third (1/3) of the votes entitled to be cast such meeting.

Section 3: Notification of any meeting of the Association shall specify the meeting date, place and time and shall be made in writing to each Active and Associate member at least thirty (30) days prior to the meeting.

Section 4: A Quorum shall consist of a least twenty percent (20%) of the votes entitled to be cast, present in person or represented by proxy.

Section 5: The Presiding officer at all meetings shall be the President. If the President is not available, the presiding officer shall be the Vice President, Secretary or Treasurer in that order, or as designated by the president.

Section 6: Action by Mail or e-Mail: The Board of Directors may put a question, except election of Officers or At-Large-Directors, to the Active Members by mail or e-mail. Notification of the question shall include a full explanation and specify a cut off date for receipt of the responses. The cutoff date shall not be less than thirty (30) days after the postmark date on the notification.

The question shall not be decided unless valid responses are received from the same number of Active Members required for a quorum at an annual or special meeting and the majority required to decide the question shall be the same as required at said meeting.

Mail and e-mail ballots shall be tabulated in the presence of the Board of Directors. The Board of Directors shall certify the result of each mail or e-mail ballot and the certification recorded in the minutes of the board meeting held to tabulate the ballots. Each Active Member shall be notified of the results of each ballot not less than thirty (30) days following the cutoff date for receipt of responses.

ARTICLE IV Officers

Section 1: The Officers of the Association shall be President, Vice President, Secretary and Treasurer. Any two offices, except the offices of President and Vice President and President and Secretary may be held by one and the same person at the same time. The Officers shall be elected at the Annual Meeting and each elected Officer shall take office immediately upon election at the annual general membership and shall serve until the expiration of his or her term. The Officers shall hold office for one year or until the Officers' respective successors are elected. The President and Vice President may serve three (3) consecutive terms. The Secretary and Treasurer may serve four (4) consecutive terms.

Section 2: The principal duties of the Officers shall be as follows:

(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 shall be Chairman of the Nominating Committee.

(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 and of the members of the Corporation, shall give any required notices of meetings of the members of the Corporation, and shall perform such other duties as usually incumbent upon such office.

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(D) The Treasurer shall have custody of all funds of the Corporation, shall collect and disburse all funds of the Corporation and keep accounts thereof, shall deposit or invest funds as approved by the meeting and such other reports as from time to time may be required by the Board of Directors. The Treasurer shall perform such other duties as usually required by such office. The records of the Treasurer shall be audited annually by an Auditing Committee appointed by the President

Section 3: Qualifications: Any person who is an Active Member and in good standing may serve as an Officer of the Association. If an elected person is no longer in good standing with the Association, the Board of Directors shall declare the position vacant.

Section 4: Resignation: An Officer choosing to resign shall so state in writing. Upon Acceptance by the Board of Directors, the position shall automatically become vacant.

Section 5: Removal: for justifiable cause, the Board of Directors may declare any Officer's 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 Officer must be given at least twenty (20) days notice of the intent of the Board to remove said Officer and the Officer must be given an opportunity to appear in person or by a representative at the subsequent Board of Directors meeting.

Section 6: Any vacancy in any office may be filled by the Board of Directors until the next succeeding annual election.

ARTICLE V Board of Directors

Section 1: Duties: The Board of Directors shall manage the affairs of the Association. Only Active Members shall be eligible for election to the Board of Directors.

Section 2: Membership: The Board of Directors shall consist of nine (9) members, including President, Vice President, Secretary, Treasurer and At-Large-Directors. In addition the most recent Past President, willing, able and available to serve on the Board of Directors, shall be an advisory non-voting member.

Section 3: At the annual meeting, the At-Large-Directors shall be elected to one of three staggered three-year terms. See Article IV regarding election of officers.

Section 4: Voting: The Past President shall be a non-voting member if he or she is not elected as an At-Large-Director for the current year. The President shall not vote unless there is a tie.

Section 5: Qualifications: Any person who is an Active Member may serve as an Officer or At-Large-Director of the Association. If an elected person is no longer in good standing with the Association, the Board of Directors shall declare the position vacant.

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Section 6: Resignation: An At-Large-Director choosing to resign shall so state in writing. Upon acceptance by the Board of Directors, the position shall automatically become vacant.

Section 7: Removal: For justifiable cause, the Board of Directors may declare any At-Large-Director's 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 At-Large-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 an opportunity to appear in person or by a representative to a subsequent Board of Directors meeting.

Section 8: Any vacancy in any office may be filled by the Board of Directors until the next succeeding annual election.

Section 9: The Board of Directors shall appoint a Nominating Committee of two (2) Active Members and the Vice President, who shall be Chairman of the Committee. the Nominating Committee shall nominate the Officers and appropriate number of At-Large-Directors to be elected at the annual meeting of the members of the Association. Nomination of Officers and At-Large-Directors may also be made at such meeting by Active Members from the floor.

ARTICLE VI Board of Director's Meetings

Section 1: Regular Meetings of the Board of Directors shall be held not less than two (2) times per year at such place and time designated by the President or Board of Directors.

Section 2: Special Meetings of the Board of Directors may be called by the President or by not less than (5) Board Members.

Section 3: Notification of meetings of the Board of Directors shall be given not less than thirty (30) 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 action 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, a elected Officer or Director shall be deemed to have waived the requirement for receiving notice of such meeting.

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

Section 5: For votes to decide a question, a simple majority shall be sufficient, unless normal rules of order prescribe a different majority. The exception to that are final actions to revoke a membership or remove any At-Large- Director or elected Officer. In those cases, a two-third (2/3) majority vote is required.

Section 6: The presiding Officer at all meetings of the Board of Directors shall be the President. If the President is not available, the presiding officer shall be Vice President, Secretary, or Treasurer in that order, or as designated by the President.

Section 7: Board of Directors meetings shall be open to persons who request in advance to attend or to be put on the agenda or who are specifically invited, except when such a 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 a 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 that fourteen (14) days shall be allowed for a response subsequent to delivery to all Board Members entitled to vote on the question. The result of the vote shall be reported by the President within thirty (30) days after the response deadline to the Board, either at the next meeting if it occurs within the time limit, or by mail to all Board members. The results shall also be recorded in the minutes of the next Board meeting.

ARTICLE VII Committees

Committees: The Board of Directors may establish Standing and Temporary Committees and appoint members of said Committees. The President shall be an ex-officio member of each such committee and shall appoint the chair. At-Large-Directors may be appointed to chair or serve on these committees.

ARTICLE VIII
Contract

The Board of Directors may not enter into any contract on behalf of the Corporation in excess of the sum Two Hundred Fifty dollars (\$250.00) unless approved by a vote of the Active

ARTICLE IX
Fiscal Year

The fiscal year of the Corporation shall be a calendar year, unless a different fiscal year is voted on by the Board of Directors.

ARTICLE X
Corporate Seal

The Corporation shall not have a corporate seal

ARTICLE XI
Amendments to By-Laws

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

The preceding By-Laws ere adopted by the members of the Moen Lake Chain Association, Inc. on JULY 8, 2006.