

**BYLAWS OF  
BIG ARBOR VITAE LAKE ASSOCIATION, INC.**

**ARTICLE I  
OFFICES AND PURPOSE**

Section 1.01. Principal Office. Big Arbor Vitae Lake Association, Inc. (the “Association”) shall maintain a principal office in the State of Wisconsin which shall be located in the Town of Arbor Vitae, Vilas County. The Association may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

Section 1.02. Address of Registered Agent. The Association shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the Association. The identity and address of the registered agent may be changed from time to time by resolution of the Board of Directors and filing of a statement with the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Statutes.

Section 1.03. Purpose. To carry out the purpose of the Association and to make effective representations on behalf of its members, the Association has been organized as a non-profit, non-stock corporation under Chapter 181 of the Wisconsin Statutes and shall be operated exclusively for charitable, educational and scientific purposes. The Association may carry out its purposes directly or by making distributions to other qualifying organizations. In carrying out the purposes of the Association, no distinction shall be made among the recipients of any amounts to be disbursed on account of race, creed or political affiliation. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity. The goal of the Association is to preserve and protect Big Arbor Vitae Lake and the surrounding area, and to enhance the water quality, fishery, boating safety, and aesthetic values of Big Arbor Vitae Lake, as a public recreational destination for today and for future generations.

**ARTICLE II  
MEMBERSHIP**

Section 2.01. General. This Association shall have Members, whose authority shall include the responsibility to elect and remove Directors under Article V and vote on other Association matters as requested by the Board of Directors under Article III. Other powers of Members shall be those defined in these Bylaws or by resolution of the Board of Directors.

Section 2.02. Eligibility. Membership in the Association shall be open to any individual, family, business, or organization, that (a) if an individual, is at least eighteen (18) years of age, (b) subscribes to the purposes of the Association, and (c) pays the required membership dues, as established by the Board of Directors from time to time.

Section 2.03. Term of Membership. Memberships shall be for an annual term commencing on July 1<sup>st</sup> of each year. The Board of Directors shall send out membership renewal forms to all incumbent Members prior to the annual meeting.

Section 2.04. Dues. Basic dues shall be Twenty-five and 00/100 Dollars (\$25.00) and be paid on or before July 1<sup>st</sup> of each year. Dues may be changed from time to time as determined by the Board of Directors by unanimous vote, and may include tiered categories of membership above the basic level. Dues may never exceed the applicable amount allowed by law.

### **ARTICLE III MEMBER VOTING**

Section 3.01. Multiple Voting. Any individual member may cast only one vote on any question called to a vote. Up to two individuals may represent a family, a business, or organization; and each of those two individuals may cast one vote on any question called to a vote.

Section 3.02. 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 bylaws.

Section 3.03. Referenda. The Board of Directors may at any time solicit reactions from members through a mail survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. Any membership 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 thirty (30) days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within ninety (90) days of the response deadline.

### **ARTICLE IV MEMBERSHIP MEETINGS**

Section 4.01. Annual Meeting. The annual meeting of the Association shall be held between the Saturday before Memorial Day and Labor Day each year. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections, discussion of projects, adoption of a budget, member concerns, and other various matters.

Section 4.02. 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 Directors. The agenda of a special meeting may include any items properly brought before an annual meeting. Only those matters described in the notice shall be discussed at the meeting.

Section 4.03. Informational 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 4.04. Notification. Every annual or special meeting must be preceded by notice to current members. Notification may be by e-mail, hand delivery or by mail at least two (2) weeks prior to annual meetings and at least five (5) days prior to special meetings. The notice shall include a description of the matter or matters for which the meeting was called.

Section 4.05. Quorum. No formal business may be conducted at membership meetings unless at least one-twentieth of the paid-up members or fifteen (15) members, whichever is less, are present.

## **ARTICLE V BOARD OF DIRECTORS**

Section 5.01. General Powers. The affairs of the Association shall be generally managed by its Board of Directors, except the Board of Directors shall not have any authority reserved to the Members as set forth in these Bylaws.

Section 5.02. Composition and Election. The Board of Directors shall consist of nine (9) directors elected by the Members at the annual meeting of the Association based upon recommendations by the existing members of the Board of Directors. Directors shall serve for the term provided for in these Bylaws.

Section 5.03. Terms of Office. Members of the Board of Directors are elected for a three (3) year term and may be re-elected for no more than three (3) additional consecutive three (3) year terms. Their terms shall expire after the annual meeting or upon the election of new members of the Board of Directors, whichever occurs later. Notwithstanding the foregoing, the initial Board of Directors shall consist of three (3) directors with one (1) year terms, three (3) directors with two (2) year terms and three (3) directors with three (3) year terms so that no more than three (3) members of the Board of Directors will be replaced in any one (1) year.

Section 5.04. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the Association's annual membership meeting as set forth in Section 4.01. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting. Additionally, the Board of Directors shall meet at least one other time each year prior to the next annual meeting.

Section 5.05. Regular Meetings. Regular meetings of the Board of Directors shall be held at the places, dates, and times established by the Board.

Section 5.06. Special Meetings. Special meetings may be held on the call of the President or any three (3) members of the Board of Directors after at least twenty-four (24) hours notice by telephone, mail, e-mail or personal contact.

Section 5.07. Conduct of Meetings. Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business. The meetings of the Board of Directors shall be open to the Members. Decisions shall be made by majority vote of the Directors present, with the President voting only to break ties. Between meetings, the President may solicit decisions on proposals through written or electronic communications to the Board of Directors, and such decisions shall be valid decisions of the Board provided that: (1) all Directors are sent such communication describing the proposal; (2) Directors are given at least five (5) days to respond; and (3) at least five (5) Directors vote in favor of the proposal.

Section 5.08. Vacancies. Any director who misses two (2) consecutive meetings without good cause as determined by the Board of Directors may, at the discretion of the Board of Directors, be removed from office. Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the Board of Directors then in office.

Section 5.09. Resignation. A director may resign at any time by filing a written resignation with the Secretary of the Association. Upon such resignation, the vacancy shall be filled as set forth in Section 5.08 above.

Section 5.10. Compensation. Directors shall not be compensated for their time and effort. However, the Board of Directors may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred in connection with Association business, provided that such reimbursement is authorized by the affirmative vote of a majority of the Board of Directors then in office.

## **ARTICLE VI OFFICERS**

Section 6.01. Number. The principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors from among the nine (9) directors. The Board of Directors may elect assistant officers and agents as may be deemed necessary from among the Members. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President. Officers shall be members of the Board of Directors.

Section 6.02. Election and Term of Office. The officers of the Association shall be elected by the Board of Directors at its annual meeting by the affirmative vote of a majority of directors then in office. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 6.03. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Association will be served thereby. Election or appointment shall not create contract rights.

Section 6.04. Resignation. An officer may resign at any time by filing a written resignation with the Secretary of the Association.

Section 6.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.06. President. The President shall preside over all membership meetings and Board of Director 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 is an ex-officio member of all committees.

Section 6.07. 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 carry out assignments at the request of the President.

Section 6.08. Secretary. The Secretary shall maintain the official records of the Association as well as any archives. The Secretary shall record and distribute the minutes of member meetings and Board of Director meetings. The Secretary shall maintain a current record of the names and addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary shall prepare publicity for the Association and shall prepare the Association newsletter unless an editor is appointed to do so. The Secretary shall serve on the Membership Committee.

Section 6.09. Treasurer. The Treasurer shall maintain the financial records of the Association and shall sign all checks. 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. The Treasurer shall serve on the Finance/Fundraising Committee.

Section 6.10. Compensation. Officers of the Association shall not be compensated for their time and effort. However, they may receive reimbursement for actual and necessary expenses incurred in connection with Association business, provided that such reimbursement is authorized by the affirmative vote of a majority of the Board of Directors then in office.

## **ARTICLE VII COMMITTEES**

Section 7.01. Membership Committee. The Membership Committee shall initiate plans for recruiting of new members and retention of members.

Section 7.02. Social Committee. The Social Committee shall provide refreshments at the annual meeting and, after receiving Board approval, shall organize and publicize other social events to be sponsored by the Association.

Section 7.03. Finance/Fundraising Committee. The Finance/Fundraising Committee shall recommend fundraising activities to the Board and, after receiving Board approval, shall organize such activities. The Finance/Fundraising Committee shall also annually audit the financial records of the Association.

Section 7.04. Water Quality Committee. The Water Quality Committee shall promote efforts to protect and improve the quality and safety of the water resource in and around Big Arbor Vitae Lake, including the prevention and control of aquatic invasive species. The Water Quality Committee shall also ensure the Association's representation on the Town of Arbor Vitae Lakes Committee.

Section 7.05. Fishery Committee. The Fishery Committee shall promote efforts to protect and enhance the fishery of Big Arbor Vitae Lake. The Fishery Committee shall maintain contacts and communication with cognizant DNR personnel, share information with the membership regarding studies of Big Arbor Vitae species' census and harvests, and make recommendations to the Board regarding preservation and enhancement of the Big Arbor Vitae fishery.

Section 7.06. Other Committees. The Board of Directors may appoint such other committees as are deemed necessary to support the efforts of the Board of Directors.

Section 7.07. Appointment of Committee Members and Committee Chairperson. The Board of Directors shall appoint a committee chairperson for each committee at the annual meeting. The committee chairperson is appointed for a one (1) year term, and may serve an unlimited number of terms. Each committee chairperson shall be responsible to appoint members of his or her committee. Members of the committees shall be members of the Association.

## **ARTICLE VIII MISCELLANEOUS PROVISIONS**

Section 8.01. 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 his or her good faith actions on behalf of the Association.

Section 8.02. Fiscal Year. The fiscal year of the Association shall end on the last day of December in each year.

Section 8.03. Loans. No funded indebtedness shall be contracted on behalf of the Association and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.04. Accounts and Investments. Funds of the Association shall be promptly deposited at a financial institution 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 ADOPTION AND AMENDMENTS**

Section 9.01. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof, by the affirmative vote of a majority of the number of directors of this Association then in office, provided that the proposed amendment, restatement, or revision shall be provided to all Directors by mail, e-mail, fax, or personal delivery not less than eight (8) days prior to such meeting.

Section 9.02. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

## **ARTICLE X DISSOLUTION**

The Board of Directors, by a two-thirds 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 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 referendum.

## **CERTIFICATION**

These Bylaws, as amended, were adopted by vote of yes (5) and no (0) at the regular meeting of the Association Board of Directors on this 13th day of May, 2017.

/s/ Mary Lou Shepski  
Mary Lou Shepski, Secretary