

BY-LAWS

CHETEK LAKES PROTECTION ASSOCIATION, INC.

PO BOX 916, CHETEK, WI 54728

Article I - PURPOSE

The purpose of the Association is to preserve and protect the Chetek Chain of Lakes and their surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of the Chetek Chain of Lakes, as a public recreational facility for today and for future generations.

- A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- C. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II - 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. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article III - MEMBERSHIP

Section 1 - ELIGIBILITY: Membership in the Association shall be open to any individual, family, business, or organization that subscribes to the purposes of the Association. This includes those that own or lease property within one mile of the lake for which the association was incorporated; or reside on or within one mile of the lakes at least one month each year.

Section 2 - DUES: Dues shall be set at the annual meeting with incremental amounts for individual, family, business or organization. Dues shall be paid by July 31st, the end of the organizations fiscal year. Dues will remain the same as the previous year if not revised at the annual meeting.

Article IV - VOTING

Section 1 - MULTIPLE VOTING: Any individual member may cast only one vote on any question called to a vote. 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. A maximum of 2 votes per family, business or organization.

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 survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or a binding referendum and shall specify the exact working 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.

Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Chetek Lakes during the summer. 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 an educational program.

Section 2 - 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 or six members, whichever is greater. 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 3 - 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 - NOTIFICATION: Every annual or special meeting must be preceded by notice to paid members and members from the preceding year who have not yet renewed their membership. Notification may be by phone, hand delivery, email or by mail at least 30 days, but not more than 50, prior to annual meetings and at least 15 days, but not more than 50, prior to special meetings. The notice shall summarize any proposed changes in the By-laws, shall highlight any proposals to dissolve the Association, and shall include a description of the matter or matters for which the meeting was called.

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least one-twentieth of the paid-up members or 15 members, whichever is less, are present.

Section 6 - PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board of Directors, and of the Association committees unless required otherwise by Wisconsin Statutes or these By-laws. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer who shall also serve as parliamentarian.

Article VI - BOARD OF DIRECTORS

Section 1 - AUTHORITY: Subject to directives of annual and special meetings and these By-laws, the Board of Directors shall have authority over the activities and assets of the Association.

Section 2 - COMPOSITION: The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, and the most recent past President if willing and able to serve. At large directors of least four but no more than seven can be on the Board as deemed necessary by the Association as it grows in membership.

Section 3 - ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations of members, present at the annual meeting and willing to serve, shall be taken from the floor. All elections for the Board shall be conducted by secret, written ballot at each annual meeting or shall be counted by a show of hands if agreeable to the attending voting members.

Section 4 - 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 and Vice-President expire in even-numbered years. The terms of office of Secretary, Treasurer, and at large directors expire in odd-numbered years. [Sec. 181.20]

Section 5 - 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. Special meetings may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, mail, email or personal contact. Four directors shall constitute a quorum for the transaction of business. Attendance via conference call is allowed. The meetings shall be open to the members. Decisions shall be made by 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 communications. "In writing" or "written" includes a communication that is transmitted or received by electronic means.

Section 6 - VACANCIES: Any director who misses two consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the directors then in office, although less than a quorum but at least two.

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 VII - OFFICERS

Section 1 - 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.

Section 2 - 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 also carry out other assignments at the request of the President.

Section 3 - 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 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.

Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks along with any other director. 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 5 - MULTIPLE OFFICE HOLDING: The same person may hold the offices of Vice President and Treasurer or the offices of Secretary and Treasurer.

Article VIII - COMMITTEES

The President or Board of Directors may appoint such committees as are deemed necessary to support the efforts of the Board. Committees shall offer proposals to the Board and may be delegated responsibility to implement plans.

Article IX - 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 his or her good faith actions on behalf of the Association.

Section 2 - FISCAL YEAR:

The records and accounts of the Association shall be maintained on CLPAs fiscal year which runs from August 1st to July 31st.

Section 3 - 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 X - ADOPTION AND AMENDMENTS

These By-laws, and any 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 By-laws must be summarized in the notice for the annual or special meeting at which the amendments are to be voted on.

Article XI - 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.

Monies would be donated to another 501C organization for the sole purpose of environmental improvements selected by two-thirds majority vote or by two-thirds of returned ballots.

CERTIFICATION

These By-laws were adopted by two-thirds affirmative vote of members present and entitled to vote at the Association meeting on this _____ day of _____, 19__.

Secretary
