

By-Laws

LAC VIEUX DESERT LAKE ASSOCIATION, INC.

P.O. Box 432

Land O' Lakes, Wisconsin, 54540

Article I

NAME AND PURPOSE

Section 1 – NAME: The name of the corporation is Lac Vieux Desert Lake Association, Inc. hereinafter referred to as "Association."

Section 2 – PURPOSE: The purpose of the Association is to preserve and protect the lake and its surroundings, and to enhance the water quality, fishery, safety and aesthetic value of the lake, as public recreational facility for today and for future generations.

Article II

STATUS AND LIMITATIONS

To carry out the purpose of the Association and 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 an 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 purpose of the Association.

Section 2 – CLASSIFICATION: ACTIVE/VOTING MEMBER – available to anyone who owns or leases property within one mile of the lake. All privileges and benefits of the Association shall be available including voting rights, holding office and being on the Board of Directors.

Section 3 – DUES: The Association will set the dues at its annual meeting for the upcoming calendar year. Amounts can vary by type and class of membership as determined annually by the Board, but must not be less than ten dollars (\$10). Any amount in excess of twenty-five dollars (\$25) will be deemed a donation for general Association purposes. Dues are due and payable by January 1 of the membership year. Any member in arrears for dues shall not be eligible to hold office or vote.

Section 4 – LIFETIME: Lifetime memberships shall be available to any member upon paying the lifetime membership amount. All privileges and rights of annual members will be available to lifetime members without having to pay annual dues. Family lifetime memberships will succeed to a surviving spouse.

Section 5 – TERMINATION: Any member in arrears for dues as of the current years annual meeting and after a 30-day notification of the same, will be terminated from membership and removed from all future communication of the Association, unless otherwise provided in these By-Laws. Such member shall become active upon becoming current in their dues.

Section 6 – CONTRIBUTIONS: Any member may make a voluntary contribution to the Association at any time, in any amount, for general or specific purposes subject to the approval of the Board of Directors.

Section 7 – GENERAL: All members shall be eligible to receive reports, newsletters, mailings, etc., and attend all meetings and functions of the Association.

Article IV

VOTING

Section 1 – MULTIPLE VOTING: An individual member may cast only one vote on any question called to a vote. Up to two (2) individuals may represent a family, a business, organization or lifetime member and each of those two individuals may cast one vote on any questions called to vote.

Section 2 – CASTING BALLOTS: Any member must be present at the meeting at the time the vote is called in order to vote. All votes shall be counted by show of hands unless otherwise specified by the Board of Directors.

Section 3 – PROXY AND ABSENTEE BALLOTS: As a general rule no member may vote by proxy or absentee ballot. However, in an emergency situation, the Board of Directors may allow voting by proxy or absentee ballot.

Section 4 – 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 by 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 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 V

MEMBERSHIP MEETINGS

Section 1 – ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Lac Vieux Desert Lake. The time and place shall be arranged by the Board of Directors unless specified at 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 (1/20) of the active

members or six members, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting or as otherwise provided in these By-Laws.

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 active members and members from the preceding year that have not yet renewed their membership. Notification may be by hand delivery or by mail at least thirty (30) days, but not more than fifty (50) days, prior to annual meetings and at least fifteen (15) days, but not more than fifty (50) days prior to special meetings. The notice shall summarize any proposed changes in the By-Laws, shall highlight any proposals to dissolve the Association, and may include a detailed agenda.

Section 5 – QUORUM: No formal business may be conducted at membership meetings unless at least one-twentieth (1/20) of paid-up active members or 6 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 and/or Treasurer, eight (8) at-large Directors, and the past President.

Section 3 – ELECTIONS: The Board of Directors shall nominate one or more active 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.

Section 4 – TERMS OF OFFICE: Directors are elected for two (2)-year terms. Their terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later. The term of office of President, Vice-President, and four at-large Directors expire in even numbered years. The term of office of Secretary/Treasurer, past-President and four (4) at-large Directors expire in odd-numbered years.

Section 5 – BOARD MEETINGS: The new Board shall meet within sixty (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 (3) Directors after at least 24 hours notice by telephone, mail, or personal contact. Five (5) Directors shall constitute a quorum for the transaction of business. 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.

Section 6 – VACANCIES: Any Director who misses two (2) 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 five (5).

Section 7 – COMPENSATION: Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be reimbursed 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. The President shall appoint all committee members who shall serve until the end of that President's term. The President is an ex-officio member of all committees.

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 arrange for the educational segment of the annual meeting and 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 archives. The Secretary shall record and distribute the minutes of the 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. 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 4 – 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 Committee.

Section 5 – MULTIPLE OFFICE HOLDING: The same person may hold the offices of Vice-President and Treasurer, or the offices of Secretary and Treasurer.

Section 6 – OTHER OFFICERS: Other officers may be appointed by the President, with concurrence of the Board. A legal counsel, an executive secretary, newsletter editor, or such other assistant officers as are deemed necessary need not be members of the Association.

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 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 a calendar year basis.

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 IX

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 (2/3) vote of members present and entitled to vote. Proposed amendments to the By-Laws must be summarized in the notice for the meeting at which the amendments are to be voted on.

Article X

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 members. 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.

Section 2 - Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

Section 5 - OTHER OFFICERS: Other officers may be appointed by the President with concurrence of the Board. A legal counsel, an executive secretary, newsletter editor, or such other assistant officers as are deemed necessary need not be members of the Association.

Article VIII

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CERTIFICATION

These By-Laws were adopted at the Association meeting on this 11th day of February, 2003

Secretary

Mary Lou Steiner

Article IX

ADOPTION AND AMENDMENTS

These By-laws, and any amendments thereto, may be adopted in any annual meeting. Proposed amendments to the By-Laws must be submitted in the notice for the meeting at which the amendments are to be voted on.

Secretary

Sharon R. Gabinski

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By-laws revision on June 17, 2021

Sharon R. Gabinski

Secretary

Sharon R. Gabinski

Section 2 - Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 201(c)(3) of the Internal Revenue Code or the corresponding section of the Internal Revenue Code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction. Federal tax code. The principal office of the corporation shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be of greatest benefit for such purposes.