

BYLAWS

WINTER LAKES ALLIANCE INC
PO BOX 368
WINTER, WI 54896

Article I - PURPOSE

The purpose of the Alliance is to preserve and protect the lakes of southeastern Sawyer County and their surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of the lakes, as a public recreational facility for today and for future generations.

The Alliance is comprised of ten lakes: Barber, Barker, Black Dan, Blaisdell, Bluegill, Fishtrap, Hunter, Island, Loretta and Winter.

Article II - STATUS AND LIMITATIONS

To carry out the program of the Alliance and to make effective representations on behalf of its members, the Alliance shall be organized as a nonprofit, non-stock corporation under Chapter 181 of the Wisconsin Statutes. No asset of the Alliance shall benefit any officer or member. The Alliance shall not participate in partisan political activity.

Article III - MEMBERSHIP

Section 1 - ELIGIBILITY: Membership in the Alliance shall be open to any individual, family, business, or organization, that (a) subscribes to the purposes of the Alliance and (b) owns or leases property within one mile of the lake for which the Alliance was incorporated; or (c) resides on or within one mile of the lake at least one month each year.

Section 2 - DUES: Dues shall no less than \$5.00 per year and not more than \$50.00 per year, as determined by the Board paid on a June to June basis.

Article IV

Section 1 - 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 2- MEMBERSHIP CLASSIFICATION: Annual individual membership is for one person. Annual family membership is for husband and wife/significant other or husband and wife/significant other and children up to 18 years of age. There will no longer be a Lifetime Membership class except that all prior paid Life Members as of the date of adoption of these By-Laws will remain paid for life.

Section 3 - 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 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 on 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 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Alliance shall be held in the vicinity of Winter Wisconsin on the first Saturday of June. The time and place shall be arranged by the Executive Board unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections, discussion of projects, and adoption of a budget, member concerns, and may include an educational program.

Section 2: REGULAR MEETINGS: Meetings will be held on the 2nd^t Saturday of the month at a time and place to be determined by the Board. The date may be changed due to other scheduling conflicts. The meetings will be noticed in the local newspaper and the Association website. Regular meetings will take place from April through October.

Section 3 - SPECIAL MEETINGS: A special meeting of the Alliance may be called at any time during the months of November through March by the President, by majority vote of the Board of Directors, or by written request of six members. 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 - INFORMATIONAL MEETING OR SOCIAL EVENT: The Alliance 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 5 - 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 hand delivery, by mail, or by e-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 bylaws, shall highlight any proposals to dissolve the Alliance, and shall include a description of the matter or matters for which the meeting was called.

Section 6 - QUORUM: No formal business may be conducted at membership meetings unless 10 members are present.

Section 7 - PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Alliance, of the Board of Directors, and of the Alliance committees unless required otherwise by Wisconsin Statutes or these bylaws. Non-members of the Alliance may be recognized to speak at Alliance 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, regular and special meetings and these Bylaws, the Executive Board shall have authority over the activities and assets of the Alliance.

Section 2 - COMPOSITION: The Board of Directors shall include the President, Vice President, Secretary, Treasurer, and Lake Representatives. The Executive Board will be comprised of the Board Officers.

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 contested elections for the Board shall be conducted by secret, written ballot at each annual meeting.

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 Treasurer expire in even-numbered years. The terms of office of Secretary, Vice President, and Lake Representatives expire in odd-numbered years. Lake Representatives may be reappointed by the President.

Section 5 - BOARD MEETINGS: The new Board of Directors shall meet within 60 days of the annual meeting and at least one other time prior to the next annual meeting. Regular board meetings shall be held at places, dates, and times established by the Board. Special board 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. The meetings shall be open to the members. Decisions shall be made by majority vote of Directors present. Between meetings, the President may solicit decisions from the Board through written or email communications.

Section 6 - VACANCIES: Any Director who misses four 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 Alliance business.

Article VII - OFFICERS

Section 1 - PRESIDENT: The President shall preside over all regular membership meetings and Board meetings. The President shall be the chief executive officer of the Alliance, responsible for day-to-day administration of the affairs of the Alliance 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 and regular meetings and carry out other assignments at the request of the President.

Section 3 - SECRETARY: The Secretary shall maintain the official records of the Alliance 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. The Secretary shall prepare publicity for the Alliance and shall prepare the Alliance newsletter unless an Editor is appointed to do so. The Secretary shall make up the agenda for each Board of Directors, Annual, Special, and Regular meeting as such agenda is determined by the Board. The Secretary shall maintain the Alliance website unless a Webmaster is appointed to do so.

Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Alliance and along with the President shall sign all checks (two signatures). 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. All checks issued by the Treasurer shall be signed by the Treasurer and the President or in his absence the Vice President. All requests for payment shall be accompanied by a voucher, stating name of payee, reason for request and signed by requestor. The Treasurer can initially approve the request and forward the check along with the voucher to the President for signature. The voucher will be returned to the Treasurer for safekeeping. He/she may have petty cash on hand for payment of small expenses such as postage and etc.

Section 5 - MULTIPLE OFFICE HOLDING: The same person may not hold the offices of President, Vice President, Secretary or Treasurer.

Section 6- LAKE REPRESENTATIVES: The Lake Representative shall answer questions from lake owners or users relating to a lake or lakes they represent and bring local lake issues and concerns the attention of the Board of Directors. Lake Representatives shall promote environmental quality and lake safety Lake Representatives shall be appointed by the President after consultation with the membership of the lake represented.

Article VIII - COMMITTEES

The Alliance shall have such committees as the Board of Directors shall from time to time determine. The committee shall report to the Board of Directors (or Membership) which will take such action as it deems appropriate on the reports of such committees.

Article IX - MISCELLANEOUS PROVISIONS

Section 1 - INDEMNIFICATION OF OFFICERS AND DIRECTORS: As provided by Wisconsin law, the Alliance 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 Alliance.

Section 2 - FISCAL YEAR: The records and accounts of the Alliance shall be maintained on a June to June basis.

Section 3 - ACCOUNTS AND INVESTMENTS: Funds of the Alliance 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 bylaws and any amendments thereto, may be adopted at any annual, regular or special meeting of the Alliance by two-thirds vote of members present and entitled to vote. Proposed amendments to the bylaws must be summarized in the notice for the annual 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 Alliance 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 Alliance 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 were adopted by vote of yes (14) and no (0) at the Alliance meeting on this 10 day of October, 2020

Secretary (s) Rick Hasselquist