

BY-LAWS
WAUPACA CHAIN O' LAKES ASSOCIATION, INC.
P. O. Box 169, King WI 54946

Article I – PURPOSE

The purpose of the Waupaca Chain O' Lakes Association, Inc. ("Association") is to preserve and to protect the Chain O'Lakes which are adjacent to Waupaca, Wisconsin ("Chain") and the area surrounding the Chain; and to represent the best interests of its Membership (as defined herein) as a whole in matters relating to water quality, fishery, boating, boating safety, aesthetic values of the Chain as a continuing recreational resource and to the quality of life for those living and vacationing on or near the Chain. As may be so determined by a resolution of the Board of Directors from time to time, the purpose of the Association shall also include any other purposes authorized under the Wisconsin statutes for nonstock corporations.

Article II - STATUS AND LIMITATIONS

The Association is organized as a Wisconsin Not For Profit Corporation, under the alternative requiring no stock certificates, under Chapter 181 of the Wisconsin Statutes. The Association shall carry out the purposes recited above in Article I, and shall effectively represent its Members. No asset of the Association shall benefit any Officer, Director, or Member, except as otherwise provided herein. 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 over the age of 18, family, business, or organization that (a) subscribes to the purposes of the Association, (b) owns property with frontage on the Chain or has deeded access to the Chain, and (c) pays the annual dues. Ownership may be either by way of a fee interest or by way of being a beneficiary of a trust, which holds the fee interest.

Section 2 - DUES: Dues shall be set by resolution of the Board of Directors ("Board"), from time to time, and shall be paid by the Memberships as directed by the Board.

Article IV – VOTING AND PROCEDURE AT MEETINGS OF THE MEMBERS

Section 1 - ELIGIBILITY FOR VOTING: For purposes of actions and voting, there shall be only one "Member" per eligible Membership property, with such Member allowed one vote on any question called to a vote of the Members. If there is more than one Membership for a particular property eligible for Membership, those Memberships shall designate one particular Member who is authorized to vote for the multiple Memberships.

Section 2 - VOTING: All actions taken by Members shall be decided by a majority vote of Members present at meetings unless a higher vote is required under these By-laws or by Wisconsin statute. A Member must be present at a meeting at the time the vote is called in order to vote. No Member may vote by absentee ballot, proxy, or resolution.

Section 3 – MEMBER VOTES REQUIRED: A vote of the Members shall be required on the following: Approval of Minutes of each meeting of the Members, the election of Members to the Board of Directors, the approval of and changes to these By-laws, actions by the Association to change ski hours on the Chain, a dissolution, and any other items which the Board elects to submit to a vote of the Members. A vote of the Members may only be amended or changed by a later vote of the Members. The Members shall vote on all matters as required by Wisconsin law.

Section 4 - REFERENDA: The Board may, at any time, authorize a referendum or solicit reactions from Members through a mail or direct survey. The results will be considered by the Board to be advisory. Resulting action must be followed by a formal resolution of the Board or a proper vote of the Members.

Section 5 - PROCEDURE: Roberts Rules of Order, as published and revised from time to time, shall apply to all procedural determinations at all meetings of the Association, unless otherwise required by Wisconsin Statutes or by these By-laws. Non-members of the Association may be allowed to attend and to speak at Association functions, at the discretion of the presiding officer, who shall also serve as Parliamentarian.

Article V – MEMBER MEETINGS

Section 1 - ASSOCIATION’S ANNUAL MEETING: The Association’s Annual Meeting shall be held in the vicinity of the Chain on a Saturday in June, or on such other date as shall be selected by the Board. The time and place of the meeting shall be designated by the Board. The agenda of the Annual Meeting shall include elections, project discussions, budget adoption, an opportunity to receive concerns of the Members and, if practicable, an educational program.

Section 2 - NEIGHBORHOOD CHAIRPERSONS COMMITTEE ANNUAL MEETING: The Neighborhood Chairpersons Committee Annual Meeting shall be held in the vicinity of the Chain prior to the Association’s annual meeting on a Saturday in May or on such other date as shall be selected by the Board.

Section 3 - SPECIAL MEETINGS: A Special Meeting of the Members may be called or set by the President, by a majority of the Board, or by the written request of at least twenty Members. The notice to all Memberships and the agenda of a Special Meeting shall state the purpose of the Special Meeting. 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 MEETINGS OR SOCIAL EVENTS: The Association may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for Members and their guests. The Association may conduct formal business at such events, only if the notice requirement for Special Meetings has been met. Fund raising shall be done only in accordance with all applicable corporate and tax laws and regulations.

Section 5 - NOTIFICATION: Every Annual or Special Meeting of the Members must be preceded by a notice to all Members who paid membership dues for the current year or for the previous year. Notification may be by e-mail, fax, other electronic delivery, personal delivery, or by U.S. Postal Service. Notice by e-mail, fax, electronic, or personal delivery is considered to be effective on the date given or sent. Notice by the U.S. Postal Service is considered to be effective three days after the notice has been placed in the mail with postage prepaid. The Executive Secretary shall provide notices and agendas as follows:

- a. Annual Meeting: Notification of the Annual Meeting may be given in a newsletter mailed to all Memberships within the specified time. There shall be notice of at least thirty days, but not more than one hundred twenty days, prior to the Association’s Annual Meeting. The Association’s Annual Meeting notice shall include a description of the matters for which the meeting is being called.
- b. Neighborhood Chairpersons Committee Annual Meeting: There shall be notice of at least fifteen days, but not more than fifty days, prior to the Neighborhood Chairpersons Committee Annual Meeting. The notice may include an agenda.
- c. Special Meetings of Members: There shall be notice of at least fifteen days, but not more than fifty days, prior to a Special Meeting of the Members. Notice of a Special Meeting shall include a description of the matter or matters for which the meeting is being called and an Agenda.

- d. Section 6 - QUORUM: No formal business may be conducted at a meeting of the Members unless at least five percent of the Members are present. A quorum for a meeting of the Neighborhood Chairpersons shall require the attendance of at least one half of all Neighborhood Chairpersons.

Article VI - BOARD OF DIRECTORS

Section 1 - AUTHORITY: The Board of Directors ("Board") shall have authority over the activities and assets of the Association in accordance with these By-laws, subject only to lawful directives from meetings of the Members which conform to these By-laws.

Section 2 - COMPOSITION: The Board shall have a minimum of nine and a maximum of fifteen Directors ("Directors"). Only those persons eligible for membership in the Association may be on the Board.

Section 3 - ELECTION OF BOARD MEMBERS: Election of Directors shall take place at the Annual Meeting. The Board shall nominate candidates to fill Board vacancies. Any five Members of the Association may nominate an additional candidate by submitting a written nomination to the Executive Secretary at least forty-five days prior to the Annual Meeting. If the election is contested, the names of all nominated candidates shall appear on ballots provided at the Annual Meeting, with the nominated candidates receiving the greatest number of votes cast considered elected.

Section 4 - TERMS OF OFFICE: All Directors shall be elected for three-year terms. The terms of one-third of the Directors shall expire every year. Expiring terms shall expire at the end of the Annual Meeting of Members or upon the election of successor Directors, whichever comes later. A vacancy in an unexpired term may be filled by the affirmative vote of a majority of the Directors then in office, even if less than a quorum. All Directors are expected to attend the Annual Meeting, the annual Neighborhood Chairpersons' Breakfast, and all Regular and Special Meetings of the Board and Members. The President is authorized, for good cause shown in advance of a particular meeting, to excuse a Director from a particular meeting. If, during the year from one Annual Meeting to the following Annual Meeting a Director has missed, without being excused by the President in advance of any particular meeting, a majority of the meetings for that year, then the Director shall be automatically terminated. Any or all Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or through other similar technology, if available, provided that all participating Directors are informed that a meeting is taking place at which official business may be transacted. Such participation in a meeting in its entirety shall constitute presence in person at the meeting.

Section 5 - BOARD MEETINGS: The Board shall meet immediately after each Annual Meeting and shall elect the officers for the coming year. Other meetings shall be held within one hundred twenty days of the Association's Annual Meeting and as needed, but at least twice prior to the next Annual Meeting. 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 of any three Directors with at least twenty-four hours' notice of the time and subject of the Special Board Meeting. The Secretary shall give notice of all Board Meetings. Board Meetings shall be open to all Association Members. Decisions shall be made by majority vote of Directors present, with the President voting only to break ties. Resolutions adopted by unanimous consent of the Board may be approved without a meeting by all Directors indicating their approval by signature. In such case, the resolution shall include a waiver of notice, a waiver of attendance, and recognition that the resolution is being passed by unanimous consent without notice or a meeting. Conforming agreement forms may be used to obtain signatures. When taken as a whole, the set of conforming agreement forms shall constitute the original document. Approving signatures may be obtained by original signature, by PDF media via e-mail, or by fax. The effective date of such resolution by unanimous consent shall be the date of the last signature obtained.

Section 6 – QUORUM: A majority of the Directors then sitting, including at least two Executive Committee members, shall constitute a quorum for the transaction of business at a meeting of the Board.

Section 7 - COMPENSATION: Directors and Officers shall not be compensated for their time and effort. However, Directors and Officers may be compensated for labors outside their official capacities if authorized by the Board, and the Executive Secretary shall be paid an annual salary as stipulated by the Board. The Board may authorize Officers, Directors and Committee members to be paid actual and necessary expenses incurred while on Association business.

Section 8 - COMMITTEES: Committees may be established by the Board from time to time to represent concerns and interests of the Association. Members who are not currently serving on the Board may be members of one or more Committees. Any Member may volunteer for or be nominated by another Member for an Association Committee, subject to official appointment by the President. The President may appoint a non-member of the Association to serve on a Committee, so long as the majority of members of any Committee are Members of the Association. At least one Director must be a member of each Committee. Committee meetings may be held at places, dates and times established by the Committee. There shall be an Executive Committee, which shall consist of the President, Vice-President, Secretary, Treasurer and Executive Secretary.

Article VII – OFFICERS

Section 1 - APPOINTMENT OF OFFICERS: Officers shall include the President, Vice President, Secretary, Treasurer and Executive Secretary. Officers shall be Board Members who are elected by the Board at the Board meeting immediately following the Annual Meeting, except for the Executive Secretary who is not required to be a Board member and who is appointed by the Board.

Section 2 - PRESIDENT: The President shall preside over all Annual, Board and Special 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 be an *ex-officio* member of all committees. The President shall review and amend the Agendas for all meetings. The President may sign checks.

Section 3 - VICE PRESIDENT: The Vice President shall assume the duties of President, should that office become vacant, shall assist the President when asked, and shall preside at meetings when the President is unable to attend. If both the President and the Vice President are unable to attend a meeting, any other member of the Executive Committee may preside. The Vice President shall arrange for the educational segment of the Annual Meeting. The Vice President may sign checks.

Section 4 - SECRETARY: The Secretary shall maintain the official minutes of the Association. The Secretary shall record and distribute Minutes of the Annual Meeting and all Board and Special Meetings. In the absence of the Secretary, any board member may take minutes for a Board, Annual, or Special Meeting. The Secretary shall prepare Board and Special Board meeting agendas at the direction of the President, shall assure that notices are properly forwarded, and shall write correspondence as directed by the Board. The Secretary shall keep a record of each Board member's attendance or absence, excused or not, for all Board, Chairpersons/ Board, and Special Board meetings and for all Annual and Special Meetings of Members. The Secretary may sign checks so long as he or she is not also the Treasurer. The Secretary may act as the Assistant Treasurer.

Section 5 - TREASURER: The Treasurer shall maintain the financial records of the Association. The Treasurer shall prepare an annual financial statement for the Annual Meeting and shall be responsible for presentation of the proposed budget at this Meeting. Prior to the Annual Meeting, an annual audit by an independent individual shall take place. The Treasurer shall present current financial reports at all Board meetings. The Treasurer may not sign checks. The Treasurer may act as the Assistant Secretary.

Section 6 - MULTIPLE OFFICE HOLDINGS: The same person may hold the offices of Vice President and Treasurer or the offices of Secretary and Treasurer.

Section 7 - OTHER OFFICERS: The President may appoint other officers, with concurrence of the Board.

Section 8 - EXECUTIVE SECRETARY: The Executive Secretary is an independent contractor appointed by the Board. The Executive Secretary shall have the following duties:

1. Maintain a current record of names and addresses of all Memberships, lists of Directors' Terms of Office, Board Committees and the Association's archives;
2. Prepare agendas for the Neighborhood Chairpersons Annual Meeting, the Association's Annual Meeting and any Special Meeting of the Members;
3. Assure that notices of the Neighborhood Chairpersons' and the Association's Annual Meetings are properly included in the newsletter or sent by direct mail;
4. Sign checks;
5. Coordinate preparation of the Association's annual newsletter and directory, "WHO'S HOO on the CHAIN";
6. Oversee elections to the Board;
7. Coordinate placement of name signs around the Chain;
8. Obtain the Association's mail from the P. O. Box and distribute if needed;
9. Write correspondence on behalf of the Board;
10. Prepare Board Meeting agendas in the absence of the Secretary and other duties as may be requested by the President.

Article VIII - NEIGHBORHOOD CHAIRPERSONS

Section 1 - ELIGIBILITY: Any Member of the Association is eligible to be a Member of the Neighborhood Chairpersons Committee. Any Member may volunteer or be nominated by another Member for the position of Neighborhood Chairperson, subject to official appointment by the President. There is no term limit for a Neighborhood Chairperson.

Section 2 - DUTIES: Each Member of the Neighborhood Chairpersons Committee shall: (a) distribute the membership directory "WHO'S HOO on the CHAIN" and any other information provided by the Board to current Association Memberships; (b) assist the Executive Secretary in collecting annual membership dues; and (c) attempt to contact prospective new Members when given new property owner information by the Executive Secretary.

Article IX - BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts, minutes of the meetings of the Members and Board of Directors, a list of names and mailing and lake addresses of all Members and Directors, and any other records required by Wisconsin law. All books and records of the Association may be inspected by any Member or Director at any time upon at least five business days advance notice.

Article X - ADOPTION AND AMENDMENTS

These By-laws, and any amendments thereto, shall be adopted at any Annual or Special Meeting of the Members by an affirmative vote of two-thirds of the Members present. Proposed amendments to the By-laws must be summarized in the notice for the meeting at which the amendments will be considered.

Article XI – DISSOLUTION

The Board, 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 of the Members shall state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the Association and shall be accompanied by a copy or summary of the plan of dissolution. At the meeting a two-thirds vote of the Members present shall be required to approve such dissolution.

Article XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the full extent possible under 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.

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