

Long Lake Association – Shawano County, Inc.
PO Box 182, Embarrass, WI 54933
ByLaws

A Qualified Lake Association

www.longlakewi.org

Article I – Purpose

The purpose of the Association is to preserve and protect Long Lake (town of Belle Plaine, County of Shawano, State of Wisconsin) and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Long Lake, as a public recreational facility for today and for future generations.

Article II – Statutes 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. (Sections of the Statutes are cited throughout these Bylaws.) No asset of the Association shall benefit any office or member. The Association shall not participate in partisan political activity. Corporation Identification No. L026466.

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.

Section 2 – Dues: Dues shall be \$30.00 paid on a fiscal year basis. Fiscal year starts July 1 and ends June 30 of the following year.

Section 3 – Termination of Membership: A member may be expelled from the Association for cause, on a two-thirds affirmative vote of all members present. They are entitled to vote at a membership meeting, provided that the matter shall have been included in notice of the meeting, and provided that the member to be expelled shall have been formally notified in writing at least 30 days prior to the meeting, and given the opportunity to appear and speak on his/her behalf at the meeting prior to the final vote. The motion shall specify the duration of the expulsion, not to exceed five years. (Sec 181.12)

Article IV – Voting

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 – 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 by these ByLaws.

Section 3 – Referenda: The Board of Directors may at time solicit reactions from members through a mail or electronic 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 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 or electronic form within 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 Long Lake on the last Saturday of June. 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, treasury report, member concerns, and an educational program. (Sec 181.14)

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 on annual meeting. (Sec 181.14)

Section 3 – Informational Meeting or Social Event: The Association may sponsor a variety of meetings and events designed to provide educational, 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 hand delivered 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 ByLaws, shall highlight any proposals to dissolve the Association and may include a detailed agenda. (Sec 181.15)

Section 5 – Quorum: No formal business may be conducted at membership meetings unless at least 15 paid-up members are present. (Sec 181.17)

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 the Association committees unless required otherwise by Wisconsin Statutes or these ByLaws. 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 the ByLaws, 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, four at-large directors, and the Past President. (Sec 181.20)

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 show of hands. (Sec 181.20)

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. (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. 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. (Sec 181.22, Sec 181.24)

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. If the number of such directors is less than a quorum, then the majority must consist of at least two Directors. (Sec 181.20, Sec 181.21)

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. (Sec 181.20, Sec 181.21)

Article VII – Officers

Section 1 – Officers: All officers will be elected by a vote of the Board at a meeting which will be held within 30 days of the annual meeting. The terms of office for all officers will be 1 year. A legal Counsel, an executive secretary, newsletter editor, or such other Association Assistant officers as are deemed necessary need not be members of the Association.

Section 2 – 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 replaced by the then President. The President is an ex-officio member of all committees.

Section 3 – Vice-President: The VP shall Assume the duties of the President should that office become vacant and preside at meetings when the President is unable to attend. The VP shall arrange for the educational segment of the annual meeting and carry out other Assignments at the request of the President.

Section 4 – Secretary: The Secretary shall maintain the official records of the Association as well as the archives. The Secretary shall record and distribute the minutes of member meetings and 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. (Sec 181.27)

Section 5 – Treasurer: The Treasurer shall maintain the financial records of the Association and shall prepare and present a financial statement to the annual meeting. The Treasurer shall serve on the Finance Committee.

Article VIII – Committees

Section 1 – Membership Committee: The Membership Committee shall initiate plans for recruiting of new members and retention of members.

Section 2 – 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 3 – Finance Committee: The Finance Committee shall recommend fund-raising activities to the Board and, after receiving Board approval, shall organize such activities. The Finance Committee shall also annually audit the financial records of the Association.

Section 4 – Land Use Committee: The Land Use Committee shall represent the Association at local public hearings and informational meetings relating to zoning, sanitation codes, subdivision ordinances, pollution sources, and changes in land use which might affect water quality. The Committee shall offer proposals to the Board regarding land use issues.

Section 5 – Boating Safety Committee: The Boating Safety Committee shall represent the Association at local public hearings and informational meetings relating to water safety patrols, lake use ordinances, and obstacles to navigation. The Committee shall offer proposals to the Board regarding water use issues.

Section 6 – Fishing and Water Quality Committee: The Fishing and Water Quality Committee shall represent the Association at the Department of Natural Resources hearings and at local meetings relating to in-lake water quality fish and wildlife habitat, and water levels. The Committee shall offer proposals to the Board regarding water quality monitoring and ecological management of fishery.

Section 7 – Aquatic Plant and Algae Committee: The Aquatic Plant and Algae Committee shall represent the Association at the Department of Natural Resources hearings and at local meetings relating to the control of nuisance plants and to the protection of desirable vegetation. The Committee shall offer proposals to the Board for a vegetation management plan and may be designated responsibility to implement such a plan.

Section 8 – Nominating Committee: The Nominating Committee shall consist of two at-large Directors whose terms have not expired. The Nominating Committee shall solicit candidates for each vacant position on the Board. Reference Article VI, Section 3 – Elections.

Section 9 – Other Committees: The President may appoint such other committees as are deemed necessary to support the efforts of the Board.

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. (Sec 181.045)

Section 2 – Fiscal Year: The records and accounts of the Association shall be maintained on a fiscal 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 X – Adoption and Amendments

These ByLaws, 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 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 two-thirds affirmative vote of all Directors, may recommend that the Association be dissolved and 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 binding mail referendum. (Sec 181.50, Sec 181.52)