

Washburn County Lakes and Rivers Association, Inc.
A Public Benefit Corporation
Bylaws

ARTICLE I: PURPOSE

Our purpose is to promote the environmental protection and responsible use of Washburn County surface waters and their attendant wetlands, watersheds, groundwater, shorelands and wildlife resources; to share ideas and information through education and active participation for the benefit of property owners, lake and river districts and associations, local government, the general public, future generations, and the waters themselves.

Section 1. To carry out the program of the Association and to make 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.

Section 2. To protect the quality and natural beauty of the waters of Washburn County, the Association may identify and acquire, by gift, purchase or otherwise, real or personal property of any kind whatsoever, including partial or divided interests in real property. Such property may be held, leased, transferred or otherwise used in a manner consistent with the purposes of the corporation.

ARTICLE II: MEMBERSHIP

Section 1. Membership Eligibility:

INDIVIDUAL/ FAMILY: Every person who is interested in the purpose of this Association is eligible to become a member.

GROUP: Any Lake District, Lake Association, Conservation Club or other group interested in Washburn County lakes and rivers is eligible to become a member. Group membership is limited to not for profit organizations.

COMMERCIAL: Every commercial entity which is interested in and subscribes to the purposes of this Association is eligible to become a member.

Section 2. An eligible group or individual becomes a member upon completion of application and payment of dues.

ARTICLE III: VOTING AT ANNUAL AND SPECIAL MEETINGS

INDIVIDUAL/FAMILY: Individual/Family members shall have one vote.

GROUP: Group memberships shall be entitled to up to five votes by representatives selected by the group.

COMMERCIAL: Commercial members' activities are limited to participation in discussions.

CASTING BALLOTS: A member must be present at the meeting at the time the vote is called in order to vote. All votes shall be counted by a show of hands unless otherwise specified by these Bylaws.

ARTICLE IV: DUES

Membership dues shall be payable on an annual basis as adopted by the Board of Directors.

ARTICLE V: MEETINGS OF MEMBERS

Section 1. Annual Meeting: The annual meeting of the Association shall be held in a convenient location in Washburn County if it is held in person. However, if the Board of Directors determines that it would be in the best interest of the organization and its members, the annual meeting can be conducted by postal mail, video conference or email. The time, date 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 the election of directors, discussion of projects, approval of the Treasurer's report, adoption of a budget, and member concerns.

Section 2. Special Meetings: A special meeting shall be held in a convenient location in Washburn County if it is held in person. However, if the Board of Directors determines that it would be in the best interest of the organization and its members, a special meeting can be conducted by postal mail, video conference or email. The time, date and place shall be arranged by the Board of Directors.

A special meeting of the Association may be called by the President, by a majority of the Board of Directors, or by written request of one-twentieth of the members, or six members, whichever is the greater.

Section 3. 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 email or other electronic means or by postal mail at least 10 days but not more than 60 days prior to annual meetings and at least 5 days 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.

Section 4. Quorum: No formal business may be conducted at membership meetings unless at least one-twentieth of the members, or six members, whichever is the greater, are present. For purposes of calculating a quorum, each organizational membership counts as one member and each individual/family membership counts as one member.

Section 5. Procedure: Roberts Rules of Order, 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 Bylaws. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer.

ARTICLE VI: BOARD OF DIRECTORS

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

Section 2. Composition: The Board of Directors shall consist of at least ten but not more than thirteen directors. There shall be no more than three Board members who also serve on the board of the same lake district, lake or river association, conservation club, commercial entity or other group interested in protecting Washburn County lakes and rivers. or who reside on the same lake or river. If the total number of directors drops below ten, the limit is two Board members who also serve on the board of the same lake or river organization or who reside on the same lake or river.

Section 3. Election of Directors: The Board of Directors shall determine whether there is a vacancy on the Board. If there is a vacancy, the Board will bring one or more candidates to the Annual General Meeting based on recommendations of the Nominations Committee.

Section 4. Terms of Office: Directors are elected for two-year terms by the members at the annual meeting. Their terms shall commence upon adjournment of the annual meeting or upon elections of new Directors, whichever occurs later. The terms of office for at least five Directors expire in odd-numbered years, and the terms of at least five directors expire in even-numbered years.

Section 5. Board Meetings: The Board shall meet within sixty 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, email or other electronic means, postal mail or personal contact. Although in-person attendance at meetings is preferable, Directors may participate by telecommunications (telephone or internet). A majority of the Board of Directors shall constitute a quorum for the transaction of business. The meetings shall be open to members. Decisions shall be made by majority vote of Directors present. Between meetings, the President may solicit decisions from the Board through written communications, email or other electronic means following the same protocol (notice, quorum, voting and minutes) as for a Board Meeting.

Section 6. Vacancies: Any Director who misses two consecutive meetings without cause may, at the discretion of the Board, be removed from office by the Board. Any vacancy may be filled for the remainder of the term by the Board.

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 at all membership 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. The President shall appoint from each committee a chair who shall serve at the pleasure of the President. 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.

Section 3. Secretary: The Secretary shall maintain the official records of the Association; shall record and distribute the minutes of member and Board meetings; shall maintain a current record of the names and addresses of members.

Section 4. Treasurer: The Treasurer shall maintain the financial records of the Association; shall prepare an annual financial statement for the annual meeting; and shall serve on the Financial 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 Offices: Other officers may be appointed by the President with the concurrence of the Board. A legal counsel, an executive secretary, or such other assistant officers as are deemed necessary need not be members of the Association.

Section 7. Election of Officers: The election of Officers shall occur at the first Board of Directors meeting following the Annual General Meeting.

Section 8. Terms of Office: Officers are elected for two-year terms commencing upon adjournment of the Board meeting at which they are elected and continuing until their successors are duly elected or until their death, resignation, or removal. The terms of the President and Vice President shall expire in odd-numbered years and the terms of the Secretary and Treasurer shall expire in even-numbered years. If the Director's seat of a serving Officer expires midway through that Officer's term, then the officer must be reelected to a Director's seat for that Officer to continue serving as an Officer.

ARTICLE VIII: COMMITTEES

Section 1. Education Committee: The Education Committee shall plan and recommend to the Board the programs for the education of property owners, lake districts, lake associations, local government, and the general public.

Section 2. 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 and prepare and present the proposed budget to the annual meeting.

Section 3. Membership Committee: The Membership Committee shall initiate a plan to recruit new members and offer suggestions to the Board for the retention of members.

Section 4. Government/Environment Committee: The Government/Environment Committee shall address issues and attempt to play a role in solving problems affecting Washburn County lakes and rivers, through cooperative interactions with government agencies, advocacy groups and individual citizens.

Section 5. Communication Committee: The Communication Committee shall be responsible for the circulation of information about the activities of the Association to members, to concerned organizations and to the public.

Section 6. Nominations Committee: The Nominations Committee shall monitor needs for new directors, identify potential candidates, review candidates' applications and report its recommendations to the Board for action.

Section 7. Other Committees: The President, with approval of the Board, 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 may 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, including dues, of the Association shall be maintained on the basis of the fiscal year beginning January 1 and ending December 31.

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 for current operation shall be deposited in investment accounts or certificates as authorized by the Board. The Treasurer and two other Board members, as determined by Board resolution, shall be authorized to sign checks. Checks exceeding \$1,000 shall require two signatures.

ARTICLE X: ADOPTION AND AMENDMENTS

These Bylaws, and any amendments thereto, may be adopted at any annual meeting or special meeting of the Association by two-thirds vote of members present. Amendments to the Bylaws must be summarized in the notice for the meeting at which the amendments are to be voted on.

ARTICLE XI: DISSOLUTION

The Board of Directors, by a two-thirds 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 the members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present 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. The dissolution plan shall require the distribution of remaining assets to 501(c)(3) organizations. 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.

CERTIFICATION

These Bylaws, last amended on August 25, 2012, were amended at the Association's Annual Membership Meeting conducted by mail in September 2021.

Pat Shifferd Secretary