



# MANITOWOC COUNTY LAKES ASSOCIATION

*"The Manitowoc County Lakes Association (MCLA) will protect and enhance the quality of area lakes and watersheds for the benefit of all."*

## BY-LAWS

### **2015 Proposed Revisions to 2008 Revisions are underlined and *italicized***

#### **Article I - PURPOSE**

The purpose of the Association is to maintain, protect, and enhance the quality of Manitowoc County's lakes and their surrounding watersheds in conjunction with surrounding counties for the collective interests of the members and the public. 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 (Sections of the Statutes are cited throughout these By-laws.) No asset of the Association shall benefit any officer or member. The Association shall not participate in partisan political activity.

#### **Article II - MEMBERSHIP**

Section 1 - ELIGIBILITY: Membership in the Association shall be open to any individual, business, or organization, that (a) subscribes to the purpose of the Association and (b) owns or leases property in the vicinity of the lake or is a user of the lakes. *A person representing an organization is not a member of MCLA unless the person is a paid member.*

Section 2 – DUES: Dues *shall be paid yearly and to be in effect for the fiscal year, October 1<sup>st</sup> until September 30<sup>th</sup>. New memberships shall be in effect up to and through the first full fiscal year of membership.*

#### **Article III - VOTING**

Section 1 - MULTIPLE VOTING: Any individual member may cast only one vote on any question called to a vote. Only one individual may represent an organization; and each individually paid *organization* may cast one vote on any question called to a vote. *One person may vote for themselves as a paid member and also as a representative of a paid organization.*

Section 2 - CASTING BALLOTS: A member and/or organizational representative 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 By-laws.

Section 3 - REFERENDA: The Board of Directors may at any time solicit reactions from

members through a survey, conducted in accordance with the Notification Requirements. 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 questions 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 IV - MEMBERSHIP MEETINGS**

### Section 1 - ANNUAL MEETING:

- A. The annual meeting of the Board of Directors of the Association shall be attended by the Board of Directors and shall be held at a place designated by the Officers at least 30 days prior to the annual membership meeting. The agenda of the annual meeting shall include all areas of governance appropriate to and required by the Association's status as a corporation under Chapter 181 of the Wisconsin Statutes. General members may attend the Annual Meeting, but will not vote at that meeting. Minutes of the Annual Meeting will be posted on the webpage.
- B. The Annual Meeting of the General Membership will be held immediately ahead of and on the same day as the Annual Banquet.

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 an annual meeting [Sec. 181.14(3)]

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 support 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 will be by e-mail, except in those cases where an individual or group specifically requires notification by mail or hand delivery. Notification will be at least 15 days, but not more than 50. 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 [Sec. 181.15]

### Section 5 - QUORUM:

- A. The Directors Meeting: no formal business may be conducted at the Directors Meetings unless at least six members are present.
- B. General MCLA Meetings: no formal business may be conducted at the Members Meetings unless at least one-twentieth of the members or six members 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 V - BOARD OF DIRECTORS**

Section 1 - AUTHORITY: Subject to directives or 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, Treasurer, Immediate Past-President, a Director appointed by each paid organization and up to 10 at-large directors approved by the Board Of Directors.

Section 3 - ELECTIONS: Nominations for the Board Of Directors, present at the annual meeting and willing to serve, shall be taken from the floor. In the event of a contested election for any position as an officer or director, the election shall be conducted by secret written ballot. [Sec. 181.20(2)]. Note that a person may not be required to be present at the meeting if there is hard copy documentation that they approve their nomination.

Section 4 - TERMS OF OFFICE: Officers are elected for two-year terms. Those elected by a paid organization will run per the rules of their organization. The President, Vice President, Secretary, and Treasurer positions will be elected at the Annual Membership Meeting, and will run from Membership Meeting until the Membership Meeting two years hence.

Section 5 - BOARD MEETINGS: The new Board shall meet within 180 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. 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 with three (3) consecutive unexcused absences from regular meetings may, at the discretion of the Board, be removed from office. The paid organization may elect another Director to represent their district. [Sec. 181.20(4); Sec. 181.21]

Section 7 - COMPENSATION: No Directors shall be compensated for their time and effort. The Association may hire compensated consultants, administrative help, fund raisers, and public relations personnel to aid the Directors or the Association.

## **Article VI - 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 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 an archive. 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 Association and shall prepare the Association newsletter or solicit an editor to carry out the task. The Secretary shall serve on the Membership Committee. [Sec. 181.27]

Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks. The Treasurer shall prepare an annual report for presentation at 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. [Sec. 181.25 (1)]

Section 6 - OTHER OFFICERS: Other officers *and/or vacancies of officers* may be appointed by the President, with 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.

## **Article VII - COMMITTEES**

Section 1 - MEMBERSHIP COMMITTEE: The Membership Committee shall initiate a plan to recruit new members and offer suggestions to the Board on retention of members.

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.

Section 3 – EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and such other committee chairpersons as the Board of Directors shall from time to time appoint, but not to exceed a total of five (5) members. The Executive Committee shall have and may exercise all of the powers of the Board of Directors when the Board is not in session, and shall meet at such times and upon call as the Executive Committee shall prescribe. All actions of the Executive Committee shall be reported in writing at the next regularly scheduled meeting of the Board.

Section 4 - OTHER COMMITTEES: The President may appoint such other committees as are

deemed necessary to support the efforts of the Board.

## **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. [Sec. 181.045]

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a fiscal year beginning on October 1 and ending on September 30.

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 as authorized by the Board of Directors.

## **Article IX - ADOPTION AND AMENDMENTS**

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

## **Article X - DISSOLUTION**

The Board of Directors, 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 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 a binding mail referendum. [Sec. 181.50; Sec. 181.52]

## CERTIFICATION

These By-laws were adopted by vote of \_\_\_\_\_ Yes and \_\_\_\_\_ No at the Association meeting on this \_\_\_\_\_ Day of \_\_\_\_\_ 2???.

These By-laws were adopted by vote at the Association meeting on this \_\_\_\_\_ Day of \_\_\_\_\_ MONTH \_\_\_\_\_ 2???.

These By-laws were adopted by vote at the Association meeting on this \_\_\_\_\_ Day of \_\_\_\_\_ MONTH \_\_\_\_\_ 2???.

These By-laws were adopted by vote of \_\_\_\_\_ Yes and \_\_\_\_\_ no at the Association meeting on this ?? Day of \_\_\_\_\_ MONTH \_\_\_\_\_ 2???.

These By-laws were adopted by unanimous vote at the Association meeting on this ?<sup>th</sup> day of MONTH, 2???.

These By-laws were adopted by unanimous vote at the Association meeting on this ??<sup>nd</sup> day of MONTH, 2???.

These By-laws were adopted by unanimous vote at the Association meeting on this ??<sup>th</sup> day of MONTH, 2???.

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Secretary