

BIG PORTAGE LAKE RIPARIAN OWNERS ASSOCIATION, INCORPORATED

BYLAWS

ARTICLE I – PURPOSE

Section 1 – The Association shall be known as the Big Portage Lake Riparian Owners Association, Incorporated.

Section 2 –The Association shall be a non-profit, non-stock corporation under Chapter 181 of the Wisconsin State Statutes.

Section 3 – The purposes of the Association shall be as follows:

1. To preserve and protect Big Portage Lake and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Big Portage Lake, as a public recreational facility for today and for future generations.
2. To educate property owners of Big Portage Lake about issues that may affect the quality of life on Big Portage Lake and as an Association, work to change or eliminate those factors that threaten this quality.
3. To provide a collective voice that will represent the best interests of property owners regarding issues that affect Big Portage Lake, the Town of Land O' Lakes, and the surrounding area.
4. To maintain a working relationship with the Wisconsin Department of Natural Resources and other organizations that can influence the limnological and ichthyological quality of Big Portage Lake.
5. To create a sense of community among property owners resulting in an increased awareness that Big Portage Lake is a fragile resource whose reputation, property values and future depends upon the stewardship of its citizens.
6. To provide a leadership body to whom property owners can direct questions, concerns or suggestions regarding Big Portage Lake.
7. To provide property owners with suggested standards of common sense, lake stewardship that discourages pollution, excessive noise, reckless powerboat operation and other activities that may negatively affect the enjoyment of Big Portage Lake.
8. To recommend and work for such zoning that will protect Big Portage Lake Riparian Owners from undesirable land and water use.

ARTICLE II – MEMBERSHIP

Section 1 – Membership in the Association shall be open to any individual or family who (a) subscribes to the purposes of the Association, and either (b) owns property on or within one mile of the Big Portage shoreline, or (c) resides within one mile of the Big Portage shoreline for at least one month each year.

Section 2 – All members of the Association will be eligible for equal benefits except that service as an Officer or membership on the Board of Directors of the Association is limited to those who own property on the Big Portage Lake shoreline and their immediate families. Immediate family is defined as a father, mother, spouse, son or daughter.

Section 3 – DUES: The annual dues of the Association shall be determined by the Board of Directors, subject to approval of at least two-thirds of the attending members at a given meeting, and be between \$5 and \$50, that range subject to modification if Wisconsin State Statute or administrative rule changes in the future. Membership shall be on a calendar year basis, beginning the first day of January and expiring on the last day of December. Dues shall be paid annually on or before the date of the annual meeting.

ARTICLE III – VOTING

Section 1 – VOTES: There shall be one vote per membership. All members who have paid their annual dues have the right to vote.

Section 2 - CASTING BALLOTS AT MEETINGS: 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, or written ballot at the discretion of the Board. Absentee ballots and/or proxy votes may also be considered at the discretion of the Board of Directors.

Section 3 – CASTING BALLOTS BY MAIL OR E-MAIL: At the discretion of the Board of Directors, votes may be solicited from members through postal or electronic mail (e-mail). Members shall have 30 days to respond. Results shall be announced at the next membership meeting or in the next Association newsletter.

ARTICLE IV – OFFICERS

Section 1 – QUALIFICATIONS: Service as an Officer of the Association is limited to those who own property on the Big Portage Lake shoreline and their immediate families. Immediate family is defined as a father, mother, spouse, son or daughter.

Section 2 – PRESIDENT: The duties of the President shall be as follows:

- a. To preside over all membership meetings and meetings of the Board of Directors.
- b. To appoint all committee members who shall serve until the end of the President's term.
- c. To uphold the mission of the Association.

Section 3 – VICE-PRESIDENT: The duties of the Vice-President shall be as follows:

- a. To assume the duties of the President should that office become vacant or when the President is unable to officiate.
- b. To carry out assignments at the request of the President.

Section 4 – SECRETARY: The duties of the Secretary shall be as follows:

- a. To keep minutes of all Board of Directors and general membership meetings.
- b. To conduct the correspondence of the Association and provide notice of all meetings of the general Association membership and board of directors, and in the case of special meetings, to state the business intended.
- c. To notify the Association membership of annual dues payment/renewal.
- d. To have and maintain custody of all reports and documents connected with the proceedings of the Association.

Section 5 – TREASURER: The duties of the Treasurer shall be as follows:

- a. To maintain the financial records of the Association; sign all checks.
- b. To collect all monies due the Association.
- c. To deposit the funds in the name of the Association in a depository approved by the Board of Directors.
- d. To present, at each stated meeting, and whenever so requested by the Board of Directors, a detailed account showing the financial condition of the Association.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – QUALIFICATIONS: Only Association members in good standing who are owners of property on the Big Portage Lake shoreline and their immediate family members (father, mother, spouse, son or daughter) may serve on the Board of Directors of the Association.

Section 2 – AUTHORITY: Subject to the directives of annual and special meetings of the Association membership, and of these Bylaws, the Board of Directors shall have authority over the activities and assets of the Association. The Board shall make such rules for their own government and for the government of the committees appointed by the

President as they deem proper.

The Board shall have power to suspend or expel any member for violation of the constitution or for conduct which they deem improper or prejudicial to the Association; but no member shall be expelled or suspended for longer than thirty (30) days without a hearing.

The Board may, at a regular meeting, readmit to membership, any former member whose resignation or dismissal has been previously accepted or approved.

Section 3 – COMPOSITION: The Board of Directors shall consist of eleven (11) members including the President, Vice-President, Secretary, Treasurer, and six at-large directors in good standing, and the immediate past president, who shall serve as a board member for one (1) year.

Section 4 – FUND APPROPRIATION: All appropriation of the funds of the Association shall be made by the Board of Directors. Expenditures of Association funds in the amount of two-thirds or less of the total Association cash assets may be made with majority Board approval. Expenditures in excess of two-thirds of the total Association cash assets shall require at least two-thirds approval from members present at the annual membership meeting. Expenditure of one-fifth or less of the total Association cash assets may be made upon approval of the Association President and Treasurer without consent of the Board or the Association membership.

If emergency conditions prevail that threaten the welfare of the Association or Big Portage Lake, and it is not possible to convene a full meeting of the Board of Directors or the Association membership, the President and Treasurer shall retain the right to expend whatever Association resources are necessary to address the situation.

Section 5 – BOARD MEETINGS: It shall be the duty of the Board of Directors to designate the meeting place, date, and time for all Association Board meetings. The newly elected Board of Directors shall meet immediately after the annual election meeting in July, or within twenty (20) days thereafter. Other meetings shall be held on, or as close as practical to, the last Saturday in May and August. The Secretary of the Association shall notify all Board members of such meeting, in writing, at least two (2) weeks in advance. Special meetings of the Board of Directors may be called at the discretion of the President or by action of three (3) Directors, upon five days written notice. Four (4) members shall constitute a quorum.

Section 6 – COMMITTEES: The Board shall appoint such committees as shall seem to them necessary, including a Nominating Committee of three (3) Association members in good standing. The Nominating Committee shall select candidates for the Board of Directors to be approved by the membership at the following annual meeting. In addition to the nominations by the Nominating Committee, any member in good standing may nominate a member at the annual meeting. Members nominating from the floor at the annual meeting must have received the consent and approval of the members so nominated to serve if elected.

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. The Board shall have authority to make, at their discretion, appropriations for the compensation of secretarial services.

Section 8 – ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations may be taken from the floor at the annual meeting, provided that the nominated individual is an association member in good standing and has given his/her consent to be placed into nomination. Voting shall be by written, secret ballot, and a majority of votes cast shall be necessary to elect.

Section 9 – TERMS OF OFFICE: Directors shall be elected for three (3) year terms. Terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later. Officers shall be elected or reelected by a majority vote of the Board of Directors at the conclusion of the annual meeting. All vacancies in elective office shall be filled promptly by appointment by the Board of Directors.

ARTICLE VI – 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.

Section 2 – FUNDS AND INVESTMENTS: Funds of the Association shall be promptly deposited at the financial institution designated by resolution of the Board of Directors. Funds not needed for current operations shall be deposited in investment vehicles as authorized by the Board of Directors.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 1 – ANNUAL MEETING: There shall be an annual membership meeting each year between the first (1st) and the fifteenth (15th) of July.

Section 2 – QUORUM: No formal business may be conducted at the membership meetings unless at least one-tenth of the members, or twelve members, whichever is greater, are present.

Section 3 - SPECIAL MEETINGS: A special meeting of the Association may be called at any time with 14 days notice, 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. 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 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 – RULES OF ORDER: All meetings shall be conducted in accordance with Roberts' Rules of Order. At each meeting, the following order of business shall be observed:

- Call to Order.
- Reading of the minutes of the previous membership meeting.
- Reports of officers.
- Reports of committees.
- Unfinished business.
- New business.
- Election of officers.
- Adjournment.

ARTICLE VIII – ADOPTION AND AMENDMENTS

These Bylaws, and 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. Amendments to the Bylaws must be summarized in the notice of the annual or special meeting at which the amendments are to be voted on.

Article IX - DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.