

**MODEL BY-LAWS
FOR
INDIAN LAKE
ASSOCIATION 7/2006**

Produced for:



Wisconsin Department of Natural Resources

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Adapted from: "Sample By-laws for Any Lake Association" produced by Elmer Goetsch and from other examples.

Reviewers: Wisconsin Association of Lakes
Board of Directors

MODEL BY-LAWS

INDIAN LAKE ASSOCIATION, INC. Sugar Camp, WI 2006

Article I - PURPOSE

The purpose of the Association is to preserve and protect Indian Lake and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Indian Lake, as a public recreational facility for today and for future generations.(2)

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 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, family, business, or organization, that (a) subscribes to the purposes of the Association and (b) owns or leases property in the vicinity of the lake.(3)

Section 2 - DUES: Dues shall be \$10.00 paid on a calendar year basis.(4)(5)

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.(6)

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(7) or absentee ballots.(8) 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 mail 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 a 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 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 Indian Lake on a designated day on or nearest the 4th of July. 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, adoption of a budget, member concerns, and an educational program. [Sec. 181.14(1)(2)]

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 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 by hand delivery 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 By-laws, 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 one-twentieth of the paid-up members or 15 members, whichever is less, are present.(9) [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 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 VI - BOARD OF DIRECTORS

Section 1 - AUTHORITY: Subject to directives of 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, four(10) at-large directors, and the past President. [Sec. 181.20(1)]

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 secret, written ballot. [Sec. 181.20(2)]

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. The terms of office of President, Vice-President, and two at-large directors expire in even-numbered years. The terms of office of Secretary, Treasurer, and two at-large directors expire in odd- numbered years. [Sec. 181.20(3)]

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, 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, although less than a quorum but at least two. [Sec. 181.20(4); Sec. 181.21]

Section 7 - COMPENSATION: Directors shall not be compensated for their time and effort.(11) 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 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 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. 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 archives. 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 unless an editor is appointed to do so. 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 financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting. The Treasurer shall serve on the Finance Committee.

Section 5 - MULTIPLE OFFICE HOLDING:(12) 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 may be appointed by the President, with concurrence of the Board. A legal counsel, an executive secretary, newsletter editor, or such other assistant officers as are deemed necessary need not be members of the Association.

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 Hospitality 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 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 the fishery.

Section 7 - AQUATIC PLANT AND ALGAE COMMITTEE: The Aquatic Plant and Algae Control Committee shall represent the Association at 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 delegated responsibility to implement such a plan.

Section 8 - 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](13)

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a calendar 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 By-laws, 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 By-laws 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 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 _____, 19__.

Secretary

Footnotes - 1

(1) The Association should have a permanent post office box to facilitate contact with members and other organizations.

(2) To qualify for tax exemption under Sec. 501(c)(3) of the Internal Revenue Code, the benefits of a nonprofit organization's activities must flow principally to the public (but the membership can, of course, share fully in those benefits). If exemption under Sec. 501(c)(3) is to be pursued, the purpose statement must stress public benefits before, but not necessarily excluding, membership benefits. [IRS Revenue Ruling 70-186, Lake Association Tax Exemption]

(3) If people or organizations that do not own property are invited to join the Association, the last phrase (b) can be deleted. To be a qualified lake association, membership must be open to any individual who resides within 1 mile of the lake at least 1 month each year or any individual who owns real estate within 1 mile of the lake.

(4) This figure can be set at any amount agreed to by the members. However, we recommend that the dues be part of the By-laws to give them stability. Many associations discuss the dues at every annual business meeting. Frequent discussion of dues not only wastes time, but focus energy on an inherently unpleasant aspect of the organization. To be a qualified lake association, dues for voting membership must not be less than \$10 nor more than \$25 per year.

(5) Sec. 181.12(2) Wisconsin Statutes requires agreement by two-thirds of all members eligible to vote to expel a member. If the Association wants an explicit policy, add the following to Article II:

"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(2)]"

(6) The number of votes for families, businesses, or organizations could be limited to one per membership. Two votes are suggested because of the prevalence of husband and wife ownerships of lake property.

(7) Proxy voting is not recommended because it tends to disrupt the egalitarian nature of association meetings. However, proxy voting is legal. [Sec. 181.16(2)] To provide for proxy voting, substitute the following for Article III Section 2 in the Model:

"Section 2 - CASTING BALLOTS: A member may vote in person at meetings of the Association or may vote by providing a written proxy to another person. A copy of the proxy must be presented to the presiding officer prior to the convening of the meeting. The presiding officer shall announce that proxy notices have been received and may ask each proxy holder to identify the member on whose behalf the votes are being cast. All votes shall be counted by a show of hands unless otherwise specified in the By-laws."

Footnotes - 2

(8) Absentee voting is not recommended because many associations allow nominations from the floor and because many associations are not prepared to provide official ballots prior to the meeting. However, elections may be conducted by mail and absentee voting is not prohibited. [Sec. 181.16(2)] To provide for absentee voting, substitute the following for Article III Section 2 in the model:

"Section 2 - CASTING BALLOTS: Votes for Board of Directors may be cast in person or by absentee ballot. To participate in all other votes, a member must be present at the meeting at the time the vote is called. No member may vote by proxy. All votes shall be counted by a show of hands unless otherwise specified in the By-laws.

Members wishing to vote for the Board by absentee ballot must request a ballot from the Secretary at least 10 days prior to the annual meeting. The ballot shall be returned in a sealed envelope clearly marked 'BALLOT,' shall contain the name of the member on the outside of the envelope, and shall be opened after the ballots are cast at the annual meeting."

(9) The quorum number can be altered. However, restrictive quorums are not recommended. The people who are asked to go back home from a poorly-attended meeting are less likely to attend a rescheduled meeting. The attendance at the rescheduled meeting may be even poorer.

(10) A large association might want six at-large directors. In special circumstances, an association may want to ensure that one or two of the directors own property in a certain area. For example, in an association dominated by Big Star Lake but including Little Star Lake, two of the directorships might be reserved for Little Star Lake property owners.

(11) Some associations will want to provide a small stipend for their secretary and/or treasurer. If that is desired, substitute the following for Article V Section 7:

"Directors shall not be compensated for their time and effort except that the Secretary (and Treasurer) shall be paid an annual stipend of \$____. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business. [Sec. 181.19]"

(12) This section can be dropped if the multiple office holding option is not wanted.

(13) A corporation may choose not to indemnify, in which case the bylaws must explicitly so state. This is not recommended, however.