

AMENDED BY-LAWS
LAKE WANDAWEGA IMPROVEMENT ASSOCIATION (LWIA), INC.
P.O. Box 902, Elkhorn, WI 53121

Article I – PURPOSE

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

Article II - STATUS AND LIMITATIONS

To carry out the program of the Lake Wandawega Improvement Association (LWIA) 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. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article III – MEMBERSHIP

Section 1 - ELIGIBILITY: Membership in the LWIA 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 within one mile of the lake for which the association was incorporated; or (c) resides on or within one mile of the lake at least one month each year.

- 1) No household, business or organization may hold more than two voting memberships.

Section 2 - MEMBERSHIP FEES: Membership fees shall be \$20.00 per member and paid annually.

- (a) Changes to the annual membership fee may be proposed by the board, for a vote by the general membership, at the annual meeting.

Article IV – VOTING

Section 1 - VOTING: Any individual member may cast one vote on any question called to a vote. An individual member may represent a household, a business, or an organization that has joined as a member.

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 viva-voce or counted by a show of hands unless otherwise specified in these By-laws. If objection is made, the vote shall be by ballot.

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 LWIA shall be held in the vicinity of Lake Wandawega, in the month of May, on the Saturday of the Memorial Day Weekend. 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.

Section 2 - SPECIAL MEETINGS: A special meeting of the LWIA 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. Only those matters described in the notice shall be discussed at the meeting.

Section 3 - INFORMATIONAL MEETING OR SOCIAL EVENT: The LWIA 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 shall include a description of the matter or matters for which the meeting was called.

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless a quorum is present. A quorum shall consist of those members in attendance and no less than two-thirds of the current board members 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 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 at-large directors, and the past President. If the past President is unable to serve, an additional at large board member will be nominated to fill the position.

(a) - Among these positions, it is desirable to have representation from each of the Lake Wandawega Subdivisions and representation from that group of properties not affiliated with a subdivision.

Section 3 - ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations of members, willing to serve, shall be taken from the floor. No one shall be nominated to an office in the corporation whose consent to serve has not been obtained. All elections for the Board shall be conducted at each annual meeting. If there is more than one candidate for any office, the vote shall be by ballot. A simple-majority vote shall elect.

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, Treasurer, and two at-large directors expire in odd-numbered years. The terms of office of Vice President, Secretary, and two at-large directors expire in even-numbered years.

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. Two-thirds of the directors shall constitute a quorum for the transaction of business. 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.

Section 6 – REMOVAL FROM OFFICE: Any director who misses two consecutive Board meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office.

Section 7 – VACANCIES: Should any vacancy occur in the offices of the corporation, other than a vacancy occurring at the expiration of a regular term of office, the vacancy shall be filled by the Board of Directors and Officers of the Corporation 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.

Section 8 - 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 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. 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 carry out other assignments at the request of the President. The Vice-President shall be the Chairman of the Finance Committee.

Section 3 - SECRETARY: The Secretary shall maintain the official records of the Association as well as any 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.

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.

Article VIII – COMMITTEES

Section 1 – MEMBERSHIP, ACTIVITIES & EVENTS COMMITTEE: The Membership, Activities & Events Committee shall initiate plans for recruiting of new members and retention of members. They shall organize and promote social and educational events and activities to be sponsored by LWIA.

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 audit the financial records of the Association on an annual basis.

Section 3 - OTHER COMMITTEES: The Board may appoint committees as are deemed necessary to support the efforts of the Board and of the Lake Wandawega Improvement Association (LWIA) such as the following:

(a) - **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.

(b) - **BOATING USAGE AND SAFETY COMMITTEE:** The Boating Usage and 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.

(c) - **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.

(d) - **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.

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.

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.

CERTIFICATION

These Amended By-laws were adopted by a vote of yes (15) and no (0) at the Associations Annual Meeting on this day of May 24, 2008.

Howard Hayward, Secretary
Lake Wandawega Improvement Association