

VAN VLIET LAKE ASSOCIATION BYLAWS

Article I - PURPOSE

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

Article II - STATUS 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. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity. (Sections of the Statutes are cited throughout these By-laws.)

Article III - 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 within one mile of Van Vliet Lake and is resident within one mile of Van Vliet Lake for at least one month of every year.

Section 2 - DUES: Dues shall be \$15.00 per eligible individual paid on a July 1 to June 30 year basis.

Section 3 – MEMBER CATEGORIES:

Active Member : Any eligible individual eligible under Article III who has paid dues for the current fiscal year. Active Members may serve as Directors or Officers of the Association, if they meet other requirements of these Bylaws, and they may vote on Association matters.

Inactive Member: Any eligible individual eligible under Article III who remains on the membership roll, but has not paid their dues for the current fiscal year. Inactive Members may not vote on Association matters, nor may they serve as Directors or Officers.

By action of the Board, the names of all past members of the Association who have not paid their dues for the last two membership years will be dropped from the membership roles. Members of the Association who are no longer qualified for membership shall be dropped from the membership roles at the end of their current paid membership year.

Article IV - VOTING

Section 1 - VOTING: Only Active Members may vote on matters of the Association. Any individual member may cast only one vote on any question called to a vote.

Section 2 - CASTING BALLOTS: A member must be present at the meeting at the time the vote is called in order to vote, unless otherwise authorized under the provisions of these Bylaws. All votes shall be counted by a show of hands, paper ballots, or authorized electronic means as designated by these bylaws or the president.

Section 3 – Absentee Ballots: Absentee Ballots, on forms provided by the Association and in full accord with voting instructions and deadlines of the Association, are authorized for voting for candidates for the Directors and Officers of the Association, as well as for votes on the Bylaws and other issues that may be approved by the Board. Where voting is allowed by Absentee Ballot, the Association shall send out relevant information to its members concerning the candidates for office, proposed Bylaw changes and disclosure of relevant issues related to any matters approved by the Board for allowance of Absentee Ballots. Such information shall be sent out at least 30 days prior to the deadline for such Absentee votes to be returned. Members who wish to vote by absentee ballot must request such a ballot no later than 14 days in advance of the official vote.

Section 4- REFERENDA/MAIL BALLOT: The Board may at any time solicit reactions from members (Active or Inactive or both) through a mail survey or a mail ballot. The Board resolution authorizing the referendum/mail ballot 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/mail ballot and shall specify the exact wording of the question and the required follow-up action by the Board. The referenda/mail ballot question shall be mailed to members, along with potential major positive and negative impacts relating to the subject of the referenda/mail ballot. Members shall have 30 days to return response forms. Results of the referendum shall be announced to the membership within 90 days of the response deadline.

Article V - MEMBERSHIP AND COMMITTEE MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Van Vliet Lake within 75 days of July 1st of each year. The time and place shall be arranged by the Board 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, an educational program or such other items as determined by the Board or membership.

Section 2 - SPECIAL MEETINGS: A special meeting of, or mailing to, the Association may be called at any time by the President, by majority vote of the Board, 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, except that votes on candidates for Officers and Directors may not be cast during unexpired terms, unless there has been a resignation of a serving member of such office, or the incumbent is no longer able to actively serve or has been removed from office for just cause.

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 that will provide direct benefit to the Association. 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 Active 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 set forth, in writing, any proposed changes in the By-laws, candidates to be voted on for Association office(s) and their qualifications, specific questions to be voted upon, and any specific proposals to dissolve the Association, and shall include a detailed agenda, where such is practical.

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least 15 Active Members are present, except business may be conducted on matters that have been properly announced for balloting by absentee ballot, as stated in these Bylaws, and enough complying absentee ballots have been received to meet the quorum requirements of this section, when counted along with the Active Members present.

Section 6- COMMITTEE MEETINGS- Committees appointed under the authority and in accord with Article VIII of these Bylaws shall be announced by the committee chair, directly or through Association means, to all appointed members of such committees prior to such meetings. Announcements of the scheduled meetings shall include an agenda of matters to be discussed. Meetings may be held at a convenient site, by teleconference, electronically, or any combination thereof. At least 50 percent of the members of the committee must participate to constitute a quorum. Minutes shall be kept of each committee meeting, summarizing and including all relevant important discussions and actions. Copies of such minutes shall be forwarded to the President and to the Secretary of the Association. Meetings shall be open to all Active Members of the Association unless otherwise determined by the President, with concurrence of the Board.

Section 7- PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board, 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 to which they have been invited, at the discretion of the presiding officer. The presiding officer shall also serve as parliamentarian, unless he/she has appointed another to act in such position.

Article VI - BOARD OF DIRECTORS (Referred to as "Board" in these Bylaws)

Section 1 - AUTHORITY: Subject to directives of annual and special meetings, authorized mail or absentee ballots and these By-laws, the Board shall have authority over the activities and assets of the Association.

Section 2 - COMPOSITION: The Board shall include the President, Vice-President, Secretary, Treasurer, four at-large directors, and the past President, if the Past President is still an active Member.

Section 3 – Qualifications of Board members: Only members who have been Active Members of the Association for at least one year immediately preceding their nomination may be nominated to serve as a Director or Officer of the Association.

Section 4 - ELECTIONS: The Board shall nominate one or more members for each vacant position on the Board. Additional nominations of candidates, who will be present at the annual meeting and willing to serve, shall be solicited by mail from all Active Members in a mailing at least 90 days prior to the Annual Meeting date and any such nominations of Active Members who are willing to serve and attend appropriate Association meetings shall be sent to the Association Secretary at least 60 days prior to the annual meeting to be included on the ballot.. All elections for the Board shall be conducted by secret, written ballot. Ballots shall be counted by three Active Members, not running for election, who are appointed by the President or the Board, and shall certify, in writing the results of the election. All ballots shall be kept for at least 30 days following the meeting at which the election was held and may than be destroyed unless a written challenge has been received by the Association secretary from one or more Active Members. In such instance, the Secretary shall retain the ballots until the Board authorizes their destruction. Where more than two candidates are on the ballot for one position, the two (or more if tied) top vote recipients shall be voted on by Active Members present at the meeting, and, in addition, the absentee votes that were cast for those two nominees shall be counted as voting to determine the winner of the election.

Section 5- TERMS OF OFFICE: Board Members are elected for two-year terms. Their terms shall expire after the annual meeting at which their terms have been fulfilled, or upon the election of new Directors or Officers, whichever occurs later. The terms of office of President, Secretary, and two at-large directors expire in even-numbered years. The terms of office of Vice President, Treasurer, and two at-large directors expire in odd-numbered years. Active Members who have served as Directors or Officers may be elected for successive new terms at the will of the candidate and the membership.

Section 6- 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 Board members after at least 24 hours notice by telephone, mail, or personal contact. Four Board members shall constitute a quorum for the transaction of business. The meetings of the Board shall be open to the Active Members and may be opened to others at the discretion of the Board. Decisions shall be made by majority vote of the Board members present, with a quorum of at least four Board members participating, with the President voting only to break ties. Between meetings, the President may solicit decisions from the Board through written communications.

Section 7- VACANCIES: Any Board member who misses two consecutive meetings without good cause as determined by the Board, is unable to continue or is no longer qualified to serve, may, at the discretion of a majority of the Board, be removed from office. Any Officer who is no longer able to actively serve or is no longer qualified to serve the remainder of their term may be removed from their office by a majority vote of the remaining Board, who will then declare a vacancy in that office. Any vacancy, except that of President, may be filled for the remainder of the term by the affirmative vote of a majority of the remaining Board then in office. The Active Members shall be notified within 60 days of such action by the Board.

Section 8- COMPENSATION: The Board members 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 and supervision of any employees or contractors. The President shall review large expenditures for approval, before they are paid by the Treasurer and shall act as an alternate to sign or receive checks when the Treasurer is not available or able to sign or receive them. The President shall appoint 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 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 (Active Members) as well as of Inactive Members and shall send out, or cause to be sent out, notices of membership meetings, agendas, absentee ballots with appropriate information and instructions, and other appropriate notices and information, and shall receive and tally and file communications, votes, and other information called for in these Bylaws. The Secretary shall prepare, or cause to be prepared, 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 and receive all checks. The Treasurer shall seek the review and approval of the President for any large or unusual expenditure, before issuing a check or commitment. The President shall act as an alternate to the Treasurer if the Treasurer is not available or is unable

to sign or receive 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: The same person may hold the offices of Vice-President and Treasurer or the offices of Secretary and Treasurer.

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 – Committees: The Board shall, from time to time, determine the need for appointment of Committees to support the activities of the Association. The President, with concurrence of the Board, shall appoint the Chairs of all Committees. Those Committees may include, without limitation, the following Committees.

Section 2 - WATER QUALITY COMMITTEE: The Water Quality Committee shall represent the Association at Department of Natural Resources hearings and at local meetings relating to in-lake water quality and water levels. The Committee shall offer proposals to the Board regarding water quality monitoring and management.

Section 3- FISHING COMMITTEE: The Fishing Committee shall represent the Association at Department of Natural Resources hearings and at local meetings relating to fish and wildlife habitat. The Committee shall offer proposals to the Board regarding ecological management of the fishery.

Section 4 - AQUATIC PLANT AND ALGAE CONTROL 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 5 - HISTORY COMMITTEE: The History Committee shall gather, verify and record information on the history of Van Vliet Lake and the surrounding area.

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.

Section 4 – RIGHT OF APPEAL:

1. Any Active Member(s) of the Association who feel that they are adversely affected by these Bylaws or actions of the Association thereunder may file a written appeal, which they shall state to be a “Formal Appeal”, to the Board within 60 days of the action which they feel has or will negatively affect them, which appeal shall contain the detailed description of the action which they allege harms, or will harm them and all specific reasons and negative affects they claim have or will harm them as a result. The Board shall, within 45 days consider such appeal and render a decision on the appeal. The Board shall notify the appellant of their decision in writing within 90 days of receipt of the appeal and specify in detail the reasons for their decision.

2. If the appellant is still not satisfied with the decision and any action taken thereunder by the Board, they may so notify the Board, in writing, within 30 days of receipt of the decision to have the decision of the Board reviewed by the Active Members of the Association. Upon receipt of such further appeal, the Board shall, within 30 days, send a mail communication to all Active Members, sending all written communications from the appellant and the Board concerning the matter under appeal and requesting a mail ballot from the Active Members within 45 days of mailing of the communication as to the recommendation of the Active Members concerning the matter of the appeal. The Secretary of the Association shall receive and tally such ballots and notify the Board, within 15 days of the end of the response period, of the results of the response of the Active Members. The Board shall than review and discuss the results of the Active Member response and shall take action, if any, that results from such review and discussion and notify the appellant(s) and the Active Members, within 45 days of receipt of the response from the Secretary, of their final action in regard to the appeal. The Board shall utilize the services of an attorney(s), if appropriate, in considering and responding to appeals.

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 Active Members of the Association who vote through an official Absentee Ballot or are present at the annual or special meeting called for that purpose and are entitled to vote. Proposed amendments to the By-laws must be presented in writing and summarized, along with relevant information. in the notice for the annual or special meeting at which the amendments are to be voted on and for the purpose of the Absentee Voters.

Article XI - DISSOLUTION

The Board, by a two-thirds affirmative vote, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of Active Members and through absentee voting. Notice of the meeting shall highlight the question of dissolution. A two-thirds affirmative vote of Active Members entitled to vote, and who vote on the question, shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board to prepare a dissolution plan for subsequent approval by the Active Members as provided under Wisconsin law. Dissolution of the Association shall not be final until the Active Members, by a two thirds vote of those who 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 vote of 27 yes and 2 no of Active Members voting through Absentee Ballot or at the Association meeting on this third day of July, 2006 .

Secretary