

BY-LAWS OF
THE LAKE WAPOGASSET AND BEAR TRAP IMPROVEMENT ASSOCIATION, INC.

Adopted August 13, 2005, Amended 8/9/2009, 8/13/2011, and 8/9/2014

ARTICLE I – Name

Section 1 The name of the organization shall be known as THE LAKE WAPOGASSET AND BEAR TRAP IMPROVEMENT ASSOCIATION, INC.

ARTICLE II – Purpose

Section 1 The purpose of the Association is to protect, and promote the improvement of lakes Wapogasset and Bear Trap and their surroundings for the current and future benefit of recreational users, the general public, riparian and adjacent watershed landowners and residents. Also, to provide a forum for public expression on lake and watershed issues, to enhance water quality, fishery, recreational use, social activities, public safety, and related education/communications.

Section 2 It shall be the duty of this Association to control, maintain, improve, supervise, pay real estate taxes and provide insurance on the Lake Wapogasset outlet dam and adjacent owned real estate situated at Lot 4, Block 9, Plat of Wapogasset Beach, Garfield Township, Polk County, Wisconsin (Section 26, Township 33, Range 17).

ARTICLE III -- Status and Limitations

Section 1 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.

Section 2 No assets of the Association shall be used for the personal benefit of any officer, trustee, or member except for payment of a stipend for special services and/or expense recovery as authorized in these By-laws.

Section 3 The Association shall not participate in partisan political activity.

Section 4 No person may speak for or represent the position of the Association unless specifically directed to act by the President.

ARTICLE IV - Membership & Dues

Section 1 There shall be a single category of general membership in this Association open to individuals, families, business, or organizations owning or leasing real estate within one mile of the lakes, or residing within one mile of the lakes at least one month per year, who pay the annual dues and subscribe to the purpose of the Association.

Section 2 A membership may be purchased by individuals, families, business, or organizations located outside the jurisdiction of the Association who wish to support the purpose of the Association.

Section 3 Upon recommendation of the Nominating Committee, the membership may elect one Honorary Life Member at any Annual Meeting to recognize an officer or trustee having served the Association for 20 or more years.

Section 4 Annual dues not to exceed \$25.00 shall be established by the Board of Trustees and announced at the Annual Meeting. Dues shall be paid on a calendar year basis due on or before July first. Special recognition may be provided for members who contribute in excess of the established annual dues.

Section 5 General Membership Meetings

- (a) THE ANNUAL MEETING: The Annual Meeting of the Association, called by the President, shall be held in the Amery Area on a Saturday near the middle of August. The agenda of the Annual Meeting shall include election, reports of officers, reports of Standing Committees, discussion of projects, adoption of a budget for the next fiscal year, an educational component, and an opportunity for members to express comments or concerns.
- (b) SPECIAL MEETINGS: A special meeting of the Association may be called at any time by the President, by majority vote of the Board of Trustees, or by written request of twenty-five (25) members current in dues. The agenda of a special meeting may include any items properly brought before an annual meeting.
- (c) 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.
- (d) NOTIFICATIONS: 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 21 days, but not more than 30, prior to annual meetings and at least 15 days, but not more than 30, prior to special meetings. The notice shall summarize any proposed changes in the By-laws or proposals to dissolve the Association and an agenda outline of anticipated business and the names of any nominees for election.
- (e) QUORUM: No formal business may be conducted at membership meetings unless at least twenty-five (25) of the paid-up voting members are present including at least 50% of the Officers and Trustees.
- (f) PROCEDURE: Robert's Rules of Order, in the current revised edition, shall be in force at all meetings of the Association, of the Board of Trustees, 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.

Section 6 Voting

- (a) Any individual member may cast only one vote on any question called to a vote. All individuals representing a membership issued to a family, business or organization entitled to vote may have voice but only one individual may vote on any election or question called to a vote.
- (b) 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 counted by a show of hands unless a ballot vote is duly authorized.
- (c) The Board of Trustees may, by majority vote, authorize a mail referendum of all paid members to decide an issue before the Association. To be binding, said referendum must be returned by at least 60% of all paid members by the date specified.

ARTICLE V -- Officers

Section 1 Number

Elected officers of this Association shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer. The same person may hold the offices of Second Vice President and Treasurer or the Office of Secretary and Treasurer [Wis. Statutes Sec. 181.25 (1)].

Section 2 Election

The Nominating Committee shall present a list of nominees at least 21 days prior to the Annual Meeting in the odd numbered years. Further nomination of persons in attendance qualified and willing to serve shall be accepted from the floor. If nominations from the floor produce more than one candidate for an officer position, voting shall be by ballot. The number of people in attendance who are eligible to vote shall be announced in advance and a majority of those voting shall elect. Two non-candidates shall count ballots.

Section 3 Term of Office

The term of office shall be two years with a maximum of three consecutive terms. The terms of all officers except Treasurer shall begin September 1st of the odd-numbered years. The Treasurer's term shall be coterminous with the fiscal year.

Section 4 Removal

The Board of Trustees may seek the resignation or removal of an officer for not fulfilling the responsibilities of their office. Evidence for removal must be presented. A two-thirds majority of the Board of Trustees present at a regularly scheduled meeting at which a quorum is present, must concur, before removal from office becomes effective. Ballot will be secret.

Section 5 Vacancies

Should the office of President be vacated, the duties of the office shall be conducted by the First Vice President for the balance of the term. Vacancy in the position of First or Second Vice President shall be filled at the next Annual Meeting. Vacancies in the Office of Secretary or Treasurer shall be filled immediately by the President with approval of the Executive Committee.

Section 6 Compensation

Officers shall not be compensated for their time and effort except that they may be reimbursed for actual and necessary expenses incurred while on Association business.

Section 7 President

The President shall serve as the Chief Executive Officer (CEO) of the Association responsible to provide leadership in the pursuit of the Association's mission and objectives and for day-to-day administration of Association affairs. The President shall:

- (a) Serve as the official spokesperson for and as representative of the Association with other organizations. The President on occasion, at his/her discretion, may delegate portions of this responsibility.
- (b) Preside over all meetings of the Association, Board of Trustees and the Executive Committee.
- (c) Appoint Trustees who shall serve for a two-year term coterminous with that of the President.
- (d) Appoint all Committee Chairs and members who shall serve until the end of that President's term, except that members of the Nominating Committee shall be elected by the Board of Trustees at their May meeting in the odd-numbered years.
- (e) Serve as Chairman of the Executive Committee and is an ex-officio member of all

committees except Nominating.

- (f) Be empowered to sign checks in the absence of the Treasurer and on a quarterly basis shall verify and reconcile all bank balances with financial statements presented by the Treasurer.
- (g) In cooperation with the Treasurer develop a proposed budget for the upcoming fiscal year and present to the Executive Committee and with their recommendation to the Board of Trustees for adoption at their August meeting.
- (h) Be responsible for arranging and providing proper notification of the Annual and other general membership meetings and for Trustee and Executive Committee Meetings.

Section 8 First Vice President

The First Vice President shall serve as principal aide to the President and in cooperation with the President shall maintain an up-to-date understanding of Association affairs and activities to facilitate assumption of Presidential duties if necessary. The First Vice President shall:

- (a) Serve as presiding officer at any meeting when the President is unable to attend or desires to be an active participant in debate on an issue or motion.
- (b) Assume the position of President for the unexpired term in the event of the President's inability to continue in the office as determined by the Board of Trustees.

Section 9 Second Vice President

The Second Vice President shall assist the President and First Vice President with leadership and administrative responsibilities of the Association and act as presiding officer in the absence of both the President and First Vice President.

Section 10 Secretary

The Secretary shall have responsibility to maintain the official reports, records and meeting handouts of the Association, both current and historic. The Secretary shall:

- (a) Maintain the official records of membership for the current and preceding years and verify voting eligibility upon request.
- (b) Record the minutes of the Annual or other general membership, Board of Trustees, and Executive Committee meetings.
- (c) Distribute written copies of all minutes to Officers and Trustees.
- (d) Arrange media publication of a summary of general membership and Board of Trustee minutes.
- (e) Assist the President with official notification of the Annual or other general membership and Board of Trustee meetings.
- (f) Serve on the Membership Committee (Wis. Statutes Section 181.27).
- (g) Bring to meetings, minutes from previous meetings, a copy of the Bylaws, and other pertinent letters or records.

Section 11 Treasurer

The Treasurer shall serve as Chief Financial Officer (CFO) of the Association, responsible for the banking of all moneys collected, disbursement of funds, investments, financial record keeping and reporting, and compliance with all local, State, and Federal requirements for fund raising and not-for-profit organizations including the timely filing of all required fees, updates and reports. The Treasurer shall:

- (a) Prepare and distribute current income, expense, budget, and investment status reports at each Trustee meeting and to the Executive Committee upon request.
- (b) Set up and administer such special funds, project accounts, and reserves as approved by the Board of Trustees.

- (c) Open and maintain such banking accounts appropriate to the needs of the Association.
- (d) Prepare and distribute a current financial statement at the Annual Meeting and an audited Annual Financial Report to the general membership within 120 days of the end of the fiscal year.
- (e) Help the President in the development and presentation of a fiscal year proposed budget for action by the Executive Committee and Board of Trustees at their August meeting.
- (f) Submit all records, receipts, documents and ledgers to the Audit Committee within 60 days of the close of the Fiscal Year and be available to answer their questions.

ARTICLE VI - Board of Trustees

Section 1 Responsibility and Authority

The Board of Trustees shall be responsible to uphold the provisions of the Articles of Incorporation and these By-laws. Consistent with the directives of the membership adopted at a duly authorized meeting, the Board of Trustees shall have final authority over all actions, activities, and assets of the Association.

Section 2 Composition

The jurisdiction of the Association (See Article IV, Section 1) shall be divided into not less than 15 nor more than 40 sections or neighborhoods as approved at the Annual Meeting of the Association in the odd-numbered years. One Trustee shall be appointed by the President for each designated section or neighborhood. Additionally, the Chairperson of any Standing or Special Committee appointed by the President, who does not serve as a section or neighborhood Trustee, and the Immediate Past President shall be Trustees. Said Trustees, together with the Officers, shall comprise the Board of Trustees.

Section 3 Term of Office

All Trustees shall be appointed by the incoming President for a term of two years beginning September 1 of the odd numbered years. Officers and Trustees must be current in dues payment to serve and vote as members of the Board of Trustees. There shall be no term limits for Trustees.

Section 4 Meetings

Board of Trustee meetings will be held monthly, May through September, at a time and place set by the President. Special meetings of the Board of Trustees may be held on the call of the President or any five Trustees after 48 hours written notice. Board of Trustee meetings shall be open to the general membership. Telephonic or electronic meetings are not allowed.

Section 5 Co-Trustees

At the President's discretion, Co-Trustees representing one membership may be appointed and both may attend Board of Trustee meetings. Co-Trustees may have voice but only one may vote.

Section 6 Assistant Trustees

At the President's discretion, an Assistant Trustee residing in the same section or neighborhood of a Trustee may be appointed and may attend Board of Trustee meetings with voice but no vote except in the absence of the Trustee.

Section 7 Voting and Quorum

Voting at Trustee meetings shall be one vote per established section or neighborhood. Each officer in attendance, with the exception of the President, shall be entitled to one vote. The President shall vote only in case of a tie. Additionally, Chairpersons of Standing and Special Committees who do not

serve as section or neighborhood representatives and the Immediate Past President of the Association shall have a vote at Board of Trustee meetings. A quorum consisting of a majority of all Trustees and Officers is required for Board of Trustee meetings.

Section 8 Trustee Duties

Trustees carry a fiduciary responsibility for the management and operation of the Association requiring attendance at Board of Trustee meetings and service on Association Committees.

Additional duties shall consist of:

- (a) Serve as a liaison between the Board of Trustees and the general membership.
- (b) Report resident and owner address and information changes to the Membership Committee.
- (c) Assist with the collection of dues, distribution of directory, newsletters, helping with Neighbor Watch, sale of fundraising tickets and light-the-lake flares, and other duties as may be designated by the Board.

Trustees shall provide information from Trustee Meetings to members and member feedback to Trustee Meetings.

Section 9 Assistant Trustee Duties

Assistant Trustees shall report to and help a Trustee with duties a) through c) in Article VI, Section 8.

Section 10 Vacancies

Any Trustee who misses two consecutive meetings without good cause or who fails to fulfill his/her responsibilities may, upon recommendation of the President, be removed from office by the Board of Trustees. A vote to remove will be by ballot, requiring a simple majority of those present to confirm or deny. All vacancies shall be filled by the President with Board approval (quorum required).

Section 11 Compensation

Trustees and Assistant Trustees shall not be compensated for their time and effort. The Board of Trustees may authorize the payment of unusual and necessary expenses incurred while on Association business.

ARTICLE VII – Standing Committees

Section 1 Standing Committees

The following Standing Committees must be operational and exercise the responsibilities as specified in these Bylaws.

a) Executive Committee:

The Executive Committee shall consist of the elected officers of the Association, and two Trustees elected by the non-officer Trustees at their September meeting in the odd-numbered years. In addition, the Immediate Past President shall serve on the Committee for one year immediately upon completion of his/her term in office as President. The term of Office for the Executive Committee is two years.

The Executive Committee shall be advisory to the President and Treasurer and shall be empowered to act for and on behalf of the Board of Trustees on matters and issues that can not be delayed to the next Board of Trustee Meeting.

The Executive Committee shall have the authority to authorize non-budgeted expenditures not to exceed a cumulative total of \$6,000.00 in any given fiscal year.

The Executive Committee may take action by telephonic or electronic means if two-thirds of the Committee members agree. Minutes of all Executive Committee meetings (in person, telephonic, or electronic) shall be submitted to all Trustees within 14 days.

The Executive Committee shall encourage and provide an opportunity for a member or trustee to present ideas, concerns or proposals for informational discussion and as appropriate assist with presentation to the Board of Trustees.

b) Lake Management Committee:

The Lake Management Committee shall be responsible for strategic activities related to shoreline, in lake, and watershed water quality research and improvement projects. This would include fishing improvement, and phosphorus inactivation projects. This committee would also oversee the Comprehensive Lake Management Plan.

The Committee Chair shall serve as liaison with the Department of Natural Resources, Polk County Water Resources Department and Polk County Lakes and Rivers(PCLAR).

c) Lake Monitoring Committee:

The Lake Monitoring Committee shall be responsible for tactical activities related to shoreline, in lake, watershed quality and self-help water monitoring activities. Their activities would also include oversight of collection of relevant lake monitoring data, dam inspections, buoy management, the clean boat clean water, water patrol and neighborhood watch programs.

This committee would also oversee the Aquatic Plant Management Plan.

d) Community Relations Committee:

The Community Relations Committee shall be responsible for overseeing the activities of the trustee network representing lake association members. They will be responsible for developing and distributing a membership application for residents within the jurisdiction of the Association, recruiting business and non-jurisdictional memberships. This committee will also be responsible for overseeing social activities including but not limited to the Spring Social and Volunteer Recognition Dinner. The outreach activities such as Sunshine and newsletter distribution would also be overseen by this committee. This committee will act as the liaison to the Lincoln and Garfield Town Boards and the Amery community club.

e) Communication Committee:

The Communication Committee shall facilitate the development and delivery of educational presentations and publications responsive to needs identified by the Executive Committee and/or Board of Trustees. This committee would be responsible for coordinating publication of the annual lake directory and oversee website, email and other social media activities (i.e. Facebook).

f) Nominating / Audit Committee:

The Nominating Committee shall interview prospective candidates for officer positions and prepare a list of nominees and present to the membership 21 days prior to the Annual Meeting in the odd-numbered years. At their discretion, they may recommend an individual for Honorary Life Membership. They shall receive, review and verify all records, accounts, transactions, and financial reports of the Treasurer and reconcile with invoices, bank statements, receipts and canceled checks and present a report with observations and recommendations to the general membership at every Annual Meeting.

Section 2 Special Committees

The President at his/her discretion or in response to action approved by the Board of Trustees shall establish special committees to assume responsibility for various programs, projects, or activities of the Association. The responsibility and authority of each such Special Committee shall be defined and reported to the Board of Trustees for their approval.

ARTICLE VIII -- Miscellaneous Provisions

Section 1 Indemnification of Officers and Trustees

As provided by Wisconsin law, the Association shall indemnify any officer, trustee, 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 financial 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 Trustees. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board of Trustees.

ARTICLE IX -- Amendments

The By-laws may be amended or revised only at a properly called Annual or Special Meeting of the general membership (see Article IV, Section 5). All amendments must be published and/or provided by mail or hand delivered to the general membership at least 21 days prior to the meeting. A 60 percent vote of the members current in dues and in attendance will be required to change the By-laws.

ARTICLE X -- Dissolution

The Board of Trustees, 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 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). Said plans shall provide that all assets and/or equipment, will be donated to the Lake Wapogasset and Bear Trap Sanitary District, earmarked for lake Projects which would benefit lake quality and/or lake safety for Lakes Wapogasset and Bear Trap.