

**Bylaws** Friends of Armour Lake, Inc. P.O. Box 31, Presque Isle, WI 54557

## **Article I Purpose**

The purpose of the Corporation is to preserve and protect Armour Lake and its surroundings as a recreational asset for today and for future generations. The Corporation will develop concepts, attitudes, values and actions appropriate to fostering harmonious relationships among residents and interdependence with the natural and human-made surroundings including the social, political, cultural, economic, aesthetic and bio-physical dimensions of the total environment of Armour Lake. The Association will work to promote the moral and ethical responsibility we all share to modify our behavioral patterns to preserve the quiet and serene natural beauty of Armour Lake and to respect and protect the wildlife with which we share its shores. To implement the program of the Association and to make 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 By-laws.)

## **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. (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 III Membership**

Section 1 ELIGIBILITY : Membership in the Association shall be open to any individual or group of individuals (a) who subscribes to the purposes of the Association and (b) who owns property on Armour Lake.

Section 2 DUES: Dues shall be \$15 per year for an individual or a group of individuals who commonly own property on Armour Lake. The membership year runs from May 1 to April 30 of the following year.

## **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 or group of owners, and each of those two individuals may cast one vote on any question called to a vote.

Section 2 CASTING BALLOTS: A member may vote in person at meetings of the Corporation

or may vote by providing a written proxy to another member. 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.

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 Township of Presque Isle within three days prior to or after the fourth of July. The time and place shall be arranged by the Board of Directors unless specified at the previous annual meeting. The agenda of the annual meeting shall include elections, discussion of projects, adoption of a budget, member concerns, and an education 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 where business is to be conducted 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 first class mail to member address of record at least 30 days, but not more than 60 days, prior to annual meetings and at least 15 days, but not more than 60 days, 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 20% of the paid-up members or 15 members, whichever is less, are present. [Sec.181.17]

Section 6 PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meeting 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. The presiding officer shall appoint a parliamentarian.

## **Article VI Board of Directors**

Section 1 AUTHORITY: Subject to directives of annual and special meeting 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, two 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. Members may also nominate one or more members for each vacant position. 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(3)]

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 one at-large director expire in even-numbered years. The terms of office of Secretary, Treasurer, and one at-large director 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 meeting 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)]

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 meeting and Board meeting. 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 the 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: 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 The following committees will be activated on an interest and/or as needed

basis.

Section 2 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 and report back to the association information that affects Armour Lake. The Committee may also offer proposals to the Board regarding land use issues.

Section 3 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 and report back to the Association information that is pertinent to Armour Lake. The Committee may offer proposals to the Board regarding water use issues.

Section 4 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 and report back to the Association on issues pertinent to Armour Lake. The Committee may also offer proposals to the Board regarding water quality monitoring and ecological management of the fishery.

Section 5 SHORELINE PROTECTION COMMITTEE: The Shoreline Protection Committee will represent the Association at Department of Natural Resources hearings and at local meetings relating to the protection of a natural shoreline and report back to the Association on issues pertinent to Armour Lake. The Committee shall also serve to provide information to the membership on shoreline protection and encourage compliance with state, county and local requirements.

Section 6 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]

Section 2 -FISCAL YEAR: The fiscal year for the Association shall begin on May 1 and end on April 30 of the following year.

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-third 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.118.52]

### **Certification**

These By-laws were adopted by vote of 41 yes and 6 no at the Association meeting on the 5<sup>th</sup> day of July, 1999.

Merrill Horswill, Secretary

(signature on file)

Typed for computer storage and communication on October 30<sup>th</sup> , 2006

Sydney A. Morris, Secretary