

BYLAWS

Lake Winnebago Quality Improvement Association Of Fond du Lac County

Article I - PURPOSE

For the benefit of the general public, the purpose of the Lake Winnebago Quality Improvement Association of Fond du Lac County is to improve the overall quality of Lake Winnebago for the betterment of natural habitat and recreational use.

Article II - STATUS AND LIMITATIONS

To carry out the purpose of the Association and to make effective representations on behalf of its members, the Association shall be organized as a nonprofit, 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, family, business, or organization, that either (a) subscribes to the purpose of the Association; or (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.

Section 2 - DUES: Dues shall be established by the Board of Directors and paid on a fiscal year basis.

Article IV - VOTING

Section 1 - VOTING: Each membership may cast only one vote on any question called to a vote. Memberships of record as of seven days before the date of the meeting are eligible to cast a ballot at any annual or special meeting.

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 counted by a show of hands unless otherwise specified in these bylaws.

Section 3 - REFERENDA: The board of directors may at any time solicit reactions from members through a survey. Members shall have 30 days to complete the 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. Results of the referendum shall be announced at a membership meeting or otherwise communicated 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 Fond du Lac County on the first Saturday of the month of August. 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 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. Only those matters described in the notice shall be discussed at the meeting.

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 members. Notification must be made 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 bylaws, 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 at least one-twentieth of the paid-up members or 15 members, whichever is less, are 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 bylaws. 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 Bylaws, 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.

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 at each annual meeting.

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.

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 of the Board of Directors 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. Five Directors shall constitute a quorum for the transaction of business. Attendance may be in person, or by electronic means (telephone, Skype, etc). The meetings shall be open to the members. Decisions shall be made by majority vote of Directors in attendance, with the President voting only to break ties. Between meetings, the President may solicit decisions from the Board through unanimous consent by written communications to include electronic means.

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.

Section 7 - 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 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 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 serve on the Membership Committee.

Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks with the co-signature of either the President or the Vice-President. 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 Board.

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 Social Committee, after receiving Board approval, shall organize and publicize social events to be sponsored by the Association.

Section 3 - FINANCE COMMITTEE: The Finance Committee shall prepare the Association budget. The Finance Committee shall also annually audit the financial records of the Association.

Section 4 - OTHER COMMITTEES: The President may appoint such other committees as are deemed necessary to support the efforts of the Board. These may include land use, boating safety, aquatic plant/algae, fishing and water quality.

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 July 1 – June 30 fiscal 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.

Section 4 - Non-discrimination: In compliance with the provisions of applicable laws, this Association assures that no person shall on the basis of race, sex or national origin, be excluded from participation in, be denied the benefits of, or otherwise be subject to discrimination by this Association.

Article X - ADOPTION AND AMENDMENTS

These bylaws, 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 bylaws must be summarized in the notice for the 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. 181.1401 Sec. 181.1403

CERTIFICATION

These bylaws were adopted by vote of "10" yes and "0" no at the Association meeting of May 16, 2012.

Secretary


Renee L. Miller