

**BY-LAWS**  
**McKENZIE LAKES ASSOCIATION, INC.**  
(Revised June, 2016)

**ARTICLE I – MISSION STATEMENT AND PURPOSE**

**SECTION 1 – MISSION STATEMENT:** The McKenzie Lakes Association (hereinafter “Association”) was incorporated as a domestic (WI) non-stock corporation under Chapter 181 of the Wisconsin Statutes and IRS Subsection 501(c)(4) Nonprofit, tax exempt organization. Its mission is to carry out programs adopted by the Association pertaining to Lower, Middle and Big McKenzie Lakes in Burnett and Washburn counties, Wisconsin, (hereinafter “Lakes”) and their surroundings for the collective interests of the members and the good of the general public.

**SECTION 2 – PURPOSE:** The Association shall work in conjunction with federal, state and local agencies, public and private, to:

- Maintain, protect and improve the water quality, aesthetic values, wildlife habitat, fishery, boating safety and recreational capacity of the Lakes;
- Educate shoreline owners and the public about the condition and protection of the Lakes, and
- Provide a framework for representation for shoreline owners’ interests in decision making for the Lakes.

**ARTICLE II – MEMBERSHIP**

**SECTION 1 – ELIGIBILITY:** Membership shall be open to any individual, family, business or organization that subscribes to the purposes of the Association and shall be granted after completion and receipt of a membership application and annual dues.

**SECTION 2 – DUES:** Unless changed by a minimum two-thirds (2/3) majority vote of the members at an annual meeting of the full membership, dues for membership in the Association shall be \$20.00 USD paid on a yearly basis for the period beginning August 1<sup>st</sup> through July 31<sup>st</sup> of the following year. Non-payment of dues shall result in loss of such member’s voting rights. Payment of dues in arrears prior to any authorized meeting shall reinstate such member’s voting rights.

**ARTICLE III – VOTING**

**SECTION 1 – WHO MAY VOTE:** Any individual member in good standing may cast only one (1) vote on any question called to a vote. Up to two (2) individuals may represent a family, a business or organization, and each of those two (2) individuals may cast (1) vote on any question called to a vote.

**SECTION 2 – CASTING BALLOTS:** To participate in all votes, a member must be present at the meeting at the time the vote is called. No member may vote by proxy. All votes shall be counted by a show of hands unless otherwise specified in the bylaws.

**SECTION 3 – REFERENDA:** The Board may, at any time, solicit reactions from Association members through a mail survey. The results of the survey shall be considered advisory. An authorized meeting of the membership may initiate any advisory or 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 written form within 90-days of the response deadline.

#### **ARTICLE IV– MEMBERSHIP MEETINGS**

**SECTION 1 – ANNUAL MEETING:** The annual meeting of the Association shall be held in the vicinity of McKenzie Lakes during the month of June. The Board shall arrange the time and place unless specified by the previous annual meeting. The agenda of the annual meeting shall include election of the Board, discussion of projects, adoption of an annual budget, monthly meeting dates, times and location for the upcoming year, member concerns and an educational program.

**SECTION 2 – MONTHLY MEETINGS:** Monthly meetings of the Association will be scheduled on dates during the months of May, June, July, August and September as approved at the Annual Meeting. An annual fundraising event may be substituted for one of the monthly meetings. If a meeting is canceled, a notice of cancellation shall be published in the Association newsletter.

**SECTION 3 – INFORMATIONAL MEETING OR FUNDRAISING EVENT:** The Association may sponsor a variety of meetings and/or events to provide educational, recreational or fundraising opportunities for the benefit of its members and their guests. If business is to be conducted at such events, notification will be provided in a prior Association newsletter.

**SECTION 4 – SPECIAL MEETINGS:** A special meeting of the Association may be called at any time by the President, by majority vote of the Board or by written request of one-twentieth (1/20) 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 a special meeting.

**SECTION 5 – NOTIFICATION:** Each Association meeting date, time and location shall be published in a prior Association newsletter.

**SECTION 6 – QUORUM:** No formal business may be conducted at Association meetings unless at least one-twentieth (1/20) of the total membership or a minimum of six (6) members, whichever is greater, is present.

**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 otherwise required by State of Wisconsin Statutes. Non-members of the Association may be recognized to speak at meetings at the discretion of the presiding officer who will also serve as parliamentarian.

## **ARTICLE V – BOARD OF DIRECTORS**

**SECTION 1 – AUTHORITY:** Subject to directives of annual and special meetings and these By-Laws, the Board of Directors (hereinafter “Board”) shall have authority over the activities and assets of the Association.

**SECTION 2 – COMPOSITION:** The Board shall consist of nine (9) members of the Association elected at large as provided in Article V, Section 3 of these By-Laws. It is the intent of the Board that there be at least one (1) member from each of the three McKenzie Lakes included in the nine (9) Board members.

**SECTION 3 – ELECTIONS:** At each annual meeting an election shall be held to elect members to the Board whose terms have expired. Nomination of members willing to serve shall be taken from the floor. All elections for the Board shall be conducted by secret, written ballot.

**SECTION 4 – TERMS OF OFFICE:** Board members are elected for three (3) year terms. Their terms shall expire after the annual meeting or upon election of new Board members, whichever occurs later. At the first annual meeting of members, the members shall elect one-third (1/3) of the Board for a term of one (1) year, one-third (1/3) of the Board for a term of two (2) years and one-third (1/3) of the Board for a term of three (3) years. At each annual meeting thereafter the members shall elect one third (1/3) of the Board for a term of three (3) years.

**SECTION 5 – BOARD MEETINGS:** The new Board shall meet within 30 days of the annual meeting to elect officers and act on any Association business it deems advisable and not less than one additional time prior to the next annual meeting. Meetings may be held with one-week notice (48 hours for emergency meetings) on the call of any three (3) Board members following notice by telephone, mail or personal contact. Three (3) Board members shall constitute a quorum for the transaction of business. Board meetings shall be open to Association members. Decisions shall be made by majority vote of the Board members present, with the President voting only to break ties.

**SECTION 6 – VACANCIES:** Any Board member who misses two (2) consecutive meetings without cause 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 Board members then in office, although less than a quorum.

**SECTION 7 – COMPENSATION:** Board members shall not be compensated for their time and efforts pertaining to Association affairs. The Board may authorize that any member be reimbursed actual and necessary expenses incurred while performing approved Association business.

## **ARTICLE VI - OFFICERS**

**SECTION 1 – OFFICERS:** The Officers of the Association shall be a President, Vice President, Secretary and Treasurer. All officers shall be chosen from the Board of Directors by majority vote of the Board.

### **SECTION 2 – DUTIES OF OFFICERS:**

**2a.** The **President** shall preside at all membership, annual, Board and special meetings of the Association, shall represent the Association at all official functions and insure that the orders and resolutions of the Board are carried out. The President shall approve all notes, checks and all other written instruments.

**2b.** The **Vice President** shall perform all the duties of the President in his/her absence. Further, the Vice President shall fulfill other duties as designated by the President or the Board. In the President's absence, the Vice President may approve all notes, checks and all other written instruments.

**2c.** The **Secretary** shall maintain the official records of the Association in a book designated for that purpose. The records shall include recording and maintenance of the minutes of all annual, Board and special meetings of the Association and all votes taken during such meetings. The Secretary shall record and may distribute minutes of member meetings via an Association newsletter which the Secretary may prepare; maintain a current record of the names and addresses of all members entitled to vote and shall publish notices of membership meetings.

**2d.** The **Treasurer** shall maintain the financial records of the Association and shall sign all checks and notes of the Association for expenditures approved by the Board. The Treasurer shall prepare a financial report for each Association meeting, an annual report of income and expenditures for the annual meeting and present the proposed upcoming budget to the annual meeting. The Treasurer shall submit all required federal and state organizational and tax forms for non-stock, non-profit, tax-exempt organizations.

**SECTION 3 – OTHER OFFICERS:** The President may appoint other officers with the concurrence of the Board, when deemed necessary. (e.g. legal counsel) Such officers need not be members of the Association.

## **ARTICLE VII – COMMITTEES**

**SECTION 1 – PURPOSE:** The Board shall encourage the development of Association committees to assist in the attainment of Association goals. These committees may include, but not be limited to:

- **LAND USE COMMITTEE:** The Land Use Committee shall represent the Association at local public hearings or meetings relating to zoning, sanitation codes, subdivision ordinances, pollution sources and changes in land use in the McKenzie Lakes area. The committee shall report findings and make recommendations to the Board.
- **FISHING & WATER QUALITY COMMITTEE:** This committee shall represent the Association at State of Wisconsin Department of Natural Resources (DNR) hearings and at local meetings relating to lake water quality and control of nuisance vegetation and parasites, the protection of desirable vegetation, fish and wildlife habitat and water levels. The committee shall report findings and make recommendations to the Board.
- **BOATING SAFETY COMMITTEE:** This committee shall represent the Association at local public hearings and meetings relating to water safety, patrols, lake use ordinances and obstacles to boating or swimming. The committee shall report findings and make recommendations to the Board.
- **MEMBERSHIP COMMITTEE:** The committee shall initiate a plan to recruit Association members. The committee shall coordinate all activities with the Board prior to proceeding.
- **OTHER COMMITTEES:** The Board may appoint or the membership may propose, other committees as are deemed necessary to support the goals of the Association. Such committees may include an education committee, aquatic plant and algae committee, a social events committee, a fundraising committee, etc.

## **ARTICLE VIII – MISCELLANEOUS PROVISIONS**

**SECTION 1 – INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS:** As provided by State of 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 yearly basis beginning June 1<sup>st</sup> and ending May 31<sup>st</sup> of the succeeding year.

**SECTION 3 – ACCOUNTS AND INVESTMENTS:** Funds of the Association shall be promptly deposited at a financial institution designated by the Board. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board.

**ARTICLE IX – ADOPTION AND AMENDMENTS**

These By-Laws and any amendments thereto, may be adopted at any annual meeting of the Association by two-thirds vote of the members present and entitled to vote. Amendments to the By-Laws must be summarized in the notice for the annual meeting at which the amendments are to be voted upon.

**ARTICLE X – DISSOLUTION**

The Board, by a two-thirds affirmative vote of all Board, 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. A two-thirds affirmative vote of members present (a quorum having been met) and entitled to vote at the meeting shall be required to approve a resolution of dissolution. Such resolution shall direct the Board to prepare a dissolution plan for subsequent approval by the members and provided under State of 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 By-Laws, as amended above, were adopted by vote of yes ( ) and no ( ) at the Association annual meeting on this 25<sup>th</sup> day of June, 2016.

**ADOPTED:** \_\_\_\_\_ , \_\_\_\_\_ **2016**

**SECRETARY:** \_\_\_\_\_  
**Melissa K. Isabella**

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