

## **AMENDED AND RESTATED BY-LAWS OF EAGLE RIVER CHAIN OF LAKES ASSOCIATION, INC.**

These Amended and Restated By-laws supercede and replace the By-Laws of the Eagle River Chain of Lakes Association, Inc., dated June 12, 2013.

### **ARTICLE I – NAME**

The name of the organization shall be the Eagle River Chain of Lakes Association, Inc., hereinafter referred to as “The Association”. [181.0401]

### **ARTICLE II – PRINCIPAL OFFICE**

The location of the principal office of “The Association” shall be determined by the Board of Directors.

### **ARTICLE III – PURPOSE & POWERS**

The purpose of “The Association” is

- To maintain, protect, and improve the quality of the lakes and surroundings, and to enhance the water quality, fishery, boating safety, as public recreational facilities for today and for future generations;
- To make representations on behalf of its members; and
- To carry out the programs of “The Association” on all the lakes as listed hereinafter and all connecting waterways from Burnt Rollway Dam to Otter Rapids Dam, including the Wisconsin River to Highway G and the Deerskin River to Rangeline Road. The Lakes are: Catfish, Cranberry, Duck, Eagle, Lynx, Otter, Scattering Rice, Voyager, Yellow Birch, and Watersmeet.

The General Powers [181.0302] of the Corporation include everything necessary, not inconsistent with the law, to carry out its affairs including the power to do the following:

- Make & amend by-laws, acquire and dispose of property, make contracts, loans, elect directors, admit members, collect dues, take legal actions, etc.

### **ARTICLE IV – STATUS AND LIMITATIONS**

“The Association” shall be organized as a non-profit, non-stock corporation under Chapter 181 – Nonstock Corporations – of the Wisconsin Statutes. “The Association” shall not be a regulatory body.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall not participate, or intervene (including the publishing or distribution of any statements), in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under the applicable subsection of Section 501 of the Internal Revenue Code of 1986 (or the corresponding provision of any successor Federal statute or regulation).

No part of the assets or income of the corporation shall inure to the benefit of, or be distributable to, any officer, director, member, or other person; provided, however, the Association may be reasonable compensation for services rendered in furtherance of its exempt purposes.

## **ARTICLE V – MEMBERSHIP**

Section 1 – ELIGIBILITY: Membership in “The Association” shall be open to any individual, family, business, or organization that subscribes to the purposes of “The Association”. The memberships are defined as: Individual – any person; Family – persons living in one household; Firm or Association – any business entity or organization created pursuant to the laws of the State of Wisconsin.

Section 2 – DUES: Dues per membership shall be determined by the Board. The subscription due date will be January 1 of each year. Section 3 – TERMINATION: A member may be expelled from “The Association” for cause to be determined by the Board of Directors, on a two-thirds affirmative vote of all members present at a membership meeting, provided that the basis for the expulsion shall have been included in notice of the meeting, and provided that the member to be expelled shall have been formally notified in writing at least 30 days prior to the meeting, and given the opportunity to appear and speak on his/her/its behalf at the meeting prior to the final vote. [181.0620]

## **ARTICLE VI – MEMBERSHIP VOTING**

Section 1 – VOTING: Each member shall have one vote on any question called to a vote. A member may vote in person at meetings of “The Association” or may vote by providing a written proxy to another person who will attend the meeting. A copy of the proxy must be presented to the presiding officer at the meeting. [181.0724]. Each family, organization or business that is a member shall designate a sole spokesperson or provide a proxy if an alternate is required. A majority of the votes cast by members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of matters voted upon by the members unless otherwise required by Ch. 181 or these by-laws. [181.0723]. All votes shall be counted by a show of hands unless otherwise specified in these by-laws. In the event of a tie on a matter voted on by the membership, such matter shall be sent to the Board of Directors for discussion and vote. The Board of Directors’ vote on such matter shall be final and binding on the membership.

Section 2 – BALLOTS: Votes for the Board of Directors must be cast by ballot unless there is no contest for the positions to be filled.

## **ARTICLE VII – MEMBERSHIP MEETINGS**

Section 1 – ANNUAL MEETING OF MEMBERS [181.0701]: The annual meeting of Members of the Association shall be held in the City of Eagle River or elsewhere in Vilas or Oneida counties, as the Board of Directors shall designate, within 30 days of August 1. The time and place shall be established by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections of directors and a report on the activities and financial condition of the organization. [181.0705]. It may also include a discussion of projects and member concerns.

Section 2 – SPECIAL MEETINGS: A special meeting of Members may be called at any time by the President, a majority vote of the Board of Directors, or by written request of one-fortieth (1/40<sup>th</sup>) of the members or six members, whichever is greater, computed as of a date which is 5 days prior to the call for the special meeting. The agenda of a special meeting may include any items properly brought before an annual meeting. [181.0702]. Action may be taken without an official meeting of the members by written consent, provided such written consent is signed and dated by at least 50% of the members, and delivered to the Association for inclusion in the minutes or filing with the Association’s records. [181.0704]

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, their guests and/or the public. 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 in good standing. Notification may be by hand delivery, telephone, by mail, or electronic communication at least 10 days, but not more than 60, prior to annual or special meetings. The notice shall include a description of any matter that must be approved by the members. Notice of a special meeting must also include a description of the matter or matters for which the special meeting is being held. [181.0705]

Section 5 – QUORUM: No formal business may be conducted at membership meetings unless at least one-fortieth (1/40<sup>th</sup>) of the paid-up members or 6 members, whichever is greater, are represented. [181-0722]

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 By-Laws. The Board may appoint a Parliamentarian to serve at any meeting of the membership or the Board of Directors.

### **ARTICLE VIII – BOARD OF DIRECTORS [181.0801]**

Section 1 – ANNUAL MEETING OF DIRECTORS: The Board of Directors shall hold an Annual Meeting of Directors immediately following the annual meeting of members, or at such other date and at such other time and place as may be fixed by the Board of Directors.

Section 2 – AUTHORITY: Subject to directives of annual and special meetings and these By-Laws, the Board of Directors shall have full authority over the activities and assets of “The Association”. The General Powers of the corporation in Article III shall be exercised by the Board of Directors.

Section 3 – COMPOSITION; QUORUM: The Board of Directors shall consist of a minimum of 10 members and shall include the Principal Officers of the Association and the representatives (each a “Lake Captain”) from each of the following ten (10) bodies of water comprising the Eagle River Chain of Lakes, Wisconsin: Yellow Birch, Duck, Voyageur, Otter, Lynx, Eagle, Catfish, Cranberry, Watersmeet, and Scattering Rice. Each Lake Captain shall represent all riparians on his or her respective lake as an elected member of the Board of Directors. Each Lake Captain shall have the right to vote on all business matters that are brought before the Board of Directors.

The number of directors may be increased or decreased from time to time in the manner as provided in these by-laws (Article XII), Articles of Incorporation and the Wisconsin Statutes [181.1021(1); 181.0803(2)]. Vacancies created by an increase in the number of directors may be filled by the Board until the next succeeding election by the affirmative vote of the majority of the directors then in office [181.0811(1)].

A majority of the directors in office at the time shall constitute a quorum for the transaction of business at any meeting.

Section 4 – ELECTIONS; APPOINTMENT BY PRESIDENT OF DIRECTOR-AT-LARGE: At the Annual Meeting of Members, the Board of Directors shall present a slate of one or more members for each vacant position on the Board for action by the membership. Additional nominations of members, willing to serve, shall

be taken from the floor. The President shall have the right to appoint up to two individuals to each serve as a Director-at-Large on the Board of Directors.

Section 5 – TERMS OF OFFICE: Except as otherwise provided herein, directors shall be elected for two-year terms. Their terms shall expire after the elections at the appropriate Annual Meeting of Members. A person appointed by the President to serve as a Director-at-Large shall only serve while the President by whom he or she was appointed continues to serve, but may serve as a member of the Board of Directors thereafter if elected by the membership as provided in Section 4 of this Article VIII.

Section 6 – BOARD MEETINGS: The Board meetings shall be held at places, dates, and times established by a majority vote of directors attending a meeting at which a quorum is present. A quorum is defined as a majority of the directors in office, but a majority of the directors present (although less than a quorum) may adjourn the meeting from time to time.

A special board meeting may be held on the call of the President or any three directors after at least 24 hours' notice by telephone, mail, electronic communication, or personal contact. Decisions shall be made by majority vote of directors at a meeting at which a quorum is present. Between regular or special meetings, an action without meeting may be taken by the President upon receipt of written or electronic consent by 2/3 of the directors in office. [181.0821]

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by the Articles of Incorporation or these by-laws. In the event of a tie on a matter voted on by the Board, such matter shall be determined by the President. The President's decision on such matter shall be final and binding on the Board.

Section 7 – BOARD VACANCIES: Any vacancy other than a Director-at-Large 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. [181.0811] The President shall fill any vacancy of a Director-at-Large. Any director who misses three consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office by a 2/3 vote of the majority of the directors then in office [181.0808(8)]. A director's electronic participation (for example, participation by telephone) shall be treated the same as if the director was present in person for purposes of determining the director's record of attendance.

Section 8 – COMPENSATION: Directors shall receive no salaries for their services, but with Board authorization may be reimbursed reasonable amounts sufficient to defray their expenses in performance of their duties.

Section 9 – RULES: The Directors shall establish rules for the conduct of operations of the corporation. When adopted they shall become binding as if they were a part of these by-laws. They may be amended by the vote of a majority of the directors then in office.

## **ARTICLE IX – OFFICERS**

Section 1 – PRINCIPAL OFFICERS: The principal officers shall be the President, the Vice President - Operations, the Vice President – Finance, up to two Directors-at-Large, the Secretary and the Treasurer and such other officers or assistant officers as are appointed by the board [181.0840].

Section 2 – PRESIDENT: The President shall preside over all membership 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 additional committees as needed. The President is an ex-officio member of all committees. The President shall have the right to appoint two individuals to each serve as a Director-at-Large.

Section 3 – VICE-PRESIDENT - OPERATIONS: The Vice President-Operations shall be the key liaison between the Lake Captains and the Executive Committee. The Vice President-Operations 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 – Operations shall serve as the liaison with outside legal counsel. The Vice President – Operations shall carry out other assignments at the request of the President.

Section 4 – VICE PRESIDENT – FINANCE: The Vice President-Finance shall work with the Treasurer to maintain the financial security and financial records of the Association, and to develop prudent policies for the investment of the Association’s financial resources. In addition, the Vice President-Finance and the Treasurer will, in coordination with the Budget Committee, develop a budget in advance of each Association Fiscal Year for presentation to the Board of Directors for approval. Said budget will be monitored by the Vice President-Finance and the Treasurer during the year and periodic reports will be prepared for the Board of Directors, showing actual financial results in comparison to budget.

Section 5 – DIRECTOR-AT-LARGE: Each Director-at-Large shall be appointed the President and shall carry out such duties as may be requested by the President.

Section 6 - SECRETARY: the Secretary shall maintain the official records of “The Association” as well as 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.

Section 7 – TREASURER: The Treasurer shall work with the Vice President – Finance and shall maintain the financial records of “The Association.” The Treasurer or President shall sign all financial transactions. The Treasurer or President has signing authority up to \$2,500. Two signatures are required for expenditures in excess of \$2,500. The signatures will be the Treasurer and any other Officer. Board approval is required for expenditures greater than \$5,000. The Treasurer shall prepare a financial report for the Annual Meeting.

Section 8 – MULTIPLE OFFICE HOLDING: With the exception of the President, the same officer may hold more than one office. [181.0840(3)]

## **ARTICLE X – COMMITTEES OF THE BOARD**

Section 1 – EXECUTIVE COMMITTEE: The Board may designate an Executive Committee which may exercise the powers of the Board with respect to the management of the corporation, as designated by the Board, when the Board is not meeting, except for electing officers and filling board vacancies [181.0825]. The Board may appoint other Committees of the Board to assist in the administration of the organization, e.g., Finance Committee, Audit Committee, Special Events, etc.

## **ARTICLE XI – MISCELLANEOUS PROVISIONS**

Section 1 – INDEMNIFICATION OF OFFICERS, DIRECTORS, MEMBERS and VOLUNTEERS: The Association shall, to the maximum extent permitted under Chapter 181 of the Wisconsin Statutes,

indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, member, agent of, or volunteered services to the Association; or is or was serving at the request of the Association as a director, officer, employee, member, agent or volunteer of any committee or of any other corporation or enterprise unless liability was incurred because the director, officer, employee, member, or agent or volunteer of the Association breached or failed to perform a duty that he or she owes to the Association and the breach or failure to perform constitutes any of the following:

- A willful failure to deal fairly with the Association or its members in connection with a matter in which the director, officer, member, or agent or volunteer of the Association has a material conflict of interests;
- A violation of criminal law, unless the director, officer, member, or agent or volunteer of the Association had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- A transaction from which the director, officer, member, or agent or volunteer of the Association derived an improper personal profit or benefit; or
- Willful misconduct.

Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person. The Association may supplement the right of indemnification under Section 1 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

Section 2 – FISCAL YEAR: The records and accounts of “The Association” shall be maintained on a calendar year basis. The Board may appoint an audit committee to execute a biennial audit of the accounts.

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.

Section 4 – RECORDS and REPORTS: Corporate records shall be kept in accordance with Section [181.1601]: Minutes, accounting records, list of membership, by-laws, resolutions, financial statements, lists of names and addresses of directors and an Annual Report are required [181.1622].

#### **ARTICLE XII – ADOPTION AND AMENDMENTS [181.1021]**

These By-laws may be amended at any regular or special meeting of the Board of Directors unless the bylaw to be amended has been adopted by the members and specifically requires that it may only be amended by the members or unless the Articles of Incorporation of Wisconsin Statutes reserve the power to amend said by-law exclusively to the members. These by-laws may be amended by members at an annual or special meeting of “The Association” in the manner authorized by law at the time of the amendment [181.1021(2)].

#### **ARTICLE XIII – DISSOLUTION [181.1401, 181.0705]**

The Board, by a two-thirds affirmative vote of all directors, may recommend that “The Association” be dissolved. The members, by 2/3 affirmative votes cast at a member’s meeting, must approve the

dissolution. Upon dissolution of "The Association", the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation, consistent with the purpose of "The Association" to such other organization or organizations organized and operated exclusively for charitable, literary, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the applicable subsection of Section 501 of the Internal Revenue Code of 1986, or the corresponding provision of any successor Federal statute or regulation as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for the purposes, and to such organization or organizations, as said Court shall determine, which are organized and operated for the purposes cited herein.

### **CERTIFICATION**

These Amended and Restated By-laws were duly adopted by a unanimous vote of the Board of Directors at the meeting of the Association on the 11<sup>th</sup> day of October, 2017.

Secretary: Mark Brenner