

## BY-LAWS of

# Connors Lake/Little Papoose/Lake of the Pines Voluntary Lake Association P.O. BOX 63, Winter, Wisconsin 54896

## Article I - PURPOSE

The purpose of the Association is to preserve and protect Connors Lake, Little Papoose, Lake of the Pines, and their surroundings, and to enhance the water quality, address lake levels (maintain and maintenance of) fishery, boating safety, and aesthetic values of Connors Lake, Little Papoose, and Lake of the Pines as a public recreational facility for today and for future generations.<sup>1</sup>

## Article II - STATUTES 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 any partisan political activity.

## Article III - MEMBERSHIP

Section 1 - ELIGIBILITY: Membership in the Association shall be open to any individual, family, group, business, or organization that subscribes to the purposes of the Association.

Section 2 - DUES: Dues will be collected annually in accordance to the calendar year. Any change in dues amount must be approved by the Board of Directors and by 2/3 vote of the members at the annual meeting.

---

<sup>1</sup> To qualify for tax exemption under Sec. 501(c)(3) of the Internal Revenue Code, the benefits of a nonprofit organization's activities must flow principally to the public (but the membership can, of course, share fully in those benefits). If exemption under Sec. 501(c)(3) is to be pursued, the purpose statement must stress public benefits before, but not necessarily excluding, membership benefits. [IRS Revenue Ruling 70-186, Lake Association Tax Exemption]

<sup>2</sup> **TERMINATION OF MEMBERSHIP**: A member may be expelled from the Association for cause, on a two-thirds affirmative vote of all members present. They are entitled to vote at a membership meeting, provided that the matter 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 behalf at the meeting prior to the final vote. The motion shall specify the duration of the expulsion, not to exceed five years. [Sec. 181.12(2)]"

## Article IV - VOTING

Section 1 - VOTING: Votes shall be limited to one vote per paid membership on any question called to a vote.

Section 2 - CASTING BALLOTS: A member present at a meeting at the time a vote is called may cast his/her vote at that time. (One vote is allowed per paid membership.)

**Annual Meeting**—A member present at the July annual meeting at the time the vote is called may cast his/her vote at that time, using the prepared printed ballot. If a member is unable to attend the annual meeting a ballot will be mailed or e-mailed to that member and must be returned by the date given on the ballot.

Section 3 - REFERENDA: The Board of Directors may at any time solicit reactions from members through a mail or e-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 and by printed form within 90 days of the response deadline to all paid up association members.

## Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Connors Lake. 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, presentation of the income and expense statement, 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. 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. Memorial Day weekend and Labor Day weekend shall be times set aside for these meetings.

Section 4 - NOTIFICATION: Every annual or special meeting must be preceded by notice to paid members and all other parties having an interest in Connors Lake, Little Papoose, and Lake of the Pines. Notification may be by hand delivery, e-mail, postal mail, or phone at least two weeks prior to annual or special meeting. 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 one-twentieth 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 meetings 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 only 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 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, Recording Secretary, Corresponding Secretary, Treasurer, eight (8) at-large directors, and the past President. Only one member of a household may serve as an officer while another member of the same household may serve as an at large director. [Sec. 181.20(1)]

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. [Sec. 181.20(2)]

Section 4 - **TERMS OF OFFICE:** Directors are elected for two-year terms. Their terms shall expire after the July annual meeting or upon the election of new Directors, whichever occurs later. The terms of office of President, Vice-President, and four (4) at-large directors expire in even-numbered years. The terms of office of Recording Secretary, Corresponding Secretary, Treasurer, and four (4) 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 may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, e-mail, postal 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 meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. In the event that an officer/director terminates his/her term before the term limit, a replacement may be appointed, by an affirmative vote of the Board, to fill that office to the nearest yearly election. At the nearest yearly election a replacement shall be elected to fill out the term or for a full term office whichever applies. [Sec. 181.20(4); Sec. 181.21]

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 - **RECORDING SECRETARY:** The Recording Secretary shall maintain the official records of the Association as well as all archives. The Recording Secretary shall record and distribute the minutes of member meetings and Board meetings. The Recording Secretary shall have, at each meeting, a list of all standing committees, and such special committees as are in existence at the time, as well as the By-laws of the organization and its minutes. The Recording Secretary shall serve on the Membership Committee. [Sec. 181.27]

Section 4 - **CORRESPONDING SECRETARY:** The Corresponding Secretary shall maintain a current record of the names, addresses, and e-mail addresses of members entitled to vote and shall send out notices of membership meetings. The Corresponding Secretary shall prepare publicity for the Association, shall conduct the correspondence of the Association, and shall prepare the Association newsletter unless an editor is appointed to do so. The Corresponding Secretary shall serve on the Membership Committee. [Sec. 181.27]

Section 5 - **TREASURER:** The Treasurer shall maintain the financial records of the Association and shall sign all checks. Two signatures shall be required on all checks. The second signature shall be an officer/director other than a relative of the treasurer. In case of emergency, a third person's signature shall be kept on file at the bank. The Treasurer shall prepare and present an income and expense statement for the annual meeting. The Treasurer shall serve on the Finance Committee.

Section 6 - **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 7 - **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 - **MEMBERSHIP COMMITTEE:** The Membership Committee shall initiate plans for recruiting of new members and retention of members.

Section 2 - **PICNIC COMMITTEE:** The Picnic Committee shall plan and organize the Annual Lake Association Picnic.

Section 3 - **FINANCE COMMITTEE:** The Finance Committee shall recommend fund-raising activities to the Board and, after receiving Board approval, shall organize such activities. The Finance Committee shall also annually audit the financial records of the Association.

Section 4 - **CLEAN BOATS/CLEAN WATERS COMMITTEE (CBCW):** Volunteer boat inspectors help perform boat and trailer checks, disseminate informational brochures and educate boaters on how to prevent the spread of aquatic invasive species.

Section 5 - **FISHERY COMMITTEE:** The Fishery Committee shall help monitor and manage the fish populations in both Connors Lake and Lake of the Pines in accordance with the recommendations agreed upon with the DNR.

Section 6 - **CITIZEN LAKE MONITORING NETWORK COMMITTEE (CLMN):** CLMN shall help sample our lakes for various parameters and submit data to the DNR in order to better determine the health of our lakes.

Section 7 - **AQUATIC PLANT AND ALGAE COMMITTEE:** The Aquatic Plant and Algae Control Committee shall represent the Association at Department of Natural Resources hearings and at local meetings relating to the control of nuisance plants and invasive species and to the protection of desirable vegetation. The Committee shall offer proposals to the DNR for a vegetation management plan and may be delegated responsibility to implement such a plan.

Section 8 - **PROJECTS COMMITTEE:** The Projects Committee shall annually propose projects that the Lake Association may choose to undertake. All necessary elements such as materials, number of members, time required and cost should accompany each proposal.

Section 9 - **COMMUNICATIONS COMMITTEE:** The Communications Committee shall provide maintenance, updates and recommendations for the Lake Association's website, Facebook, newsletter and other printed materials.

Section 10 - **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 records and 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 Directors. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board of Directors.

Section 4 - NO POWERS: Connors Lake, Little Papoose, and Lake of the Pines Voluntary Lake Association shall have no powers over its members or persons using the lake.

## 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-thirds 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. 181.52]

Upon dissolution of the Connors Lake/Little Papoose/Lake of the Pines Voluntary Lake Association, Inc. the distribution of assets would only go towards milfoil, fish cribs, or other needed items for Connors Lake/Little Papoose/Lake of the Pines lakes. This would be handled by: the Flambeau River State Forest Superintendent, W1613 County Road W, Winter WI 54896, who is employed by the State of Wisconsin, Department of Natural Resources.

## CERTIFICATION

These By-laws were adopted by vote of 55 yes and 4 no at the CoPaPi Voluntary Lake Association, Inc., meeting in July 2008.

These By-laws were amended by vote of 63 yes and 3 abstains at the Connors | Lake of the Pines Lake Association meeting in July 2016.

Toni Slack  
Corresponding Secretary

