

CONSTITUTION AND BYLAWS OF ARCHIBALD LAKE ASSOCIATION, INC.

Townsend, WI

Article I - PURPOSE

The purpose of the Archibald Lake Association Inc. (Association) is to preserve and protect Archibald Lake and its surrounding area and to enhance the aquatic quality, recreational use and aesthetic values of Archibald Lake as a public recreational facility for today and for future generations.

Article II - STATUS AND LIMITATIONS

To carry out the programs of the Association and to make effective representations on behalf of its members, the Association shall be organized as a non-stock, not-for-profit corporation under Chapter 181 of the Wisconsin Statutes. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article III - MEMBERSHIP ELIGIBILITY

Section 1 - Membership in the Association shall be open to any individual, family, or trust who meet ALL of the following eligibility requirements:

- a) Subscribes to the purposes of the Association.
- b) Owns or leases property within one mile of Archibald Lake OR resides on property within one mile of Archibald Lake at least 30 days each year.
- c) Pays the annual membership dues.

Section 2 - A "family" membership is considered one membership and pays the annual membership dues. Family members, including but not limited to parents, grandparents, siblings, and children age 18 or older, are eligible for their own individual membership if they meet eligibility requirements 'a' and 'c' in Section 1.

Section 3 - A "trust" membership is considered one membership and pays the annual membership dues. Trustees for the trust are eligible for their own individual membership if they meet eligibility requirements 'a' and 'c' in Section 1.

Section 4 - When multiple individuals own, lease, or reside on a single property within one mile of Archibald Lake, any or all of those individuals may be eligible for membership if they also meet eligibility requirements 'a' and 'c' in Section 1.

Article IV - MEMBERSHIP DUES AND ASSESSMENTS

Section 1 - The membership year shall be the calendar year. It will begin on the first day of January in each year and end on the last day of December.

Section 2 - Notice of annual membership dues will be communicated to members between January 1 and February 1 each year. Current year dues must be paid before the annual association business meeting for voting privileges.

Section 3 - Non-payment of dues shall forfeit membership and its privileges.

Section 4 - Membership dues for the upcoming year, other than the current year, shall be recommended by the Board and approved by the membership at the annual Association business meeting. Special assessments may be levied by a two-thirds vote of the membership present at the annual Association business meeting, special meeting called by the Board or electronic membership survey created by the Board.

Section 5 - Memberships are non-transferable and dues shall not be refundable for any reason.

Article V - MEMBERSHIP MEETINGS

Section 1 - The annual meeting of the Association shall be held in the vicinity of Archibald Lake on a Saturday during June of each year. The time and place shall be arranged by the Board of Directors. The agenda of the annual meeting shall include elections, discussion of projects, budget approval, member concerns, and any other business properly brought before the meeting.

Section 2 - A special meeting of the Association may be called at any time with a majority vote of the Board of Directors with a two week's written or emailed notice to the membership. A special meeting shall be called by the President when at least 10 percent of the paid members file a written request with the President or Secretary 21 days prior to the requested special meeting date. 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 the meeting.

Section 3 - 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 - Every annual or special meeting must be preceded by notification of the meeting to paid members and members from the preceding year who have not yet renewed their membership by the annual meeting. Notification may be by email or U. S. Postal delivery at least 15 days, but not more than 30 days, prior to annual meetings and at least 15 days, but not more than 50 days, 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 - No formal business may be conducted at membership meetings unless at least ten percent of the membership (quorum) is present.

Section 6 - The proceedings of the Association shall be covered by and conducted according to standard parliamentary practice, except as it may be in conflict with these by-laws.

Article VI - MEMBERSHIP VOTING

Section 1 - Each membership as defined in Article III is entitled to one vote on each matter voted upon by the members.

Section 2 – For a family membership, only one member of the family (see definition in Article III, Section 2) is entitled to represent the family and vote.

Section 3 – For a trust membership, only one trustee is entitled to represent the trust and vote.

Section 4 – All voters must be present at the meeting at the time the vote is called in order to vote. No vote will be allowed by proxy or absentee ballot. All votes shall be counted by a show of hands unless otherwise specified in these bylaws.

Section 5 – The Board of Directors may at any time solicit reactions from members through a mail or electronic survey but these are not considered formal membership votes.

Article VII - BOARD OF DIRECTORS

Section 1 - 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 - The Board of Directors shall consist of nine members and their terms shall be for three years. Three directors shall be elected at the annual membership meeting by a majority vote of the members of the Association attending the annual meeting.

Section 3 - 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 hand or written ballot at each annual meeting.

Section 4 - In the case of a tie vote for the election of Board Directors, an immediate membership vote will take place to determine which of the tied candidates will fill the open Director position(s).

Section 5 - The new Board shall meet after the annual meeting to elect its officers. The Board of Directors shall meet at least three times annually. 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 a 24 hour notice by telephone, mail, email or personal contact. Four Directors shall constitute a quorum for the transaction of business. Decisions shall be made by majority vote of Directors present, with the President voting only to break ties. Between meetings the President may solicit opinions from the Board.

Section 6 - 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.

Section 7 - Should an office become vacant during the term of any officer of the Board, the Board shall elect one of its members to serve the balance of the term. If a vacancy occurs during the term of any Director, other than an officer, the President can appoint a member in good standing in the Association to assume the responsibilities until the next annual meeting.

Section 8 - Directors shall not be compensated for their time and effort. The Board may authorize reimbursement of necessary expenses incurred while on Association business.

Article VIII - DUTIES OF BOARD OFFICERS

Section 1 - 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.

Section 2 - 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 carry out other assignments at the request of the President.

Section 3 - The Secretary shall retain 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.

Section 4 - The Treasurer shall maintain the financial records of the Association and shall sign checks. The Treasurer shall prepare an annual financial report for the annual meeting and shall be responsible for the presentation of the proposed budget at the annual meeting.

Section 5 - The President may sign Association checks if the Treasurer is unavailable.

Section 6 - The same person may hold the offices of Vice President and Treasurer or the offices of Secretary and Treasurer.

Article IX - COMMITTEES

Section 1 - The President, with Board approval, shall appoint committees as are deemed necessary to support the efforts of the board.

Article X - MISCELLANEOUS PROVISIONS

Section 1 - The records and accounts of the Association shall be maintained on a calendar year basis to coincide with the membership calendar. The calendar year shall run from January 1 through December 31.

Section 2 - 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 may be deposited in investment accounts or certificates as authorized by the Board of Directors.

Section 3 - LIMITATION OF DEBATE -Every member in good standing shall be entitled to speak and vote on any subject brought before the Association for consideration. At the discretion of the President, debate may be limited.

Section 4 - CONTRACTS - No contract or agreement shall be made except upon approval by majority vote of the Board of Directors.

Section 5 - Any materials provided for distribution at an annual or special meeting that are not from the Board of Directors must be labeled by the person providing the information.

Section 6 - ASSOCIATION REPRESENTATIVES - No Association or Board member shall present themselves as representing the Association without having been given that authority by the Board of Directors

Article XI - 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 XII – 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. Upon dissolution, the Board of Directors shall dispose of any remaining assets by equal donation of the same to the Townsend Fire Department and the Lakewood/Townsend EMS.

CERTIFICATION

These bylaws were adopted by a vote of yes (25) and no (7) at the Association meeting on this (24) day of (June) 2017. Acceptance of these bylaws shall repeal and replace any previous constitution or bylaws of the Archibald Lake Association Inc.

Secretary,

Karla DeWitt Doyle
Archibald bylaws.doc
Date: June 24, 2017