

**THE COURTE OREILLES LAKES ASSOCIATION, INC.  
BY-LAWS**

ADOPTED

July 7, 1995

AMENDED

October 26, 2007

AMENDED

September 27, 2013

AMENDED

July 27, 2018

AMENDED

JULY 23, 2021

**ARTICLE I  
NAME**

The name of this organization shall be THE COURTE OREILLES LAKES ASSOCIATION, INC.

**ARTICLE II  
PURPOSE**

The purposes of this organization shall be:

1. To protect, preserve and enhance the quality of the Courte Oreilles Lakes, their shorelands and surrounding areas; respecting the interests of property owners and the rights of the general public; and,

2. To consider, study, survey and respond to issues deemed relevant by the membership of the organization; and,

3. To conduct all business consistent with Article 181 of the Wisconsin Statutes.

### **ARTICLE III MEMBERSHIP**

1. Eligibility for (Voting) Membership shall be open to any individual who makes an annual donation to the organization and who either owns real estate or who for at least one month each year resides on or within one mile of the Courte Oreilles Lakes (Big and Little) as evidenced by recorded fee simple, lease agreement, common element or separately assessed condominium title. Each property and contiguous properties held in the same name shall be eligible for one Membership only. Non-contiguous properties so held shall be eligible for one Membership each. Family members may share a Membership. .

2. Each Member, as recorded on the rolls, shall be entitled to one vote. Proxies will not be accepted.

3. The Board of Directors, at their discretion, may authorize other Memberships to individuals or organizations in recognition of their contributions.

### **ARTICLE IV MEETINGS**

1. The Annual Meeting of the Membership shall be held no later than Labor Day of each calendar year for the purpose of electing members to the Board of Directors and conducting general business of the organizations.

2. The Annual Meeting shall be announced through an email or other electronic means to the organization's members at least ten (10) days prior to the designated date for the Annual Meeting. Publication shall include the date, time and location of the Annual Meeting.

3. The agenda for the Annual Meeting including business items to be voted upon and the names of nominees for Director will be posted at the Meeting place and other locations (and will also be available from the Secretary) five (5) days prior to the Annual Meeting. Business items not referenced in the agenda may be discussed but shall not be voted upon.

4. The Board of Directors may present business items to be voted upon at the Annual Meeting. Members may also present business items to be voted upon at the Annual Meeting by submitting same in writing with endorsement by five (5) Regular Members to the Secretary at least ten (10) days prior to the Annual Meeting.

5. Special Meetings of the Membership for any purpose may be called by the Board of Directors or by petition signed by twenty-five (25) Members submitted to the Secretary. Notice of such meeting indicating the date, time, place, and purpose of said meeting shall be mailed to all Members at least fifteen (15) days prior to the date of said meeting.

6. The Chairperson and Secretary of all meetings shall be the President and Secretary of the Board of Directors, respectively.

7. All Members present at meetings shall represent a quorum, except as required by Article IX. A simple majority shall decide the issue. The business of the annual meeting may be conducted in-person or through video conferencing or any combination thereof.

## **ARTICLE V BOARD OF DIRECTORS**

1. The Board of Directors of the organization shall consist of at least nine (9) members but not more than (12) members. The members shall be selected from the roster of current (Voting) Members.

2. Nominations to the Board of Directors shall be made as follows:

A. The Board of Directors may nominate three (3) or four (4) candidates.

B. Members may nominate candidates by submitting the name of said nominee endorsed by five (5) Members to the Secretary at least ten (10) days in advance of the Annual Meeting of the membership.

3. The term of an elected Director shall be three (3) years beginning at the close of the Annual Meeting at which he/she is elected. Sitting Directors shall be eligible to be re-elected three times in succession, but if a sitting Director has fulfilled his/her fourth three-year term, the Board of Directors may elect the Director for additional, successive terms of one or two years to ensure continuity or maintain reasonably balanced staggering of terms.

4. Director vacancies shall be filled by appointment of the remaining Directors to complete the balance of the unexpired terms.

5. The business of the Board of Directors may be conducted through any medium such as a telephone conference, video conference, or similar communications equipment, subject to reasonable notice of the date, time, place or method of conducting the business of the Board of Directors, and subject to a means by which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

6. A quorum of the Board of Directors shall consist of at least five (5) members. Proxies will not be accepted.

7. The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer at the Board of Directors meeting in concurrence with the Annual Meeting of the membership. Each officer shall serve for a period of one (1) year, however, no limit shall be placed on the number of terms a Director may serve as an officer.

8. The President shall be the principal officer of the Association and, subject to the control of the Board of Directors, shall in general supervise all of the business and affairs of the Association and preside at all meetings. He/she may sign, with the Secretary or any other Director, so authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, except in the instance where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws or as required by law to some other officer or agent of the Association. He/she shall perform all duties pertaining to the office of the President and such other duties as may be delegated by the Board of Directors.

9. In the absence of the President, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to the restrictions upon the President.

10. The Secretary shall:

A. Keep the minutes of the Membership meetings and the minutes or record of any business conducted by the Board of Directors; and

B. Issue all notices in accordance with the provisions of the By-Laws or as required by law; and

C. Be the custodian of all Association records and see that said records are properly retained; and

D. Perform duties which may be assigned by the President of the Board of Directors. In the absence of the Secretary, the President shall assume these duties or delegate them to a member of the Board of Directors.

11. The Treasurer shall:

A. Have the power to sign checks and disburse monies as directed by the Board of Directors; and

B. Account for all funds and disbursements, receive monies and maintain an account in the name of the Association at the designated depository; and

C. Perform duties which may be assigned by the President of the Board of Directors. In the absence of the Treasurer, the President shall assume these duties or delegate them to a member of the Board of Directors.

**ARTICLE VI  
CONTRACTS, CHECKS AND DEPOSITS**

1. The Board of Directors may authorize any Director or agent to enter into any contract in the name of or on behalf of the Association. Any contract or obligation so authorized shall not exceed the net worth of the Association unless specifically authorized by the Membership.

2. All checks, drafts or other orders for payment of monies issued in the name of the Association shall be signed by the President or Treasurer or any other Board member designated by the Board to so act.

**ARTICLE VII  
FISCAL YEAR**

1. The fiscal year of the Association shall begin on January 1 and end on December 31 of each year.

**ARTICLE VIII  
AMENDMENTS**

1. The Board of Directors of the Association duly noticed and convened in Annual or Special Meeting may, by the affirmative vote of seventy-five percent (75%) of the Board of Directors, adopt, amend or repeal any or all of the By-Laws of the Association.

**ARTICLE IX  
DISSOLUTION**

1. The Members of the Association duly noticed and convened may, by the affirmative vote of seventy-five percent (75%) of the Members currently on the roles maintained by the Secretary-Treasurer, dissolve the Association. All remaining funds shall be disbursed to the Wisconsin Association of Lakes, in Madison, Wisconsin.