

ADOPTED

July 7, 1995

THE COURTE OREILLES LAKES ASSOCIATION, INC.

BY-LAWS

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 Regular (Voting) Membership shall be open to Individuals (owners or their designee) representing each of the Shoreland Properties of the Courte Oreilles Lakes (Big and Little) as evidenced by recorded fee simple, common element or separately assessed condominium title. Each property and contiguous properties held in the same name shall be eligible for one Regular Membership only. Non-contiguous properties so held shall be eligible for one Regular Membership each. Family members may share a Membership.
2. Each Regular Member, as recorded on the rolls, shall be entitled to one vote. Proxies will not be accepted.
3. Eligibility for Associate (Non-Voting) Membership shall be open to all interested persons or organizations. Associate Members shall enjoy all the privileges of Regular Members except voting and election to the Board of Directors.
4. The Board of Directors, at their discretion, may authorize other Memberships to individuals or organizations in recognition of their contributions.

5. The amount of the Annual Dues shall be determined by the Board of Directors.

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 organization.
2. The Annual Meeting shall be held only after publication in a newspaper of general circulation in Sawyer County for at least two (2) weeks 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) Regular Members submitted to the Secretary. Notice of such meeting indicating the date, time, place and purpose of said meeting shall be mailed to all Regular 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 Regular Members present at meetings shall represent a quorum, except as required by Article IX. A simple majority shall decide the issue. Proxy, mail or electronic voting will not be accepted.

ARTICLE V. BOARD OF DIRECTORS

1. The Board of Directors of the organization shall consist of nine (9) members. Members shall be selected from the roster of current Regular (Voting) Members.
2. Three (3) Directors shall be elected each year at the Annual Meeting of the membership. Directors shall be nominated and elected so as to provide at least two (2) Directors from each Director Zone.
3. There shall be three (3) Director Zones defined as those shoreland entities located between:

Zone 1. Ring Road extended (North and East) to Winter Point Road extended.

Zone 2. Winter Point Road extended (East, South and West) to Potato Road extended.

Zone 3. Potato Road extended (West and North) to Ring Road extended.

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

A. The Board of Directors shall nominate three (3) candidates.

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

5. 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 twice in succession.

6. Director vacancies shall be filled by appointment of the remaining Directors to complete the balance of the unexpired terms, however, there must be a minimum of 2 Directors from each Director Zone at all times.

7. Meetings of the Board of Directors shall be held as the Board shall determine subject to five (5) days notice of the date, time and place of said meeting.

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

9. The Board of Directors shall elect a President, Vice-President and Secretary-Treasurer at the Board of Directors meeting immediately following 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.

10. 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 President and such other duties as may be delegated by the Board of Directors.

11. 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.

12. The Secretary-Treasurer shall:

- A. Keep the minutes of the Membership and Board of Directors' meetings; 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. Keep a current record of all Regular and Associate Members with their mailing addresses; and,
- E. Have the power to sign checks and disburse monies as directed by the Board of Directors; and,
- F. Account for all funds and disbursements, receive monies and maintain an account in the name of the Association at the designated depository; and,
- G. Perform duties which may be assigned by the President of the Board of Directors. In the absence of the Secretary-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 Regular Membership.
- 2. All checks, drafts or other orders for payment of monies issued on the name of the Association shall be signed by the President or Secretary-Treasurer.

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