

BY-LAWS of the WEST FORK WATERWAY ASSOCIATION, INC.

P.O. 427 Clam Lake WI 54517

Article I - PURPOSE

The purpose of the Association is to preserve and protect the historic West Fork Waterway and wildlife area for recreation and public enjoyment of its scenic beauty today and in the future; and to assist the Town of Gordon, Wisconsin, in funding expenses related to maintenance of the Highway 77 Day Dam replacement.

The West Fork Waterway of the Chippewa River is defined as the area from immediately below the Day Lake Dam to, and including, the Highway 77 Day Dam. It is located in the community of Clam Lake, Township Of Gordon Wisconsin. (amended 06/08/2013)

Note: The Highway 77 Day Dam may be renamed after it has been replaced. (amended 06/08/2013)

Article II - STATUS 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. (2) 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 partisan political activity.

Article III – MEMBERSHIP

Section 1 - ELIGIBILITY: Membership in the Association shall be open to any individual, family, business, or organization, that (a) subscribes to the purposes of the Association and (b) owns or leases property within one mile of the lake for which the association was incorporated; or (c) resides on or within one mile of the lake at least one month each year.(3)

Section 2 - DUES: Dues shall be \$50 paid on a calendar year basis. The amount of dues will be open for revision when recommended by the board and approved by the membership. (4)(5)

Article IV - VOTING

Section 1 - MULTIPLE VOTING: Any individual member may cast only one vote on any question called to a vote. Up to two individuals may represent a family, a business, or organization; and either of those two individuals may vote on any question called to a vote. [181.0610]

Section 2 - CASTING BALLOTS: A member must be present at the meeting at the time the vote is called in order to vote. No member may vote by proxy or absentee ballots. All votes shall be counted by a show of hands unless otherwise specified in these By-laws.

Section 3 - REFERENDA: The Board of Directors may solicit reactions from members through a mail survey (referendum) specifying whether the results shall be considered advisory or binding on the Board. The annual meeting may also 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 respond. The results shall be announced at a membership meeting or in printed form within 90 days .

#### Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Clam Lake on the Second Saturday of the month of June. 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, adoption of a budget, member concerns, and an educational program. [ 181.0701]

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-fifth 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. Only those matters described in the notice shall be discussed at the meeting.[181.0702]

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.

Section 4 - NOTIFICATION: Every annual or special meeting must be preceded by notice to paid members and members from the preceding year who have not yet renewed their membership. Notification may be by hand delivery or by mail or email at least 21 days, but not more than 50, prior to annual meetings and at least 15 days, but not more than 50, prior to special meetings. The notice shall summarize any proposed changes in the By-laws, shall highlight any proposals to dissolve the Association, and shall include a description of the matter or matters for which the meeting was called.[ 181.0705]

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least one-half of the paid-up members or 5 members, whichever is less, are present. [ 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. Non-members of the Association may be recognized to speak at Association functions 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. [181.0801]

Section 2 - **COMPOSITION:** The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, and two (2) at-large directors. At least two (2) of the directors shall own property on the waterway. [181.0803]

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 show of hands at each annual meeting. [181.0804] When there is only one member nominated for each position, the presiding officer may ask for a motion to approve the slate by show of hands.

Section 4 - **TERMS OF OFFICE:** Directors are elected for two-year terms at the annual meeting. The terms of office of President, Vice-President, and one director expire in even-numbered years. The terms of office of Secretary, Treasurer, and the second director expire in odd-numbered years. [181.0805] If the Vice-President is also holding the office of Treasurer, the term expires in even-numbered years. (Article VII, Section 5)

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. Three 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. Between meetings, the President may solicit decisions from the Board through written communications. Special meetings may be held on the call of the President or any two Directors after at least 48 hours direct notice by telephone, confirmed email, or personal contact specifying the reason for the meeting. Attendance at special meetings may occur remotely by communication means in which all participating directors may simultaneously hear or read each other's communications during the meeting. [181.0820, 181.0824]

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. Any vacancy 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 but at least two. [181.0808; 181.0811]

Section 7 - **COMPENSATION:** Directors shall not be compensated for their time and effort. The Board may authorize directors or members to be reimbursed for approved expenses.

## 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.[181.0841]

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.[181.0841]

Section 3 - SECRETARY: The Secretary shall maintain 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 and shall send out notices of membership meetings. The Secretary shall prepare publicity for the Association and shall prepare the Association newsletter unless an editor is appointed to do so. [181.0841]

Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks. The Treasurer shall prepare an annual financial statement for the annual meeting, notify the Secretary of paid memberships and donations, and present the proposed budget to the annual meeting. [181.0841]

Section 5 - MULTIPLE OFFICE HOLDING: The same person may hold the offices of Vice President and Treasurer, or the offices of Secretary and Treasurer. [181.0840]

Section 6 - 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 – ACTIVITIES

Section 1 – FUNDRAISING: Any member or friend of the association may recommend suitable fundraisers to the board of directors for approval. Approval must be obtained prior to implementation.

Section 2 – FINANCE: Treasurer's records shall be audited by the board prior to the annual meeting or as determined to be necessary by a majority of the board. The board shall review the proposed budget prior to the annual meeting.

Section 3 – ASHLAND COUNTY: The association or its committee may explore the possibility of a primitive canoe landing on county property on Hwy GG.

Section 4 – PRESERVE AND PROTECT: The new dam, under ownership of the Town of Gordon, is key to preserving the Historic West Fork for all to enjoy. The Association board will update the Town Board annually on behalf of the members. The Association is committed to contributing at least \$500 each year to the Town of Gordon beginning in the month after the State of Wisconsin begins construction of the new dam. The source of the contribution will be dues, donations and fundraisers.

#### 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. [ 181.0872]

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.

#### 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. [181.1002-181.1021]

## 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. [181.1401, 181.1403]

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation dispose of all of the assets of the Corporation to The Namakagon Lake Association, PO Box 536, Cable, WI 54821 which currently qualifies as a Non-profit organization. [501(c)(3)]<sub>(amended 06/08/2013)</sub>

### CERTIFICATION

These By-laws were adopted by vote of yes ( 5 ) and no ( 0 ) at the Association meeting on this  
8th day of June , 2013

*Robin Slotten*

Signed by Secretary