

MANITOWISH WATERS LAKES ASSOCIATION, INC.
BYLAWS
ADOPTED JULY 15, 1992

(AMENDED MAY 11, 1995) (AMENDED AUGUST 9, 1995)
(AMENDED AUGUST 21, 1998) (AMENDED AUGUST 25, 2001)
(AMENDED OCTOBER 5, 2002) (AMENDED MAY 15, 2005)
(AMENDED SEPTEMBER 22, 2008) (AMENDED JULY 25, 2011)
(AMENDED SEPTEMBER 10, 2012) (AMENDED NOVEMBER 22, 2021)

Article I - Purpose

The corporation is organized exclusively for charitable, educational and scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code. To the extent consistent with the foregoing, the purpose of the Manitowish Waters Lakes Association, Inc., herein after referred to as the Association, is to educate the public and maintain, protect and enhance the water quality, fishery, boating safety, and native habitat of the Manitowish Waters Chain of Lakes and other waters in Manitowish Waters Township for the benefit of the members and the general public.

Article II – Status and Limitations

To carry out the mission, the purpose of the Association and to make effective representation on behalf of its members, the Association shall be organized as a non-profit, nonstock corporation under Chapter 181 of the Wisconsin Statutes, and shall pursue status as a tax exempt organization pursuant to Section 501(c)(3) or other applicable subparagraph of Section 501(c) of the Internal Revenue Code of 1986 or any successor thereto (the “Code”). No asset of the Association shall benefit any office or member. The Association shall not participate in partisan political activity, nor function as a regulatory, legal or law enforcement enterprising body. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 107(c)(2) of the Code and (c) by an organization which is a public charity described in Section 509(a) of the Code. The Association will not function as a regulatory, legal, or law enforcement enterprising body.

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 Manitowish Waters Chain or any other lake or river located wholly or partially within the Manitowish Waters Township, or (c) resides on or within one mile of the Manitowish Waters chain or any other lake or river located wholly or partially within the Manitowish Waters Township for at least one month each year, or (d) any other member approved by a majority of the board of directors.

Section 2 – DEFINITION: In these bylaws the Manitowish Waters chain shall be defined as the ten lakes immediately above the dam on county highway "W", including all rivers and channels connecting these lakes, and those waters below the dam extending westward to the point where the Circle Lily River enters the Manitowish River.

Section 3 – DUES: Dues shall be \$25.00 per year or as agreed to by the members, not to exceed \$50.00.

Section 4 – MEMBERSHIP LIST: The Association shall maintain an ongoing list of the Membership. Such list shall be for Association use only and shall not be given to any individual or group without the express permission of a majority of the Board of Directors. In the rare event that the membership list is given to an individual or group, it must be with the understanding that it is for a single use only and that after use it shall be returned to the MWLA. Under no circumstances shall it be shared with any third party.

Article IV - Voting

Section 1 – 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 each of those two individuals may cast one vote on any question called to a vote.

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.

Article V - Membership Meetings

Section 1 – ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Manitowish Waters during the month of July. The date, time and place shall be arranged by the Board of Directors unless otherwise 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.

Section 2 – SPECIAL MEETINGS: A special meeting of the Association may be called by the President, by a majority vote of the Board of Directors or by written request of one-twentieth of the membership or six memberships, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting.

Section 3 - NOTIFICATION: Every annual or special meeting must be preceded by notice to paid memberships and memberships from the preceding year that have not yet renewed their memberships. Notification may be made by hand delivery, by mail, or by e-mail, at least 10 days, but not more than 50, prior to annual meetings, and at least 10 days, but not more than 50, prior to special meetings. The notice shall summarize any proposed changes in the bylaws, or any other matter requiring notification, and may include a detailed agenda.

Section 4 - QUORUM: No formal business may be conducted at membership meetings unless at least one-twentieth of the memberships, or six memberships, whichever is greater, are present.

Section 5 - 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 the 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 the annual and special meetings and these bylaws, 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, Secretary, Treasurer, seven to nine at-large directors and the past president. Every director shall be a member in good standing of the Association.

Section 3 - ELECTIONS: The Board of Directors shall appoint, from the membership, a three member nominating committee whose responsibility shall be to nominate members for each vacant position on the Board. Such nominations shall be in the hands of the Board of Directors at least one week prior to the annual meeting. Additional nominations of members present at the annual meeting and willing to serve shall be taken from the floor.

Section 4 – TERMS OF OFFICE: The President, Vice-President, Secretary and Treasurer shall serve for one year terms. The at-large directors shall serve for two years with some to be elected in even-numbered years and some to be elected in odd-numbered years, the exact numbers to be determined, from time to time, by the Board.

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, date and times established by the Board. Special meetings may be held at the call of the President or any three Directors after at least 24-hour notice by telephone, e-mail or personal contact. Six (6) directors shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by a majority vote of directors present. Between meetings, the President may solicit decisions from the Board through written communications, including e-mail, or by phone.

Section 6 – VACANCIES: Any director who misses three meetings during a one year term without good cause as determined by the Board may, at the discretion of the Board, be removed from their position on the Board. If a vacancy occurs, it may be filled for the remainder of the term by the affirmative vote of a majority of the directors.

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, supervision of any employees or contractors and shall be authorized to sign checks. 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 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 - SECRETARY: The Secretary shall maintain the official records of the Association, as well as an archive. 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 memberships entitled to vote and shall send out notices of membership meetings.

Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Association and shall be authorized to sign checks. From time to time other officers and/or directors may be authorized to sign checks in the absence of the Treasurer. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for the presentation of the proposed budget to the annual meeting.

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

Article VIII - Committees

Section 1 – PUBLIC COMMUNICATIONS COMMITTEE: The Public Communications Committee puts out a newsletter, manages the Association website, sends out email alerts, manages renewal reminders, and handles contacts with the Manitowish Waters Chamber of Commerce and other related matters.

Section 2 – COMMUNITY OUTREACH: The Community Outreach Committee handles the Association's participation in the July 4th. Colorama and other public events, and roadside pick-up. This committee may also develop activities to recruit new members and /or a volunteer pool.

Section 3 – GOVERNMENT RELATIONS: The government Relations Committee covers Town Board and Plan Commission meetings. It sends representatives to DNR and County hearings and meetings and liaisons with attorneys and experts relating to issues that concern the Association.

Section 4 – WATER ECOLOGY AND SAFETY: The Water Ecology and Safety Committee represent the Association on the Town Lakes Committee. It addresses water quality and safety issues and arranges for signs, publicity and educational materials to alert the public about special situations concerning our lakes.

Section 5 – ADMINISTRATION: The Administration Committee is responsible for agendas, meeting locations and notices, financial management and reporting, liaison with office staff, preparation and distribution of the minutes, correspondence and inquiries liaison with the Manitowish Waters Alliance, and organization of the Association's Annual Meeting. The Administration Committee shall consist of the President, Vice-President, Treasurer, and Secretary.

Section 6 – OTHER COMMITTEES: The President may appoint such other committees as are deemed necessary.

Article IX – Property

The Association may acquire by gift, purchase or otherwise real or personal property of any kind whatsoever to enhance, conserve and or protect the waterways wholly or partially within the township of Manitowish Waters for the benefit of the public if consistent with the purposes of the Association and its tax-exempt status.

Article X – 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.

Section 2 - FISCAL YEAR: The records and accounts of the Association shall operate on a fiscal year from June 1 to May 31 of the following year.

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 XI - Adoption and Amendments

The bylaws may be adopted either by the members or the Board of Directors, but no bylaw adopted by the members shall be amended or repealed by the Directors, unless the bylaws adopted by the members shall have conferred such authority upon the Directors. Any bylaw adopted by the Board of Directors shall be subject to amendment or repeal by the members as well as the Directors.

Article XII – Dissolution

The Board, by a two-thirds affirmative vote of all directors, may recommend the Association be dissolved. The members, by two-thirds affirmative votes cast at a members meeting, shall approve the dissolution. Such a resolution shall direct the Board to prepare a dissolution plan for subsequent approval by the members as provided under Wisconsin law. Dissolution shall not be final until members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding referendum. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities, dispose of the assets consistent with the purpose of the Corporation to an approved organization (exempt under Section 501 or the Internal Revenue Code or any successor Federal statute or regulation) as the Board of Directors shall determine. Any assets not so disposed shall be disposed of by the Circuit Court of Vilas County, to such organizations as Court shall determine which are operated for the purposes cited herein.

Certification

These bylaws were amended by vote of yes (12) and no (0) at the Board of Directors meeting on this day of November 22, 2021.

Secretary: Carla Biwan Hameister, Secretary

President: Greg Holt, President