

**AMENDED BYLAWS OF THE WALWORTH COUNTY LAKES ASSOCIATION, INC.**  
P.O. Box 753, Elkhorn WI 53121

**ARTICLE I – PURPOSE**

The purpose of the Walworth County Lakes Association, Inc. (WCLA) is to facilitate Walworth County lake organizations and individuals in their efforts to protect and manage Walworth County lakes. Specifically:

1. To provide an organization and resource for sharing information on lake issues and to provide an understanding of lake resources to state and local governments
2. To assist in establishing lake policies
3. To share information about lake protection and management issues
4. To provide assistance in the maintenance of standards and the quality of Walworth County lakes, and
5. To share information on topics related to and impacting the water quality of Walworth County lakes

**ARTICLE II – STATUS AND LIMITATION**

The Walworth County Lakes Association shall be organized as a non-profit, non-stock corporation under Chapter 181 of the Wisconsin Statutes. No asset of the Walworth County Lakes Association shall benefit any officer or member.

**ARTICLE III – MEMBERSHIP**

**Section 1 - ELIGIBILITY:** All organizations or persons having an interest in the protection and improvement of inland water bodies, environs and watersheds within Walworth County shall be eligible to become members.

**Section 2 - PRIVILEGES & DUES:** Membership types for which the board shall establish dues and privileges, followed by an affirmative vote of the general membership at the annual meeting.

**a) Individual or Family/Household Membership:** Shall include individuals or families who subscribe to and support the purpose of Walworth County Lakes Association. They are entitled to one vote on all questions called to a vote and may hold a director position if qualified. Membership fee shall be \$20.00 per member and paid annually. No family/household may hold more than two paid memberships.

**b) Organization Membership:** Shall include Walworth County lake/river districts, associations, organizations and municipalities who subscribe to and support the purpose of Walworth County Lakes Association. They shall have one voting member within Walworth County Lakes Association that is appointed or elected by their organization's board members. Each organization is entitled to one vote on all questions called to a vote and may hold a director position if qualified. Membership fee shall be \$50.00 per member organization and paid annually. No organization may hold more than one paid membership.

**Section 3 – SPONSOR:** An organization, business or commercial entity that does not meet the guidelines in Article II, Section 2, may become a sponsor provided they subscribe to and support the purpose of Walworth County Lakes Association. They shall be non-voting members and limited to participation in discussions. They may not hold a director position, but may participate on committees. Sponsorship fee shall be an annual donation.

**ARTICLE IV – VOTING**

**Section 1 – Dual Membership:** Should any organizations voting representative also hold an individual or family/household membership, that representative may cast their organization's vote and may also cast one vote for their paid member category.

**Section 2 – Proxy Votes/Absentee:** Each voting member must be present to cast a vote.

## ARTICLE IV – VOTING (cont)

**Section 3 – Referenda:** The Board of Directors may at any time solicit reactions from all members through a written survey. The board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the board. The annual meeting may 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 at least 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

## ARTICLE V – MEMBERSHIP MEETINGS

**Section 1 – Annual Meeting:** The Walworth County Lakes Association shall hold its annual meeting on the second Saturday of October at a location designated by the Board of Directors. The agenda of the annual meeting shall include adoption of a budget, member concerns, an educational program, and any other business properly coming before the association.

**Section 2 – Special Meetings:** A special meeting of the Walworth County Lakes Association may be called at any time by majority vote of the Board of Directors or by written request of six members. 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 – Informational Meeting or Social Event:** The Walworth County Lakes 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 that have not yet renewed their membership. Notification must be in writing at least 30 days, but not more than 50 days, prior to the annual meeting date and at least 15 days but not more than 50 days, prior to the special meeting date. The notice must summarize any proposed changes in the bylaws, shall highlight any proposals to dissolve the Walworth County Lakes Association, and include a description of the matter or matters for which the meeting is called along with any other matter to be acted upon or discussed at the meeting.

**Section 5 – Quorum:** No formal business may be conducted at membership meetings unless at least 10% of the voters, in addition to the board members, entitled to cast a vote on the matter are represented at the meeting.

## ARTICLE VI – BOARD OF DIRECTORS

**Section 1 – Authority:** Subject to the directives of the annual and special meetings and these bylaws, the Board of Directors shall have authority over the activities and assets of the Walworth County Lakes Association.

**Section 2 – Composition:** The Board of Directors shall include the President, Vice President, Secretary, Treasurer and two (2) at-large directors. Any and all elected officers shall serve the position as officer of the Walworth County Lakes Association until the end of the term. i.e., if a member representing “Jones Lake” is also elected as an officer of WCLA, that member shall represent “Jones Lake” until the end of the term as officer of WCLA

**Section 3 – Elections:** The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations of members, willing to serve, shall be taken from the floor. All elections for the board shall be conducted by secret, written ballot. Following the annual meeting, the Board of Directors shall meet to elect officers for the coming year.

**Section 4 – Terms of Office:** Directors are elected for two-year terms at the annual meeting. Their terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later.

## *ARTICLE VI – BOARD OF DIRECTORS (cont)*

**Section 5 – Board Meetings:** The new Board shall meet within 60 days following 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. Special meetings may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, mail, or personal contact. Four 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 the Directors present.

**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.

**Section 7 – Compensation:** Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Walworth County Lakes Association business.

## **ARTICLE VII – OFFICERS**

**Section 1 – President:** The President shall preside over all membership meetings and Board meetings. The President shall be chief executive officer of the Walworth County Lakes Association, responsible for day-to-day administration of the affairs of the Walworth County Lakes Association. The President shall appoint all committee members who shall serve until the end of the 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 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 – Secretary:** The Secretary shall maintain the official records of the Walworth County Lakes Association as well as archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings. The Secretary shall maintain a current record of names and addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary shall be responsible for publicity of the Walworth County Lakes Association and shall prepare the Walworth County Lakes Association newsletter unless an editor is appointed to do so. The Secretary shall serve on the Membership committee.

**Section 4 – Treasurer:** The Treasurer shall maintain the financial records of the Walworth County Lakes Association and shall sign all checks for amounts exceeding \$250.00 with the signature of one other officer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in the sum and with such surety or sureties, as the Board of Directors shall determine. The cost of any such bond to be defrayed by the Corporation. The Treasurer shall prepare an annual financial statement for the annual meeting. The Treasurer shall Chair the Finance Committee.

## **ARTICLE VIII – COMMITTEES**

**Section 1 – Membership Committee:** The Membership Committee shall initiate plans for the recruiting of new members and the retention of current members.

**Section 2 – Finance Committee:** The Finance Committee shall recommend fund-raising activities to the Board and, after receiving Board approval, shall organize such activities. The Finance Committee shall also annually audit the financial records of the Walworth County Lakes Association and recommend annual member dues rates to the Board.

ARTICLE VIII – COMMITTEES (cont)

**Section 3 – Other Committees:** The President may appoint such other committees deemed necessary to support the efforts of the Board.

**ARTICLE IX – MISCELLANEOUS PROVISIONS**

**Section 1 – Indemnification of Officers and Directors:** As provided by Wisconsin law, the Walworth County Lakes Association shall indemnify any officer, director, employee or agent who was, is or may be involved in legal proceeding by virtue of his or her good faith actions on behalf of the Walworth County Lakes Association.

**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 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 annual meeting at which the amendments are to be voted on.

**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 plan for subsequent approval by the members as provided under Wisconsin law. Dissolution of the Association shall not be final until the members, by a majority vote, shall have approved the dissolution plan, either at a meeting or by binding mail referendum.

**CERTIFICATION**

These bylaws were amended and approved by the membership on October 10, 2009.

Bill Bastian	Subscribed and sworn to before me on: _____
Secretary, Walworth County Lakes Association, Inc.	Notary Public, State of Wisconsin
Date: _____	My commission expires: _____