

BY-LAWS
LAKE OF THE FALLS ASSOCIATION, LOFA INC.
P.O. BOX 473, MERCER, WISCONSIN 54547

ARTICLE I-PURPOSE

The purpose of the Association is to maintain, protect, and enhance the quality of ~~the lake~~ Lake of the Falls and its ~~surroundings-adjacent watershed~~ for the collective interests of the members and general public. To carry out the program of the Association and to make 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. No asset of the Association shall benefit any officer or member. The Association shall not participate in partisan political activity.

ARTICLE II-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 in the vicinity of ~~the lake-~~Lake of the Falls.

SECTION 2-DUES: ~~Dues shall be \$20 paid on a calendar year~~ Dues shall be determined by vote of the Board of Directors and shall be paid on a calendar year basis. Dues may be adjusted periodically as necessary in order to meet the objectives and financial obligations of the Association.

AMENDED 7/29/2000

SECTION 3-TERMINATION OF MEMBERSHIP: A member may be dropped from the Association for ~~non-renewal~~non-renewal of their membership for a period of two years by affirmation of the ~~board-~~Board of Directors.

AMENDED 7/29/2000

ARTICLE III-VOTING

SECTION 1-MULTIPLE VOTING: Any individual member may cast only one vote on any ~~question~~ issue 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-issue~~ issue 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.

SECTION 3-REFERENDA: The Board of Directors may at any time solicit ~~reactions-~~ opinions from members through a mail survey. The Board of Directors resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board of Directors. The annual meeting may initiate an advisory or a binding referendum and shall specify the exact wording of the questions and the required follow-up action by the ~~Board~~ Board of Directors. Members shall have 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 IV-MEMBERSHIP MEETINGS

SECTION 1-ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of ~~the~~-Lake of the Falls. 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 educational program.

AMENDED 9/12/2009

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-twentieth 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.

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 3A-ANNUAL FREE PICNIC: The annual free picnic for paid up members will alternate between the Sunday ~~previous to~~ before Loon Day and the Saturday after Loon Day.

AMENDED 8/1/2010

SECTION 4-NOTIFICATION: Every annual or special meeting must be preceded by a notice to paid members and members from the preceding year who have not yet renewed their membership. The notice shall summarize any proposed changes in the by-laws, shall highlight any proposals to dissolve the Association, and may include a detailed agenda. (Sec. 181.15)

SECTION 5-QUORUM: No formal business may be conducted at membership meetings unless at least one-twentieth of the members, or ~~five(5)~~ six (6) members, whichever is greater, are present. (Sec. 181.17)

SECTION 6-PROCEDURE: Robert's Rules of Order, in the current revised edition, shall be in force at the meetings of the Association or the Board of Directors, and at the Association committees unless required otherwise by Wisconsin Statutes or these By-laws. Non-members of the Association may be recognized to speak at the Association functions at the discretion of the presiding officer who shall also serve as parliamentarian.

ARTICLE V-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.

SECTION 2-COMPOSITION: The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, and five at-large directors. (Sec. 181.20 (1))

AMENDED 7/29/2000

SECTION 3-ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the ~~Board.~~ Board of Directors Additional nominations of members, present at the annual meeting and willing to serve, shall be taken from the floor. All elections for the ~~Board.~~ Board of Directors shall be conducted by secret, written ballot. (Sec. 181.20 (2))

SECTION 4-TERM OF OFFICE: Directors are elected for two-year terms. Their terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later. The terms of the office of President, Secretary, and two at-large Directors expire in even-numbered years. The terms of the office of Vice-President, Treasurer, and three at-large directors expire in odd-numbered years (Sec. 181.20 (3)).

AMENDED 7/28/2001

SECTION 5-NOTIFICATION: Every annual or special meeting must be preceded by a notice to paid members and members from the preceding year who have not yet renewed their membership. The notice shall summarize any proposed changes in the By-Laws.

SECTION 6-BOARD MEETINGS: The new Board of Directors 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 of .Directors. 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 members shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by majority vote The President shall vote only to break ties. Between meetings, the President may solicit decisions from the ~~Board.~~ Board of Directors through written communications. (Sec. 181.22; Sec. 181.24)

SECTION 7-VACANCIES: Any Director who misses two consecutive meetings without cause may, at the discretion of the Board of Directors, 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 even though they may constitute less than a quorum. (Sec. 181.20 (4); Sec. 181.21)

SECTION 8-COMPENSATION: Directors shall not be compensated for their time and effort. The Board of Directors may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business.

ARTICLE VI-OFFICERS

SECTION 1-PRESIDENT: The President shall preside over all membership meetings and ~~Board.~~ Board of Directors 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 the committee members~~ Directors or members to various committees, 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 the 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 all archives. The Secretary shall record and distribute the minutes of member meetings and Board of Directors

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 or solicit an editor to carry out the task. The Secretary shall serve on the Membership Committee. (Sec. 181.27)

SECTION 4-TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks along with the President. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget ~~to~~ at the annual meeting. The Treasurer shall serve on the ~~finance~~-Finance Committee.

SECTION 5-MULTIPLE OFFICE HOLDING: The same person may hold the offices of Vice-President and Treasurer or the Offices of Secretary and Treasurer. (Sec. 181.25(1))

SECTION 6-OTHER OFFICES: Other officers may be appointed by the President, with concurrence of the ~~Board~~ Board of Directors. A legal counsel, and executive secretary, or such other assistant officers as are deemed necessary need not be members of the Association.

ARTICLE VII-COMMITTEES

SECTION 1-MEMBERSHIP COMMITTEE: The Membership Committee shall initiate a plan to recruit new members and offer suggestions to the ~~Board~~ Board of Directors on retention of members.

SECTION 2-HOSPITALITY COMMITTEE: The Hospitality Committee shall provide refreshments at the annual Meeting and, after receiving ~~Board~~ Board of Directors approval, shall organize and publicize other social events to be sponsored by the Association.

SECTION 3-FINANCE COMMITTEE: The Finance Committee shall recommend fund-raising activities to the Board and, after receiving ~~Board~~ Board of approval~~Directors approval~~, shall organize such activities. The Finance Committee shall also annually audit the financial records of the Association.

SECTION 4-LAND USE COMMITTEE: The Land Use Committee shall represent the Association at local public hearings and informational meetings relating to zoning, sanitation codes, subdivision ordinances, pollution sources, and changes in land use which might affect water quality. The Committee shall offer proposals to the ~~Board~~ Board of Directors regarding land use issues.

SECTION 5-BOATING SAFETY COMMITTEE: The Boating Safety Committee shall represent the Association at local public hearings and informational meetings relating to water safety patrols, lake use ordinances, and obstacles to navigation. The Committee shall offer proposals to the ~~Board~~ Board of Directors regarding water use issues.

SECTION 6-FISHING AND WATER QUALITY COMMITTEE: The Fishing and Water Quality Committee shall represent the Association at Department of Natural Resources hearings and at local meetings relating to in-lake water quality, fish and wildlife habitat, and water levels. The Committee shall offer proposals to the ~~Board~~ Board of Directors regarding water quality monitoring and ecological management of the fishery.

SECTION 7-WEED AND ALGAE COMMITTEE: The Weed and Algae control Committee shall represent the Association at the Department of Natural Resources hearings and at local meetings relating

to the control of nuisance plants and to the protection of desirable vegetation. The committee shall offer proposals to the ~~Board~~ Board of Directors for a vegetation management plan and may be delegated responsibility to implement such a plan.

SECTION 8-~~OTHER COMMITTEES~~: The President may appoint such other committees as are deemed necessary to support the ~~efforts-objectives~~ of the ~~Board~~ Board of Directors

ARTICLE VIII-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~~by his or her good faith actions on behalf of the Association. (Sec. 181.045)

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 IX-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. Amendments to the By-Laws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.

ARTICLE X-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. (Sec. 181.50; Sec 181.52)

CERTIFICATION

These By-Laws were adopted by a vote of Seven (7) *yes* and Zero (0) *no* at the Association meeting on the 10th day of September 1990.

REVISED AUGUST 21, 2001