

BYLAWS
OF
IRON RIVER PIKE CHAIN OF LAKES ASSOCIATION, INC.

Adopted 12-28, 2009

Revised May 28,2011

ARTICLE 1

Name and Purposes

Section 1.01 **Name of Corporation.** The name of this Corporation is IRON RIVER PIKE CHAIN OF LAKES ASSOCIATION, INC. hereinafter referred to as the "Corporation."

Section 1.02 **Non-Profit Corporation.** This Corporation is a Wisconsin nonstock corporation, intended as a non-profit, tax exempt corporation.

Section 1.03 **Purposes.** This corporation is organized and shall at all times hereafter be operated exclusively for charitable and educational purposes, more specifically to promote the sustainable management of the Pike Chain of Lakes by:

- (a) providing leadership in lake management through environmental education, water quality monitoring, prevention of the introduction of aquatic invasive species and controlling populations of aquatic invasive species existing in the watershed;
- (b) working with government agencies and private organizations to generate the necessary human and financial resources;
- (c) purchasing or accepting the donation of property or conservation easements to promote the overall goal of sustainable lake management;
- (d) monitoring and responding to proposed developments within the watershed, taxation, land use planning and other environmental regulation; and
- (e) promoting mutual respect, cooperation and friendship between owners of property within the watershed, other lake users and Town, County and State public officials by providing a forum for exchange of information and discussion on environmental issues of importance and concern.

Notwithstanding anything herein to the contrary, this corporation shall be operated exclusively for the purposes contemplated in Section 501 (c)(3) of the Internal Revenue

Code of 1986 or the corresponding provision of any future United States Internal Revenue law (hereinafter, the "Code".)

ARTICLE 2

Offices

The registered office of the Corporation shall be 66125 North Point Drive, Iron River, Wisconsin 54847, and the Corporation may have offices at such other places as the Board of Directors shall from time to time determine.

The mailing address of the principal office is P.O. Box 602, Iron River, Wisconsin 54847. The Corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may determine from time to time.

ARTICLE 3

Membership

Section 3.01 **Membership.** There shall be no discrimination among applicants for membership because of sex, race, creed, color, national origin, or any other reason unrelated to the purposes of this corporation.

Any person, including individuals, households, corporations, partnerships, associations, and any other organizations, with an interest in supporting the purposes of the corporation may be members of the corporation upon such criteria as the Board may establish from time to time.

Section 3.02 **Application for Membership.** Any qualified person, household or organization interested in becoming an active member of the Corporation shall submit a written application on a Corporation prepared application form or a signed and dated check in the minimum amount of the established annual membership dues.

Section 3.03 **Resignation.** Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member who resigns from the obligation to pay any fees, assessments, or other charges theretofore accrued and unpaid.

Section 3.04 **Termination of Membership.** The Board of Directors may, by a majority vote of the members of the Board, terminate the membership of any active member who becomes ineligible for membership, or suspend or expel any active member who shall be in default in payment of any fees or assessments for the period fixed by these Bylaws or who engages in conduct which, in the sole judgment of the Board of Directors, is detrimental to the interests of the Corporation.

The member, upon being notified of termination of membership, may petition the Board for review, and the Board shall thereupon appoint a committee from among itself of not

less than two members to conduct a fair and impartial hearing. The committee shall report its recommendations to the Board, and the Board's decision shall be final and binding.

Section 3.05 **Reinstatement.** Upon written request signed by any former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.06 **Transfer of Membership.** Membership in this Corporation is not transferable or assignable.

ARTICLE 4

Voting

Section 4.01 **Voting Rights.** Each individual, corporation, partnership, association, and other organization In good standing with IRON RIVER PIKE CHAIN OF LAKES ASSOCIATION, INC. shall have one vote. Each household in good standing with IRON RIVER PIKE CHAIN OF LAKES ASSOCIATION, INC. shall be entitled to a maximum of two votes.

Section 4.02 **Majority Action and Quorum.** At any meeting of members of the Corporation, all matters considered at such meeting must be voted on and approved by a majority of the eligible voting members in attendance, and shall become effective as of the voting. Quorum requirements are set forth in Article 9, Section 9.06.

ARTICLE 5

Membership Dues

Section 5.01 **Determination of Dues.** The annual dues of the members of the Corporation shall be set as follows:

(a) The Board of Directors shall recommend to the membership the amount of annual dues payable to the Corporation by its members. Such recommendation shall consider the financial status of the Corporation and such other relevant factors including the activities and expected responsibilities of the Corporation as the Board of Directors shall determine. The Board of Directors shall establish a recommended due structure for presentation to the membership at its next annual meeting.

(b) The dues rate to be recommended to the membership shall be established by a majority vote of the voting Directors present at a regularly constituted meeting of the Board of Directors.

(c) The Board of Directors shall recommend to the membership at the annual membership meeting the amount of annual dues, if any, payable to the Corporation. The annual dues shall be established each year by the majority vote of the membership present and voting at the annual meeting. If not acted on at the annual meeting, the prior year's dues shall be continued as the annual dues for the succeeding year.

Section 5.02 **Payment of Dues.** Membership dues, if any, shall be accepted on any day during the Corporations Fiscal Year.

Section 5.03 **Termination of membership.** Membership shall remain in force for the year the dues are paid through the end of the Corporation's fiscal year and up to the date of the next fiscal year's annual membership meeting. Membership will terminate unless membership dues are paid on or before the annual membership meeting for the ensuing fiscal year.

ARTICLE 6

Directors

Section 6.01 **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Wisconsin.

Section 6.02 **Powers of Board of Directors.** The Board of Directors shall have the power to hold meetings at such times and places as they think proper; to appoint committees for various purposes from their own membership or from the active membership of the Corporation; to enact and recommend changes to the Bylaws; to provide for standing committees and define their duties; shall at a regular meeting recommend the annual dues, if any, which shall be levied upon the members of the Corporation during the ensuing year for the general expenses of the Corporation, may print and circulate documents; may devise and carry into effect such measures as they deem proper and expedient to promote the objects of the Corporation. The Board of Directors shall have the full and exclusive authority, in their discretion, to establish and implement all policies and regulations of the Corporation, construe and interpret the terms thereof, and to determine all questions arising in the administration and operation of the Corporation. Except as otherwise stated in the Articles or Bylaws or as required by law, any such construction or determinations by the Board of Directors shall be a conclusive, final determination and binding on all persons including officers and members of the Corporation.

Section 6.03 **Number, Tenure, Qualifications.** The Board of Directors shall consist of eleven (11) elected Directors which include the elected officers and assistant officers excluding the immediate past president (who may serve for two terms as a Director in the capacity of past president) for a total of twelve Directors. All Directors shall be members in good standing of the Corporation. Except as otherwise expressly provided for herein, the term of office of each director shall be for three (3) years until the annual meeting of members at which said director's term expires and the election and qualification of his/her successor occurs. Directors may serve no more than three (3) consecutive terms after which one year must elapse before serving as a member of the Board of Directors. At the initial Membership Annual Meeting four (4) directors

shall be elected for three (3) year terms, four (4) directors will be elected for two (2) year terms and three (3) directors will be elected for a one (1) year term. The past president is a non elected position. If the past president position remains unfilled, the Board of Directors will consist of the eleven (11) elected directors from which all officers will be elected.

Section 6.04 **Regular Meetings.** A regular meeting of the Board of Directors shall be held without any notice other than these Bylaws at the same place as the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings.

Section 6.05 **Special Meetings.** Notice of special meetings of the Board of Directors shall be given at least ten (10) days in advance by written notice delivered personally or sent by mail or facsimile or email to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, in a sealed envelope so addressed. Any director may waive notice of any meeting. The Director's attendance at or participation in a meeting shall constitute a waiver of any defect in notice of the meeting, unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6.06 **Meetings by Electronic Means of Communication.**

A. Conduct of Meetings. To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating Director, and each participating director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

B. Verification of Directors' Identity. The identity of each Director participating in a Board of Directors' meeting conducted pursuant to Section 6.06A. of these Bylaws (other than a meeting in which each Director participates in person) must be verified by the Secretary before Directors vote on (1) a plan of merger or share exchange; (2) a sale, lease, exchange, or other disposition of substantial property or assets of the Corporation; (3) a dissolution or the revocation of voluntary dissolution proceedings; or (4) a filing for bankruptcy. The Secretary-Treasurer shall verify each participating Director's identity by requesting the Director to give the password that shall have been provided specifically to the Director in the meeting notice. For purposes of this Section, a disposition of property

or assets of the Corporation is "substantial" if it involves a disposition of ten percent (10%) or more of the fair market value of the Corporation's assets.

Section 6.07 **Quorum**. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6.08 **Voting Requirement**. The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or a committee of the Board of Directors. This provision shall not apply, however, in the event the affirmative vote of a greater number of Directors is required by WI. Stat. Ch. 181, the Articles of Incorporation, or any other provision of these Bylaws.

Section 6.09 **Vacancies**. Any vacancy occurring on the Board of Directors shall be appointed by the President and approved by the majority of the Board. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 6.10 **Compensation**. Directors shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 6.11 **Informal Action by Directors**. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by two-thirds (2/3) of all the Directors.

Section 6.12 **Nominating Committee for Directors**. The President shall appoint a nominating committee who, at the annual meeting of the membership, shall place in nomination the names of persons to be voted upon for each directorship to be filled at such election.

Section 6.13 **Re-election as Director - Appoint to Fill Vacancy**. Any Director shall be eligible for re-election twice and serve a total three (3) consecutive terms. Thereafter one year must lapse before re-election or appointment. In the event of death, incapacity, resignation, or removal of a Director, the President shall appoint a successor to fill the unexpired term and such successor shall be approved by a majority of the Board of Directors. Any Director appointed to fill an unexpired term shall not have that term considered as an elected term for purposes of the three term limit.

Section 6.14 **Removal**. A Director whose continued service is deemed detrimental to the welfare of the Corporation may be removed as a Director by a unanimous vote of the other Directors.

ARTICLE 7

Officers

Section 7.01 **Officers.** The officers of the Corporation shall be a President, a Vice-president, a Secretary and a Treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The same natural person may simultaneously hold more than one office. A person must be on the Board of Directors to serve as one of its officers.

Section 7.02 **Election and Term of Office.** The officers of the Corporation shall be elected by the Membership at the regular annual meeting of the Membership. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for two years and until his/her successor has been duly elected and qualified.

Section 7.03 **Removal.** Any officer appointed by the Board of Directors or elected by the Membership may be removed by the Board of Directors at a regularly constituted meeting whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the officer so removed. In the event of the removal of an officer elected by the Membership, the Board of Directors may fill that position by appointment until the next annual meeting of the Membership when there shall be an election to replace such officer.

Section 7.04 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the Board of Directors for the unexpired portion of the term.

Section 7.05 **Powers and Duties.** The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the power and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation. Unless restricted by specific resolutions or other directives of the Board of Directors, the officers shall have the following general powers and duties.

Section 7.06 **President.** The President shall be the principal executive officer of the Corporation and shall in general be responsible for all of the business of the Corporation consistent with the policies of the Board of Directors. He/she shall preside at all meetings of the members and the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized unless authorization thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be ex-officio a member of all committees of the

Corporation. The President shall be responsible for the program and agenda for meetings of the membership and Board of Directors.

Section 7.07 **Vice President.** In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 7.08 **Secretary.** The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the post office address of each member which shall be furnished to the Secretary by such member. The Secretary is generally responsible for communicating pertinent information to the membership.

Section 7.09 **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for funds due and payable to the Corporation from any source whatsoever; and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7.10 **Resignations.** Any officer may resign at any time by giving written notice to the Corporation, the Board of Directors, the President, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 7.11 **Expenses of Board of Directors, Officers, Committees and Members.** Members of the Board of Directors, members of any committee of this Corporation, and any officer or members of this Corporation may be reimbursed for any out-of-pocket expenses incurred in the business of this Corporation if reimbursement is required. If the treasurer has any concerns about reimbursing any out of pocket expense incurred in the business of this Corporation, he/she will get written approval in advance of reimbursement from the President or Board of Directors.

ARTICLE 8

Committees

Section 8.01 **Committees.** Much of the work of the Corporation will be achieved through committees. Each committee is chaired by a member of the Board of Directors or an Officer to promote effective communication between the committees and

with the Board of Directors as a whole. Most of the committee structures and their responsibilities are outlined in detail within the Pike Chain of Lakes Management Plan, completed during 2008.

A. Aquatic Invasive Species Committee. Functions to coordinate volunteer monitoring and control of Aquatic Invasive Species in the Pike Chain of Lakes. The committee's primary responsibilities are to recruit and train volunteers to monitor Eurasian Watermilfoil (EWM) and to control it by hand removal where it is present in the Pike Chain. The committee also coordinates with the private consultants to obtain permits to control EWM by chemical application. The work is designed to control EWM in the upper lakes in the Pike Chain so that it does not invade the two lower lakes in the chain or the White River System, downstream.

B. Education and Communications Committee. Works to develop educational approaches and programs for the general public and private access users that serve to promote sustainability of the Pike Chain of Lakes by preventing the introduction of additional Aquatic Invasive Species by promoting understanding of lake systems and other threats to their sustainability, water quality, public safety and quality of life for those who reside near or visit these lakes.

C. Water Quality Committee. Primary function is to monitor water quality of lakes in the Pike Chain to provide the long-term data required to define trends in water quality. Additional responsibilities include reducing phosphorus loading, promoting shore land restoration and working to promote understanding of perceived changes in water quality as needed.

D. Fisheries Committee. Was established to improve the fishery resource and fishing while striving to control abundance of Rusty Crayfish, a non-native species which invaded the Pike Chain of Lakes in the 1980's. The committee is working with the Wisconsin Department of Natural Resources to develop special regulations if needed to achieve the above objectives. The group may also call on higher education professionals, Tribal Fishery Agencies and others to promote understanding of the resource and sustainable fisheries management.

E. Finance/Audit Committee. Assures that an annual budget and financial statements are prepared and received, monitored and disseminated appropriately. The committee also has the responsibility for developing mechanisms for generating, administration and disbursing financial resources in a manor which promotes the association's primary goals. The committee will include a minimum of two board members with financial expertise who are not officers and will be chaired by one of them. These individuals will take primary responsibility to assure that independent audits are conducted as required by appropriate sections of the Internal Revenue Service.

F. Fund Raising Committee. Fund raising committee has the responsibility to establish guidelines and activities for fund raising activities, overseeing grant applications and fulfilling the Corporation's Purposes set forth in section 1.03.

ARTICLE 9

Meetings

Section 9.01 **Annual Membership Meeting.** The membership of the Corporation shall meet annually. The date and place of such annual meeting shall be determined by the Board of Directors in the month of July or August in each year, and such meeting shall be for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting. If the election of Directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 9.02 **Special Meetings.** Special meetings of the members may be called by the President, a majority of the Board of Directors, or not less than one-third (1/3) of the members having voting rights, at such location as is determined by the Board of Directors.

Section 9.03 **Place of Meeting.** The Board of Directors may designate any place either within or without the State of Wisconsin as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Wisconsin; but if a majority of the members shall meet at any time and place, either within or without the State of Wisconsin and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 9.04 **Notice of Meeting.** Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the member at his/her address as it appears on the records of the Corporation. Notice requirements for the membership annual meeting will be met if proper notice is included in the Corporation news letter even if the news letter is sent earlier than the sixty (60) day notice restriction stated above. The Member's attendance at or participation in a meeting shall constitute a waiver of any defect in notice of the meeting

Section 9.05 **Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

Section 9.06 **Quorum**. Attendance at any regularly noticed membership meeting of at least 10 members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 9.07 **Proxies**. No proxies shall be recognized at any meeting of members.

Section 9.08 **Voting by Mail**. Where the Board of Directors determines by two-thirds (2/3) vote to conduct a vote by mail, the same shall be considered the action of the Corporation if passed by a majority of eligible voting members. Such voting by mail shall be conducted on the subject and in such a manner as the Board of Directors may determine.

ARTICLE 10

Rules of Order

The rules of parliamentary procedure contained in Roberts Rules of Order Revised shall govern all meetings of the Corporation except where the Bylaws provide otherwise.

ARTICLE 11

Amendment

These Bylaws may be amended by a majority vote of members present at an annual meeting of the Corporation.

ARTICLE 12

Indemnification

The Corporation shall indemnify each Director (including the Past President) or Officer of the Corporation against all expenses, including attorney's fees, amounts paid pursuant to a judgment or settlement agreement, reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a Director or Officer of the Corporation, whether or not he/she is a Director or Officer at the time of incurring such expenses and whether or not the claim asserted against such Officer or Director is based on matters which occurred prior to the adoption of this rule. The Corporation shall not however, indemnify any Director (including the Past President) or Officer with respect to matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

ARTICLE 13

Contracts, Gifts, Checks, and Deposits

Section 13.01 **Contracts.** The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the Corporation's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers, or agent or agents.

Section 13.02 **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

Section 13.03 **Checks, Drafts, etc.** All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the Corporation's name, shall be signed by such officer or officers, or agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 13.04 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the Corporation's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE 14

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and all committees having and exercising any of the authority of the Board of Directors, and the Secretary shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 15

Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

ARTICLE 16

Corporate Seal

This Corporation shall have no corporate seal.

ARTICLE 17

Waiver of Notice

Whenever any notice, if required to be given, under the provisions of Wisconsin laws or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 18

Dissolution and Distribution of Assets

Section 18.01 **Notice and Member Voting.** Dissolution shall be made pursuant to the provisions of the applicable Wisconsin Statutes and this Corporation's Articles of Incorporation. Dissolution shall be only upon the affirmative vote of a full two-thirds (2/3) of all voting members present at a membership meeting. The vote shall take place at a meeting of which written notice was given at least ten (10) days prior to such proposed dissolution meeting.

Section 18.02 **Distribution of Assets on Dissolution.** Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated as an exempt organization or organizations under section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of as specified in a plan of distribution adopted by the Corporation in accordance with Wisconsin Stat. Section 181.52.

ARTICLE 19

Pecuniary Benefits

This Corporation shall not furnish any pecuniary gain to its members, nor pay dividends or any other pecuniary remuneration to its members.

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