

## **BY-LAWS**

### **Kangaroo Lake Association, Inc.**

P.O. BOX 165 BAILEYS HARBOR WI 54202

Adopted July 2010

## **CONSTITUTION**

### **ARTICLE I**

#### **PURPOSES**

The purposes of the Association are to preserve and protect Kangaroo Lake and its surroundings and to enhance the water quality, fishery, boating safety and aesthetic values of Kangaroo Lake, as a natural resource and as a public recreational facility for today and for future generations.

### **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 **NONPROFIT, NON-STOCK** corporation under Chapter 181 of the Wisconsin Statutes, operating on a calendar-year basis. No asset of the Association shall benefit any Officer, Director or member. The Association shall not participate in partisan political activity.

# ARTICLE I

## SECTION 1. MEMBERSHIP

Membership in this Association shall consist of Regular Members. A Regular Member shall be defined as one (1) of the following:

- A. Those individuals (or husband and wife) or entities with ownership of real estate within one (1) mile of the shore of Kangaroo Lake (as required to be a qualified lake association). Only one (1) of these individuals shall be entitled to vote. Entities shall also be entitled to only one (1) vote. Owners of time-sharing interests in real estate shall not be eligible for membership except for Rushes Wilderness Foundation, Inc., and the Rushes Condominium Association, Ltd., which are each entitled to one (1) Regular Membership per organization.
- B. Owners of fractional interests, (other than time-sharing interests) who reside in said area. Only one (1) of these co-owners shall be entitled to vote.
- C. The Owner of Record, of a real estate holding within the said area, may designate one (1) family member to share a Regular Membership with the Owner of Record. Only one (1) of these individuals shall be entitled to vote.
- D. Any Regular Member may cast only one (1) vote.

## SECTION 2. ANNUAL DUES

- A. Individual members, including co-owners of real estate or co-residents as one (1) entity, shall be assessed annual dues.
- B. The amount of such annual dues shall be established by the Board, payable on or about January 1.
- C. Voting rights require paid-up dues. Mailings will be discontinued when dues are more than one (1) year in arrears.

## SECTION 3. MEETINGS

An Annual Meeting of the membership shall be held in each fiscal year. The Board shall fix the date, time and place of such meeting.

### A. AGENDA FOR REGULAR MEETINGS

The Annual Meeting agenda shall include, at least, the following:

1. Detailed reports of the activities of the Association, which may be presented by the Officers, Directors or Committee Chairpersons.
2. Once every two (2) years an election for approximately one-half (1/2) of the Directors and either the Secretary or Treasurer for the ensuing term.
3. Such other business as may properly come before the meeting.

### B. SPECIAL MEETINGS AND NOTICE

Special meetings of the membership may be called by the President, by the Board or by not less than one-fifth (1/5) of the total membership in good standing.

### C. PLACE OF MEETINGS AND NOTICE

1. A notice of a meeting of the membership, whether regular or special, shall be sent to all members in good standing and shall include the place, date, day, hour and purpose and indicate who called said meeting.
2. Said notice may be written or printed and delivered not less than ten (10) nor more than forty (40) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears in the records of the Association, with postage thereon prepaid.

### D. QUORUM

For the purpose of regular or special membership meetings, the members in good standing who are present at such a meeting shall constitute a quorum.

## **E. PROCEDURE**

1. Non-members of the Association may be recognized to speak at Association functions at the discretion of the Presiding Officer.
2. The President or Presiding Officer shall appoint the Parliamentarian.

## **SECTION 4. VOTING**

Any Regular Member may cast only one (1) vote on any question called a vote, and may represent a family, a co-ownership or an entity. In order to vote, a member must be present at the meeting at the time the vote is called. No member may vote by proxy or absentee ballot.

### **A. VOTING VIA VOICE OR BALLOT**

1. Voting on a question or in any election shall be via voice. The Presiding Officer or any member in good standing may question the results of a voice vote, and the Presiding Officer shall then ask for a show of hands or a recognition vote.
2. If a request is made for a vote by written ballot, such request must be supported by at least fifty percent (50%) of the members in good standing, present and voting. An Audit Committee will be appointed to determine the results of a written ballot.

### **B. VOTING BY MAIL**

In the case of a vote on any question taken by mail, the majority rule shall apply with the following conditions:

1. The request for a vote shall be mailed to the entire voting membership in good standing.
2. The request shall include clear and distinct information on the subject of the question, a ballot and a pre-addressed return envelope.
3. A majority vote shall be determined on the basis of the number of ballots returned by mail, or otherwise, within a period of fifteen (15) days from the date the request is mailed.
4. The vote shall be certified by an Audit Committee.

## **SECTION 5. NOMINATIONS**

- A. The Board may nominate one (1) or more members for each vacant position on the Board.
- B. The Board shall nominate any member, in good standing, requesting (in a timely manner) nomination.
- C. Additional nominations of members, in good standing, present at the annual meeting and willing to serve, shall be taken from the floor.

# **ARTICLE II**

**SECTION 1. BOARD OF DIRECTORS** (Which shall include the Directors, the Secretary and the Treasurer; herein referred to as the Board or Director(s).)

The business and affairs of the Association shall be managed by the Board.

### **A. NUMBER, TENURE AND QUALIFICATIONS**

1. The number of Directors on the Board of this Association (exclusive of the Secretary and Treasurer) shall be thirteen (13) or less, as determined by the vote of the membership.
2. Each Director shall hold office for four (4) years or until a successor shall have been elected and qualified. Tenure of office shall not exceed two (2) elected terms.
3. Approximately one-half (1/2) of the total number of Directors (exclusive of the Secretary and the Treasurer) will stand for election every second year.
4. The Secretary of the Association shall be elected to the Board, directly from the Association Membership. The Secretary shall have the same rights and responsibilities as a Director. The Secretary shall be a member of the Executive Committee. This position shall have no term limitations.
5. The Treasurer of the Association shall be elected to the Board, directly from the Association Membership. The Treasurer shall have the same rights and responsibilities

as a Director. The Treasurer shall be a member of the Executive Committee. This position shall have no term limitations.

6. Voting rights for a Director require that his/her dues be current.
7. No Director may vote by proxy or absentee ballot.
8. A Director is considered present when connected by electronic media.
9. Only one (1) family entity member may be a voting member of the Board at any one time.

## **B. VACANCIES**

Any vacancy occurring on the Board may be filled by a two-thirds (2/3) majority vote of the Board.

1. Any Director who misses two (2) consecutive Board Meetings, without good cause, as determined by the Board, may at the discretion of the Board be removed from office upon a two-thirds (2/3) majority vote of Directors present and voting. This person will not be eligible for a Board position for two (2) years.
2. A record of Director non-attendance at Board Meetings shall be included in the minutes of each Board Meeting.

## **C. VOTING BY MAIL**

When Association business must be conducted between Board Meetings and necessitates the vote of the individual Directors, voting by mail shall meet the following criteria:

1. The Executive Committee requests that a question be presented to the Board via first class mail and/or electronic mail.
2. The request for a vote shall be mailed to all Directors in good standing.
3. The request shall include clear and concise information, both pro and con, regarding the question. A ballot and a pre-addressed return envelope, if sent first class, shall be mailed to each qualified Director.
4. A majority vote shall be determined on the basis of the number of ballots returned, by mail or otherwise, within a period of fifteen (15) days from the date the request is mailed.
5. The motion, question and voting results shall be made a permanent part of the Association record.

## **D. QUORUM**

The number of Directors in good standing who are present at a Board Meeting shall constitute a quorum.

## **E. COMPENSATION**

No Officer or Director of this Association shall be paid any form of compensation for services, except that the Board, at its discretion, may determine by a majority vote that actual and necessary expenses be paid.

# **SECTION 2. OFFICERS**

## **A. ELECTION OF OFFICERS**

Immediately following the Annual Meeting of the membership, the Directors duly elected and qualified at said meeting shall meet and elect the next President and Vice-President of the Association.

1. The new Directors and Officers will take office and commence their duties at the first Board meeting after September 1. Until then, the newly-elected Directors and Officers will not be eligible to vote on matters before the Board.
2. A Secretary, directly elected by the membership, shall serve as an Officer of the Association, consistent with number one (1) above.
3. A Treasurer, directly elected by the membership, shall serve as an Officer of the Association, consistent with number one (1) above.
4. Two offices may be held simultaneously by the same person, except that the President may not hold another office.

## **B. DUTIES OF OFFICERS**

### **PRESIDENT:**

1. The President shall preside at all meetings and shall be the Chairperson of the Board.
2. The President shall serve as an ex-officio member of all Committees.
3. The President shall appoint three (3) Directors to the Executive Committee.
4. The President shall retain, form or abolish Association Committees.

5. The President shall appoint the Chairpersons of all Association Committees.
6. The President may, upon the resignation of a sitting Board member, nominate a replacement candidate subject to Board approval. Said replacement would complete the remaining term.
7. The immediate Past President (if leaving the Board) shall serve as an Ex-officio member of the Board, and shall not be considered a member of the Board when considering the total number of Directors on the Board.
8. If the Vice-President, Secretary and/or Treasurer resign, or in the event of their inability or refusal to act, the President may appoint a Director or a member, in good standing, to complete the term, with the advice and consent of a majority of the Executive Committee.

#### **VICE-PRESIDENT:**

1. 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 placed upon the President.
2. The Vice-President shall perform such other duties as from time to time may be assigned by the President or the Board.
3. When a Nominations Committee is necessary, the Vice-President shall serve as the Chairperson of this Committee.
4. When an Audit Committee is necessary, the Vice-President shall serve as the Chairperson of this Committee (unless the Vice-President is running for re-election).

#### **SECRETARY:**

1. The Secretary shall keep a record of all meetings of the membership and the Board in the form of minutes.
2. The Secretary shall have custody of all Association books, records and other property.
3. The Secretary shall perform such other duties as prescribed by the President or the Board.

#### **TREASURER:**

1. The Treasurer shall have custody of the funds of the Association.
2. The Treasurer shall be permitted to disburse funds up to five hundred dollars (\$500.00). Amounts above five hundred dollars (\$500.00) must be approved by the Board.
3. The Treasurer will collect dues and any other funds due the Association, keep records of any such collections and prepare and make a financial report at each Board and Annual Meeting.
4. The Treasurer will maintain a record of the names and complete addresses of all members and shall make available to the Secretary.
5. The Treasurer will be responsible for the preparation and filing of any and all tax forms or other information required by state or federal laws.
6. The Treasurer shall perform such other duties as prescribed by the President or the Board.

## **ARTICLE III**

### **SECTION 1. COMMITTEES**

#### **A. EXECUTIVE COMMITTEE**

1. There shall be an Executive Committee comprised of the Officers and three (3) Directors, empowered to act for the Board.
2. Any four (4) members of the Executive Committee shall constitute a quorum for the purpose of conducting business.
3. Said Committee shall be empowered to act on all matters that would be, or could be, properly brought before the duly-elected Board with the same authority as that of the duly-elected Board, with the following conditions:

- a. Any proposal not previously approved, involving the expenditure of Association funds in excess of five hundred dollars (\$500.00) must be submitted in writing to the Board for approval.
- b. Any matters involving changes in policy of the stated purposes of the Association must be submitted in writing to the Board for approval.
4. The Executive Committee shall be able to conduct business via voting by first class mail and/or electronic mail. A majority of those votes returned before a deadline determined by the President will determine the results.
5. A copy of all decisions made by the Executive Committee shall be provided to the full Board at, or prior to, the next Board meeting.

## **B. OTHER COMMITTEES**

1. Committee Chairpersons and/or members of a Committee may be either a Director or a Regular Member of the Association.
2. The Committee Chairperson shall select his/her Committee Members.
3. All Committee Members, including the Chairperson, must be a Director or Regular Member in good standing, in order to vote on Committee and/or Association business.

# **ARTICLE IV**

## **SECTION 1. AMENDMENTS**

### **A. AMENDMENT PROCESS**

1. Any resolution to amend the Constitution and/or By-laws shall be first submitted in writing, in a timely manner, to the Association Secretary for study and recommendation by the Board.
2. After due consideration, the Board shall recommend approval or rejection of said amendment(s).
3. The Board shall submit any proposed changes and the Board's recommendation to the membership in writing, at least thirty (30) days before the date of the Annual Meeting, and advise the membership that said proposed changes will be presented at the meeting for ratification.

### **B. VOTE REQUIRED TO ADOPT**

Any revision of the By-laws shall be ratified in its entirety by a two-thirds (2/3) majority of the members present and voting at the Annual Meeting. Any proposed revision of the By-laws may be separated if a motion for separation is approved by a two-thirds (2/3) vote of the members present and voting at the Annual Meeting. Deletion or amendment of any section of the proposed revision of the By-laws shall require a two-thirds (2/3) vote of the members present and voting at the Annual Meeting.

# **ARTICLE V**

## **SECTION 1. TRANSACTIONS**

### **A. CONTRACTS**

The Board may authorize any Officer(s) or Agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

### **B. LOANS**

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. The issue of a loan shall be submitted for a vote of the Regular Membership, excepting for emergency situations, whereby a two-thirds (2/3) vote of the Board is required.

**C. PAYMENTS**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer(s) or Agent(s) of the Association and in such manner as shall from time to time be determined by resolution of the Board.

**D. DEPOSITS**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

**SECTION 2. MISCELLANEOUS**

**A. NEWSLETTERS**

1. Only one (1) copy of each issue of the Kangaroo Lake Association Newsletter will be sent to the mailing address of a Regular Member.
2. Non-members of the Association or a second Regular Member may be placed on the Newsletter mailing list for a fee of sixty percent (60%) of the membership dues. Free distribution will be provided to governmental bodies, conservancy associations, or other entities deemed proper and with a direct interest in the activities of the Kangaroo Lake Association, Inc.

**B. ROBERT'S RULES OF ORDER**

*Robert's Rules of Order*, in the current revised edition, shall be in force at the meetings of the Association and the Board unless required otherwise by the Wisconsin Statutes or these By-laws.

**C. DISSOLUTION**

The Board, by a two-thirds (2/3) affirmative vote of all Directors may recommend that the Kangaroo Lake Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of the members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds (2/3) affirmative vote of members present, entitled to vote and voting, shall be required to approve a resolution of dissolution. Such a resolution shall direct the Kangaroo Lake Association Board of Directors to prepare a dissolution plan for subsequent approval by the members as provided under Wisconsin law. Dissolution of the Kangaroo Lake Association shall not be final until the members, by a two-thirds (2/3) majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.