



BYLAWS

REVISED AND ADOPTED JUNE 17, 2015

ARTICLE I: Name

The name of this organization shall be the Polk County Association of Lakes and Rivers (referred to hereafter as "Association"). The mailing address of the Association is in care of the Polk County Land and Water Resources Dept., Polk County Government Center, 100 Polk County Plaza—Ste 120, Balsam Lake, WI 54810.

ARTICLE II: Purpose

The main purpose of the Association shall be to promote and preserve the natural, recreational, aesthetic, and ecological qualities of our lakes and rivers, for the benefit of the general public including but not limited to:

1. Being an Association of associations and/or other organizations or individuals interested in promoting the Purpose stated above.
2. Providing a means of education and information exchange for those interested.
3. Providing a forum for public expression and communication.
4. Providing information and instruction for a safe environment in which to enjoy our resources.
5. Contacting and/or informing public officials of specific problems and helping them to identify possible solutions.
6. Striving to change political opinion and influence governmental bodies on matters deemed critical by the members.
7. Seeking funds as necessary to support the Purpose as stated above and any appropriate actions including those noted in Article II.

ARTICLE III: Membership

The membership of the Association shall consist of three categories.

1. An individual/family category to include individuals or families from a single residence who have an interest in protecting and improving the waters of Polk County.
2. An organization category to include lake and river associations, management districts, trusts, and any other group or jurisdictional body willing to support the mission of the Association.

3. A commercial category to include businesses and organizations that support the mission of the Association.

Membership in any category is contingent upon payment of annual dues. Annual dues shall be \$10 per individual/family category, \$25 per organizational category, \$25 per commercial category. Changes in dues shall be set at the annual meeting. The annual meeting shall be the summer meeting. Membership shall be terminated upon non-payment of renewal dues. Dues are payable at the beginning of each fiscal year, May 1.

ARTICLE IV: Voting Rights

On all matters requiring a vote from the membership, an organizational category member, an individual/family member, and a commercial category member, will be allowed one (1) vote each providing that member is current in their dues payment. At all meetings of the Executive Board, each Board member is allowed one (1) vote.

ARTICLE V: Executive Board

- Section 1.* Authority: Subject to directives of annual meetings and special meetings and these Bylaws, the Executive Board shall have authority over the activities and assets of the Association.
- Section 2.* Composition: The Executive Board of the Association shall consist of a President, Vice President, Secretary, Treasurer and no more than four (4) persons elected at-large. The term of office shall be two years with a maximum of three consecutive terms except as approved by a two thirds majority of those active members present. One at-large Board member shall be named Webmaster and assume such responsibilities.
- Section 3.* Elections: Executive Board members are elected for two-year terms by the members at the annual meeting. Their terms shall commence upon adjournment of the annual meeting or upon elections of new Executive Board members whichever occurs later. The terms of four Executive Board members (President, Treasurer, and two at-large Board members) shall expire in odd-numbered years; the terms of four Board members (Vice President, Secretary, and two at-large Board members) shall expire in even-numbered years.
- Section 4.* Resignation: If any Executive Board member resigns or otherwise is unable to fulfill their term, the vacancy will be filled at the next scheduled Executive Board meeting by a special appointment from the President and ratified by an official Executive Board motion. The appointed member will complete the remainder of the term.
- Section 5.* Attendance: Board members shall make every effort to attend all of the Association's official Executive Board meetings. In the event that a Board member is unable to attend a meeting, the Board member may designate an alternate. If any Board member anticipates an extended period of absence, the affected Board member may choose to resign or appoint an alternate for a designated period of time not to exceed six months.

Section 6. Removal:

a) For cause: By two-thirds vote, the Executive Board may declare any Board member's position vacant. Justifiable cause may include knowingly violating specific Association policies and regulations, conviction of a felony, or any other action reflecting adversely on the reputation and well-being of the Association. The Executive Board shall not take final action on removing a Board member until he or she has been given not less than thirty (30) days notice of the intent of the Executive Board to do so, and shall have been given an opportunity to appear in person, have a representative appear or submit documentation on his or her behalf, in a subsequent Executive Board meeting.

b) Without cause: By two-thirds vote, the members at any meeting may declare any Board member's position vacant. Requirements for notice and opportunity to respond shall be the same as Section 6a.

ARTICLE VI: Officers

Section 1: The President

- a) Shall be responsible for upholding the provisions of the bylaws;
- b) Shall preside over all meetings of the Association and the Executive Board;
- c) Shall have his/her signature on the record at the bank on all Association accounts, and be empowered to sign checks (two signatures required);
- d) Shall appoint special and standing committees as needed;
- e) Shall be an ex-officio member of all committees except the nominating committee;
- f) Shall be responsible for arranging all meetings approved by the Executive Board;
- g) Shall select a chairperson for the nominating committee at least two months before the annual meeting;
- h) Shall give a summary report of activities at the annual meeting;
- i) Shall represent the Association at all official functions;
- j) Shall, with the Treasurer, present a budget to the Executive Board at the first meeting of each fiscal year;
- k) Shall invite committee chairs to attend Executive Board meetings when appropriate; and
- l) Shall appoint an Audit Committee to review the financial records once per 12-month period.

Section 2: The Vice President

- a) Shall serve as an aid to the President and perform duties assigned by the Executive Board, and the membership;
- b) Shall, in the event of the President's inability to continue in office, assume the office of President for the remainder of the term; and
- c) Shall preside over meetings in the absence of the President.

Section 3: The Secretary

- a) Shall record minutes of all meetings;
- b) Shall make a draft copy of the minutes available to the members within two weeks of any

meeting, after reviewing the minutes with the President. Upon approval of the minutes at the following meeting of the Association, the draft minutes shall be labeled final and replace the draft minutes on the website;

- c) Shall carry on the correspondence of the Association;
- d) Shall notify officers and members of scheduled meetings at least two weeks in advance; and
- e) Shall bring to all meetings minutes from previous meetings and other pertinent letters and records.

Section 4: The Treasurer

- a) Shall collect all money from dues and deposit them in a bank account approved by the Executive Board;
- b) Shall present a full financial statement at the annual meeting;
- c) Shall have his/her signature on the record at the bank on all Association accounts, and be empowered to sign checks;
- d) Shall pay all bills within thirty days after Executive Board approval unless authorized by the Executive Board to withhold payment;
- e) Shall file a written treasurer's report on a quarterly basis or upon request; and
- f) Shall assist the President with the annual budget.

Section 5: Multiple Office Holding

The same person may hold the offices of Vice President and Treasurer, or the offices of Secretary and Treasurer.

Section 6: Terms of Office

The terms of four Board members (President, Treasurer, and two at-large Board members) shall expire in odd-numbered years; the terms of four Board members (Vice President, Secretary, and two at-large Board members) shall expire in even-numbered years.

ARTICLE VII: Elections

Section 1. The election of the Executive Board shall be held at the annual meeting in accordance with Article V, Section 2.

Section 2. The President shall appoint, with Executive Board approval, a chairperson for the nominating committee. The Executive Board will appoint two additional committee members.

Section 3. The nominating committee shall prepare a slate of candidates and present them to the membership at the annual meeting. Nominations will also be accepted from the floor. Each candidate must be an active member¹ of the Association

Section 4. If there is but one candidate for each office: election shall be by a voice vote. If more than one candidate, voting shall be by secret ballot. Majority vote per Article IV by those members present shall elect. Two disinterested persons appointed by the nominating chairperson shall count ballots.

¹ Active members are defined as individuals who have attended at least one monthly meeting during the previous 12 months and are current in their dues payment.

Section 5. The newly elected Executive Board members will take office at the first meeting following the annual meeting.

ARTICLE VIII: Meetings

Section 1. The annual meeting will be held in the summer (June, July, or August) as set by the President. Notification of such meeting will be by email to all members of record and public announcements in appropriate media within two weeks of the scheduled date. All persons in attendance will have a voice, but only active members will have a vote in accordance with Article IV.

Section 2. Four regular meetings will be called by the President as needed (generally every other month during the open water season) and be open to all Polk County residents and property owners. A minimum of two weeks notice of such meetings must be provided to the membership. As an alternative, regular meetings can be set for a particular day of the month for particular months. In this case, no advanced notification is required.

Section 3. Meetings of the Executive Board may be called at the discretion of the President or the President's designate. All persons attending Executive Board meetings will have a voice, but only Executive Board members will have a vote.

Section 4. Special meetings may be called by the President as needed and be open to all Polk County residents and property owners. A minimum of two weeks notice of such meetings must be provided to the membership.

ARTICLE IX: Committees

Section 1. The President, with approval of the Executive Board, may appoint committees as are deemed necessary to support the efforts of the Executive Board and the Association. Such committees may be Communications, Education, Government, Membership, Online Media, or other committee activities deemed necessary.

ARTICLE X: Quorum

No quorum number is required so long as meetings are called in accordance with procedures set forth in these bylaws.

ARTICLE XI: Bylaw Revisions

Section 1. The President may appoint one or more persons to review certain sections of the Bylaws or the Bylaws as a whole to propose any changes as deemed appropriate.

Section 2. Proposed changes are to be reviewed by all present at a regular meeting. Any modifications to the proposal are to be noted and further revisions made will be reviewed at the next regular meeting. If there are no further modifications, a nomination for approval can be made. A two thirds majority of those active members present is required for approval.

Section 3. A draft of the Bylaw revisions must be distributed to the membership two weeks prior to the vote for approval.

Section 4. These Bylaws and any amendments thereto, may be adopted at any annual meeting or special meeting of the Association by two-thirds vote of members present. Amendments to the Bylaws must be summarized in the notice for the meeting at which the amendments are to be voted on.

ARTICLE XII: Dissolution

The Executive Board, by a two-thirds vote of all Board members, may recommend that the 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 affirmative vote of members present shall be required to approve a resolution of dissolution. Such a resolution shall direct the Executive Board 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 binding mail referendum.

THESE BYLAWS WERE AMENDED AT THE ASSOCIATION'S ANNUAL MEMBERSHIP MEETING THIS 17TH DAY OF JUNE, 2015.

KATELIN HOLM, SECRETARY