

Turtle-Flambeau Flowage & Trude Lake Property Owners Association, Inc.

P.O. Box 631,
Mercer, WI, 54547

BYLAWS – June 21, 2014

Article I - PURPOSE

The purpose of the Association is to maintain, protect and enhance the quality of the Turtle Flambeau Flowage, Trude Lake and their surroundings for the collective interests of the members and the 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 individual 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 (see Article III, Section 1) that owns property within one (1) mile of the TFF and Trude Lake. ~~A special membership is available to any individual who does not qualify for membership as a property owner. Special members are subject to some limitations as described in Article III - Voting and Article V - Board of Directors.~~ A Friend of the Flowage subscription is available to any individual or business that does not qualify for membership which entitles them to receive newsletters, publications and educational opportunities offered by the Association.

Section 2 - DUES: Annual dues shall be set by the Board of Directors annually and shall be paid on a fiscal year basis, (July 1 - June 30).

Article III - VOTING

Section 1 - VOTING: For purposes of voting, all TFF/Trude properties commonly owned by an individual or individuals constitute a single entity. Each entity is entitled to one vote on any matter called to a vote.

Section 2 - CASTING BALLOTS: A member may vote in person at meetings of the Association or may vote by providing a written proxy to another member. A copy of the proxy must be presented to the presiding officer prior to the convening of the meeting. The presiding officer shall announce that proxy notices have been received and may ask each proxy holder to identify the member on whose behalf the votes are being cast. All votes shall be counted by a show of hands unless otherwise specified in the By-laws.

Section 3 - REFERENDA: The Board of Directors may at any time solicit reactions from members through a mail 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 thirty (30) days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within ninety (90) days of the response deadline.

Section 4 – Friend of the Flowage Subscription: ~~SPECIAL MEMBERSHIP- Special members-Friend of the Flowage subscribers~~ may not vote in board elections, on binding referenda, or other matters requiring

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voting.

Article IV - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Mercer, WI on any Saturday in June. 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, a report of Association activities, a solicitation of member concerns, and may include an educational program. ~~{Sec. 181.14 (1)-(2)}~~

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 (6) members, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting. ~~{Sec. 181.14 (3)}~~

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 4 - NOTIFICATION: Every annual or special meeting must be preceded by notice to paid members and members from the preceding year who have not yet renewed their membership. For annual meetings, notification may be by hand delivery, mail or email and will also be posted on the Association website at least thirty (30) days prior to the meeting. For special meetings, notification may be by hand delivery, mail or email at least fifteen (15) days prior to the meeting. Notification may be by hand delivery or by mail at least thirty, (30) days, but not more than fifty (50) days, prior to annual meetings and at least fifteen (15) days, but not more than fifty (50) days, prior to special meetings. The notice shall summarize any proposed changes in the By-laws, shall call attention to 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 six (6) members, whichever is greater, are present. ~~{Sec. 181.17}~~

Section 6 - PPOCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, the Board of Directors, and of the Association committees unless required otherwise by Wisconsin Statutes or these By-laws. Nonmembers of the Association may be recognized to speak at 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, four (5) at-large Directors. In so far as possible, the Board should include representatives from different areas of the TFF and Trude Lake. The past President may attend Board meetings as a non-voting member. ~~{Sec. 181.20 (1)}~~

Section 3 - ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations of members, present at the annual meeting and willing to serve, shall be taken from the floor. ~~Any special members cannot be placed in nomination for Board positions or otherwise hold any Board office.~~ All elections of members of the Board shall be

conducted by a voice vote or, if requested by one or more members present, a secret written ballot. ~~{Sec. 181.20 (2)}~~

Section 4 - TERMS 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 office of President, Vice-President, and two at-large Directors expire in even-numbered years. The terms of office of Secretary, Treasurer, and three at-large Directors expire in odd-numbered years. ~~{Sec. 181.20 (3)}~~

Section 5 - BOARD MEETINGS: ~~Board meetings outside of the annual meeting will be held in person or virtually. At least one Board meeting shall be held each year in addition to the annual meeting. 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 email. To the extent possible, Board meeting times and dates will be posted in advance on the Association website and Facebook page. The new Board shall meet within one hundred and twenty (120) 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. 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.~~ A majority of Board members shall constitute a quorum for transaction of business and board members participating via electronic media are considered present for calculating a quorum. 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 Directors present, with the President voting only to break ties. Between meetings, the President may solicit decisions from the Board through written communications. ~~{Sec. 181.22; Sec. 181.24}~~

Section 6 - VACANCIES: Any Director who misses two consecutive meetings without cause 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, although less than a quorum. ~~{Sec. 181.20 (4); Sec. 181.21}~~

Section 7 - COMPENSATION: Directors shall not be compensated for their time and effort except that the Secretary may be paid an annual stipend at the discretion of the Board. The Board may authorize officers, directors, and other members to be paid actual and necessary expenses incurred while on Association business. ~~{Sec. 181.19}~~

Article VI - OFFICERS

Section 1 - PRESIDENT: The President shall preside over all membership meetings and Board 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, with concurrence of the Board, appoint all committee members who shall serve until the end of that President's term. The President is an ex-officio member of all committees. The President shall sign checks in the absence of the Treasurer.

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 may 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 an archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings. The Secretary 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. The Treasurer shall prepare a brief financial statement for the membership meeting and

shall be responsible for presentation of the proposed budget at the annual meeting and shall maintain a record of name and addresses of all members ~~which distinguishes between “regular” and “special” members~~ for purposes of voting.

Section 5 - OTHER OFFICERS: Other officers may be appointed by the President, with concurrence of the Board. A legal counsel, an executive secretary, or such other assistant officers as are deemed necessary need not be members of the Association.

Article VII - COMMITTEES

Membership on committees, whenever possible, should be comprised of members from various geographic areas around the TTF and or Trude Lake.

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

Section 2 - WATER QUALITY COMMITTEE: When authorized by the Board, represents the Association at hearing and meetings relating to water quality; conducts water quality monitoring on the Flowage and Trude lake in cooperation with the WDNR and in accordance with accepted protocols; identifies issues and offers proposals to the Board regarding water quality monitoring and potential threats to water quality.

Section 3 - EDUCATION AND COMMUNICATIONS COMMITTEE: Oversees or carries out the publication of Association newsletters, press releases, posters and website content; when authorized by the Board, may retain outside expertise in website design and maintenance, printing and layout services or other specific publication and communications needs; assists the Board in planning educational programs and events.

Section 4 - WATER LEVEL COMMITTEE: When authorized by the Board, represents the Association at hearings and meetings relating to water levels; communicates with the WDNR and Xcel Energy regarding the Flowage’s water level and outflow rates in order to maintain compliance with the MOU (Memorandum of Understanding) results in a water level regime that meets reasonable utilization expectations of our members and citizens of the State of Wisconsin. The retention of outside advisors to assist the committee requires prior Board approval.

Section 5 - FISH MANAGEMENT COMMITTEE: When authorized by the Board, represents the Association at hearings and meetings relating to fisheries concerns; identifies, prioritizes and pursues management strategies and actions that benefit fish populations in accordance with the surveyed opinions of Association members, other TFF-TL user groups as appropriate, and WDNR policies and expertise.

Section 6 - INVASIVE SPECIES COMMITTEE: Coordinated monitoring, education and management activities relating to invasive species; partners with Natural Resource Agency staff in conducting management, monitoring and prevention activities. When authorized by the Board, represents the Association at hearings and meetings relating to invasive species concerns.

Section 7 - OTHER COMMITTEES: The President may appoint such other committees as are deemed necessary to support the efforts of the Board.

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 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 Bylaws, and any amendments thereto, may be adopted at any annual or special meeting of the Association by two-thirds vote of eligible members present and entitled to vote. Amendments to the Bylaws must be summarized in the notice for the annual or special meeting at which 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 vote of ____ yes and ____ no at the Association meeting on this _____ day of _____ 20____.

Secretary

Revised and Restated as of ~~6/21/2014~~