

Waushara County Watershed Lakes Council, Inc.
PO Box 634, Wautoma, WI 54982
By-Laws

Article I – Purpose

The purpose of the Waushara County Watershed Lakes Council, Inc. (WCWLCI) is to maintain, protect, and enhance the quality and quantity of the waters within Waushara County by providing a network for communication and sharing resources between and amongst members. In addition, the WCWLCI may organize support to advocate for regulatory changes, influence public policy discussions, and partner in discussions regarding future growth and change throughout the community. To carry out the program(s) of the WCWLCI and to make representations on behalf of its members, the WCWLCI shall be organized exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and Chapter 181 of the Wisconsin State Statutes. No asset of the WCWLCI shall benefit any officer or member. The WCWLCI shall not participate in partisan political activity.

Article II – Membership

Section 1 – MEMBERS: Membership in the WCWLCI shall be open to any Association or District, organized under Wisconsin State Statute 181 and/or 33, and associated with a body of water within, or partially within, Waushara County.

Section 2 – DUES: Dues shall be \$25 for each member, paid on a fiscal year basis, running from August 1 to July 31.

Section 3 – FRIENDS OF THE WCWLCI: Organizations and individuals (known as Friends of the WCWLCI) may join the WCWLCI as non-voting participants by paying annual dues (see Section 2). Friends enjoy all of the benefits of members except that they are not entitled to vote.

Article III – Voting

Section 1 – MULTIPLE VOTING: Each individual member may cast only one vote on a question called to a vote.

Section 2 – CASTING BALLOTS: A member must be in good standing with present fiscal year's dues paid, and have at least one representative present at the meeting at the time the vote is called in order to vote. No member may vote by absentee ballot or by proxy. Voting will

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follow Roberts Rules of Order, current revised edition. Voice votes can be used at the discretion of the presiding officer. Unless otherwise stated in these By-Laws or in an individual program document (only for the program involved), decisions shall be made by majority vote of those members present, in good standing with present fiscal year's dues paid, and voting.

Section 3 – REFERENDA: The Board of Directors may at any time solicit reactions from members through U.S. mail, email, or in person. 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 binding referendum and shall specify the exact wording of the question and the required follow-up action by the Board. Members shall have 30 days to return response forms. Results of the referendum shall be announced at a membership meeting, by email, or by U.S. mail within 90 days of the response deadline.

Article IV - Membership Meetings

Section 1 – ANNUAL/REGULAR MEETINGS: Annual and regular meetings of the WCWLCI shall be held in the vicinity of Wautoma, WI. The annual meeting will be held in August. Three regular meetings of the WCWLCI will be scheduled, one each for February, May, and November. The dates, times and places of the annual meeting and regular meetings shall be arranged by the Board of Directors. The agenda of the annual meeting shall include: elections, discussion of projects, adoption of a budget, member concerns, and an educational program. The agenda of a regular meeting may include items properly brought before an annual meeting.

Section 2 – SPECIAL MEETINGS: A special meeting of the WCWLCI may be called at any time by the President, by majority vote of the Board of Directors, or by written request of at least six members. Special meetings will be held in the vicinity of Wautoma, WI. The agenda of a special meeting may include items properly brought before an annual meeting. The request for a special meeting should include a date, place, and time for the meeting. The requested date must allow at least 20 days for appropriate notice to members.

Section 3 – INFORMATIONAL MEETING OR SOCIAL EVENT: The WCWLCI may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and guests. It may also sponsor fund-raising activities for future special projects that enhance the resources of the watershed. If business is to

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be conducted at such events, the notice requirements for special meetings must be met.

Section 4 – NOTIFICATION: Every annual, regular, and special meeting must be preceded by notices to: the Waushara County Land Conservation Department, WCWLCI members who paid dues the previous fiscal year and/or the present fiscal year, Friends of the WCWLCI who paid dues the previous fiscal year and/or the present fiscal year, and other individuals and organizations as determined by the WCWLCI Board of Directors. Notification may be by hand delivery, e-mail, or U.S. mail, except that other individuals and organizations may be notified only by email, at least 15 days, but not more than 20 days, prior to meetings. The notice shall summarize any proposed changes in the By-Laws, shall highlight any proposals to dissolve the WCWLCI, and shall include an agenda.

Section 5 – QUORUM: The members, in good standing with present fiscal year dues paid, present at a meeting constitute a quorum.

Section 6 – PROCEDURE: Roberts Rules of Order, current revised edition, shall be in force at meetings of the WCWLCI, the Board of Directors, and WCWLCI committees unless required otherwise by Wisconsin State Statutes, these By-laws, or program documents (only for that program). Any individual may be recognized to speak at WCWLCI functions at the discretion of the presiding officer.

Article V –Board of Directors

Section 1- AUTHORITY: Subject to directives of annual, regular, and special meetings and these By-Laws, the Board of Directors shall have authority over the activities and assets of the WCWLCI.

Section 2 – COMPOSITION: The Board of Directors shall include seven Directors chosen from representatives of the members. After the annual meeting, the Board will elect, by majority vote, a President, Vice-President, Treasurer, and Secretary, for one-year terms.

Section 3 – ELECTIONS: The Board of Directors shall nominate at least one candidate for each position open on the Board. Any member in good standing can nominate candidates. Candidates, nominated from the floor, must be present at the meeting when they are nominated and state that they are willing to serve. All elections for the Board shall be conducted by

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secret, written ballot, except if there is a single candidate for a Board position, the vote can be by voice or show of hands.

Section 4 – TERMS OF OFFICE: Directors are elected for three-year terms. Their terms start after the annual meeting in which their position was open for election and shall expire after their third annual meeting or upon the election of new Directors, whichever occurs later. A Director elected to fill a vacancy shall assume the term being filled. The initial Board will serve staggered terms of 3 years, 2 years, and 1 year respectively to accommodate election of at least two Board members per year thereafter. Initial Board members will draw lots to determine their first term of office, with three Directors serving 3-year terms, two Directors serving 2-year terms, and two Directors serving 1-year terms.

Section 5 – BOARD MEETINGS: The new Board shall meet immediately following the annual meeting. Quarterly meetings shall be held at places, dates, and times established by the Board. Special meetings may be held on a call of the President or any three Directors after at least 24 hours notice by telephone, e-mail, U.S. Mail or personal contact. 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 and voting, with the President voting only to break ties. Between meetings, the President may solicit decisions from the Board through e-mail, U.S. mail, phone, or in person.

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, until the next annual meeting, by the affirmative vote of a majority of the Directors. If the Director was an officer, the Board will elect a new Officer to complete the term.

Section 7 – COMPENSATION: Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on WCWLCI business.

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 WCWLCI, responsible for day-to-day administration of the affairs of the WCWLCI and supervision of any employees or

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contractors. The President shall appoint all committee members who shall serve until the end of that President's term unless otherwise specified in a committee's organizing document. 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 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. The Vice-President will preside over the WCWLCI Environmental Education Program Committee.

Section 3 – SECRETARY: The Secretary shall maintain the official records of the WCWLCI as well as any archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings.

Section 4 – TREASURER: The Treasurer shall maintain the financial records of the WCWLCI and shall sign all checks. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentations of the proposed budget to the annual meeting. The Treasurer shall maintain records and provide an annual financial statement for the annual meeting pertaining to the WCWLCI Environmental Education Program Fund. The Treasurer shall file the annual State non-profit corporation form and the annual Federal 990-N e-file form. The Treasurer shall maintain a current record of the names and addresses of representatives of members and shall send out notices of membership meetings.

Note: The Board may designate duties of any Officer to a different Officer by majority vote of the Board.

Article VII – Committees

Section 1 – COMMITTEES: The President, with approval of a majority vote of Board members, may appoint such committees as are deemed necessary to support the efforts of the Board.

Section 2 – ENVIRONMENTAL EDUCATION PROGRAM COMMITTEE: The WCWLCI Environmental Education Program Committee shall be operated according to the Environmental Education Program Document (and any subsequent revisions) adopted by the WCWLCI at its November 2011 meeting.

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Article VIII – Miscellaneous Provisions

Section 1 – FISCAL YEAR: The records and accounts of the WCWLCI shall be maintained on a fiscal year basis, commencing August 1, 1997, with the fiscal year running from August 1 through July 31.

Section 2 – ACCOUNTS AND INVESTMENTS: funds of the WCWLCI 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, regular, or special meeting of the WCWLCI by two-thirds vote of members present and in good standing with present fiscal year's dues paid. Amendments to the By-Laws must be summarized in the notice for the annual, regular, or special 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 WCWLCI 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 in good standing with present fiscal year's dues paid, shall be required to approve a resolution of dissolution. If there are no members in good standing with present fiscal year's dues paid, the vote to dissolve will be considered affirmative. 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 WCWLCI shall not be final until the members, by majority vote of members, in good standing with present fiscal year's dues paid, shall have approved the dissolution plan, either at a meeting, or by a binding U.S. mail referendum. If no members in good standing with present fiscal year's dues paid vote, the dissolution plan will be considered accepted. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all Corporation's liabilities, dispose of all of the Corporation's assets

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exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable or educational purposes, or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine.

Adoption and Revision

These By-Laws were adopted by voice vote at the WCWLCI meeting on this 6th day of December 1997.

Revised 08/15/1998
Revised 05/21/2005
Revised 05/17/2008
Revised 11/12/2011
Revised 08/11/2018