

Rock Lake Improvement Association
Bylaws

BYLAWS

ROCK LAKE IMPROVEMENT ASSOCIATION, INC.

A Not-for-Profit Corporation
P. O. BOX 255

LAKE MILLS, WI 53551

DRAFT

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Article I - NAME

The name of this corporation shall be the **ROCK LAKE IMPROVEMENT ASSOCIATION, INC.**, here after referred to as "the Association", a non-stock, and 501(c)(3) corporation under Chapter 181 of the Wisconsin Statutes. Its location and principal office shall be in the City or Town of Lake Mills, Jefferson County, Wisconsin.

Article II - PURPOSE

Section 1 - MISSION

The mission of the Rock Lake Improvement Association is to promote and generate positive action on issues concerning the preservation, protection and improvement of Rock Lake. No asset of the Association shall benefit any officer or member.

Section 2 – NON-SECTARIAN and NON-PARTISAN

This Association, in its activities, shall be non-sectarian and non-partisan. It shall take no part in, nor lend its influence to, the election or appointment of any candidate for federal, state, county or local government office.

Section 3 – DEFINITIONS

In this document refer to these definitions.

Association: Rock Lake Improvement Association, Inc.

Board: Ten members of the Rock Lake Improvement Association elected at the annual meeting to serve on the Board of Directors of the Association, to be further called "the Board".

Director: Any member elected by the voting members of the association to serve on the Board and entitled to vote on all question brought to the Board, except as stated elsewhere in these bylaws. Four of the directors serve as officers as listed in Article VI, Section 2.

Member: Any person who is registered on an annual membership form and who is current on payment of annual membership dues.

Voting Member: Any person or representative designated to vote as listed in Article III, Sections 1 and 2.

Total Membership: Tally of all voting members.

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Officer: Member of the Board who is entitled to vote on all questions, except as stated elsewhere in these bylaws, and given additional responsibilities as listed in Article VII. Officers shall be elected yearly by each newly elected Board at the annual meeting.

Parliamentarian: A consultant who advises the president, Board and members on matters of parliamentary procedure and who is responsible for ensuring Robert's Rules of Order are followed and enforced at all board and membership meetings. The parliamentarian's role during a meeting is purely an advisory and consultative one, since parliamentary law gives to the chair alone the power to rule on questions of order or to answer parliamentary inquires.

Official Newspaper: The Lake Mills Leader is the officially designated newspaper.

Article III – MEMBERSHIP

Section 1 – OPEN MEMBERSHIP

Membership in the Association shall be open to any individual, family, business or organization that subscribes to the purposes of the Association.

Section 2 – CLASSES OF MEMBERSHIP

- A. **Individual:** One person, at least 18 years of age, designated at the time of enrollment, paying dues at a rate determined by the Board.
- B. **Family:** Two persons both at least 18 years of age, designated at the time of enrollment and having the same address, paying dues at a rate determined by the Board. All other residents of the household may be listed as non-voting members.
- C. **Business/Organization Affiliate:** For-profit or non-profit business or organization that designates two persons at least 18 years of age at the time of enrollment, to serve as representatives of the business/organization paying dues at a rate determined by the Board.

Commented [mn1]: This would reflect standard conventions re nomenclature.

Section 3 – GENERAL RIGHTS OF MEMBERSHIP

- A. Members may attend any special membership or annual meeting and have the right to address the Board and/or membership in accordance with the usual rules of order.
- B. Members may attend any board meeting and have the right to address the Board in accordance with the usual rules of order and at the direction of the presiding officer.
- C. Members may submit resolutions for consideration by the Board.

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- D. Periodically, but not less than once a year, members will receive information on the activities and financial status of the Association. Members may request Association information at anytimeany time throughout the year.

Section 4 – DUES

The schedule of membership dues shall be reviewed annually by the Board and revised annually as seems necessary and prudent. Membership dues may not be increased more than 50% for any membership class during any five-year period.

Article IV – VOTING

Section 1 – VOTING RULES BY CLASSES OF MEMBERSHIP

- A. Individual: Each voting member shall have the right to vote in elections and on any matter considered at a meeting of the members. An individual member is allowed one vote.
- B. Family: Both designated family voting members have the right to vote in elections and on matters considered at a meeting of the members. Each of the two family voting members is allowed one vote, for a total of two votes.
- C. Business/OrganizationAffiliate: Both designated voting representatives of the business/organization affiliate have the right to vote in elections and on matters considered at a meeting of the members. Each of the two business/organization affiliate-representatives is allowed one vote, for a total of two votes.

Commented [mn2]: See comment above.

Section 2 – VOTING PROCEDURE

A voting member must be present at the meeting at the time the vote is called in order to vote. No voting member may vote by proxy or absentee ballot. All votes shall be counted by a show of hands unless otherwise specified in these bylaws. Voting members may not cast more than one vote on any question called to a vote. Votes shall be counted by two members not running for office appointed by the presiding officer.

Section 3 – CONTESTING A VOTE

Any voting member present when a vote is taken may contest the outcome of a vote. A request for a recount shall be allowed immediately following the announcement of the contested election results. The request for a recount shall be made in person in the form of a motion and second by voting members. The recount shall take place immediately upon passage by the membership present of the recount motion.

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Depending on the manner in which the votes were cast, the procedure for conducting a recount is:

- A. Voting by show of hands: The election question is read and voting members are asked to raise their hand for or against. Two members not running for office appointed by the presiding officer shall independently recount the raised hands. If the independent counts are not equal, a recount again occurs but voting members are asked to stand rather than raise their hands to indicate their vote. A standing vote is repeated until the two counts are equal.
- B. Voting by ballot: Two teams of two members not running for office appointed by the presiding officer shall independently recount the ballots. If the independent counts are not equal, the president shall select a third team of two members. A recount shall be conducted by the three teams until two teams agree on the vote tally.

Article V – MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING

The annual meeting of the Association shall be held in the City or Town of Lake Mills, Wisconsin, in August at a time, place and date arranged by the Board. The annual meeting shall be for the purposes of receiving reports of officers and committees, electing board members ~~and officers~~, hearing member input, and addressing any other Association business that may arise. Officer and committee reports, **including the nominating committee report**, shall be available in the form of an annual report to the membership at least one week prior to the annual meeting. Voting for board members shall be by **show of handwritten ballot**.

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Section 2 - SPECIAL MEMBERSHIP MEETINGS

A special meeting may be called at any time by the president, by the majority vote of the Board or by written request of five percent of the total membership. The purpose of the meeting shall be stated in the call.

Section 3 - NOTIFICATION

Every annual or special membership meeting must be preceded by notice to all members at least 15 days but not more than 50 days prior to meetings. Notification shall be placed in the officially designated newspaper **and electronic means**. **In the event that the officially designated newspaper is unavailable, notification shall be made by postal service to all members.** ~~Additional notification may also be made or by hand delivery, by postal service, or by electronic means devices.~~

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Commented [mn5]: This reflects current trends in communications.

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Section 4 - QUORUM

No formal business may be conducted at membership meetings or special meetings unless at least five percent of the total membership is present.

Section 5 - PROCEDURE

Robert's Rules of Order, in the current revised edition, shall be followed at the meetings of the Association and of the Board unless required otherwise by Wisconsin Statutes or these bylaws. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer.

Article VI – BOARD OF DIRECTORS

Section 1 – AUTHORITY

Subject to directives of annual and special meetings and these bylaws, the Board shall have authority over the activities and assets of the Association.

Section 2 – COMPOSITION

The Board shall include the president, vice-president, secretary, treasurer and up to six at-large directors. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 3 – ELECTIONS

- A. At the regular June board meeting, a nominating committee of three members shall be elected by the Board. The president shall not be a member of the committee. Any member of the association may contact the nominating committee and request to be placed on the nomination list.
- B. It shall be the duty of this committee to nominate candidates from the voting membership for the Board upon which the membership will vote at the annual membership meeting in August.
- C. At the regular July board meeting, the nominating committee shall report their recommendations, after which a slate of candidates will be set forth by the Board. All nominees on this slate must communicate to the Board their willingness to serve. If they cannot attend the annual meeting, their consent to serve must be communicated in writing, to be read at the annual meeting.

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- D. At the annual membership meeting in August, additional nominations of prospective board members will be permitted from the floor until no more nominations are forthcoming, at which point the presiding officer will close nominations. All nominations and seconds must be made by members. All nominees named the day of the election must be voting members willing to serve and must be present to be on the ballot.
- E. Each candidate shall be allotted equal time (as determined by the chair) to state his/her position.
- F. Each voting member may cast one vote for each available director position up for election.
- G. The candidate(s) who receive the highest number of votes shall fill the available director positions. In the event of a tie that affects the results of the election, another election shall take place immediately. Candidates who were not elected on the first ballot shall be placed on the second ballot.

Section 4 – TERMS OF OFFICE

- A. Directors shall serve terms of three years.
- B. There shall be staggered terms of office for directors so that three of the directorships shall be up for election each year (except for the year that has four).
- C. If it should become necessary to again implement initial staggered terms, the system would be as follows. At the annual meeting after the votes have been counted, the four elected directors with the highest number of votes will assume the three year terms, the three directors with the next highest number of votes will assume the two year terms and the final three directors will assume the one year terms.
- D. All terms shall expire when the annual meeting is adjourned. At the expiration of a director's term, all books, documents, communications, **digital accounts, passwords,** equipment or other materials belonging to the Association shall be delivered to ~~a the~~ succeeding board ~~member officer or the board president~~ within fourteen days ~~of the annual meeting~~.
- E. Any director may resign at any time by delivering written notice to the president of the Board. Such resignation shall take effect upon receipt or at the time specified in the notice.

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Section 5 – BOARD MEETINGS

- A. The new Board shall meet within ~~10~~ 30 days of the annual meeting. The presiding officer shall be the longest serving Board member. The agenda will consist of: i) election of officers, beginning with the President, who upon election shall preside over the rest of the meeting and ii) review and debriefing of annual meeting.
- B. Regular meetings shall be publicly accessible ~~held at public places,~~ dates and times established by the Board.
- C. Special meetings may be held on the call of the president or any four directors after at least 24 hours notice by telephone, email or personal contact. The Board will exercise due diligence in notifying the general membership in a reasonable period of time.
- D. Four directors shall constitute a quorum for the transaction of business.
- E. All meeting agendas of board meetings will be posted on the website and the meetings shall be open to the public.
- F. Decisions shall be made by majority vote of directors present, with the president voting only to break ties.

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Section 6 – MID-TERM VACANCIES

Any vacancy shall be filled for the time remaining until the next annual meeting by the affirmative vote of a majority of the directors then in office, even though the attendance of directors may be less than a quorum. The director filling the vacancy may seek re-election for the remainder of the term at the annual meeting in August. Any member, including the directors, may make nominations to fill vacant directorships within 30 days of vacancy.

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 while on Association business.

Section 8 – ABSENCE OF OFFICERS

At regular board meetings, the presiding officer has the responsibility to appoint substitutes to fill roles of absent officers from the board members present, if necessary.

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Article VII – OFFICERS

Section 1 – PRESIDENT

- A. The president shall preside at all membership and board meetings and have general supervision over the affairs of the Association.
- B. The president shall appoint all committee members (except the nomination committee members), who shall serve until the end of the president's term.
- C. The president is an ex-officio member of all committees and shall be one of the signatories on all bank accounts.
- D. The president shall appoint an audit committee of members approved by the Board for an annual financial audit.
- E. The president shall appoint a parliamentarian in whom s/he has confidence at any meeting where a parliamentarian is needed.

Section 2 – VICE-PRESIDENT

- A. The vice-president shall assume the duties of the president should that office become vacant.
- B. The vice-president shall preside at meetings when the president is unable to attend.
- C. In the absence of both the president and vice-president, the Board shall choose one of its directors to act temporarily.
- D. The vice-president shall be one of the signatories on all bank accounts.

Section 3 – SECRETARY

- A. The secretary shall maintain the official records of the Association.
- B. The secretary shall record and distribute the minutes of member meetings and board meetings.
- C. The secretary shall oversee the distribution of notices of membership meetings.
- D. The secretary will preserve and maintain historical records, documents and communications of the Association.

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- E. The secretary shall prepare and make available the annual report with the assistance of all officers and committees.

Section 4 – TREASURER

The treasurer shall maintain the financial records of the Association.

- A. The treasurer shall prepare the monthly financial statements.
- B. The treasurer shall prepare an annual financial statement for the annual meeting.
- C. The treasurer or a person appointed by the president shall maintain a current record of the names and addresses of memberships.
- D. The treasurer shall calculate the total membership for the purpose of calculating quorums as required in these bylaws.
- E. The treasurer shall not be a signatory on any bank accounts.
- F. The treasurer shall present checks to the president or vice-president for signature.

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.

Section 2 – FISCAL YEAR

The records and accounts of the Association shall be maintained on a calendar year basis. Membership dues are 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. Funds not needed for current operations may be deposited in savings, investment accounts or certificates as authorized by the Board.

Section 4 - CONFLICT OF INTEREST

Commented [mn8]: We encourage the Board to watch the upcoming webinar (6 May) on liability for lake districts and organizations to inform our discussion.
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~~A board member shall disclose any conflict of interest, shall not participate in discussion, and shall abstain from voting on any matter in which contracts for goods or services will be awarded by the Association when that board member, his/her family member or relative, his/her employer or employee are a party to the contract. Furthermore, the Association will take no action that would violate State and/or Federal laws/rules that govern nonprofit organizations. (See Appendix A for expanded rules and Director's statement)~~

Commented [mn9]: Speakers at a recent Wisconsin Lakes conference emphasized the importance of this issue in order to comply with IRS regulations. We adapted our expanded rules and statement from an example.

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~~A board member shall disclose any conflict of interest, shall not participate in discussion, and shall abstain from voting on any matter in which contracts for goods or services will be awarded by the Association when that board member, his/her family member or relative, his/her employer or employee are a party to the contract. Furthermore, the Association will take no action that would violate State and/or Federal laws/rules that govern nonprofit organizations.~~

Section 5 – CONTRACT AND EXPENDITURES REVIEW PERIOD AND PROCEDURES

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All contracts entered into by the Association for goods and services ~~shall~~ shall be in writing. All contracts must be approved by the Board. ~~All contracts or expenditures in excess of \$500~~ Contracts must be available to board members at least one week prior to the meeting in which the contract or expenditure will be brought to a vote. ~~However, contracts or expenditures for less than \$500 may be submitted to the Board for consideration of approval at the next regular meeting, or electronically or by phone if an expeditious decision is needed.~~

Commented [mn10]: We felt some flexibility was needed to engage in smaller value expenditures.

Section 6 – REQUEST FOR PROPOSAL

If the estimated cost of goods or services to be procured by the Association is over \$3,000, not including any grant contributions, the Board shall ~~exercise due diligence in requesting a minimum of two~~ request no fewer than three written proposals from qualified vendors or consultants.

Commented [mn11]: This was to address situations where written proposals are not regularly provided.

Article IX – DISSOLUTION

- A. The Board, 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.
- B. Notice of the meeting shall highlight the question of dissolution.
 1. At the meeting, a two-thirds affirmative vote of total membership present shall be required to approve ~~a resolution of dissolution.~~ ~~a resolution of dissolution.~~

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- C. Such a resolution shall direct the Board to prepare a dissolution plan for subsequent approval by the members as provided under Wisconsin law.
- D. Dissolution of the Association shall not be final until the voting members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.

Article X – ADOPTION AND AMENDMENTS

- A. These bylaws and any amendments thereto may be adopted at any annual or special meeting of the Association by two-thirds of total membership present.
- B. Proposed amendments to the bylaws must be summarized in the notice for the annual or special meeting at which the amendments are to be voted on.

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C. Bylaws shall be reviewed periodically, but not less than every 5 years.

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B. D. Certification of bylaws shall be listed below and updated when amended.

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C. Certification of bylaws shall be listed below and updated when amended.

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File Name	Date	Vote
1. RLIA Bylaws rev 0	Adopted	Unknown Unknown
2. RLIA Bylaws rev 1	Amended	5/7/1992 Unknown
3. RLIA Bylaws rev 2	Amended	8/26/2006 21 Yes 0 No
4. RLIA Bylaws rev 3	Amended	7/31/2010 19 Yes 7 No
5. RLIA Bylaws rev 4	Amended	8/21/2010 Unanimous
6. RLIA Bylaws rev 5	Amended	5/2/2011 13 Yes 0 No
<u>7.</u> RLIA Bylaws rev 6	Amended	8/25/2012 Unanimous

7. 8. RLIA ByLaws, rev 7, DRAFT, XXXXXXXX XXXXXXXXXXXXXXXX

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