

**BY-LAWS  
OF  
THE MOOSE LAKE IMPROVEMENT ASSOCIATION**

**Article I - PURPOSE**

The purpose of the Association is to preserve and protect Moose Lake and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Moose Lake, as a public recreational facility for today and for future generations, while respecting the interests of property owners and the public, in accordance with Chapter 181 of WI stats.

**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. (Sections of the Statutes are cited throughout these bylaws.) No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

**Article III - MEMBERSHIP**

Section 1 -ELIGIBILITY: Membership in the MLIA is open to anyone who is sensitive to issues impacting Moose Lake. This may include but not be limited to lake property owners, other community residents and lake users, and organizations.

Section 2 – DUES: Dues shall be established and approved at annual meetings.

**Article IV - VOTING**

Section 1 - MULTIPLE VOTING: Any individual member may cast only one vote on any question called to a vote. If Husband and Wife each wish to vote on the same issue, each must have individual membership. Wis. Stat. § 181.0721

Section 2 - CASTING BALLOTS: Voting for the nominated slate of directors at the annual meeting may be made in person or by absentee ballot. If voting is made by absentee ballot the member must request a ballot from the board secretary. Ballots will be available within a week following the board meeting immediately preceding the annual meeting. Voted absentee ballots must be returned to the board secretary before the annual meeting or presented at the annual meeting. Each absentee ballot must be accompanied by a cover letter signed and dated by the member voting. Proxy voting for board of directors is not allowed.

All votes shall be counted by secret ballot or other means as directed at the time of vote.

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

Section 4 – PROXY VOTING BY BOARD MEMBERS: A board member may give his/her proxy to another board member for voting at a board meeting which he/she cannot attend. The proxy form must be signed and dated or an email sent by the absent member with the meeting date specified. The proxy form or email must be delivered to the board member receiving the proxy and the board secretary prior to the meeting.

## **Article V - MEMBERSHIP MEETINGS**

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Moose Lake and 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, member concerns, and an educational program. Wis. Stat. § 181.0701

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 [five percent] of the members or six members, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting. Only those matters described in the notice shall be discussed at the meeting. Wis. Stat. § 181.0702

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. Notification may be by hand delivery, U.S. or e-mail at least 30 days, but not more than 50 days, prior to annual meetings and at least 15 days, but not more than 50 days, prior to special meetings. The notice shall summarize any proposed changes in the bylaws, shall highlight any proposals to dissolve the Association, and shall include a description of the matter or matters for which the meeting was called. Wis. Stat. § 181.0705

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least one-tenth [ten percent] of the paid-up members are present. Wis. Stat. § 181.0722

Section 6 - PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board of Directors, and of the Association committees 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 who shall also serve as parliamentarian.

## **Article VI - BOARD OF DIRECTORS**

Section 1 - AUTHORITY: Subject to directives of annual and special meetings and these Bylaws, the Board of Directors shall have authority over the activities and assets of the Association. The business and affairs of the Association shall be managed by its Board of Directors. Wis. Stat. § 181.0801

Section 2 - COMPOSITION: The Board of Directors shall include the President, Vice President, Secretary, Treasurer and eight at-large directors. Wis. Stat. § 181.0803

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. All elections for the Board shall be conducted by secret, written ballot at each annual meeting. Wis. Stat. § 181.0804

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. On an alternating basis, election of six members to the Board of Directors will be held each year at the Annual Meeting. A member of the Board of Directors may hold consecutive terms of office, if duly elected by Association members. The terms of office of President, Vice President, Secretary and Treasurer shall be one year or until his or her death, resignation or removal. Wis. Stat. § 181.0805

Section 5 - **BOARD MEETINGS:** The new Board shall meet within 60 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 two Board Members after at least 48 hours notice by telephone, mail, email or personal contact. A majority of the Directors [seven] shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The President shall have no vote unless necessary because of a tie vote. The meetings shall be open to all Association 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. Wis. Stat. § 181.0820, Wis. Stat. § 181.0824

Section 6 - **VACANCIES:** A vacancy in any principle office or at large Director because of death, resignation, removal or otherwise, may be filled by the President for the unexpired term subject to approval by the Board of Directors. If a vacancy occurs in the office of President, the Vice President will fill the unexpired term subject to the approval of the Board of Directors. Any Officer or at large Director may be removed from their office and/or the Board by the unanimous vote of the Board of Directors whenever, in its judgment, the best interests of the Association will be served. Wis. Stat. § 181.0808, Wis. Stat. § 181.0811

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 Association business.

## **Article VII - 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. The President may authorize the Vice President or other Officer of the Association to sign and execute documents, in his or her absence. The President shall appoint all committee members who shall serve until the end of that President's term as well as any advisors. The President is an ex-officio member of all committees. Wis. Stat. § 181.0841

Section 2 – **VICE PRESIDENT:** At the request of the President, the Vice President shall preside over meetings if the President is unavailable to attend. The Vice President shall temporarily assume the duties of the President should the office become vacant. The Vice President shall carry out other assignments at the request of the President. Wis. Stat. § 181.0841

Section 3 - **SECRETARY:** The Secretary shall [unless assigned to another officer, i.e., Treasurer] maintain the official records of the Association as well as any archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings. The Secretary [unless assigned to another officer, i.e., Treasurer] shall maintain a current record of the names and addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary shall prepare publicity for the Association. The Secretary shall carry out other assignments at the request of the President. Wis. Stat. § 181.0841

Section 4 - **TREASURER:** The Treasurer shall maintain the financial records of the Association as well as prepare and file all necessary government forms. The Treasurer shall deposit all monies payable to the Association in such banks or other depositories as directed by the Board of Directors. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting. The Treasurer shall prepare a financial statement for each Board of Directors meeting. The Treasurer shall carry out other assignments at the request of the President Wis. Stat. § 181.0841

Section 5 - **MULTIPLE OFFICE HOLDING:**

The same person may hold the offices of Vice President and Treasurer or the offices of Secretary and Treasurer. Wis. Stat. § 181.0840

Section 6 - **OTHER OFFICERS:** Other officers may be appointed by the President, with concurrence of the Board, including A legal counsel, an executive secretary, newsletter editor, or such other assistant officers as are deemed necessary and need not be members of the Association.

### **Article VIII - COMMITTEES**

Section 1 - **COMMITTEES:** The Board of Directors will appoint such committees as are deemed necessary to support the efforts of the Board. A list of committees is available upon request.

### **Article IX - 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. Wis. Stat. § 181.0872

Section 2 - **FISCAL YEAR:** The records and accounts of the Association shall be maintained on a fiscal year basis from July 1, to June 30.

Section 3 - **ACCOUNTS AND INVESTMENTS:** Funds of the Association may be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations may be deposited in investment accounts or certificates as authorized by the Board of Directors.

### **Article X - ADOPTION AND AMENDMENTS**

Section 1 - **BY DIRECTORS:** These By-laws may be altered amended or repealed and new By-laws be adopted by the Board of Directors by affirmative vote of 7 or more Directors at any meeting at which a quorum is in attendance.

Section 2 - **BY ASSOCIATION MEMBERS:** These By-laws may be altered, amended or repealed and new By-Laws may be adopted by the Association members by affirmative vote of not less than a majority of members present at any annual meeting of the Association at which a quorum is present. Wis. Stat. § 181.1002-181.1021

### **Article XI - 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. Wis. Stat. § 181.1401, Wis. Stat. § 181.1403

**CERTIFICATION**

These bylaws were adopted by vote of yes ( ) and no ( ) at the Board meeting on this 4th day of Nov., 2006.

Secretary \_\_\_\_\_

Revisions to Article IV, Section 2 and Article IV, Section 4 adopted At the Board meeting on this 4th Day of Feb., 2010.

Secretary Anita Zalewski  
Revision to Article I adopted at the Board Meeting June 2, 2012  
Secretary Sandy Neuswanger  
Multiple revisions approved At the Board Meeting April 4, 2019 Secretary Ted Eisenbacher