

Pelican Lake Association Wisconsin

Special Meeting of the PLAW Membership held January 15, 2022

Minutes

Item 1 on Agenda Call to Order

The meeting was called to order by Bob Kraetsch. Present were Lead Petitioner Bob Kraetsch, Temporary Presiding Officer Dan Butkus, Vice President Pro Tem Tom Johansen, & Temporary Secretary Julie Taylor.

Bob Kraetsch thanked everyone for coming and gave a brief history of living in Pelican Lake. Bob read a script and stated that he, other board members & association members tried to get questions addressed from the board on the 25th of September open board meeting and again on the 19th of October open Board zoom meeting. Those attempts failed. Bob stated that 44 members within a week signed a petition to petition the board to hold a special meeting. Bob detailed the vetting process in the bylaws that was put in place in 2021. Bob stated the current board is unwilling to listen to or answer questions from membership or fellow board members. They have hired a lawyer that billed the association and as of yesterday, hired another lawyer who wrote a letter to Bob Kraetsch's lawyer. Bob stated this is where it started.

Item 2 on Agenda Approve the Agenda

Kerry Romsa made a motion to approve the agenda. The motion was seconded by Todd Van Langen.

Kerry Romsa added some agenda items. 1. Add agenda item to appoint a secretary to take minutes recording a reaction item. 2. Add agenda item to confirm quorum is present. 3. Add agenda item to recite how the meeting was called and recite how notice was given and provide copies for inclusion in the minutes. The motion to add three additional agenda items was seconded by Todd Van Langen.

Dan Butkus advised to make sure that people who make motions and second motions, to state their name for the temporary secretary to take down. Dan also stated that the motion needs to approve the agenda & amendments, and this would need to call a vote on.

Kerry Romsa made a motion to approve the agenda with the amendments. Todd Van Langen seconded the motion. Call the hand vote was made by Bob Kraetsch. The vote is as follow: 75 for, 0 opposed. Motion passes.

Added Agenda item 3 Appointing a Temporary Secretary

Kelly Kraetsch made a motion to appoint Julie Taylor as the temporary secretary. Gary Gerrits seconded the motion. Dan Butkus suggested a voice vote to speed things up. Bob Kraetsch called a voice vote to nominate Julie Taylor as presiding secretary. Voice vote all ayes, there being no nays, motion carried unanimously.

Added Agenda item 4 Confirm a Quorum Present

Joy Herman reported that she has a count of the total membership of 303, and a count of in-person & proxies of 97. Bob Kraetsch stated this meets the requirement of 10% for a quorum, so the meeting can move on.

Added Agenda item 5 How the Meeting Was Called & How Notice Was Given

Bob Kraetsch read a detailed script why this meeting was called & how notice was given. Bob Kraetsch stated that after several attempts to bring issues to the board to only be silenced and dismissed, a special meeting of membership was called under the authority of Wisconsin §181 Non-Stock Corporations. Bob also stated that members of the Pelican Lake Association exercised their right to call a special meeting of the membership pursuant to the bylaws. Bob stated a petition that was delivered to the board on 5 November demanding the board call a special meeting in membership. Bob stated that the board president failed to call a meeting and give notice required by state statute. Bob stated that under state statute that he, as the person who signed the demand for the special meeting set the date, time, & location and delivered the notice to the association members on 6 December.

Item 6 on Agenda

Bob Kraetsch read item 3 on the agenda that states that a motion to suspend the rules under Robert's Rules of Order shall be considered so that an invited Temporary Presiding Officer and VP Pro Tem may conduct the meeting. Rick Schroeder made a motion to suspend the rules under Robert's Rules of Order. Jim Frymark seconded the motion. Bob Kraetsch called for a voice vote. Voice vote all ayes, there being no nays, motion carried unanimously.

Item 7 on Agenda

Bob Kraetsch asked the members if he could get a motion to consider selecting the invited Presiding Officer, Mr. E Daniel Butkus and VP Pro Tem, Mr. Thomas Johansen. Larry Burkhart

made a motion to invite Temporary Presiding Officer, Mr. E Daniel Butkus & Temporary VP Pro Tem, Mr. Thomas Johansen to run the rest of the meeting. The motion was seconded by Kurt Kloehn. Voice vote all ayes, there being no nays, motion carried unanimously.

Item 8 on Agenda Presiding Officers Comments

Presiding Officer Dan Butkus & Vice President Pro Tem Tom Johansen introduced themselves and gave their backgrounds of their years of experience as presidents and board members of lake associations.

Dan Butkus stated they are here as third parties to run the meeting and they are not members and cannot vote and therefore influence the outcome. Dan stated we are here to talk about whether you believe a statute or bylaw was violated and if you believe so, do you want to do anything about it. Dan explained in detail the process to the members. Dan read two letters from members Dick Dvorak & Bob Mott. Tom Johanson explained that the PLAW is a legal 501(c)(3) group and for that status to be in jeopardy, a statute must be violated. Tom stated that some of those alleged violations include not having annual meetings, fair elections, changing bylaws without consent of membership and Robert's Rule violations in open meetings. These things can be rectified at this meeting or a future meeting. Also, a member can take those violations to court to determine if there was a violation of statute. If it is determined a statute was violated and the likelihood the 501(c)(3) designation would be removed.

Item 9 on Agenda Waive Meeting Minutes

Dan Butkus stated to the members he will take a motion to waive prior meeting minutes. Robert Kraetsch made the motion. Jim Fidel seconded the motion. Dan asked if there is a discussion. There was none. Dan stated we have a motion and a second to waive prior meeting minutes from any annual or special meetings of the members. Dan called for voice vote. Voice vote all ayes, there being no nays, motion carried unanimously.

Item 10 on Agenda Other Reports Waived

Dan Butkus to seek a motion to waive any other reports that would normally be handled at a member or special meeting. Kerry Romsa made a motion to waive other reports. Chet Ulickey seconded the motion. A question from an audience member about the reports. Dan explained it would be any reports that are due or normally covered, like the treasurer's report or fishery report. Another audience member wanted to know if it was 2018 or 2019. Dan asked if 2019 was the year that there was not a quorum. The question was that is this just a procedural thing. Dan answered yes. There was no other discussion. Dan called for a voice vote. Voice vote all ayes, there being no nays, motion carried unanimously.

Item 11, sub 1 on Agenda Discussion Relating to the Cancelled 2021 Annual Meeting

Dan Butkus explained that he would explain the statutes, bylaws, attorneys' opinions & his own personal views. Dan stated that meetings are covered under Wisconsin §181.0701 for associations. Dan read the statute aloud and said that corporations with members shall hold an annual meeting of members at time stated in or fixed in accordance with bylaws. Dan stated our bylaws say, June, July, or August. Dan read the letter from the attorney hired by the five board members who were not present. Dan paraphrased the letter from Attorney Carol Grob, hired by Bob Kraetsch. Dan stated there are no emergency provisions in our bylaws. There was no state of emergency at the time and a meeting could have been held.

Dan turned it over for discussion.

Jim Frymark gave a brief background of his personal experiences on being on the board. Jim stated he wants to see the bylaws followed and the bylaws updated and a legal review.

A member was wondering if there was an annual 2020 meeting. Another member answered no, because of COVID.

A question from a member was, can we legally vote when our bylaws say meetings are June, July & August? Dan Butkus stated yes, we can because this is an official meeting, and the bylaws say we can have special meetings outside the regular annual meetings.

Dan Butkus read the letter from the second attorney retained. Attorney John B Wagman. The letter stated that anything that comes out of this meeting will be contested at a future meeting. Dan stated this is a democratic action and can be done. Bob Kraetsch stated he is good with that because what Attorney Wagman states, the process in the Robert's Rule of Order.

Dan Butkus stated that the people here represent a quorum of members. Dan asked, do the members believe that the statutes were violated by cancelling not one but two annual meetings? Do you believe a statute of your bylaws was violated? If so, do you want to do anything about it? What do you want to do about it? It's all we are here to talk about.

Kerry Romsa made a motion to avoid violating Wisconsin §181.0701 requiring that the PLAW hold an annual meeting the members assembled here override the boards cancelation of the 2021 annual meeting and declare the 2021 annual meeting postponed and rescheduled to Saturday the 12th of March 2022 at 10 o'clock at the Town of Schoepke in Pelican Lake. Jim Frymark seconded the motion.

Dan Butkus summarized Kerry's motion before moving to discussion.

A friendly amendment was offered by Larry Burkhart to move the annual meeting to the Pelican Lake Fire Department where there is more room. Kerry accepted the friendly amendment.

A member asked if this clears-up the cancelled annual meeting. Dan Butkus said yes it will.

A member asked if there will be a written announcement of the meeting. Bob Kraetsch said yes.

A member expressed that he didn't think it was fair to hold the election in March when there is still snow on the lake and people who live out of state, should be invited to vote.

Kerry Romsa stated he did a demographic of the 270 members, 85% of the people in the Association live in Wisconsin. Kerry stated if the people want to be here, they will be here.

Kelly Kraetsch addressed the concern about people who are out of state. Kelly stated they are allowed to send in proxy as well.

Bob Kraetsch stated this is a 12 month a year association and there is a lot of activity on the lake in the winter and he understands that people are snowbirds but that doesn't tie the hands of the association what it can and cannot do if the membership make decisions on it.

The member stated he is not arguing about whether you want to be here or not he stated he isn't arguing about fairness. He is arguing about voter's rights.

Gary Prod was wondering if there can be a proxy to vote for you if you are unable to be here.

Dan Butkus stated yes, they can.

Dan Butkus stated it was 2:30 to take a break and to come back in 10 minutes.

Dan Butkus reconvened the meeting at 2:39.

Dan Butkus clarified the question on proxies. Dan stated proxies are allowed in annual & special meetings.

Brian Schell stated that the term "catch-up" annual meeting is nowhere in the bylaws.

Dan Butkus stated Brian Schell was correct and it is "to have" the 2021 Annual Meeting declared postponed until March of 2022.

Before Dan Butkus called the vote he restated of the motion declaring the cancelled 2021 Annual Meeting merely postponed and rescheduled for Saturday, March 12th at 10:00 a.m. at the Fire Station. Dan Butkus called the vote. Voice vote all ayes, there being no nays, motion carried unanimously.

Bob Kraetsch made a motion to add to our bylaws that if an annual meeting is postponed, that it may be rescheduled at the next opportunity regardless of the month. The motion was seconded by Larry Burkhart. Dan Butkus stated this is to clarify the bylaws and if you vote yes on this today, that it takes effect immediately.

Dan Butkus moved to discussion.

A member asked if that means the March 12th meeting, be an annual meeting?

Dan Butkus stated it will be annual meeting because it was passed in a motion. Any annual meeting that falls in June, July or August can be postponed to another month.

A member stated that changing the bylaws is not on the agenda.

Dan Butkus stated yes, it is later on the agenda.

Dan Butkus proposed to table Bob Kraetsch's motion and put it with the other bylaws motions later.

Mike Young suggested a time cap on it, the current calendar year, or the following calendar year.

Dan Butkus added that there is nothing in the statute what the time limit is. If the board postponed the annual meeting and set a new date, state statute would have been satisfied. Dan stated the webpage said the 2021 annual meeting was canceled and that is considered a violation. What was reasonable in 2020 with COVID, postponing it for an indefinite amount of time was reasonable. Dan stated that what would have been reasonable in 2021 is a gray area and he doesn't have an answer for that. But that by this time, there were many guides available to lake groups on how to hold a safe meeting, and most lake associations and lake districts held annual meetings in compliance with state statute.

Item 11 subs 2 & 3 on Agenda Vetting and Ballot

Dan Butkus took the next two parts of Item 8 on the agenda together. Dan read them aloud. The qualifications for vetting are by statute and our bylaws. Dan stated that the vetting bylaws have

two qualifications that state you must be 18 years or older and you must be a member in good standing. The Statute qualifications state you must be human. If other vetting qualifications are not in the bylaws, they cannot be used to vet a candidate. Dan stated there were no comments from either attorney for the five board members about this. Bob Kraetsch explained to the audience what Attorney Carol Grob said in her letter on the subject.

Dan Butkus stated that the statute reads that the bylaws must expressly say that you can have a mail-in ballot. The PLAW bylaws don't expressly state that there can be mail-in ballots. The ballot also must state how many votes to reach quorum. The ballots did not have this information. This violates another part of the statute. Dan stated that his personal opinion is that he agrees with Carol Grob. You can only vet people and hold legal elections based on what is stated in the bylaws and statutes.

A member stated that on the website there are the bylaws, and they were revised, and he asked if those changes were made after voting.

Bob Kraetsch answered his question and stated the 2021 bylaws were approved at the 25 September board meeting. Bob stated that members understanding at the meeting that the vote was tabled. Bob stated the election was prior to 25 September.

Jim Fidel stated that because of the 2021 election of board members violated state statutes involving properly qualified candidates and properly held. mail-in balloting, Jim Fidel moved that the 2021 election results be declared invalid by the members and IAW Wisconsin §181.0808 we vote to reset our leadership and remove the entire board. Eric Burkhart seconded the motion.

Discussion

An audience member asked if that includes people that are in the room here that are on the board.

Dan Butkus said yes and stated what this does is that it removes everyone that is currently on the board. Dan stated that it declares the election invalid, and now the board reverts to the last valid board.

An audience member asked for a list of who that is.

Dan Butkus stated that the only two people legally elected to the last board who could be identified were Joy Herman and Dave Hardt.

An audience member commented that we are taking an action to remove these people, but they can simply be nominated again.

Dan Butkus stated yes and that he thinks that removal of this board is because you are declaring the election invalid. and if you really want to reset this, the next step might be to remove any board members left after this action and then nominate and elect a core board that would run through to June of 2022.

Kurt Kloehn asked if they could amend the motion to remove all prior boards.

Dan Butkus said yes.

Kurt Kloehn moved to amend the motion to remove all prior boards. Jim Fidel accepts the friendly amendment.

Dan Butkus recapped: We have a motion to declare the 2021 board election invalid for reasons of improper vetting and improper execution of mail-in ballots. Amended to include that any residual board members remaining after this action are also hereby removed.

Dan Butkus moved to discussion.

Dan called the vote on the original motion with the friendly amendment from Kurt. Voice vote all ayes, there being no nays, motion carried unanimously.

Edwin Miller moved that the members ^{Elect} ~~appoint~~ a temporary board of up to six to serve through 2023 annual meeting and election where remaining vacant board members will be filled at the upcoming June 2022 annual meeting and election revised by the 2022 bylaws. This will stagger board members terms to ensure continuity of the board as recommended by Wisconsin §181.0806. Larry Burkhardt seconded the motion.

Discussion

An audience member asked about the number that can be on a board. Dan Burkus stated you can up to fifteen.

Dan stated that the minimum of board members is set by bylaws. A minimum odd number of three. Six will be ~~appointed~~

^{Elected}

Dan Butkus put the motion to a vote. Voice vote all ayes, there being no nays, motion carried unanimously.

Dan opened the floor for nominations.

Rhonda Bell asked if we could hear from the current board and get some suggestions from them?
Todd Van Lagen nominated Kerry Romsa. Kerry Romsa accepted.

Larry Burkhart nominated Joy Herman. Joy Herman accepted.

Kerry Romsa nominated Larry Burkhart. Larry Burkhart accepted.

Todd Van Langen was nominated and accepted.

Robert Kraetsch was nominated but declined.

Jeff Griffey was nominated but respectfully declined.

Jim Fidel was nominated and accepted.

Mike Young was nominated but declined. Drove 200 miles to get to this meeting.

Bob Kraetsch nominated Julie Taylor. Julie respectfully declined.

Edwin Miller was nominated and accepted the nomination.

Dan stated we have our six and will proceed to a vote of a slate of candidates. Dan asked the six candidates to come forward. The candidates were asked if they were a person, were at least 18 years old, and were members in good standing and their dues paid. All answered in the affirmative. Dan declared the candidates met all vetting requirements in state statute and expressly listed in PLAW bylaws, and therefore are eligible to be directors and candidates.

Kerry Romsa

Joy Herman

Larry Burkhart

Todd Van Langen

Jim Fidel

Edwin Miller

Dan called the vote on the entire slate of six candidates. All in favor of these six candidates being elected to the board until the rest can be appointed in the June meeting to run until

Elected

June of 2023. This is a hand vote. Dan stated we will do this in reverse, is anyone opposed to this slate of candidates? None. Motion passed. All six elected to the PLAW Board

Item 12 on Agenda Constitution & Bylaws

Dan Butkus read agenda item 9 aloud. Dan stated that refers to anytime you rescind a prior motion, if it is not properly noticed, it requires a 2/3 majority vote to pass. If it was noticed, a motion may be made to rescind a prior motion with a 50% plus 1 majority to pass.

Dan Butkus called for a motion

Bob Kraetsch moved to rescind the 2021 bylaws and constitution and replace it with the 2010 bylaws and 2003 constitution with minor edits. Jeff Griffey seconded the motion.

Dan explained that everything in the bylaws will be undone & go back to the way they were before they were revised.

Discussion

There was a lengthy discussion about the bylaws with members asking questions about revisions. Dan Butkus stated that the 2010 bylaws and 2003 constitution were in effect this fall when the board changed them and according to Dick Dvorak, the changes were not properly passed by the members.

Bob Kraetsch listed the board members that were on the board in 2010.

Dan Butkus stated that bylaws were properly changed when these people were on the board.

Dan Butkus stated the bylaws are up for a routine review. They don't have to be changed but should be reviewed and updated to align with changes to statute and how you want to operate.

Question from Jim Frymark asking is this the time to talk about legal review? Dan Butkus stated that should be taken up later in the meeting.

An audience member asked if there was anything else to do today to keep the Association a non-profit.

Dan Butkus stated no.

Dan Butkus called the vote. All those in favor of rescinding the change in the bylaws that the board made reverting back to 2010 bylaws and 2003 constitution. Voice vote all ayes, there being no nays, motion carried unanimously.

Bob Kraetsch moved that the members amend the 2010 and 2003 bylaws & constitution and rescind the ability of the board to change any aspect of them or to change, amend or rescind the association bylaws. Jim Fidel seconded the motion.

Dan clarified the motion before moving to discussion.

Dan Butkus stated according to statute, the members have the authority over the bylaws. But they may transfer that authority to the Board, yet always retain the ability to take that authority back.

Dan Butkus called a vote. Voice vote all ayes, there being no nays, motion carried unanimously.

Bob Kraetsch moved to add the following statement to the bylaws. If an annual meeting is postponed, then it may be rescheduled at the next earlier opportunity regardless of month. Larry Burkhart seconded the motion.

Dan Butkus suggested stating, next possible convenience.

There was no other discussion.

Dan Butkus called the vote. Voice vote all ayes, there being no nays, motion carried unanimously.

Item 13 on Agenda

Bob Kraetsch moved that the appointed board standup a committee to draft an update to combine to a single document instrument that 2010 & 2003 constitution bylaws be in accordance with Robert's Rules. This instrument shall be crafted following UW Stevens Point's Extension Lakes, Appendix A modeled bylaws template. These bylaws shall be reviewed and presented to membership for vote not earlier than postponed 2021 annual meeting and not later than the 2022 annual meeting, as one of the top three agenda items. Todd Van Langen seconded the motion.

Dan Butkus paraphrased and explained Bob Kraetsch's motion.

Bob Kraetsch stated that when the membership approves the 2022 bylaws, they need to file them with the state.

Dan Butkus asked Bob Kraetsch if he would accept a change to his motion from the chair. Bob agreed. Dan suggested and asked if Bob would accept a friendly amendment to include in his motion that once approved, those bylaws will be filed with the Department of Financial Institutions. Bob Kraetsch accepted.

Discussion

There was a discussion with members discussing the bylaws, the process and legal review. Dan Butkus giving answers and suggestions.

One member raised a point of order asking if the presiding officer can offer a modification to a member's motion. Dan responded, yes, the chair has the duty to offer assistance to a member having difficulty making a motion, or offer clarification in the motion if it seems appropriate. The member may accept or decline the suggestions from the presiding officer. Control of motions belong to the member making them.

Bill Ziehm stated he wanted to call a question because there was an amendment on the board.

Dan Butkus stated that a motion has been made to call the question. Motion seconded by Jim Fedel. Discussion now stops. Dan asked if the members wanted to move this to a vote. All those in favor of stopping the discussion and moving to vote, say aye. Voice vote all ayes, there being no nays, motion carried unanimously.

Dan Butkus acknowledge Rick Steiner's point of order to have the secretary note the vote and every vote so-far today was unanimous and exceeded the 2/3 majority to pass.

Dan Butkus continued and restated the motion of combining the two documents into one to have a review no later than the annual meeting 2022 and once approved they will be filed with the Department of Financial Institutions. Voice vote all ayes, there being no nays, motion carried unanimously.

Agenda Item 13 Discussion or Decision in Any Other Matter Brought Before Membership

Dan Butkus stated that member being not considered removing one or more board members at this time. Dan requested that this be added, and Dan felt it is inappropriate to discuss having any member considered for removal from membership done in their absence is just bad form. Dan

also stated that doing so is a delicate matter and Dan cautioned the membership that if you are thinking about punitive measures against anyone, think again. It is a slippery slope.

Dan Butkus asked if there were any more discussion items.

There was a discussion with members discussion the checkbook and who would have the authority to sign.

Dan Butkus suggested including not just the checkbook but all other documents and anything related to the business of the Association.

An audience member asked who has signing authority.

Tom Johansen stated that based on the old bylaws of 2010, members that were just put in place will assign officers and the treasurer will have control of that

A member recommended allowing the treasurer to continue in that roll of signing authority.

Dan Butkus stated that would be up to the new board of who takes what roll, but the previous treasurer, with signing authority, is now on the new board.

An audience member stated that Joy will keep the treasurer's job with the new board, but her term is up in June, so we are going to need a new treasurer.

An audience member stated her third, two-year term is up.

Dan clarified by stating that Joy was just elected and voted in to run through 2023 but her intentions is to resign affective June, and she is timing this to the annual meeting so that a new treasurer can be elected instead of appointed.

Joy Herman stated that was right.

An audience member asked if the new board would need authorization or a motion to hire an attorney to give notice to the previous board to have the expenditures be made for an attorney.

Bob Kraetsch made a motion that the previous board members immediately return all property, records, files, credit cards and account access admin passwords, for all Pelican Lake Association banking, Zoom, Facebook, constant contact websites, etc. Also, that they freeze and cancel all credit cards from previous board members unless previous board members are on the appointed board.

Dan Butkus pointed out that you are going to authorize, as members, that the association pays for an attorney to notice the other five board members.

There was a discussion about attorneys, who pays for the attorneys and enforcing compliance of the five board members regarding the last motion.

Dan Butkus gaveled and stated one at a time and added that the members were engaging in conversation and made their point.

An audience member asked if anyone has contacted the bank to let them know what is going on because the bank has issues when you change officers and freeze accounts because there will be bills to pay in the meantime.

Dan Butkus pointed out that Joy Herman was the treasurer, and she will become most likely the treasurer.

Bob Kraetsch stated for clarification that he will email their letter. Bob stated the letter is their lawyer's opinion and paragraph three stated the purpose of the letter is to put us on notice that if they don't like what the members do at this meeting, they are going to call a special meeting and go through the same process.

An audience member commented that we have taken a lawful action according to the statutes, so he didn't see any reason to have an attorney.

An audience member stated that the voted-out board has two attorneys that are billing the association.

An audience member stated they were supposed to bring that to a meeting before they could spend that money.

Dan Butkus stated we were still doing Bob Kraetsch's motion.

Chet Ulickey made a friendly suggestion to Bob's motion that if he needed to put something in his motion that membership requires the old board to cease and desist all their actions regarding the board.

Bob Kraetsch agreed to his suggestion.

Dan Butkus asked Bob Kraetsch to rephrase the motion.

Bob Kraetsch asked Chet Ulickey to repeat his suggestion.

Chet Ulickey stated that the old board cease and desist all actions relative to the Association.

Bob Kraetsch added, and to immediately turnover all association property (records, files, credit cards, account access and ID passwords) for all Association banking, zoom, Facebook, & contact websites.

Joy Herman stated that you also need to add to the list, all property, and keys to storage units.

Dan Butkus suggested to make the motion more simple.by stating, all property, documents, files, records, any assets, anything pertaining to the operation of the Association.

Bob Kraetsch agreed.

Dan Butkus stated, all those in favor say Aye. All opposed. None. Motion carried.

Audience member asked if the motion was seconded. It was determined that it had not been seconded. Dan declared the vote invalid as there was no second and asked for a second to Bob Kraetsch's motion.

Larry Burkhart seconded the motion.

Dan Butkus called the vote again there being a motion and a second this time.

Voice vote all ayes, there being no nays, motion carried unanimously.

Dan Butkus asked if there were any other matters for discussion by the membership.

An audience member was wondering if we serve notice by registered letter.

Dan Butkus suggested that the new board should meet and address that issue including asking for the property back. Dan asked if that satisfied the new board. One of the board members answered, yes.

Dan Butkus asked if there were any more discussion points.

Joy Herman informed the membership that an email came out on November 18th through the 21st that with a motion by the board to retain a lawyer. There was a vote; 5 votes, yes and 4 votes that

Joy stated that they didn't agree with using the association money for this. Joy stated that she pointed out that according to the bylaws that there is no email voting allowed. Joy stated she did state the statues and informed them that if they wanted email voting, they needed consent from every board member. Joy stated she pointed this out to them at the time and not. Joy also stated they went ahead and retained a lawyer who sent a bill and the first date on the bill is October 3rd.

Audience member wanted to know how much the bill is.

Joy Herman stated this bill is for \$870.00

Dan Butkus asked Joy Herman if this letter was from the Attorney Garbowski from Eagle River.

Joy Herman said it was.

Dan Butkus asked Joy Herman if she received the bill from the second lawyer.

Joy Herman said no.

Dan Butkus asked Joy Herman if there were legal fees in their budget and if the membership approved legal fees.

Joy Herman stated no.

Dan Butkus asked Joy what she would like to do about it.

Joy Herman stated to ask the members if we should pay the bill or not.

Bob Kraetsch stated that for the record, he didn't think it was a legal vote since it was an action without a legal meeting. They kept the four board members out of it. Bob stated they did an illegal vote using email which the bylaws state they cannot do. Bob also stated they never responded to the questions the four board members asked. Bob stated he didn't think it was our responsibility and the vote took place a month after they retained the lawyer.

Bill Ziehm stated that we should leave this discussion up to the new board members and they can come back with the necessary recommendations. Bill further stated that they would be in the best position to negotiate what is best for the Lake Association.

Tom Johansen stated let us form a motion to do that. Then that will put that responsibility on the board to investigate and the new board, can make the best possible recommendation.

Bill Ziehm made a motion that the new board shall investigate all the legal payments. The motion was seconded by Chet Ulickey

Dan Butkus stated one of the boards first tasks is going to be to review the information, the documents, and the bills, and make recommendations to the members whether or not to pay the bills. Dan was wondering if he worded that correctly.

An audience member stated the emphasis should be on retaining the non-profit status of the Lake Association and not the bills.

Dan Butkus stated that this doesn't affect the nonprofit status of whether to pay attorney's fee or whether legal representation was obtained properly. Dan stated all the requirements were met, the meeting was scheduled, you've got a board, you've taken care of the infractions that jeopardized your nonprofit status.

Dan Butkus asked Bill Zieme to restate his motion.

Bill Ziehm made a motion that any past obligations of the previous board should be reviewed by our current board. Chet Ulickey seconded the motion.

Discussion

There was a discussion about the attorney's bill and retainers.

An audience member asked if we could ask for a copy of the retainer letter. Somebody must have signed a retainer letter and an attorney to authorize this.

Tom Johansen & Dan Butkus stated that the board can do that.

An audience member asked if we could make the motion a little stronger that says the Association doesn't authorize any legal fees past or future for previous board member.

Bob Kraetsch added, against the membership, because that is what they got a lawyer for.

Dan Butkus stated yes, you can.

Bill Ziehm stated that he thinks we should leave it to the board to come up with what they think is the correct way to answer this.

An audience member asked for what reason can the decision be to pay or not to pay that bill. He then stated that he thinks we should make a motion to decide to pay Bob Kraetsch's attorney's fees too.

Jim Frymark stated he would like to move on with this and if someone could come up with some language from membership that authorizes the board, that those bills not be paid because the services were not procured properly.

Dan Butkus stated that we currently have a motion and a second on the floor that gives the new board the authority to make the decision to pay or not to pay.

Dan Butkus paraphrased and asked Bill Ziehm if that was pretty much what he said.

Bill Ziehm said yes.

An audience member asked if that must come before the membership for a vote at some point.

Dan Butkus stated that is up to you, but the motion says no. the board is empowered to make that decision in the best interest of the Association.

Jim Frymark added a friendly amendment to the motion saying that the board is acting on the direction of the membership.

Dan Butkus asked Bill Ziehm if that language was added to your amendment that you direct the new board to investigate.

Dan Butkus asked Julie if she had the motion.

Julie said yes. Julie read the motion aloud Bill Ziehm made a motion to allow the new board to review the lawyers bills to proceed on how to pay them or not. (I read the wrong notes on that. My apologies)

Dan Butkus stated that the word Bill Ziehm used was "allow" and the word Jim Frymark is using is "direct".

Dan Butkus asked Bill Ziehm if he is ok with substituting "allow" with "direct".

Bill Ziehm said yes.

A new board member needed clarification on what needed to be done and was wondering if this needed to be brought back for a vote if they decided to pay or not to pay the attorney's bill.

Dan Butkus suggested that if you need to pay it, justify it to the members at the next meeting.

The new board member agreed.

An audience member asked if the old board as a board, authorize someone to contact an attorney.

An audience member said no.

The audience asked that someone made that decision on their own.

The answer was yes.

Dan Butkus stated that he thinks the motion reads that they made will determine to pay or not and that will be part of the investigation on what exactly happened, who authorized and was it authorized properly. Dan stated that if it was authorized improperly, he would assume the board would consider not paying it.

Dan Butkus called the motion for a vote. Voice vote all ayes, there being no nays, motion carried unanimously.

An audience member wanted to know if the board should be authorized to hire an attorney.

Dan opened that for discussion.

There was a lengthy discussion among the members if the board should hire an attorney with Dan Butkus making suggestions. Members discussed how the new board should review this and decide. Members also discussed if the attorneys were attained improperly and if there was a retainer letter.

Dan Butkus suggested you may want to consider a cap or limit on the cost for an attorney. Dan stated that there is no budget, but the members do have the authority to approve the action.

Joy stated that she called the attorney to confirm the October 3rd date. Joy also stated that on every line on the bill is the name Vicki Smith.

Dan Butkus stated that this would fall under the new board to investigate.

Kelly Kraetsch stated that the thing to keep in mind is the Timeline. Kelly detailed what that was.

Dan Butkus stated that we have two opinions. Let the board investigate and decide whether they need to come back and get an attorney then bring members for that, or give the board the ability to hire an attorney with Dan's suggestion of a price cap.

Dan Butkus stated we should call a vote. Dan stated he will entertain a motion for one or the other.

Jim Frymark made a motion to go with the second. Jim stated to hire an attorney and put a cap on price. Dan Butkus asked Jim if he had a suggestion for a cap. Jim stated \$10,000 but he didn't know.

There was not a second. The motion failed for lack of a second.

An audience member stated he makes a motion to let the board handle this.

VP Pro Tem, Tom Johansen commented that you are here because the prior board did things without bringing them to you. Tom recommended that to have the board investigate and bring it back to the members in March because that is what you were just complaining about, that the prior board were doing things on their own and not talking to you.

Julianne Carriveau made a motion that the new board investigate the lawyer bills and bring back all the information to the rest of the members at the March meeting where we will go forward from the meeting with decisions on how to handle what they found out. Gary Prod seconded the motion.

Discussion

An audience member asked Joy Herman who the bill is made out to.

Joy Herman stated Pelican Lake Association.

Dan Butkus stated that there were several motions that didn't go anywhere and since they didn't have seconds, they are dead and superseded by the current motion with a second. Dan restated the current motion to allow the board to investigate and make a decision and propose a solution at the March meeting.

Dan called the vote. Voice vote all ayes, there being no nays, motion carried unanimously.

Dan asked the members if there was anything else that the members would like to carry over to the next meeting. March agenda items.

Jim Fidel was wondering if it was settled about Bob Kraetsch's lawyer bills or if we were going to do anything and if the new board would consider using Bob's lawyer if they felt they needed to.

Kelly Kraetsch stated that was their decision to go forward with a lawyer and they wanted to do the right thing. Kelly stated they did this on their own.

An audience member stated that we are grateful for it.

Bob Kraetsch recommended that the board can piggyback this topic that he trusts what the board will come back with, and they will be fair and balanced.

Dan Butkus suggested they make this an agenda item for the March meeting.

Jim Fidel made a motion that we look at that at the next March meeting. Rick Schroeder seconded the motion.

Dan Butkus stated there is now a motion.

Dan Butkus clarified the motion and second by stating that to take this item and taking it up at the next regular meeting of the membership.

Discussion

There was none.

Dan Butkus called the vote Voice vote all ayes, there being no nays, motion carried unanimously.

Item 14 on Agenda Discussion & Need for Additional Special Meeting of the Members

Larry Burkhart made a motion requesting an agenda item for the next annual March meeting but no later than the June 2022 meeting that the membership would discuss the actions, inactions, and conduct of the seven board members of the last board. If any actions that are to be taken in accordance with Wisconsin state statute 181.0620, Termination, Expulsion, or Suspension, of the five board members and two members: Jean Roach, Joe Roach, Vicki Smith, Jeanine Kocakulah,

Dave Hardt, Dawn Duschel and Barb Groeger, from the Association. Kerry Romsa seconded that motion

Dan Butkus clarified the motion and added that this was a punitive measure put forward as an agenda item for discussion.

Discussion

Jim Frymark stated that he is personally opposed to this because Jim thinks it will make the problem bigger and just ignore them and let life go on.

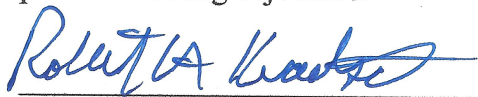
Bob Kraetsch stated that they were not here today, and the next meeting would be a good time for them to plead their case. Bob stated he was hoping that they would show up today and this is an attempt to force them to come in in March and if they don't, we can open it up at the June meeting and let everyone discuss it. They have the right to plead their case and have that opportunity.

Dan Butkus stated this as an agenda item can always be tabled. Dan also stated that putting this on as an agenda item doesn't necessarily mean it will happen.

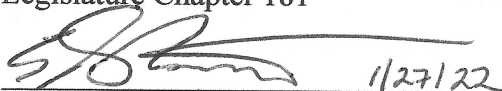
Dan Butkus called the vote. All those in favor of putting this on the agenda for either March or June, the expulsion, suspension or termination of membership rights for the seven that were name as a discussion item, say Aye. Aye. All those opposed. 2 no and 5 abstained. It was not unanimous. Motion passes with 2 no's and 5 abstentions. Dan Butkus cautioned the members that this vote indicates that the members are considering actions that are now making other members uncomfortable. Up until now, all motions passed unanimously. They should consider this when moving forward on this item.

Dan Butkus stated going back to the motion to adjourn made by Rick Steiner considering motion for adjournment. Debbie Fidel seconded the motion.

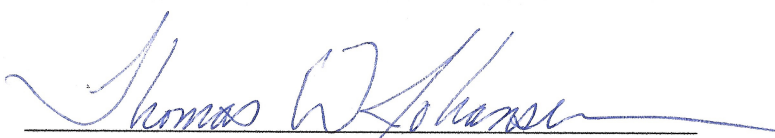
Dan stated all those in favor of adjourning say Aye. Aye. All those opposed. None Motion passed. Meeting adjourned.



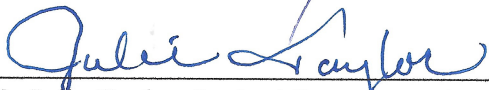
Mr Robert Kraetsch, Lead Petitioner/Temporary Chair Authorized IAW Wisconsin State Legislature Chapter 181



Mr E Daniel Butkus, Invited Temporary Presiding Officer



Mr Thomas Johansen, Invited Vice President Pro Tem



Ms Julie Taylor, Invited Temporary Secretary