

Draft

By-Laws: Little Sissabagama Shareowners Association.

ARTICLE I

NAME

This organization shall be known as LITTLE SISSABAGAMA SHOREOWNERS ASSOCIATION ("ASSOCIATION" for short), a non-profit organization organized and existing under the laws of the State of Wisconsin. The Association may be referred in documents as: LSSA.

ARTICLE II

OBJECTIVES

The objectives of this Association shall be:

Section 1: To implement through joint efforts of all owners of single-family dwellings and resorts located on or near the shores of Lake Little Sissabagama and Deep Lake, an exemplary community which will combine controlled and environmentally responsible change with tradition and beauty, while preserving the natural serenity of the gently rolling tree covered hills and lakes (Deep Lake and Little Sissabagama Lake) and countryside in which they are situated.

Section 2: To achieve a high quality of life for those residing in the association through joint effort and to provide a mechanism for property owners to express concern and define the needs of the area in a format that can be communicate and reach agreement among residents of the lakes.

Section 3: To foster and maintain, through joint effort, the beautification and stewardship of natural areas of individual property; the safety and security of homeowners, children, and property; effective safety measures to protect boaters, swimmers and property owners and to foster a higher quality of life by protection of the lakes

and their wildlife and biodiversity. To protect and care for the area, be the best possible stewards of this lake for future generations and to provide and foster a mutual social and respectful connection between the members of the association.

Section 4: To foster and maintain cooperative efforts with neighboring lake owner associations, cities, townships and government agencies.

Section 5: To foster effective measures to improve common services including management of the lakes and islands in their care, and the improvement of the services provided to the residents including but not limited to: roads, telephone, electricity service, and police and fire protection and lake and air quality.

ARTICLE III

ELIGIBILITY

Any property owner within one mile of Lake Little Sissabagama or Deep Lake is eligible for membership in the Association or as may be defined in the future by the members of the association.

ARTICLE IV

MEMBERSHIP

Section 1: All members of the Association are subject to annual and special dues as approved by the Association members.

Section 2: All members of the Association shall abide by the Restrictive Covenants as recorded in the Stewardship Guidelines of the Lake

Section 3: Only those homeowners whose dues are paid for the current fiscal year are eligible to vote. Only a single vote per individual dwelling (lot) is allowed.

ARTICLE V

NOMINATION AND ELECTION OF OFFICERS OF THE ASSOCIATION

Section 1: At the Spring meeting the Board of Officers shall appoint a Nominating Committee, which consists of three members of the Association whose duty shall be nomination of candidates for election. The slate of officers will be presented at the fall meeting for vote.

Section 2: the majority of the voting members present shall elect The Officers at the Fall Meeting of the Association.

Section 3: The term of President shall be two years commencing Sept. 1st. The Vice President shall be two years commencing Sept. 1st., The Secretary shall be three years commencing Sept 1st. The treasure shall be four years commencing Sept 1st.

Section 4: Vacancies of any office shall be filled by appointment by the remaining Board members unless otherwise defined and the appointee will hold office for the remainder of the unexpired term.

Section 5: Only one member of a household may serve as an officer for any given term. No officer may have a family member paid by association monies without the approval of the full Board.

Section 6: No more than three officers may be replaced in any one meeting except by a majority vote of the members.

ARTICLE VI

OFFICERS (DIRECTORS) OF THE ASSOCIATION

The Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. All officers will act as the Directors of the Association

ARTICLE VII

ELECTION OF OFFICERS OF THE ASSOCIATION

The Officers of the Association shall be elected by a majority of the voting members present at the Fall Meeting. Members may submit a vote by mail to the Secretary of the Association not less than one week prior to the vote. The Secretary will submit these votes to the Association at the fall meeting.

ARTICLE VIII

DUTIES OF OFFICERS OF THE ASSOCIATION

Section 1: The Officers shall perform the duties prescribed in this article and such others as the Act of Incorporation, the By-Laws of the Association or the parliamentary authority adopted by the Association.

The association will indemnify and hold harmless the officers of the association unless the officer has failed to perform their fiduciary responsibility or is involved in a criminal activity. The association will operate as an Association as defined by State Code and will defer to State Code as the defining language in cases of dispute.

Section 2: The President

Shall be the chief executive officers and the official spokesperson of the Association and shall have general supervision of the affairs of the Association. The President shall preside at all meetings of the Board of Officers and at all meetings of the Association. They shall have the power to appoint committees to investigate any matters of common interest to members of the Association and will be ex-

officio a member of all such committees. They shall see that orders and resolutions of the Board of Officers are carried out. The President and Treasurer shall sign all notes and checks and all other written instruments.

The President shall set the time and date of the association meetings. The President will keep historical records of the of the association and will have the key to the bank deposit box along with the Treasurer.

The President will hold a two-year term beginning in the fall of the year elected. The President may hold a third year by vote of the association. The President may not hold more than two terms.

Section 3: The Vice President

In the absence or inability of the President to perform the duties, the Vice President will assume these duties. In the event the President does not or cannot perform their duties in a fiduciary and responsible manner the Vice-President can petition the members of the association in writing or by hand vote to replace the President. The Vice President will act as temporary President until a new President can be elected.

The Vice President will carry limited duties: run committees, take over the duties of the President in his absence, will be responsible for the public relations management of the association and assist the President with the educational programs of the association.

The Vice President will hold a two-year term, which will begin in the fall of the year elected. Unless otherwise defined by a vote of the membership the Vice President will be automatically nominated to the slate to become the next President.

Section 4: The Secretary

0. shall be, ex-officio, Secretary of the Board of Officers;
0. shall record the votes and keep the minutes of the proceedings of the Board in a book to be kept for the purpose;
0. shall keep the records of the Association;

0. shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members; and
0. shall notify officers and committee chairmen of votes, orders, and proceedings affecting or pertaining to their duties.

In the absence of the President and Vice President, the Secretary shall call the meeting to order and shall preside. The Secretary shall attend to such correspondence as the Board or the Association may direct and shall distribute pamphlets, notices, and/or circulars as the Board or Association may direct.

In addition the Secretary shall be responsible for the maintenance of the web site or direct others to keep the site current and accurate.

The Secretary will hold a term of three years and may be hold this office for a period not to exceed four terms.

Section 5: The Treasurer

Shall have charge of the receipt of funds of the Association; shall deposit in appropriate bank accounts to the credit of the Association all monies of the Association and shall disburse, with the President, such funds as directed by resolution of the Board. The Treasurer shall keep proper books of account. Previous to the spring meeting of the Association, the Treasurer's account shall be audited by the Auditing Committee and a written statement given on the status of the books if the association elects to maintain such a committee. In the case of prolonged absence, illness, or death of the Treasurer, the President shall make disbursements at the direction of the Board. The Treasure may not distribute a material % of the Association funds with out the approval of the Board.

The Treasure will have a four-year term beginning in the fall of the year. The Treasure may be re-elected for up to 4 terms.

ARTICLE IX

MEETINGS

Section 1: ASSOCIATION: The regular meetings of the Association shall be for the purpose of receiving reports from the officers and standing committees; for the receiving of reports from ad hoc committees; for establishing programs and budgets in furtherance of the objectives of the Association; and for any other business that may arise. The regular annual meetings of the Association will be held two times per year (Spring and Fall,) with notice being given to the members at least four week in advance of the meetings. A simple majority of voting members present shall be considered sufficient to transact business at the regular meetings unless otherwise defined in this document.

Section 2: ASSOCIATION: Special meetings of the Association shall be called by the Board upon written request of one-fourth or more of the voting members of the Association. No less than two-week notice of a special meeting shall be given, and only that business specified in the call may be transacted. Twenty per cent of the voting members shall constitute a quorum at any special meeting of the Association thus called. The Board shall have the power to call special meetings of the Association whenever it seems necessary.

Section 3: BOARD OF OFFICERS: The President shall call a special meeting of the Board of Officers whenever the need arises. All business to be considered at a special Board meeting shall be stated in the call. Regular meetings of the Board of Officers shall be held as needed. At least seven days notice of time and place of all Board meetings shall be given.

Section 4: BOARD OF OFFICERS: The majority of the Board of Officers shall constitute a quorum at any meeting of the Board of Officers.

Section 5: Meeting Shall: A meeting shall consist of a Treasures report, Status of committee meetings, educational topic, review of stewardship issues on the lake and surrounding area, vote for officers or nominations, election of committee members and other business of

the association.

ARTICLE X

FEES / DUES / VOTE

Section 1: The fiscal year of the Association shall be 1 May to 30 April. The annual budget shall cover the fiscal year and shall be prepared on the basis of dues payable for the coming fiscal year.

Section 2: The annual Association dues shall be twenty-five dollars (\$25.00) per single-family dwelling, payable to the Treasurer during the annual membership drive from April 1 to April 30. In addition to levying annual dues, the Association may levy special dues as the occasion merits with the approval of voting members present. The majority of voting members present shall decide upon annual dues at the spring meeting of the Association. The dues may be changed by the vote of the members. Each single-family dwelling on an individually recorded lot shall be entitled to one vote if all dues are current.

ARTICLE XI

COMMITTEES / OFFICERS

Section 1: the Board of Officers at the regular fall meeting shall appoint An Auditor or Auditors. The Auditor(s) shall examine the books of the Treasurer and shall submit a written statement for the regular spring meeting of the Association. The association may not elect such a committee if they feel it is unnecessary or if they do not have qualified individuals to fill this committee. If such a case occurs the remaining officers may fill this task.

Section 2: The Fish and Wildlife Committee, Stout Island Committee and Special Interests Committee shall be appointed by the Board of Officers after the regular spring meeting and shall

consist of one association member (as Chair) and two voting members of the Association. It shall consider requests for funds, plan a budget, and recommend to the Boards of Officers such expenditures, as the committee deems expedient. It shall report at the next meeting of the Association. The members of the association shall approve the expenditures once approved by the Board of Officers

Section 4: The *President* shall have the power to appoint committees to investigate any matters of common interest to members of the Association.

Section 5: The officers and committee members of the association shall be indemnified by the association and held harmless except in such cases where they knowingly violate state or federal laws.

Section 6: An officer or committee member may be removed from office if they are involved in a conflict of interest or by the vote of 75% of the association members. In the case of committee members this action may be taken by the Board of Officers or in the case of an officer by written action of the association members.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Revised* shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

The members of the association must approve by a majority of a quorum all actions that have a material change on the budget of the association or make a material impact on the lakes or property around the lakes.

ARTICLE XIII

AMENDMENTS

Section 1: These By-Laws may be amended at any special meeting of the Association called for that purpose or at the regular meetings of the Association. Notice of change shall be made available to the members one week in advance of the meeting.

Section 2: Unless otherwise provided prior to its adoption or in the motion to adopt, an amendment shall become effective upon adjournment of the meeting at which it is adopted.

Section 3: The members of the association may vote by written action when no meeting is planned. This action will require a majority (75%) vote for action to be carried out.

Section 4: Election of Officers: In the event no individual is elected to office and no individual(s) is /are willing or able to carry out the duties of the association, the members of the association may create a temporary committee to continue operations until such a time as the office(s) are filled. If the offices cannot be filled the association members may elect to discontinue the association and distribute equally the funds in the treasury to all remaining members or direct the funds to a qualified 501 (C) 3.

Section 5: The Association members may from time to time elect to restrict or control certain activities on and around the lake in order to foster better stewardship of the lake and management of the lake. These guidelines will be referred to as “Stewardship Guidelines”. Individuals or families that join the association agree to abide by these guidelines and make friend and individuals that use the lake aware of these guidelines. These guidelines should not run counter to laws of the State or Country. The association on a periodic basis will review the Stewardship Guidelines.

Section 6: In the event the Board of Officers is unable to establish a quorum on a vote for action for approval of a resolution by either demonstrated written action or by meetings of the association for a period of 18 or more months the Board may act on behalf of the association without the approval of the members of the association.

