

Bylaws of Little Lake Butte des Morts Lake Association, Inc.

Article I - Name and Purpose

The name of the organization is Little Lake Butte des Morts Lake Association, Inc. (the "Association"). Its purpose is to unite residents, property owners, businesses, and other stakeholders to protect, preserve, and improve the ecological, recreational, and aesthetic values of Little Lake Butte des Morts and its watershed for current and future generations, from the Neenah and Menasha dams to the Appleton dam and Appleton Lock #1. The Association shall educate the community, advocate for sound lake management, secure and administer public and private grants, and engage in activities permitted to qualified lake associations under Chapter 181 of the Wisconsin Statutes.

Article II - Status and Limitations

The Association shall be organized as a non-profit, non-stock corporation. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity. Any benefits of the association must flow principally to the public.

Article III - Membership

Section 1. Eligibility

Membership is open to any individual, family, business, or nonprofit organization subscribing to the Association's purposes.

Section 2. Classes and Dues

- Voting Member: Any individual age 18 or over; dues \$25 per year; one vote per Member.

Section 3. Payment and Term

Dues are payable annually by January 1 and cover the calendar year. New Voting Members joining on or after September 1 shall have membership extended through the following calendar year. Non-payment of dues by the January 1 due date is subject to an immediate suspension in member voting rights.

Section 4. Removal

A member may be expelled from the Association for cause, on a two-thirds affirmative vote of all members present. They are entitled to vote at a membership meeting, provided that the matter shall have been included in notice of the meeting, and provided that the member to be expelled shall have been formally notified in writing at least 30 days prior to the meeting, and given the opportunity to appear and speak on his/her behalf at the meeting prior to the final vote. The motion shall specify the duration of the expulsion, not to exceed five years.

Article IV - Voting

Section 1. Quorum

A quorum for membership meetings is one-twentieth of Voting Members or 15 Voting Members, whichever is greater.

Section 2. Voting

All memberships include just one vote and a member may cast only one vote on any question called to a vote.

Section 3. Casting Ballots

Only Voting Members present may vote; proxy or absentee ballots are not permitted. Except where a higher vote is required by law or these Bylaws, a majority vote of those present shall decide any question.

Article V - Meetings of Members

Section 1. Annual Meeting

The annual membership meeting shall be held each April at a location in the lake vicinity. The agenda shall include elections, budget adoption, project reports, member concerns, and an educational program. Annual meeting will be held on the 3rd Tuesday of April.

Section 2. Special Meetings

Special meetings may be called by the President, a majority of the Board, or petition of ten percent of Voting Members. Notice specifying date, time, place, and purpose shall be delivered by email or mail at least 30 days before annual and 15 days before special meetings. Only those matters described in the notice shall be discussed at the meeting.

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 email or by mail at least 30 days, but not more than 50, prior to annual meetings and at least 15 days, but not more than 50, 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.

Section 5 - 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. Composition and Term

The Board shall consist of five to nine Voting Members elected by the membership. Directors serve staggered two-year terms so that approximately half the Board is elected each year.

Section 2. Powers and Duties

The Board shall manage the Association's affairs, adopt policies, oversee grants and contracts, approve budgets, appoint and remove officers, establish committees, and approve expenditures.

Section 3. Meetings

Regular Board meetings shall be held quarterly with at least one virtual option. Special meetings may be called by the President or any three Directors on 24 hours' notice. A majority of Directors then in office constitutes a quorum. Decisions require a majority of those present.

Section 4. Elections

At the annual meeting, the Board shall present nominees for each open seat. Additional nominations may be made from the floor by Voting Members present and willing to serve. Elections shall be by secret written ballot.

Section 5. Removal and Vacancies

Any Director may be removed with or without cause by two-thirds vote of the Board. Vacancies may be filled by affirmative vote of a majority of remaining Directors for the unexpired term.

Section 6. Liability Limitation

No Director shall be personally liable for monetary damages for breach of fiduciary duty except for acts involving intentional misconduct, knowing violations of law, improper personal benefit, or breaches of duty of loyalty.

Section 7. Indemnification and Insurance

The Association shall indemnify and advance expenses to Directors and officers as provided by Wisconsin law. The Association may purchase insurance on their behalf.

Article VII - Officers

Section 1. Titles and Term

Officers shall be President, Vice-President, Secretary, and Treasurer. Each is elected by the Board from among Directors at the first Board meeting after the annual membership meeting, serving one-year terms and until their successors are elected.

Section 2. Duties

- **President:** Shall preside at all meetings of Members and Directors, oversee execution of policies, and serve as primary liaison with municipalities.
- **Vice-President:** Shall perform the President's duties in the President's absence and coordinate the educational program at the annual meeting.
- **Secretary:** Shall keep minutes of all membership and Board meetings, maintain membership and corporate records, send required notices, and oversee Association communications.
- **Treasurer:** Shall maintain complete financial records, prepare an annual budget and statement for the membership meeting, disburse funds as authorized by the Board, and present quarterly financial reports.

Section 3. Multiple Office Holding

One individual may hold the offices of Vice-President and Treasurer, or Secretary and Treasurer.

Section 4. Vacancies

Vacant officer positions shall be filled by majority vote of the Board for the unexpired term.

Article VIII - Committees

Section 1. Appointment

The Board may create standing or ad hoc committees (e.g., Finance, Science & Monitoring, Communications) and appoint chairs and members, who may be non-Directors.

Section 2. Authority

Committees shall report to the Board and have only those authorities granted by the Board. The Board may dissolve any committee at any time.

Article IX - Municipal Partnerships and Reporting

Section 1. Funding Agreements

The Association may enter into funding agreements with the Cities of Neenah, Menasha, Village of Fox Crossing, and other municipalities.

Section 2. Annual Municipal Report

By March 1 each year, the Association shall deliver to participating municipalities:

- An audited financial statement showing municipal and other public funds.
- A summary of completed projects and measured outcomes.
- A plan of activities and budget for the coming year.
- Membership and engagement metrics.

Section 3. Liaison Representatives

Participating municipalities may designate non-voting liaisons to receive Board minutes and attend meetings.

Section 4. Public Access

All municipal reports and audited statements shall be available to the public upon request.

Article X - Fiscal Administration

Section 1. Fiscal Year

January 1 through December 31.

Section 2. Budget

The Treasurer shall prepare a draft annual budget to be approved by the Board prior to the annual meeting.

Section 3. Audit

The Board shall arrange for an independent financial review or audit annually.

Section 4. Fund Accounting

Public and private grants shall be tracked separately, and municipal contributions shall be accounted for in dedicated funds.

Article XI - Conflict of Interest

Directors, officers and committee chairs shall disclose any personal or financial interest in matters before the Board and recuse themselves from decisions where a conflict exists. The Board shall maintain a written conflict-of-interest policy.

Article XII - Adoption and Amendment of Bylaws

These Bylaws, and any amendments thereto, may be adopted by two-thirds vote of Voting Members present at any duly noticed annual or special meeting, provided proposed changes were circulated to Members at least 30 days in advance.

Article XIII - 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. Upon dissolution, any remaining assets shall be distributed to one or more Wisconsin 501(c)(3) organizations with purposes aligned to lake stewardship, as determined by the Board and approved by the Voting Members. Any unexpended municipal funds shall be returned to the contributing municipalities.