

**AMENDED AND RESTATED BY-LAWS
OF
PELICAN LAKE ASSOCIATION, INCORPORATED
2021**

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation is Pelican Lake Association, Inc. In these By-Laws, the words, "Board" and "Board members," shall refer to the Board of Directors, unless otherwise indicated by text or content.

ARTICLE II - PURPOSE/MISSION STATEMENT

Mission Statement. The purpose of the Pelican Lake Association is to preserve, protect, and enhance the waters of Pelican Lake, Wisconsin, through the undertaking of various activities, including advocating and facilitating communications through the sharing of information between individuals, environmental organizations, and state and local governmental bodies. This includes involvement in various educational and special projects aimed at the good stewardship and wise use of our waters, their natural wildlife habitats and fisheries, both for us and future generations.

In addition, this association shall promote educational and scientific purposes, by making contributions to organizations that qualify as exempt organizations, under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III - LOCATION

The principal office of the association, at which the association's general business will be transacted and where association records will be kept, shall be at such location in Oneida County, Wisconsin, as may be fixed from time-to-time by the Board of Directors.

ARTICLE IV - MEMBERSHIP - VOTING RIGHTS - MEETINGS

Section 1. Membership. Anyone who owns property or properties, or is a seasonal or continuous renter within the Townships of Schoepke and/or Enterprise, is eligible to be a member, upon payment of dues, without further qualification. Any member, presently in the organization, who resides outside of this radius is grandfathered.

Section 2. Voting Rights. Only members in good standing, eighteen (18) years of age or over, will be eligible to vote.

Section 3. Annual Meeting. The Annual Meeting of the association shall be held during the summer, at a time and place to be specified by the Board of Directors. In an extreme situation where a physical meeting is not possible: (1) communication shall be sent to members via e-mail, with members able to send in their concerns/questions/votes via info@pelicanlakepoa.org; and, (2) for members without e-mail, communication shall be sent via regular US Mail, with members able to send in their concerns/questions/votes via same. In extreme situations, as determined by the Board, a virtual meeting may be held.

Section 4. Special Association Meetings. Special Association Meetings may be held at the call of the President, who shall call such a meeting upon the written request of any three (3) members of the Board, or ten percent (10%) of the voting members. In an extreme situation where a physical meeting is not possible: (1) communication shall be sent to members via e-mail, with members able to send in their concerns/questions/votes via info@pelicanlakepoa.org; and, (2) for members without e-mail, communication shall be sent via regular US Mail, with members able to send in their concerns/questions/votes via same.

Section 5. Quorum. Ten percent (10%) of the voting members of the association, as evidenced by signed register, shall constitute a quorum for the transaction of business at these meetings.

ARTICLE V - MANAGEMENT

Section 1. Board of Directors. The Board of Directors shall be no less than three (3) and no more than nine (9) members. It is intended that the Board of Directors shall be made up of persons who broadly represent the community and can contribute knowledge and expertise necessary to promote the purposes of the association.

Section 2. Powers. The business and the property of the association shall be managed and controlled by the Board. The Board may exercise all such powers and do all such things as may be exercised and/or done by the association, subject to the provisions of the Articles of Incorporation, the Constitution, these By-Laws, and all applicable law.

Section 3. Election of Board Members. The Board may solicit nominations for anticipated open positions on the Board. Any member, in good standing, who is interested in being a Board member shall be elected after going through the nomination process (being nominated, vetted, and approved by the prevailing Board members, and then voted upon by the members). No write-in votes allowed.

Section 4. Terms of Office. The term of office of each Board member shall be two (2) years, with re-election by the association's members at the end of the term. Each Board member shall be eligible for re-election twice, on a consecutive basis, for two additional terms. A Board member may serve no more than three (3) consecutive two-year terms. After a Board member's third term in office, that Board member shall again become eligible to be on the Board, after going through the nomination/election process stated in Article V, Section 3, of these By-Laws. Any Board member, who, for any reason, serves less than a two-year term, shall become eligible to complete his/her three (3) two-year terms on the Board, after going through the nomination/election process stated in Article V, Section 3, of these By-Laws.

Section 5. Vacancies. Vacancies on the Board shall be filled by candidates who qualify via the nomination/election process stated in Article V, Section 3, of these By-Laws, then elected by a vote of the association's membership.

Section 6. Removal. Any Board member may be removed from office at any time, with or without cause, by a vote of a majority of the entire Board membership, following due notification of such action and allowing the right of the Board member to be heard thereon.

Section 7. Compensation. Board members shall not receive payment or other compensation for services; however, Board members may be reimbursed for actual expenses incurred in the performance of duties.

Section 8. Board Meetings. Meetings of the Board shall be held at such time and place as determined by a majority of the Board. Special Board Meetings may be called by the President upon five (5) working days' notice to each Board member. This notice shall be given personally, by mail, by telephone, or by electronic means. The notice shall state the meeting place, time, and purpose. In like manner and notice, the Secretary shall call a Special Board Meeting upon the written request of at least three (3) Board members.

Section 9. Quorum for Board Meetings. Except as otherwise provided in these By-Laws, a quorum for the transaction of business shall consist of a majority of the membership of the Board. The acts of the majority of the Board members present at a meeting at which a quorum exists shall be the acts of the Board, except where a larger number is required by law or by these By-Laws.

Section 10.1. Voting by Board Members at Board Meetings. All voting by the Board shall be by voice vote or by a show of hands of those Board members attending any Board meeting. In special cases, and at the discretion of the Board, Board members who cannot attend Board meetings in-person may attend Board meetings and vote by telephone or by electronic means. Special-case votes shall be restated at the next Board meeting and added to the Minutes thereof.

Section 10.2. Voting by Board Members at Electronic/Virtual Board Meetings. In special cases, and at the discretion of the Board, Board meetings may be held electronically or virtually, with voting via electronic means, but not via e-mail. Results of these votes must be included in the Minutes of the next in-person Board meeting.

Section 11. Proxies. Voting by proxy shall not be permitted at Board meetings.

Section 12. Conduct. Robert's Rules of Order shall be the authority for all questions and procedures at any Board meeting.

Section 13. Duties. Board members are elected to the Board, in part, for the purpose of bringing to the organization the experience and knowledge of their personal and professional lives. From time-to-time, the Board members are called upon to make contributions of advice and expertise, based upon their personal, professional, occupational, and educational experiences. Such contributions are made by the Board members within their roles as Board members, and as part of their obligations and responsibilities to the association.

ARTICLE VI - OFFICERS

Section 1. Principal Officers. The association shall have four principal officers: President, Vice-President, Secretary, and Treasurer.

Section 2. Terms for Officers. These officers shall be members of the Board and shall be elected by the Board when deemed necessary, and, unless sooner removed by the Board, these officers shall serve until their successors are elected. A vacancy in any office may be filled by a majority vote of the Board for the unexpired portion of the term. The Board shall also have the authority to appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. The Board may remove with or without cause any officer by a vote of a majority of the Board members. The matter of removal may be acted upon at any meeting of the Board, provided notice of intention to consider said removal has been given to each Board member and to the officer affected at least thirty (30) days previously.

Section 4. President. The President shall carry into effect the resolutions and directives of the Board, and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board. The President shall preside at all meetings of the Board except in those instances in which the authority to execute is expressly delegated to another Board member or agent of the association. The President shall annually report to the Board on activities and progress of the association, and on activities and programs planned for the coming year. The President, when required or authorized by the Board, may execute for the association all contracts, deeds, conveyances, mortgages, bonds, and other instruments. The President shall assist the Board members in establishing and appointing members to standing committees and other committees. The President shall be a voting ex-officio member of all Board committees.

Section 5. Vice-President. The Vice-President shall act in the absence or disability of the President and perform such duties as may be assigned by the President.

Section 6. Secretary. The Secretary shall keep the records of the organization, including all books, correspondence, and papers relating to the business of the association, except those of the Treasurer. The Secretary shall keep or cause to be kept all Minutes of the Board meetings. The Secretary shall give or cause to be given notices of Board meetings and other notices as required by law or by these By-Laws.

Section 7. Treasurer. The Treasurer shall prepare the proposed Annual Budget and shall keep or cause to be kept, financial records of the association. The Treasurer will present to the Board at its Annual Meeting a report of the association's finances and will, from time-to-time, make such other financial reports as the Board may require.

Section 8. Additional Powers. Any officer of the Board, in addition to powers conferred on that officer by these By-Laws, will have such additional powers and will perform such additional duties as may be prescribed by the Board.

ARTICLE VII - COMMITTEES

Section 1. The Board may act by and through such committees as may be specified and adopted by a majority vote of the Board. Each such committee shall have such duties and responsibilities as are granted to it by the Board, and shall at all times be subject to Board direction and control. Committee members need not be Board members.

Section 2. Standing Committees. The Board, by vote of a majority of the Board as a whole, may designate standing committees and choose their members. A majority of the members of these committees must be members of the association. The Chairs of standing committees must be Board members and must report the committee's findings/ recommendations to the Board. Any committee so established shall have and may exercise such power as designated by the Board. Dissolution of any standing committee shall be by vote of a majority of the Board as a whole.

- a. The types of standing committees may include, but not be restricted to, Nominating, Finance, Fundraising, Grants, Public Relations, Outreach and Education, Membership and By-Laws.
- b. Meetings of standing committees may be held at such time and place as determined by a majority of the committee, by the Chair or by the Board. Notice of meetings shall be given to committee members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

ARTICLE VIII - FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the association shall begin on the first day of January of each year.

Section 2. Accounts. Financial books and accounts of the association shall be kept by the Treasurer.

Section 3. Agents. The Board may authorize any officer or officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the association. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these By-Laws.

Section 4. Loans. No loans shall be contracted on behalf of the association nor evidences of indebtedness shall be issued in its name, unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Funds. All funds of the association not otherwise employed shall be deposited from time-to-time to the credit of the association in such bank, banks, or other depositories as the Board may elect.

Section 6. Contracts with Board Members. The Board shall not enter into any contract or transaction with: (1) one or more of its Board members; (2) a Board member of a related organization; or, (3) an organization of which a Board member of the association is a director, officer, legal representative, or in some other way has a material financial interest unless:

- a. the Board approves, authorizes, or ratifies the action in good faith;
- b. the approval is by a majority of Board members (not counting the interested Board member); and,
- c. the approval occurs at a Board meeting where a quorum is present (not counting the interested Board member).

The interested Board member may be present for discussion in order to answer questions, but may not advocate for the action to be taken, and must leave the room while a vote is taken. The Minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 7.1. Signatories. All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board shall designate in its approved financial policies. All unbudgeted payments must be approved by a majority of the Board members prior to disbursement of funds.

Section 7.2. Large Projects. New, unbudgeted projects of over \$500 must be presented to the Board via a proposed Project Plan with all supporting documentation: how the project supports the Mission Statement of the association; scientific data; research findings; costs, including materials, labor, sources; a complete plan of implementation; etc., with regular updates as the project progresses. Prior to the approval by a majority of the Board, and before funds can be disbursed, projects of over \$1,000 must be approved by a majority of the votes received from the association's members.

Section 8. Indemnity. The association shall indemnify and hold harmless any Board member or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his capacity as a Board member or employee, except in cases involving willful misconduct. Indemnification to be provided by applicable laws and statute. The association shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination. Every Board member of the association shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places agreed upon by all participants, all books and records of the association and, at his own expense, make extracts or copies therefrom.

Section 10. Net Earnings. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in the Mission Statement of these By-Laws. Spending the association's monies on anything other than in support of the association's Mission Statement, as stated in ARTICLE II - PURPOSE/MISSION STATEMENT of these By-Laws, is prohibited.

Section 11. Activities. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on: (1) by an organization exempt from federal income tax, under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; or, (2) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 12. Dissolution. The Board may dissolve the association upon a vote of at least two-thirds of the full Board. Prior to a vote of dissolution, the Board shall determine how to dispose of the organization's assets, if any; however, assets will only be granted to a non-profit organization, as recognized by the U.S. Internal Revenue Service. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

Any such assets not disposed of shall be dispersed by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - MISCELLANEOUS

Section 1. Amendments. The Board shall have the power to amend the Articles of Incorporation and the power to amend/restate these By-Laws. Subject to restrictions imposed by Statute, the Board may amend and/or restate the Articles of Incorporation and/or these By-Laws by adopting a resolution setting forth the amendment(s) or restatement(s). All such proposed amendment(s) and/or restatement(s) shall be voted upon by the Board members in an open meeting that has been posted in writing at least fifteen (15) calendar days prior to such a duly called meeting. Such amendment(s) and/or restatement(s) shall require an affirmative vote of two-thirds of the Board at a duly constituted meeting.

Section 2. Review of Governing Documents. At a minimum, once every ten (10) years, the Board of Directors shall review these By-Laws, and amend them as needed, following the procedures set forth in ARTICLE IX - MISCELLANEOUS, Section 1, of these By-Laws.