

**PELICAN LAKE  
ASSOCIATION, INC.  
August 2010 Amended and Re-Stated By-Laws  
January 2022**

**ARTICLE I - NAME OF CORPORATION**

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

**ARTICLE II - PURPOSE**

- a. The purpose of the corporation is to preserve, protect, and enhance the waters of Pelican Lake, through the undertaking of various activities, including advocating and facilitating communications through sharing of information between individuals, environmental organizations, and state and local governmental bodies and involvement in various educational and special projects aimed at the good stewardship and wise use of our waters and their natural wildlife habitats and fisheries both for us and future generations.
- b. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions 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.
- c. 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organizations 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 (a) 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 (b) 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.
- d. 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 disposed of 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 III - LOCATION**

The Principal office of the corporation, at which the corporation's general business will be transacted and where corporate record 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**

Section 1. Anyone who owns property or properties, or is a seasonal renter, within the Townships of Schoepke and 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. The annual meetings of the Association shall be held on a Saturday in [June, July, August, or September](#) at a time and place to be specified by the Board of Directors. Special meetings may be held at the call of the President, who shall call such a meeting on written request of any three (3) members of the Board, or ten percent (10%) of the voting members. [If an annual meeting is postponed, then it must be rescheduled at the next opportunity regardless of month.](#)

Section 3. Ten percent (10%) of the voting members of the Association as evidenced by signed register shall constitute a quorum for the transaction of business.

### **ARTICLE V - BOARD OF DIRECTORS ("Board")**

Section 1. Board. The Board of Directors shall be no less than three (3) and not more than fifteen (15) 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 organization.

Section 2. Powers. The business and the property of the corporation 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 organization, subject to the provisions of the Articles of Incorporation, these By-Laws and all applicable law.

Section 3. Members. The Board ([President, Vice President, Secretary, and Treasurer](#)) shall be elected by a majority of those Board members whose terms are not expired. Each active member shall be accorded an opportunity to vote in an election of members. Election shall be so arranged that approximately one-third of the total number of Directors are elected each year.

Section 4. Terms of Office. A Board member may serve no more than three (3) consecutive two-year terms. Any director who for any reason serves less than a two-year term shall be eligible to serve three two-year terms in addition to any lesser term that has been served.

Section 5. Vacancies. Vacancies on the Board caused by any reason other than the removal of a Director by a vote of the Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be a Director until that person or their term of office expires.

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

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

Section 8. Meetings. Regular meetings of the Board may be held at such time and place as determined by a majority of the Board.

a. The annual meeting of the Board shall be held in **June, July, August, or September** of each year or on such other date in such year as the Board shall designate.

b. Special Board meetings may be called by the President upon five (5) working days' notice to each Director. This notice shall be given personally, or 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 meeting upon the written request of at least three (3) Directors.

Section 9. Quorum. 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 Directors 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 those by-laws.

Section 10. Voting. All voting by the Board shall be by voice vote or by a show of hands of those attending any Board meeting. At the discretion of the Chair, voting may be permitted by Directors who attend meetings by telephone or by electronic means. In special cases as determined by the President and Vice-President, the Chair may conduct voting by mail or by telephone or by electronic means.

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

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

Section 13. Duties. Directors 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 Directors are called upon to make contributions of advice and expertise based on their personal, professional, occupational and educational experiences. Such contributions are made by the Directors within their roles as Directors and as part of their obligations and responsibilities to the corporation.

## **ARTICLE VI - OFFICERS**

Section 1. Principal Officers of the corporation shall be a President and Vice-President, a Treasurer and a Secretary. At the discretion of the Board, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Terms. Officers shall be members of the Board and be elected by the Board at

its annual meeting and, unless sooner removed by the Board, the Officers shall serve for a term of one (1) year, or 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 two-thirds of the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Office affected at least thirty (30) days previously.

Section 4. President. The President shall be the principal Officer of the corporation. 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 and the Executive Committee except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the corporation. The President shall annually report to the Board on activities and progress of the corporation and on activities and programs planned for the coming year. The President may execute for the corporation all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board. The President shall appoint members to standing committees, and establish and appoint members to other committees. The President will 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 organization's records. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board, the membership, and the Executive Committee. The Secretary shall give or cause to be given notices of Board meetings and other notices required by law or by these By-Laws. The Secretary shall keep all books, correspondence, committee minutes and papers relating to the business of the corporation, except those of the Treasurer.

Section 7. Treasurer. The Treasurer shall prepare the proposed annual budget and shall keep or cause to be kept, financial records of the corporation. The Treasurer will present to the Board at its annual meeting a report of the corporation'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 corporation, in addition to powers conferred on that officer by these By-Laws, will have such additional powers and 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 in resolutions adopted by a majority of the Board. Each such committee shall have such duties and responsibilities as are granted to it by the Board. Each such committee shall at all times be subject to Board direction and control. Committee members, other than members of the Executive Committee, need not be Directors.

Section 2. Executive Committee. The Board, by resolution adopted by a majority of the entire Board may establish an Executive Committee of at least two (2) members of the Board. The Board President shall be Chair of the Executive Committee. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board President of any responsibility imposed upon it. No person shall continue as a member of the Executive Committee after that person ceases to be a Director. The Board shall have the power to change the number of members of the Executive Committee, to fill vacancies thereon, to change any member thereof, to change the functions of the Committee or to terminate the existence of it.

- a. During intervals between the meetings of the Board, and subject to any resolution of the Board, the Executive Committee shall have and may exercise all the authority of the Board in the management of the corporation. The Executive Committee shall make a full report of all actions at the next Board Meeting.
- b. Regular meetings of the Executive Committee may be held at such time and place as may be determined by the Executive Committee or the Board. Special meetings may be called by the Chair of the Executive Committee. When such special meetings are deemed to be necessary, members of the Executive Committee will be notified in person, by mail, or by telephone, or by electronic means at least five (5) working days in advance.
- c. A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business. Acts of the majority of the members present at such meeting at which a quorum exists shall be the acts of the Executive Committee.

Section 3. Standing Committees. The Board may, by resolution passed by a majority of the Board as a whole, designate standing committees in addition to the Executive Committee. The president shall appoint all members of the standing committees and designate a Chair for each. A majority of the members of these committees must be members of the corporation. The Chairs of standing committees shall be Directors. Any committee so established shall have and may exercise such power as provided in the resolution, which established the committee. Dissolution of any standing committee shall be by resolution 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.

Section 4. Other Committees. Other committees may be established by the Board President or by a motion passed in an appropriately constituted Board meeting.

## **ARTICLE VIII - FISCAL MANAGEMENT**

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of

January in each year.

Section 2. Accounts. Books and accounts of the corporation shall be kept by direction of 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 corporation. 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 corporation 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. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such bank or banks or other depositories as the Board may elect.

Section 6. Contracts with Directors. The Board shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a Director of a related organization or (c) an organization in or of which a Director of the corporation is a director, officer or legal representative, or in some other way has a material financial interest unless:

- a. That interest is disclosed or known to the Board.
- b. The Board approves, authorizes or ratifies the action in good faith.
- c. The approval is by majority of Directors (not counting the interested Director).
- d. At a meeting where a quorum is present (not counting the interested Director).

The interested Director may be present for discussion 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. 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.

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

Section 9. Examination. Every Director of the corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of the corporation and, at their own expense, make extracts or copies therefrom.

## ARTICLE IX - MISCELLANEOUS

Section 1. Amendments. [The Board does not have the power to amend the Articles of Incorporation or these By-Laws. The Board may propose amendments to the Articles of Incorporation and By-Laws.](#) The Association membership has the right to amend, alter, change or repeal any provisions contained in these bylaws by the affirmative vote of fifty-one (51%) of the members in good standing who are present in person or by proxy at any Annual Meeting, provided notice of such amendment was given in advance of such meeting, or at any Special Meeting by the affirmative vote of fifty-one (51%) of the members in good standing, voting in person or by proxy.

Section 2. Dissolution. The Board may dissolve the corporation upon a vote of at least two-thirds of the full Board membership. Prior to vote of dissolution, the Board shall determine how to dispose of the organizations' assets, if any. However, assets will only be granted to a non-profit organization, as recognized by the U.S. Internal Revenue Service.

[These bylaws were adopted by vote of yes \(97\) and no \(0\) at the Special Meeting of the Membership on this day of 15 January 2022.](#)