

**BYLAWS OF
SUNSET LAKE ASSOCIATION OF PORTAGE COUNTY, INC.**

Article I - PURPOSE

The purpose of the Sunset Lake Association ("Association") is to preserve and protect Sunset Lake in Portage County, WI ("Sunset Lake") and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Sunset Lake, as a public recreational facility for today and for future generations.

Article II - STATUS AND LIMITATIONS

To carry out the program of the Association and to make effective representations on behalf of its members, the Association shall be organized as a non-profit, non-stock corporation under Chapter 181 of the Wisconsin Statutes. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article III - MEMBERSHIP

Section 1 - ELIGIBILITY: Membership in the Association shall be open to any individual, family, business, or organization, that (a) subscribes to the purposes of the Association and (b) owns or leases property within one mile of Sunset Lake; or (c) resides on or within one mile of Sunset Lake at least one month each year.

Section 2 - DESIGNATED REPRESENTATIVE: If the property owner is a trust, corporation, limited liability company, partnership, or if property is owned by more than one individual, up to two individuals may be designated as voting representatives. One voting representative will be named on the Sunset Lake Association application form. The named individual may designate another Person as their voting representative by submitting to the Association President in writing the name of the other voting representative.

Section 3 — ANNUAL DUES: The Association's fiscal year shall be January 1 December 31. Dues shall be \$50, and current year dues must be paid before or at the Annual meeting. Continued membership is contingent upon being up-to date on membership dues. Dues must be paid in full to be eligible to vote. Dues are nonrefundable.

Section 4 -MULTIPLE VOTING: Any individual member may cast only one vote on any question called to a vote. Up to two individuals may represent a family, a business, or organization; and each individual may cast one vote on any question called to a vote. The owner(s) of multiple properties shall only be entitled to a maximum of two membership votes.

Section 5 - REMOVAL OF MEMBERS: Upon a recommendation by a vote of a majority of the Board of Directors, members may be removed by a vote of two thirds of all members entitled to vote (notwithstanding whether all members are present at a meeting to vote on such removal).

Article IV -CASTING BALLOTS

A member must be present at the meeting at the time the vote is called in order to vote. Members signed-in to an electronic meeting at the time of the vote will be considered present and eligible to vote. No member may vote by proxy or absentee ballots.

Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held electronically during the month of January. The time shall be arranged by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections, discussion of projects, adoption of a budget, member concerns, and an educational program.

Section 2 - SPECIAL MEETINGS: A special meeting of the Association may be called at any time by the President, by majority vote of the Board of Directors, or by written request of one-twentieth of the members or six members, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting. 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 fundraising 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 hand delivery, email or by mail at least 30 days, but not more than 50 days prior to annual meetings and at least 15 days, but not more than 50 days prior to special meetings. The notice shall summarize any proposed changes in the By-laws, shall highlight any proposals to dissolve the Association, and shall include a description of the matter or matters for which the meeting was called. It shall be the responsibility of each member to inform the Association of his, her, or its current mailing address and email address. In all cases, notice shall be deemed given on the date of mailing.

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least 20 percent of the paid-up members or 15 members, whichever is less, are present. A majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 6 - PROCEDURE: Roberts Simplified 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 By-laws. 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 - AUTHORITY: Subject to directives of annual and special meetings and these By-laws, the Board of Directors shall have authority over the activities and assets of the Association.

Section 2 — COMPOSITION: The number of Directors of this Association initially appointed shall be at least 4 and not more than 7. The Board of Directors shall include the President, Vice -President, Secretary and Treasurer.

Section 3 - ELECTIONS: Election of Directors shall take place at the annual meeting of

members. Each member may cast one vote for each Director position open for election at such meeting. Election shall be by a majority of the members present at the meeting, provided a quorum is present. If no candidate receives a majority of votes in the first round of balloting, the two candidates with the most votes will stand for election in a second round.

Section 4 - TERMS OF OFFICE: Directors are elected for two-year terms. Their terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later. The terms of office of President, Vice-President, and one at large director, if any, expire in even-numbered years. The terms of office of Secretary, Treasurer, and one at-large director, if any expire in odd- numbered years.

Section 5 - BOARD MEETINGS: The new Board shall meet within 60 days of the annual meeting and at least one other time prior to the next annual meeting. Regular meetings shall be held at places, dates, and times established by the Board. Special meetings may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, mail, email, or personal contact. Three directors shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by majority vote of directors present, with the President voting only to break ties. Between meetings, the President may solicit decisions from the Board through written communications.

The Board of Directors may elect to hold this meeting electronically. In this case a notice will be sent to all members at least 15 days prior to the scheduled Meeting date.

Section 6 - VACANCIES: Any director who misses two consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the directors then in office, although less than a quorum but at least two.

Section 7 — RESIGNATIONS: A Director may resign at any time by filing a written resignation with the President of the Association. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation

by the President of the Board of Directors and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 8 - COMPENSATION: Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business.

Article VII - OFFICERS

Section 1 — ELECTION AND TERMS. The officers shall be elected by the Board of Directors. Each officer shall serve a term of two years. The Board of Directors may elect or appoint such other officers as it shall deem desirable, and such officers shall have the authority to perform the duty prescribed from time to time by the Board of Directors. An officer may be removed by a two thirds vote of the board at any time.

Section 2 - PRESIDENT: The President shall preside over all membership meetings and Board meetings. The President shall be the chief executive officer of the Association, responsible for day-to-day administration of the affairs of the Association and supervision of any employees or contractors. The President shall appoint all committee members who shall serve until the end of that President's term. The President is an ex-officio member of all committees.

Section 3 - VICE PRESIDENT: The Vice President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice President shall arrange for the educational segment of the annual meeting and carry out other assignments at the request of the President.

Section 4 - SECRETARY: The Secretary shall maintain the official records of the Association as well as any archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings. The Secretary shall maintain a current record of the names and addresses of members entitled to vote and shall send out notices of membership meetings.

Section 5 - TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks. The Treasurer shall prepare an annual financial

statement for the annual meeting and shall be responsible for presentation of the proposed-budget to the annual meeting.

Section 6 - MULTIPLE OFFICE HOLDING:(12) The same person may hold the offices of Vice President and Treasurer or the offices of Secretary and Treasurer.

Section 6 - OTHER OFFICERS Other officers may be appointed by the President, with concurrence of the Board. A legal counsel, an executive secretary, newsletter/website editor, or such other assistant officers as are deemed necessary need not be members of the Association.

Article VIII COMMITTEES

Section 1 - DEFINITION - A committee of the Association may be established by the Board of Directors. The motion to establish the committee shall state the purpose, composition, and length of time of the committee.

Section 2 - COMMITTEE MEMBERSHIP - The President shall appoint the members of the committee with the approval of the Board of Directors.

Section 3 - COMMITTEE CHAIR - The members of the committee shall elect the chair of the committee. The committee chair shall serve until the committee has completed its work.

Article IX - MISCELLANEOUS PROVISIONS

Section 1 - INDEMNIFICATION OF OFFICERS AND DIRECTORS: Directors and Officers shall be entitled to indemnification for actions as Directors or Officers to the extent permitted by Wisconsin law.

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a calendar year basis.

Section 3 - ACCOUNTS AND INVESTMENTS: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board of Directors.

Section 4 - CHECKS AND DRAFTS: All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the name of the

Association, shall be signed by an officer or officers of the Corporation in the manner determined by the Board of Directors. Checks or Payments greater than \$500.00 will require signatures of at least 2 Board Members.

Article X - ADOPTION AND AMENDMENTS

These By-laws, and any amendments thereto, may be adopted at any annual or special meeting of the Association by two-thirds vote of members present and entitled to vote. Proposed amendments to the By-laws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.

Article XI - 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.

CERTIFICATION

These By-laws were adopted by vote of yes () and no () at the Association meeting on this ____ day of January 2023.