

# Gilmore Lake Association By-Laws

Revised **June 26, 2010**

## ARTICLE I

### Purpose

The purpose of this Association is to support the protection and improvement of Gilmore Lake's waters, shoreline, watershed, fishery, flora and fauna for the benefit of its property owners, local residents and the general public.

## ARTICLE II

### Membership

#### A. Eligibility

The Association shall have one membership class. To be eligible for membership, a person(s) must be a Gilmore Lake lakeshore owner or must own real estate within one (1) mile of Gilmore Lake or must reside within one (1) mile of Gilmore Lake for not less than one month a year.

#### B. Member In Good Standing

Each eligible member shall be considered a member in good standing if their actions with respect to Gilmore Lake are consistent with the stated purpose of the Association and their annual dues are paid in a timely manner.

#### C. Voting Rights

Each member household (and each group of co-owners elected to membership where two or more persons own property) shall be entitled to one (1) vote provided that the member is in good standing.

#### D. Resignation/Termination

Any member may resign by submitting a letter of resignation to the Secretary-Treasurer. Membership may be terminated for failure to pay current dues or for actions that are inconsistent with the stated purpose of the Association.

#### E. Transfer of Membership

Membership in the Association is not transferable or assignable.

ARTICLE III  
Meetings

A. Annual Meeting

Each year a meeting of the members shall take place on a weekend between June 1 and August 31 of that year. Members shall be notified of the meeting date at least 45 days prior. The meeting shall be used, as needed, to elect board members, provide a treasury report and to conduct any other business that should come before the membership.

B. Special Meetings

Special meetings of the membership may be called by the President or by a vote of not less than five members in good standing. The Secretary-Treasurer, on written request of the required number of voting members, shall call the special meeting.

C. Location

The President may designate any location within Minong Township, Wisconsin, as the location for the annual meeting or any special meeting. If no designation is made and a special meeting is called, the meeting location shall be at the residence of any member.

D. Notification

Notice of a meeting of the membership shall be sent to each member in good standing by U.S. mail, email or newsletter. The notice shall include the date, place, time and purpose of the meeting. In the case of a special meeting, a notice shall be sent not less than 10 days prior to the date of such meeting. In the case of the annual meeting, notice shall be given at least two months prior to the meeting date.

E. Quorum

Fifteen members in good standing, of which at least two members are officers or directors, shall constitute a quorum for that meeting. If a quorum is not present at any meeting of the membership, the meeting may be adjourned by a majority vote of the members present.

F. Proxies

At any meeting of the membership, a member may vote either in person or by a proxy that is executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE IV  
Board of Directors

A. General Powers

A board of directors shall manage the affairs of the Association.

B. Conflict of Interest

Members of the board of directors shall strictly adhere to the Association's conflict of interest policy which is presented as an addendum to these by-laws.

C. Number, Tenure and Qualifications

The number of board members shall total seven and shall consist of a president, vice president, secretary-treasurer and four directors. Each board member shall be elected to a three-year term by a majority vote of the members present at an annual meeting at which a quorum is present.

Approximately one third of the terms shall expire each year. **Only one person from any member household/group may serve on the board at any given time regardless of whether the position is elected or appointed.** Only members in good standing of the Association may serve as members of the board of directors.

D. Election Process

At least thirty days prior to the annual members' meeting, a notice shall be placed in the Association's newsletter and website identifying those directors' whose terms are expiring. This shall disclose each director's interest in pursuing another term and shall also encourage potential candidates to attend the annual members' meeting. Candidates shall be solicited at the meeting and each provided the opportunity to address the members in attendance. A ballot listing all candidates shall be distributed and each voting member shall be allotted a number of votes equal to the number of open board positions. A voting member may vote all, some or none of their allotted votes but may not cast more than one vote for any given candidate. The votes shall be tallied and the open positions filled sequentially by the candidates receiving the highest number of votes until all positions are filled.

E. Regular Meetings

Two meetings of the board of directors shall be held annually, one before and one after the annual members meeting. The spring and fall are recommended. The date, location and time shall be designated by the President.

F. Special Meetings

Special meetings of the board of directors may be called by the President or by any two directors. The person or persons authorized to call special meetings of the board may fix the location, date and time of the special meeting.

G. Notification

Notice of any meeting of the board of directors shall be given personally, by mail, email or telephone to each member of the board of directors at his/her home address or email address as shown in the records of the Association. Board members are required to respond to such notification as to whether or not they plan to attend. Notification shall be deemed to have been delivered on receipt of the response from the board member

H. Quorum

A majority of the members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of board members are present then a majority of those present may adjourn the meeting.

I. Vacancies

Any "in term" vacancy occurring in the board of directors due to death, resignation, removal or disqualification shall be filled by appointment by the board of directors. A director appointed to fill such vacancy shall be appointed only for the remaining term of his/her predecessor in office.

ARTICLE V  
Officers

A. Officers

The officers of the board of directors of the Association shall be the President, Vice president and Secretary-Treasurer.

B. Election and Term of Office

The officers shall be elected by a majority vote of the directors of the board. Each newly elected officer shall serve a term of one year. An officer may serve consecutive terms as determined by vote of the directors.

C. Vacancies

Any "in term" vacancy in any office shall be filled by appointment by the board of directors for the remaining portion of the term.

D. President

The President shall be the principal executive officer of the Association and shall, in general, supervise and manage all of the business affairs of the Association. He/she shall preside at all meetings of the members and of the board of directors. He/she may sign along with the Secretary-Treasurer or any other officer of the Association any instruments that the members have authorized to be executed. He/she shall perform all duties consistent with the office of President and such other duties as may be prescribed, from time to time, by the board of directors.

E. Vice President

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. When acting in such capacity, he/she shall assume all the powers and be subject to all of the restrictions that are assigned to the office of the President. The Vice president shall perform such other duties as may, from time to time, be assigned to him/her by the President.

F. Secretary-Treasurer

The Secretary-Treasurer shall be responsible for keeping the minutes of all meetings of the membership and/or the board of directors, ensuring that all notices are duly given in accordance with the provisions of these by-laws or as required by law, acting as custodian of all records of the Association and maintaining an up to date address list of all members. If required by the members the Secretary-Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors shall deem appropriate. He/she shall have charge and custody of and be responsible for all funds and securities of the Association. He/she shall receive and give receipts for moneys due and payable to the Association from any source whatsoever and shall deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with Article VII of these by-laws. He/she shall, in general, perform all duties consistent with the office of the Secretary-Treasurer and such other duties as may be assigned by the President or the membership.

ARTICLE VI  
Committees

A. Internal Committees

Committees may be established by a resolution adopted by a majority of the board of directors present at a meeting at which a quorum is present. Members of each such committee shall be members of the Association unless otherwise provided in the resolution and shall be appointed by the President. A committee member may be removed from the committee either by the President or a majority vote of the board of directors, when it is judged that such removal best serves the needs of the Association.

B. Statement of Purpose

A committee's objectives and plans to achieve them shall be approved by the board of directors.

C. Term

A committee's role shall be reviewed and approved annually by the board of directors. A committee may be disbanded at any time by a majority vote of the board of directors.

D. Chairperson

A member of each committee shall be appointed as chairperson and shall be the primary liaison to the board of directors on committee activities.

E. Vacancies

A vacancy in the membership of any committee shall be filled by appointment made in the same manner as prescribed in section A of this Article.

F. Quorum

A simple majority of the members of a committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be an act of the committee.

G. Rules

Each committee shall adopt rules for its governance that are consistent with these by-laws and shall provide a report at least annually to the board of directors.

H. External Organizations

The board of directors may elect to have the Association represented in an external organization. The board of directors shall then appoint a representative who will be responsible for presenting the interests and positions of the Association to the external organization. The representative will also solicit input from and provide information to the board of directors regarding activities of the external organization. This shall not impede any Association member from joining an external organization for personal interest rather than as a representative of the Association

## ARTICLE VII

### Financial Transactions and Tax Status

A. Tax Exempt Status

The Association shall maintain its status as an IRS 501(c)3 organization by strict adherence to the requirements set forth in IRS form 1023. The board of directors shall periodically review the benefit of maintaining tax exempt status and shall act in accordance with the results of that review.

B. Checks, Drafts, etc.

All checks, drafts, notes or other orders for payment or evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer. (Eliminate the following: and countersigned by the President or Vice President of the Association unless otherwise established by resolution of the board of directors.)

C. Deposits

All funds of the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the board of directors may select.

D. Gifts

The board of directors may approve, on behalf of the Association, any contributions, gifts, bequest or device for the general purposes or for any special purpose of the Association.

E. Dissolution of Assets

In the event that a decision is taken to dissolve the Association, any assets of the Association shall be distributed to the Washburn County Lakes and Rivers Association providing it has maintained its IRS 501(c)3 status. The Wisconsin Association of Lakes shall serve as an alternate tax exempt organization.

ARTICLE VIII  
Books and Records

The Association shall keep correct and complete books and records of accounts. It shall also keep minutes of the proceedings of meetings of its members, board of directors and committees. A record of the names and addresses of all members in good standing shall be kept by the Secretary-Treasurer. The privacy of members' information shall be protected. No personal member information or membership lists shall be distributed either within or outside the Association. Member information may be shared within the board of directors as needed for the conduct of Association business. Any member, his/her agent or attorney may, for any proper purpose and at any reasonable time, inspect all books and records of the Association with the exception of members' personal information.

ARTICLE IX  
Dues

A. Annual Dues

The membership shall determine the amount of the annual dues at the Association's annual meeting and the dues shall be within the range of \$5 - \$50.

B. Payment of Dues

Dues shall cover the period from January 1 to December 31 of any given year and shall be payable each year prior to or at the annual meeting.

C. Default

Failure of any member to pay dues in a timely manner shall result in termination of his/her membership in the Association.

ARTICLE X  
Amendments to the By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the members present at an annual meeting at which a quorum is present. The board of directors shall review the by-laws every five years.

