

# Okee Bay (Mill Pond) Lake Association Bylaws

## BYLAWS

Okee Bay (Mill Pond) Lake Association Inc.

A Not-for-Profit Corporation

P.O. Box 52

Lodi WI 53555

# Okee Bay (Mill Pond) Lake Association Bylaws

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# **Okee Bay (Mill Pond) Lake Association Bylaws**

## **Article I - PURPOSE**

The purpose of the Association is to preserve and protect Okee Bay/Mill Pond Lake and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values. To provide a conduit to ensure long term nutrient and aquatic invasive species control and water quality improvement and sustainment.

## **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 nonprofit, non-stock corporation under Chapter 181 of the Wisconsin Statutes. (Sections of the Statutes are cited throughout these bylaws.) 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 the lake for which the association was incorporated;

- A. Members must be at least 18 years of age.
- B. Each property can have one membership.
- C. Businesses or organizations can designate one paying member to serve as representatives of the business/organization.

### **Section 2 - DUES**

- A. The dues will be reviewed and set annually at the Annual meeting by the Board
- B. Dues are to be paid within 60 days of the Annual meeting

### **Section 3 - ADDITIONAL COSTS**

Any proposals to enhance the quality of the lake that are not covered by a grant, will be paid for by each property owner who wants the treatment or service for their section of the lake. For projects that address sections of the lake that are not part of a property owner, additional fundraising may need to be done to supplement any grants.

### **Section 4 - GENERAL RIGHTS OF MEMBERSHIP**

- A. Members may attend any special membership or annual meetings and have the right to address the Board and/or membership in accordance with the usual rules of order
- B. Members may attend any board meeting and have the right to address the Board in accordance with the usual rules of order and at the direction of the presiding officer.
- C. Members may submit resolutions for consideration by the Board.

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- D. Periodically, but not less than once a year, members will receive information on the activities and financial status of the Association. Members may request Association information at any time throughout the year.

### **Section 5 - TERMINATION OF MEMBERSHIP**

- A. A member may be expelled from the Association for cause, on a two-thirds affirmative vote of all members present.
- B. They are entitled to vote at the 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 and speak on his/her behalf at the meeting prior to the final vote.
- C. The motion shall specify the duration of the expulsion, not to exceed five years.
- D. Membership dues are non refundable and not prorated.

## **Article IV - MEMBERSHIP VOTING**

### **Section 1 - VOTING**

Only one vote can be cast by a member on any question called to a vote.

### **Section 2 - VOTING PROCEDURE**

A member must be present at the meeting at the time the vote is called in order to vote. No member may vote by proxy or absentee ballots. All votes shall be counted by a show of hands unless otherwise specified in these bylaws. Voting members may not cast more than one vote on any question called to a vote. Votes shall be counted by two members not running for office appointed by the presiding officer.

### **Section 3 - CONTESTING A VOTE**

Any voting member present when a vote is taken may contest the outcome of a vote. A request for a recount shall be allowed immediately following the announcement of the contested results. The request for a recount shall be made in person in the form of a motion and second by voting members. The recount shall take place immediately upon passage by the membership present of the recount motion.

Depending on the manner in which the votes were cast, the procedure for conducting a recount is:

- A. Voting by show of hands: The question is read and voting members are asked to raise their hand for or against. Two members not running for office appointed by the presiding officer shall independently recount the raised hands. If the independent counts are not equal, a recount again occurs but voting members are asked to stand rather than raise their hands to indicate their vote. A standing vote is repeated until the two counts are equal.
- B. Voting by ballot: Two teams of two members not running for office appointed by the presiding officer shall independently recount the ballots. If the independent counts are

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not equal, the president shall select a third team of two members. A recount shall be conducted by the three teams until two teams agree on the vote tally.

### **Section 4 - REFERENDA**

The board of directors may at any time solicit reactions from members through a mail survey, email survey or an electronic web based survey like Survey Monkey. The board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the board. The annual meeting may initiate an advisory or a binding referendum and shall specify the exact wording of the question and the required follow-up action by the board. Members shall have 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in electronic form within 90 days of the response deadline.

## **Article V - MEMBERSHIP MEETINGS**

### **Section 1 - ANNUAL MEETING**

The annual meeting of the Association shall be held during the third quarter of each calendar year. At a time, place and date arranged by the Board. The annual meeting shall be for the purposes of receiving reports of officers and committees, electing board members, hearing member input, and addressing any other Association business that may arise. Officer and committee reports, including the nominating committee report, shall be available in the form of an annual report to the membership at least one week prior to the annual meeting. Voting for board members shall be by show of hands or ballots, at the discretion of the presiding officer.

### **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 twenty five percent of the total membership. 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 - 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 must be at least 15 days, but not more than 30, prior to meetings. Notification shall be made electronically to all members.

### **Section 4 - QUORUM**

No formal business may be conducted at membership meetings unless at least twenty five percent of the total membership is present or a minimum of 10 members whichever is less.

### **Section 5 - PROCEDURE**

Robert's 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

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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 - AUTHORITY**

Subject to directives of annual and special meetings and these Bylaws, the Board of Directors shall have authority over the activities and assets of the Association.

### **Section 2 - COMPOSITION**

The Board of Directors shall include the President, Vice President, Secretary, Treasurer and Two at-large directors. These positions can not be from the same property due to only one membership per property.

### **Section 3 - ELECTIONS**

The Board shall nominate one or more members for each vacant position on the Board. Additional nominations of members, present at the annual meeting and willing to serve, shall be taken from the floor. All elections for the Board shall be conducted by secret, written ballot at each annual meeting.

### **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, Secretary, and one at-large directors expire in even-numbered years. The terms of office of Vice President, Treasurer, and one at-large directors expire in odd-numbered years.

For the initial term of office, the President, Secretary, and one at-large directors will serve for three years.

### **Section 5 - BOARD MEETINGS**

- A. The new Board shall meet within 60 days of the annual meeting and at least one other time prior to the next annual meeting.
- B. Regular meetings shall be held at places, dates, and times established by the Board.
- C. Special meetings may be held on the call of the President or any board members.
- D. Four board members shall constitute a quorum for the transaction of business.
- E. The meetings shall be open to the members and meeting agendas of board meetings will be posted on the website/Facebook page.
- F. Decisions shall be made by majority vote of Directors present, with the President voting only to break ties.

### **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

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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 - 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 - PRESIDENT**

- A. The president shall preside over all membership meetings and Board meetings and have general supervision over the affairs of the Association.
- B. The president shall confirm the committees needed for the Association during their term
- C. The president shall appoint all committee members/leaders who shall serve until the end of that President's term.
- D. The president is an ex-officio member of all committees and shall be one of the signatories on all bank accounts.
- E. The president shall appoint an audit committee of members approved by the Board for an annual financial audit.

### **Section 2 – VICE PRESIDENT**

- A. The vice-president shall assume the duties of the President should that office become vacant
- B. The vice-president shall preside at meetings when the President is unable to attend.
- C. In the absence of both the president and vice-president, the Board shall choose one of its directors to act temporarily.
- D. The vice-president shall be one of the signatories on all bank accounts.

### **Section 3 - SECRETARY**

- A. The Secretary shall maintain the official records of the Association as well as any archives.
- B. The Secretary shall record and distribute the minutes of member meetings and Board meetings.
- C. 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.
- D. The secretary shall calculate the total membership for the purpose of calculating quorums as required in these bylaws
- E. The secretary will preserve and maintain historical records, documents and communications of the Association
- F. The secretary shall prepare and make available the annual report with the assistance of all officers and committees.

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## **Section 4 - TREASURER**

- A. The Treasurer shall maintain the financial records of the Association.
- B. The Treasurer shall prepare an annual financial statement for the annual meeting
- C. The Treasurer shall be responsible for presentation of the proposed budget to the annual meeting.
- D. The treasurer shall not be a signatory on any bank accounts
- E. The treasurer shall present checks to the president and vice-president for signature.

## **Section 5 - OTHER OFFICERS**

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

## **Article VIII - MISCELLANEOUS PROVISIONS**

### **Section 1 - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

As provided by Wisconsin law, the Association shall indemnify any officer, director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association.

### **Section 2 - FISCAL YEAR**

The records and accounts of the Association shall be maintained on a calendar year basis. Membership dues are 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. Funds not needed for current operations shall be deposited in savings, investment accounts or certificates as authorized by the Board.

### **Section 4 - CONFLICT OF INTEREST**

A board member shall disclose any conflict of interest, shall not participate in discussion, and shall abstain from voting on any matter in which contracts for goods or services will be awarded by the Association when that board member, his/her family member or relative, his/her employer or employee are a party to the contract. Furthermore, the Association will take no action that would violate State and/or Federal laws/rules that govern nonprofit organizations.

### **Section 5 - CONTRACT AND EXPENDITURES REVIEW PERIOD AND PROCEDURES**

All contracts entered into by the Association for goods and service shall be in writing. All contracts must be approved by the Board.

## **Article IX - DISSOLUTION**

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- A. The Board, 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.
  - B. 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.
  - C. Such a resolution shall direct the Board to prepare a dissolution plan for subsequent approval by the members as provided under Wisconsin law.
  - D. 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.
- Sec. 181.1401 Sec. 181.1403

### Article X - ADOPTION AND AMENDMENTS

- A. These bylaws, 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.
- B. Proposed amendments to the bylaws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.
- C. Bylaws shall be reviewed periodically, but not less than every 5 years.
- D. Certification of bylaws shall be listed below and updated when amended.

Version	Date	Vote	
Okay Bay Bylaws v1	04/18/2023	5 Yes, 0 No	Adopted