

**BYLAWS OF
NAMAKAGON LAKE ASSOCIATION, INC.
(a non-profit, non-stock corporation
under Chapter 181 of the Wisconsin Statutes)**

Mission Statement: The Namakagon Lake Association, Inc. was formed in 1995 for the purpose of preserving and protecting Lake Namakagon and its environs. The Namakagon Lake Association, Inc. (NLA) is a not for profit organization that relies on the contributions and membership fees of land owners and other concerned citizens for its funding. It is our goal to preserve and protect Lake Namakagon as an environmentally healthy watershed, by sponsoring educational programs, adopting a pro-active role in the formulation of water and shoreland regulations, and responsible use of this unique and irreplaceable resource for all citizens.

ARTICLE I

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 or resides in the vicinity of Namakagon Lake, as hereinafter defined. Membership shall be allowed to any individual or other entity who owns realty which fronts on said lake or who, for at least one month each year, leases property or resides on property within one mile of said lake. Namakagon Lake shall include any lake connected to it by a navigable waterway.

Section 2 - DUES: Dues shall be such amount as the members shall determine but shall be at least \$10.00 and shall not exceed \$25.00 per year. Initial dues shall be \$10.00. Dues shall be for a calendar year.

Section 3 - VOTING

a. ENTITLEMENT TO VOTE: Each membership of the Association shall have one vote on or in respect of any matter in which members of the Association have the right to vote under the terms of the Articles of Incorporation, these Bylaws or any applicable statute or rule of law. There shall be no cumulative voting for directors or on any other matter. Upon demand of any member, the vote for directors or the vote upon any question before the meeting shall be by ballot. Except where otherwise required or provided by statute, by the Articles of Incorporation or by other provisions of these Bylaws, all elections shall be had and all questions decided by a majority vote of the members voting. To be eligible to vote, all members must be 18 years of age and a paid member by August 1st prior to the Annual Meeting.

b. VOTING BY MAIL: If the notice of annual or special meeting or of voting shall specify that voting is to be by mail vote, each member may vote by written ballot mailed to the address specified in the notice. Voting will be done by ballot only. Ballots will contain a proxy option for those that cannot attend the meeting. Ballots shall be mailed out at least 21 days prior to the Annual Meeting. Ballots being returned by mail must be addressed to Namakagon Lake Association, P.O. Box 536, Cable, WI 54821, must be received one day prior to the election, and opened by the election board on the day of the election. On the day of the election, nominations from the floor and write-ins are also welcome.

c. REFERENDA: The Board of Directors may at any time solicit reactions from members through a mail survey. 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 return response forms within the prescribed time. Results of the referendum shall be announced at a membership meeting or in printed form within a reasonable period after the response deadline.

Section 4 - MEMBERSHIP MEETINGS

a. ANNUAL MEETING: The Annual Meeting of the Association shall be held in the vicinity of Namakagon Lake during the month of August. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting. The agenda of the Annual Meeting shall include election of the Board of Directors and for the transaction of any other business that may properly come before the meeting.

b. SPECIAL MEETINGS: A special meeting of the Association may be called at any time by the President at the written request of 2 or more members of the Board of Directors, or at the written request of 1/20th of the members or 6 members, whichever is greater. Business transactions at such meetings shall be confined to purposes stated in the notice thereof.

c. NOTIFICATION: Written notice of the Annual Meeting of the members shall be given at least 21 days before such meeting, and of a special meeting of the members, 10 days before such meeting. The notice shall state the time, place and object thereof and shall be mailed to the last known address of each member, postage prepaid.

d. QUORUM: The presence at any meeting in person or by proxy of twenty (20) percent of the members of the Association entitled to vote, shall constitute a quorum for the transaction of business. Each member shall be entitled to one (1) vote. If, however, twenty (20) percent of the members shall not be present in person or by proxy at any meeting of the members, or if the voting is by mail and the votes of twenty (20) percent of the members have not been received in time to be counted, those present or those voting by mail shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until the requisite number of members

shall be represented. At such adjourned meeting at which the required number of members shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

ARTICLE II

BOARD OF DIRECTORS

Section 1 - GENERAL POWERS: The business, property and affairs of the Association shall be managed by a Board of Directors.

Section 2 - NUMBER, QUALIFICATIONS AND TERMS OF OFFICE: The affairs, activities, rules, regulations and policies of this association shall be established and managed by the Board of Directors, who shall be seven (7) in number. All Directors shall be elected for a period of three (3) years. There will be three (3) Directors elected at the Annual meeting in 2005 and two (2) directors shall be elected in each of the next two (2) years. This sequence of alternating the election of three (3) directors then two (2) each of the next two years shall be followed thereafter. The Secretary shall keep records of the term sequences. Any vacancy on the Board of Directors shall be filled by appointment by the majority vote of those remaining Directors then in office, and such person or persons so appointed shall hold office until the next Annual Meeting of the members, at which time the members shall then elect a replacement for each appointee to serve out the balance of an incomplete term.

It is expected that Board Members will attend at least three-quarters (3/4) of the Board of Directors meetings during the year. If the Directors do not fulfill this requirement, they may be removed by the majority vote of the remaining Board of Directors.

Board Members will be allowed to serve on the Board of Directors for two (2) consecutive terms of three (3) years (total of six (6) years). Former Board members may be reelected after a one (1) year period of not being on the Board. The Board members newly elected in 2004 shall serve a three (3) year term; Board members re-elected in 2004 shall serve a two (2) year term. In 2005, three (3) Board members shall be elected. In 2006, two (2) Board members shall be elected. In 2005 and 2006, any Board member who has served less than a total of six (6) years consecutively shall be permitted to run for re-election for a successive three (3) year term.

During the Annual Meeting of the membership when elections are being held, persons nominated for the Board of Directors should state their positions, goals, and qualifications to serve on the Board before the membership votes.

Section 3 - ORGANIZATIONAL MEETING AND ANNUAL MEETING: The meeting at which these Bylaws are adopted shall constitute the organizational meeting of the first Board of Directors. At that meeting the first Board, in addition to adopting these Bylaws, shall elect officers of the Association to serve until the 1996 Annual Meeting of

the Board and may transact any other business that may properly come before the meeting. An Annual Meeting of the Board commencing in 1996 shall be held for the purpose of electing officers of the Association to serve until the next Annual Meeting of the Board and until their successors have been elected and have qualified, and for transacting any other business that may properly come before the meeting as soon as practicable after each Annual Meeting of the members of the Association, either without notice immediately following that meeting and at the same place, or at such other time and place as may be specified, or by a written notice given as provided in these Bylaws for special meetings of the Board or by a written consent and waiver of notice signed by all of the Directors.

Section 4 - SPECIAL MEETINGS: Special meetings of the Board may be called by the President at any time and shall be called by him or her whenever requested to do so in writing by any two members of the Board. Notice of special meetings may be given to each Director personally or by mail or telegram at least five (5) days prior to the meeting. A special meeting may be called without notice to the Directors if a full Board convenes and all agree to the holding of the meeting at such time and place, and waive all rights of notice thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by all of the Directors.

Section 5 - QUORUM: At all meetings of the Board, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 6 - POWERS OF DIRECTORS: In addition to the powers and authorities conferred upon them by these Bylaws, the Articles of Incorporation, or by statute, the Board of Directors shall have the power to do all lawful acts necessary and expedient to the conduct of the business of this Association.

ARTICLE III

OFFICERS

Section 1 - NUMBER AND OFFICES: The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as may be from time to time determined by the Board of Directors. Any two (2) offices, except those of President and Vice-President and those of President and Secretary, may be held by one (1) person.

Section 2 - ELECTION, TERMS OF OFFICE AND QUALIFICATIONS: At their organizational meeting, the first Board of Directors shall elect one of their number as President of the Association, and from within or without their number they shall elect a Vice-President, Secretary and Treasurer of the Association. Thereafter, officers of the Association shall be elected at each Annual Meeting of the Board of Directors. The

President of the Association must be a member of the Board of Directors. The officers of the Association shall hold office until the next Annual Meeting of the Board of Directors or until their successors are elected and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed from office at any time by the affirmative vote of a majority of the entire Board of Directors, with or without cause.

Section 3 - PRESIDENT: The President shall be the chief executive officer of the Association; he or she shall preside at all meetings of the members and directors; he or she shall have general active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect.

Section 4 - VICE-PRESIDENT: The Vice-President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 5 - SECRETARY: The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that purpose and shall perform like duties for any standing committee when required. He or she shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be.

Section 6 - TREASURER:

a. The Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the Association, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.

b. The Treasurer shall disburse the funds of the Association as may be ordered by the Board taking the proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings of the Board or whenever they require it an account of all his transactions as Treasurer and of the financial condition of the Association.

c. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision the Treasurer shall be.

Section 7 - OFFICERS NOT TO LEND CORPORATE CREDIT: No officer of the Association shall sign or endorse in the name of or on behalf of the Association or in his or her official capacity, any obligation for the accommodation of any party or parties, except upon the express direction of the Board of Directors, nor shall any check, note, bond, stock certificate or other security or thing of value belonging to the Association be used by any officer or director as collateral for any obligation of his or her own, or for any purpose other than the use of the Association.

ARTICLE IV

WAIVER OF NOTICE, ACTION WITHOUT MEETINGS, IRREGULAR MEETING

Section 1 - WAIVER OF NOTICE: A member of the Association or a Director may execute a written waiver of any notice of any meeting required to be given by statute, by the Articles of Incorporation, or by any provisions of these Bylaws either before, at or after that meeting, and any such waiver when signed as hereinafter provided shall be equivalent to such notice. Any such waiver shall be filed with the person designated to act as Secretary of that meeting, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by any member or director shall also be deemed a waiver of notice thereof, unless it appears that the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 2 - ACTION WITHOUT MEETING: Any action by the Directors or by the members without a meeting, which is taken or authorized in writing, by fax or electronic substitution (i.e. email) by all of the Directors, or by all of the members of the Association as the case may be, shall be valid and effective.

ARTICLE V

DEALINGS WITH OTHER ASSOCIATIONS AND ORGANIZATIONS

In the absence of fraud, no contract or other transaction between this Association and any other entity, and no other act of this Association, shall in any way be invalidated or otherwise affected by the fact that one or more of the Directors or officers of this Association are pecuniarily or otherwise interested in or are directors or officers of that other entity. Any director or officer individually, or any partnership, association or business entity of which any director or officer is a member or beneficiary may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Association, provided the fact that he or she individually, or such partnership, association or business entity is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and no director of this Association who is also director or officer of any such other entity or who is so interested, or is a member or beneficiary of a partnership, association or business entity that is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction with like force and effect as if he were not a director or officer of such other entity, were not so interested or were not a member or beneficiary of the partnership, association or business entity so interested.

ARTICLE VI

Section 1 - COMMITTEES. The Association shall have such committees as the Board of Directors shall from time to time determine. The President shall appoint the members of the committees. Unless action has been taken as required in Section 2 hereof, the committees shall report to the Board of Directors which shall take such actions as it deems appropriate on the reports of such committees.

Section 2 - DELEGATION TO COMMITTEES. The Board of Directors, by resolution adopted by a majority of the number of directors present and voting at a meeting, may designate one or more committees, each committee to consist of three or more directors elected by the Board of Directors, which committee or committees shall have, and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Association, to the extent provided in said resolution or in the Articles of Incorporation or in the Bylaws.

ARTICLE VII

AMENDMENT OF BYLAWS

These Bylaws may be amended or altered by the vote of a majority of the whole Board of Directors at any meeting or by action in writing signed by all of the Directors, provided that notice of such proposed amendments shall have been given in the notice given to the Directors of such meeting, if such amendment is to be adopted at such meeting. Such authority in the Board of Directors is subject to the powers of the members to change or repeal such Bylaws by a majority vote of the members present and represented at any Annual Meeting or any special meeting called for that purpose.

Bylaws amended 10-20-16 DMD.