

NSTLRA Members: the following shows the adjustment to the By-Laws the Board has considered. The things in yellow would be REMOVED from the By-Law language. The words in red would be ADDED to the By-Law language if these adjustments were approved by the Membership at the July 2019 Annual Meeting. Your questions, comments and/or suggestions are welcome and will be considered by the Board.

BY-LAWS

as Amended at the Annual Meeting on July 9, 2016

Article I - PURPOSE

Section 1 -- The Association shall be known as North and South Twin Lakes Riparian Association, Inc (NSTLRA, INC)

Section 2 -- The Association shall be organized as a non-profit, non-stock corporation under Chapter 181 of the Wisconsin Statutes, for the benefit of the general public. No asset of the Association shall benefit any officer or member. The Association shall not participate in partisan political activity. The Association shall not be a regulatory body. (Amended 07/07/02) -- 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.

Section 3 -- The purpose of the Association shall be as follows:

a. To educate property owners of North and South Twin Lakes about issues that may affect the quality of life on North and South Twin Lakes and as an Association, to work to protect and improve this quality.

b. To provide a collective voice that will represent the best interests of property owners regarding issues that affect North and South Twin Lakes, the towns of Conover and Phelps, and the surrounding area.

c. To maintain a working relationship with the North & South Twin Lakes protection and Rehabilitation District regarding Wisconsin Department of Natural Resources and other organizations that can influence the limnological (physical, biological and other features of the lake) and ichthyological (fish) quality of North and South Twin Lakes.

d. To create a sense of community among property owners resulting in an increased awareness that North and South Twin Lakes are a fragile resource whose reputation, property values and future depends upon the stewardship of its citizens.

To provide a leadership body to whom property owners can direct questions, concerns or suggestions regarding North and South Twin Lakes.

e. To provide property owners with suggested standards of common sense lake stewardship that discourages pollution, excessive noise, reckless powerboat operation and other activities that may adversely affect the property owner's enjoyment of North and South Twin Lakes.

f. To recommend and work for such zoning that will protect North and South Twin Lakes Riparian owners from undesirable land and water use.

Article II – MEMBERSHIP

Section 1 -- Full 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 property on or within one mile of North and South Twin Lakes shoreline, or resides within one mile of the shoreline at least one month a year.

Section 2 -- Associate membership in the Association shall be open to any individual who (a) subscribes to the purposes of the Association and/or (b) is of the immediate family of regular member property owners.

Section 3 -- The annual dues of the Association shall be not less than ten dollars (\$10.00) nor more than twenty-five dollars (\$25.00), the amount determined by the Board of Directors.

Section 4 -- Membership shall be on a fiscal year basis, beginning the first day of July and expiring on the last day of June.

Article III - OFFICERS

Section 1 -- PRESIDENT: The duties of the President shall be as follows

- a. To preside over all membership meetings and meetings of the Board of Directors.
- b. To appoint all committee members who shall serve until the end of the President's term.
- c. To uphold the mission of the Association.

Section 2 - VICE-PRESIDENT: The duties of the Vice-President shall be as follows:

- a. To assume the duties of the President should that office become vacant or when the President is unable to officiate.
- b. To carry out assignments at the request of the President.

Section 3 -- SECRETARY: The duties of the Secretary shall be as follows:

- a. To keep minutes of all Board of Directors and general membership meetings and disseminate same.
- b. To conduct the correspondence of the Association and provide notice of all meetings of the general Association membership and board of directors, and in the case of special meetings, to state the business intended.
- c. To have and maintain custody of all reports and documents connected with the proceedings of the Association.

Section 4 -- TREASURER: The duties of the Treasurer shall be as follows:

- a. To maintain the financial records of the Association; sign all checks following a Board approved process for authorizing the payment of the Associations incurred expenses.
- b. Jointly with Membership Chair, to notify the Association membership of annual dues payment/renewal and to collect all monies due the Association.
- c. To deposit the funds in the name of the Association in a depository approved by the Board of Directors.
- d. To present, at each stated meeting, and whenever so requested by the Board of Directors, a detailed account showing the financial condition of the Association.

Section 5 -- 501(c)(3) Tax Exempt Organization (amended 07/07/02)

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.

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 organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of 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.
- c. 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.

Article IV - BOARD OF DIRECTORS

Section 1 -- AUTHORITY: Subject to the directives of annual and special meetings of the Association membership, and of these by-laws, the Board of Directors shall have authority over the activities and assets of the Association. The Board shall make such rules for their own government and for the government of the committees appointed by the President, as they deem proper.

Section 2 -- TERMINATION OF MEMBERSHIP: A member may be expelled from the Association for cause, on a two-thirds affirmative vote of all members present at a meeting called specifically for that purpose. They are entitled to vote at a 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 speak on his/her behalf at the meeting prior to the final vote. The motion shall specify the duration of the expulsion, not to exceed five years.

Section 3 -- COMPOSITION: The Board of Directors shall consist of not fewer than **nine (9)** **eleven (11)** **nor more than eleven (11)** **thirteen (13)** members in good standing. Within these constraints the number of directors shall be determined from time to time by a majority of the directors. The President, Vice-president, Secretary, and Treasurer are members of the board. The immediate past president shall serve as an advisor to the board.

Section 4 -- FUND APPROPRIATION: All appropriation of the funds of the Association shall be made by the Board of Directors. Expenditures of Association funds in the amount of fifty per-cent or less of the total Association cash assets may be made with majority Board approval. Expenditures in excess of fifty per-cent of the total Association cash asset shall require at least two-thirds approval from members present at the annual membership meeting. Expenditures of one-fifth or less of the total Association cash assets may be made upon approval of the Association President and Treasurer without consent of the Board or the Association membership.

Section 5 -- BOARD MEETINGS: It shall be the duty of the Board of Directors to designate the meeting place, date, and time for all Association Board meetings. The newly elected Board of Directors shall meet immediately after the annual election meeting, or within twenty (20) days thereafter. **At least three (3) additional meetings shall be held by the Board between May and September each year.** **Other meetings shall be held on, or as close as practical to, the last Saturday in May and August.** The Secretary of the Association shall notify all Board members of such meeting, at least one (1) week in advance. Special meetings of the Board of Directors may be called at the discretion of the President or by action of three (3) Directors, upon five days written notice. Six members shall constitute a quorum.

Section 6 -- COMMITTEES: The President with the Board shall appoint such committees as deemed necessary, to support the efforts of the Association.

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.

Section 8 -- ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations may be taken from the floor at the annual meeting, provided that the nominated individual is an association member in good standing and has given his/her consent to be placed into nomination. **Voting shall be by written, secret ballot, by members in good standing.** A majority of votes cast shall be necessary to elect.

Section 9 -- TERMS OF OFFICE: Directors shall be elected for two year terms. Officers shall be elected or reelected by a majority vote of the Board of Directors at the conclusion of the annual meeting. All vacancies in elective office shall be filled promptly by appointment of the Board of Directors.

Article V - MISCELLANEOUS PROVISIONS

Section 1 -- INDEMNIFICATION OF OFFICERS AND DIRECTORS: As provided by Wisconsin Statute Chapter 181, 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 -- FUNDS AND INVESTMENTS: Funds of the Association shall be promptly deposited at the financial institution designated by resolution of the Board of Directors. Funds not needed for current operations shall be deposited in investment vehicles as authorized by the Board of Directors.

Section 1 -- ANNUAL MEETING: There shall be an annual membership meeting each year between June 1st and July 31st.

Section 2 -- QUORUM: No formal business may be conducted at the membership meeting unless at least one-tenth of the members, or twelve members, whichever is greater, are present.

Section 3 -- RULES OF ORDER: All meetings shall be conducted in accordance with Roberts' Rules of Order. At each meeting, the following order of business shall be observed:

- Call to order.
- Reports of officers.
- Reports of committees.
- Unfinished business.
- New business.
- Election of directors.
- Adjournment.

Article VII - 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. Amendments to the By-laws must be summarized in the notice of the annual meeting at which the amendments are to be voted on.

CERTIFICATION

These By-laws were adopted by a vote of 85 yes and 0 no at the Association meeting on this 25th day of June, 2006.

Charlie Miller, President and Bonnie Kuhrt, Secretary

Article III Section 4 was amended on July 9, 2016 by a unanimous vote of the members present at the Association's Annual Meeting.

Roger Ganser, President and Susan Pamperin, Secretary