

SUGARBUSH LAKES ASSOCIATION, INC.
BY-LAWS
August 15, 2015

Article I - Organization

The Sugarbush Lakes Association shall be organized as a non-profit, non-stock corporation under Chapter 181 of the Wisconsin Statutes.

Article II - Purpose

The purpose of the Sugarbush Lakes Association is to:

- 1) Preserve and protect the environment of Lower, Middle and Upper Sugarbush Lake and their surroundings,
- 2) Establish a baseline water quality record; assess trends over time and promote activities to improve water quality as needed,
- 3) Monitor the lakes and channels for Aquatic Invasive Species (AIS) and assess options for minimizing impact,
- 4) Assess a baseline status of the current fishery; establish goals and identify options for fishery maintenance and improvement, and
- 5) Establish a communications network for property owners and association members.

Article III - Membership

Section 1 – Eligibility: Membership in the Sugarbush Lake Association shall be open to any individual and/or family that owns or leases property on or in the neighborhoods surrounding Lower, Middle and Upper Sugarbush Lakes. (Ask Carol Scholl (DNR) for legal wording)

Section 2 - Dues: Dues shall be \$20.00 per person paid per fiscal year basis (January 1 to December 31) and due by April 1. New members may join at any time. For the startup year (August 15 to December 31, 2015), dues will be \$10 to enable startup activities.

Article IV - Voting

Section 1 – Multiple Voting: Only members who have paid their dues may vote on any question called to a vote. Up to two individuals may represent a parcel and vote on issues.

Section 2 – Casting Ballots: All paid members present at the annual or other meeting may vote. Any member may designate in writing a proxy for his/her

vote. No absentee ballots will be allowed. All votes shall be counted by a show of hands, or ballot when necessary.

Article V - Membership Meetings

Section 1 – Annual Meeting: The annual meeting of the Association shall be held in the vicinity of the Sugarbush Lakes on the third Saturday in June, unless another Saturday in June is selected by the Board of Directors (with appropriate notice). The Board of Directors shall arrange the time and place of the annual meeting, unless specified at the previous annual meeting. The agenda of the annual meeting shall include elections, discussion of projects, and adaption of a budget, member concerns, an educational program and optional social 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 the majority of the members or six members, whichever is greater.

Section 3 – Informational Meeting or Special Events: 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 fund-raising 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 that has not yet renewed their membership. Notification may be by hand delivery, by email or by mail at least 30 days prior to annual meetings and at least 15 days, but not more than 50, prior to special meetings. The notice shall summarize any proposed changes in the By-laws, shall highlight any proposals to dissolve the Association, and may include a detailed agenda.

Section 5 - Quorum: No formal business may be conducted at the annual or special meetings unless representatives of at least 33% of the paid-up members are present.

Section 6 - Procedure: Roberts 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 Board of Directors will be comprised of a minimum of four or a maximum of eight members. Each lake must be represented by at least one Director. If one of the lakes has no members in the Association, they will not have a Director.

Section 3 – Elections: The Board of Directors 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 a show of hand, or secret written ballot, if multiple candidates are running.

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 Directors shall meet within sixty days to elect a President, Vice-President, Secretary, and Treasurer, each of whom will serve in that capacity until the Board meeting following the next year's annual meeting. Directors' terms will expire so that approximately half the positions expire each year. Officers can be re-elected with no term limit.

Section 5 – Board Meetings: The new Board shall meet within 60 days of the annual meeting. Regular Board meetings shall be held at places, dates, and times established by the Board. Special meetings of the Board may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, e-mail, or personal contact. Fifty percent participation by directors shall constitute a quorum for the transaction of business. Meetings shall be open to all members. Decisions shall be made by majority vote of directors present. Between meetings, the President may solicit decisions from the Board through written or e-mail communications.

Section 6 - Vacancies: Any director who misses two consecutive meetings without good cause as determined by the majority of the Board may, at the discretion of the Board, be removed from office. In the event of the resignation or inability to perform the position's responsibilities on the part of any officer or Director, that position will be deemed vacant. 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 - 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 – Restrictions: No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article VII - Officers

Section 1 - 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 2 – 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. The terms of the President and Vice President should be staggered, if possible, so they are not elected at the same time.

Section 3 - Secretary: The Secretary shall maintain the official records of the Association as well as 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 4 – 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 at the annual meeting. The Vice President shall act as co-signer and/or alternative. If the State of Wisconsin requires an annual financial statement, the Treasurer will prepare the statement and President will submit the report to the State. (Check with Carol Scholl).

Section 5 – Multiple Office Holding: The same Board of Directors member may hold the offices of Vice President and Treasurer or the offices of Secretary and Treasurer.

Section 6 – Other Officers: the President may appoint Additional officers, with concurrence of the majority of the Board members.

Article VIII - Committees

The Board may form committees, examples are, membership committee, social committee, education and boating safety committee, fishing and water quality committee, aquatic plant and algae committee, and others.

Article IX - 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 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 fiscal year basis (January 1 to December 31).

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 may be deposited in investment accounts or certificates as authorized by the Board of Directors.

Article X - Adoption and Amendments

By-laws can only be changed at the Annual Meeting. These By-laws and any amendments thereto, must be adopted by two-thirds vote of the total membership or their proxies (as defined in Article 4). 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. A two-thirds affirmative vote of all members 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 or email.

Certification

These By-laws were adopted by vote of the Sugarbush Lake residents present at the Association formation meeting on the 15th day of August 2015