

BY-LAWS SANDSTONE FLOWAGE ASSOCIATION, INC.

Article I - PURPOSE

The purpose of the Association is to preserve and protect Sandstone Flowage and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Sandstone Flowage for today and for future generations.

Article II – STATUTES AND LIMITATIONS

To carry out the program of the Association and to make effective representations on behalf of its members, the Association is organized as a non-profit, non-stock corporation and as a qualified lake association under Chapter 181 of the Wisconsin Statutes and under section 501© (3) of the federal internal revenue code. This is a charitable organization. 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 subscribes to the purposes of the Association.

Section 2 - DUES: Dues shall be paid on a fiscal year basis June 1 – May 31. Annual dues will be determined at an annual meeting, after a survey of the membership, or by members voting by mail or email on a binding referendum.

Article IV - VOTING

Section 1 - MULTIPLE VOTING: Any individual member may cast only one vote on any question called to a vote. Up to two individuals may represent a family, a business, or organization; and each of those two individuals may cast one vote on any question called to a vote. All voting members will be paid members.

Section 2 - CASTING BALLOTS: 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 voice or a show of hands unless otherwise specified in these By-laws.

Section 3 - REFERENDUMS & SURVEYS : These are important tools for obtaining both formal & informal input from members since many members are not residents of this area and therefore cannot make all membership meetings. The Board of Directors may at any time authorize a referendum which shall indicate whether the results shall be considered advisory or binding on the Board.

The annual meeting may also 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 15 days to return referendum response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline. The Board may also at any time solicit reactions from members through mail, email or a telephone survey.

Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL BUSINESS MEETING: This meeting of the Association shall be held in the vicinity of the Sandstone Flowage. 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 elections, discussion of projects, adoption of a budget, and member concerns. There may be two regular membership meetings a year.

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 10 members. The agenda of a special meeting may include any items properly brought before an annual meeting.

Section 3 - INFORMATIONAL MEETING OR SOCIAL EVENT: 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 may be by hand delivery, by mail or email at least 15 days, prior to the meeting. The notice shall summarize any proposed changes in the By-laws and shall highlight any proposals to dissolve the Association. Agendas as well as minutes of the previous regular meeting shall be sent to members with the meeting notice & or may be communicated via email or web site.

Section 5 - QUORUM: No formal business may be conducted at regular or special membership meetings unless at least 20% of the paid members, at least four of which are board members, are present.

Section 6 - PROCEDURE: Customary meeting procedures reached by consensus will apply at the meetings of the Association, of the Board of Directors, and of the Association committees. Roberts Rules of Order, in the current revised edition, shall be in force at a meeting if such a procedure is approved by majority vote at the meeting. 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. Projects costing over \$500 in any one year however, must be approved by the membership prior to the Board making any financial commitments.

Section 2 - COMPOSITION: The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, and five at-large directors. The majority of the board of directors shall own property on the Sandstone Flowage.

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 secret, written ballot unless there is no competition for the office, at which time a motion may be made to accept the slate presented and may be voted on by voice vote or a show of hands.

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 two at-large directors expire in even-numbered years. The terms of office of Vice-President, Treasurer, and three at-large directors expire in odd numbered years.

Section 5 - BOARD MEETINGS: Regular meetings shall be held at places, dates, and times established by the Board. Special meetings may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, mail, or personal contact. A quorum for meetings of the board shall be a majority of the board then in office. The meetings shall be open to the members. Decisions shall be made by majority vote of directors present, with the President voting only to break ties. Between meetings, the President may solicit decisions from the Board through e- mail, telephone and by mail.

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 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: 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.

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.

Section 3 - SECRETARY: The Secretary shall maintain the official records of the Association as well as its 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 may send out notices of membership meetings. The Secretary will carry out other assignments at the request of the president.

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 to the annual meeting. The Treasurer shall serve on the Finance Committee. The treasurer shall send any necessary annual reports and fees to the State of Wisconsin &/ or the Federal government required of non profit, non stock organizations. The treasurer will also carry out other assignments at the request of the president.

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 - COMMITTEES

The President shall appoint all committee chairpersons who shall serve until the end of the President's term, or until the project is completed, whichever comes first. Committee members may include non-members of the Association. The President is an ex-officio member of all committees. Committees may include but are not limited to:

Section 1 - MEMBERSHIP COMMITTEE: This Committee shall initiate plans for recruiting of new members and retention of members. It may be asked to be responsible for related responsibilities such as collection of membership dues and keeping the annual owner/membership directory updated and current.

Section 2 – HOSPITALITY COMMITTEE: This Committee shall provide or arrange for refreshments or food at meetings or events. It will also take the initiative to greet new members and may take other actions to make members comfortable. With Board prior approval, may organize and publicize other social events to be sponsored by the Association.

Section 3 - FINANCE COMMITTEE: This Committee shall recommend an annual budget and

annually audit the financial records of the Association. It shall review fund raising and large project proposals and make recommendations to the Board.

Section 4 - LAND USE AND WATER QUALITY COMMITTEE: This Committee will consider issues relating to zoning, sanitation codes, ordinances, pollution sources, water quality monitoring, ecological management and changes in land use which might affect water quality. The Committee shall offer proposals to the Board regarding land use and in-lake water quality issues.

Section 5 - BOATING SAFETY COMMITTEE: This committee will consider issues relating to water safety patrols, lake use ordinances, and obstacles to navigation. This Committee shall offer proposals to the Board regarding water use issues.

Section 6 - FISHING IMPROVEMENT COMMITTEE: This committee will consider issues relating to fishing and wildlife habitat. This Committee shall offer proposals to the Board regarding projects to improve the ecological management of this fishery. It will also be responsible to implement and/or provide oversight on those projects approved by the Board and within the budget that has also been approved.

Section 7 - AQUATIC PLANT AND ALGAE COMMITTEE: This committee will consider issues relating to the control of nuisance plants and to the protection of desirable vegetation. This Committee shall offer proposals to the Board for a vegetation management plan and may be delegated responsibility to implement such a plan.

Section 8- FUND RAISING COMMITTEE: This committee shall be responsible for the planning and cost/benefit projections of all fund raising proposals and in making recommendations to the finance committee and/or the Board. This committee is also responsible to obtain volunteers and resources as well as project implementation within the guidelines and budget established by the Board.

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, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association. [Sec. 181.045](13)

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a fiscal year basis, June 1 to May 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 shall be deposited in investment accounts or certificates as authorized by the Board of Directors.

Article X - 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. 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. At the meeting, a two-thirds affirmative vote of members present and entitled to vote 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 and under section 501 © (3) of the Federal Internal Revenue Code. 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.

XII - CERTIFICATION

These By-laws were originally adopted at the Association meeting on July 20th 2002. They were amended May 27, 2006.

Bonnie Vick, Secretary