

TAINTER/MENOMIN LAKE IMPROVEMENT ASSOCIATION, INC.  
BY-LAWS

ARTICLE I NAME AND PURPOSE

1. The Name of the organization shall be Tainter/Menomine Lake Improvement Association, Inc. (hereinafter referred to as the Association).
2. The Association shall be a nonstock (amended July 14, 2009), not-for-profit organization.
3. The purposes for which the Association is organized are as follows:
  - A. To support the protection and improvement of Lakes Tainter and Menomine for the benefit of the general public.
  - B. To provide educational information on water quality and environmental issues affecting Lakes Tainter and Menomine and the watersheds feeding these lakes.
  - C. To communicate and cooperate with conservation and environmental organizations in furtherance of initiatives to protect and improve Wisconsin's inland lakes.
  - D. To promote and advocate legislative action to improve quality.
  - E. To seek funding from local, state and federal sources for the furtherance of improvement objectives.

ARTICLE II MEMBERSHIP

1. Individual membership shall be open to all persons interested in the aims and objectives of the Association. Membership will become effective upon payment of annual dues.
2. Family membership shall be available to interested families. Voting rights are limited to only two (2) adult (18 years or older) members per family. Membership will be effective upon payment of annual dues.
3. Corporate membership shall be open to organizations and business establishments which wish to support the aims of the Association. Corporate membership entitles the organization/business establishment to one (1) vote. Membership will become effective upon payment of annual dues.

ARTICLE III VOTING

1. Any member may cast one vote on any question called to vote at the annual meeting or any special convened meeting. Votes will be counted by a show of hands unless otherwise specified in the By-Laws or Roberts Rules of Order. Voting for directors at the annual meeting shall be by a show of hands except, if a position is contested, it shall be by written ballot (amended July 14, 2009).

ARTICLE IV MEETINGS

1. The annual meeting of the Association shall be held in the vicinity of Menomonie, Wisconsin during the third quarter of the calendar year. The time and place shall be determined by the Board of Directors. An agenda shall be published to include elections, discussion of projects, adoption of a budget, member concerns and an informational program.

2. Every annual or (amended July 14, 2009) special meeting must be preceded by notice to all members by mail or hand delivery at least 10 days prior to annual meetings or 10 days before special meetings.
3. Those members present at the annual meeting or any special meeting shall constitute a quorum for the transaction of business.
4. A special meeting of the Association may be called at any time by the president, by a majority vote of the Board of Directors, or by written request of 25 or more of the members. The agenda of a special meeting may include any items properly brought before an annual meeting.
5. Roberts Rules of Order shall govern the meetings of the Association, the Board of Directors and the Association committees unless required otherwise by Wisconsin Statute or these By-Laws. Non members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer. The presiding officer shall appoint one member present to serve as Parliamentarian at the annual or special meeting.

#### ARTICLE V FINANCIAL

1. Membership dues for the upcoming year shall be set at the annual meeting.
2. Membership categories shall be individual, family and corporate.
3. Membership year shall be July 1 to June 30. New memberships received between January 1 and June 30 will be effective immediately and will include the following membership year. (Amendment July 22, 2003)

#### ARTICLE VI BOARD OF DIRECTORS

1. 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.
2. The Board of Directors, hereinafter designated as the Board, shall consist of eleven (11) members. The membership shall be comprised of the past president, eight (8) at-large members representing the area, and two (2) members, one (1) appointed by the City of Menomonie and one (1) appointed by the Town of Tainter. (amended July 14, 2009)
3. The president, vice-president, secretary and treasurer shall be elected by the Board from within their membership in session immediately following the annual meeting. These officers, together with the past president, shall comprise the Executive Committee. Between meetings of the Board, the affairs of the Association shall be conducted by the Executive Committee.
4. The eight (8) at-large directors are elected for two (2) year terms. The term year shall be defined as from Annual Meeting to Annual Meeting. (amended July 14, 2009)
5. The two (2) appointed directors serve a one (1) year term.
6. The past president serves a one (1) year term. In the event that the current president is re-elected for a second term of office, thereby creating a vacancy in the past president post, the Board may appoint a member to fill the vacant past president position on the Board of Directors. If any Board vacancy occurs, the Board may appoint a member to fill the vacancy. This appointee shall serve the remaining term of the position to which he/she is appointed. (amended July 14, 2009)
7. If any director(amended July 14, 2009) misses more than three (3) of the 12 monthly meetings within any year of his/her term(amended July 14, 2009), he/she may be replaced by a majority vote of the Board of Directors.
8. Five (5) directors shall constitute a quorum for the transaction of business.

9. All officers and the Board of Directors shall serve without compensation but may be reimbursed for actual and reasonable expenses while conducting Association business, provided that such business is approved by the Board.
10. All Association funds shall be disbursed by the treasurer and countersigned by the president or in the absence of the president, the vice president(amended July 14, 2009).

#### ARTICLE VII DUTIES OF THE OFFICERS AND DIRECTORS

1. The president shall have general supervision of the affairs of the Association, preside at all meetings of the Association and the Board, appoint the chairs and members of all committees and may serve as an ex officio member of any and all committees. He/she shall see that all By-Laws and rules are enforced, execute all contracts and other instruments which shall have been first approved by the Board. The president may appoint any Ad Hoc Committee as needed.
2. The vice president shall assist the president and in the absence of the president shall preside at meetings of the Association and the Board, may serve as an ex officio member of any and all committees, and perform such other duties as may be assigned by the Board.
3. The secretary shall maintain the minutes, correspondence and records of the Association.
4. The treasurer shall collect, keep and disburse the funds of the Association, keep proper books and render a report of the financial status of the Association at each Board meeting. The treasurer will be responsible for the preparation and presentation of the annual budget submitted to the membership for approval at the annual meeting.

#### ARTICLE VIII COMMITTEES

1. There will be five standing committees: Environmental, Education, Finance, Membership and Nominating, appointed by the president.
2. The Finance Committee shall audit the accounts of the treasurer at least ten (10) days prior to the annual meeting. The Finance Committee shall also recommend fundraising activities to the Board and, after receiving Board approval, shall organize such activities.
3. The Education Committee shall be responsible for the preparation of informational materials, exhibits, activities and programs geared toward the members and the general public.
4. The Environmental Committee shall represent the Association at DNR hearings and at local meetings of environmental and conservation organizations.
5. The Membership Committee shall initiate a plan to recruit new members and offer suggestions to the Board on retention of members.
6. The Nominating Committee shall prepare a list of candidates for the office of director(amended July 14, 2009) to be voted upon at the annual meeting.

#### ARTICLE IX INUREMENT OF INCOME

1. No part of the earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons except that the Association shall be authorized to be empowered to pay reasonable compensation for services rendered.

ARTICLE X LEGISLATIVE OR POLITICAL ACTIVITIES

1. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Association shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE XI OPERATIONAL LIMITATIONS

1. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII AMENDMENTS TO THE BY-LAWS

1. These By-Laws may be proposed for amendment by a By-Laws Committee, by the Board of Directors or by written petition of at least 25 members. The proposed amendments shall be considered by a By-Laws Committee established by the president which will make a report and recommendation to the membership at the annual meeting or a meeting called for the purpose. Adoption of Amendments will be by vote of a majority of members present at the annual meeting or a special meeting.
2. Notice of a meeting in which an amendment is to be proposed must be provided to members by mail at least ten (10) days prior.

ARTICLE XIII NOT-FOR-PROFIT STATUS

1. The Association shall be organized as a not-for-profit corporation under Section 501(c)(3) of the United States Internal Revenue Code and Applicable Laws of the State of Wisconsin. The fiscal year of the Association shall be July 1 to June 30. The records and accounts of the Association shall be so maintained.

ARTICLE XIV DISSOLUTION CLAUSE

1. The Association may be dissolved by a 2/3 vote of all members present at a meeting called for that purpose. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.