

LAKE WISCONSIN ALLIANCE, INC.

BYLAWS

Article 1. Name and Purpose.

The name of the corporation shall be Lake Wisconsin Alliance, Inc. (the "Corporation"). The purpose and mission of the Corporation is to balance the diverse interests of the Lake Wisconsin community while improving water quality, recreational opportunities, and sustaining a healthy ecosystem within the Lake Wisconsin watershed for the benefit of the general public. The Corporation recognizes that Lake Wisconsin is a subset of the Wisconsin River and, as such, a substantial purpose of the Corporation is to support the protection and improvement of this segment of the Wisconsin River for the benefit of current and future generations of the general public. The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation may engage in any and all lawful activities incidental to the foregoing purposes and for the administration of its affairs.

Article 2. Membership and Dues.

2.1 Eligibility. Membership in the Corporation shall be open to any individual, family, business, or organization, that (a) subscribes to the purposes of the Corporation, (b) completes a membership application, and (c) pays the annual dues in accordance with Section 2.2. While persons who own or lease property within one mile of Lake Wisconsin or who reside on or within one mile of Lake Wisconsin at least one month each year are eligible to be members, residency in the watershed is not a requirement of membership.

2.2 Dues Assessment. Dues for Members shall be determined annually by the Board of Directors but, in all events, shall not exceed \$50.00 per year.

2.3 Rights of Members. Each Member is entitled to one vote. Each group that is a Member shall designate one individual to cast one vote on behalf of the group. A Member's right to vote shall cease upon lapse of membership pursuant to Section 2.4 or for any other reason pursuant to § 181.0620, Wis. Stats. Voting by proxy is prohibited.

2.4 Removal of Members. Members whose actions and/or statements demonstrate positions contrary to the goals and purposes of the Corporation may be removed from the membership rolls by approval of two-thirds (2/3) of the Board of Directors entitled to vote.

2.5 Renewal of Membership. Unless otherwise determined by the Board of Directors, the membership of a Member who completed a membership application

when he/she joined the organization may be renewed from year to year without an additional application, upon payment of the annual dues as provided in Section 2.2; provided, however, that the Board shall have the authority to reject the renewal of a membership pursuant to Section 2.4.

Article 3. Member Meetings.

3.1 Annual Meeting. The Corporation shall hold an Annual Meeting at a time and place to be determined by the Board of Directors.

3.2 Special Meetings. Special meetings of the Members may be held at the call or the request of the President, a majority of the Board of Directors, or at least fifty percent (50%) of the Members. Notice of the time and place shall be given in sufficient time for the convenient assembly of the Members.

3.3 Informational Meeting or Social Event. The Corporation 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 meeting must be met.

3.4 Attendance and Voting. The attendance at the Annual Meeting and any special Meeting is open to all Members. In accordance with Section 2.3, each Member is entitled to one vote. Unless otherwise stated in these Bylaws, all matters submitted to the Members are determined by a majority vote of those present and voting at a meeting at which a quorum is present.

3.5 Quorum for Member Meeting. Except as otherwise provided in these Bylaws, the presence in person of ten percent (10%) or 10 of the qualified Members of the Corporation, whichever is less, shall constitute a quorum for a membership meeting. The act of the majority of the Members present at a meeting at which time there is a quorum shall be the act of the membership. However, for purposes of the initial meeting of the Members, a majority of Members present at the initial meeting shall constitute a quorum.¹

3.6 Conduct of Meetings. The President shall preside over all meetings of the Members. The Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting.

3.7 Informal Action. In accordance with §181.0704, Wis. Stats., any action required or permitted to be approved by the Members may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by Members holding at least two-thirds (2/3) of the voting power of the Corporation. Any such written consent signed by two-thirds (2/3) of the Directors has the same effect as a two-thirds (2/3) vote and may be stated as such in any document filed with the Department of Financial Institutions. For purposes of this section, “in writing” includes a

¹ Article 3.5 revised May 26, 2016.

communication that is transmitted or received by electronic means, and “signed” includes an electronic signature, as defined in Section 181.0103 (10p), Wis. Stats.

3.8 Notice of Meetings. Notice of the Annual Meeting and each special meeting shall be given to each Member, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting. Notice of a Member meeting shall be given not less than seven (7) days, nor more than thirty (30) days, before the date scheduled for the meeting referred to in the notice. Notice may be given by electronic mail; provided, however, Members who cannot receive notices electronically shall receive notice via mail or personal delivery. Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.

Article 4. Board of Directors.

4.1 General Powers. Subject to directives of annual and special meetings and these Bylaws, the management, control and operation of the affairs and properties of this Corporation are vested in the Board of Directors of the Corporation. The Board is responsible for planning, coordinating, communicating and managing all Corporation activities.

4.2 Number of and Qualifications for Directors. The Board of Directors will consist of no more than eleven (11) nor fewer than five (5) persons (hereafter referred to as “Director” or, collectively, the “Directors”). The number of Directors shall be set from time to time by resolution of the Directors. Directors must be Members of the Corporation who meet the criteria set forth in Section 4.5 of these Bylaws. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

4.3 Term. Each Director shall serve a term of three years and shall serve until his/her successor is elected. When the permanent Board is first selected, it shall designate one-third of its number to serve for three years, one-third to serve for two years, and one-third to serve one year. Thereafter, at each annual meeting, directors shall be elected to succeed those directors whose terms will be next expiring. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are appointed. Replacements shall be selected by the President subject to the approval of the remaining Directors for unexpired terms, but in no event will the number of Directors be fewer than three. No Director may serve for more than three (3) consecutive terms, unless this restriction is waived by the affirmative vote of two-thirds (2/3) of the Directors not affected by this restriction. After an absence of one year(s)

from the Board of Directors, an individual shall become eligible again for election to the Board of Directors.

4.4 Election of Directors. The Directors shall be elected by the Members at the Annual Meeting of Members. The Directors shall be selected from the slate of nominees put forward by the Nominating Committee pursuant to Section 4.5 of these Bylaws. Each Member shall vote for the number of directors to be elected. The nominees with the greatest number of votes are elected.

4.5 Nomination of Directors. The Board of Directors shall appoint a nominating committee of at least three Members, at least two of which shall be Directors. Recommendations for director nominees may be submitted by Members, Directors, officers, or any other interested persons, unless otherwise determined by the Board of Directors. The Nominating Committee shall select a slate of candidates based on the following criteria and any other criteria determined by the Board of Directors from time to time:

- a) A demonstrated commitment to the purpose of the organization as stated in Article 1;
- b) An ability to make a positive and material contribution to the operation of the organization; and,
- c) A commitment to participate actively as a director by attending meetings, serving on committees, promoting the goals of the organization and participating in the activities of the organization.

The slate of nominees shall be included with the notice of the Corporation's Annual Meeting of Members and shall be sent at least seven (7) days in advance of the Annual Meeting.

4.6 Resignation, Removal and Vacancies. A Director's resignation from the Board of Directors must be in writing and is effective when received by the Secretary. A Director may be removed by a majority vote of the other Directors present at a meeting at which a quorum is present if that Director has three (3) unexcused absences from meetings of the Board of Directors in a single year. A Director may be removed from the Board of Directors for any reason by a vote of two-thirds (2/3) of the other Directors present at a meeting at which a quorum is present. If a Director is removed from the Board for any reason, the Board of Directors shall elect a Director to fill that vacancy which Director shall serve until the next Annual Meeting of the Members, at which time the replacement Director shall be elected by the Members or replaced by another Director elected by the Members.

4.7 Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times as the President may designate, at the office of the Corporation or such other place as the President may designate. Special meetings of the

Board of Directors may be called by the President or by at least two Directors of the Corporation at such time and place as the officer or Directors calling the meeting may specify and in accordance with the notice requirements of Article 4.13.

4.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice.

4.9 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these Bylaws.

4.10 Informal Action. In accordance with §181.0821, Wis. Stats., any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by two-thirds of the Directors entitled to vote with respect to the subject matter thereof, provided all directors receive notice of the text of the written consent and of its effective date and time. Any such written consent signed by two-thirds of the Directors has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1m) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means, and “signed” includes an electronic signature, as defined in Section 181.0103 (10p), Wis. Stats.

4.11 Compensation. Directors will not be paid compensation for their services as Directors; provided, however, this section shall not be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity and the Board of Directors may, from time to time, approve reimbursement of out-of-pocket expenses incurred by an officer in the direct pursuit of the Corporation's business.

4.12 Meetings by Telephone and Electronic Means of Communication. Members of the Board of Directors or any committee of the Board of Directors may conduct any regular or special meeting by use of telephone or other electronic means of communication provided, (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws. Any vote of the Board of Directors may be conducted by such means.

4.13 Notice. Meetings must be preceded by at least three (3) days written notice to each Director if personally delivered or if given by electronic mail, or four (4) days notice if given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by electronic mail; provided, however, Directors who cannot receive notices electronically shall receive notice via mail or personal delivery.

4.14 Director Conflict of Interest. No contract or other transaction between the Corporation and one or more of its Directors or officers or any other corporation, firm, association, or entity in which one or more of the Directors or officers are Directors or officers or has a material financial interest shall be entered into by the Corporation unless the fact of such relationship or interest is disclosed or known to the Board of Directors and the Board authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers. Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes, approves or ratifies such contract or transaction. The Board of Directors may adopt a separate Conflict of Interest policy.

Article 5. Officers.

5.1 Officers. The officers of the Corporation are a President, a Vice President, a Secretary, and a Treasurer of the Corporation.

5.2 Election and Term of Office. At the first meeting of the Board of Directors following the annual meeting, the newly constituted Board shall elect the officers of the Corporation. Officers shall be elected for one-year terms and shall serve until their successors are elected.

5.3 President. The President will preside at all meetings of the Board of Directors and the membership meetings. The President will have the necessary authority and responsibility for the administration of the affairs of the Corporation subject only to such Bylaws as may be adopted and such orders as may be issued by the Board of Directors. The President will advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Corporation. The President may sign with the Secretary or other proper officer of the Corporation authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

5.4 Vice-President. The Vice-President will have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice-President will assist the President in the performance of his or her duties as the President directs.

¹ Article 3.5 revised May 26, 2016.

5.5 Secretary. If the Corporation employs an Executive Director, he/she may serve as Secretary of the Corporation. The Secretary will sign documents of the Corporation from time to time as required, perform such duties as may be assigned by the President, and will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records.

5.6 Treasurer. The Treasurer will be responsible for the custody of the funds and securities of the Corporation which will come into the Treasurer's hands, and will advise the Board of Directors respecting its financial condition and the handling of its monies and investments and perform such additional duties as may be assigned to the Treasurer by the President.

Article 6. Committees of the Board of Directors.

The Board of Directors may designate by resolution one or more committees, each committee to consist of three (3) or more Directors elected by the Board of Directors. To the extent provided in said resolution, such committees will 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 Corporation, except action in respect to election of officers or the filling of vacancies in the Board of Directors or committees. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law. The Board may also designate one or more advisory committees to assist it in any capacity as it directs.

Article 7. Contracts, Checks, Deposits and Funds.

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, will be signed by such officer or officers, agent or agents of the Corporation and in such manner as is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Treasurer and countersigned by the President or a Vice-President of the Corporation.

7.3 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may elect.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

7.5 Books and Accounts. The Corporation will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees, and the meetings of the Members. In addition, the Corporation will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

Article 8. Indemnification.

The Corporation shall, to the fullest extent authorized by Ch. 181, Wis. Stats., indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he/she was a party because he/she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall, to the fullest extent authorized by Ch. 181, Wis. Stats., indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Ch. 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

Article 9. Fiscal Year.

The fiscal year of the Corporation is the calendar year, which shall end December 31.

ARTICLE 10. Dissolution.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

Article 11. Offices.

The Corporation shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

Article 12. Amendments.

12.1 By Members. These Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted, by two-thirds (2/3) of the Members present at an Annual or special meeting, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

12.2 By Directors. These Bylaws may be amended or repealed, in whole or in part, by the Board of Directors at any meeting upon the vote of two-thirds (2/3) of the Directors then in office, provided that included in the meeting notice is a statement of the nature of the proposed amendment; but no bylaw adopted or amended by the Members shall be amended or repealed by the Directors unless the bylaw adopted by the Members confers such authority upon the Directors.

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