

Gilmore Lake Association By-Laws

Revised June 25, 2005

ARTICLE I

Purpose

The purpose of this Association is to support the protection and improvement of Gilmore Lake's waters, shoreline, watershed, fishery, flora and fauna for the benefit of its property owners, local residents and the general public.

ARTICLE II

Membership

A. Eligibility

The Association shall have one membership class. To be eligible for membership, a person(s) must be a Gilmore Lake lakeshore owner or must own real estate within one (1) mile of Gilmore Lake or must reside within one (1) mile of Gilmore Lake for not less than one month a year.

B. Member In Good Standing

Each eligible member shall be considered a member in good standing if their actions with respect to Gilmore Lake are consistent with the stated purpose of the Association and their annual dues are paid in a timely manner.

C. Voting Rights

Each member household (and each group of co-owners elected to membership where two or more persons own property) shall be entitled to one (1) vote provided that the member is in good standing.

D. Resignation/Termination

Any member may resign by submitting a letter of resignation to the Secretary-Treasurer. Membership may be terminated for failure to pay current dues or for actions that are inconsistent with the stated purpose of the Association.

E. Transfer of Membership

Membership in the Association is not transferable or assignable.

ARTICLE III
Meetings

A. Annual Meeting

Each year a meeting of the members shall take place on a weekend between June 1 and August 31 of that year. Members shall be notified of the meeting date at least two months prior. The meeting shall be used, as needed, to elect board members, provide a treasury report and to conduct any other business that should come before the membership.

B. Special Meetings

Special meetings of the membership may be called by the President or by a vote of not less than five members in good standing. The Secretary-Treasurer, on written request of the required number of voting members, shall call the special meeting.

C. Location

The President may designate any location within Minong Township, Wisconsin, as the location for the annual meeting or any special meeting. If no designation is made and a special meeting is called, the meeting location shall be at the residence of any member.

D. Notification

Notice of a meeting of the membership shall be sent to each member in good standing by U.S. mail, email or newsletter. The notice shall include the date, place, time and purpose of the meeting. In the case of a special meeting, a notice shall be sent not less than 10 days prior to the date of such meeting. In the case of the annual meeting, notice shall be given at least two months prior to the meeting date.

E. Quorum

Fifteen members in good standing, of which at least two members are officers or directors, shall constitute a quorum for that meeting. If a quorum is not present at any meeting of the membership, the meeting may be adjourned by a majority vote of the members present.

F. Proxies

At any meeting of the membership, a member may vote either in person or by a proxy that is executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE IV
Board of Directors

A. General Powers

A board of directors shall manage the affairs of the Association.

B. Number, Tenure and Qualifications

The number of board members shall total seven and shall consist of a president, vice president, secretary-treasurer and four directors. Each board member shall be elected to a three-year term by a majority vote of the members present at an annual meeting at which a quorum is present.

Approximately one third of the terms shall expire each year. Only members in good standing of the Association may serve as members of the board of directors.

C. Regular Meetings

Two meetings of the board of directors shall be held annually, one before and one after the annual members meeting. The spring and fall are recommended. The date, location and time shall be designated by the President.

D. Special Meetings

Special meetings of the board of directors may be called by the President or by any two directors.

The person or persons authorized to call special meetings of the board may fix the location, date and time of the special meeting.

E. Notification

Notice of any meeting of the board of directors shall be given personally, by mail, email or telephone to each member of the board of directors at his/her home address or email address as shown in the records of the Association. Board members are required to respond to such notification as to whether or not they plan to attend. Notification shall be deemed to have been delivered on receipt of the response from the board member.

F. Quorum

A majority of the members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than a majority of board members are present then a majority of those present may adjourn the meeting.

G. Vacancies

Any "in term" vacancy occurring in the board of directors due to death, resignation, removal or disqualification shall be filled by appointment by the board of directors. A director appointed to fill such vacancy shall be appointed only for the remaining term of his/her predecessor in office.

ARTICLE V
Officers

A. Officers

The officers of the board of directors of the Association shall be the President, Vice president and Secretary-Treasurer.

B. Election and Term of Office

The officers shall be elected by a majority vote of the directors of the board. Each newly elected officer shall serve a term of one year. An officer may serve consecutive terms as determined by vote of the directors.

C. Vacancies

Any "in term" vacancy in any office shall be filled by appointment by the board of directors for the remaining portion of the term.

D. President

The President shall be the principal executive officer of the Association and shall, in general, supervise and manage all of the business affairs of the Association. He/she shall preside at all meetings of the members and of the board of directors. He/she may sign along with the Secretary-Treasurer or any other officer of the Association any instruments that the members have authorized to be executed. He/she shall perform all duties consistent with the office of President and such other duties as may be prescribed, from time to time, by the board of directors.

E. Vice President

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. When acting in such capacity, he/she shall assume all the powers and be subject to all of the restrictions that are assigned to the office of the President. The Vice president shall perform such other duties as may, from time to time, be assigned to him/her by the President.

F. Secretary-Treasurer

The Secretary-Treasurer shall be responsible for: keeping the minutes of all meetings of the membership and/or the board of directors, ensuring that all notices are duly given in accordance with the provisions of these by-laws or as required by law, acting as custodian of all records of the Association and maintaining an up to date address list of all members. If required by the members the Secretary-Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors shall deem appropriate. He/she shall have charge and custody of and be responsible for all funds and securities of the Association. He/she shall receive and give receipts for moneys due and payable to the Association from any source whatsoever and shall deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with Article VII of these by-laws. He/she shall, in general, perform all duties consistent with the office of the Secretary-Treasurer and such other duties as may be assigned by the President or the membership.

ARTICLE VI
Committees

A. Committees

Committees may be established by a resolution adopted by a majority of the board of directors present at a meeting at which a quorum is present. Members of each such committee shall be members of the Association unless otherwise provided in the resolution and shall be appointed by the President. A committee member may be removed from the committee either by the President or a majority vote of the board of directors, when it is judged that such removal best serves the needs of the Association.

B. Term

A committee's role shall be reviewed and approved annually by the board of directors. A committee may be disbanded at any time by a majority vote of the board of directors.

C. Chairperson

A member of each committee shall be appointed as chairperson and shall be the primary liaison to the board of directors on committee activities.

D. Vacancies

A vacancy in the membership of any committee shall be filled by appointment made in the same manner as prescribed in section A of this Article.

E. Quorum

A simple majority of the members of a committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be an act of the committee.

F. Rules

Each committee shall adopt rules for its governance that are consistent with these by-laws.

ARTICLE VII

Checks, Deposits and Funds

A. Checks, Drafts, etc.

All checks, drafts, notes or other orders for payment or evidences of indebtedness issued in the name of the Association shall be signed by the Secretary-Treasurer and countersigned by the President or Vice President of the Association unless otherwise established by resolution of the board of directors.

B. Deposits

All funds of the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the board of directors may select.

C. Gifts

The board of directors may approve, on behalf of the Association, any contributions, gifts, bequest or device for the general purposes or for any special purpose of the Association.

ARTICLE VIII

Books and Records

The Association shall keep correct and complete books and records of accounts. It shall also keep minutes of the proceedings of meetings of its members, board of directors and committees. A record of the names and addresses of all members in good standing shall be kept by the Secretary-Treasurer. Any member, his/her agent or attorney may, for any proper purpose and at any reasonable time, inspect all books and records of the Association.

ARTICLE IX

Dues

A. Annual Dues

The membership shall determine the amount of the annual dues at the Association's annual meeting and the dues shall be within the range of \$5 - \$50.

B. Payment of Dues

Dues shall cover the period from January 1 to December 31 of any given year and shall be payable each year prior to or at the annual meeting.

C. Default

Failure of any member to pay dues in a timely manner shall result in termination of his/her membership in the Association.

ARTICLE X
Amendments to the By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the members present at an annual meeting at which a quorum is present. The board of directors shall review the by-laws every five years.