

HIGH/FISHTRAP/RUSH LAKES ASSOCIATION, INC. BY-LAWS
P.O. Box 122
BOULDER JUNCTION, WI 54512

Article I - PURPOSE

The purpose of the Association is to preserve and protect High/Fishtrap/Rush (HFR) Lakes and surroundings which include the headwaters of the Manitowish River for today and for future generations. The Association will work to enhance the water quality, biological integrity, fishery, public recreation, boating safety, and aesthetic values of the HFR area. The Association shall be an active member of Wisconsin Lakes, the Vilas County Lakes and Rivers Association of Lakes (or whatever subsequent organization name changes occur), and other organizations which can assist the pursuit of this purpose.

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 shall be organized as a non-profit, non-stock corporation under Chapter 181 of the Wisconsin Statutes. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

The Association is organized exclusively for charitable, religious, 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 corresponding section of any future federal tax code.

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 and either owns property or resides for at least one month each year on or within 1 mile of the lakes and has paid their annual dues.

Section 2 - DUES: Dues shall be \$25 paid per year. Dues will be paid annually on a calendar year basis. Current membership for a year is established on the day dues are received by the Association for that year. The Board of Directors shall determine any changes, if required, to the amount of the dues on an annual basis.

Article IV - VOTING

Section 1 - VOTING: One membership may cast only one vote on any question called to a vote.

Section 2 - CASTING BALLOTS: A member must be in current membership standing and 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, except as authorized by the Board of Directors for a specific issue. All

votes shall be counted by a show of hands unless otherwise specified in these By-laws.

Section 3 - REFERENDA: The Board of Directors may at any time solicit reactions from members through a mail survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may 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 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: 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, member concerns, educational programs, and other appropriate business.

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 one-twentieth of the members or six members, whichever is greater. The agenda of a special meeting may include, among other things, items properly brought before an annual meeting, or items which need attention before the next 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 and members from the preceding year who have not yet renewed their membership. Notification may be by hand delivery, email, or U.S. Postal Service mail at least 30 days, but not more than 50, 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. Members shall notify the Association of any changes in their contact information including email addresses.

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least one-twentieth of the paid-up members or 15 members, whichever is less, 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 shall include up to ten (10) directors. Each lake area shall be entitled to director representation as follows:

High Lake Area --- no more than three (3)

Fishtrap Lake Area - no more than three (3)

At-Large ----- no more than four (4)

At-Large positions may come from any of the three lakes areas and Manitowish River.

The offices of President, Vice-President/Secretary, and Treasurer shall be selected from the Board of Directors by the Board of Directors.

Section 3 - ELECTIONS: The Board of Directors shall nominate one or more directors for each vacant position on the Board. Additional nominations of directors, 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.

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 five directors will expire in odd-numbered years and the terms of the other five directors will expire in even-numbered years.

Section 5 - BOARD MEETINGS: The new Board shall meet within 60 days of the annual meeting and at least one other time prior to the next annual meeting. 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, email, or personal contact. Five directors shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by majority vote of directors present. Between meetings, the President may solicit decisions from the Board through written communications.

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 on the Board may be filled for the remainder of the term by the affirmative vote of a majority of the directors then in office.

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. 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.

Section 3 - SECRETARY: The Secretary shall maintain the official records of the Association as well as an 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. The Secretary shall prepare publicity for the Association and shall prepare the Association newsletter unless an editor is appointed to do so. The Secretary shall serve on the Membership Committee if such a committee is established.

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 if such a committee is established.

Section 5 - MULTIPLE OFFICE HOLDING: The same person may hold one or two officer positions.

Section 6 - 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 following committees, and other committees as deemed necessary, may be appointed by the President to support the efforts of the Association.

Section 1 - MEMBERSHIP AND COMMUNICATIONS/EDUCATION COMMITTEE: The Membership And Communications/Education Committee shall initiate plans for recruiting of new members and directors, and retention of members. The Committee shall organize and deliver regular communications with members, and may recommend strategies and priorities to the Board for member education and engagement.

Section 2 - SOCIAL COMMITTEE: The Social Committee shall provide refreshments at the Annual Meeting and, after receiving Board approval, shall organize and publicize other social events to be sponsored by the Association.

Section 3 - FINANCES COMMITTEE: The Finances Committee shall recommend fund-raising activities to the Board including grants and other financial incentives, and, after receiving Board approval, shall organize such activities. The Finances Committee shall also annually audit the financial records of the Association.

Section 4 - LAND USE COMMITTEE: The Land Use Committee shall represent the Association at local public hearings and informational meetings relating to zoning, sanitation codes, subdivision ordinances, pollution sources, and changes in land use which might affect water quality. The Committee shall offer proposals to the Board regarding land use issues. The Committee shall work closely with the Lake Science Committee.

Section 5 - BOATING SAFETY AND ACCESS COMMITTEE: The Boating Safety And Access Committee shall be responsible for matters such as water safety patrols, lake use ordinances, obstacles to navigation, boat landing issues, and public access. The Committee shall represent the Association at public hearings and informational meetings relating to such matters. The Committee shall offer proposals to the Board regarding such water use and access issues. The Committee shall work closely with the Lake Science Committee, particularly regarding invasive species issues associated with boat landings.

Section 6 - LAKE SCIENCE COMMITTEE: The Lake Science Committee shall be responsible for matters relating to in-lake water quality, water flows and levels, control of nuisance plants and animals, and protection of desirable fish and wildlife habitat. The Committee shall represent the Association at public hearings and informational meetings on such matters. The Committee shall organize and offer proposals to the Board for the monitoring of water quality, aquatic plants, invasive species, and other parameters needed to assist in making lake management decisions. The Committee shall propose lake ecology goals to the Board and develop management plans or actions to achieve them. The Committee may be delegated responsibility to implement such plans or actions, and may form sub-committees or working groups to accomplish specific tasks.

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.

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a calendar year basis.

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.

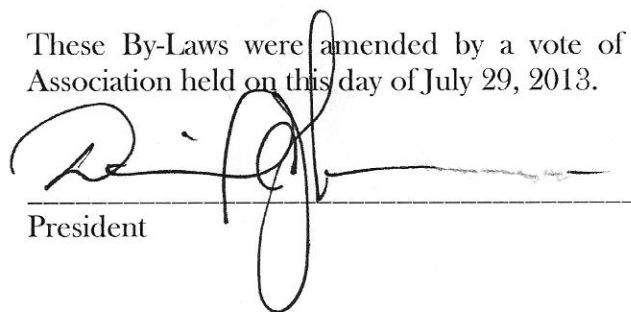
Article XI - DISSOLUTION

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. 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.

Upon 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.

CERTIFICATION

These By-Laws were amended by a vote of yes (6) and no (0) at a Special Meeting of the Association held on this day of July 29, 2013.



President