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Amended July 22, 2003
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Amended July 31, 2010
Amended December 13, 2011
Amended March 13, 2012
Amended October 14, 2014
Amended August 8, 2015

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 non-stock, 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 water quality.
 - E To seek funding from local, state and federal sources for the furtherance of improvement objectives.

ARTICLE II: MEMBERSHIP

1. Membership categories shall be individual, family, student, corporate and sponsor.
2. 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.
3. 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.
4. Student membership shall be available to all full or part-time students who supply evidence of current matriculation and who are interested in the aims and objectives of the Association. Membership will become effective upon payment of annual dues or upon completion of ten (10) hours of community service work which are related to water quality improvement.
5. 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.
6. Sponsorships are available to all companies, business establishments, corporations, and agencies interested in supporting or partnering with the Association.
7. Membership year shall be January 1st through December 31st. New memberships and renewals received at any time during the calendar year will be effective immediately and will be valid for the remainder of that year only, with the exception of memberships received at the end of one year and specifically designated for the following year.

8. All voting members of the Board of Directors and committees, including Ad Hoc committees, shall be Association members. The appointed City of Menomonie and Dunn County board members are granted membership for the period of their appointment.
9. Membership dues for the upcoming year shall be set at the annual meeting.

ARTICLE III: VOTING

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.

ARTICLE IV: MEETINGS

1. The annual meeting of the Association shall be held in the vicinity of Menomonie, Wisconsin during the fourth (4th) quarter of the calendar year. The time and place shall be determined by the Board of Directors. An agenda shall be published to include, for example, elections, discussion of projects, financial reports, annual budget, member concerns and an informational program.
2. Every annual or special meeting must be preceded by notice to all members by mail, email or hand delivery at least 10 days prior to annual or 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 called Association meetings 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. The fiscal year shall be from January 1st through December 31st.
2. An annual operating budget shall be developed by the Finance Committee, presented to the Board for review and approval, with final approval and adoption by the membership to occur before the end of the fiscal year.
3. Membership dues for the upcoming year shall be set at the annual meeting.
4. Signature requirements for the disbursement of funds shall be as expressed in the Financial Operating Guidelines.

ARTICLE VI: BOARD OF DIRECTORS

1. Subject to directives of annual and special meetings and these By-Laws, the Board of Directors, hereinafter designated as the Board, shall have authority over the activities and assets of the Association.
2. The election of Directors will be held during the 4th quarter of the calendar year and will be by mail ballot or by show of hands vote at the annual meeting or at a special meeting called for that purpose. If the hand vote for a position is contested, vote shall be by written ballot.
3. The Board of Directors, hereinafter designated as the Board, shall consist of a minimum of eleven (11) and a maximum of fifteen (15) members. The Board membership shall be comprised of the past president, seven (7) to eleven (11) at-large members representing the area, and three (3) appointed members, one (1) appointed by the City of Menomonie and two (2) appointed by Dunn County. The Dunn County representatives will be, one (1) from the Board of Supervisors and one (1) from the Land and Water Conservation Division
4. The president, vice-president, secretary and treasurer shall be elected for a one year term by the general membership from within the newly elected Board members at large at the annual meeting or at a

special meeting called for that purpose. 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.

5. The at-large directors are elected for two (2) year terms. The term year shall be defined as a calendar year. A board member shall not serve more than three (3) consecutive two (2) year terms.

6. The appointed directors shall serve a term or terms at the discretion of the appointing unit.

7. 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 during an elected term, the Board may elect a Director to fill the vacancy. This Director shall serve the remaining term of the position to which he/she is elected. If this election occurs during the 2nd year of the term in question, the newly elected Director is eligible for re-election for 3 additional terms.

8. If any director misses more than three (3) of the scheduled Board meetings within any year of his/her term, he/she may be replaced by a majority vote of the remaining Board of Directors.

9. Five (5) directors shall constitute a quorum for the transaction of business.

10. 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.

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 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 all 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/Legislative, Education/Outreach, Finance, Membership and Nominating.

2. The Environmental/Legislative Committee shall represent the Association at hearings and meetings of local, state and national environmental and conservation oriented organizations.

3. The Education/Outreach Committee shall be responsible for the preparation of informational materials, exhibits, activities and programs geared toward the members and the general public.

4. The Finance Committee shall assist the Treasurer in the development of an annual budget, shall develop Financial Operating Guidelines for approval by the Board and shall audit the accounts of the treasurer on an annual basis and whenever there is a change in the Treasurer position.

5. The Membership Committee shall initiate a plan for the recruitment of new members and sponsors as well as the retention of existing members and sponsors. The committee shall develop and update, on a regular basis, membership operating guidelines to be approved by the Board.

6. The Nominating Committee shall prepare a list of candidates for the association officers and Directors to be voted upon at the annual meeting or at a special meeting called for that purpose.

ARTICLE IX: INUREMENT OF INCOME

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 pay reasonable compensation for services rendered and to reimburse for expenses incurred for approved activities performed on behalf of The Association. Reimbursement shall be according to the Board approved Financial Operating Guidelines.

ARTICLE X: LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as noted in Article I, Section 3, D. 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

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 at a special meeting called for the purpose. Adoption of Amendments will be by vote of a majority of members present at the annual or special meeting.
2. Notice of a meeting in which an amendment is to be proposed must be provided to members by mail or email at least ten (10) days prior to the meeting.

ARTICLE XIII: NOT-FOR-PROFIT STATUS

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 January 1st through December 31st. The records and accounts of the Association shall be so maintained.

ARTICLE XIV: DISSOLUTION CLAUSE

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.