

ARTICLES OF INCORPORATION
AND
CONSTITUTION
AND
BYLAWS

LAKE SINISSIPPI ASSOCIATION, INCORPORATED
HUSTISFORD, WISCONSIN

July, 2009

ARTICLES OF INCORPORATION

LAKE SINISSIPPI ASSOCIATION

KNOW ALL PEOPLE BY THESE PRESENTS, that the undersigned adult residents of the State of Wisconsin, do hereby make, sign and agree to the following:

ARTICLES OF ORGANIZATION

ARTICLE I.

The undersigned have associated and do hereby associate for the purpose of forming a corporation under Chapter 180 of the Revised Statutes of Wisconsin of 1945, the acts amendatory thereof and supplementary thereto.

ARTICLE II.

The name of said Corporation shall be LAKE SINISSIPPI ASSOCIATION, INCORPORATED. Its location and principal office shall be at Hustisford, Wisconsin, where the books of account and corporate records shall be kept.

ARTICLE III.

The purpose of this Corporation shall be as follows:

- A. To promote the protection, improvement and preservation of the inland waterways known as the Rock River from the headwaters streams starting in Dodge, Fond Du Lac and Washington counties, including the North and East Branches of the Rock River to the Dam in the Village of Hustisford, Dodge County, Wisconsin, and the waters of Lake Sinissippi, Dodge County, Wisconsin, together with the wetlands and other riparian lands lying in the entire watershed of approximately 550 square miles that drains to Lake Sinissippi.
- B. To educate all riparian landowners and users of said waterways as to appropriate and inappropriate actions that have a direct or indirect impact of said waterways.
- C. To support and assist all public and private agencies in their efforts in matters involving environmental protection and conservation.

ARTICLE IV.

An applicant to full membership in this corporation must:

- A. Own property on or reside within one mile of Lake Sinissippi and the Rock River from the Horicon Dam to the Hustisford Dam.
- B. A member of this Corporation may be expelled for the non-payment of dues, for refusal to obey the rules and regulations as set forth in the constitution and bylaws of this corporation or for the commission of wrongs against the best interests of the Corporation.

- C. The majority vote of the Board of Directors of the Corporation with the effect of expulsion of a member will be binding on all members without recourse or notice.
- D. All persons desiring to become members of this Corporation shall make application to the Treasurer of the Corporation.

ARTICLE V .

The Corporation shall issue no stock of any kind or description and is constituted as a non-profit organization.

ARTICLE VI .

The general officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. The Board of Directors shall consist of twelve (12) members.

ARTICLE VII .

- A. The principal duties of the President shall be to preside at meetings of the Corporation, of the Board of Directors and to enforce the rules and regulations of the Corporation. He/She shall appoint committees as are deemed necessary to promote the best interests of the Corporation. The President shall countersign all written contracts and obligations which the Board of directors may authorize or lawfully require him/her to sign.
- B. The principal duties of the Vice President shall be to, in the absence of the President, perform the duties of that office.
- C. The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the Corporation, affix the seal of the Corporation thereto and to such papers as shall be required or directed to seal, to keep a record of the proceedings of the Board of Directors and meetings of the members and to safely and systematically keep all books, papers, records and documents belonging to the Corporation or anywise pertaining to the business thereof.
- D. The principal duties of the Treasurer shall be to keep an account of all moneys, credits and property, of any and every nature of the Corporation which shall come into its hands, and keep an accurate account of all moneys received and disbursed, and of money and property on hand and generally of all matters pertaining to this office as shall be required by the Board of Directors.
- E. The duties of the Board of Directors shall be to supervise, superintend and manage the business of the Corporation so as to obtain the best results of the Corporation; shall have the authority to make all contracts necessary for the proper transactions of business; shall have the authority to commence legal action in courts of law for the purpose of enforcing the objectives of the corporation. The Board of Directors may provide for the appointment of such additional officers as they may deem best for the interests of the Corporation and they may impose or require any other officer to perform such additional duties as may be necessary from time to time.
- F. Members of the Board of Directors shall be elected at the Annual Meeting. The Board of Directors shall be divided into three (3) classes of four (4) members each to be elected for a term of three (3) years. Terms of office shall run from annual meeting to annual meeting. One third of the Board shall be elected each year to insure proper rotation of Directors.

- G. Immediately following adjournment of the annual Meeting of the Corporation, the Board of Directors as elected, shall hold a meeting, and from their number elect the general officers who shall hold office for a term of one year.
- H. All officers are eligible for re-election.

ARTICLE VIII .

Each member shall pay annual dues as set by the Board of Directors. Regular membership dues shall not exceed \$50.00 per year.

ARTICLE IX .

- A. The Corporation shall hold its Annual Meeting on the last Saturday of each May at a time and place in Dodge County as may be designated by the Board of Directors.
- B. All meetings shall be open to the public; except that only paid up regular members shall be entitled to voting priveleges on matters before the floor. Associate members shall not be denied the right to speak but associate members shall not have voting rights.
- C. Regular members shall be able to request absent tee ballots by May 1 by contacting the Secretary of the Corporation by either mail or telephone. Absent tee ballots shall be sent to those members requesting them by May 10 and ballots shall be returned to the Corporation one week prior to the date of the Annual Meeting.
- D. The Corporation may hold special meetings at any time upon call by the President under the following rules:
 - 1. That such a request is made in writing by five (5) members to call said meeting, providing that such request is made at least thirty (30) days prior to the proposed meeting, or
 - 2. That said meeting is called by resolution of the Board of Directors at any of their meetings.
Business at such meetings must be confined to the specific request.
- E. The Board of Directors may hold such meetings as may be deemed necessary by the President.
- F. Ten per centum (10%) of the total membership shall constitute a quorum for the transaction of business.

ARTICLE X .

This Constitution or Article may be amended, abrogated or repealed at any meeting of the members by a two-thirds (2/3) affirmative vote of the members present, provided such change or proposed repeal shall have been first printed and mailed to all members with a designated time and place of meeting for the adoption of such amendment, abrogation or repeals.

CONSTITUTION

LAKE SINISSIPPI ASSOCIATION, INC.

ARTICLE I.

NAME

The organization shall be known as Lake Sinissippi Association, Incorporated and has been organized under that name under the Laws of the State of Wisconsin.

ARTICLE II.

PURPOSE

The purpose of this Association is as follows:

- A. To promote the protection, improvement and preservation of the inland waterways known as the Rock River from the headwaters streams starting in Dodge, Fond Du Lac and Washington counties, including the North and East Branches of the Rock River to the Dam in the Village of Hustisford, Dodge County, Wisconsin, and the waters of Lake Sinissippi, Dodge County, Wisconsin, together with the wetlands and other riparian lands lying in and adjacent to said waterways.
- B. To educate all riparian landowners and users of said waterways as to appropriate and inappropriate actions that have a direct or indirect impact of said waterways.
- C. To support and assist all public and private agencies in their efforts in matters involving environmental protection and conservation.

ARTICLE III.

MEMBERSHIP

Section 1. All persons owning property on or residing within one mile of Lake Sinissippi and the Rock River from the Horicon Dam and the Hustisford Dam shall be entitled to one regular membership.

Section 2. Regular members shall have full voting rights at all membership meetings, such rights being limited to those members in good standing with dues fully paid.

Section 3. Membership applications shall be submitted to the Treasurer along with payment of current years dues.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of twelve (12) members. Each Director shall be entitled to one vote on any matter before the Board at any regular or special meeting of the Board of

Directors. Members of the Board shall be elected for a three year period. Directors may succeed themselves.

Section 2. No Director of this Association shall receive compensation for acting as such except that any Director may be compensated for services performed for the Association in the regular course of such Director's business.

Section 3. All Board of Directors meetings shall be conducted by the President of the Association or by the Vice President in the President's absence. If neither the President or the Vice President is present, then the meeting shall be chaired by a member selected by the Director's present.

Section 4. Any Director, who fails to attend a total of three (3) Board meetings during a calendar year without being excused for each occurrence, shall be subject to dismissal at the discretion of the Board. A majority vote of the Board of Directors shall be required for dismissal. After the third occurrence the LSA Board will notify the absent Board member in writing concerning the member's status and the time and place of the board meeting at which the dismissal action will be undertaken. The Board member that is in question may petition for reinstatement at this meeting. The Board's action shall be final in such cases.

Section 5. A Nominating Committee appointed by the President shall submit a list of nominations for the Board of Directors at the Annual meeting.

Section 6. Any member desiring to become a Director shall submit an application to the Association one (1) month prior to the annual meeting. The application shall include a brief statement of qualifications and benefits for the Association. Any member may nominate themselves or another person for a Director's position from the floor at the Annual Meeting. Open Board positions will be filled at the Annual Meeting. The newly elected director will complete the term of the individual whose place he/she is filling. Should there be more than one opening; the individual with the most votes will be assigned the position with the greatest remaining months/years. In the event of a tie, the seated directors will assign the candidates to the open positions.

Section 7. The Board of directors can appoint or remove any previous director that has served as an LSA Director for over 10 years to the position of "Director Emeritus". Director Emeritus is an honored position for a past Board Member with more than ten (10) years of service to LSA, it is a position to allow a Board member to be involved with the major decisions and Board activities without having Board director responsibilities. The Director Emeritus can serve and vote at Board meetings, the Director Emeritus position does not affect the elected Board member total or will be counted in the meeting quorum. Duties of a Director Emeritus are to serve as a bridge to previous LSA activities and as recognition for years of service to Lake Sinissippi.

Section 8. A Board member that has requested to be excused from a monthly or special meeting can assign a proxy vote to any board member present at a given meeting by sending a dated letter or email to his/her proxy prior to the meeting. The proxy vote is not to be counted in the quorum number needed to establish an official meeting.

ARTICLE V.

MANAGEMENT

Management of the Association shall be vested in the Board of Directors subject only to the requirements

and limitations set forth in the Articles of Incorporation.

ARTICLE VI.

OFFICERS

- Section 1. Officers of the Corporation shall be President, Vice President, Secretary and Treasurer. No one person may hold more than one office at one time.
- Section 2. A Nominating Committee named by the outgoing President shall submit a list of nominations for all officers at the first meeting of the Board of Directors, which shall take place immediately after the Annual Meeting of the Corporation. Only members of the Board of Directors shall be eligible to be officers. Nominations may also be made from the floor of the Board Meeting. All officers shall thereupon be elected by the Board to serve a one year term. All officers shall be eligible to be re-elected. A simple majority shall be required to elect.
- Section 3. The officers, three Directors other than officers and at least two members of the Association at large shall constitute the Executive Committee, all of which shall be appointed by the President. The Executive Committee shall have the authority to devise and execute such actions as are necessary to carry out the orders of the Membership and/or the Board of Directors.
- Section 4. The duties of the officers of the Corporation shall be as set forth in the Articles of Incorporation on file with the Secretary of State, State of Wisconsin, and the register of Deeds of Dodge County, Wisconsin.

ARTICLE VII.

INFORMAL ACTION

Any action required or permitted by the Articles of Incorporation, the Constitution and By Laws or any provision of law to be taken by the Board of directors at a meeting or by resolution may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors then in office.

ARTICLE VIII.

FISCAL YEAR

The Fiscal year of the Corporation shall begin on the first day of January and end on the thirty first day of December.

ARTICLE IX.

CONTRACTS

- Section 1. At no time shall a member, Director or officer be authorized to take any action incurring an indebtedness or borrowing money in the name of the Corporation unless such borrowing or incurring of indebtedness shall be approved by a 2/3 vote of the Directors present at a meeting where a quorum is present. Bills or indebtedness not exceeding \$1,000 may be acted upon

and paid with the approval of the President. Contracts for services or goods exceeding \$1,000 shall be permitted only if approved by a majority vote of the Board of Directors.

Section 2. The Board of Directors may authorize any two officers to execute any contract necessary to accomplish the purposes of the Corporate Charter subject to the limitation of Section 1, Article IX. All deeds, mortgages, pledges, checks or drafts must be issued by the Treasurer and signed by the Treasurer and the President or, in the absence of either, by the remaining one and the Vice President.

Section 3. As designated the corporate checking account shall be maintained at a FDIC certified banking institution determined by resolution of the Board of Directors. All funds not otherwise employed shall be invested or utilized as designated by a resolution of the Board of Directors.

ARTICLE X.

In case of vacancy of any office, for whatever cause, the vacancy shall be filled by election by the Board of Directors for the unexpired term.

ARTICLE XI.

DUES

Each member shall pay annual dues as set by the Board of Directors. Regular membership dues shall not exceed \$50.00 per year. *Modification approved 2007 Annual Meeting*

*Each member shall pay annual dues as set by the Board of Directors. Regular membership dues shall not exceed \$25.00 per year. **Previous statement***

ARTICLE XII.

MEETINGS

Section 1. The Board of Directors shall meet monthly at such time and place as the Board majority vote shall determine.

Section2. The Corporation shall hold its annual meeting on the last Saturday of each May at a time and place in Dodge County as the Board of Directors shall designate. Notice of such meeting shall be sent to all members in good standing and shall be published in a newspaper of reasonable distribution in the area of Hustisford, Horicon and Lake Sinissippi.

Section 3. All Annual meetings and Board of Directors meetings shall be conducted by the President, or in his absence, the Vice President, or if both are absent by a board member selected by the members, in good standing, in attendance.

Section 4. A quorum for any Board of Directors meeting shall be three (3), five (5), or a majority of current filled Director positions attending a published monthly board meeting.

Section 5. A quorum for full Corporation meetings shall be ten per cent (10%) of the members in good standing.

- Section 6. A special meeting of the Membership may be called by the President or by the Vice President on the written demand of not less than twenty (20) members of the Corporation.
- Section 7. Any special meeting shall be noticed to all interested parties in writing at least ten (10) days before the meeting.
- Section 8. All special meetings shall be limited to the subject matter or matters described in the notice to interested parties.
- Section 9. Notice of all membership meetings shall be published in a local newspaper reasonably available to all interested parties.

ARTICLE XIII.

AMENDMENTS

This Constitution may be altered, repealed or amended by a 2/3 vote of the members in good standing present at any annual or special meeting provided that notice shall be given of such intention by the Board of Directors at least ten (10) days before the meeting. The Constitution may also be amended by a vote of all Directors present at any duly authorized meeting of such Directors, provided further that notice of such action shall be given to all members in good standing at least twenty (20) days before such action is considered.

ARTICLE XIV.

Upon dissolution, the assets of this Corporation, if any, after payment of all debts, liabilities and obligations, shall be transferred or conveyed to such organization or organizations organized for educational, charitable, environmental or conservation purposes as may be designated by the Board of Directors.

ARTICLE XV.

This amended Constitution shall be in effect upon approval by a majority of the members present at any Corporate Meeting where a quorum of members in good standing are present.

**BY LAWS
OF
LAKE SINISSIPPI ASSOCIATION**

ARTICLE I.

CONDUCT OF MEETINGS

- Section 1. A quorum for the conduct of a membership meeting shall be ten per cent (10%) of the members in good standing.
- Section 2. A quorum for any Board of Directors meeting shall be three (3), five (5), or a majority of current filled Director positions attending a published monthly board meeting.
- Section 3. All meetings shall be conducted pursuant to Robert's Rules of Order.
- Section 4. Any person desiring to introduce new business at a membership meeting shall notify the Secretary of the Association of the subject matter at least five (5) days before the meeting.

ARTICLE II.

COMMITTEES

The President shall appoint such committees as he/she deems appropriate.

ARTICLE III.

OFFICERS

All officers shall perform their duties as set forth in the Constitution and Articles of Incorporation.

ARTICLE IV.

MEMBERSHIP

Regular members in good standing shall be entitled to one vote per membership on all matters before the membership meetings. Regular members in good standing who are also Directors shall have only one vote for each Director.

ARTICLE V.

QUORUM

1. **Clarification of "Quorum" ARTICLE V QUORUM from Section 2.**
2. **Change ARTICLE VIII from**
Each member shall pay annual dues as set by the Board of Directors. Regular membership dues shall not exceed \$25.00 per year.
To:
Each member shall pay annual dues as set by the Board of Directors. Regular membership dues shall not exceed \$50.00 per year

Section 1. A quorum for membership meetings shall be ten per cent (10%) of the membership in good standing.

Section 2. A quorum for Directors' meetings shall be a majority of Directors in attendance at the meeting, minimum of 5 Directors must attend.
Modification approved 2007 Annual Meeting

*A quorum for Directors' meetings shall be a majority of the Directors. **Previous statement***

ARTICLE VI.

CONTRACTS

All contracts or legal instruments shall be contracted or executed only as permitted by the Constitution of the Corporation.

ARTICLE VII.

NOTICES

Section 1. Dues shall be for the fiscal year and each member and such person or persons who are prospective members shall receive notice that dues are expected to be paid for the current year or if the current years dues are paid for the following year.

Section 2. Notice of each general meeting of the membership shall be sent to each member in good standing and shall be published in a paper of general circulation in the area where interested parties may be located at least ten (10) days before the meeting.

Section 3. Directors shall be notified of the date, time and place of all Directors' meetings in writing at least ten (10) days before each monthly meeting.

ARTICLE VIII.

These by laws may be altered, amended or repealed and new by laws may be adopted by the Association at any meeting of the Association at which not less than ten per cent (10%) of the members in good standing and not less than a majority of the Directors are present.