

{Date: 9/8/19 9:00 pm version – edited by Greg for WEB

{Proposed changes to Bylaws of September 26, 2018.

{Black = original

{Strikethrough = delete

{Red = addition

{Yellow highlight = clarifying comment, or needs decision

MOOSE LAKE ADVANCEMENT ASSOCIATION

BY-LAWS

Revised and approved September 26, 2018 by membership vote according to the minutes of the September 26, 2018 Fall Meeting of Moose Lake Advancement Association.

ARTICLE ONE (1)

MEMBER

SECTION 1: A member of the Association shall be ~~any property owner with riparian rights~~ **any entity that owns a parcel of land that has shoreline** on Moose Lake (Waukesha County), who has paid ~~his/her~~ **its** annual dues **for the current calendar year.**

Comment: To avoid confusion if someone has not paid for the current year but pays their dues for the upcoming year at the fall meeting and then wants to vote.

~~A property owner who~~ **Any entity that** owns more than one ~~property with riparian rights~~ **parcel with a distinct County Tax ID number that has shoreline on Moose Lake (Waukesha County)** may have more than one membership if ~~they~~ **it** chooses to pay dues for each ~~property~~ **parcel.**

Comment: Legally, there is great confusion over what constitutes "riparian". We avoid that by stating what they have to own to be a member. Secondly, by using "entity", we avoid issues of trusts, divorce arguments, etc. as to ownership.

SECTION 2: One vote is allowed per riparian property that has a paid membership membership.

Comment: Member is defined above

ARTICLE TWO (2) MEETINGS

SECTION 1: The ~~General~~ **Regular** meetings of ~~this~~ **the** Association shall be held at such a place as the ~~Executive Board~~ **Board of Directors** shall designate, in the Town of Merton, County of Waukesha, State of Wisconsin, in the spring and in the fall or such later date as the ~~Executive Board~~ **Board of Directors** deems advisable at such time as is most convenient for the transaction of business, receiving reports of officers and election of officers for the ensuing year.

SECTION 2: Special meetings of the members of ~~this~~ **the** Association may be called by the President of this association on his own motion or upon the request of fifteen members of said association, stating the object, place and time of meeting.

SECTION 3: Special meetings of the ~~Executive Board~~ **Board of Directors** may be called by the President or any three (3) members of the ~~Executive Board~~ **Board of Directors** by communicating a written or verbal notice to each of said members at least five (5) days prior to said meeting, which notice shall specify the purpose, place and time of said meeting.

SECTION 4: **Every regular or special meeting of the Association must be preceded by notice to members.** The Moose Lake Advancement Association (~~hereafter referred to as MLAA~~) official web site shall be the mechanism for official notices and they must be posted there a minimum of 10 days before any action referred to may take place.
{Board comment – email notification? No notification method perfect. It would be advantageous for us to consider member self-maintenance email addresses attached

with something like Constant Contact as MLAA notification vehicle. Sending out emails and email address maintenance is much more time consuming than you may realize.}

SECTION 5: The agenda for a regular membership meeting shall generally conform to the following.

ORDER OF BUSINESS

1. Call meeting to order.
2. Roll call of Officers
3. Minutes of previous meeting
4. Treasurer's Report
5. Correspondence
6. Reports of Committees
7. Old Business
8. New Business
9. Election of Officers (~~spring meeting~~ Fall meeting)
- ~~10. Installation of Officers (spring meeting).~~
- ~~11.~~ 10. Adjournment

Comment: This entire Order of Business moved from Article Seven because it is related to Meetings. Installation of officers will occur January 1 after a Fall election.

ARTICLE THREE (3) OFFICERS AND DIRECTORS

SECTION 1: The general officers shall consist of a President, Vice President, Recording Secretary, and Treasurer. Additionally, a minimum of four, or a maximum of five, ~~at large members~~ additional directors will be elected. The general officers and ~~at large members~~ additional directors shall be known as the ~~Executive Board~~ Board of Directors. General officers and ~~at large members~~ additional directors shall be elected annually. In the event of a vacancy the ~~Executive Board~~ Board of Directors shall be empowered to fill said vacancy.

SECTION 2: The general affairs of the Association shall be handled by the ~~Executive Board~~ **Board of Directors**.

SECTION 3: Attempts should be made during the election process to make the representation on the board geographically diverse with regards to location on the lake.

SECTION 4: The election of ~~Officers and at large members shall be held at the spring meeting.~~ **the Board of Directors shall be in the fall of each calendar year beginning in 2020. The Board of Directors will serve a term of one year beginning January 1st after the election and ending December 31st of that year.** The election process shall be per the most recent, written policy for elections as drafted and passed by the ~~Executive Board~~ **Board of Directors**.

Comment: By stating "in the fall", it allows us to have the election at the meeting or electronically, or whatever will be best. Moving the term to the calendar year seems to be the most logical. The normal Spring election in 2020 would be for a shortened term, (to Dec 31, 2020) in order to make the transition to Fall (2020) election cycle, in which the new board would be installed Jan 1, 2021.

SECTION 5: Duties of the Board of Directors are specified in the Articles of Incorporation. Additionally, at the expiration of each director's term of office, they will turn over all books, papers, electronic files or other property belonging to this Association that may be in their possession, to their successor in office.

SECTION 6: After installation, the new Board of Directors shall meet at least one ~~other~~ time prior to the next annual meeting.

Comment: Concept from Wisconsin Lakes Association guidance.

ARTICLE FOUR (4)
QUORUM

SECTION 1: A quorum for the transaction of business at any regular or special meeting of the association shall consist of not less than 20% of members of the association.

{Board comment – consider two-thirds for normal business. Additional thoughts – Two-thirds is a VERY high percentage, and there could easily be times we would not be able to transact MLAA business, including holding elections. NOTE: the bylaws from 2002 to last year stated 10%. Other suggestions stay at 20% or go to 25% or 30%}

SECTION 2: A quorum of the ~~Executive Board~~ **Board of Directors** shall consist of 50% of the members of said ~~Executive Board~~ **Board of Directors**.

{Board proposals - two-thirds. Others propose 50%}

ARTICLE FIVE (5)
DUES

SECTION 1: All members shall pay annual dues as determined by the ~~Executive Board~~ **Board of Directors** and approved by the membership.

SECTION 2: All dues are ~~payable at, or before, the spring meeting~~ **payable by December 31st for the following year.**

SECTION 3: Membership dues cover ~~the year from the spring of current year to spring of following year~~ **the calendar year from January 1-December 31.**

Comment: I struggled with how to word this. I know we will accept late payment but we should probably set a date that the dues are payable by. Every organization I belong to makes me pay before the year starts so I set it at December 31. I am hopeful that people will pay in the fall regularly for the following year. It is an efficiency factor for record keeping and handling funds. It's just a matter of getting used to it.

ARTICLE SIX (6)
OPERATIONS

SECTION 1: The President shall appoint committees as he/she may deem advisable to promote the best interests of said association and to carry out the purpose for which said association is organized.

SECTION 2: All committees shall present reports of the actions of said committees at the General meeting and as may be requested by the President or the ~~Executive Board~~ **Board of Directors**.

SECTION 3: No expenditures shall be incurred by any of the committees unless the same have been authorized by the ~~Executive Board~~ **Board of Directors** and when so approved, they shall be paid by the Treasurer.

SECTION 4: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the ~~Executive Board~~ **Board of Directors**. Disbursements are to be made on signatures of the Treasurer or the President. Electronic versions are acceptable.

SECTION 5: Any standing committee with prior program approval to conduct business, on behalf of the association, may be authorized an annual budget of up to two hundred (\$200.00) at the discretion of the President or the ~~Executive Board~~ **Board of Directors**.

SECTION 6: The Treasurer's financial records shall be audited once a year ~~just~~ prior to the spring ~~general election~~ meeting. The audit may be conducted by at least two (2) of the ~~at large~~ members of the ~~Executive Board~~ **Board of Directors**.

SECTION 7: As provided by Wisconsin law, the Association shall indemnify any officer 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.

~~ARTICLE SEVEN (7)~~
~~ORDER OF BUSINESS~~

- ~~1. Call meeting to order.~~
- ~~2. Roll call of Officers~~
- ~~3. Minutes of previous meeting~~
- ~~4. Treasurer's Report~~
- ~~5. Correspondence~~
- ~~6. Reports of Committees~~
- ~~7. Old Business~~
- ~~8. New Business~~
- ~~9. Election of Officers (spring meeting)~~
- ~~10. Installation of Officers (spring meeting).~~
- ~~11. Adjournment~~

Comment: This entire Order of Business moved to Article Two – Meetings

ARTICLE ~~EIGHT (8)~~ SEVEN (7)
AMENDMENTS

Amendments to these by-laws may be made at any ~~regular~~ meeting of the Association ~~by a majority vote~~ **by adoption of a resolution by the members in which 2/3rds of votes cast or a majority of the voting power, whichever is less, approve the resolution,** provided notice of such proposed amendments or changes have been given in writing at least ~~five (5)~~ **ten (10)** days before said meeting.

Comment: State law minimum voting requirements for changes to Articles of Incorporation is as noted above, and we are utilizing that language also for making changes to bylaws.

ARTICLE EIGHT (8)
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.

Comment: This Article added based on guidance from Wisconsin Lakes Association

OFFICERS' OBLIGATION

~~I, _____, sincerely pledge my honor to fulfill all of the duties of the office to which I have been elected to the best of my ability. At the expiration of my term of office I will turn over all of my books, papers or other property belonging to this Association that may be in my possession, to my successor in office.~~

YOUR OFFICERS' PLEDGE

~~United we strive forward for the benefit of all,
Divided we become dormant and benefit none.
It is your duty to attend all meetings and social doings so your Association may grow strong and accomplish its aims.~~

Comment: We moved some of this to the duties section. The others seem antiquated.