

Property Owners Association, Inc.

Barnes/Eau Claire Lakes Area

(Also Known as Friends of the Eau Claire Lakes Area)

By-Laws

(as amended through July 2017)

ARTICLE I

- 1.** The name of this Association shall be: **Property Owners Association, Inc. Barnes/Eau Claire Lakes Area.**
- 2.** The principal office of the Association shall be located in the Town of Barnes, Bayfield County, Wisconsin as indicated in the Articles of Incorporation, State of Wisconsin, Amended at Article I to change the name of this non-stock, non-profit corporation from Friends of the Eau Claire Lakes, Incorporated to Property Owners Association, Incorporated, Eau Claire Lakes Area (July,1983). Amended to Property Owners Association, Inc. Barnes/Eau Claire Lakes Area (July, 2011). Added the title, "Friends of the Eau Claire Lakes Area" in 2015. The Association was officially designated as a 501 c (3) organization on April 18, 2007. The Association may have such offices as may from time to time be designated by its members or its Board of Directors.

ARTICLE II

The purpose of the Association shall be to engage in not-for-profit activities in the Eau Claire Lakes Area in Bayfield and Douglas Counties, Wisconsin to encourage:

- ┆ The protection and preservation of the natural environment
- ┆ Favorable relationships with surrounding communities
- ┆ Development compatible with the natural environment
- ┆ Elimination of pollution
- ┆ Abatement of erosion and overcrowding

- ┆ Protection and improvement of all lakes in the Eau Claire Lakes area

ARTICLE III

- 1. Members:** Membership in the Association shall be open to any individual, family, business or organization that (a) subscribes to the purposes of the Association and (b) owns or leases property on or within a mile of the Eau Claire Lakes area; or (c) resides on or within one mile of the Lakes area at least one month each year.
- 2. Voting:** Each member shall be entitled to one vote in the affairs of the Association. Proxy voting shall be permitted.
- 3. Duration of Membership:** Membership in this Association may be terminated by voluntary withdrawal as herein provided or otherwise in pursuance of these rules. All rights, privileges and interests of a member in or to the association shall cease on termination of membership. Memberships shall be non-transferable. Any member may, by giving written notice of such intention, withdraw from membership.
- 4. Suspension:** For cause, any membership may be suspended or terminated. Sufficient cause for suspension or termination shall be a violation of these By-Laws or any lawful rule or practice duly adopted by the Association. Suspension or expulsion shall be by vote or other procedure established by the Board of Directors, provided an opportunity to appear and present a defense is given.

ARTICLE IV

1. The annual dues required for membership in the Association shall be determined by the vote of the active members on recommendation of the Board of Directors. Dues may vary from year to year.
2. Members who fail to pay their dues within such time as prescribed by the Board of Directors shall be reported as in arrears, and if so ordered by the vote of the Board of Directors shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

ARTICLE V

- 1. Annual Meeting:** There shall be an Annual Meeting of the Association during the **month of July** each year, unless otherwise ordered by the Board of Directors, for election of members to the Boards of Directors, receiving reports, and the transaction of other business. Meetings shall be open to all members. Notice of these meetings, issued by the Board of Directors shall be mailed to the last recorded address of each **member at least 15 days before the appointed time for the meeting or circulated by electronic means to the members.**
- 2. Quorum:** The **members present** at the Annual Meeting of the Association shall constitute a quorum.
- 3. Order of Business:** The order of business at the Annual Meeting of the Association shall be as follows:
 1. Call to order.
 2. Report from the minutes of previous meeting
 3. Treasurer's report
 4. Report of Board of Directors.
 5. Other business
 6. Election of Board of Directors.
 7. Adjournment.

ARTICLE VI

- 1. Board of Directors:** The Board of Directors (**Maximum of 12 members**) shall be the governing body of the Property Owners Association, Inc. Barnes/Eau Claire Lakes Area. They shall have supervision, control and direction of the affairs of the Association and shall execute the policies and decisions of the membership. They shall actively execute the purposes and objectives of the Association. They shall have discretion in the disbursement of funds. **They shall select their officers and committee chairmen as determined by the**

Board of Directors. Committee members shall be selected from the membership. They may adopt such rules for the conduct of their business as shall be deemed advisable and may, in the execution of powers granted, appoint ad hoc committees or agents to work on specific problems or reports. They shall meet whenever deemed necessary by the President. Time and place of said meetings is to be determined by the Board of Directors. **A majority of the board shall constitute a quorum for conducting business** of the Association. The board shall give a report of their activities at the Annual meeting and circulate a printed report of that meeting, including a financial statement, to all members. Newsletters and other publications may be issued when deemed necessary by the Board within that time period.

- 2. Election of the Board of Directors:** Directors are to be elected for a 3-year term. A nominating committee, designated by the Board, shall submit a slate of Directors to be presented at the Annual Meeting. Nominations from the floor may be made by the members. A majority of votes cast shall elect. Whenever due to death, early retirement from office, disability or other reason a Director does not complete his or her term the Board shall appoint a person to serve until the end of the term of the person who dies or retires, at which point the Director so appointed may stand for election to a regular 3-year term.
- 3. Actions of Board:** Whenever a Director is unable to be present because of an excused absence, he or she may vote on a specific issue or issues scheduled to be addressed at a future Board meeting by supplying another Director with a written proxy vote. The vote must be directed to an issue or issues before the Board, and general proxies may not be granted to another Board member.
- 4. Executive Committee:** In the period between Board meetings, an Executive Committee shall have the authority to approve expenditures and to make management decisions deemed necessary during this time. Major policy judgments remain in the hands of the Board of Directors. The Executive Committee shall consist of the Association President, Vice President, Secretary, Treasurer and Chair of the

Membership Committee. A concurrence of 3 of these officials is necessary to approval of Executive Committee action.

ARTICLE VII

1. Whenever, in the judgment of the Board of Directors, any question shall arise which it considers should be put to a **vote of the membership**, and when it deems it inexpedient to call a special meeting for that purpose, it may unless otherwise required by these by-laws, submit the matter to the membership in writing **by mail or electronic communication** for a vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail or by electronic format within two weeks after such submission to the membership. Action taken in this manner shall be as effective as action taken at a duly called meeting of the Association.

ARTICLE VIII

1. Nothing herein shall constitute members of the Association as partner for any purpose. No member, director, agent or employee shall be liable for the acts of failure to act on the part of any other members, directors, agents or employees of the Association. Nor shall any member, director, agent or employee be liable for his or her acts or failure to act under these by-laws, excepting only acts or omissions arising out of his willful misfeasance.

ARTICLE IX

- 1. Finance:** This Association is not intended as a profit making organization, nor is it founded with the expectation of making a profit, though some of its activities may be reflected in a pecuniary advantage to its members. This Association shall use its funds only for the objectives and purposes specified in these by-laws.
- 2. Bonding:** Persons entrusted with the handling of Association funds may be required, at the discretion of the Board of Directors, to furnish, at Association expense, a suitable fidelity bond.

- 3. Checks:** The person designated as Treasurer shall be authorized to sign checks drawn on the funds of the Association when approved by the Board of Directors, or the Executive Committee. When the treasurer is unavailable, the Executive Committee may authorize two members of the Board to sign checks. Only one signature is necessary to draw on the funds of the Association.

ARTICLE X

- 1.** These by-laws may be amended, repealed or altered in whole or in part, by a majority vote at any duly organized meeting of the Association.

ARTICLE XI

1. The Property Owners Association, Inc. Barnes/Eau Claire Lakes Area 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.
2. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate Court in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.
3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code or corresponding section of any future federal code.

4. The Property Owners Association, Inc. Barnes/Eau Claire Lakes Area is dedicated to the preservation of the natural environment, lakes, rivers, streams and forests of Eau Claire Lakes Area in Bayfield and Douglas counties in the State of Wisconsin.

Originally adopted July 23, 1983; as amended through July 2017