

BY-LAWS OF THE MUD HEN LAKE PROTECTION AND REHABILITATION DISTRICT

PREFACE

The purpose of these By-Laws is to define and regulate the activities of the Mud Hen Lake Protection and Rehabilitation District (sometimes referred to as "District"). These By-Laws shall be interpreted in a manner consistent with the laws of the State of Wisconsin and particularly Chapter 33, Wisconsin Statutes, under which the District was created and operates. In the event of a conflict with state law the state law shall prevail to the extent of the conflict. Pertinent statutes are cited brackets in connection with certain By-Law provisions.

ARTICLE I--POWERS OF THE DISTRICT

Section 1. Creation; Purpose. The District is created under ch. 33, Wis. Stats. for the purpose of undertaking a program of lake protection and rehabilitation of Mud Hen Lake, Town of Daniels, Burnett County, Wisconsin.

Section 2. General Powers. The District may sue and be sued, make contracts, accept gifts, purchase, lease, devise or otherwise acquire, hold, maintain or dispose of property, disburse money, contract debt and do such other acts as are necessary and permitted by law to carry out a program of lake protection and rehabilitation. [s. 33.22 (1), Wis. Stats.]

ARTICLE II--DISTRICT BOARD OF COMMISSIONERS

Section 1--Management; Composition. The affairs of the District shall be managed by a Board of Commissioners (sometimes referred to as "Board") which shall consist of five persons. The Commissioners shall be selected as follows:

A. Elected Commissioners. Three Commissioners shall be electors or owners of property within the district. Such Commissioners shall be elected by the qualified electors and property owners within the district, by secret ballot, for staggered 3-year terms. At least one elected member shall be a resident of the District.

B. County Board Representative. One Commissioner shall be appointed by the Burnett County Board.

C. Town Board Representative. One Commissioner shall be a member of the Town Board of the Town of Daniels appointed by the Town Board.
[s. 33.28 (1) and (2), Wis. Stats.]

Section 2--Function. The Board shall conduct all business of the District not specifically reserved to the electors of the district and shall carry out Chapter 33, Wisconsin Statutes, the provisions of these By-Laws and the mandates of the annual meeting.

Section 3--Quorum. Three Commissioners shall constitute a quorum for the transaction of business. [s. 33.28 (3), Wis. Stats.]

Section 4--Vacancies. If a vacancy occurs in the elected membership of the Board under Section 1. A of this Article II the Chairperson of the Board shall appoint a person to fill the remainder of the unexpired term, subject to approval by the majority vote of the Board. If a vacancy occurs in the appointed membership of the Board under Section 1. B or C. of this Article II the appointing authority shall appoint a person to fill the vacancy. [s. 33.28 (7), Wis. Stats.]

Section 5--Meetings. The Board shall meet at least quarterly and at other times on the call of the Chairperson or the petition of 3 of the Commissioners. All meetings shall comply with the Wisconsin Open Meetings Law. [s. 33.28 (6), Wis. Stats. and ch. 19, subch. V, Wis. Stats.]

Section 6--Officers. The Board, immediately after each annual meeting, shall elect a Chairperson, Secretary and Treasurer, whose duties shall be as follows:

A. Chairperson. The Chairperson shall preside at the annual meeting, at all special meetings and all meetings of the Board and at all public hearings held by the Board.

B. Secretary. The Secretary shall keep minutes of all meetings of the District and hearings held by it. The Secretary shall annually provide the University of Wisconsin Extension (Environmental Resources Unit) with names and addresses of Commissioners, and by copy of said list shall annually notify the Department of Natural Resources (Office of Inland Lake Renewal) of the continued existence of the District. The Secretary shall prepare and send the notices required for the annual meeting, any special meeting and any meeting of the Board.

C. Treasurer. The Treasurer shall receive and take charge of all moneys of the District and pay out the same only on order of the Board.
[s. 33.29 (3), Wis. Stats.]

Section 7--Compensation. The Commissioners shall receive no remuneration for their service in office but shall be paid actual and necessary expenses incurred while conducting the business of the District. [s. 33.28 (5), Wis. Stats.]

Section 8--Powers and Duties; Fiscal Matters. The Board shall have the following authority, duties and responsibilities:

A. General. The Board shall have the authority to exercise the powers and perform the duties as set forth in ch. 33, Wis. Stats.

B. Fiscal Matters. The Board shall have control over the fiscal matters of the District, subject to the powers and directives of the annual or a special meeting. The Board shall annually at the close of the fiscal year cause an audit to be made of the financial transactions of the District, to be performed by the Audit Committee appointed under Article VI, Section 2. The audit shall be submitted to the annual meeting. The Board may impose special assessments or special charges for the purpose of carrying out District protection and rehabilitation projects or for other lake management activities undertaken by the District. The Board may exercise its authority to borrow money when in temporary need. [ss. 33.29 (2), 33.31 and 33.32, Wis. Stats.]

Section 9--Code of Ethics; Conflicts of Interest. Each Commissioner shall comply with the State of Wisconsin Code of Ethics for Local Government Officials, s. 19.59, Wis. Stats., and all other applicable laws and regulations regarding conflicts of interest.

ARTICLE III--ELECTORS

Section 1--Eligibility. The following (sometimes referred to within these By-Laws as "elector" or "electors") shall be eligible to vote at the annual meeting and special meetings:

A. Residents. A qualified voter who resides in the District.

B. Property Owners. Every U.S. Citizen, 18 years of age or older who owns real property in the District. "Ownership" shall be determined as set forth in ss. 33.01 (9) and 33.285, Wis. Stats.

Section 2--One Vote Allowed. Any elector may cast only one vote on any question called to a vote.

Section 3--Casting Ballots. An elector must be present at the meeting at the time the vote is called in order to vote. No elector may vote by proxy or absentee ballot or referendum. All votes shall be performed by a voice vote or show of hands, as determined by the Chairperson, unless otherwise specified by Wisconsin Statute or these By-Laws. [s. 33.30 (2) (b), Wis. Stats.]

ARTICLE IV--DISTRICT MEETINGS

Section 1--Annual Meeting; Budget Hearing.

A. Time and Place. The annual meeting and budget hearing of the District shall be held between May 22 and September 8 at a time and place selected by the Board unless another date has been set by vote of the previous annual meeting. [ss. 33.30 (1) and 65.90 (1), Wis. Stats.]

B. Notice. A written notice of the annual meeting and budget hearing shall be

mailed at least 14 days in advance of the meeting to all electors within the district whose address is known or can be ascertained with reasonable diligence, to all property owners within the District at the owner's address as listed in the tax roll and to the Department of Natural Resources. Notice may also be provided to the University of Wisconsin Extension.

C. **Nomination of Commissioners.** The electors and property owners shall nominate candidates to fill all vacancies on the Board by submitting written nomination papers to the secretary at least 45 days prior to the annual meeting. The names of all nominated candidates shall appear on the notice of annual meeting mailed to electors and property owners under Section 1. B. of this Article IV. In the event that no nomination papers are timely submitted nominations can be submitted from the floor at the annual meeting by 2/3 of the electors and property owners in attendance at the meeting.

D. **Election of Commissioners.** The annual meeting can elect to the office of Commissioner any elector or property owner provided that at least one of the elected Commissioners is a resident of the District. In the event no resident is willing to be elected for a given term, the residency requirement shall be waived until the end of that term. The electors and property owners shall elect one Commissioner to fill each vacancy on the Board. When a Commissioner's term of office has expired, his or her successor shall be elected to a 3-year term. If a commissioner leaves office before the expiration of his or her term, his or her elected successor shall serve only for the remainder of the expired term. In any year in which more than one vacancy exists, the candidate receiving the greatest number of votes shall be elected to the 3-year term; the candidate receiving the second greatest number of votes shall be elected to the next longest term; and the candidates receiving the third greatest number of votes shall be elected to the shortest term vacancy, if any. If none of the Commissioners whose terms do not expire is a resident elector then the resident elector receiving the greatest number of votes shall be elected to the 3-year term. All elections for the office of Commissioner shall be conducted by secret, written ballot. Commissioners shall assume their office immediately following the annual meeting at which they are elected. [s. 33.28 (2) and (2m) (b), Wis. Stats.]

E. **Publication of Budget Summary.** A summary of the proposed budget and notice of the place where such budget in detail is available for public inspection and notice of the time and place of the annual meeting and budget hearing shall be published as a Class 1 Notice under ch. 985, Wis. Stats. at least 15 days prior to the public hearing. [ss. 33.30 (2) and 65.90 (3), Wis. Stats.]

F. **Annual Budget and Tax.** At the annual meeting and budget hearing the Board shall present a proposed budget and tax, if any, for the coming calendar year. The electors and property owners of the District shall approve the budget and vote the tax as proposed or modify the budget and change the tax accordingly. The

property tax levy of the District shall not exceed a rate of 2.5 mills of equalized valuation as determined by the Wisconsin Department of Revenue and reported to the District. The annual meeting may direct the Board to adopt and collect special charges or special assessments. [ss. 33.30 (3) (b) and (4) (a) and 33.32, Wis. Stats.]

G. Other Business. The annual meeting may take up and consider such other business as comes before it. [s. 33.30 (4) (b), Wis. Stats.]

Section 2--Special Meetings.

A. General. The Board may schedule special meetings of the District at any time. The Board shall call a special meeting upon receipt of a petition signed by at least 10% of the electors and property owners of the District.

B. Notice. Written notice of a special meeting shall be given to the same persons and in the same manner as that provided for the annual meeting under s. 33.30 (2) (a), Wis. Stats.

C. Actions. At a special meeting, the electors and property owners may take any action that is required or allowed to be taken at an annual meeting, except that they may not do any of the following:

1. Approve an annual budget, but they may consider and vote on amendments to the annual budget;
2. Consider the dissolution of the District or dissolve the District; or
3. Consider a matter that was resolved during another special meeting that was held since the previous annual meeting.

ARTICLE V--PUBLIC BIDDING

Section 1--Low Bid. All contracts exceeding \$2,500 for any work or the purchase of any materials shall be let by the Board to the lowest responsible bidder in the manner prescribed by the Board. [s. 33.22 (1), Wis. Stats.]

Section 2--Security Bond. The Board may require that a contracting party give adequate security to assure performance of the contract and to pay all damages which may arise from inadequate performance. [s. 33.22 (2), Wis. Stats.]

ARTICLE VI--COMMITTEES

Section 1--Elections. The Chairperson may appoint three electors who are not running for the office of Commissioner to serve as an elections committee. The committee shall

distribute, collect and count the ballots at the annual meeting and report the results to the annual meeting.

Section 2--Audit. The Chairperson shall appoint three electors to serve as the audit committee. The committee shall examine all financial records of the District and report its conclusions to the annual meeting.

Section 3--Other Committees. The Chairperson may appoint other committees as he or she deems necessary to further the interests of the District.

Section 4--Reporting. All committees shall report to the Chairperson at his or her request and to the annual meeting.

Section 5--Compensation. Committee members shall receive no remuneration for service to the District. With prior approval from the Board, committee members may submit vouchers for actual and necessary expenses incurred while conducting the business of the District.

Section 6--Terms. All committee members shall serve at the pleasure of the Chairperson and may be replaced as determined necessary by the Chairperson.

ARTICLE VII--MISCELLANEOUS PROVISIONS

Section 1--Conduct of Meetings. All meetings of the District shall be conducted according to the current edition of Robert's Rules of Order Newly Revised unless inconsistent with these bylaws and any special rules of order the Society may adopt. The Chairperson shall serve as parliamentarian.

Section 2--Adoption of By-Laws. These By-Laws may be adopted at any legal meeting of the District. Adoption shall require a two-thirds vote of the resident electors and property owners present and voting on the measure. The By-Laws shall become effective immediately upon adoption.

Section 3--Amendment of By-Laws. These By-Laws may be amended at any legal annual meeting of the District. Amendments shall require a two-thirds vote of the resident electors and property owners present and voting on the measure.

CERTIFICATION:

The undersigned Secretary of the District do hereby certify that these By-Laws were adopted at a legal meeting of the District held on the ____ day of _____, 2007.

District Secretary