

CLARK LAKE ADVANCEMENT ASSOCIATION BYLAWS

Article 1 – Purpose

Section 1 - Purpose

Pursuant to the Articles of Incorporation of the Clark Lake Advancement Association, Inc., recorded in the office of the Register of Deeds for Door County, Wisconsin, the following are adopted as the Bylaws of the Clark Lake Advancement Association, Inc. (hereinafter referred to as the Association), which is a non-profit organization formed and organized to serve as an association of property owners and other persons interested in the progress, development and welfare of Clark Lake and the contiguous land areas within 3/8 mile of the shoreline, and the promotion of the concept that the people residing within this area are a unified community.

Article 2 – Mission

Section 2.0 - Mission of the Board

The Board of Directors shall endeavor to provide services and activities for the benefit of members such as, but not limited to:

- a) Working with the DNR and other groups to improve and maintain water quality and fishing.
- b) Working with the DNR and other groups to protect the lake from invasive species in the water and on the shore.
- c) Working with the DNR and Door County Sheriff's Department to maintain safe boating on the lake.
- d) Sponsor picnics and social events intended to support the Clark Lake community.
- e) Installation of buoys marking special areas of the lake.
- f) Maintenance of informational signs regarding activities on the lake.
- g) Providing information through the utilization of an Association web site on the Board's and members activities.
- h) Working with the Town of Sevastopol and Town of Jacksonport to ensure that the interests of the Association are advanced.

Article 3 – Membership

Section 3.0 - Membership Eligibility

Membership in the Association shall be restricted to those parcels located within 3/8 of a mile of the shoreline of Clark Lake. Membership shall be on a per parcel basis. A parcel is defined as a tax parcel, as determined by the relevant taxing authority. A membership is not transferable.

Section 3.1 – Classes of Membership

- a) Regular Membership - any person who is the owner of a parcel meeting the criteria of Section 3.0 (a qualifying parcel) shall be eligible for regular membership upon submission of an application and payment of such dues as may be established by the Board of Directors. Since the regular membership is parcel based, an application is specific to one qualifying parcel and should include information designated by the board to indicate any other owners of fractional interest for the property.
 1. An owner is entitled to obtain a regular membership for each qualifying parcel owned. A regular membership cannot be linked to more than one parcel.
 2. One parcel may be linked to as many regular memberships as owners of fractional interest exist for that parcel. Despite a parcel having multiple regular membership linked to it, there is still only one vote available to that entire parcel except for those regular memberships for parcels defined in Section 3.1 (x-xiv)
 3. A regular membership includes the owner, spouse or other co-habiting adult and their dependent children. The adults of the regular membership are referred to as regular

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members. If the term “membership” is used without a modifier, then it refers to “regular membership”. Regular membership benefits are documented in the bylaws or as assigned by the board.

4. “Voting Parcel” signifies a parcel that is entitled to one vote. A voting parcel is any qualifying parcel that has at least one owner who is a regular member with that parcel address listed on their application. Every owner of a Voting Parcel, whether a regular member themselves or not, is eligible for the voting parcel benefits as documented in the bylaws or assigned by the board.
5. An owner is entitled to Voting parcel benefits for each voting parcel owned.
6. Owners of fractional interests in a parcel (other than time sharing interests), including husband and wife ownership, shall be entitled to one (1) vote for the entire voting parcel.
7. Legal entities, such as family trusts, are regarded as a single owner, may purchase one regular membership per qualifying parcel to activate the voting parcel, and shall be entitled to one (1) vote for the entire parcel.
8. Owners of time-share interests in a parcel or parcels shall not be eligible for membership, except that an ownership association of such time-share interests shall be allowed one membership and receive only one Voting parcel and its benefits for the entire time-share property.
9. Exception to one vote per parcel: Parcels with fractional owners were allowed to purchase multiple memberships and received a full vote for each membership in the past and where the membership instead of one (1) per voting parcel. This exception is not transferable to another owner or parcel.
10. Qualifications for the exception to one vote per parcel:
 - a. A regular membership was purchased for the year 2013 or prior to June 2014 by more than one owner of fractional interest for a qualifying parcel.
 - b. The owner continues to purchase a regular membership every year beginning in 2016 linked to the same parcel.
 - c. If this amendment is approved prior to the end of 2015, the regular membership may be purchased in 2015 and the member will be allowed one (1) vote for the membership
- b) Honorary Membership - any person not eligible to be regular member shall be eligible to be an honorary member by motion of the Board of Directors. An honorary member pays no dues and is not eligible to vote.
- c) Organization Membership - any organization may become an organization member upon acceptance by the Board of Directors and payment of such dues or fees as may be established by the Board of Directors. An organization is not eligible to vote.

Section 3.2 - Voting

All voting by the membership shall be in person at the Annual Meeting and Special Meetings. Except as otherwise set forth in these bylaws, a majority vote of the regular members present shall be sufficient to take action on an issue.

- a) Each Voting parcel qualifies for one vote. The Voting parcel benefit of voting privilege is shared by all owners of the parcel. All other owners of Voting parcel present or represented by proxy shall caucus and then exercise their voting privilege and submitting a combined one (1) vote for the entire parcel.
- b) There is no fractional voting.
- c) An owner who solely owns or is an owner of fractional interest to multiple voting parcels is entitled to the voting privilege to caucus and submit a combined one (1) vote for each voting cycle.
- d) A voting parcel is entitled to one (1) vote at a meeting. If multiple owners apply, pay dues and become regular members, the property is still a single Voting parcel and there is only one (1) vote for the entire parcel. The sole exception to requirement is found in section 3.1(x) and regular membership meeting all of the qualifying criteria may submit one (1) vote for each qualifying membership of the voting parcel, but there is a substitute and not an additional one (1) vote. The voting parcel vote is limited to one (1) for each of the qualifying memberships; the ordinary caucus and combined vote is forfeit.

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- e) All voting by the membership shall be in person or represented by proxy at the Annual Meeting and Special Meetings. Except as otherwise set forth in these bylaws, a majority vote of the Regular Membership present or represented by proxy shall be sufficient to take action on an issue.

Section 3.3 – Right to vote by proxy

A regular member may appoint any person age 18 or older as a proxy to act for that member, including participate in a vote, at the Annual Meeting and Special Meetings by signing an appointment form approved by the CLAA Board. Appointment of a proxy is effective when delivered, by a process approved by the board, to the secretary or other officer or agent authorized to tabulate votes and shall be in effect only for the designate meeting and all adjournments of such meeting as documented on the form. Any proxy may represent only one regular member but is the proxy is also a regular member, they also retain their own voting privilege.

Article 4 – Dues

Section 4.0 - Membership Year

The membership year shall be the calendar year, beginning on January 1 and ending on December 31.

Section 4.1 - Annual Dues

Notice of annual membership dues will be communicated to eligible members between January 1 and April 15 each year. Current year dues must be paid before or at the Annual or Special Meeting for voting privileges. Dues shall not be refundable for any reason.

Section 4.2 - Non-payment of Dues

Non-payment of dues shall forfeit membership and its privileges. If the membership forfeiture results in no regular membership linked to a parcel then the Voting parcel benefits for all of the other owners is also a forfeit.

Section 4.3 - Dues

Membership dues for the upcoming year, other than the current year, shall be recommended by the Board of Directors and approved by the membership at the Annual Meeting.

Article 5 - Meetings

Section 5.0 - Annual Meeting

The Annual Meeting of the Association shall be held near Clark Lake on a Saturday during July of each year. The time and place will be arranged by the Board of Directors. The agenda of the Annual Meeting shall include elections, discussion of projects, dues approval, budget approval, member concerns, and any other business properly brought before the Annual Meeting.

Section 5.1- Special Meetings

A Special Meeting of the Association may be called at any time with a majority vote of the Board of Directors. A Special Meeting shall be called by the President when at least ten percent (10%) of the voting parcels file a written request with the President or Secretary. Once the request for a special meeting has been received, the secretary will have up to seven days to certify the petition as meeting criteria per Section 3.1. Once verified, the meeting will then be scheduled within the next 21 days. The agenda of a Special Meeting may include any items properly brought before an Annual Meeting. Only those matters described in the notice shall be discussed at the Special Meeting.

Section 5.2 - Other Meetings or Events

The Association may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests. It may also sponsor fund-raising

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activities. If business is to be conducted at such events, the notice requirement for Special Meetings must be met.

Section 5.3 - Member Notification

Every Annual or Special meeting must be preceded by notification of the meeting to paid members, members from the preceding year who have not yet renewed their membership by the Annual Meeting and other property owners eligible for membership. Notification may be by mail, email or hand delivered at least 15 days, but not more than 30 days, prior to Annual Meetings and Special Meetings. The notice shall include the agenda and shall include a description of the matter or matters for which the meeting was called.

Section 5.4 - Quorum Required

No business may be conducted at Annual or Special meetings unless at least fifteen percent (15%) of the regular membership is present. A regular member must be present at the meeting at the time the vote is called in order to vote.

Section 5.5 - Conduct of Meetings

The proceedings of the Association shall be covered by and conducted according to Roberts Rules of Order, unless they are in conflict with these bylaws.

Section 5.6 - Board of Directors Organization

The Board of Directors shall meet at least four times annually. Regular board meetings shall be held at places, dates, and times established by the Board. Special board meetings may be held on the call of the President or any three directors after at least 24 hours' notice by telephone, mail, email or personal contact.

Section 5.7 - Regular Board Meetings

All regular board meetings of the Association shall be held within the Town of Jacksonport or Town of Sevastopol. Notice of any meeting shall be given by written notice, delivered personally, by mail, or e-mail to each director at his or her designated address or e-mail address. The notice shall normally be given at least seven (7) calendar days prior to a regular meeting. The agenda and a copy of all the materials to be presented or acted upon at the meeting shall be given in written or digital form and shall be included with the notice. For the purposes of conducting business, a majority of the members of the Board shall constitute a quorum, and the action of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.8 - Electronic Participation in Meetings

The Board, or any committee of the Board, may, in addition to conducting meetings in which each member participates in person, conduct any regular or special board meeting by the use of any electronic means of communication, provided:

- a) all participating members shall simultaneously hear each other during the meeting, and/or
- b) all communication during the meeting is immediately transmitted to each participating member, and each participating member is able to immediately send messages to all other participating members.
- c) A Director participating in a meeting by any means pursuant to this Section shall be deemed present in person at the meeting.

Section 5.9 - Limitation of Debate

Every member in good standing shall be entitled to speak and vote on any subject brought before the Association for consideration. At the discretion of the President, debate may be limited.

Article 6 - Board of Directors

Section 6.0 - Board of Directors

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Membership on the Board of Directors of the Association shall be by vote of the voting parcels at an election held at an Annual Meeting of the Association. Election to the Board of Directors shall be by majority of the votes cast in such an election. Notice shall be given to all members by the method established in Article 5 when elections to the Board of Directors are to be held. Subject to directives of Annual and Special meetings and these By-laws, the Board of Directors shall have authority over the activities and assets of the Association.

Section 6.1 - Composition of the Board

The Board of Directors shall consist of not less than seven (7) or more than fourteen (14) members. All members of the Board of Directors shall be regular members of the Association; who spend a major portion of their free time at the Lake; are well acquainted with the members of the Association and the problems and activities of the Clark Lake Community. The Board should represent all of the geographical areas or sub-communities around the Lake. The Board and its committees only function if members attend meetings, and, therefore, regular attendance is expected. If a member is able to attend meetings on a consistent basis, the President shall discuss their participation with that member. The Board may vote to remove a member from the Board, whose attendance demonstrates a lack of commitment to participate in the activities of the Board upon the recommendation of the President.

Section 6.2 - Filling Board Vacancies

The Board of Directors shall nominate one or more members for each vacancy on the Board. Additional nominations of members, present at the Annual Meeting and willing to serve, shall be taken from the floor. All elections for the Board shall be conducted by hand or written ballot at each Annual Meeting. In the case of a tie vote, an immediate poll of the voting parcels present will take place to determine which of the tied candidates will fill the open director position(s).

Section 6.3 - Term of Office

- a) The terms of all members of the Board of Directors shall be three (3) years starting upon their election. To provide continuity of the Board, approximately one-third (1/3) of the entire Board shall be elected each year. If a vacancy occurs during the term of any director, other than an officer, the President can appoint a regular member who meets the requirements of Section 6.1 to assume the responsibilities until the next Annual Meeting. If a vacancy occurs during the term of an officer, the Board can appoint one of the remaining Board members to assume the responsibilities until the next Annual Meeting.
- b) The Board shall meet after the Annual Meeting and before October 1 to elect its officers. The two-year terms for officers shall begin October 1. The President and Secretary shall have staggered terms different from the Vice-President and Treasurer. Should an officer's position become vacant, the Board shall elect one of its members to serve the balance of the term. If a vacancy occurs in the secretary or treasurer positions and no Board member is willing to serve, then the Board may annually appoint a person who is eligible to be a regular member of the Association as an ex officio secretary or treasurer. The ex officio member may participate in the Board meetings, but not vote. The spouse or partner of a Board member may be appointed an ex officio member.
- c) Effective for terms as director beginning on or after January 1, 2014, service as a director shall be limited to three consecutive three-year terms subject to subsequent re-election or re-appointments after a break in service.

Section 6.4 - Director Compensation

Board members shall not be compensated for their time and effort. The Board may authorize reimbursement of necessary expenses incurred while on Association business.

Section 6.5 - Executive Committee

The Board by vote of 2/3 of its members may establish an executive committee. The powers of the executive committee shall include the authority to approve grant applications, payments and to take such other actions as are granted by the Board, acting during such periods of time as are established. The

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membership of the executive committee shall include the officers and at least one other director. The Executive Committee shall be empowered to conduct business at a meeting (Section 5.6) or by telephone and/or via email (Section 5.7) as long as the other Board of Director members are notified of the issues before the Executive Committee meeting and provided minutes of the meetings. All Board members are entitled to attend and vote at an Executive Committee meeting.

Section 6.7 - Recall of a Member of the Board

A regular member may initiate the recall of a member of the Board of Directors by submitting a petition to the Board, signed by fifteen percent (15%) of the voting parcels of the Association, requesting that a recall election of the designated member be held. Upon receipt of such a request, the Board shall hold a recall election of the designated member at the next Annual Meeting of the Association. If the majority of votes cast in such an election favor recall, the member is removed from the Board of Directors.

Article 7 – Officers

Section 7.0- President Duties

The president shall be selected from among the members of the Board of Directors and shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all the general powers and duties, which are usually vested in the office of president including, but not limited to, the power to sign any contracts, checks, drafts, or other instruments on behalf of the Association.

Section 7.1- Vice President Duties

The vice president shall take the place of the president and perform his/her duties whenever the president is absent or unable to act. If both the president and vice president are unable to act, the Board of Directors shall appoint another member of the Board to do so on an interim basis. The vice president shall also perform such other duties as are assigned by the president and or the Board of Directors.

Section 7.2 - Secretary Duties

The secretary shall keep the minutes of all meetings of the Board of Directors and of the Association; count votes at meetings of the Association; take charge of the Association books and records and in general, perform all duties incident to the office of secretary.

Section 7.3 - Treasurer Duties

The treasurer shall have responsibility for the Associations funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and financial records and books of account on behalf of the Association. The treasurer shall be responsible for the deposit of all monies and valuable effects in the name of and to the credit of the Association. The treasurer shall have the power to sign checks and drafts or other instruments on behalf of the Association. The treasurer shall also maintain the yearly list of members who have paid the annual dues levied by the Association.

Section 7.4 - Combined Offices

The same person may hold the offices of vice-president and treasurer or vice-president and secretary.

Article 8 – Committees

Section 8.0 - Committees

The president, with Board approval, shall appoint committees as are deemed necessary to support the efforts of the board. All committees shall have at least three members including at least one director.

Section 8.1- Water Quality Committee

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The Water Quality Committee shall represent the Association at Department of Natural Resources hearings and at local meetings relating to water quality, aquatic invasive species, fish and wildlife habitat, and water levels.

The Committee shall offer proposals to the Board regarding water quality monitoring and ecological management of the fishery.

Section 8.2- Social Committee

The Social Committee shall arrange for refreshments at the Annual Picnic and, after receiving Board approval, shall organize and publicize other social events to be sponsored by the Association.

Article 9 - Miscellaneous Provisions

Section 9.0-Accounts and Records

The records and accounts of the Association shall be maintained on a calendar year basis to coincide with the membership calendar. The calendar year shall run from January 1 through December 31.

Section 9.1 - Investments

Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations may be deposited in investment accounts or certificates as authorized by the Board of Directors.

Section 9.2- Contracts

No contract or agreement shall be made except upon approval by majority vote of the Board of Directors.

Section 9.3 -Association Representatives

No Association or Board member shall present himself or herself as representing the Association without having been given that authority by the Board of Directors.

Section 9.4- Liability of Officers and Directors

The Association shall maintain appropriate insurance for the Board of Directors (including Director and Officer's coverage) and volunteers. No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or not taken by him as an officer or Director of the Association, if such person:

- a) Exercised and used the same degree and judgment as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or
- b) Took or omitted to take action in reliance upon advice of counsel for the Association or upon statements made or information furnished by officers or members of the Association, which he had reasonable grounds to believe to be true.

Section 9.5- Not For Profit

Nothing in these bylaws shall be deemed or construed to authorize the Association to engage in any business activity for profit. All monies for expenses, fees, or contributions of the Association shall be derived from funds obtained by annual membership fees, donations or grants.

Article 10 - Adoption and Amendment

Section 10.0 – Amendments

These bylaws and any amendments thereto, must be adopted at any Annual or Special meeting of the Association by two-thirds vote of the voting parcels present or represented by proxy present and entitled to vote. Proposed amendments to the bylaws must be summarized in the notice for the meeting at which

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the amendments are to be voted on.

Article 11 – 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 voting parcels present or represented by proxy 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 voting membership as provided under Wisconsin law. Dissolution of the Association shall not be final until the voting parcels or represented by proxy, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum. Upon dissolution, the Board of Directors shall dispose of any remaining assets according to the Articles of Incorporation.

Certification

These bylaws were adopted by a unanimous vote of yes at the Association meeting on this 11th day of July 2015.

Acceptance of these bylaws shall repeal and replace any previous bylaws of the Clark Lake Advancement Association.

s/s Chuck Birringer

President