

BYLAWS
SAWYER COUNTY LAKES FORUM, Inc.

ARTICLE I GENERAL

SECTION 1: NAME

The name of the Association shall be the Sawyer County Lakes Forum, Inc., herein referred to as the Forum.

SECTION 2: PURPOSE

The purpose of the Forum is to facilitate education, research and sharing between organizations, individuals, governmental bodies and the general public of Sawyer County; to maintain and improve Sawyer County's water bodies, environs, and watersheds for now and future generations, including, but not limited to: aesthetics, water quality, wildlife habitat, fisheries, and recreation. These purposes will be accomplished while respecting the rights of property owners.

ARTICLE II MEMBERSHIP

SECTION 1: ORGANIZATIONAL

Any Sawyer County Lakes Association or Lake District whose primary purpose is to maintain and improve the quality of Sawyer County lakes and waterways for the benefit of the general public, various users and property owners is eligible to become a member of the Forum. [as amended Sept. 19,2007]

SECTION 2: ASSOCIATE

Any person supporting the Purpose of the Forum who resides in Sawyer County for at least one month each year or owns property in Sawyer County and is not represented by an ORGANIZATIONAL Member is eligible to become an Associate Member of the Forum.[as amended Sept. 19, 2007]

ARTICLE III VOTING

SECTION 1: ORGANIZATIONAL

Any member organization as defined in ARTICLE II SEC. 1, shall be entitled to cast five votes on any question or business before the Forum, except that in voting for Directors, each organization shall be limited to one vote for each open position. In order to cast any vote, an organization must be a member in good standing with dues paid up to date. The casting of a vote by any member organization is limited to the delegate or alternate as designated (in writing) by the President or Board of Directors of such member organization.

SECTION 2: ASSOCIATE

Any associate member as defined in ARTICLE II, SEC. 2, shall be entitled to voting privileges. In order to cast any vote the Associate member must be a member in good standing, that is, with dues paid up to date. The Associate member shall be entitled to one vote in all matters, any question or business before the Forum, including the election of Directors.

ARTICLE IV OFFICERS AND DIRECTORS

SECTION 1: OFFICERS:

Members shall elect eight lake management organizational delegates and/or associate members to serve as the Board of Directors. One of those delegates elected will be a representative of the Winter Lakes Alliance. The Board of Directors shall select a President, Vice-President, Secretary, and Treasurer from within the Board of Directors. The president shall preside as chairperson of the Board of Directors. Any five Directors shall constitute a quorum for considerations by the Board of Directors.

- (a) PAST PRESIDENT: The immediate past president shall continue to serve as a voting member and therefore serve as a director and member of the Board of Directors.
(Adopted September 24th 2004)

SECTION 2: TERM OF OFFICE

Directors shall serve a term of two years and shall be nominated and elected at the annual meeting. Directors can be elected to three (3) consecutive terms.

SECTION 3: VACANCIES

In the event any Director cannot complete a term of office, such office shall be filled by appointment of the Board of Directors on an interim basis, and remain in effect until the next regularly scheduled election. In the event the office of the President is vacated, the Vice-President shall assume that office for the remainder of the term.

SECTION 4: DUTIES

- (a) PRESIDENT: The President shall preside at all scheduled and special meetings of the Forum, and represent the Forum at all official functions and assume the role of official spokesperson for the Forum.
- (b) VICE-PRESIDENT: The Vice-President shall in the absence of the President, fulfill the duties of the President. Further, the Vice-President shall fulfill other duties as designated by the President, the Board of Directors or the general membership..

(c) SECRETARY: The Secretary shall record and maintain minutes of all meetings of the Forum; shall manage all routine correspondence, records and membership lists.

(d) TREASURER: The treasurer shall maintain all financial records pertaining to dues, other income, and all expenditures; shall present a summary report of income and expenditures at all regularly scheduled meetings, and a detailed report at the annual meeting. The records and accounts of the Forum shall be maintained on a fiscal year basis from January 1 through December 31. All Forum financial records shall be audited yearly by an Audit Committee appointed by the President.

(e) BOARD OF DIRECTORS: The Board of Directors may, when necessary and expedient, and providing a quorum is present, conduct the business of the Forum, subject to the approval of the members at the next official meeting of the Forum. The Board of Directors shall meet within 30 days following the Annual Meeting to select officers as required under Article IV, Section 1.

SECTION 5: COMPENSATION

No Officer, Director or member shall be compensated for their time and effort. The Board of Directors may authorize Officers, Directors, and committee members to be paid actual and necessary expenses incurred while on Forum business.

ARTICLE V MEETINGS

SECTION 1 : TYPES OF MEETINGS The Forum shall have the following meetings to conduct the business of the Forum

(a) SPRING MEETING: Such meeting will be held each year between April 15th and June 1st

(b) ANNUAL MEETING: Such meeting will be held each year between August 15th and October 1st. The time and place of the annual meeting shall be arranged by the Board of Directors. The agenda of the annual meeting shall include elections, adoption of a budget, committee reports, membership concerns, and educational matters.

(c) SPECIAL MEETINGS: A special meeting of the Forum may be called at any time by the President; or by a majority vote of the Board of Directors, or by request at least six (6) of the member organizations. The agenda of a special meeting may include any items properly brought before an annual meeting, with the exception of elections.

SECTION 2: PLACE OF MEETINGS

All meetings of the Forum shall be held in Sawyer County. The time and place shall be arranged by the President. All members shall be notified of the spring and fall meetings and agendas of the Forum no more than 70 but no less than 45 days prior to the meeting (between 45 and 70 days prior to the meeting). Notification will be made at the address or phone number of members maintained by the Secretary.[as amended May 19, 2007]

SECTION 3: QUORUM

No formal business may be conducted at membership meetings unless representatives from a minimum of ten member Associations are present. Without a quorum, meetings may be held at which admission of new members may be announced; a program may be presented; or members may engage in discussion of matters of interest to the Forum.

ARTICLE VI COMMITTEES

SECTION 1: STANDING COMMITTEES Standing Committees of the Forum shall consist of the following committees. Each committee shall consist of at least three persons as assigned by the President and approved the Board of Directors:

(a) **AUDIT COMMITTEE:** The Audit Committee shall audit the Forum financial records in conformance with Article 1V, Sec. 4(d).

(b) **NOMINATION COMMITTEE:** The Nomination Committee shall present a slate of Directors at the annual meeting for election by the organizational members. Such slate shall not preclude nominations from the floor.

SECTION 2: AD HOC COMMITTEES The President may appoint other committees as deemed necessary to support the efforts of the Forum.

SECTION 3: The President shall be an ex officio member of all committees.

ARTICLE VII DUES

SECTION 1: DUES

Annual dues for any Organizational member as defined in Art.11, Sec. 1, and for any Associate member as defined in Art.11, Sec.2., shall be determined by the membership each year at the annual meeting and shall be effective in the following fiscal year January 1 thru December 31). Such dues shall be paid at or before the spring meeting in the new fiscal year. A 30 day grace period for payment of dues shall exist prior to removal from membership.

ARTICLE VIII AMENDMENTS

SECTION 1 : These Bylaws may only be amended at any meeting of the Forum, provided that a written notice of the intended action is given to the membership at: least thirty days in advance of the meeting at which action is to be taken, and that a two-thirds majority of the members at such meeting, a quorum being present, approve the action.

ARTICLE IX PARLIAMENTARY AUTHORITY

SECTION 1: Robert's Rules of Order shall be the Forum's final authority on all questions of procedure and parliamentary law not covered by these Bylaws. Nonmembers and guests may be recognized to speak at Forum meetings at the discretion of the presiding officer who shall also serve as parliamentarian.

ARTICLE X INDEMNIFICATION

SECTION 1 : As provided by Wisconsin law, the Forum shall indemnify any Director, employee or agent who was, is or may be involved in a legal proceeding by virtue of his/her good faith action on behalf of the Forum.

ARTICLE XI DISSOLUTION

SECTION 1: The Forum may be dissolved by unanimous vote of delegates at the annual meeting upon request for a vote by the Board of Directors. Written notification at least 90 days prior to the annual meeting shall be required. After payment of all liabilities, all assets of the Forum shall be distributed to appropriate 501 c(3) rated organizations or charities approved by the Board of Directors.

SCLF Bylaws May 2007