

(Board thoughts: Proposed By-law changes - Version 1.0

Notes to understand proposed By-law changes that follow:

1. **Additions** are CAPITALIZED AND UNDERLINED for easy reference. Note, by-law changes that are passed will be final published with capitalized text transcribed to normal upper/lower case, and not underlined.
2. Board **explanations** accompany each proposed change and are always in parentheses and start with "board thoughts".
3. **Deletions** are left in with a line through them.)

MOOSE LAKE ADVANCEMENT ASSOCIATION

BY-LAWS

Revised and approved ~~November 30, 2001~~ _____ according to the Minutes of the ~~September 19, 2001~~ _____ Fall Meeting of Moose Lake Advancement Association.

(Board thoughts: We will change dates to reflect by-law update dates per membership vote in September, 2018).

**ARTICLE ONE (1)
MEMBER**

SECTION 1: A member of the Association shall be any property owner with riparian rights on Moose Lake (Waukesha County), who has paid his/her annual dues.
A PROPERTY OWNER WHO OWNS MORE THAN ONE PROPERTY WITH RIPARIAN RIGHTS MAY HAVE MORE THAN ONE MEMBERSHIP IF THEY CHOOSE TO PAY DUES FOR EACH PROPERTY.

SECTION 2: ONE VOTE IS ALLOWED PER RIPARIAN PROPERTY THAT HAS A PAID MEMBERSHIP.

(Board thoughts: This is the most complicated area that was discussed. Under this proposal, owners of more than one property could buy multiple memberships by paying

additional dues. This ultimately gives them the right to more than one vote if they choose to buy memberships for each of their properties. The board thinks this is an unlikely occurrence.

Since many properties are co-owned by couples, limiting them to only one vote per property makes the couple agree on how they want to vote. One of the reasons for this recommendation is that one of the mechanisms to address many of our problems that occurred at the 2018 spring meeting with regards to the voting process would be to go to electronic voting. This would be private and secure. However, it requires a single valid email address. The electronic voting mechanisms allow only one vote per email address. If we went to two votes per paid membership, we would have to have 2 email addresses per membership that was entitled to them. Additionally, we see properties in trusts or corporations. These may have many more than two owners. In that case, deciding on two votes would make it administratively more complicated for all. Therefore, the recommendation for one vote per property per paid membership.)

ARTICLE TWO (2)

MEETINGS

SECTION 1: The General meetings of this association shall be held at such a place as the Executive Board 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 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 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 may be called by the President or any three (3) members of the Executive Board 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: 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 thoughts: This is an added section. The current by-laws say nothing as to official notification to the members. Posting to the MLAA web site would be the required to provide official notice. Emails would still take place but, since not everyone has an email address, encouraging everyone to go to the website to look for official announcements would meet the notification obligation).

ARTICLE THREE (3) OFFICERS

SECTION 1: The Officers shall consist of a President, Vice President, Recording Secretary AND Treasurer. ADDITIONALLY, A Finance Committee consisting of four (4) members. MINIMUM OF FOUR, OR A MAXIMUM OF FIVE, AT LARGE MEMBERS shall be elected. ~~These~~ THE OFFICERS AND AT LARGE MEMBERS shall be known as the ~~General~~ Executive Board. Officers AND AT LARGE MEMBERS shall be elected annually. In the event of a vacancy the ~~general~~ Executive Board shall be empowered to fill said vacancy.

(Board thoughts: It's probably best to have an odd number so that there won't be ties if the board votes on items. On the other hand, you may not always get 5 volunteers so giving some leeway allows us to make a board even if we have only 4 volunteers for at large members. The word "general" was struck to be consistent).

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

SECTION 3: ~~Not more than two (2) officers shall be elected, however, who are residents of either the southwest, southeast, northeast or northwest shores of said Moose Lake, so that all portions of the Lake are at all times represented on the Officers Roster.~~ ATTEMPTS SHOULD BE MADE DURING THE ELECTION PROCESS TO MAKE THE REPRESENTATION ON THE EXECUTIVE BOARD GEOGRAPHICALLY DIVERSE WITH REGARDS TO LOCATION ON THE LAKE.

(Board thoughts: We don't want to be too restrictive if we have a limited number of volunteers willing to serve. Also, if there were too few board candidates and they were not geographically dispersed, then we might not be able to create a board based on the current restrictions. It is more important to have a board, even if not geographically

dispersed, than an incomplete board because they were disqualified by this requirement.

Conversely, if competitive board seats were up for election, under current by-laws, it would be possible that the actual election results would not meet the very specific geographic representation of by-law requirements.

However, we do want to keep the spirit of this intact by trying to have geographically diverse representation if possible).

SECTION 4: The election of Officers AND AT LARGE MEMBERS shall be held at the spring meeting. THE ELECTION PROCESS SHALL BE PER THE MOST RECENT, WRITTEN POLICY FOR ELECTIONS AS DRAFTED AND PASSED BY THE EXECUTIVE BOARD.

(Board thoughts: “At Large Members” election was added for clarity. As to a written policy, the current by-laws simply say the election shall be held. It would be the Board’s responsibility to create written policy CONSISTENT WITH THE BY-LAWS, so there was more clarity in the election process, such as possibly having a nominating committee, having self-nominations, deadlines to run in election, possible electronic voting, etc. We want to create a voting mechanism that addresses the concerns that came up at the spring 2018 meeting. Those concerns were privacy, respect for those willing to run, who is eligible to vote, etc. The proposed by-law changes in this document more clearly define who can vote. By not putting all the details of that process specifically in the bylaws, it allows for some nimbleness on the part of the board to account for changing technologies that might make the election process better. But, we don’t want to eliminate the fact that the actual results of the election become official at the spring meeting).

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 ~~10%~~ 20% of members of the association.

(Board thoughts: With approximately 80 current members of the association, and a board of potentially 9 members, there exists the possibility that the board could call a special meeting, have only themselves show up, and they could make any changes they wanted to without any additional oversight. While that is highly unlikely, the thought is that there should be 20% of membership present to represent a quorum).

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

**ARTICLE FIVE (5)
DUES**

SECTION 1: All members shall pay annual dues as determined by the Executive Board and approved by the membership. ~~The amount of dues collected shall vary based on family, single person or senior citizen status. Family membership is two (2) votes per household of legal voting age.~~

SECTION 2: All dues are payable at, OR BEFORE, the spring meeting.

(Board thoughts: We will likely be using electronic reminders for dues. They will come out mid winter and give people an opportunity to pay them before the spring meeting. It will also include information about your current status and whether you are behind in your dues or not. Thus, when you come to the spring meeting you should know whether you have paid for the current year or not.)

SECTION 3: Membership dues cover the year from the spring of current year to spring of following year.

**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.

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

SECTION 4: ~~Depository of the funds of the association shall be designated by a resolution of the Executive Board and all withdrawals are to be made on signatures of the Treasurer and counter signature of either the President or Vice President.~~ FUNDS OF THE ASSOCIATION SHALL BE PROMPTLY DEPOSITED AT A FINANCIAL INSTITUTION DESIGNATED BY RESOLUTION OF THE EXECUTIVE BOARD. DISBURSEMENTS ARE TO BE MADE ON SIGNATURE OF THE TREASURER OR PRESIDENT. ELECTRONIC VERSIONS ARE ACCEPTABLE.

(Board thoughts: This just brings the bylaws into compliance with what we are already doing. We don't do counter signatures. We need to do electronic versions as that is the way business is conducted today. Both the President and the Treasurer are able to see all transactions associated with the MLAA accounts on line at all times, so there are always two sets of eyes on the transactions, along with Executive Board authorization of payments.)

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.

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 ~~four (4) members of the Finance Committee.~~ AT LARGE MEMBERS OF THE EXECUTIVE BOARD.

(Board thoughts: This just brings the language into agreement with the change in Article 3, section 1.)

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 VIRTURE OF HIS OR HER GOOD FAITH ACTIONS ON BEHALF OF THE ASSOCIATION.

(Board thoughts: This is an added section. This is present in most organization's bylaws to protect the volunteers who do work on behalf of the organization to try and do good things. The MLAA has Officers and Director's insurance to cover a potential claim of this type. Otherwise, it may be more difficult to get volunteers to do the work to make the organization go.)

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

ARTICLE EIGHT (8)
AMENDMENTS

Amendments to these by-laws may be made at any regular meeting of the Association by a majority vote ~~of those present~~, provided notice of such proposed amendments or changes have been given in writing at ~~least~~ LEAST five (5) days before said meeting.

(Board thoughts: One would no longer have to be present to vote. The hope is that this would allow voting rights to those people who are gone or living away when votes might be taken. This would especially be true in situations when special meetings may be called on 10 days notice. The other change is just a misspelling that is being corrected.)

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.