

{Date: 9/8/19 8:10 pm – edited by Greg – post to Web.
{Proposed changes to Articles of Incorporation from 1939.
{Black = original
{Strikethrough = delete
{Red = addition
{Yellow highlight = clarifying comment, or needs decision

NON-STOCK Articles of Incorporation

Know all Men By these presents, that the undersigned, adult residents of the State of Wisconsin, have associated, and do hereby associate themselves together, for the purpose of forming a corporation under Chapter ~~180~~ 181 of the Wisconsin Statutes.

ARTICLE FIRST - The business and purpose of such corporation shall be: (If not room below use a rider.)

~~1.To promote the fellowship, community of interest, and the general welfare of the property owners and residents abutting on Moose Lake, Town of Merton, County of Waukesha, State of Wisconsin-~~ {One proposal – leave Article 1 as is}

1.To promote preservation of Moose Lake as a public recreational facility, to improve the conditions of the water in the lake, and to enhance its recreational features.

2.To promulgate and pass rules and regulations with reference to ~~conserve~~ conservation of the natural resources of the community, that is, stocking the lake with fish, protection of bird and game life and protecting the natural beauty the community.

3.To study and assist in passing local, county and state laws for the benefit and general interests of the community and to co-operate with the Town, County and State officials.

4.To make and collect the necessary dues which may be required to carry out the work above specified.

5. Said corporation 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 the corresponding section of any future federal tax code.

6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the corporation 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 Article 1 hereof. No substantial part of the activities of the corporations shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall

not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

7. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Comment: I have incorporated exact language to make us a 501(c)(3) and eliminate language referring to any social purpose of the organization. I think this would suffice.

ARTICLE SECOND - The name of said corporation shall be Moose Lake Advancement Association and its location shall be in Town of Merton, County of Waukesha, Wisconsin.

ARTICLE THIRD - ~~The corporation shall be non-stock and no dividends or pecuniary profits shall be declared to the members thereof.~~

The corporation shall be nonstock and nonprofit.

Comment: Changing to conform with current WI statutes and more complete wording found in Article 1-6.

ARTICLE FOURTH – The general officers of said corporation shall be a President, Vice President, Secretary, and Treasurer ~~and the Board of Directors shall consist of seven members. Directors to be elected for a term of one year.~~ **and a minimum of 3, or a maximum of 5, additional directors. The general officers and the additional directors constitute the Board of Directors.**

{Board comments: Move term period to bylaws in case we want to change in future. May want to go to two year terms or staggered one year terms. Better to handle all term items in bylaws. Suggesting range of additional directors is 3 min and max 5 in Articles. Can leave 4/5 in bylaws. The Articles should rarely be changed and require refiling with state. Suggest building in flexibility if at some point we have limited interest in folks running for the Board, can adjust

bylaws (only) if necessary, and not file with state. }.

Comment: This sets minimum and maximum number of additional directors. Bylaws will set current number of additional directors.

ARTICLE FIFTH - The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have a general supervision of the affairs of the corporation.

The principal duties of the Vice President shall be to discharge the duties of the President in the event of absence or disability, for any cause whatever, of the latter.

The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, ~~affix the seal of the corporation thereto~~, and to such other papers as shall be required ~~or directed to be sealed~~, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any ~~wise~~ way pertaining to the business thereof.

The principal duties of the Treasurer shall be to keep and account for all moneys, credits and property, of any and every nature, of the corporation, which shall come into ~~his~~ their hands, and keep an accurate account of all moneys received and disbursed, and proper vouchers for moneys disbursed, and to render such accounts, statements and inventories of moneys received and disbursed, and of money and property on hand, and, generally of all matters pertaining to this office, as shall be required by the Board of Directors.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation. {Board comments - Appointment perhaps from members. Nimbleness issue for board. An unusual occurrence. Don't know what those additional officer's duties would be. Board still has to approve if such appointment. }

Whenever the Board of Directors may so order any two offices, the duties of which do not conflict, may be held by one person.

The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the by-laws.

Comment: Pretty obvious. Who has a seal anyway??

ARTICLE SIXTH - ~~The officers shall be elected by the Directors, who shall first be elected by the members of said corporation.~~ **The general officers and the additional directors shall be elected by the members of said corporation.**

Comment: Fascinating. The current articles state that the members elect the entire board and then the board decides who's going to be president, etc. We've never done that.

ARTICLE SEVENTH - The method and conditions upon which members shall be accepted and discharged or expelled shall be as follows (If not room below use a rider.)

The association shall be composed of ~~persons owning property or residents abutting~~ **entities owning a parcel of land that has shoreline** on Moose Lake, Town of Merton, County of Waukesha, State of Wisconsin.

Members may be admitted by ~~filing an application with the secretary~~ **applying to the Secretary and payment of dues** and being accepted at any regular or special meeting of the Board of Directors. **{Board comments - there are some legal requirement as to keeping a formal roster of members, as it affects count and determination of a quorum for bylaw or Articles changes. We need to be able to handle that formally.}**

The members may be reprimanded or expelled for misconduct or neglect of duties and obligations prescribed by the by-laws. **{Board comments - Ever use? Expel for non-payment of dues – (keeps clarity on voting eligibility), if member moves off of lake, or say if Officer gross derelict in duties}**

All members shall pay dues as provided in the by-laws.

Comment: The first change just repeats owning a parcel, etc. The second change relates to what we actually do. No one fills out an application per se. Sue (currently) takes their information and dues.

ARTICLE EIGHTH – These articles may be amended by resolution setting forth such amendment or amendments adopted at any meeting of the members ~~by a vote of at least one-half of all the members~~ **in which 2/3rds of votes cast or a majority of the voting power, whichever is less, approve the resolution.**

Comment: To meet state law minimum, we have to make this change.

ARTICLE NINTH – The names and residences of the persons forming this corporation **originally in 1939** are:

Arthur Koegel residing at 2548 N. 15th St., Milwaukee, Wis
Walter John residing at 1429 N. 34th St., Milwaukee, Wis
Edward J. Merz residing at 1318 W. Ring St. Milwaukee, Wis
Roy F. Cofeen residing at 1419 N. Marshall St. Milwaukee, Wis

In Witness Whereof, We have hereunto set our hands, this 26th day of August A.D. 1939.

ARTICLE TENTH – ~~Quorum~~

- ~~1. A quorum for the transaction of business at any regular or special meeting of the association shall consist of not less than fifteen of the members of the association. A smaller number may adjourn.~~

2. A quorum of the board of directors shall consist of four members of said board. A smaller number may adjourn.

{Proposing quorum requirements in bylaws only}

Comment: For bylaws... What do we want to state constitutes a quorum? I will put in anything we agree to. We should have one for the general meetings and one for the executive board. The executive board should be at least half, in my opinion. i.e. If we have an 8 member board, it would be 4. If we have a 9 member board, it would be 5. As for the general meeting, it should probably be at least twice as many as the size of the board, so the board could not ramrod something through with a meeting called in short order. Maybe 18 or 20 would be a good number. That would include the board, so there would have to be 9 or 11 members outside the board present to be a quorum. I'm wide open to suggestions on this one. What do we think about just eliminating this article and covering it in the bylaws only?