

FOREST COUNTY ASSOCIATION OF LAKES, INC  
BYLAWS

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FOREST COUNTY ASSOCIATION OF LAKES, INC

BYLAWS

ARTICLE 1 - GENERAL

SEC 1.1 NAME. This Corporation is named the Forest County Association of Lakes, Inc.

SEC 1.2 DEFINITIONS. The following definitions shall pertain to these Bylaws:

- (1) "Board" means the Board of Directors of the Corporation.
- (2) "Director", unless specifically identified otherwise, means a member of the Board of Directors who is entitled to vote on all questions before the Board.
- (3) A "Member" as used herein, means an Organization, Individual, Family or Business who subscribes to the purpose of the Corporation, meets the applicable definition of Member has joined the Corporation and paid the appropriate dues or fees.
- (4) "Inland Waters" means a Forest County inland lake, stream, river, millpond, or flowage, or the Forest County portion of such a waterway lying in and divided between, Forest County and a contiguous County or State.

SEC 1.3 STATEMENT OF PURPOSE. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

The purposes of the Corporation are to facilitate education, research and sharing between organizations, individuals, governmental bodies and the general public of Forest County to protect Forest County inland water bodies, environs, and watersheds for now and future generations, including, but not limited to: esthetic beauty, water quality, wildlife habitat, and fisheries.

SEC 1.4 STATEMENT OF NONDISCRIMINATION. The Corporation shall not discriminate on the basis of race, gender, religion, disabilities, or any other proscribed by law, with respect to affiliation, membership, elections, appointments, employment, contracting, meeting or any other activity.

## ARTICLE 2 - MEMBERS

### SEC 2.1 CLASSES AND QUALIFICATIONS

The Corporation shall have the following classifications

(A) Individual/Family Members. Individual or families having significant interest in the protection and improvement of Forest County inland water bodies, environs and watersheds shall be eligible to become Members.

(B) Organization Members. Lake Districts, Lake Associations, Rivers and other Inland Water Organizations having significant lake or inland water management, protection or improvement purposes in Forest County, shall be eligible to become Members

(C) Business Members. Businesses , or other organizations who subscribe to the purpose of the Corporation may become a Member by paying the appropriate fee.

### SEC 2.2 LAPSED MEMBERS

(1) A Member who has not paid dues or fees within six (6) months after being notified that dues for the year were due shall be considered a lapsed Member. Lapsed Members shall lose voting and other rights.

### (SEC 2.3) RIGHTS OF MEMBERS

(1) Members. Each member in good standing, shall have the right to attend or be represented in all meetings of the Corporation, to speak to such meetings, to submit resolutions for consideration by the Board of Directors and to receive periodic information on the activities and financial status of the Corporation.

(a) To vote in any election and on any matter considered by a Member meeting or mail ballot of the Members. \_Organizations, businesses and individuals are entitled to one (1) vote, families two (2) votes.

## ARTICLE 3 - MEMBER MEETINGS

SEC 3.1 ANNUAL MEMBERS MEETINGS. An annual meeting of Members of the Corporation shall be held in Forest County at a time and place set by the Board or as directed by the Members.

SEC 3.2 SPECIAL MEETINGS. A special meeting of the Members shall be held on the call of the President or one third of the Directors then in office. In addition, a special meeting shall be called upon written request of the number of Members required for a quorum. If the call does not specify the date, time and/or location, the President shall make that determination, subject to change by the Board. A special meeting shall be set at a location, date and time not inconvenient for Members to attend.

SEC 3.3 NOTIFICATION OF MEETINGS. Written notice of a Member meeting of the Corporation shall specify the date, time and place and purpose of the meeting and be sent to the last known address of the Member. The notice shall specify any questions on which Member action is required or expected as specified in SEC 3.6 and 11.1. The date of the meeting shall not be less than two weeks subsequent to the date of notification. Official written notification shall be made to all Directors, Officers and Members in good standing. The date of mail postmark shall be the effective date of notification.

SEC 3.4 MEMBERS QUORUM. Ten percent (10%) of the membership as defined by Chapter 181.17 of Wisconsin Statutes shall constitute a quorum.

SEC 3.5 PRESIDING OFFICER. The Presiding Officer shall be the President. If the President is absent or unable to preside the Presiding Officer shall be the Vice-President, or if absent or unable to preside any Director of the Board shall preside as appointed by the President. In the absence of any Director of the Board, the Members shall elect a Presiding Officer from among the Members present.

### SEC 3.6 BUSINESS

(1) Business to be considered. A properly convened meeting of Members may take up any business of the Corporation. However, no final vote may be taken to change the Articles of Incorporation, to dissolve the Corporation, to expel a Member [*or Friend,*] or to remove from office any Officer or Director, unless that matter shall have been specifically included in the notice of the meeting.

(2) Annual Member Meeting Agenda. The suggested order of business at the Annual Member Meeting shall be:

- (a) Roll call, or announcement of Members attending.
- (b) Approval of minutes of previous Member meeting.
- (c) Report of Officers and Committee, including financial report.
- (d) Unfinished Business.
- (e) New Business, including setting dues for the coming year.
- (f) Election of Directors.
- (g) Adjournment.

SEC 3.7 VOTING.

(1) Each Member in good standing is entitled to one (1) vote, Families two (2) votes as specified in SEC 2.1 and SEC 2.3. Members and/or their delegates must be present at the meeting in order to vote. No proxies, absentee ballots or referendums are permitted.

SEC 3.8 DELEGATES

In the event a of Members absence, a delegate may be appointed.

SEC 3.9 QUALIFICATIONS OF DELEGATES. Each Delegate shall be a member in good standing of the Member Organization which he or she represents or, an Individual/Family member of the Forest County Association of Lakes, Inc.

SEC 3.10 CREDENTIALS. Each delegate may be required to provide to the Secretary, evidence that he or she has been duly designated as a delegate by their Member Organization and that he or she is qualified under SEC 3.9 prior to convening of the meeting.

SEC 3.11 VOTES TO DECIDE A QUESTION. All questions shall be decided by a majority vote unless a greater majority shall be required by law, the Articles of Incorporation or these bylaws.

SEC 3.12 IDENTIFICATION OF VOTERS. On any question, the presiding officer may require that each vote be identified as to the name of the person casting it and Member represented. Such identification may also be required upon request of a majority of persons present and entitled to vote on that question. Such identification shall not be required for secret written ballots, but persons to whom ballots are issued may be required to furnish that identification.

SEC 3.13 VOTING BY MAIL.

(1) Mail Balloting Permitted. The Board may put any question to the Members for ballot by mail. Notification shall state whether the vote is to be advisory or binding, shall include a full explanation of the questions, and shall specify a cutoff date for receipt of response. The deadline date shall be not less than thirty (30) days nor more than ninety (90) days after date of official notification of the request for vote by mail. The postmark shall determine the official cutoff date.

(2) Quorum Required by Mail Balloting. Questions submitted for mail balloting shall not be decided unless responses are received for the same number of Members required for a quorum at a regularly convened Member meeting. Each Member shall be entitled to the same number of votes on each question as they would have had in a regularly convened Member meeting. The majority required to decide the question in the affirmative shall be the same as that required at a regularly convened meeting of the Members.

(3) Certification of Results of Mail Ballots. The Board shall certify the results of each mail ballot. Certification shall be recorded in the minutes of the Board meeting at which certification was made. Members shall be notified of the results not less than sixty (60) days following the deadline date for receipt of responses.

#### ARTICLE 4 - DUES AND FEES

##### SEC 4.1 DUES AND FEES.

(1) The schedule of Member dues and fees shall be adopted by the Members at the Annual Member meeting. The Board of Directors may recommend changes in dues and fees to the Members for vote at the Annual Meeting.

(2) Dues and fees shall be payable on a calendar year basis, effective for the year in which due. Dues and fees for new Members paid after the first of October, shall be considered paid for the following calendar year, unless the member wishes to cast a vote before the end of the year.

(3) Dues and fees shall be set for each of the classifications of Members in SEC 2.1.

#### ARTICLE 5 - BOARD OF DIRECTORS

SEC 5.1 GENERAL POWERS. The Board of Directors shall have entire authority over the activities, administration, and assets of the Corporation. The Board shall have the power to take any action it deems in the best interest of the Corporation, so long as that action is not contrary to law, the Articles of Incorporation, Bylaws, or direction by the members.

SEC 5.2 NUMBER. The Board shall consist of up to twenty-five 25 voting Directors.



SEC 5.3 QUALIFICATIONS OF DIRECTORS. Each candidate for election as a Director at the time of election, must be qualified under SEC 3.9 to be a delegate or must be an Individual/Family Member and must agree to serve for the full term. A Director may serve out his or her term even though the Organization from which he or she was elected is no longer in good standing, provided the Director is an Individual/Family Member. There shall be no more than four (4) Board Members from any Lake Organization , serving on the Board at the same time. No paid employee or contractor of the Corporation shall be elected to be a Director.

SEC 5.4 TERM OF OFFICE. Directors shall be elected for three-year terms, commencing upon the adjournment of the Annual meeting at which elected, and continuing until their successors are duly elected and qualified, or until their death, resignation or removal.

SEC 5.5 ELECTION OF DIRECTORS. Directors shall be elected by the members at the Annual Meeting.

(1) Number. At each Annual Member Meeting, the members shall elect the number of Directors needed to fill vacant Board positions.

(2) Nominations. Nominations will be considered by motion from the floor by person entitled to vote, provided that the nominee agrees to serve the full term, and is qualified under SEC 5.3.

(3) Procedure. No person shall be elected on a ballot unless he or she shall have received a number of votes equal to or greater than a majority of votes cast.

#### SEC 5.6 RESIGNATIONS, VACANCIES AND REMOVAL OF DIRECTORS.

(1) Resignation. A Director may resign, in writing, to the Secretary. Such resignation shall become effective upon receipt or a later date specified by the resigning Director.

(2) Vacancies. Directors shall be replaced by appointment of the President, from among persons who meet the qualifications to serve as a Director. A person so elected shall serve for the unexpired term of his or her predecessor.

(3) Removal. The Board may declare by a two-thirds vote and for cause, any Director's position vacant. Justifiable cause may include knowingly violating specific Corporation policies and regulations, conviction of a felony, or any other action reflecting adversely on the reputation or well being of the Corporation. The Board shall not take final action on removing a Director until he or she has been given not less than thirty (30) days notice of the intent of the Board to do so, and shall have been given an opportunity to appear, or submit documentation on his or her behalf, in a subsequent Board meeting.

SEC 5.7 REQUIRED ATTENDANCE. All Directors shall attend all meetings unless excused by the Board. The office of any Director who is absent and unexcused for three consecutive meetings shall automatically become vacant.

SEC 5.8 COMPENSATION. Directors may not be compensated for service to the Corporation, but may be reimbursed for reasonable expenses.

## ARTICLE 6 - BOARD OF DIRECTORS MEETINGS

SEC 6.1 ANNUAL BOARD OF DIRECTORS MEETING. The Annual Board of Directors Meeting shall be held following the Annual Membership Meeting. Public notice shall be provided prior to the meeting. At the Annual Board Meeting, the Directors shall elect officers pursuant to SEC 7.2. The Board may specify the date, places and times for holding additional regular meetings without other or additional notice.

SEC 6.2 BOARD MEETINGS. The Board shall meet at least biannually, at the call of the President, or of five Directors.

### SEC 6.3 MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION.

(1) Conduct of Meetings. To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting, these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Directors may simultaneously hear each other during the meeting, or (2) all communications during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

(2) Verification of Directors Identity. The identity of each Director participating in a Board of Directors meeting conducted pursuant to SEC 6.3 (1) of the Bylaws (other than a meeting in which each Director participates in person) must be verified by the Secretary.

SEC 6.4 DIRECTORS QUORUM A Directors quorum is 30 Percent of the Directors in office.

SEC 6.5 PRESIDING OFFICER. The Presiding Officer shall be the President. If the President is absent or unable to preside the Presiding Officer shall be the Vice-President, or if absent or unable to preside any Director of the Board shall preside as appointed by the President.

SEC 6.6 VOTING. A majority vote of a quorum of Directors shall decide any question except where otherwise required by law, the Articles of Incorporation or these Bylaws.

SEC 6.7 ORDER OF BUSINESS. The suggested order of business at any meeting of the Board shall be:

- (1) Roll call, or declaration of attendance or quorum by the presiding officer.
- (2) Approval of minutes of the previous meeting.
- (3) Reports of Officers and Committees, including financial report.
- (4) Unfinished Business.
- (5) New Business.
- (6) Election of Officers (at the Annual Meeting).
- (7) Adjournment.

SEC 6.8. ACTION WITHOUT A MEETING. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 of the Wisconsin State Statutes to be taken by the Board of Directors at a Board Meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent.

SEC 6.9 APPOINTMENT OF AN ALTERNATE BY A BOARD OF DIRECTORS MEMBER

A designated Alternate, who is from the same lake and is an FCAL Individual/Family member may be appointed by a Board Member to take his/her place when the director is unable to attend a meeting.

## ARTICLE 7 - OFFICERS

SEC 7.1 NUMBER AND TITLES. The Corporation's principal Officers shall be President, Vice-President, Secretary and Treasurer, each of whom shall be elected by the Board.

SEC 7.2 APPOINTMENT AND TENURE. The Officers shall be elected annually by the Board of Directors, or to the extent authorized in these Bylaws, by another duly appointed Officer. Each Officer shall hold office until his or her successor shall have been duly elected or until the Officer's death, resignation or removal. The President and Treasurer will be elected on odd years and the Vice President and Secretary on even years.

SEC 7.3 ADDITIONAL OFFICERS, AGENTS, etc. In addition to the Officers referred to in Sec 7.1 of the Bylaws, the Corporation may have such other officers and agents as the Board of Directors may deem necessary and may appoint. Each such person shall act under his or her appointment for such period, have such authority and perform such duties as may be provided in these Bylaws, or as the Board may from time to time determine. The Board of Directors may delegate to any Officer the power to appoint any such Officer or agent. In the absence of any Officer, or for any other reason the Board of Directors may deem sufficient, the Board may delegate, for such time as the Board may determine, any or all of an Officer's powers and duties to any other Officer or to any Director.

SEC 7.4 REMOVAL. The Board of Directors may, by two-thirds vote, remove any officer or agent, but the removal shall be without prejudice to the contract right, if any, of the person so removed. Appointment shall not of itself create contract rights.

SEC 7.5 RESIGNATIONS. Any officer may resign at any time by giving written notice to the Corporation, the Board of Directors or an Officer. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

SEC 7.6 VACANCIES. Any vacancy of an Officer may be replaced by appointment of the President until election of Officers at the Annual Board of Directors meeting.

SEC 7.7        PRESIDENT. The President shall be the Corporation's Chief Executive Office and, subject to the Board of Directors control, shall:

- (1) Determine the agenda for meetings of the Board of Directors and of Members.
- (2) Superintend and manage the Corporation's business.
- (3) Have authority to sign, execute and deliver in the Corporation's name, all instruments either when specifically authorized by the Board of Directors or when required or deemed necessary advisable for the President in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other Officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other Officer or agent; and
- (4) In general, perform all the duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

SEC 7.8        VICE PRESIDENT. In the President's absence, or in the event of death or inability or refusal to act, or if for any reason it be impractical for the President to act personally, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such duties and have such authority as may be delegated or assigned to him or her by the President, or by the Board of Directors. The execution of any instrument of the Corporation by any Vice-President shall be conclusive evidence, as to third parties, of his or her authority to act in the President's place.

SEC 7.9        SECRETARY. The Secretary shall:

- (1) Keep the minutes of meetings of the Members and of the Board of Directors.
- (2) See that all meeting notices are duly given.
- (3) Be custodian of the Corporation's corporate records and see that the books, reports, statements, certificate and all other documents and records required by law are properly kept and filed.
- (4) Maintain a roll of Members.

SEC 7.10       TREASURER. The Treasurer shall maintain the financial accounts and records of the Corporation. The Treasurer shall annually prepare a financial statement for submission to the Board and the Members.

## ARTICLE 8 - COMMITTEES OF THE BOARD

SEC 8.1 COMMITTEES. The Corporation may from time to time establish committees regarding the purposes set herein. Committees may be established by the Board, annually at the General Membership Meeting, at the Annual Board of Directors Meeting or at other times as the Board identifies the need. Each Committee shall report its work periodically to the Board and Membership.

SEC 8.2 EXECUTIVE COMMITTEE. The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of five (5) Board members and may delegate to such committee the powers and authority of the Board in the management of the business affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

## ARTICLE 9 - FINANCES AND INDEMNIFICATION

SEC 9.1 FISCAL YEAR. The fiscal year of the Corporation is the calendar year.

SEC 9.2 INVESTMENT OF FUNDS. Funds not needed should be invested in interest bearing accounts within Forest County.

SEC 9.3 AUDITS. Financial accounts shall be at least informally audited within sixty (60) days of the end of the fiscal year and within fifteen (15) days of any change of Treasurer. The results shall be reported to the Board and to the Members.

SEC 9.4 BUDGET. The Board may adopt a budget for each fiscal year not later than thirty (30) days prior to the beginning of that fiscal year. Amounts approved for each expenditure line item in the budget shall not be changed or exceeded without Board approval.

SEC 9.5 ANNUAL FINANCIAL REPORT. The Treasurer shall prepare a financial report for the fiscal year to be presented at the Annual Membership Meeting.

SEC 9.6 SIGNATURE ON FIDUCIARY INSTRUMENTS. The Treasurer shall sign all checks and investment instruments authorized by the Board. The President and the Treasurer, or any two Officers designated by the Board, shall execute any instrument creating a financial obligation of the Corporation, unless incurred in the ordinary course of business.

SEC 9.7 INDEMNIFICATION OF DIRECTORS AND OFFICERS. The Corporation shall indemnify its Officers and Directors as provided by Chapter 181 of the Wisconsin State Statutes.

## ARTICLE 10 - MISCELLANEOUS PROVISIONS

SEC 10.1 RULES OF ORDER. Robert's Rules of Order, in the current revised edition, shall govern parliamentary procedures at all meeting of the Members, the Board and the Committees thereof, unless required otherwise by law, the Articles of Incorporation or these Bylaws. In case of conflict, the superior authority shall prevail.

SEC 10.2 OFFICES. The principal office of the Corporation shall be located at a place designated by the Board

SEC 10.3 REGISTERED AGENT. The Board of Directors shall designate a Registered Agent of the Corporation.

SEC 10.4 AFFILIATION. The Board may affiliate the Corporation with any other organization supportive of and consistent with the purpose and goals of the Corporation.

SEC 10.5 PUBLIC COMMUNICATIONS OF DIRECTORS. Members of the Board of Directors of the FOREST COUNTY ASSOCIATION OF LAKES, INC. shall not communicate to the public, orally or in writing, positions or opinions on matters of public policy unless the member first states either that he or she is communicating such positions or opinions on behalf of himself or herself individually and not as a representative of the Board of Directors of the FOREST COUNTY ASSOCIATION OF LAKES, INC., or that he or she has been authorized by the Board of Directors of the FOREST COUNTY ASSOCIATION OF LAKES, INC. to state the positions or opinions of the Board of Directors.

ARTICLE 11 - ADOPTION, AMENDMENT, REPEAL OR RESTATEMENT  
OF BYLAWS

SEC 11.1 ADOPTION, AMENDMENT, REPEAL OR RESTATEMENT.

These Bylaws shall be adopted, amended, repealed, or restated as provided in the Wisconsin Statutes, Section 181.13

(1) Bylaws may be adopted, amended, repealed, or restated by either the Members or the Board of Directors unless the section of the Bylaws specifically provides that it may be amended by Members only. Any Bylaw adopted by the Board of Directors shall be subject to amendment or repeal by the Members at the Annual Membership Meeting. The bylaws of the Corporation shall be reviewed and/or amended at least every five (5) years.

The undersigned hereby certify that the forgoing Bylaws are a true and complete copy of the Bylaws adopted by a majority vote of the Voting Members on the 16<sup>th</sup> day of October, 2010

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President

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Secretary

The revised and amended Bylaws of October 16, 2010 are also saved on disk on file with the Secretary of the Corporation.

**FOREST COUNTY ASSOCIATION OF LAKES, INC.**

**BYLAWS**



Bylaws originally adopted by the Board of Directors 9/28/92. Restated Bylaws adopted by the Members 9/18/93. Amended Board of Directors 6/10/94. Amended Annual Meeting 9/17/94 and the Board of Directors 10/10/94. Amended Board of Directors 1/6/95. Restated bylaws adopted by the Members 10/7/95. Amended Board of Directors 9/17/2010. Restated Bylaws adopted by Members October 16, 2010. Amended Board of Directors 4/20/2012. Amendment adopted Annual Meeting October 13, 2012.