

Waterways Association of Menominee and Shawano Counties, Inc. BYLAWS

ARTICLE I-GENERAL

1. Name. The name of the organization shall be “Waterways Association of Menominee and Shawano Counties, Inc.”, hereinafter referred to as “WAMSCO”.
2. Type. The Association is a non-partisan not-for-profit corporation. The Association may cooperate with any other organizations that share a common purpose or goal.
3. Definitions.
 - a. “BOD” means the Board of Directors of the Corporation.
 - b. “Director”, unless specifically identified otherwise, means a member of the Board of Directors who is entitled to vote on all questions before the Board.
 - c. A “Member” as used herein, means an Organization, Association, Individual, Family or Business who subscribes to the purpose of the Corporation, has joined the Corporation and paid the appropriate dues or fees.
 - d. “Watershed” means the entire land area or basin that contributes runoff to a body of water such as catching rain and snow and draining or seeping into marshes, streams, rivers, lakes or groundwater. Consideration of the watershed is important for lake protection because the geology, size and slope of the drainage basin, types of land use and amount of impervious surface area within a lake’s watershed strongly influences the water quality and ecology of the receiving lake system. All water is essentially linked.
 - e. “Waterway” means a river, stream, creek, run, canal, channel, ditch, lake, reservoir, or embayment. “Navigable Waterway” means any named or unnamed Waterway (if you can float from a named water body into an unnamed water body) which is capable of floating any boat, skiff, or canoe, of the shallowest draft used for recreational purposes on a regularly recurring basis, such as during spring runoff periods.

ARTICLE II-PURPOSE AND GOALS

1. Purpose. The purposes of the Corporation are to facilitate education, research, cooperative sharing of resources and best practices between organizations, individuals, government bodies and the general public of Menominee and Shawano Counties inland water bodies, environs, groundwater, wetlands, and watersheds for now and future generations,

including, but not limited to: esthetic beauty, water quality, shoreline protection, wildlife habitat, and fisheries.

2. Goals.
 - a. Maintain/restore Healthy Ecosystems for all waterways within the WAMSCO area.
 - b. Promote and make available, educational material and resources to riparian property owners for shoreline protection and restoration projects utilizing best practices.
 - c. Develop and maintain cooperative relationships between riparian property owners and the agricultural community in order to work in a synergistic fashion, as to ensure the best agricultural practices to achieve high water quality and healthy ecosystem within the watershed.

ARTICLE III- MEMBERSHIP AND DUES

1. Statement of Nondiscrimination. The Corporation shall not discriminate on the basis of race, gender, religion, disabilities, or any other proscribed by law, with the respect to affiliation, membership, lections, appointments, employment, contracting, meeting or any other activity.
2. Membership.
 - a. Individual. Individuals having significant interest in the protection and improvement of Menominee and Shawano Counties inland water bodies, environs, and watersheds shall be eligible to become a Member and have 1 vote.
 - b. Family. Persons sharing the same physical home/ mailing address and having significant interest in the protection and improvement of Menominee and Shawano Counties inland water bodies, environs, and watersheds shall be eligible to become Members and have 1 vote per household.
 - c. Organization Members. Lake Districts, Lake Associations, Rivers and other Inland Water Organizations having significant interest in the protection and improvement of Menominee and Shawano Counties inland water bodies, environs, and watersheds shall be eligible to become Members and have 10 votes.
 - d. Business Member. Businesses or other organizations that subscribe to the purpose of the Corporation may become a Member by paying the appropriate fee and have 1 vote.
3. Dues.
 - a. The BOD may recommend changes in dues to the Members for a vote at the Annual Meeting. A 2/3-approval vote by the Membership is required in order to adopt the recommended change.
 - b. Dues shall be payable on a calendar year basis, effective for the year in which due. Dues for new Members paid after October 1, shall be

considered paid for the following calendar year, unless the member wishes to cast a vote before the end of the current year.

- c. Dues shall be set for each of the classifications of Members as noted above.

ARTICLE IV-ORGANIZATIONAL STRUCTURE, ELECTIONS, & DUTIES

1. Composition. The BOD shall be composed of seven to eleven directors, always keeping an odd number. A minimum of six directors shall be representatives of Lake Associations or Districts. At least one director shall be from the agricultural community. All directors are strongly encouraged to have participated or be willing to participate in the Wisconsin Lake Leader Institute.
2. Authority. Subject to directives of annual meetings and special meetings and these Bylaws, the BOD shall have entire authority over the activities, administration, and assets of the Corporation. The BOD shall have the power to take an 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.
3. Election of Directors. The BOD shall nominate one or more members for each vacant position on the Board. Additional nominations of members shall be requested via electronic communication, printed communication, and/or at a meeting of the members. Directors shall be voted into office by a two-thirds vote at the Spring Meeting of the Members.
4. Terms of Office. Directors are elected for two-year terms by the members at the Spring Meeting of the Members. Their terms shall commence upon adjournment of said meeting. One-half of the BOD, including the President and Vice-President shall expire on odd-numbered years, and the other half of the BOD, including the Secretary and Treasurer shall expire on even-numbered years.
5. Resignation. A Director may resign, in writing, to the BOD. Such resignation shall become effective upon receipt or a later date if specified by the resigning Director.
6. Vacancies. Any Director who misses two consecutive meetings without cause may, at the discretion of the Board, be removed from office by a two-thirds affirmative vote by the Directors present. Any Director that needs to relinquish their position will inform the BOD and assist in recommending a member to fill that office. The BOD may appoint a member into the vacant position for the remainder of that office term.
7. Officers.
 - a. President. The President shall preside at all membership and BOD meetings. The President shall be the chief executive officer of the Corporation, responsible for day-to-day administration of the affairs of the Corporation. The President shall appoint, from each committee,

a chair who shall serve at the pleasure of the President. The President is an ex-officio member of all committees.

- b. Vice-President. The Vice-President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend.
- c. Secretary. The Secretary shall be the custodian and maintain the official records of the Corporation; shall record and distribute the minutes of member and BOD meetings; shall maintain a current record of the names and addresses of members. The Secretary shall ensure that all meeting notices are duly given.
- d. Treasurer. The Treasurer shall maintain the financial records of the Corporation; shall prepare an annual financial statement for the annual meeting; and shall serve on the Financial Committee.
- e. General Board Members. General Board Members shall attend BOD meetings and participate in discussion. General Board Members may serve on other committees as necessary.
- f. Multiple Office Holdings. The same person may hold the offices of Vice-President and Treasurer or the offices of Secretary and Treasurer.
- g. Officers. Other officers may be appointed by the President with the concurrence of the BOD. A legal counsel, an executive secretary, or such other assistant officers as are deemed necessary need not be members of the Corporation.

ARTICLE V-MEETINGS

1. Annual Meeting. The annual meeting of the Corporation shall be held each fiscal year between May 15 to June 15 in a convenient location in Menominee or Shawano County. The time, date and place shall be arranged by the BOD unless specified by the previous annual meeting. The agenda of the annual meeting shall include the election of directors, discussion of projects, approval of the Treasurer's report, adoption of a budget, and member concerns.
2. Special Meetings. A special meeting of the Corporation may be called by the President, by a majority of the BOD, or by written request of 1/20th of the members or six, whichever is greater. The agenda of a special meeting may include any items requiring discussion before the next annual meeting.
3. Informal Meeting or Social Event. The Corporation 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 activities. If business is to be conducted at such events, the notice requirements for special meetings must be met.
4. BOD Meeting. The BOD shall meet within sixty days of the annual meeting and at least quarterly. Regular meetings shall be held at places, dates and

times established by the BOD. Special meetings may be held on the call of the President or any three Directors after at least 48 hours notice by telephone, email, US Postal Service mail, or personal contact. Majority (greater than ½) of the BOD shall constitute a quorum for the transaction of business. The meetings shall be open to members. Decisions shall be made by majority vote of Directors present. Between meetings, the President may solicit decisions from the BOD through written or electronic communication.

- a. BOD Meetings by Electronic Means of Communication. To the extent provided in these Bylaws, the BOD, 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 which official business may be transacted. The Secretary shall verify the identity of any Director not attending the meeting in person.
5. Notification. Every annual or special meeting must be preceded by notice to paid members and members from the preceding year that has not yet renewed their membership. Notification may be via email, US Postal Service mail, and/or on our Website at least 10 days prior to annual meetings and at least 5 days prior to special meetings. The notice shall summarize any proposed changes in the Bylaws, shall highlight any proposals to dissolve the Corporation, and may include a detailed agenda.
6. Quorum. No formal business may be conducted at membership meetings unless at least 1/20th of the members, or six, whichever is greater, are present.
7. Procedure. Robert's Rules of Order, the current revised edition, shall be in force at the meetings of the Corporation, of the BOD, and of the Association committees unless required otherwise by Wisconsin Statutes or these Bylaws. Non-members of the Corporation may be recognized to speak at Corporation functions at the discretion of the presiding officer.
8. Voting. Members may vote when in attendance at a membership meeting in accordance to the number of votes allotted with their specific membership. When a member is unable to attend a membership meeting and wishes to cast their vote for a specific agenda item requiring a vote that is known prior to the meeting, they may do so in writing via mail or email. For membership votes required between membership meetings, notification may be sent to members via email and/or US Postal Service mail. Members may then cast their vote via US Postal Service mail or electronically.

ARTICLE VI-BYLAW CHANGES

These Bylaws shall be adopted, amended, repealed, or restated as provided in the Wisconsin Statutes, Section 181.13. Bylaws may be adopted, amended, repealed, or restated by a majority vote of a quorum of the BOD. Any Bylaws adopted by the BOD shall be subject to amendment or repeal by the Members present at the Annual Meeting of the Members. Bylaw changes shall be distributed a minimum of thirty days prior to a Meeting of the Members via electronic communication and/or printed communication. The date(s) of initial adoption and any future revision of these Bylaws shall be shown following the text of the last Article. The Bylaws of the Corporation shall be reviewed and/or amended at least every five years.

ARTICLE VII-FINANCES AND INDEMNIFICATION

1. Fiscal Year. The fiscal year of the Corporation is the calendar year.
2. Investments of Funds. Funds not needed shall be invested in interest bearing accounts within Menominee or Shawano County.
3. Audits. Financial accounts shall be at least informally audited within sixty days of the end of the fiscal year and within fifteen days of any change of Treasurer. The results shall be reported to the BID and to the Members.
4. Budget. The BOD may adopt a budget for each fiscal year not later than sixty 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.
5. Annual Financial Report. The Treasurer shall prepare a financial report for the fiscal year to be presented at the Annual Membership Meeting.
6. Signature of Fiduciary Instruments. The Treasurer shall sign all checks and investment instruments authorized by the BOD. The President and the Treasurer, or any two Directors designated by the BOD, shall execute any instrument creating a financial obligation of the Corporation unless incurred in the ordinary course of business.
7. Indemnification of Directors. The Corporation shall indemnify its Directors as provided by Chapter 181 of the Wisconsin State Statutes.

ARTICLE VIII-DISSOLUTION

1. Decision to Dissolve. The BOD, by a two-thirds vote of all directors, may recommend that the Corporation be dissolved and that the question of such dissolution submitted be submitted to a vote at a subsequent meeting of the members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present shall be required to approve a resolution of dissolution. Such a resolution shall direct

the BOD to prepare a dissolution plan for subsequent approval by the members as provided under Wisconsin law. Dissolution of the Corporation shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by binding mail or electronically submitted referendum.

2. Disbursement of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or to a Wisconsin nonprofit charitable 501(c)(3) organization in Shawano or Menominee Counties that have a similar purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction with in Shawano County, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized exclusively for public purposes.

ARTICLE IX-TAX EXEMPT PROVISIONS

1. Limitations on Activities. No substantial part of the activities of this corporation shall be political propaganda, or otherwise attempting to influence legislation. This corporation shall not participate in any campaign (including the publishing or distribution of statements), nor endorse or oppose any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to Directors, trustees, or officers of the corporation, or other private persons, 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 purpose of this corporation.

Bylaws:
Adopted 03/15/2016