

CLOVERLEAF LAKES PROTECTIVE ASSOCIATION, INC.

RESTATED BYLAWS

These Amended and Restated Bylaws of Cloverleaf Lakes Protective Association, Inc. (“the Association”) are effective as of _____, 2022, and supersede and take the place of all previous versions of Cloverleaf Lakes Protective Association Bylaws.

Cloverleaf Lakes Protective Association is incorporated as a Wisconsin nonstock corporation that is recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE I PURPOSE

The mission of Cloverleaf Lakes Protective Association is to “Preserve Our Lakes For Future Generations.” Cloverleaf Lakes Protective Association’s purposes include protecting healthy lakes and native plant life, promoting neighborhood safety and communication, and educating citizens in the areas of aquatic invasive species, water quality, recreation, fishery and environmental management.

ARTICLE II MEMBERSHIP AND DUES

2.1. Members. The Association has one level of membership. The membership of the Association shall be composed of those households and businesses who meet the qualifications of 2.2, agree to support the purposes of the Association, and meet other criteria that the Board of Directors may designate from time to time.

2.2. Eligibility. Any household or business who, for at least one month each year, resides in or owns real estate on or within one mile of the Lakes for which the Association was incorporated is eligible for membership in the Association. A household is defined as a house and its occupants. An eligible household or business may become a Member by requesting membership and paying membership fees consistent with these Bylaws. The Board shall have the power to designate additional requirements for membership.

2.3. Dues Assessment.

- (a) Dues shall be determined annually by the Board.
- (b) Dues are payable upon receipt of the dues statement.
- (c) Dues are not pro-rated.
- (d) Payments by any Member that exceed the membership dues shall be considered donations and shall not entitle that Member to more than one vote at any meeting of members.

2.4. Rights of Members. Each Member household and each Member business is entitled to one vote. A Member's right to vote and to hold a position on the Board shall cease upon lapse of membership for failure to pay dues by the date of the Annual Meeting of Members or by resignation, expulsion or suspension pursuant to Section 181.0620, Wis. Stats. Members may serve as Directors and officers, serve on committees, and be involved with planning and helping with the activities of the Association.

ARTICLE III MEETINGS OF MEMBERS

3.1. Annual Meeting of Members. The Association shall hold an Annual Meeting of Members during the month of May or June at a place to be fixed by the Board of Directors. The agenda for the Annual Meeting of Members shall include but not be limited to the following:

- Determination of overall program plans and priorities for the following year;
- Report of Association events;
- Report from committees;
- Amendment of bylaws, if any; and
- Election of Directors, as appropriate.

3.2. Special Meetings. Special meetings of the Members may be held at the call or the request of the President, a majority of the Board of Directors, or the request of at least twenty percent (20%) of the Members. Notice of the time and place shall be given in sufficient time for the convenient assembly of the Members.

3.3. Attendance and Voting. Attendance at the Annual Meetings and any Special Meeting is open to all Members. Each Member household or corporation has one vote on any matter submitted to the Members. All matters submitted to the Members are determined by a majority vote of those Members present and voting.

3.4. Quorum. Except as otherwise provided in these Bylaws, quorum for membership meetings shall consist of those Members present.

3.5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. If a Member wishes to vote by proxy, that Member shall provide a written statement to the Secretary before the appointed time of each meeting.

3.6. Conduct of Meetings. The President shall preside over all meetings of the Members. The Secretary shall keep the minutes of the meeting and record in an electronic minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting.

3.7. Notice of Meetings.

(a) The Secretary shall deliver to each Member a notice of each Annual and each special meeting, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting.

(b) Notice of a member meeting shall be given not less than seven (7) days, nor more than forty-five (45) days, before the date scheduled for the meeting referred to in the notice.

(c) Whenever any notice whatsoever is required to be given under the provisions of Wisconsin Nonstock Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

3.8. Action by Written Ballot. An action that may be taken at a meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. A written ballot shall:

(1) set forth each proposed action; and

(2) provide an opportunity to vote for or against each proposed action.

Approval by written ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitations for votes by written ballot shall:

(1) indicate the number of responses needed to meet the quorum requirements;

(2) state the percentage of approvals necessary to approve each matter other than election of directors; and

(3) specify the time by which a ballot must be received by the Association in order to be counted.

ARTICLE IV BOARD OF DIRECTORS

4.1. General Powers. The management, control and operation of the affairs and properties of this Association are vested in the Board of Directors of the Association (the "Board"). The Board is responsible for planning, coordinating, communicating and managing all Association activities.

4.2. Number of and Criteria for Directors. The Board shall consist of seven (7) persons who shall be elected pursuant to Article 4.4 (the "Directors"). Only Members are eligible to become Directors. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Members.

4.3. Term. Directors shall be elected for three-year terms. The terms of the Directors shall be staggered so that approximately one-third of the Director terms terminate each year.

There is no limit for successive terms of office. Director terms shall expire at the Annual Meeting of Directors, in conformance with Article 4.4. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are appointed. Replacements shall be selected by the Board to fill the unexpired term. At no time will the number of Directors be fewer than three (3).

4.4. Nominations and Election. Recommendations for Directors may be submitted by Members, incumbent Directors, or any other interested persons, unless otherwise determined by the Board. The slate of directors shall be presented to the Members at least 15 days in advance of the Association's Annual Meeting of Members. Members shall elect the Board of Directors from this slate of nominees.

4.5. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the President or Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of Members present at a meeting called for that purpose. Replacements shall be nominated and elected consistent with Section 4.4.

4.5. Annual Meeting. The Association shall hold an Annual Meeting of Directors after the Annual Meeting of Members, at a time and place to be fixed by the Board of Directors. The agenda for the Annual Meeting of Directors shall include but not be limited to the following:

- Election of officers;
- Determination of general and fiscal programs and all other policies of the Association;
- Approval of the Treasurer's Annual Report; and
- Establishment of the next fiscal year's annual dues.

4.6. Regular and Special Meetings. Regular meetings of the Board shall be held at such times and at such place as the President may designate, typically once a month. Special meetings of the Board may be called by the President, or by at least two (2) Directors of the Association at such time and place as the Directors calling the meeting may specify and in accordance with the notice requirements of this Article 4.

4.7. Order of Business. The order of business at all meetings of the Board shall be as follows: roll call; reading of minutes of previous meeting and actions thereon; reports of officers; reports of committees; old business; and new business.

4.8. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if fewer than a majority of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice.

4.9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these Bylaws.

4.10. Action Without a Meeting. In accordance with Section 181.0821, Wis. Stats., any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by two-thirds (2/3) of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds of the Directors has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions.

4.11. Compensation. Directors will not be paid compensation for their services as Directors provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Association in another capacity.

4.12. Meetings by Electronic Means of Communication. Members of the Board of Directors or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating directors may simultaneously hear or read each other's communications during the meeting or (2) all communication 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. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

4.13. Notice. Meetings must be preceded by at least forty-eight hours' notice to each Director, or seventy-two hours' notice if notice is given by mail or private carrier. A meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven days' advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by email.

4.14. Conflict of Interest. The Board shall adopt and abide by a Conflict of Interest Policy.

ARTICLE V OFFICERS

5.1. Officers. The officers of the Association are a President, a Vice-President if such position is filled, a Secretary, and a Treasurer of the Association (the "Officers"). One individual may serve as both the Secretary and the Treasurer. Officers must be Directors.

5.2. Election. The Officers shall be elected by the Board at the Annual Meeting of Directors. A majority vote wins for each position.

5.3. Term of Office. Officers shall be elected for one-year terms. Officers shall serve until their successors are elected.

5.4. Removal. Any Officer of the Association may be removed from office at any time for any reason by a two-thirds (2/3) vote of all Directors.

5.5. President. The President shall be the chief executive officer, shall preside at all meetings of the Board of Directors and the membership meetings. The President will have the necessary authority and responsibility for the administration of the affairs of the Association subject only to such Bylaws as may be adopted and such orders as may be issued by the Board of Directors. The President will advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Association. The President may sign with the Secretary or other proper officer of the Association authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

5.6. Vice-President. If the position is filled, the Vice-President will have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act. The Vice-President will assist the President in the performance of his or her duties as the President directs, including coordinating monthly Board meetings and annual elections.

5.7. Secretary. The Secretary will sign documents of the Association from time to time as required; perform such duties as may be assigned by the President; will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; and be custodian of the corporate records. The Secretary shall provide a copy of the minutes to each Director following a Board meeting and to the general membership after the Annual Meeting of Members. The Secretary shall keep a record of past and current officers, Directors, committee members, and the general membership.

5.8. Treasurer. The Treasurer will be responsible for the custody of the funds and securities of the Association which will come into the Treasurer's hands, and will advise the Board of Directors respecting its financial condition and the handling of its monies and investments and perform such additional duties as may be assigned to the Treasurer by the President. The Treasurer shall provide to the Secretary a list of Members who have paid annual dues by the date of the Annual Meeting of Members.

ARTICLE VI COMMITTEES OF THE BOARD OF DIRECTORS

The Association may have an Executive Committee and such other committees as determined by the Board. If the Executive Committee is formed, it shall consist of only the Officers. The Executive Committee shall have and may exercise, when the Board is not in session and without specific delegation, all of the powers of the Board in the management of the

affairs of the Association, except action with respect to election of officers or the filling of vacancies on the Board or on committees.

Any other committee that does not consist entirely of Directors shall be chaired by a Director and include as many Members or volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

7.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, will be signed by such officer or officers, agent or agents of the Association and in such manner as is from time to time to be determined by resolution of the Board of Directors.

7.3. Deposits. All funds of the Association will be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may elect.

7.4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association.

7.5. Books and Accounts. The Association will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees. In addition, the Association will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

7.6. Nondiscrimination Policy. The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

ARTICLE VIII INDEMNIFICATION

The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Association against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Association. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled.

The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify any employee who is not a Director or officer of the Association, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Association. The Association may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Association is the calendar year.

**ARTICLE X
AMENDMENTS**

10.1. By Directors. The Board of Directors may recommend amendments to these Bylaws for Member action per section 10.2, upon the vote of a simple majority of the Directors then in office, provided that a statement of the nature of the proposed amendment is included in the notice of such meeting.

10.2. By Members. These Bylaws may be amended or repealed and new Bylaws may be adopted by three-fourths (3/4) of the Members present at an Annual or special meeting, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

**ARTICLE XI
DISSOLUTION**

This Association shall be dissolved upon the vote of three-fourths (3/4) of all Members of the Association. The assets shall be distributed consistent with the Association's Articles of Incorporation.

Adopted this ____ day of _____, 2022.

Printed Name:

Officer Title: