

# Summary of Proposed Bylaw Amendments Voting Parcel Eligibility, Membership benefits, Voting and Proxy Voting

6/25/2015 9:00 AM

1 The following proposed bylaws amendment and changes relative to clarifying terms such as parcel,  
2 qualifying parcel, regular membership, voting parcel, voting owner, voting privilege and  
3 incorporating these terms this into various sections relative to membership, voting and for  
4 determining the percentages needed for quorum, petitioning the board , passing amendments and  
5 authorizing dissolution of the Association. It also adds some redundancy to emphasize that there  
6 can only be one vote per parcel, that all joint owners should caucus to arrive at their single vote.  
7 Note that ordinarily any one qualifying parcel may have several dues paying regular members, but  
8 there is only one total vote per parcel. An exception will be offered (grandfathered) for the parcels  
9 with fractional owners who were allowed to purchase multiple memberships and vote in the past.

10 Changes or additions are underlined. Only sections with changes are presented here.

## 11 **Article 3 – Membership**

### 12 **Section 3.0 – Membership Eligibility**

13 Membership in the Association shall be restricted to those parcels located within 3/8 of a mile of  
14 the shoreline of Clark Lake. Membership shall be on a per parcel basis. A membership is not  
15 transferable. A parcel is defined as a tax parcel, as determined by the relevant taxing authority.

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19 parcel, as determined by the relevant taxing authority. A membership is not transferable.

### 20 **Section 3.1 – Classes of Membership**

21 a) Regular Membership – Any person who is the owner of a parcel meeting the criteria of Section  
22 3.0 (a qualifying parcel) shall be eligible for regular membership upon submission of his or her  
23 application and payment of such dues as may be established by the Board of Directors. Since  
24 the regular membership is parcel based, an application is specific to one qualifying parcel and  
25 should include information as designated by the Board to indicate any other owners of  
26 fractional interest for the property.

27  
28 1. An owner is entitled to obtain a separate regular membership for each qualifying parcel  
29 owned. A regular membership cannot be linked to more than one parcel.

30  
31 2. One parcel may be linked to as many regular memberships as owners of fractional  
32 interest exist for that parcel. Despite a parcel having multiple regular memberships  
33 linked to it, there is still only one vote available to that entire parcel except for those  
34 regular memberships for parcels defined in Section 3.1 (x-xiv).

35  
36 3. A Regular membership includes the owner, spouse or other co-habiting adult and their  
37 dependent children. The adults of the regular membership are referred to as regular

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- 1 members. If the term “membership” is used without a modifier, then it refers to “regular  
2 membership”. Regular membership benefits are documented in the bylaws or assigned  
3 by the board.  
4
- 5 4. “Voting Parcel” signifies a parcel that is entitled to one vote. A voting parcel is any  
6 qualifying parcel that has at least one owner who is a regular member with that parcel  
7 address listed on their application. Every owner of a Voting parcel, whether a regular  
8 member themselves or not, is eligible for the Voting parcel benefits as documented in  
9 the bylaws or assigned by the board.  
10
- 11 5. An owner is entitled to Voting parcel benefits for each voting parcel owned.  
12
- 13 6. Owners of fractional interests in a parcel (other than time-sharing interests), including  
14 husband and wife ownership, shall be entitled to one (1) vote for the entire voting  
15 parcel.  
16
- 17 7. Legal entities, such as family trusts, are regarded as a single owner, may purchase one  
18 regular membership per qualifying parcel to activate the voting parcel, and shall be  
19 entitled to one (1) vote for the entire parcel.  
20
- 21 8. Owners of time-share interests in a parcel or parcels shall not be eligible for  
22 membership, except that an ownership association of such time-share interests shall be  
23 one membership and receive only one Voting parcel and its benefits for the entire time-  
24 share property.  
25
- 26 9. Exception to one vote per parcel: Parcels with fractional owners who were allowed to  
27 purchase multiple memberships and received a full vote for each membership in the  
28 past and where the member continuously meets all of the qualifying criteria one (1) vote  
29 shall be allowed per regular membership instead of one(1) per voting parcel. This  
30 exception is not transferable to another owner or parcel.  
31
- 32 10. Qualifications for the exception to one vote per parcel:  
33 a. A regular membership was purchased for the year 2013 or prior to June 2014 by  
34 more than one owner of fractional interest for a qualifying parcel.  
35 b. The owner continues to purchase a regular membership every year beginning in  
36 2016 linked to the same parcel.  
37 c. If this amendment is approved prior to the end of 2015, the regular membership  
38 may be purchased in 2015 and the member will be allowed one (1) vote for the  
39 membership.  
40
- 41 b) No change.  
42  
43 c) No change.

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- 1  
2 **Section 3.2 – Voting**
- 3 a) Each Voting parcel qualifies for one vote. The Voting parcel benefit of voting privilege is shared  
4 by all owners of the parcel. All the owners of a Voting parcel present or represented by proxy  
5 shall caucus and then exercise their voting privilege by submitting a combined one (1) vote for  
6 the entire parcel.
- 7 b) There is no fractional voting.
- 8 c) An owner who solely owns or is an owner of fractional interest in multiple voting parcels is  
9 entitled to the voting privilege to caucus and submit a combined one (1) vote for each voting  
10 parcel.
- 11 d) A Voting parcel is entitled to one (1) vote at a meeting. If multiple owners apply, pay dues and  
12 become regular members, the property is still a single Voting parcel and there is only one (1)  
13 vote for the entire parcel. The sole exception to requirement is found in section 3.1(x) and  
14 regular membership meeting all of the qualifying criteria may submit one (1) vote for each  
15 qualifying membership of the Voting parcel, but there is a substitute and not an additional  
16 one (1) vote. The Voting parcel vote is limited to one (1) for each of the qualifying  
17 memberships; the ordinary caucus and combined vote is forfeit.
- 18 e) All voting by the membership shall be in person or represented by proxy at the Annual  
19 Meeting and Special Meetings. Except as otherwise set forth in these bylaws, a majority vote  
20 of the Regular Membership present or represented by proxy shall be sufficient to take action  
21 on an issue.

### Proposed bylaws amendment relative to proxy voting

22  
23 Additional changes appear throughout the by-laws where the term “present” has been amended to  
24 “present or represented by proxy”. This entire section is new so no underlining was done.

### Section 3.3-Right to vote by proxy

25  
26 A regular member may appoint any person age 18 or older as a proxy to act for that member,  
27 including participate in a vote, at the Annual Meeting and Special Meetings by signing an  
28 appointment form approved by the CLAA Board. Appointment of a proxy is effective when  
29 delivered, by a process approved by the board, to the secretary or other officer or agent authorized  
30 to tabulate votes and shall be in effect only for the designated meeting and all adjournments of  
31 such meeting as documented on the form. Any proxy may represent only one regular member but if  
32 the proxy is also a regular member, they will also retain their own voting privilege.

33  
34 Language changes of rest of bylaws necessitated by these amendments.

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## 1 **Section 4.2 – Non-payment of Dues**

2 Non-payment of dues shall forfeit membership and its privileges. If the membership forfeiture  
3 results in no regular membership linked to a parcel then the Voting parcel benefits for all of the  
4 other parcel owners is also forfeit.

## 5 6 **Section 5.1 – Special Meetings**

7 A Special Meeting of the Association may be called at any time with a majority vote of the Board of  
8 Directors. A Special Meeting shall be called by the President, when at least ten percent (10%) of the  
9 voting parcels file a written request with the President or Secretary.

## 10 11 **Section 5.4 – Quorum Required**

12 No business may be conducted at Annual or Special meetings unless at least fifteen percent (15%) of  
13 the voting parcels are present. A regular member must be present or represented by proxy at the  
14 meeting at the time the vote is called in order to vote. ~~A regular member who owns multiple parcels~~  
15 ~~with separate memberships for each parcel is entitled to one vote per parcel.~~

## 16 17 **Section 6.0 – Board of Directors**

18 Membership on the Board of Directors of the Association shall be by vote of the voting parcels at an  
19 election held at an Annual Meeting of the Association.

## 20 21 **Section 6.2 –Filling Board Vacancies**

22 “... In the case of a tie vote, an immediate poll of the voting parcels present will take place to  
23 determine which of the tied candidates will fill the open director position(s).

## 24 25 **Section 6.7 – Recall of a Member of the Board**

26 A regular member may initiate the recall of a member of the Board of Directors by submitting a  
27 petition to the Board, signed by fifteen percent (15%) of the ~~regular membership~~ voting parcels  
28 of the Association, requesting that a recall election of the designated member be held. Upon receipt of  
29 such a request, the Board shall hold a recall election of the designated member at the next Annual  
30 Meeting of the Association. If the majority of votes cast in such an election favor recall, the member  
31 is removed from the Board of Directors.

## 32 33 **Section 10.0 – Amendments**

34 These bylaws and any amendments thereto, must be adopted at any Annual or Special meeting of  
35 the Association by two-thirds vote of the voting parcels present or represented by proxy. ...

## 36 37 **Article 11 – Dissolution**

38 The Board of Directors, by a two-thirds affirmative vote of all directors, may recommend that the  
39 Association be dissolved and that the question of such dissolution be submitted to a vote at a  
40 subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution.  
41 At the meeting, a two-thirds affirmative vote of ~~regular members~~ voting parcels present or  
42 represented by proxy and entitled to vote shall be required to approve a resolution of dissolution.  
43 Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent

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1 approval by the ~~regular members~~ voting parcels as provided under Wisconsin law. Dissolution of the  
2 Association shall not be final until the ~~members~~ voting parcels present or represented by proxy, by  
3 majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail  
4 referendum. Upon dissolution, the Board of Directors shall dispose of any remaining assets  
5 according to the Articles of Incorporation.

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