

5/8/04

**BYLAWS**  
**OF**  
**CLARK LAKE ADVANCEMENT ASSOCIATION, INCORPORATED**

**ARTICLE I**

**Name and Purpose**

Pursuant to the Articles of Incorporation of the Clark Lake Advancement Association, Inc., recorded in the office of the Register of Deeds for Door County, Wisconsin, the following are adopted as the Bylaws of the Clark Lake Advancement Association, Inc. (hereinafter sometimes referred to as the Association), which is a non-profit organization formed and organized to serve as an association of property owners and other persons interested in the progress, development and welfare of Clark Lake and the contiguous land areas within 3/8 mile of the shoreline, and the promotion of the concept that the people residing within this area are a unified community.

**ARTICLE II**

**Membership, Voting and Meetings**

Membership in the Association shall be restricted to those parcels located within 3/8 of a mile of the shoreline of Clark Lake. Membership shall be on a per parcel basis. A membership is not transferable. The Association reserves the right to refuse membership to any person or persons with cause. Owners of time-sharing interests in a parcel or parcels shall not be eligible for membership, except that an ownership association of such time sharing interests shall be one membership. Owners of fractional interests in a parcel (other than time sharing interests), including husband and wife ownership, shall be entitled to one membership for the entire parcel.

**Membership List**

The Association shall maintain a current membership list on an annual fiscal year basis.

**Voting**

Each membership shall be entitled to one vote. All voting shall be in person. Proxy, absentee, electronic, telephonic or video voting shall not be allowed. Except as otherwise set forth in these bylaws, a majority vote shall be sufficient to take action on an issue..

**Quorum**

For purposes of conducting business at any meeting, a quorum shall consist of fifteen percent (15%) of the total membership of the Association.

**Meetings**

General meetings of the Association shall be convened as deemed advisable and necessary by the Board of Directors, for the purpose of conducting the business of the Association. A minimum of one general meeting shall be held each year. The Board of Directors may also convene any special meeting or event it considers to be in the best interests of the Association. The time and place of all meetings shall be established by the Board of Directors and notice shall be given to members by distribution of handbill notices to the various properties around the lake and by posting notices at various business establishments commonly frequented by members of the Association.

### **Fiscal Year**

The affairs of the Association shall be conducted on a calendar year basis.

## **ARTICLE III**

### **Board of Directors**

Membership on the Board of Directors of the Association (sometimes hereinafter referred to as the Board) shall be by vote of the membership at an election held at a general meeting of the Association. Election to the Board shall be by majority of the votes cast in such an election. A separate ballot shall be conducted to elect each member of the Board. Directors are allowed to succeed themselves, but this practice is discouraged. Advance notice shall be given to all members (by the method established in Article II) when elections to the Board of Directors are to be held.

### **Recall of a Member of the Board**

Recall of a member of the Board of Directors can be initiated by a member submitting a petition to the Board, signed by fifteen percent (15%) of the membership of the Association, requesting that a recall election of the designated member be held. Upon receipt of such a request, the Board shall hold a recall election of the designated member at the next general meeting of the Association. If the majority of votes cast in such an election favor recall, the membership of the designated member to the Board of Directors is automatically terminated.

### **Composition of the Board**

The Board of Directors shall consist of not less than eight (8), nor more than fourteen (14) members. All members of the Board shall be members of the Association and shall be persons who reside in the vicinity of Clark Lake or who spend a major portion of their free time at the Lake and are well acquainted with the members of the Association and the problems and activities of the Clark Lake Community. As a whole, the Board should represent all of the geographical areas or sub-communities around the Lake. The members of the Board shall elect a member to serve as president and vice president and those persons shall also serve as president and vice president of the Association. The secretary and treasurer shall be members of the Board.

### **Term of Members of the Board**

The terms of all members of the Board of Directors shall be three (3) years to provide continuity of the Board, approximately one-third (1/3) of the entire Board shall be elected each year.

### **Powers and Duties of Board of Directors**

The affairs of the Association shall be governed by the Board of Directors. All powers and authority as shall be necessary for the administration of the affairs of the Association shall be exercised by the Board of Directors. The actions and decisions of the Board shall be presented to the membership at the next general meeting of the Association. If any of their actions or decisions are challenged, they shall be put to a vote of the members present and either confirmed or rescinded by a majority of those voting. The Board shall convene such general and special meeting of the Association as it considers advisable for the good of the Association. Any three (3) members of the Board can call for a general meeting of the Association.

### **Meetings of the Board of Directors**

Meetings of the Board of Directors shall be held as determined necessary or advisable by the president, vice president or any two (2) members of the Board. All members of the Board shall be notified verbally of the time and place of each meeting. For the purposes of conducting business, a majority of the members of the Board shall constitute a quorum, and the action of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

### **Vacancies**

Whenever the number of members of the Board is less than fourteen (14) and the Board of Directors determines that an acceptable candidate is available to serve as a Board member, the Board may act as a nominating committee and place the candidate's name before the next general meeting of the Association for election to the Board.

## **ARTICLE IV**

### **Officers**

The principal officers of the Association shall be a president, vice president, secretary and the treasurer. All principal officers shall be members of the Board of Directors and their terms as officers shall be concurrent with their membership on the Board. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, with or without cause, and his successor shall be elected from among the membership of the Board.

### **President**

The president shall be selected from among the members of the Board of Directors and shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of president including, but not limited to, the power to sign, together with any other officer designated by the Board, any contracts, checks, drafts, or other instruments on behalf of the Association.

### **Vice President**

The vice president shall take the place of the president and perform his duties whenever the president shall be absent or unable to act. If both the president and vice president are unable to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The vice president shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

### **Secretary**

The secretary shall keep the minutes of all meetings of the Board of Directors and of the Association and shall count votes at meetings of the Association and shall have charge of the Association books and records and shall, in general, perform all duties incident to the office of secretary.

### **Treasurer**

The treasurer shall have responsibility for the Associations funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and financial records and books of account on behalf of the Association. He shall be responsible for the deposit of all monies and valuable effects in the name of and to the credit of the Association. The treasurer shall have the power to sign checks

and drafts or other instruments on behalf of the Association. The treasurer shall also maintain the yearly list of members who have paid the annual dues levied by the Association.

#### **Liability of Officers and Directors**

No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or not taken by him as an officer or Director of the Association, if such person:

1. Exercised and used the same degree and judgment as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or
2. Took or omitted to take action in reliance upon advise of counsel for the Association or upon statements made or information furnished by officers or members of the Association which he had reasonable grounds to believe to be true.

#### **Compensation**

No officer or director of the corporation shall receive any fee or other compensation for services rendered to the Association. However, officers and directors of the Association may be reimbursed for out-of-pocket expenditures incurred while performing services or conducting business on behalf of the Association, provided duly certified records of such expenses are submitted to and approved by the Board of Directors.

### **ARTICLE V**

#### **Amendments**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a sixty-seven percent (67%) affirmative vote of the members entitled to cast votes at any general meeting of the Association. Advance notice must be given to members readily available before any action can be taken on the bylaws in a general meeting.

#### **Not For Profit**

Nothing in these bylaws shall be deemed or construed to authorize the Association to engage in any business activity for profit. All monies for expenses, fees, or contributions of the Association shall be derived from funds obtained by annual membership fees or donations.

#### **Association Mailing Address**

The mailing address of the Association shall be the home address of the treasurer or president of the Association.