

Revised Articles of Incorporation  
and  
Bylaws - Jan 2017  
Elkhart Lake Improvement Association  
*(file: ELIA/Board/11Mar17 Draft Articles & Bylaw Updates)*

**Certificate of Incorporation**

12 July 1968 Articles of Incorporation are filed under Chapter 181 of Wisconsin Statutes

To promote the community interest and general welfare of the property owners, tenants, and residents of Elkhart Lake, situated in the Village of Elkhart Lake and Town of Rhine, Sheboygan County, Wisconsin, and shall have such powers as are conferred upon it by the laws of the State of Wisconsin"

16 July 1968 - certificate confirming filing of said Articles, was recorded in the register of Deeds office in Sheboygan County, Wisconsin, on the 16th day of July 1968.

"17 July 1968 - Signed by Robert C. Zimmerman, Secretary of State"

**Articles of Incorporation**

Article I - NAME

The name of this corporation is: ELKHART LAKE IMPROVEMENT ASSOCIATION

Article II - DURATION

This Corporation's period of existence shall be perpetual.

Article III - PURPOSE

The purpose of this Corporation shall be to promote, preserve, and enhance the interest and general welfare of Elkhart Lake, situated in the Village of Elkhart Lake and the Town of Rhine, Sheboygan County, Wisconsin, through furthering of water safety, pollution control, and environmental maintenance, and public education of matters affecting the lake.

Article IV - Powers

The Corporation shall have all powers conferred upon non-stock, non-profit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provision thereto now enacted or hereafter amended, including activities incidental to the stated aims and purposes, except as may be hereinafter limited.

## Article V - Members

The Corporation shall have one class of members, whose rights and privileges shall be as set forth in the Bylaws of the Corporation.

## Article VI - BOARD OF DIRECTORS

The number of directors shall be fixed by the Bylaws of the Corporation, but shall not be less than three (3). Unless otherwise provided by the Bylaws of the Corporation, the members of the Corporation shall elect its Board of Directors. The Directors shall serve such terms as may be provided in the Bylaws of the Corporation, or until death, incapacity, resignation or removal.

## Article VII - NONPROFIT CHARACTER

Inasmuch as this Corporation is a 501 (c) 3, tax exempt Corporation, organized exclusively for the promotion of public welfare, public use and public benefits aforementioned, and in the philanthropic and civic interests aforescribed, this Corporation shall issue no capital stock, pay no dividends, and pay no salaries (other than to employees) to its Incorporators, Directors, or Officers, and no part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer, or other individual. It is, accordingly, declared that this Corporation is not organized for pecuniary profit and is, and shall remain, a nonprofit corporation, without motive of financial gain or profit, and none of the earnings or assets of this Corporation shall be distributed to any Director or Officer.

## Article VII - NONPOLITICAL CHARACTER

The Corporation shall not engage in any activities which directly or indirectly shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted by the Internal Revenue Code as amended from time to time for corporations of like character; nor shall the Corporation participate in, or intervene in any political campaign on behalf of any candidate for public office.

## Article IX - DISSOLUTION

On dissolution or final liquidation of the Corporation, all of the remaining assets, property and income owned or held by the Corporation shall be used exclusively for one or more of the exempt purposes described in Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

## Article X - AMENDMENTS

The provisions of these Articles of Incorporation, except those set forth in Article IX above, may be amended in the manner prescribed by Wisconsin Non-stock Corporation Law, as from time to time amended, with voting as provided in the Bylaws.

## Article XI - Registered Agent and Principle Office

The name, address and county of the registered agent and principle office of the Corporation is:

Elkhart Lake Improvement Association  
c/o Rohde Dales LLP  
607 N 8th St. #700  
Sheboygan, WI 53081

### **Elkhart Lake Improvement Association Bylaws** (Amended June 3, 2017)

#### Article I Membership

- 1.1 Qualification. Any person(s) of adult age, interested in the general welfare of Elkhart Lake may become a Member by providing personal contact information and paying the annual dues.
- 1.2 Powers. In addition to doing all things required by law and by the Articles of Incorporation, the Members shall have the specific rights and responsibilities listed below. Provided, however, that the Member may not exercise their rights and responsibilities in such a way that would jeopardize the tax exempt status of the Corporation under IRC 501(c)(3)
- 1.2.1 Participatory Rights. Members shall be eligible for election to the Board of Directors and for appointment to board Committees as permitted by the Bylaws.
  - 1.2.2 Advisory Rights. Members shall have the right, at the annual or any special meeting of the Members, to call and hold a non-binding advisory vote on resolutions involving any issues related to the Corporation's affairs and operations. The results of any such vote shall be presented to the Board of Directors for consideration, but shall be advisory only, and shall not be binding on the Directors. The Members may, by majority vote, require the board of Directors to consider and act on any resolution by the members. If the members so vote, the Board of Directors shall consider the resolution at their next regularly scheduled meeting.
  - 1.2.3 Election of Directors. Members shall have the rights to elect those directors, other than the ex-officio directors. Members must be present to vote.
- 1.3 Votes. Each Member (couple) in good standing shall be entitled to one vote.
- 1.4 Dues. Members shall pay annual membership dues as determined by the Board of Directors.
- 1.5 Good Standing. Only Members who have currently paid their dues shall be entitled to vote or hold office.

## Article II Meetings

2.1 Annual. The annual meeting of this Corporation shall be held during the month of June each year. Notice of such meeting shall be given by mail and/or email to each Member, at least ten (10) days prior to the time of such meeting. The membership shall at this annual meeting elect the slate of Directors for the Corporation.

2.2 Special. Special meetings may be called at any time by a majority of the Directors or upon written request of at least 25 Members. Notice of a special meeting shall be given in the same manner as prescribed for annual meetings.

2.3 Proxies. All votes must be by Members in good standing present in person. No proxy vote shall be permitted.

2.4 Quorum. A quorum shall consist of 25 members in good standing.

## Article III Board of Directors

3.1 Powers. The Board of Directors shall establish policy, plan for the future of the organization, retain and dismiss employees, ensure financial viability of the organization and otherwise manage day-to-day affairs and property of the Corporation.

3.2 Term. The Board shall consist of fifteen (15) Directors who are Members of the Corporation in good standing, four (4) general officers and eleven (11) additional Directors. The terms of the Directors who are officers shall be one year terms each, and the terms of the other directors shall be on a staggered basis such that at least 3 Directors shall have their term expire each year with the term of the office being three (3) years.

3.3 Term Limits. Election to the Board of Directors (other than general officers) shall be limited to two (2) consecutive terms. Thereafter, a member will be eligible for re-election to the Board only after a one-year absence from the board, or, if no other qualified candidates come forward, the Board of Directors may override the two (2) consecutive term limitation. Thereafter a Director will be eligible for re-election to the board with the majority approval of the Board of Directors.

3.4 Meetings. The Board of Directors shall at their next regularly scheduled meeting, following the annual membership meeting, organize and elect officers. Thereafter, it shall meet as determined by the President and Secretary. Special meetings may be held at any time upon call of the President or the request of two (2) Directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or email to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States' mail in sealed envelope so addressed with postage thereon paid.

3.5 Waiver. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of, any regular or

special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

3.6 Quorum. A majority of the Board of Directors shall constitute a quorum for transaction of business and all actions shall be lawful by a quorum assembled whether notice of such meeting had been given or not. The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law of the Bylaws.

3.7 Vacancy. Any vacancy occurring between annual meetings in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by appointment and approval of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.8 Written Consent. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

3.9 Fees. No fee or other compensation shall be paid to any member of the Board at any time except by specific resolution of the Members, but this does not prohibit the reimbursement of expenses.

3.10 Lifetime Directors. At the discretion of the Board, any Director who has performed exemplary service, may be proposed for the position of Lifetime Director and granted all rights pertaining to the position of Director in perpetuity. Such persons will be entitled to all notices given to then elected Directors and to attend all meetings of the Board of Directors and vote on all matters brought before the Board.

3.11 Nominations for Directors. Any Member may run for Director. The President will annually appoint a Nominating Committee for the purpose of recommending candidates for such positions at the next annual meeting. The Nominating Committee may consider diversity or age, gender, location or residence, with federal and state laws prohibiting discrimination under such circumstances.

3.12 Removal. A Director shall be automatically removed from office if their status as a Member of the Corporation terminates. A director may resign at any time by filing a written resignation with the Secretary of the Corporation and following acceptance by the Corporation's Board. An elected Director may be removed from office with just cause by an affirmative two-thirds (2/3) vote of the Corporation's Directors then in office when in their judgment the best interest of the Corporation will be served.

3.13 Remote Attendance. Directors may attend remotely via teleconference or video conference. It is their responsibility to confirm arrangements with the secretary in adequate advance time of the meeting date.

## Article IV Officers and Duties

4.1 Election of Officers. The officers of the Corporation shall be elected annually by the Board at its annual meeting, following the annual Membership meeting. No officer shall receive compensation for services rendered the Corporation unless authorized by a

resolution of the Members, but this does not prohibit the reimbursement of expenses. The terms of the Directors who are officers shall be one year terms each.

4.2 President. The president shall be the chief executive officer of the Corporation, shall preside at all Member or Board of Director's meetings, shall execute all legal documents, shall appoint the necessary committees, be an exofficio member of each committee, and shall have such powers as provided by Chapter 181 of the Wisconsin Statutes.

4.3 Vice-President. The Vice-President shall discharge the duties of the President in his or her absence, incapacitation or death prior to the expiration of the President's term.

4.4 Secretary. The Secretary shall keep a record of the proceedings of the membership meetings and of the meetings of the Board of Directors. The Secretary shall cause to be kept at the principle office of the Corporation or at such other place as the Board of Directors may order, the official records of the Corporation and shall in general perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned by the President of the Board of Directors.

4.5 Treasurer. The Treasurer shall be the chief financial officer of the Corporation, and shall exercise general supervision over the receipts, custody, disbursements and investment of the Corporation's funds, and the membership list. The Treasurer shall also supervise the maintenance or cause to be kept and maintained the records of assets, liabilities, and transactions of the Corporation and shall have such further powers and duties as may be conferred from time to time by the President of the Board of Directors.

4.6 Removal. An Officer shall be automatically removed from office if their status as a Member of the Corporation terminates. Upon an affirmative vote of a majority of the Board, when in their judgment the best interest of the Corporation will be served, any officer may be removed, whether with or without cause, and a successor elected at any regular meeting of the Board of Directors, or any special meeting of the Board called for such purpose.

## Article V

### Liability of Officers and Directors

5.1 Liability of Directors and Officers. No director or officer of the Corporation shall be personally liable to the Corporation or Members for any loss or damage suffered on account of any action taken or omitted to be taken in that person's capacity as a director or officer of the Corporation if such person (a) exercised and used the same degree of care and skill as a prudent individual would exercise under the circumstances in the conduct of such individual's own affairs, or (b) acted or took no action based upon advise of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which was reasonably believed to be true. The foregoing shall not be exclusive of any other right or defense.

5.2 Indemnity of Directors and Officers. Every person who is or was a director or officer of the Corporation (together with the personal representatives and heirs of such person) shall be indemnified by the Corporation against all loss, costs, damages, and expenses (including reasonable attorney's fees) asserted against, incurred by or imposed in connection with or resulting from any claim, action, suit, or proceeding, including

criminal proceedings, to which such person is made or threatened to be made a part by reason of service as a director or officer, indemnification shall be provided only in connection with the such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willfull misconduct in the performance of as a director of an officer in relation to the matter involved. This right of indemnification shall be in addition to all other rights and defenses.

## Article VI Amendments

6.1 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at a special meeting, if at least two (2) day's written notice is given of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting. These By-Laws may also be altered, amended or repealed and new Bylaws may be adopted by Majority of the Members present and entitled to vote at a meeting of the Members for which the proposed action has been the subject of at least 60 days notice to the members, specifying in reasonable detail the proposed actions. Any action taken by the Members in the preceding sentence will not be subject to further action under the first sentence.

## Article VII Powers Conferred Bylaw

7.1 Powers. This Corporation and its Board of Directors shall have all powers conferred by Chapter 181 of the Wisconsin Statutes and all amendments thereto. These Bylaws are not in limitation of any such powers.

## Article VIII Waiver of Notice

8.1 Waiver. Whenever any notice is required to be given under the provisions of the Wisconsin Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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.