

# WISCONSIN ASSOCIATION OF LAKES INC. BYLAWS

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## ARTICLE 1 - GENERAL

SEC 1.1 **NAME.** This Corporation is named the Wisconsin Association of Lakes, Inc.

SEC 1.2 **DEFINITIONS.** The following definitions shall pertain to these Bylaws:

- (1) "Board" means the Board of Directors of the Corporation.
- (2) "Director," unless specifically identified otherwise, means a member of the Board of Directors who is entitled to vote on all questions before the Board.
- (3) A "Member" as used herein means a person or entity listed as a member in Sec 2.1.
- (4) "Inland Waters" means a Wisconsin inland lake, stream, river, millpond, or flowage, or the Wisconsin portion of such a waterway lying in, and divided between, Wisconsin and a contiguous state.

SEC 1.3 **STATEMENT OF PURPOSE.** The purpose of the Corporation is to preserve and protect Wisconsin inland waters, their watersheds and ecosystems through:

- (1) Promoting public policy that advances stewardship of Wisconsin waters.
- (2) Supporting appropriate research, education, and dissemination of information.
- (3) Assisting in the formation and functioning of responsible stewardship and management organizations.
- (4) Supporting the protection of the water quality of Wisconsin waters through the acquisition of property for conservation purposes.

SEC 1.4 **STATEMENT OF NONDISCRIMINATION.** The Corporation, its Members, Board of Directors, officers, and officials shall not discriminate on the basis of race, gender, or religion, or any other basis proscribed by law, with respect to affiliation, membership, elections, appointments, employment, contracting, meetings, or any other activity.

## ARTICLE 2 - MEMBERSHIP

SEC 2.1 **CLASSES AND QUALIFICATIONS OF MEMBERS.**

- (1) The Corporation shall have four classes of membership as follows:

Organizational Members: Organizational Members are governmental and non-profit organizations having significant lake and waterway management, protection, or improvement purposes, that subscribe to the purposes of the Corporation and pay the dues in effect for the applicable Organizational Member level below. Governmental Organizational Member organizations include, without limitation, public inland lake districts, town sanitary districts, towns, counties, cities and villages and instrumentalities thereof. Non-profit Organizational Member organizations include, without limitation, non-profit corporations or associations whose purposes or functions are substantially focused on the management, protection, or improvement of one or more lakes, waterways, or watersheds, or on the enhancement of boating, fishing or other forms of surface water recreation.

There are three levels of Organizational Members: Level I, Level II, and Level III. The Board of Directors shall determine the applicable level of each Organizational Member based on residency, extent of area (including its number of tax parcels, if applicable), membership, financial resources or other characteristics.

Individual Members: Individual Members are citizens who subscribe to the purposes of the Corporation and pay the dues in effect for Individual Members.

Corporate Members: Corporate Members are for-profit organizations that subscribe to the purposes of the Corporation and pay the dues in effect for Corporate Members.

Student Members: Student Members are classroom and college students who subscribe to the purposes of the Corporation and pay the dues in effect for Student Members.

- (2) The Board shall have the power to further define and adopt categories for members.

SEC 2.2 **APPLICATIONS FOR MEMBERSHIP.** Applications for membership which clearly meet the qualifications for the appropriate membership class shall be accepted by the Executive Director and entered on the membership rolls upon payment of required dues and fees. The Executive Director shall refer any application which does not clearly meet the qualifications for the membership class to the Executive Committee for a recommendation to the Board of Directors as to the action to be taken. Should the application be rejected, it shall be returned to the applicant, along with any dues and fees tendered and with a written explanation of the reason(s) for rejection.

SEC 2.3 **LAPSED MEMBERSHIP.**

- (1) A Member that has not timely paid membership dues shall be considered a lapsed Member. Lapsed Members shall lose voting and other general membership rights.
- (2) Any lapsed Member may regain membership rights without question as to eligibility by paying the current and arrears dues and fees, provided that the membership has not been in lapsed status for more than one (1) year.
- (3) A lapsed Member that has not paid prescribed dues and fees for two or more years shall be considered a new Member when again applying for membership.

**SEC 2.4 REVOCATION OF MEMBERSHIP.** Any membership in the Corporation may be revoked as follows:

- (1) Cause. Membership shall be revoked by the Board or by the Members for good cause, such as inability to fulfill the qualifications for membership.
- (2) Procedure. No membership shall be revoked until at least thirty days after written notice of intent to revoke membership shall have been delivered by hand or mailed to the last known mail address of the Member. The Member given notice of intended revocation shall be entitled to present its case by representatives either orally or by documentary evidence in its defense. This may be done at a Board or Member meeting before revocation shall become final. The Member shall have the right to appeal any revocation by the Board to the Members at any meeting for which the question has been included in the meeting notice.
- (3) Required Majority. A two-thirds majority of votes cast shall be required to revoke the membership of any Member.

**SEC 2.5 RIGHTS OF MEMBERSHIP.**

- (1) Organizational Members. Each Organizational Member in good standing shall have rights as follows:
  - (a) To vote in elections and on any matter considered by a meeting of the members. Level I Organizational Members are entitled to cast one vote. Level II Organizational Members are entitled to cast two votes. Level III Organizational Members are entitled to cast three votes.
  - (b) To have any or all of its current local members attend or be represented at all membership meetings of the Corporation. Such local members and representatives shall have the right to address the membership in accordance with the usual rules of order at the discretion of the presiding officer.
  - (c) To submit resolutions for consideration by the Board of Directors or at a Member meeting.
  - (d) To periodically, but not less than once a year, receive information on the activities and financial status of the Corporation.
- (2) Individual Members. Each Individual Member in good standing shall have rights as follows:
  - (a) To vote in elections and on any matter considered by a meeting of the members. An Individual Member who pays the full dues amount is entitled to cast one vote. Introductory and sponsored Individual Members, as defined by the Board of Directors, are not entitled to cast a vote.
  - (b) To attend all membership meetings of the Corporation. An Individual Member shall have the right to address the membership in accordance with the usual rules of order at the discretion of the presiding officer.
  - (c) To submit resolutions for consideration by the Board of Directors or at a Member meeting.
  - (d) To periodically, but not less than once a year, receive information on the activities and financial status of the Corporation.
- (3) Corporate Members. Each Corporate Member in good standing shall have rights as follows:
  - (a) To vote in elections and on any matter considered by a meeting of the members. A Corporate Member is entitled to cast one vote.
  - (b) To have one or more representatives attend all membership meetings of the Corporation. Such representatives shall have the right to address the membership in accordance with the usual rules of order at the discretion of the presiding officer.
  - (c) To submit resolutions for consideration by the Board of Directors or at a Member meeting.
  - (d) To periodically, but not less than once a year, receive information on the activities and financial status of the Corporation.
- (4) Student Members. Each Student Member in good standing shall have rights as follows:

- (a) Student Members are not entitled to vote in elections or on any matter considered by a meeting of the members.
- (b) To attend all membership meetings of the Corporation. A Student Member shall have the right to address the membership in accordance with the usual rules of order at the discretion of the presiding officer.
- (c) To periodically, but not less than once a year, receive information on the activities and financial status of the Corporation.

### **ARTICLE 3 - MEMBER MEETINGS**

- SEC 3.1 **ANNUAL MEETING.** An Annual Meeting of Members of the Corporation shall be held at a time and place to coincide with the Wisconsin Lakes Convention, unless some other date, time, and/or place shall be set by the Board, or shall be directed by the Members.
- SEC 3.2 **SPECIAL MEETINGS.** A special meeting of Members shall be held on the call of the President or one third of the Directors then in office. In addition, a special meeting shall be called upon written request of the number of Members required for a quorum. If the call does not specify the date, time, and/or location, the President shall make that determination, subject to change by the Board. A special meeting shall be set at a location, date, and time not inconvenient for Members to attend.
- SEC 3.3 **NOTIFICATION OF MEETINGS.** Written notice of a meeting of the Corporation shall specify the date, time, place, and purpose of the meeting and be sent to the last known address of the Member. The notice shall specify any question on which Member action is required or expected as specified in Sec 3.6 and 14.1. The date of the meeting shall not be less than thirty days subsequent to the date of notification. Official written notification shall be made to all Directors and ex officio Directors, officers, and Members in good standing. The date of mail postmark shall be the effective date of notification.
- SEC 3.4 **QUORUM AND TRANSACTION OF BUSINESS.** A minimum of one authorized delegate present from not less than one-third of the current Members, or twenty five Members, whichever is less, shall constitute a quorum. Voting Directors and proxies shall be counted to determine the presence of a quorum. Unless otherwise required by law, the Articles of Incorporation, or usual rules of order, a majority of votes cast at any meeting at which a quorum is present shall be decisive on the matter voted upon. If less than a quorum of Members is represented at a meeting, a majority of the Members or delegates present may adjourn the meeting from time to time without further notice. At such rescheduled meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified. The Members and delegates present at a duly organized meeting may continue to transact business until adjournment, notwithstanding a loss of quorum due to withdrawal of Members or delegates.
- SEC 3.5 **PRESIDING OFFICER.** The presiding officer at a meeting of Members shall be the President or the next senior elected officer present. The seniority in descending order after the President shall be the Vice President, Secretary, and Treasurer. In the absence of any elected officer, the Members shall elect a presiding officer from among the delegates present.
- SEC 3.6 **BUSINESS.**
- (1) Business to be considered. A properly convened meeting of Members may take up any business of the Corporation. However, no final vote may be taken to change the Articles of Incorporation, to dissolve the Corporation, to amend or repeal the Bylaws, to expel a Member, to remove from office any officer or Director or to approve any motion or resolution, unless that matter shall have been specifically included in the notice for the meeting. Any Organizational, Individual, or Corporate Member may request an advisory vote on any matter at a properly convened meeting, provided that the request is received by the President at least 45 days prior to such meeting. Any vote on an item that is not listed in the notice for the meeting is advisory only. Items that are brought up at a properly convened meeting of Members that were not listed in the notice for the meeting may be referred by the presiding officer to the Executive Committee for further consideration and disposition.
  - (2) Annual Meeting Agenda. The order of business at the Annual Meeting shall be:
    - (a) Roll call, or announcement of Members attending.
    - (b) Approval of minutes of previous Member meeting.
    - (c) Reports of officers and standing and special committees, including financial report.
    - (d) Unfinished business.
    - (e) New business.
    - (f) Election of Directors, President and Vice President.

(g) Adjournment.

**SEC 3.7 VOTING.**

- (1) Each Organizational Member in good standing is entitled to the number of votes for its Organizational Member level specified in Sec 2.1 and 2.5. Organizational Members cast their votes by delegate or alternate, as provided herein.
- (2) Individual and Corporate Members in good standing are entitled to the number of votes for its membership level specified in Section 2.5. Corporate Members cast their votes by delegate or alternate, as provided herein.
- (3) Each Board Member, including each Emeritus Director, is entitled to one vote at Member meetings.
- (4) Members, Board Members and Emeritus Directors may vote by proxy pursuant to Section 3.11.

**SEC 3.8 DELEGATES AND ALTERNATES.** Each Organizational and Corporate Member is entitled to designate a voting delegate for each vote to which it is entitled. Members may designate alternates to vote only in the absence of primary delegates.

**SEC 3.9 QUALIFICATIONS OF DELEGATES.** Each delegate and alternate of a governmental Organizational Member shall be a resident or owner of property within the jurisdiction of the governmental unit. Each delegate and alternate of a nonprofit Organizational or Corporate Member shall be a member, Director or employee in good standing of such organization.

**SEC 3.10 CREDENTIALS.** Each delegate or alternate shall, prior to the convening of the meeting, provide to the Secretary evidence that he or she has been duly designated by an Organizational or Corporate Member and that he or she is qualified under Sec 3.9.

**SEC 3.11 PROXIES.** Members may vote by written proxy on any specific matter proposed and noticed for action at any regular or special meeting of members. However, the number of votes cast by delegates, alternates, and proxies may not exceed the total number of votes to which the Member is entitled. Each Member authorizing any vote by proxy shall furnish a copy of the proxy over the signature of an authorizing official to the Secretary prior to convening the meeting. Each person exercising a proxy on a question shall state the name of the Member and the fact that it is a proxy vote when casting a vote on that Member's behalf. A person appointed to exercise a proxy on behalf of an Organizational or Corporate Member must be qualified as a delegate of that Organizational or Corporate Member in good standing.

**SEC 3.12 VOTES TO DECIDE A QUESTION.** All questions shall be decided by a majority vote unless a greater majority shall be required by law, the Articles of Incorporation, these Bylaws, or Robert's Rules of Order

**SEC 3.13 IDENTIFICATION OF VOTERS.** On any question, the presiding officer may require that each vote be identified as to the name of the Individual Member casting it, the Organizational or Corporate Member represented if a delegate or alternate is casting the vote, the Director casting the vote, and/or the Member represented by a proxy being exercised. Such identification may also be required upon request of a majority of persons present and entitled to vote on that question. Such identification shall not be required for secret written ballots, but the persons to whom ballots are issued may be required to furnish that identification.

**SEC 3.14 VOTING BY MAIL.**

- (1) Mail Balloting Permitted. The Board may put any question to the Members for ballot by mail. Notification shall state whether the vote is to be advisory or binding, shall include a full explanation of the question, and shall specify a cutoff date for receipt of responses. The deadline date shall be not less than thirty days nor more than ninety days after date of official notification of the request for vote by mail. The postmark shall determine the official notification date.
- (2) Quorum Required For Mail Balloting. Questions submitted for mail balloting shall not be decided unless responses are received from the same number of Members required for a quorum at a regularly convened meeting. Each Member and each Director shall be entitled to the same number of votes on each question as they would have had in a regularly convened meeting. The majority required to decide the question in the affirmative shall be the same as that required at a regularly convened meeting of Members.
- (3) Certification of Results of Mail Ballot. The Board shall certify the results of each mail ballot. Certification shall be recorded in the minutes of the Board meeting at which certification was made. Members shall be notified of the results not less than sixty days following the deadline date for receipt of responses.

**ARTICLE 4 - DUES**

**SEC 4.1 DUES.**

- (1) The schedule of membership dues, shall be adopted by the Board of Directors.

- (2) Membership dues shall be payable on an annual basis adopted by the Board of Directors. A member delinquent for more than three (3) months following the dues payment date shall forfeit all membership privileges. Upon payment of dues, the membership shall be renewed, the dues payment date remains unchanged, and the membership considered continuous.

#### **ARTICLE 5 - BOARD OF DIRECTORS**

**SEC 5.1 GENERAL POWERS.** The Board of Directors shall have entire authority over the activities, administration, and assets of the Corporation. The Board shall have the power to take any 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.

**SEC 5.2 NUMBER.** The Board shall consist of the President, the Vice President, and up to and including 18 Directors, each of whom shall be entitled to vote. The Board may include any number of non-voting Emeritus and Honorary Directors.

**SEC 5.3 QUALIFICATIONS OF VOTING DIRECTORS.**

- (1) Each candidate for election as a voting director must at the time of election be qualified under Sec 3.9 to be a delegate or alternate or, if that qualification is not available, must be an individual member as provided under Sec 2.1(1), must agree to serve for the full term, and must meet any geographic and/or origin representation requirements under Sec 5.5 for the seat for which he or she is a candidate. No more than three (3) directors who were elected as a voting director based on being in a membership category other than Organizational Membership may be on the Board of Directors at the same time. A director elected as a voting director based on being from an Organizational or Corporate Member may serve out his or her term even though the Organizational or Corporate Member from which he or she was elected is no longer in good standing, provided the director becomes an Individual Member and pays the annual dues therefore. A director who is elected as a voting director based on being an Individual Member must continue to pay the annual dues for an Individual Member during their term. No paid employee or contractor of the Corporation shall be elected to be a director, except that any contractor who has been a contractor for the Corporation for a period of at least eighteen consecutive months prior to the Annual Meeting of Members at which such contractor is a candidate for election and whose annual payment from the Corporation is less than four thousand dollars (\$4,000.00) may be elected to be a director, provided that such contractor's annual payment from the Corporation while a director shall not exceed four thousand dollars (\$4,000.00), such contractor shall abstain from voting as a director on any matter that pertains to the contractor's work for the Corporation, and not more than one such contractor shall be a director at the same time.
- (2) Upon completion of his or her final term as President, or in the event the Vice President is not elected to the office of President, the President and/or Vice President may be re-elected as a voting director of the Board provided he or she is qualified as provided Section 5.3(1) above.

**SEC 5.4 TERM OF OFFICE.**

- (1) Voting directors shall be elected for three year terms, commencing upon the adjournment of the annual meeting at which elected and continuing until their successors are duly elected and qualified, or until their prior death, resignation, or removal. However, no voting director shall serve for more than two successive full terms effective for those elected beginning in 1995. As an exception, at each Annual Meeting, one voting director, otherwise ineligible for re-election because of completion of two successive terms, may be re-elected to the Board for one additional successive three year term so as to retain on the Board his or her unique experience, knowledge or expertise.

**SEC 5.5 SEATS OF VOTING DIRECTORS.** There are up to and including eighteen (18) voting director seats on the Board of Directors. Voting Director seats shall be filled at large by residents or owners of real property in Wisconsin on an equitable geographic basis in so far as possible, provided however that at least two members of the Board of Directors, which includes the President, Vice President and up to and including eighteen (18) voting directors, must be residents or owners of real property in each of the DNR Regions, except in the Northern Region, there shall be at least two such members of the Board of Directors from the west section and two such members of the Board of Directors from the east section. The west section of the Northern Region includes the following nine counties: Ashland, Barron, Bayfield, Burnett, Douglas, Polk, Rusk, Sawyer and Washburn. The east section of the Northern Region includes the following nine counties: Florence, Forest, Iron, Langlade, Lincoln, Oneida, Price, Taylor and Vilas.

**SEC 5.6 ELECTION OF VOTING DIRECTORS.**

- (1) Number. At each Annual Meeting of Members, the Members shall elect six voting Directors.
- (2) Nominations. The Board of Directors shall submit to the Members a slate of one nominee qualified for each open voting Director position to be filled at the Annual Meeting, utilizing the following procedure. The Nominating and Board Development Committee shall develop and submit to the Board of Directors a list of not more than two candidate(s) qualified under Sec 5.3(1) for each

position to be filled at the Annual Meeting. An Organizational, Individual or Corporate Member may submit written recommendations for candidates to the Nominating and Board Development Committee, provided that such recommendations are received at least 75 days prior to the Annual Meeting, and contain, in writing, the agreement of each candidate to serve the full term, a certification that each candidate is qualified under Sec 5.3(1) and biographical information on each candidate. The Committee shall submit the list and background information on each candidate to the Board of Directors no earlier than 70 days prior to the Annual Meeting nor later than 60 days prior to the Annual Meeting. The Committee shall establish a deadline, no later than 45 days prior to the Annual Meeting for votes to be submitted to the Executive Director. The Board of Directors shall evaluate the proposed list and vote on each candidate by written ballot (including e-mail) submitted to the Executive Director. The Executive Director shall tabulate votes and release results no later than 40 days prior to the Annual Meeting. The candidate who receives a number of votes equal to or greater than a majority of all of the existing voting Directors of the Board will be placed on the slate that is submitted to the Members of one qualified nominee for each open voting Director position to be filled at the Annual Meeting.

- (3) Procedure. No person shall be elected on a ballot unless he or she shall have received a number of votes equal to or greater than a majority of votes cast. Votes may not be cumulated for one nominee in cases when two or more positions are to be filled on one ballot. Runoff votes, in which the nominee with fewest votes on the previous ballot shall be dropped, shall be taken until a majority has been achieved for each position to be filled. In the case of a tie vote, the nominees may mutually agree to decide the election by a method of chance, provided there is no objection from any other person entitled to vote. The method or voting shall be at the option of the presiding officer unless the Members by majority vote shall require a particular method.

**SEC 5.7 EMERITUS AND HONORARY DIRECTORS.** Emeritus and Honorary Directors may be nominated and elected at any Board or Member meeting. They shall be entitled to, but need not, attend each Board meeting. Such ex officio Directors shall not serve as elected officers nor vote on questions before the Board, but shall be entitled to participate in every other way, including serving on standing and special committees.

**SEC 5.8 RESIGNATIONS, VACANCIES AND REMOVAL OF DIRECTORS.**

- (1) Resignation. A Director may resign by so stating in writing. Upon receipt of a letter of resignation by the Board, the position shall automatically become vacant effective then or a subsequent date specified by the resigning Director.
- (2) Vacancies. The Board shall fill by appointment any vacancy on the Board when the unexpired portion of the term is sixty or more days, from among persons who meet the qualifications to serve as a Director. The Nominating and Board Development Committee shall submit to the Board of Directors a list of not more than two candidates qualified under Sec 5.3(1) to fill the vacancy and shall set a deadline to submit votes. The Board will vote on the candidate(s) as provided in Sec 5.6(2). The candidate who receives a number of votes equal to or greater than a majority of all of the existing voting Directors of the Board will be appointed to fill the vacancy. A person so appointed shall fill out the unexpired term of his or her predecessor.
- (3) Removal.
  - (a) For Cause. By two-thirds vote and for cause, the Board may declare any Director's position vacant. Justifiable cause may include knowingly violating specific Corporation policies and regulations, conviction of a felony, or any other action reflecting adversely on the reputation or well-being of the Corporation. The Board shall not take final action on removing a Director until he or she has been given not less than thirty days notice of the intent of the Board to do so, and shall have been given an opportunity to appear in person, have a representative appear, or submit documentation on his or her behalf, at a subsequent Board meeting.
  - (b) Without Cause. By two-thirds vote, the Members at any meeting may declare any Director's position vacant. Requirements for notice and opportunity to respond shall be the same as paragraph (a) of subsection (3) above.

**SEC 5.9 REQUIRED ATTENDANCE.** All Directors, excluding Emeritus and Honorary Directors, shall attend all meetings unless excused by the Board. The office of any Director who is absent and unexcused for three consecutive meetings shall automatically become vacant.

**SEC 5.10 COMPENSATION.** Directors may not be compensated for service to the Corporation but may be reimbursed for reasonable expenses.

**ARTICLE 6 - BOARD MEETINGS**

**SEC 6.1 ANNUAL MEETING.** The Annual Board of Directors Meeting shall be held within 30 days following the Annual Member Meeting on a date and at a place and time which the presiding officer shall announce during the Annual Member meeting. This Board meeting may be on the same day as the Annual

Members Meeting provided all Directors are present or have been notified of the meeting. At the Annual Board Meeting, the Directors shall elect officers as provided in Sec 7.2(2). The Board may specify the dates, places, and times for holding additional regular meetings without other or additional notice.

SEC 6.2 **BOARD MEETINGS.** The Board shall meet at least quarterly, at the call of the President, three members of the Executive Committee, or five Directors.

SEC 6.3 **NOTICE OF MEETINGS.**

- (1) Annual Board Meetings, when announced by the presiding officer at the Annual Member Meeting to be held within thirty days, require no further notification except to Directors absent from the Annual Member Meeting. In the latter case, the Annual Member Meeting presiding officer shall ensure that such Directors are notified.
- (2) The Secretary shall notify each officer and each other Elected, Emeritus, and Honorary Director of each special meeting, and of each regular meeting not specified at the Annual Board Meeting. Notification shall be made not less than ten days nor more than 45 days prior the meeting date. No advance notice of any Board meeting shall be required for meetings where all Directors are present and participating or where all Directors have waived notice of the meeting in writing.

SEC 6.4 **WAIVER OF NOTICE.** Any Director may waive notice required by Sec 6.3 or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Director, and retained in the corporate record book. The Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board of Directors' meeting need be specified in the notice or waiver of notice of the meeting.

SEC 6.5 **MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION.**

- (1) Conduct of Meetings. To the extent provided in these Bylaws, the Board of Directors, 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 or 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 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.
- (2) Verification of Directors' Identity. The identity of each Director participating in a Board of Directors' meeting conducted pursuant to Sec 6.5(1) of these Bylaws (other than a meeting in which each Director participates in person) must be verified by the Secretary.

SEC 6.6 **QUORUM.** At least ten members of the Board of Directors or a majority of the members of the Board of Directors in office, whichever is less shall constitute a quorum for the transaction of any business at any Board meeting, but if less than a quorum is present, a majority of the members of the Board of Directors present may adjourn the meeting from time to time without further notice.

SEC 6.7 **PRESIDING OFFICER.** The presiding officer shall be the President. If the President is absent or is unable to preside, the presiding officer shall be, in descending order, the Vice President, Secretary or Treasurer

SEC 6.8 **VOTING.** A majority vote of a quorum of Directors shall decide any question except where otherwise required by law, the Articles of Incorporation or these Bylaws.

SEC 6.9 **ORDER OF BUSINESS.** The suggested order of business at any meeting of the Board shall be:

- (1) Roll call, declaration of attendance or quorum by the presiding officer.
- (2) Approval of minutes of the previous meeting.
- (3) Reports of officers and standing and special committees.
- (4) Unfinished business.
- (5) New business.
- (6) Election of officers (at the Annual Meeting).

SEC 6.10 **ACTION WITHOUT A MEETING.** Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of chapter 181 of the Wisconsin State Statutes to be taken by the Board of Directors at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent.

**SEC 6.11 VOTING ON SPECIFIC QUESTIONS BY E-MAIL.** A specific question or questions may be voted upon by the Directors by e-mail, provided that prior notice is sent to each of the Directors that contains the specific question or questions to be voted upon, supporting material and the deadline for voting on the question or questions which must be set at least five days after the date of the notice. The e-mail vote of a Director must be sent simultaneously to all Directors, and also to the Executive Director unless the question involves the Executive Director.

## **ARTICLE 7 - OFFICERS AND OFFICIALS**

**SEC 7.1 NUMBER AND TITLES.** The Corporation's principal officers shall be a President, a Vice President, a Secretary and a Treasurer. Any two offices may be held by the same person except the offices of President and Secretary and the offices of President and Vice President.

### **SEC 7.2 ELECTION, APPOINTMENT, TENURE, AND COMPENSATION.**

- (1) President and Vice President. (a) At each Annual Meeting of Members, the Members shall elect a President and a Vice President. Each candidate for election as President and Vice President must be a current voting director in good standing on the Board, has served on the Board since the last prior Annual Meeting, and must also be qualified under Sec 5.3(1) to be a voting director at the time of election. The nomination and election procedures shall be as provided in Sec 5.6(2) and (3). The term of office for the President and Vice President shall be one (1) year, commencing upon the adjournment of the Annual Meeting of Members at which elected and continuing until their successors are duly elected and qualified, or until their prior death, resignation or removal. The President and Vice President may not be elected to more than two (2) consecutive one (1) year terms in the same office. No person shall be elected to more than four (4) one year terms as President and Vice President (including Vice President, President Elect, Chair of the Board and Past President). Persons previously elected to the position of President Elect or President and who automatically succeeded to the offices of President and/or Chair of the Board (or Past President) will be considered to have been elected to a one year term in each such succeeding position for purposes of the preceding sentence. Should the position of President become vacant, the Vice President shall automatically succeed to that position and shall serve the balance of the uncompleted term. The Board shall fill by appointment any vacancy in the position of Vice President from among eligible voting directors in good standing on the Board. The Nominating and Board Development Committee shall recommend not more than two such directors to fill the vacancy. The director so appointed shall fill out the uncompleted term of his or her predecessor.
- (2) Secretary, Treasurer and At-Large Members of the Executive Committee. The Secretary, Treasurer and At-Large Member of the Executive Committee shall be elected by the Board of Directors at each Annual Board of Directors Meeting. Each candidate for election as Secretary, Treasurer or At-Large Member of the Executive Committee must be a current voting director in good standing on the Board. The term of office for the Secretary, Treasurer and At-Large Member of the Executive Committee shall be one (1) year, commencing upon the adjournment of the Annual Board of Directors Meeting at which elected and continuing until their successors are duly elected and qualified, or until their prior death, resignation or removal. Sixty (60) days prior to the Annual Board of Directors Meeting, the Nominating and Board Development Committee shall solicit the Members of the Board to indicate their interest in serving as the Secretary, Treasurer or At-Large Member of the Executive Committee, and thirty (30) days prior to the Annual Board of Directors Meeting shall submit to the rest of the Board the names of those members who have indicated an interest in such positions. The Board shall fill by appointment any vacancy in the position of Secretary, Treasurer or At-Large Member of the Board of Directors from among eligible voting directors in good standing on the Board. The Nominating and Board Development Committee shall recommend not more than two such directors to fill the vacancy. The director so appointed shall fill out the uncompleted term of his or her predecessor.
- (3) The Board of Directors or a duly authorized committee of the Board shall fix the compensation, if any, of each officer.

**SEC 7.3 ADDITIONAL OFFICERS, AGENTS, ETC.**

In addition to the officers referred to in Sec 7.1 of these Bylaws, the Corporation may have such other officers, assistants to officers, acting officers, and agents as the Board of Directors may deem necessary and may appoint. Each such person shall act under his or her appointment for such period, have such authority, and perform such duties as may be provided in these Bylaws, or as the Board may from time to time determine. The Board of Directors may delegate to any officer the power to appoint any subordinate officers, assistants to officers, acting officers, or agents. In the absence of any officer, or for any other reason the Board of Directors may deem sufficient, the Board may delegate, for such time as the Board may determine, any or all of an officer's powers and duties to any other officer or to any Director.

**SEC 7.4 REMOVAL.**

- (1) An incumbent of the President or Vice President positions may be removed for cause by the Members.
- (2) The Board of Directors may remove any other officer or agent, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights.
- (3) An officer may remove, with or without cause, any officer or assistant officer who was appointed by that officer.

**SEC 7.5 RESIGNATIONS.** Any officer may resign at any time by giving written notice to the Corporation, the Board of Directors, the President, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

**SEC 7.6 POWERS, AUTHORITY, and DUTIES.** Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Board of Directors or the officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article.

**SEC 7.7 PRESIDENT.** The President shall preside at all Directors' meetings at which he or she is present. The President shall offer counsel to and assist other officers. The President shall from time to time report to the Board all matters within his or her knowledge that the Corporation's interests may require to be brought to the Board's notice. The President shall be the Corporation's chief executive officer and, subject to the Board of Directors' control, shall:

- (1) Determine the agenda for meetings of the Board of Directors and of Members.
- (2) Superintend and manage the Corporation's business;
- (3) Coordinate and supervise the work of its other officers;
- (4) Employ, direct, fix the compensation of, discipline, and discharge its employees;
- (5) Employ agents, professional advisors, and consultants;
- (6) Have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Board of Directors or when required or deemed necessary or advisable by the President in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent; and
- (7) In general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him or her by the Board of Directors.

**SEC 7.8 VICE PRESIDENT.** In the President's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The execution of any instrument of the corporation by the Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the President's place. The Vice President shall be the Chairperson of the Nominating and Board Development Committee.

**SEC 7.9 SECRETARY.** The Secretary shall:

- (1) Keep any minutes of the Members and of the Board of Directors and its committees in one or more books provided for that purpose;
- (2) See that all meeting notices are duly given.
- (3) Be custodian of the Corporation's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed;
- (4) Maintain a roll of Members.

SEC 7.10 **TREASURER.** The Treasurer shall maintain the financial accounts and records of the Corporation, and shall normally sign all checks. The Treasurer shall annually prepare a financial statement for submission to the Board and the Members. The Treasurer shall be the Chairperson of the Finance Committee.

## **ARTICLE 8 - COMMITTEES OF THE BOARD**

SEC 8.1 **STANDING COMMITTEES.** The standing committees shall be:

- (1) Executive Committee.
- (2) Nominating and Board Development Committee
- (3) Finance Committee
- (4) Legislative/Legal Committee
- (5) Fundraising/Membership Committee
- (6) Outreach Committee

SEC 8.2 **COMPOSITION OF STANDING COMMITTEES.** The Executive Committee shall consist of five Directors: the President, Vice President, Secretary, Treasurer and one At-Large Member of the Board. In the event two offices are held by the same person, the Executive Committee shall consist of an additional one or two At-Large Members of the Board, in order that the Executive Committee shall consist of five Directors. The President shall chair the Executive Committee. Other standing committees shall consist of one or more Directors, and, if authorized by the Board, one or more persons who are not Directors, all appointed for a one year term.

SEC 8.3 **APPOINTMENTS TO STANDING COMMITTEES.** At the Annual Board Meeting or at the next scheduled Board meeting, the President shall appoint, subject to confirmation by the Board, one or more Directors to each standing committee other than the Executive Committee. The President may also appoint, subject to confirmation by the Board, Directors to standing committees other than the Executive Committee at other meetings of the Board. If authorized by the Board, the President may at any time expand a standing committee other than the Executive Committee by appointment of additional non-Director persons, subject to confirmation by the Board. Such non-Director committee members shall have full voting rights on the committee to which appointed. The President may designate the Chairperson of each such committee, except as provided in Sections 7.8, 7.10 and 8.2. Each Director shall be appointed to at least one Standing Committee.

SEC 8.4 **DUTIES AND AUTHORITY OF STANDING COMMITTEES.** The duties and authority of the Standing Committees are:

- (1) Executive Committee. The Committee shall act on behalf of, and with the authority of, the entire Board, to the extent authorized by the Board. When acting within this authority, formal minutes shall be kept of all meetings, a copy of which shall be furnished to each Director within 30 days. The Executive Committee shall be responsible for the development of a long-range plan for the Corporation, shall serve as the Personnel Committee, and shall serve as a communications link to the Board. The Committee shall assist the President to plan the agenda for Board meetings. The Committee shall, on a continuing basis, review the organizational structure and recommend changes to the board.
- (2) Nominating and Board Development Committee. The committee membership shall consist of the Vice President and, except for the Vice President's DNR Region or DNR Northern Region section, one representative from the DNR Northern Region west section, the DNR Northern Region east section, the DNR Northeast Region, the DNR West Central Region, the DNR South Central Region, and the DNR Southeast Region. The representative must be a resident or owner of property in the region or section. The committee shall submit to the Board of Directors lists of qualified candidates for Director, President, Vice President, Secretary, Treasurer and At-Large Members of the Executive Committee as provided in these bylaws. The Committee shall develop job descriptions for board

members; develop orientation checklist; provide Board members with tools for effective communication; develop board evaluations; develop nomination recruitment process including forms, letters of invitation, and return response mechanism.

- (3) Finance Committee. The Committee shall prepare an annual budget for approval by the Board; shall ensure that required audits are completed and submitted to the Board; periodically review and report on the financial status of the Corporation; recommend dues and other fee schedules; and advise the Executive Committee and Board on all financial matters.
- (4) Legislative/Legal Committee. The Committee shall keep informed, and keep the Board informed, on actions of the Legislature and government agencies on matters of interest to the Corporation; bring to the attention of the Legislature and government agencies the views of the Corporation, and make recommendations to the Board on proposals for legislation and administrative rules. The Committee shall make recommendations to the Board on legal matters which the organization should support and recommend to the Executive Committee or Board, as provided in SEC 9.8, expenditures to be made from the Legal Action Fund.
- (5) Fundraising/Membership Committee. The Committee shall assist in the implementation of major donor fundraising programs to meet the annual and long term needs of the Corporation, and shall assist the staff in planning, organizing and coordinating special fundraising programs. The Committee shall assist in implementing plans to add to and retain current memberships in WAL. It shall assist WAL staff, as necessary, in such activities needed to achieve WAL membership goals, such as serving as a local representative for WAL, speaking to lake groups and others who care about lakes, sharing lake concerns, and helping to explain who WAL is, why WAL is important, and what WAL does.
- (6) Outreach Committee. The Committee shall foster a collaborative educational effort based on the Wisconsin Lakes Partnership. As such, the Committee shall function as a resource to local, regional and state groups' educational and informational needs regarding lake or water issues. Board members serve as area representatives speaking to lake groups, local officials, and others interested in lakes, and assist in the promotion of the annual Lakes Partnership Convention, regional workshops, and other educational and informational forums. The Committee shall assist in the dissemination of information to the members and general public, recommend materials and periodicals to lake organizations and individuals, and work with media to inform both the media and the general public of the organization's work, purposes, and goals. The Committee shall, in cooperation with the Lakes Partnership, represent lake organizations and lake users in the identification of issues and topics of interest for the convention, regional workshops and other educational and informational forums.

SEC 8.5 **SPECIAL COMMITTEES**. The President may appoint such special committees as he or she deems necessary, subject to approval of the Board.

SEC 8.6 **REPORTS OF COMMITTEES**. All standing and special committees shall make a report of their activities at each meeting of the Board of Directors. A standing or special committee shall make a report of its activities at other times to the Executive Committee and/or the Board of Directors upon request of the Executive Committee or the President. All standing and special committees shall keep the Board, Treasurer and Finance Committee informed of financial implications of the Corporation's work in their respective functional areas.

SEC 8.7 **USE OF STAFF BY COMMITTEES**. All standing and special committees may utilize the services of available staff of the Corporation to supplement the work of the members of the committee.

## **ARTICLE 9 - FINANCES AND INDEMNIFICATION**

SEC 9.1 **FISCAL YEAR**. The fiscal year of the Corporation shall coincide with the calendar year.

SEC 9.2 **INVESTMENT OF FUNDS**. Funds not needed for current activities of the Corporation shall be invested in insured interest bearing accounts or securities providing the best available return on investment through a financial institution authorized by the Board. Investment decisions may be made by the Executive Committee unless such authority is specifically withdrawn by the Board. In any case, no investment commitment with a term in excess of one year shall be made without express authority of the Board.

February 10, 2008

- SEC 9.3 **AUDITS.** Financial accounts shall be at least informally audited within 60 days of the end of each fiscal year and within 15 days of any change of Treasurer. The results shall be reported to the Board and to the Members.
- SEC 9.4 **BUDGET.** The Board shall adopt a budget for each fiscal year not later than 30 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, or without Executive Committee approval if delegated that authority by the Board.
- SEC 9.5 **ANNUAL FINANCIAL REPORT.** The Treasurer shall prepare an annual financial report for the fiscal year ending prior to the Annual Member Meeting. That report shall be presented to the Board prior to the Annual Member Meeting and to the Annual Member Meeting, and shall be published in writing to all Members by mail within six months after the end of the fiscal year.
- SEC 9.6 **SIGNATURES ON FIDUCIARY INSTRUMENTS.** The Treasurer, or another officer or officers as authorized by the Board of Directors, shall sign all checks and all investment instruments authorized by the Board or Executive Committee. The President and the Treasurer, or any two officers designated by the Board, shall execute any instrument creating a financial obligation of the Corporation, unless incurred in the ordinary course of business.
- SEC 9.7 **INDEMNIFICATION OF DIRECTORS AND OFFICERS.** The Corporation shall indemnify its present and former officers and directors as provided by Chapter 181 of the Wisconsin State Statutes.
- SEC 9.8 **LEGAL ACTION FUND.** A legal action fund shall be identified within the Corporation financial accounting system. Contributions received for that purpose shall be credited to a restricted legal action account and expended only for that purpose except on two thirds vote of the Board. The Board may appropriate additional monies for legal action; such funds shall be accounted for separately from the restricted funds. The Executive Committee shall manage the legal action fund and may approve expenditures there from not to exceed \$1,000 for any one case if funds are available. Expenditures in excess of \$1,000 for any one case shall be approved by the Board.

#### **ARTICLE 10 - MISCELLANEOUS PROVISIONS**

- SEC 10.1 **RULES OF ORDER.** Roberts Rules of Order, in the current revised edition, shall govern parliamentary procedures at all meetings of Members, the Board, and standing and special committees thereof, unless required otherwise by law, the Articles of Incorporation, or these Bylaws. In case of conflict, the superior authority shall prevail.
- SEC 10.2 **OFFICES.** The principal office of the Corporation shall be located at a place designated by the Board. The Corporation may have such other offices within the State of Wisconsin as the Board may designate.
- SEC 10.3 **REGISTERED AGENT.** The Board of Directors shall designate the Registered Agent of the Corporation.
- SEC 10.4 **AFFILIATION.** The Board may affiliate the Corporation with the North American Lake Management Society, and any other organization supportive and consistent with the purposes and goals of the Corporation.

#### **ARTICLE 11 – AFFILIATION OF COUNTY, BASIN AND LAKE ASSOCIATIONS WITH WAL**

- SEC 11.1 **AFFILIATE STATUS.** The Board of Directors may confer affiliate status with the Wisconsin Association of Lakes on County, Basin and Regional Lake Associations who subscribe to the purposes of the Corporation and who apply for such status. There shall be no dues required for such affiliate status. Affiliate status shall allow a representative of such Association to attend meetings of the Corporation, to receive periodic information on the activities and financial status of the Corporation, and, with consent of the presiding officer, to speak at the meetings of the Corporation. Associations with affiliate status shall not have the right to vote.

#### **ARTICLE 12 - AMENDMENTS**

- SEC 12.1 **AMENDMENTS.**
- (1) Bylaws may be adopted by the Members or the Board of Directors, but no bylaw adopted by the Members shall be amended or repealed by the Directors, unless the bylaws adopted the Members shall have conferred such authority upon the Directors.
  - (2) The Board may amend, repeal, and/or adopt new bylaws, subject to specific contrary limitations in these Bylaws or adopted by the Members, and provided that notice of such proposed action shall have been included in the official notice for the Board meeting. Approval shall require a majority affirmative vote of a quorum of all Board Members entitled to vote then in office even if not present.

February 10, 2008

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The undersigned hereby certify that the foregoing Bylaws are a true and complete copy of the Bylaws adopted by unanimous vote of the Directors properly convened on May 15, 1992; and as amended by a majority vote of the Directors properly convened on January 28, 1994, December 9, 1994, October 13, 1995, March 7, 1996, December 6, 1996, May 16, 1997, March 9, 2000, December 2, 2000, March 8, 2001, August 10, 2001, January 18, 2003, March 29, 2003, October 18, 2003, October 16, 2004, February 16, 2005, January 14, 2006, May 30, 2006 and February 9, 2008.

John Molinaro, President..... Mary Knipper, Secretary

(Latest revision date is February 10, 2008.)