

**BYLAWS OF THE  
LAKE WINNEBAGO AREA LAND AND WATER CONSERVATION ASSOCIATION**

**ARTICLE I – NAME AND TYPE**

1. Name. The name of the Association is Lake Winnebago Area Land and Water Conservation Association, hereafter referred to as the Association or Area Association.
2. Type. The Area Association is a nonpartisan not-for-profit affiliate of the Wisconsin Land + Water Conservation Association but may act independently on any issue, as determined by the Area Association.

**ARTICLE II – MISSION AND PURPOSES**

1. Mission. To protect, conserve and enhance the natural resources of the Area and State by serving and representing county Land (& Water) Conservation Committees (“L(W)CCs”) and conservation department staff operating in the Area under the authorities granted in Chapter 92 Wisconsin Statutes.
2. Purposes. The Association is more specifically organized to: further the common interests of county conservation programs in the Area; facilitate information exchange; sponsor educational and training events; elect Area Representatives to the WI Land+Water Board of Directors (BOD); conduct or support conservation research; implement conservation practices; carry out any other related activity authorized by law.

**ARTICLE III – AREA DEFINITION, MEMBERSHIP AND DUES**

1. Area Definition. The counties of Adams, Calumet, Fond du Lac, Green Lake, Marquette, Outagamie, Waupaca, Waushara and Winnebago shall define the “Area” for purposes of these bylaws. Any changes to the Area boundaries must be approved by a majority vote of the Area Association of all affected Areas, in accordance with the WI Land+Water bylaws.
2. Membership. Each county in the Area that pays the annual Area Association membership dues shall be deemed a “member county”. All LCC members and conservation department staff operating under the authorities of Chapter 92 Wisconsin Statutes within a member county shall be deemed members of this Association.
3. Dues. The Area Association shall annually establish the Area Association dues amount based on the needs of the Association.

**ARTICLE IV – ORGANIZATIONAL STRUCTURE AND ELECTIONS**

1. Officers/Executive Committee. The positions of President, Vice President, Secretary, Treasurer and Area Coordinator shall be referred to as “Officers” of the Area Association and shall collectively constitute the Executive Committee of the Area Association.
2. Election of Area Representatives to the WI Land+Water Board of Directors. In accordance with the WI Land+Water bylaws, by June 20<sup>th</sup> of even numbered years, the Area Association shall elect their Representatives to the WI Land+Water Board of Directors and provide the WI Land+Water office their contact information.

- a. Elections of Area Representatives shall be open to nominations from all WI Land+Water Individual or County Members within the Area. Any eligible Member may nominate themselves or another Member who accepts the nomination.
- b. The LCC representatives in the Area Association shall elect one (1) LCC Area Representative and one (1) alternate to the WI Land+Water Board of Directors.
- c. The county conservation department staff representatives in the Area Association shall elect one (1) Area Representative and one (1) alternate to the WI Land+Water\_BOD.
- d. All elections shall be by written ballot, unless there is only one nominee for each position.
- e. All Area Representatives on the WI Land+Water Board of Directors shall serve a two (2) year term, or until a successor is elected.
- f. Alternates may serve in the absence of the Area Representative. If an Alternate is unable to serve, the Area Representative or the Area Association may appoint another eligible Member to serve on the WI Land+Water BOD in their absence.

## **ARTICLE V – POWERS AND DUTIES**

1. Officers. The Officers of the Association, as described in Article IV of these bylaws, shall represent the entire Area while executing their duties. Officers may delegate their duties to others, supervise the performance of such delegated duties, and revoke any such delegation at any time. The Area Association may assign to any Officer duties other than those described in these bylaws. All Officers are authorized to perform the functions customarily performed by their position, including but not limited to those described below:
  - a. *President*. The President shall consult with the Officers in calling a meeting of the Association. The President shall preside at all Area Association meetings, and shall designate a presiding officer for any meeting at which neither he/she nor the Vice President will be present. The President shall be responsible for ensuring all activities of the Association are carried out in accordance with these bylaws and any policies and procedures adopted by the Area Association.
  - b. *Vice President*. The Vice President shall perform the power and duties of President in the absence of the President. The Vice President shall also serve as Chair of Executive Committee, as described in section 3 below.
  - c. *Secretary*. The Secretary shall record minutes for all types of Association meetings and route drafts of the minutes to the President and Vice President prior to distribution to the Association.
  - d. *Treasurer*. The Treasurer shall deposit all funds that come into his/her possession in a bank account approved by the Association, and in accordance with any approved budget or upon authorization by the Association or the President, make all disbursements for the necessary expenses of the Association. All checks shall be signed by the Treasurer, or designee. The Treasurer shall regularly submit to the Association statements showing the receipts and disbursements of the Association and at least annually for the preceding year, statements of the Association's assets and liabilities. The Treasurer shall arrange for audits of the Association financial records at the direction of the Association.
  - e. *Area Coordinator*. The Area Coordinator is responsible for organizing meetings, developing and distributing meeting agendas in consultation with the President and Vice President, coordinating Association events, programs, work planning sessions, and such other functions as the President or Association may assign.

The duties of the Secretary portion of the Secretary-Treasurer's office are delegated to a "lead-advisor"(Area Coordinator) who is serving as county conservationist in one of the Association's member counties. The "lead-advisor" (Area Coordinator) may appoint a designee from his/her office to perform the secretarial duties. And further, that the lead-advisor and designee duties be rotated on a regular alphabetical schedule (3 year terms, beginning and ending at the annual planning meeting typically held in January) from one county to another so that each county shares in the duties and gains the experience necessary to carry out those duties in an efficient and effective manner. The Lead Advisor schedule is as follows:

<u>Term Years</u>	<u>County</u>	<u>Term Years</u>	<u>County</u>
2005-2007	Green Lake	2017-2019	Waushara
2008-2010	Marquette	2020-2022	Winnebago
2011-2013	Outagamie	2023-2025	Adams
2014-2016	Waupaca	2026-2028	Calumet
		2029-2032	Fond du Lac

2. Executive Committee. The Officers shall collectively serve as the Executive Committee, and shall be chaired by the Vice President. The purpose of the Executive Committee is to carry out certain routine matters of business in the interim between Association meetings, as well as any other duties authorized or assigned by the Association. The following powers and duties shall apply to the Executive Committee:
  - a. Planning events, setting meeting agendas, deliberating issues for summarization to the Association, and carrying out directives of the Association;
  - b. Authorizing interim expenditures of up to \$500. Additional expenditures are permitted for special events approved by the Association.
  - c. The Executive Committee shall keep the Association informed of their plans and actions, including the approval of minutes under Article VI(6) below.
  
3. Area Representatives to WI Land+Water. The people elected to the Area Representative positions, in accordance with Article IV of these bylaws, shall represent the entire Area at all times and shall regularly report to the Area Association and the membership on WI Land+Water's affairs, activities, programs, accomplishments, and current issues.

**ARTICLE VI – MEETINGS**

1. Biannual Reorganizational Meeting. An Area Association Reorganizational Meeting shall be held immediately following April County Board elections and reorganization (even numbered years), and the appointment of Area Association officers by each member county, as prescribed in Article IV(1) above. The purpose of this reorganizational meeting is to elect and appoint Area Association Officers and Representatives to the WI Land+Water BOD in accordance with Article IV. A meeting notice and draft agenda shall be sent to all counties at least seven (7) days prior to the reorganizational meeting, unless otherwise waived by a majority of the Executive Committee due to a time sensitive issue. The meeting notice shall include specific instructions for members to submit nominations for Area Representatives to the WI Land+Water BOD. A quorum shall consist of a simple majority of the Association Counties. All elections shall be by written ballot, unless there is only one nominee for each position. All other election requirements under Article IV shall apply.
  
2. Executive Committee Meeting. The Executive Committee shall meet at the call of the Vice President. A meeting notice shall be sent to all Officers at least one (1) day prior to the meeting

date, unless otherwise waived by a majority of the Officers due to a time sensitive issue. A quorum shall consist of a simple majority of the Executive Committee. The Vice President shall be responsible for ensuring that a quorum is present in order to conduct any official business. It is expected that business of the Executive Committee would largely be a matter of consensus.

3. Other Area Association Meetings. Other meetings of the Area Association shall be held at the call of the President, and all LWCC members and conservation staff in the Area are encouraged to participate. There shall be no quorum requirement as these meetings are generally for informational and educational purposes, including the sponsoring of events or training. If any voting should occur, the meeting shall be noticed as an Area Association meeting. The President shall be responsible for ensuring that a quorum is present in order to conduct any official association business.
4. Other Area Committee Meetings. Other meetings of Area Committees not noted above shall meet at the call of the Committee Chair. A quorum for any committee meeting shall be deemed a simple majority of the appointed committee members, their alternate or designee being present. The Committee Chair shall be responsible for ensuring that a quorum is present in order to conduct any official business. Any Member may participate in a Committee meeting, but voting rights are restricted to those Members appointed by the Association, their alternate or designee.
5. Minutes. Minutes shall be recorded for all types of Association meetings and approved at the next meeting of that body. Minutes of the Executive Committee shall be approved by the Executive Committee. Once approved, minutes shall be distributed to all Area Association members, whom shall be responsible for distribution to the group they represent.
6. Rules of Order. Decision-making during Association meetings shall use a voting process in accordance with Robert's Rules of Order, unless those rules are inconsistent with any policy or rule adopted by the Association. Decision-making within the Executive Committee shall follow a consensus process if possible.
7. Meeting Formats. Each of the meetings described above may occur in person, by conference call, videoconference or other electronic means, as prescribed by the person calling the meeting and documented in the meeting notice and minutes.

#### **ARTICLE VII – BYLAW CHANGES.**

Changes to these bylaws shall require a two-thirds (2/3) majority vote at an Association meeting. Any proposed bylaw changes shall be sent to every Association County a minimum of seven (7) days prior to the meeting. No proposed bylaw change may conflict with WI Land+Water bylaws regarding Area boundaries or the election of Area Representatives to the WI Land+Water Board of Directors. The date(s) of initial adoption and any future revisions of these bylaws shall be shown following the text of the last article.

#### **ARTICLE VIII – DISSOLUTION**

The Association may be dissolved by a majority vote at an Area Association meeting. Any proposal for dissolution shall be forwarded to each member county of the Association at least thirty (30) days prior to the scheduled dissolution vote. Upon dissolution, the Association shall after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an

exempt organization or organizations, under Article 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Association shall determine. Any such assets not so disposed of shall be disposed of by the applicable Circuit Court for charitable or educational purposes, or to such organization or organizations said Court shall determine which are organized and operated exclusively for such purposes.

#### **ARTICLE IX – TAX EXEMPT PROVISIONS**

1. Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Article 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Article 170(c)(2) of the Internal Revenue Code.
2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to the Association, trustees or officers of the corporation, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
3. Distribution of Assets Upon Dissolution. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Article 540501(c)(3) of the Internal Revenue Code or shall be distributed to a Wisconsin nonprofit charitable 501(c)(3) organization. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.
4. Private Foundation Requirements and Restrictions. In any taxable year in which this corporation is a private foundation as described in Article 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Article 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Article 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Article 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Article 4944 of the Internal Code; and 5) shall not make any taxable expenditures as defined in Article 4945 (d) of the Internal Revenue Code.

#### **ARTICLE X – EFFECTIVE DATE**

The adoption of these bylaws shall serve to repeal and recreate any previous version. The adoption date of these bylaws shall be noted below, along with previous and future dates of adoption or amendment and the city in which the action was executed.

#### Lake Winnebago Area Association Bylaws:

Adopted: 7-7-94

Amended: *Revised and Approved 7-14-06*

Repealed and Recreated: 7-11-14

Amended: *Revised and Approved 5-20-16*