**B Y – L A W S**

**SOLBERG LAKE ASSOCIATION, Inc**

Article I - STATUS AND LIMITATIONS

To carry out the program of The Solberg Lake Association, Inc. (hereafter referred to as “The Association”) [Wisconsin Statute )ws.) 181.0401)], it shall be organ-ized as a non-stock, non-profit corporation under Chapter 181 of Wisconsin Statutes. The registered agent and office of The Association, respectively, will be Joanne Nielsen, W6771 Disappearing Creek, Wor-cester Township, Phillips, Wisconsin 54555 (ws 181.0501). No asset of The Association shall benefit any officer, director, or mem-ber. As a non-profit corporation, The Association is authorized to make distribu-tions, as authorized by ws. 181.1302(1-4).

On October 8, 2004, The Association was exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code. This ruling by the IRS also exempts The Association from paying Wisconsin income tax.

Article II – PURPOSE

The purpose of The Association will be to interact with the Wisconsin DNR and other parties for the benefit of Solberg Lake. The waters of Solberg Lake are public and owned by all citizens in the state. The Association will strive to maintain and improve the recreational conditions of the lake for use by the general public, as well as property owners around the lake. It will also promote good conditions around the lake such as roads and well-maintained homes.

The Association is organized sub-stantially for exempt, social, recreational purposes. It provides an opportunity for personal contact among its members, and membership is limited to citizens interested in the welfare of Solberg Lake. The Assoc-iation is supported primarily by member-ship dues and assessments. It does not discriminate against any person on the basis of race, color, or religion, and does not provide goods and services to the general public.

Article III - MEMBERS AND MEMBERSHIPS

Section 1- Eligibility. Membership in The Association will be open to any individ-ual, family, business, or organization that subscribes to its purposes. All members shall have the same rights and obligations with respect to voting (ws. 181.0610).

Section 2 - Termination of Member-ship (ws. 181.0620). Membership shall be terminated by death, voluntary withdrawal, or expulsion - and thereafter all of the rights of the member in The Association or its property shall cease. Members may be suspended or expelled for cause - for a specified period of time - by an affirmative two-thirds vote of all members. A sus-pended or expelled member may be liable for dues, assessments, or fees because of obligations incurred or commitments made before expulsion or suspension.

Each person becoming an active member of The Association will be required to pay an annual membership fee of $12.50; a family membership shall be $25.00 annually. Dues shall be paid by May 1 of each year and the membership shall be valid through April 30 of the following year. Corporate memberships shall be $100 annually.

Section 3 - Other Memberships. Honorary memberships - without voting privileges - may be conferred upon individ-uals and businesses that The Association deems as deserving. Corporate member-ships will also be available; their corporate title will be added to the letterhead of correspondence from The Association.

Article IV - MEETINGS

Section 1 - Notice of Meeting (ws. 181.0705). The Association shall give notice of meetings of members in a manner that is fair and reasonable: (a) Notice of the place, date and time of each annual, regular and special meeting of members not more than 60 days and not less than 10 days. (b) Notice of annual or regular meeting in-cludes an agenda of any matter that must be approved by the members. (c) Notice of a special meeting shall include a description for which the meeting is called.

Section 2 - Quorum Requirements (ws. 181.0722). Ten percent of the votes - entitled to be cast on a matter - must be represented at a meeting of members to constitute a quorum. Quorum for board meetings will be a majority. A Bylaw amendment to decrease or increase the quorum for any member action must be approved by a supermajority of 2/3 of the members.

Section 3 - Annual and Regular Meet-ings (ws. 181.0701). The annual meeting of The Association shall be held on the last Saturday in April at a place specified by the President and other officers and directors. At each meeting, an Association officer or director shall report on the activities and financial condition of The Association. The agenda of the annual meeting shall include elections, discussion of projects, adoption of a budget and other matters deemed appropriate by the officers, directors and members. Failure to hold an annual or regular meeting - at a time stated in these Bylaws - does not affect the validity of any action by The Association.

Section 4 - Special Meetings (ws. 181.0702). The Association shall hold a special meeting of members if: (a) A special meeting is called by the President, or. (b) Members - holding at least 5% of the voting power - sign, date and deliver to any Association officer or director a written demand for the meeting describing the purposes for which it is to be held.

Section 5 - Informational Meeting or Social Event: The Association may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests. The Association may also sponsor fund-raising activities. If business is to be conducted at such events, the notice requirement for meetings must be met.

Section 6 – Parliamentary Procedure: The current 11th edition of *Robert’s Rules of Order Newly Revised* shall be in force at the meetings of The Association unless required otherwise by Wisconsin Statutes or these Bylaws.

Section 7 - Members’ List for Meeting (ws. 181.0720). After fixing a record date for a notice of a meeting, the Secretary shall prepare an alphabetical list of the names of its members who are entitled to notice of the meeting. The list must show the address and the number of votes each member is entitled to vote at the meeting.

The list of members shall be available for inspection by any member - beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting. A member is entitled - on written demand - to inspect (subject to wss. 181.1602 (3) and 181.1605) and copy the list, at a reasonable time and at the member’s expense, during the period it is available for inspection.

The Association shall make the list of members available at the meeting, and any member is entitled to inspect the list at any time.

Failure to prepare or make available the list of members does not affect the validity of action taken at the meeting.

Article V - VOTING

Section 1 - Voting Entitlement (ws. 181.0721). Each member is entitled to one vote on each matter voted on by the members. A family membership shall have a maximum of two votes. A corporate membership shall have one vote. The minimum voting age is 18. Honorary members will not have voting rights.

Section 2 - Voting Requirements (ws. 181.0723). A majority of the votes entitled to be cast by the members present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by Wisconsin Statues, the Articles of Incor-poration, or the Bylaws of The Association.

Section 3 - Referenda**:** The board may solicit reactions from members by a survey. The board resolution authorizing the refer-endum shall indicate whether the results shall be advisory or binding. At the annual meeting, members may initiate a refer-endum and shall specify the exact wording of the question and the required follow-up action by the board. Members shall have 30 days to respond to the referendum. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

Article VI - BOARD OF DIRECTORS

The board of directors shall be the elected officers plus three other directors elected by the membership. The President of The Association shall be the Chairperson of the board. The board of directors shall have the primary authority for management of the affairs of The Association [ws. 181.0801(2)]. However, this authority can be delegated.

Article VII - OFFICERS

Section 1 - Principal Officers (ws. 181.0840). The Association shall have a President, a Vice-President, a Secretary, a Treasurer and such other officers as are appointed by the board or elected by Association members. The same person may simultaneously hold one or two offices.

Section 2 - Duties and Authority of Officers (ws. 181.0841)

President - The President shall pre-side over all membership meetings and – together with the board - shall be respons-ible for day-to-day administration of the affairs of The Association and supervision of any employees or contractors.

Vice-President - The Vice-President shall assume the duties of the President - should the office become vacant - and shall preside at membership meetings when the President is unable to attend. The Vice-President shall carry out other assignments at the request of the President.

Secretary-The Secretary shall: (1) maintain the official records of The Assoc-iation as well as the archives; (2) record and distribute the minutes of membership and Board meetings; (3) maintain a current record of the names and address of members entitled to vote and send out notices of membership meetings.

Treasurer-The Treasurer shall main-tain the financial records of The Assoc-iation and - after appropriate authorization - shall sign all checks. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the members at the annual meeting.

Section 3 – Elections of officers and directors. Officers and directors shall be elected on a staggered basis. In even years, the President, Treasurer and two directors shall be elected. In odd years, the Vice-President, Secretary and one director shall be elected.

Section 4 - Resignation and Removal of officers and directors (ws. 181.0843). An officer or director may resign by delivering notice to The Association. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date and The Association accepts the later effective date. If a resignation is effective at a later date, The Association may fill the pending vacancy before the effective date.

Section 5 - Limited Liability of Direc-tors and Officers (ws. 181.0855). Officers and directors are not liable to The Assoc-iation for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting from her/his status - unless the breach or failure to perform constitutes any of the following: (a) A willful failure to deal fairly with The Association or its members in connection with a matter in which the officer or director has a material conflict of interest. (b) A violation of criminal law, unless the officer or director had reasonable cause to believe that her/his conduct was lawful. (c) A transaction from which the officer or director derived an improper personal profit or benefit. (d) Willful misconduct.

Section 6 – Mandatory Indemnifi-cation (ws. 181.0872). The Association shall indemnify an officer or director for all reasonable expenses incurred in the legal proceeding if the officer or director was a party because he/she is an officer or director of The Association.

Article VIII - AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS (ws. 181.1001).

By a 2/3 supermajority, the Assoc-iation may amend its Articles of Incorp-oration and ByLaws to add or change a provision that is required or permitted to be included in the Bylaws or to delete a provision that is not required in the Bylaws. Whether a provision is required or per-mitted to be included in the Bylaws is determined as of the effective date of the amendment. The remainder of the infor-mation on amendment is contained in wss. .181.1002 through 181.1021.

These ByLaws were adopted by the Board of Directors by a vote of \_\_\_\_\_\_\_\_YES, and \_\_\_\_\_\_NO at the Solberg Lake Association, Inc. board meeting.

on this\_\_\_\_\_day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2014.

Previous bylaws for The Association are hereby rescinded.

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Patti McCormick, Secretary