

**AMENDED AND RESTATED  
BYLAWS**

**of the**

**GREEN LAKE ASSOCIATION, INC.**

**ARTICLE I**  
**MEMBERS**

**1.01 CLASSES.** The corporation shall have three classes of members:

(a) Basic membership shall be open to any individual or family who subscribes to the purposes of the corporation as set forth in the Articles of Incorporation.

(b) Associate membership shall be open to any commercial business or other organization that subscribes to the purposes of the corporation as set forth in the Articles of Incorporation.

(c) Introductory membership shall be open to any individual or family who purchases real property in Green Lake County for a period of one year from the date of such purchase.

All members shall have the same rights and obligations as to voting and all other matters.

**1.02 DUES.** The amount of annual dues for each class of membership shall be fixed by the Board of Directors from time to time.

**1.03 MEETINGS.**

(a) The annual meeting of the members of the corporation shall be held within Green Lake County, Wisconsin, on such date during the month of June as shall be determined by the Board of Directors for the purpose of electing directors, receiving reports and acting on such other matters as shall properly come before the meeting.

(b) A special meeting of the members of the corporation, for any purpose or purposes allowed by law, may be called by the President, a majority of the Board of Directors or upon written request signed by twenty-five voting members of the corporation. Any special meeting shall be held within Green Lake County, Wisconsin.

(c) Written notice of all meetings of the members shall be given to the members not less than thirty days before the date of the meeting either personally or by mail. Such notice shall set forth the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called.

(d) Those members of the corporation actually present at the annual or any special meeting of the members shall constitute a quorum for the transaction of business.

(e) Each member shall have one vote on any matter brought to a vote at any meeting of the members. No member of the corporation shall be entitled to vote by proxy or absentee ballot at any meeting of the members.

(f) All meetings of the members shall be conducted pursuant to the current revised edition of *Robert's Rules of Order* unless some other procedure is announced by the President and is not objected to by a majority of the members present.

(g) Any meeting of the members may be adjourned from time to time without further notice.

**1.04 LAPSED MEMBERS.** Any member who has not timely paid membership dues shall be considered a lapsed member and shall lose voting and all other membership rights. A lapsed member may be reinstated upon payment of membership dues then payable.

## **ARTICLE II** **DIRECTORS**

**2.01 GENERAL POWERS AND NUMBER.** The business and affairs of the corporation shall be managed by its Board of Directors which shall consist of nine persons divided into three classes of three directors each. Directors shall serve staggered three-years terms as provided in the Articles of Incorporation.

**2.02 ELECTION.** Election of directors shall take place at the annual meeting of the members. The Board of Directors shall nominate one or more members for each position on the Board to be elected. Additional nominations for one or more of the director positions to be elected which are received in writing by the Board of Directors from a member at least ten days prior to the annual meeting shall be placed in nomination at the meeting, provided that such nominee is present at the annual meeting and willing to serve as a director. Each voting member may cast one vote for each director position to be elected. Election shall be by a majority of the voting members present at the meeting. If no candidate for any director position receives a majority of votes in the first round of balloting, the two candidates for such position with the most votes will stand for election in a second round.

### **2.03 MEETINGS.**

(a) An annual meeting of the Board of Directors shall be held not more than thirty days following the annual meeting of the members, as determined by the Board, for the purpose of electing officers and acting on such other business as may properly come before the meeting. No further notice of the annual meeting shall be required.

(b) Regular meetings of the Board of Directors shall be held at such places, dates and times as the Board shall determine. No further notice of the regular meetings shall be required.

(c) Special meetings of the Board of Directors may be called by the President or a majority of the directors upon five days written notice to all directors, which notice shall describe generally the business to be transacted at the meeting.

(d) A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

(e) All meetings of the Board of Directors shall be held within Green Lake County, Wisconsin, and shall be open to the members of the corporation.

(f) Any action required or permitted to be taken by the Board of Directors at a meeting may be taken by unanimous written consent. To the extent permitted by law, any director may participate in any meeting of the Board using telephonic or electronic means. Directors may not vote by proxy or absentee ballot.

**2.04 EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee may transact any regular business of the corporation between meetings of the Board of Directors, and shall be responsible for all personnel matters. The Executive Committee shall meet on call of the President as necessary.

**2.05 OTHER COMMITTEES.** The Board of Directors may establish such standing or special committees as it deems appropriate, provided that no such committee may exercise the powers of the Board.

**2.06 COMPENSATION.** No director shall be entitled to compensation for his or her services as a director, but each director shall be entitled to reimbursement for out-of-pocket expenses as approved by the Board of Directors.

### **ARTICLE III** **OFFICERS**

**3.01 GENERAL.** The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. Each of such officers shall be a member of the Board of Directors. Any two or more offices may be held by the same person except for the offices of President and Vice President, and the offices of President and Secretary.

**3.02 ELECTION.** The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board following the annual meeting of the members.

**3.03 DUTIES.** The duties of each office shall include, but not be limited to, those duties prescribed by law and those additional duties set forth below.

(a) The President shall be the chief executive officer of the corporation and shall generally be responsible for the supervision of the operations of the corporation and its employees, subject to the direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors and of the members.

(b) The Vice President shall exercise the duties of the President in the absence or incapacity of the President.

(c) The Secretary shall maintain the official records of the corporation and shall prepare the minutes of all meetings of the Board of Directors and members. The Secretary shall maintain a current record of the names and addresses of the members of the corporation and shall issue notices of all meetings of the members.

(d) The Treasurer shall have custody of all funds and securities of the corporation, and shall maintain all financial records of the corporation. The Treasurer shall report on the financial condition of the corporation monthly to the Board of Directors and annually to the members.

**3.04 EXECUTIVE DIRECTOR.** The Board of Directors shall appoint an Executive Director who shall be the executive representative of the corporation. The Executive Director shall be responsible for the administration of the day-to-day operations of the corporation, shall submit an annual report on such operations to the members and shall perform such other duties as the Board of Directors may, from time to time, prescribe. The Executive Director shall be an ex officio member, without vote, of the Board of Directors and all standing or special committees of the Board. The Executive Director shall serve at the pleasure of the Board of Directors.

**3.05 COMPENSATION.** Except for the Executive Director, no officer shall be entitled to compensation for his or her services as an officer, but each officer shall be entitled to reimbursement for out-of-pocket expenses as approved by the Board of Directors. The compensation of the Executive Director shall be fixed from time to time by the Board of Directors.

**3.06 OTHER OFFICERS.** The Board of Directors may from time to time appoint such other officers, assistant officers and agents as it deems necessary or appropriate.

#### **ARTICLE IV MISCELLANEOUS**

**4.01 FISCAL YEAR.** Commencing with the period ending December 31, 2003, the fiscal year of the corporation shall end on the last day of December of each calendar year.

**4.02 ACCOUNTS AND INVESTMENTS.** All funds of the corporation shall be promptly deposited at a financial institution designated by the Board of Directors. Funds not needed for current operations shall be invested in interest bearing certificates or other accounts insured by the FDIC as authorized by the Board of Directors.

**4.03 INDEMNIFICATION.** The directors and officers of the corporation, including the Executive Director, shall be entitled to indemnification for actions taken by them in such capacities to the extent permitted by Wisconsin law.

**4.04 NONDISCRIMINATION.** The corporation shall not discriminate on the basis of age, race, gender, creed or religion, national origin or sexual orientation, or on any other basis proscribed by law, with respect to membership, elections, employment or any other activity.

**4.05 AMENDMENTS.** These Bylaws may be amended or repealed by a vote of a majority of the directors at any meeting of the Board of Directors at which a quorum is present.