

AMENDED AND RESTATED BYLAWS OF CRANBERRY LAKE ASSOCIATION, INC.

Dated August 2, 2014

The name of the organization shall be Cranberry Lake Association, Inc., hereinafter referred to as "The Association."
[181.0401]

MISSION OF CRANBERRY LAKE ASSOCIATION

1. Cranberry Lake Association will not function as a regulatory, legal, or law enforcement enterprising body.
2. To educate and inform property owners and the public about issues that may affect the quality of the life on and surrounding Cranberry Lake.
3. To provide a collective voice that will represent the best interests of the members regarding issues that affect the area.
4. To create a sense of community among members of the Association.
5. To provide a leadership body to whom members can direct questions, concerns or suggestions regarding Cranberry Lake.
6. To work cooperatively as a community for the purpose of improving or protecting the health of the lake and any impact on its users.

Article I – Purpose

The purpose of the Association is to preserve and protect Cranberry Lake and surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Cranberry Lake, as a public recreational facility for current and future generations.

Article II – Status and Limitations

To carry out the mission the purpose of the Association and to make effective representation on behalf of its members, the Association shall be organized as a non-profit, nonstock corporation under Chapter 181 of the Wisconsin Statutes, and shall pursue status as a tax exempt organization pursuant to Section 501(c)(3) or other applicable subparagraph of Section 501(c) of the Internal Revenue Code of 1986 or any successor thereto (the "Code"). No asset of the Association shall benefit any office or member. The Association shall not participate in partisan political activity, nor function as a regulatory, legal or law enforcement enterprising body. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 107(c)(2) of the Code and (c) by an organization which is a public charity described in Section 509(a) of the Code.

Article III – Membership

Section 1 – ELIGIBILITY: Membership in the Association shall be open to any individual, family, business, or organization that (a) subscribes to the purpose of the Association, and (b) either (i) owns or leases property within one mile of Cranberry Lake, or (ii) resides on or within one mile of Cranberry Lake

Section 2 – DUES: Dues shall be determined by the Board of Directors and approved by members at an annual or special meeting and are due and payable annually by January 31st of each year.

Article IV – Voting

Section 1 – VOTING: Any individual member may cast only one vote on any question called to a vote. A family, a business, or an organization may cast only one vote on any question called to a vote. [181.0610][6]

Section 2 – CASTING BALLOTS: A member must be present at the meeting in person or by proxy at the time the vote is called in order to vote. No member may vote by absentee ballots. All votes shall be counted by a show of hands, including members acting pursuant to proxies, unless otherwise specified either in these bylaws or by the Board of Directors at the time the vote is taken.

Section 3 – REFERENDA: The Board of Directors may at any time solicit reactions from members through a mail survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may initiate an advisory or a binding referendum and shall specify the exact wording of the question and the required follow-up action by the Board. Members shall have 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

Article V – Membership Meetings

Section 1 – ANNUAL MEETINGS: The annual meeting of the Association shall be held in the vicinity of Cranberry Lake during the summer months. The time and place shall be arranged by the Board. The agenda of the annual meeting may include board member elections, discussion of projects, statement of accounts, adoption of a budget, and member concerns. [181.0701]

Section 2 – SPECIAL MEETINGS: A special meeting of the Association may be called at any time by the President, by majority vote of the Board of Directors, or by written request of one-twentieth of the members or six members, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting. Only those matters described in the notice shall be discussed at the meeting. [181.0702]

Section 3 – 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, their guests and/or the public. It may also sponsor fund-raising activities. If business is to be conducted at such events, the notice requirement for special meetings must be met.

Section 4 – NOTIFICATION: Every annual or special meeting must be preceded by notice to members in good standing. Notification may be by hand delivery, telephone, mail, or electronic communication at least 30 days, but not more than 50 days, prior to annual meetings and at least 15 days, but not more than 50 days, prior to special meetings. It is the responsibility of the member to maintain updated contact information to the Association Secretary. The notice shall summarize any proposed changes in the bylaws, shall highlight any proposals to dissolve the Association, and shall include a description of any matter that must be approved by the members. [181.0705]

Section 5 – QUORUM: No formal business may be conducted at membership meetings unless at least one-twentieth of the paid-up members or 15 members, whichever is less, are present in person or by proxy. [181.0722]

Section 6 – PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board of Directors, and of the Association committees unless required otherwise by Wisconsin Statutes or these bylaws.

Article VI – Board of Directors

Section 1 – AUTHORITY: Subject to directives of annual and special meetings and these bylaws, the Board of Directors shall have authority over the activities and assets of the Association. [181.0801]

Section 2 – COMPOSITION: The Board of Directors shall include a minimum of 7 directors. [181.0803]

Section 3 – ELECTIONS: The Board of Directors shall nominate one or more association members for membership on the Board. Additional nominations of association members, present at the annual meeting and willing to serve, shall be taken from the floor. All elections for the Board shall be conducted by ballot unless no membership is contested. [181.0804]

Section 4 – TERMS OF OFFICE: Directors will be elected for two year staggered terms with no more than one-half (rounded to a whole number if necessary) of the Board elected in each year. Their terms shall expire at the conclusion of the annual meeting which culminates their terms. [181.0805]

Section 5 – BOARD MEETINGS: The new Board shall meet immediately following each Annual Meeting and select officers from its members. In addition, the Board shall meet at least one other time prior to the next annual meeting. The meetings shall be held at places, dates, and times established by the Board. One-half (rounded to a whole number if necessary) of the directors shall constitute a quorum for the transaction of business. Between meetings, an action without meeting may be taken by the President based on a survey of Board members through written, verbal, or electronic communications to determine the majority opinion. [181.0820, 181.0824]

A special board meeting may be held on the call of the President or any Officer with at least 24 hours' notice by telephone, mail, electronic communication, or personal contact

All Board decisions shall be made by majority vote of directors. [181.0821].

Section 6 – BOARD VACANCIES: Any director who misses two consecutive regular meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the directors then in office. [181.0808; 181.0811]

Section 7 – COMPENSATION: Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business.

Article VII – Officers

Section 1 – PRESIDENT: The President shall preside over all membership and board meetings. The President shall be the chief executive officer of the Association, responsible for day-to-day administration of the affairs of the Association and supervision of any employees or contractors. The President shall appoint additional committees as-needed. The President is an ex-officio member of all committees. [181.0841]

Section 2 – VICE PRESIDENT: The Vice President shall assume the duties of President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice President shall carry out other assignments at the request of the President. [181.0841]

Section 3 – SECRETARY: The Secretary shall maintain the official records of the Association as well as archives. The Secretary shall record and distribute the minutes of member meetings and board meetings. The Secretary shall maintain a current record of the names and addresses of members entitled to vote, and shall send out notices of membership meetings. [181.0841]

Section 4 – TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all financial transactions. The Board shall appoint one additional officer who shall be authorized to sign financial transactions when the Treasurer is unavailable. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting. The Treasurer, on an annual basis, shall apply and/or recertify for Chapter 181 status as a non-stock corporation. [181.0841]

Section 5 – MULTIPLE OFFICE HOLDING: The same person may hold the offices of Vice President and Treasurer or the offices of Secretary and Treasurer. [181.0840]

Section 6 – COMMITTEES: The Board may appoint other committees to assist in the administration of the organization (e.g., Finance Committee, Audit Committee, Special Events, etc.)

Article VIII – Miscellaneous Provisions

Section 1 – INDEMNIFICATION OF OFFICERS AND DIRECTORS: As provided by Wisconsin law, the Association shall indemnify any officer, director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association unless liability of such person results from their his or her willful misconduct . [181.0872](13)

Section 2 – FISCAL YEAR: The fiscal period, records and accounts of the Association shall be as determined by the Board of Directors. The Board may appoint an audit committee to execute an annual audit of such accounts.

Section 3 – ACCOUNTS AND INVESTMENTS: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations shall be deposited in interest bearing accounts.

Section 4 – RECORDS AND REPORTS: Corporate records, minutes, accounting records, and list of members present and entitled to vote shall be kept in accordance with Wisconsin Statutes Section 181.0601. Proposed amendments to the bylaws must be summarized in the notice for the annual or special meeting at which the amendments are to be voted on. [181.1020-181.1021]

Section 5 - Principal office of the Association is at 1427 Snowshoe Lane, Eagle River, WI 54521 but may be changed when necessary by the Board of Directors.

Article IX – Adoption and Amendments

These bylaws and any amendments thereto, may be adopted at any annual or special meeting of the Association by two-thirds affirmative vote of the members present and entitled to vote.

Article X – Dissolution

The Board, by a two-thirds affirmative vote of all directors, may recommend the Association be dissolved. The members, by two-thirds affirmative votes cast at a members meeting, shall approve the dissolution. Such a resolution shall direct the Board to prepare a dissolution plan for subsequent approval by the members as provided under Wisconsin law. Dissolution shall not be final until members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding referendum. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities, dispose of the assets consistent with the purpose of the Corporation to an approved organization (exempt under Section 501 or the Internal Revenue Code or any successor Federal statute or regulation) as the Board of Directors shall determine. Any assets not so disposed shall be disposed of by the Circuit Court of Vilas County, to such organizations as Court shall determine which are operated for the purposes cited herein.

Certification

These Amended and Restated Bylaws were duly adopted by a vote of Members at the annual meeting of the Association on this ____ day of _____, 2014.

Carole Linn _____ Secretary