



Turtle Lake Improvement and Protective Association, Inc.

Articles and Bylaws

ARTICLE I. TITLE

The name of the corporation shall be the Turtle Lake Improvement and Protective Association, Inc., commonly known as TLIPA.

ARTICLE II. MISSION AND PURPOSE

TLIPA exists to improve and protect Turtle Lake, located in Walworth County, Wisconsin, and its shoreline to the best of its ability, with all available resources. The corporation shall operate exclusively for charitable and educational purposes with the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. OBJECT

The corporation elects to be subject to Chapter 181 of the Wisconsin Statutes.

ARTICLE IV. MEMBERSHIP, DUES, VOTING AND PRIVILEGES

Section 1. Member Definitions

1a. **REGULAR MEMBER:** Any individual over the age of 18 who owns real property within one mile of the ordinary high-water mark of Turtle Lake in Richmond Township, Wisconsin, or is identified as an immediate household member by this individual is eligible for a Regular Membership.

1b. **ASSOCIATE MEMBER:** Any individual over the age of 18 who does not own real Property as defined in Section 1 in this Article and has an interest in the mission of the TLIPA is eligible for an Associate Membership.

1c. **SPONSORING MEMBER:** Any company or organization that has an interest in the mission of the association and provides in-kind resources or financial support to TLIPA is eligible for a Sponsoring Membership.

Section 2. Member Dues

2a. REGULAR AND ASSOCIATE MEMBER

All individuals over the age of 18 shall pay an annual dues in the amount determined and published by the board of directors.

2b. SPONSORING MEMBER



A company or organization that meets the definition of a Sponsoring Member shall pay an annual dues in the amount determined and published by the board of directors. Sponsoring Member Owner(s) shall represent the company or organization in all communications with the TLIPA board of directors.

2c. Payment of Dues

Annual dues are payable on or before the first day of June. All monies collected for membership shall be deposited in a general fund for the purpose of operating the Association.

Section 3. Member Voting and Privileges

3a. **REGULAR MEMBER:** Regular member voting is limited to one vote per person regardless of the number of immediate household members. All regular members may participate in meetings, volunteer in association activities, serve on committees and hold a position as a director or officer.

3b. **ASSOCIATE MEMBER:** Associate member voting is limited to one vote per household regardless of the number of immediate household members. An Associate Member may participate in regular member meetings, volunteer in association activities and may serve on committees, but he or she may not hold a position as director or officer.

3c. **SPONSORING MEMBER:** Sponsoring Member owner(s), employees and staff do not have voting privileges, nor can they hold a position as a director or officer. They may participate in member meetings, volunteer in association activities or serve on committees.

3d. It shall be a member privilege in all member categories to submit a recommendation, grievance or complaint to the board of directors concerning the personal conduct of any Association member, director or officer. Any recommendation, grievance or complaint must be communicated to the current president or secretary in writing, via mail or email. All claims must include a clear explanation of the members' concern(s) and any supporting evidence or documentation. Claims will be discussed at the next regularly scheduled board meeting.

3e. **VOTING BY PROXY:** All members entitled to vote may choose to submit his or her vote via proxy. Proxies shall be submitted in writing via U.S. Mail or through personal email communications, and may be in the following or similar form:

Membership Proxy Lot _____, Block _____

Turtle Lake Improvement and Protective Association, Inc.

Known to all men by these present, that I do hereby constitute and appoint



my true and lawful attorney to represent me at the _____ (annual, special) meeting of the members to be held on the _____ day of _____, _____ and to vote, for me in my name and stead, the one (1) vote to which I am entitled, and I hereby grant my said attorney all of the powers that I should possess if personally present.

Dated _____ day of _____, _____.

(Signed) _____

Section 4. Suspension

A member may be suspended from the Association if he or she fails to pay his or her dues on or before the last Sunday in August of the current fiscal year. Or, for using the Association name for any personal gain or grievance without being authorized to do so by the board. Reasons for suspension shall be presented to the board for consideration before a suspension is issued.

ARTICLE V. DIRECTORS AND OFFICERS

Section 1. Composition and Terms

1a. COMPOSITION: The TLIPA governing body shall consist of five member directors (at-large directors) and five member officers. Each shall have one vote at all association meetings, making 10 voting members. Absent such a determination, the board shall be comprised of the same number of directors as the previous year. In the event of a tie vote of the board, the immediate past president will abstain from voting. The board may select and temporarily appoint additional officers or directors as they deem for effective and efficient governance. The service term of any temporary officer or director shall expire at the end of the current fiscal year. He or she may then be retained as an officer or director for an additional term by member vote during the next annual meeting.

1b. TERMS:

1b. (1)—Officers shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified and take office. Officers may not serve more than three (3) consecutive terms in office, unless otherwise determined by a 2/3 vote of the entire board.

1b. (2)—Directors shall serve a two (2) year term in office, or until such time as his or her successors are duly elected, qualified and take office. Directors may not serve more than three (3) consecutive terms in office, unless otherwise determined by a 2/3 vote of the entire board.

Section 2. Officers

The general officers shall be president, vice president, treasurer, secretary and immediate past president. The offices of treasurer and secretary may be held by the same person, though he or she is only entitled to one vote.



Section 3. Duties of Directors and Officers

3a. GENERAL:

3a. (1)—It shall be the duty of each officer and director of the Association to perform, in addition to the duties herein specifically set forth, such other duties as naturally or ordinarily pertain to their respective offices, and such other duties as may from time to time be imposed upon them by the board.

3a. (2)—Officers and directors shall perform all duties with prudence and to the highest standards of personal conduct including, but not limited to: duty of care for all Association assets; loyalty to make all decisions in the Association's best interests; obedience to the Association's mission, bylaws and all laws and regulations of its local Authorities with Jurisdiction; and, without bias or conflict of interest.

3a. (3)—Officers and directors shall purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, representative or agent of the Association against any liability asserted against such person in any such capacity or arising out of his or her status as such whether or not the Association would have the power to indemnify such person against such liability.

3b. PRESIDENT: It shall be the duty of the president to preside at all meetings of the members and at all meetings of the board, sign all contracts and agreements and countersign all voucher checks. The president will have general supervision over all officers, directors and the affairs of the Association.

3c. VICE PRESIDENT: It shall be the duty of the vice president, in the absence of the president or in the event of their inability to act, to perform the duties of the president.

3d. SECRETARY: It shall be the duty of the secretary to countersign all contracts and agreements by the president, affix the seal of the Association to such papers executed on behalf of the Association as shall be required or directed to be sealed, keep a record of the proceedings of the meetings of the members of the Association and of the board, and safely and systematically keep all books, papers, records, and documents belonging to the Association or in any way pertaining to the business and affairs thereof.

3e. TREASURER: It shall be the duty of the treasurer to keep and account for all monies and funds of the Association which shall come into their hands; keep an accurate record of all monies received and disbursed and render such accounts and statements of monies received and disbursed and of monies on hand as may be required, take and keep proper vouchers of all



monies disbursed and perform all matters pertaining to their office as shall be required by the board of directors.

Section 4. Nomination and Election

4a. NOMINATION: All interested regular members may submit his or her name to the secretary for nomination and inclusion on the annual ballot to fill any expiring board position. Submittals must be received via U.S. Mail or email and must be received no later than midnight April 30th each year. The secretary will publish the slate of nominees in the May edition of the TLIPA newsletter.

4b. ELECTION: The secretary shall present the slate of candidates and request a member vote at the annual meeting and record the result. Individuals may also present themselves from the floor prior to the vote during the annual meeting. Ballots will be counted by board members present and election results announced by the end of the annual meeting.

Section 5. Removal

An officer or director may be removed from the board by a 2/3 majority vote of the board at a regularly scheduled board meeting. Such removal may be based on fraud, conflict of interest, personal conduct, lack of fitness to serve or failure to perform. The removed board member must be notified in writing or electronic communication within 10 days after the determination to remove.

Section 6. Vacancy

Any vacancy occurring in the board between annual member meetings may be filled by appointment of the president and approval by a simple majority vote of the board.

Section 7. Compensation

Serving on the board is understood to be voluntary. No remunerations or any form of compensation shall be paid to the officers or board of directors for services rendered to the Association.

ARTICLE VI. MEETINGS

Section 1. Annual Meeting

1a. MEETING DATE: The annual member meeting shall be held on the last Saturday of June each year. Notice of the annual meeting shall be sent at least 60 days before the scheduled date to each member at his/her post office address, or e-mail address, as they appear in the member's Association profile.

1b. ORDER OF BUSINESS: The order of business at the annual member meeting shall conform to the following general outline:

1. Proof of notice of the meeting.



2. Reading by the secretary and disposal of minutes of the last annual meeting.
3. Treasurers report.
4. Reports by other officers.
5. Committee reports by chairpersons.
6. Nominations report.
7. Nominations from the floor.
8. Election of officers and board.
9. Old Business.
10. New Business.
11. Adjournment.

Section 2. Regular Meetings

2a. MEETING SCHEDULE: The board of directors shall arrange for regular meetings of the general membership not less than two times a year at times and places fixed by the board of directors, one of such meetings shall be held in May of each year. The time and place for regular meetings shall be determined by the board of directors.

2b. MEETING ATTENDANCE: Members may attend regular meetings in-person, by telephone conference call or using online virtual meeting software as determined by the board of directors. The secretary shall provide members by request with access to any virtual meeting.

2c. MEETING NOTICE AND SPECIAL MEETINGS: At least thirty (30) days' notice for each member meeting (except the annual meeting) shall be sent to each member at his/her post office address, or e-mail address, as they appear in member's Association profile. If this notice is for a special meeting, the purpose and object of the meeting shall be stated in the notice. Special meetings may be held at any time deemed necessary by the president or any director. No other business than stated in this notice shall be transacted at a special meeting until the business mentioned in such notice has been disposed of.

2d. ADJOURNED MEETINGS: If a quorum is not present at any duly assembled member meeting, either annual or special, a majority of members present or by proxy at the same time and place which the meeting shall have been called, may adjourn the same from time to time without notice other than by announcement at the meeting until a quorum shall be present. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally called and notified.

2e. MEMBER MEETING QUORUM

Ten percent (10%) of the membership shall constitute a quorum at any member meeting of the Association. In the absence of a quorum, the meeting may be adjourned to a time and place to be fixed by the presiding officer and the secretary shall notify all members of such adjournment.

Section 3. Board Meetings



3a. REGULAR MEETINGS: The board of directors shall meet not less than four times a year at times and places fixed by the president of the board of directors.

3b. SPECIAL MEETINGS: Special meetings of the board of directors may be held at any time or place as requested by the president or any director. Notice of such meetings will be given by mail, e-mail, in person or by telephone to each director and officer at least seven (7) days in advance.

3c. BOARD QUORUM: Six (6) members of the board of directors shall constitute a quorum for the transaction of business. In the absence of a quorum, the presiding officer may adjourn any meeting to such a time and place as it may be determined by the members present, of which notice shall be given to the absent members.

ARTICLE VII. COMMITTEES

Section 1. Committee Appointment

The board of directors shall appoint committees, either standing or temporary, and prescribe the duties, powers and duration thereof.

Section 2. Committee Chairs

All committees will have a director or officer as chairperson. The chairperson shall report on the committee's activities and progress at each board meeting.

Section 3. Standing Committees

The Standing Committees shall consist of:

- a. Finance
- b. Lake Watch and Improvement
- c. Fish Management
- d. Membership
- e. Bylaws, Ways and Means

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 1. Checks and Payments

All checks issued in the name of the Association will require two (2) signatures; one of the treasurer and one of the president.

Section 2. Fund Raising

2a. ACTIVITIES AND EVENTS: Additional funds may be raised through activities and events that are directly related to the purpose and mission of TLIPA. Funds raised shall be designated for General Operations of the Association.



2b. SPECIAL PROJECTS: Additional funds may be raised through direct solicitations from all member categories and the general public. These funds may be designated for special activities or projects that are directly related to the purpose and mission of TLIPA. Solicited funds shall be designated only for the specific special project or activity and shall be listed as a separate line item in the Association budget. Funds collected in excess of the actual costs in a given fiscal year for any special activity or project shall continue to be listed as a separate line item and shall carry over from year to year for similar purposes.

ARTICLE IX. BYLAWS AMENDMENTS

These bylaws may be amended at any annual meeting of the members or at any special meeting of the members provided due notice of the intention to propose amendments to the bylaws is contained in said meeting notice. A simple majority of the votes cast at any such meeting, a quorum being present, shall be sufficient to adopt a bylaw.

ARTICLE X. DISSOLUTION

In the event of the dissolution of the TLIPA, the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all remaining assets of the association over to the Town of Richmond. These assets, until depleted, shall be designated solely for the care and improvement of Turtle Lake, except for the items the town historically financed. These include:

1. Maintaining and replacing buoys
2. Assistance with milfoil treatment

Revised and adopted: July 1, 2023