

Turtle Lake Improvement and Protective Association, Inc.

Articles and Bylaws

Revised and adopted on June 27th, 2026

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. Definitions

1a. REGULAR MEMBER: Any individual, at least 18 years of age, is eligible for Regular Membership, if they live within one mile of the ordinary high-water mark of Turtle Lake in Richmond Township, Wisconsin, and meet one of the following criteria:

- Owns real property;
- Holds a lease for property for a minimum of six (6) consecutive months per year;
or
- Is an immediate household member of an individual meeting one of the above two criteria.

Applicants, who lease property, shall attest to the existence of said lease at the time of application.

1b. SPONSORING ORGANIZATION: Any individual or organization that has an interest in the mission of the association and provides volunteers, in-kind resources or financial support to TLIPA will be recognized as a Sponsoring Organization. Sponsoring Organizations can engage TLIPA by encouraging its associates, employees, owners, or

management personnel to participate in association committees and activities that help improve and protect the lake and its environment.

Section 2. Member Dues

2a. REGULAR MEMBER

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

2b. PAYMENT OF DUES

Annual memberships are good for one year, specifically from July 1st to June 30th of the following fiscal year. Annual dues must be paid no later than the Association's annual membership meeting, held each year on the last Saturday of June, to vote in the annual Board of Director election. 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. It shall be a member privilege to submit a grievance to the board of directors concerning the personal conduct of any director, or officer. Any grievance 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 in an executive session within thirty (30) days of receipt.

3c. VOTING BY PROXY: All members entitled to vote may choose to submit his or her vote via a representative. Proxies shall be submitted in writing via U.S. Mail, via representative or through personal email communications.

Section 4. Suspension

Any 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. The member may request a board hearing. The hearing will occur during an executive session.

ARTICLE V. DIRECTORS AND OFFICERS

Section 1. Composition and Terms

1a. COMPOSITION: The TLIPA Board of Directors shall consist of five (5) member directors (at-large directors), four (4) member officers, and the immediate past president. Subject to directives of annual and membership meetings and these bylaws, the board of directors shall have authority over the activities and assets of the Association. Each shall have one vote at all association meetings, making 10 voting members. 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. Officers and directors shall serve two (2) year terms in office, or until such time as their successors are duly elected, qualified and take office. The immediate past president shall serve one (1) year term. The terms of president, vice president, and three (3) directors expire in even-numbered years. The terms of office of secretary, treasurer and two (2) directors expire in odd-numbered years. Officers and directors may not serve more than three (3) consecutive terms in office, unless otherwise determined by a 2/3 vote of the entire board. A one-year hiatus from board service is required.

Section 2. Officers

The general officers shall be president, vice president, treasurer, and secretary. 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 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 as stated in the attached Board Code of Conduct. All elected officers and directors must sign the attached Board Code of Conduct annually prior to the first meeting.

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 acknowledge approval of all voucher checks in the amount greater than \$5,000. 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, 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.

3f. PAST PRESIDENT: It shall be the duty of the past president to serve as a transitional support to the new president and other board members.

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. Ballots will be counted by two board members and two volunteer independent members. The election results will be announced by the end of the annual meeting.

Section 5. Removal of an Officer or Director

A removal request, with cause and a clear explanation about a board member, must be mailed or emailed to the secretary and president. The board member has the right to request a board hearing, in writing, prior to board determination.

An officer or director may be removed from the board by a 2/3 majority vote of the board at a scheduled executive session. 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 30 days before the scheduled date to each member at his/her post office address, or email 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. Treasurer's report.
4. Reports by other officers.
5. Committee reports by chairpersons.
6. Nominations report.
7. Election of officers and directors.
8. Old Business.
9. New Business.
10. Public comment (2 minutes per).
11. Adjournment.

Section 2. Regular Membership 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, in September and 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 shall be sent to each member at his/her post office address, or email 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 what is 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

Twenty percent (20%) of the membership shall constitute a quorum at any membership 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. The general membership is invited to attend.

3b. EXECUTIVE SESSIONS: Executive sessions of the board of directors may be held, at any time or place as requested by the president or any director, to conduct business of a sensitive nature. Notice of such sessions will be given by mail, email, 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:

1. Finance
2. Lake Watch and Improvement
3. Fish Management

Committees may be formed at the discretion of the board, as needed.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 1. Checks and Payments

Any check issued in the name of the Association, over the amount of \$5,000, will require an email acknowledging approval from 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 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 more than 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.

Section 3. Insurance

The Association shall purchase and maintain Directors and Officers (D&O) 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 the Association would have the power to indemnify such person against such liability.

The Association shall purchase and maintain General Liability (GL) insurance.

Section 4. Electronic Board Approvals

Board approval of meeting minutes and other business by email is permitted.

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

Turtle Lake Improvement and Protective Association (TLIPA) Board Code of Conduct (2025) – Approved 11/11/25

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.

All board members must adhere to the Code of Conduct during their active term and will:

- Act in the best interests of the Turtle Lake community.
- Cooperate with and respect the opinions of fellow board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the board member personally did not support the action taken.
- Make decisions based on merit and the association's best interests, not on personal bias or relationships.
- Perform duties and actions on behalf of the Association properly, diligently, courteously and with respect for others.
- Represent the Association in a positive and supporting manner at all times and in all places.
- Provide constituents with information that is accurate, objective and complete.
- Be honest and ethical in their conduct, including the handling of actual or apparent conflicts of interest between personal and professional relationships and in the conduct of all research activities.
- Maintain the confidentiality of information entrusted to them by the Association or its donors, volunteers and business associates.
- Respect the privacy of board discussions that occur in Executive Session.
- Act prudently with the organization's financial resources and ensure transparency in record-keeping and public reporting.

Any board member who engages in discriminatory or harassing conduct will be subject to removal from the Board. Complaints alleging misconduct on the part of any Board member will be investigated promptly per ARTICLE IV section 3d of the TLIPA Bylaws.

Signature _____
Date _____