

BY-LAWS OF DIAMOND LAKERS, INC. (INC. 1973)

ARTICLE I – PURPOSE

Diamond Lakers, Inc. is a non-profit organization, designed to protect the lake's environment and the well being of Diamond Lake and to serve as a medium of communication among its members.

ARTICLE II – MEMBERSHIP, DUES and VOTING

SECTION 1. Membership

A. Qualification for Membership:

Any Diamond Lake property owner or owner of property within one mile of the lake boundary can be a member of the Diamond Lakers, Inc if he, she or they are interested in the promotion and furtherance of the purposes of the Diamond Lakers, Inc., hereinafter called the Corporation, as set forth in the Articles of Incorporation. Only one membership is allowed per property, whether owned by a person or other entity. Membership in the Corporation is activated upon the payment of the annual dues.

B. Term of membership:

Membership is for one year from July 1 to June 30 of the following year. A member shall be automatically dropped from the membership rolls upon non-payment of dues.

C. Disqualification:

Any member may be expelled for conduct clearly detrimental to the purpose of the Corporation by an affirmative vote of two-thirds of the Board of Directors in a regular meeting, or in a special meeting called for that purpose.

SECTION 2. Annual Dues

A. Amount:

Annual dues shall be such amount as the members shall determine but shall be at least \$20.00 and shall not exceed \$40.00 per year. Dues shall be due and payable to Diamond Lakers, Inc. and collected by the Treasurer on or before the 1st day of July.

B. Grace period:

There shall be a grace period from July 1 to July 31 of the same year for late payment of dues.

SECTION 3. Voting Rights

Each membership is entitled to one vote and to one vote only in the Corporation. All voting shall be done by raising of hands or by paper ballot.

ARTICLE III – MEETINGS

SECTION 1. Meetings

A. Meetings of the members shall be held in Bayfield County, Wisconsin at any such place as may be designated within 12 miles of Diamond Lake.

B. Meetings of the Board are to be held as needed.

C. Committees shall meet on call of the committee chair. Results of committee work are to be reported to the President.

SECTION 2. Annual Meeting

A. The annual meeting of the members of the Corporation shall be held on the 3rd or 4th Saturday of July of each year, at a time to be determined by the Board of Directors beginning with the year 1973.

B. Notification of Annual Meeting: The time and place of the annual meeting will be posted on the web site for Diamond Lake Property Owners, at least 30 days in advance of the meeting. Members have the option of providing their current email address so that an email communication announcing the posting of the notice of the annual meeting can also be sent to them, however the primary communication will be via the web site.

SECTION 3. Proxy Voting

Members entitled to vote but unable to attend the annual meeting may vote by proxy. The proxy must be given in writing to any other voting member in advance of the Annual Meeting.

SECTION 4. Order of Business

At a meeting of the members, proceedings shall be as follows:

Call to order

Statement by the Secretary of the number of members present

Proof of notice of meeting

Approval of the minutes of the preceding meeting

Report of officers

Election of officers and directors at Annual Meeting

Unfinished business

New business

Adjournment

SECTION 5. Special Meetings

A. Conditions for calling a special meeting:

A special meeting may be called by the President or Secretary at the request in writing of a majority of the members of the Board of Directors or written request of 2 regular members.

B. Notification of Special meetings:

The time and place of each special meeting shall be mailed by the Secretary, to each member of record, at his or her address as the same appears on the books of the Corporation, at least five days prior to such special meeting. Notice of special meetings may also be given by email or telephone.

ARTICLE IV - WAIVER OF NOTICE, ACTION WITHOUT MEETINGS, IRREGULAR MEETING

A member of the Association or a Director may execute a written waiver of any notice of any meeting required to be given by statute, by the Articles of Incorporation, or by any provisions of these bylaws either before, at or after that meeting, and any such waiver when signed as hereinafter provided shall be equivalent to such notice. Any such waiver shall be filed with the person designated to act as Secretary of that meeting who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by any member or director shall also be deemed a waiver of notice thereof, unless it appears that the appearance is solely for the purpose of asserting the illegality of the meeting.

ARTICLE V - BOARD OF DIRECTORS AND OFFICERS

SECTION 1. Terms of Office

A. Duration of Office:

Directors shall be elected at the annual meeting for two-year terms.

B. Staggered terms of Office:

The terms of office shall be staggered as follows: The President and Secretary and three directors at large shall be elected in even years. The Vice President and Treasurer and two directors at large shall be elected in odd years.

SECTION 2. Nominating Committee

Composition: Membership of the nominating committee shall consist of two board members and two or three members at large.

Method of selection: at the Annual Meeting the President shall solicit volunteers for the committee. If there are no volunteers to fill the composition requirement, they shall be appointed by the president. Duties of the committee: are to compose a slate of candidates, one each for each vacancy. Each candidate shall have agreed to serve, if elected, for the term stated in Section 3 of this Article. The slate shall be presented to the membership in writing and sent to the membership along with notice of the Annual Meeting.

Procedure for voting on the slate:

1. At the Annual meeting, after the slate of nominees is read, the President shall ask for additional nominations from the floor. Should there be none, the voting will be conducted by raising of hands.
2. A majority of affirmative votes elects the slate. Should there be two individuals seeking the same board seat, voting will be held by written ballot.

SECTION 3. Quorum

1. Any meeting of the Corporation, Board of Directors, or Committee is subject to this quorum rule.

2. Half of the members present, or represented by proxies, shall constitute a quorum at any meeting, and shall be capable of transacting its business, except when otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws.

SECTION 4. Vacancies

A. If the office of President, Vice-President, Secretary or Treasurer shall become vacant, for any reason, the Board of Directors shall appoint an individual to fill the vacancy until the next annual meeting at which time the members shall elect, a successor or successors.

B. Vacancies on the Board of Directors shall be filled by appointment of the President, or if he or she neglects to make such an appointment, then by election by the members.

SECTION 5. Powers and Duties of Officers

President: The principal duties of the President shall be to preside at all meetings of the members and board and have general supervision of the affairs of the Corporation. This includes keeping all historical books, papers, records, and documents belonging to the Corporation except the books and records incidental to the duties of the treasurer and secretary, (see Article IV, Section 1), and appointing such committees as may be necessary or convenient to accomplish the purposes of the Corporation.

Vice-President: The principal duty of the Vice-President shall be to discharge the duties of the President in the event of his/her absence or disability.

Secretary: The principal duties of the Secretary shall be

- 1) notification of the Annual Meeting in writing to all members at least 30 days in advance;
- 2) keeping a record of attendance, including proxies, at all meetings and keep records of the proceedings of the meetings of the members and the board of directors;
- 3) distribution of copies of the minutes of the Annual Meeting and an updated membership list to all members of record within 60 days following the Annual Meeting.

Treasurer: The principal duties of the Treasurer shall be to keep an accurate account of all monies received and disbursed. He or she shall keep a record of the membership of the Corporation and provide the secretary with a copy for distribution to the membership. He or she shall make available at the annual meeting copies of the status of the treasury to that date.

SECTION 6. Additional Powers

In addition to the powers and authorities conferred upon them by these bylaws, the Articles of Incorporation, or by statute, the Board of Directors shall have the power, acting collectively, to do all lawful acts necessary and expedient to the conduct of the business of this Corporation.

SECTION 7. Compensation

The officers and directors at large shall serve without compensation.

SECTION 8. Committing the Corporation

No officer or director of the Corporation shall sign or endorse in the name of or on behalf of the Corporation or in his or her official capacity, any obligation for the accommodation of any party or parties, except upon majority vote of the entire Board of Directors, nor shall any funds be disbursed for any purpose other than the use of the Corporation.

SECTION 9. Director Removal

The members shall have the power by majority vote at any regular meeting, or at any special meeting called for that purpose, to remove any director from office.

SECTION 10. Apparent Conflict of Interest

The fact that a director is personally interested in any matter which shall come before the Board of Directors shall not disqualify him or her from voting on such matter or from being among the number requisite for a quorum at a meeting at which such matter is acted upon.

ARTICLE VI - MISCELLANEOUS

A. Fiscal Year.

The fiscal year shall be from July 1 to June 30.

B. Audit Committee:

The President may at his or her discretion appoint a committee of 3 board or general members to audit the books of the Treasurer. The audit committee shall complete its audit and report its findings to the Board. These findings shall be made available to the general membership.

C. Governance of meetings:

The proceedings at all meetings of the members of the Corporation shall be governed, insofar as not in conflict with these By-Laws, according to the latest edition of Roberts, Rules of Order.

D. Executive Session:

Upon motion of any member, the meeting of the members by an affirmative vote of two-thirds of the members present, may convene as an executive session, an off the record discussion with no minutes taken.

E. Limiting Debate:

At a meeting of the members, no member shall be permitted to speak more than twice and no longer than five minutes each on any single subject, except by permission of the President or by a majority vote of the members present. None but a member shall address such a meeting except by an invitation by the Board of Directors or by a majority consent of the meeting.

ARTICLE VII – AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, modified or added to by a vote of the majority of the members present at any regular or special meeting of the Corporation, or by an electronic ballot approved by a majority of the current members, by the following procedure. A bylaws committee (appointed or voluntary) will consider any proposed change to the bylaws and present their findings to the Board. The Board then will publish them in the Notice to the members of the annual meeting, or in an electronic notice of a special ballot, stating that a vote by the general membership on each change will be held at the Annual meeting, or by said electronic ballot.

Revised and approved by Membership 7/21/2018