

Big Eau Pleine Citizens Organization, INC.

BY-LAWS

As amended and restated June 12, 2010

Article I - PURPOSE

The purpose of the Association is to preserve, protect, and improve the quality of the Big Eau Pleine Reservoir, its watershed area, its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values, as a year round public recreational facility for today and for future generations. Respecting the interests of property owners, the rights of the general public and the management of the reservoir under the operating license granted to the Wisconsin Valley Improvement Co. by the Federal Energy Regulatory Commission.

Article II - STATUS AND LIMITATIONS

To carry out the program of the Association and to make effective representations on behalf of its members, the Association shall be organized as a nonprofit, non-stock corporation under Chapter 181 of the Wisconsin Statutes. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article III - MEMBERSHIP

Section 1 - Membership in the Association shall be open to any individual, family, business, or organization that subscribes to the purposes of the Association.

Section 2 - DUES: Dues shall be determined by the Board of Directors in consultation with membership, paid on a calendar year basis.

Article IV - VOTING

Section 1 - MULTIPLE VOTING: Any individual member may cast only one vote on any question called to a vote. Up to two individuals may represent a family, a business, or organization; and each of those two individuals may cast one vote on any question called to a vote.

Section 2 - CASTING BALLOTS: A member must be present at the meeting at the time the vote is called in order to vote. No member may vote by proxy or absentee ballots. All votes shall be counted by a show of hands unless otherwise specified in these bylaws.

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 - MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of the Big Eau Pleine during the month of June. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections, discussion of projects, adoption of a budget, member concerns, and an educational program.

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 at least ten members. 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.

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 and their guests. 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 paid members and members from the preceding year that have not yet renewed their membership. Notification may be by hand delivery, by mail, e-mail, notices in local area newspapers or posted at area establishments at least 30 days, but not more than 50, prior to annual meetings and at least 15 days, but not more than 50, prior to special meetings. The notice shall summarize any proposed changes in the bylaws, shall highlight any proposals to dissolve the Association, and shall include a description of the matter or matters for which the meeting was called.

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least one-twentieth of the paid-up members or 10 members, whichever is less, are present.

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. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer who shall also serve as parliamentarian.

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.

Section 2 - COMPOSITION: The Board of Directors shall include the President, Vice President, Secretary, Treasurer, the past President(s) (if willing and able to serve) and 6 at-large directors. Four of the directorships are reserved for Big Eau Pleine property owners.

Section 3 - ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations of 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 secret, written ballot at each annual meeting.

Section 4 - TERMS OF OFFICE: Directors and Officers are elected for two-year terms. Their terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later. They shall not serve more than 2 consecutive terms. The terms of office of President, Treasurer and half of the at-large Directors expire in even-numbered years. The terms of office of Vice President, Secretary and half of the at-large Directors expire in odd-numbered years. The Past President shall serve a two year term.

Section 5 - BOARD MEETINGS: The new Board shall meet within 60 days of the annual meeting and at least one other time prior to the next annual meeting. Regular meetings shall be held at places, dates, and times established by the Board. Special meetings may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, mail, e-mail or personal contact. A majority of the currently serving directors shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by majority vote of Directors present, with the President voting only to break ties. Between meetings, the President may solicit decisions from the Board through written communications.

Section 6 - VACANCIES: Any Director who misses two consecutive 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, although less than a quorum.

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 meetings 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 all committee members who shall serve until the end of that President's term. The President is an ex-officio member of all committees.

Section 2 - VICE PRESIDENT: The Vice President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice-President shall arrange for the educational segment of the annual meeting and carry out other assignments at the request of the President.

Section 3 - SECRETARY: The Secretary shall maintain the official records of the Association as well as any 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. The Secretary shall prepare publicity for the Association and shall prepare the Association newsletter unless an editor is appointed to do so. The Secretary shall execute all legal documents and required reporting requirements.

Section 4 - TREASURER: The Treasurer is responsible for the funds of the Association and shall maintain the financial records. The Treasurer shall prepare the annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting.

Section 5 - OTHER OFFICERS: Other officers may be appointed by the President, with concurrence of the Board. A legal counsel, an executive secretary, newsletter editor, or such other assistant officers as are deemed necessary and need not be members of the Association.

Article VIII - COMMITTEES

Section 1 - MEMBERSHIP and SOCIAL COMMITTEE: This committee shall initiate plans for the recruiting of new members and offer suggestions to the Board on retention of current members. This committee shall provide refreshments at the Annual Meeting and, after receiving Board approval, shall organize and publicize other social events to be sponsored by the Association.

Section 2 - FINANCE COMMITTEE: The Finance Committee shall recommend fundraising activities to the Board and, after receiving Board approval, shall organize such activities. The Finance Committee shall also annually audit the financial records of the Association.

Section 3 - LAND USE COMMITTEE: The Land Use Committee shall represent the Association at local public hearings and informational meetings relating to zoning, sanitation codes, subdivision ordinances, pollution sources, and changes in land use which might affect water quality. The Committee shall offer proposals to the Board regarding land use issues.

Section 4 - BOATING SAFETY COMMITTEE: The Boating Safety Committee shall represent the Association at local public hearings and informational meetings relating to water safety patrols, lake use ordinances, and obstacles to navigation. The Committee shall offer proposals to the Board regarding water use issues.

Section 5 - FISHING AND WATER QUALITY COMMITTEE: The Fishing and Water Quality Committee shall represent the Association at Wisconsin Department of Natural Resources hearings and at local meetings relating to in-lake water quality, fish and wildlife habitat, and water levels. The Committee shall offer proposals to the Board regarding water quality monitoring and ecological management of the fishery.

Section 6 - OTHER COMMITTEES: The President (or Board) may appoint such other committees as are deemed necessary to support the efforts of the Association.

Article IX - 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.

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a calendar year basis.

Section 3 - ACCOUNTS AND INVESTMENTS: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board. Disbursements authorized by the Board shall be made by check, signed by the Treasurer or other Board designees.

Article X - ADOPTION AND AMENDMENTS

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

Article XI - DISSOLUTION

The Board of Directors, by a two-thirds affirmative vote of all directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval by the members as provided under Wisconsin law. Dissolution of the Association shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.

CERTIFICATION

These bylaws were adopted by vote of yes (6) and no (0) at the Board of Directors meeting on this 5th day of January, 2009 and amended at the annual meeting held on June 12, 2010 by unanimous vote of the members present.

Secretary _____(Lynn Patton)_____

