

**BYLAWS
OF
THE DELAVAN LAKE IMPROVEMENT ASSOCIATION
September 20, 2021**

ARTICLE I

Section 1. Statement of Purpose

The purpose of the Delavan Lake Improvement Association (DLIA) is to help protect and preserve the lake and all the land around it; to represent those who own its property, and to provide a wholesome and relaxing environment for our friends and visitors

Section 2. Goals

The Association from time to time, shall identify and state in writing its basic goals and expectations. This statement shall be made a part of the record and purpose of the Association. A written statement of goals of the Association shall be posted on the DLIA website and reviewed with the membership at the Annual Meeting.

ARTICLE II - MEMBERS

Section 2. Membership

Classification of membership is defined as follows:

- a) Individual: The type of membership entitles the individual member to all the Rights of the corporation at an annual membership fee as shall be determined from time to time by the Board of Directors. This annual membership shall run from January 1 through December 31 of each year.
- b) Family: The type of membership entitles the individual member to all the Rights of the corporation at an annual membership fee as shall be determined from time to time by the Board of Directors. This annual membership shall run from January 1 through December 31 of each year.
- c) Sustaining: This type of membership entitles the individual member to all the Rights of the Corporation and is carried by those members who wish to lend greater financial support to the work being done by the Corporation. The annual membership fee shall be determined from time to time by the Board of Directors. This annual membership shall run from January 1 through December 31 of each year.
- d) Patron: This type of membership entitles the individual member to all the Rights of the Corporation and is carried by those members who wish to lend greater financial support to the work being done by the Corporation. The annual membership fee shall be determined from time to time by the Board of Directors. This annual membership shall run from January 1 through December 31 of each year.

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- e) Ex-officio Members: Ex-officio membership may be granted by the Board of Directors at its discretion to individuals, organizations or associations having an interest in the improvement and betterment of Delavan Lake.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Number of Directors

The Board of Directors shall be comprised of a maximum of eleven (11) members of the Corporation (the actual number of Directors to be determined by the availability of those qualified and desirous of serving) who shall be nominated by the Nominating Committee and selected at the annual meeting of the members of the Corporation. Directors shall be elected for a term of three (3) years. In addition, replacements for the deceased or resigned directors shall also be elected each year to complete the vacated terms. The Nominating Committee generally shall re-nominate directors for additional terms only in cases in which directors have exhibited special interest by regular attendance at meetings.

Section 2. Meetings of the Board of Directors

- a) Meetings of the Board of Directors shall be called at the request of the President, Vice President, or any four (4) Directors upon ten (10) days written notice to the summer and winter addresses of the Directors or emailed four (4) days prior to the meeting date.
- b) All meeting shall follow Roberts Rules of Order
- c) Meeting may be held by virtual reality if circumstances require such meetings.

Section 3. Quorum

Attendance by a majority of the Board of Directors shall constitute a quorum for the transaction of business by that body. A smaller number may adjourn the meeting to some other day.

Section 4. Vacancies

Vacancies on the Board of Directors may be filled by the majority vote of said Board, such appointment to terminate at the next annual meeting of the Corporation.

Section 5. Compensation

The Board of Directors shall receive no compensation for services to the Corporation, except as deemed necessary for officers of the Corporation.

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ARTICLE IV – OFFICERS

Section 1. Number

The general officers of the Corporation shall be a President, Vice President, Treasurer, and Executive Secretary, each of whom shall be elected annually by the Board of Directors from the members of the Board of Directors. The Board may fix the proper compensation, if necessary, of such officers.

Section 2. Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors within eight weeks after the annual meeting of the members of this Corporation. Each officer shall hold office until his/her successor shall have been duly elected and qualified, or until his/her death or resignation.

Section 3. President

The principal duties of the President shall be to preside at all meetings of the Board of Directors and the Corporation, and to have general supervision of the affairs of the Corporation.

Section 4. Vice President

The principal duties of the Vice President shall be to discharge the duties of the President in the event of the absence or disability, for any cause whatever, of the President.

Section 5. Executive Secretary

The principal duties of the Executive Secretary shall be to countersign with the President, all deeds, leases and conveyances executed on behalf of the Corporation, , and to keep a record of the proceedings of the Board of Directors, together with regularly convened meetings of the Executive Committee, and to safely and systematically keep all books, papers, records, and documents belonging to the Corporation or in an way pertaining to business thereof, except such records as the Treasurer is required to keep. In addition, the Executive Secretary shall perform generally all matters pertaining to the office as shall be required by the Board of Directors. The Executive Secretary may receive compensation as the Board of Directors may deem proper.

Section 6. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receipt and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors, and in general, perform all of the duties

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incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. With the approval of the Board of Directors, the Treasurer may delegate a portion of the day-to-day duties, such as the collection of dues, and payment of authorized expenses of the Corporation to the Executive Secretary. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE V – COMMITTEES

Section 1. Executive Committee

The Executive Committee shall be comprised of the President, Vice President, the Executive Secretary, and the Treasurer. It shall meet at the call of the President, Vice President, or any two (2) members, and at regular times as it shall determine. The Executive Committee shall have all the powers of the Board of Directors to act between meetings of the Directors, provided that after each meeting of the Executive Committee, the President or Vice President shall report at the next Board meeting the action taken by the Executive Committee and summarize reports by committees. Three members of the Executive Committee shall constitute a quorum. The Executive Committee shall constitute the planning committee of the Board of Directors, and shall submit, within two months of the Annual Meeting, a statement of proposed objectives and goals of the Association for approval of the Board.

Section 2. Committees

- a) Standing Committees: The nature and number of standing committees for the Corporation shall be determined annually by recommendation of the President, as approved by the Board of Directors. The members of the standing committees so approved shall be by appointment of the President.
- b) Special Committees: Special committees may be appointed by the President as necessary.

ARTICLE VI – FINANCIAL MANAGEMENT

Section 1. Use of Monies

- a) Monies derived from payment of dues and other fund-raising activities shall be used toward paying the salary of the Executive Secretary (if approved by the Board) and for other expenses of the Corporation as authorized by the Board of Directors.
- b) At the direction of the Board of Directors, monies derived from dues and other fund-raising activities shall be used to fund such programs as approved by the Board of Directors.

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Section 2. Acts of Officers

The Corporation shall not enter into nor be bound by any contract or act of any officers, agent, or director, except as authorized by a resolution of the Board of Directors.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by either the President, Treasurer or Executive Secretary for expenses approved by the Board of Directors.

ARTICLE VII – ORDER OF BUSINESS

The order of business to be followed by the Corporation and by the Board of Directors shall be as follows:

- a) Call to Order
- b) Quorum Count
- c) Approval of Agenda
- d) Approval of minutes of previous meeting
- e) Communications
- f) Treasurer’s Report
- g) Report of Standing Committees
- h) Reports of Special Committees
- i) Outreach
 - a. Lake Committee
 - b. DLSD
 - c. Other as noted
- j) Old Business
- k) New Business
- l) Invoice Approval
- m) Next Meeting Date
- n) Adjournment

ARTICLE VIII – ANNUAL MEETING

There shall be an annual meeting of the members of this Association and this meeting shall be held on the Saturday before Labor Day of each year, or at such time and date within forty-five (45) days before and after said date, as may be fixed by the Board of Directors.

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The principal business of the annual meeting shall be the election of Directors, ratification of the actions/goals of the Board of Directors for the coming year, reports on the activities of the Association, and the transaction of such other business as may come before the meeting.

ARTICLE IX – AMENDMENTS

The power to alter, amend, or repeal the Bylaws of the Association is vested in the Board of Directors. The Bylaws of the Association may be altered, amended or repealed only by a two-thirds majority vote of all the members of the Association's Board of Directors, whether present or not. Directors attending any meeting at which Bylaws are to be altered, amended, or repealed, may vote for absent Directors by proxy at any properly scheduled meeting of the Board of Directors.

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ARTICLE X – INDEMNIFICATION

Each Director and Officer of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he/she has or shall become subject to by reason of serving or having served as such Director or Officer, or by reason on any action alleged to have been taken, omitted or neglected by him/her as such Director or Officer; and the Association shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability, provided however, that no such persons shall be indemnified against, or be reimbursed for any expense incurred with any claim or liability arising out of his/her willful misconduct or gross negligence.

The amount paid to any Officer or Director by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or Officer of the Association may otherwise be entitled by law.

ARTICLE XI – DISSOLUTION

In the event the Board of Directors determines, in its discretion, that the purpose for Association no longer exists, and it is best to dissolve, the Board of Directors shall determine the proper disbursement of monies remaining after payment of expenses and satisfaction of liabilities by the Association.

ARTICLE XII – CONFLICT OF INTEREST

Each Director will be required to execute annually a Conflict-of-Interest statement confirming that she/he understands the importance of avoiding an appearance or actual conflict of interest. The statement will be of a form approved by the Board of Directors.