

BY-LAWS OF THE WHITEWATER-RICE LAKES MANAGEMENT DISTRICT

In keeping with the resolution of the Walworth County Board of Supervisors that created the Whitewater-Rice Lakes Management District in December, 1986, the electors of the said Whitewater--Rice Lakes Management District (hereinafter, the District) do adopt these By-Laws. The purpose of these By-Laws is to define and regulate the activities of the District, its officers and committees. These By-Laws shall at all times be interpreted in a manner consistent with the laws of the State of Wisconsin and Chapter 33 of the Wisconsin Statutes under which the District was created and operates.

ARTICLE I - POWERS OF THE DISTRICT

Section 1 - GENERAL POWERS OF A BODY CORPORATE: The District may sue and be sued, make contracts, accept gifts, purchase, lease, devise or otherwise acquire, hold, maintain, or dispose of real or personal property, disburse money, contract debt and do any other acts necessary to carry out a program of lake protection and rehabilitation.

Section 2 - SPECIFIC LAKE MANAGEMENT POWERS: The District shall have such other powers as set forth in Chapter 33 of the Wisconsin Statutes as amended from time to time.

Section 3 - CONTRIBUTIONS: No monies raised for the lake management district shall be spent as contributions to groups that are seeking funds for purposes other than direct lake management. No political, charitable, or benevolent causes shall be supported with District funds.

Section 4 - WHITEWATER LAKE DAM: The District shall **not**, by any method:

- A. alter the dam at the north portion of Whitewater Lake.
- B. take any action to divert water around the dam.
- C. take any action to change the ownership of the dam.

Article II – ELECTORS and VOTING PROCEDURES

Section 1 - RESIDENT ELECTORS: Every resident of the District, who is eligible and registered to vote in general elections in the state of Wisconsin, shall be an eligible elector of the District.

Section 2 - PROPERTY OWNER ELECTORS: Every U.S. citizen, 18 years-of-age or older, who owns real property in the District shall be an eligible elector of the District and may vote in accordance with Sections 3, 4, and 5 of this Article. Any corporation, partnership, trust, foundation, association, or organization that owns real property in the District may appoint one official representative who shall be an eligible elector of the District. For the purpose of receiving notice for the purpose of petitioning under these By-Laws, the terms "owner", "property owner", or "landowner" means the person whose name appears on the assessment role prepared for the purpose of real property taxation. For the purpose of petitioning under these By-Laws, the "owner", "property owner", or "landowner" means the person whose name

appears on the assessment role prepared for the purpose of real property taxation or the spouse of the person whose name appears on the assessment role.

Section 3 - MULTIPLE VOTING: Any elector may represent his/her residence casting only one vote per residence on any question called to a vote.

Section 4 - NON-RESIDENT MULTIPLE OWNERS: Joint tenants or tenants-in-common of real property may represent his/her residence casting only one vote per residence on any question called to a vote. For the purpose of voting at meetings, the terms "owner", "property owner", or "landowner" means a person who is a U.S. citizen and eighteen years of age or older and who meets any of the following requirements:

- A. The person's name appears on the assessment role prepared for the purpose of real property taxation;
- B. The person owns title to real property but the person does not appear as an owner of real property on the tax role;
- C. The person is the official representative, officer, or employee who is authorized to vote on behalf of a trust, foundation, corporation, association, or organization that owns real property in the District.

Section 5 - CASTING BALLOTS: An elector must be present at the meeting at the time the vote is called in order to vote. No elector may vote by proxy or absentee ballot or referendum. Except as specified by statute or provided herein, votes may be counted by a show of hands. At his/her discretion the Chairperson of the meeting may call for a written ballot. However, the election of one or more Commissioners to fill vacancies on the Board shall be by secret ballot.

ARTICLE III - DISTRICT BOARD OF COMMISSIONERS

Section 1 – COMPOSITION and TERMS OF OFFICE: The affairs of the District shall be managed by the Board of Commissioners which shall consist of seven persons. Five shall be elected as provided in Article III, Section 3 of these By-Laws and one each shall be appointed by the Walworth County Board and by the local municipality with the largest portion by valuation within the District. Commissioner terms shall consist of three (3) three-year terms and two (2) two-year terms. Commissioners may serve an unlimited number of terms.

Section 2 - POWERS AND DUTIES: The Board shall conduct all business of the District not specifically reserved to the electors of the District, and shall carry out the provisions of these By-Laws and Chapter 33 of the Wisconsin statutes, and shall carry out the mandates of the annual meeting. The Board shall be directly responsible for:

- A. Initiating and coordinating research and surveys for the purpose of gathering data on the lake, related shore lands and drainage basin.
- B. Planning lake rehabilitation projects.
- C. Contacting and attempting to secure the cooperation of units of general purpose government in the area for the purpose of enacting ordinances deemed necessary by the Board to further the objectives of the District.

- D. Adopting and carrying out lake protection and rehabilitation plans and obtaining all necessary permits.
- E. Maintaining liaison with those officials of state government involved in lake protection and rehabilitation and providing the Department of Natural Resources with the names and addresses of the current commissioners.
- F. Managing all fiscal matters of the District subject to the powers and directives of the annual meeting or a special meeting of electors.
 - 1) The Board shall annually, at the close of the fiscal year, cause an audit to be made of the financial transactions of the District which shall be submitted to the annual meeting.
 - 2) The Board may borrow money pursuant to section 67.12 Wis. Stats. when in temporary need. A majority of the commissioners plus one must be present when a resolution is passed to commit the District to borrowing money or to using any other financing method prescribed by law.
 - 3) The Board may use special assessments or charges for the purpose of carrying out District protection and rehabilitation projects, or for other lake management activities undertaken by the District. However, the use of special assessment, special charges, or such funding, shall require approval of a majority of electors present at an annual meeting or special meeting.

Section 3 - ELIGIBILITY OF COMMISSIONERS: Any elector of the District who is an owner of real property within the District shall be eligible for election to the office of Commissioner.

Section 4 - NOMINATION OF COMMISSIONERS: The Board shall nominate candidates to fill all upcoming vacancies on the Board, or the Board may appoint a Nominating Committee to perform this function. If none of the commissioners, whose terms do not expire, are resident electors, then two of the candidates nominated shall be resident electors. The minimum number of candidates nominated by the Board shall at least be equal to the number of vacancies. Any three electors may nominate additional candidates by submitting written nomination papers to the Secretary of the Board at least 35 days prior to the annual meeting. The names of all nominated candidates shall appear on the written and published notices of the annual meeting.

Section 5 - ELECTING COMMISSIONERS: At each annual meeting, the electors shall elect one commissioner to fill each vacancy on the Board. When a commissioner's term of office has expired, his/her successor shall be elected to a three-year term. If a commissioner leaves office before the expiration of his/her term, the Board may appoint an interim commissioner to fill the vacancy until the next annual meeting. In any year in which more than one vacancy exists, the candidate receiving the greatest number of votes shall be elected to a three-year term; the candidate receiving the second greatest number votes shall be elected to the next longest term; and the candidate receiving the third greatest number of votes shall be elected to the shortest term vacancy, if any. One of the five elected commissioners must be a resident of the District (see Article I - Section1); however, if no resident is willing to be elected for a given term, the residency requirement shall be waived until the end of that term. If none of the commissioners, whose terms do not expire, is a resident elector, then the resident elector receiving the greatest

number of votes shall be elected to the three-year term. Commissioners shall assume their office immediately following the annual meeting at which they are elected.

Section 6 - OFFICERS: At the first Board meeting, immediately following each annual meeting of the District, the Board shall elect a chairperson, a secretary, and a treasurer from among its members.

- A. The chairperson shall preside at all meetings of the Board and all public hearings held by the Board.
- B. The secretary shall keep minutes of all meetings of the District and the Board and hearings held by it, and shall annually notify the Department of Natural Resources (Office of Inland Lake Renewal) of the continued existence of the District.
- C. The treasurer shall receive and take charge of all moneys of the District and payout the same only on order of the Board.

Section 7 - REMOVAL OF A COMMISSIONER: A commissioner is expected to discharge his/her duties in a timely manner, and to the fullest extent possible. If a commissioner is absent from three consecutive Board meetings without just cause (as determined by the Board), the commissioner may be requested to resign, or may be removed from office by a majority vote of the Board. The commissioner must be given written notification of such intended action at least 30 days prior to further action by the Board.

Section 8 - OPEN MEETINGS: The Board shall meet at least quarterly, and at other times on the call of the Chairperson or the petition of three of the commissioners. Meetings shall be open and proper notice given in accordance with legislation governing meetings of public bodies.

Section 9 - QUORUM AND VACANCIES: Three commissioners shall constitute a quorum for the transaction of business. A majority of the commissioners plus one shall be present to borrow money. If a vacancy occurs for an elected position, the board shall appoint an elector to fill any vacancies until the next annual meeting, subject to approval by a majority vote of the Board. If a vacancy occurs in an appointed position, the appointing authority shall appoint a person to fill the vacancy.

Section 10 - COMPENSATION: The commissioners shall receive no remuneration for their service in office, but a commissioner shall be paid for actual and necessary expenses incurred while conducting the business of the District.

ARTICLE IV - COMMITTEES

Section 1 - ELECTIONS: The Chairperson shall appoint three to six electors, who are not running for the office of commissioner, to serve as the elections committee. The committee shall distribute, collect, and count the ballots at the annual meeting and report the results to the annual meeting.

Section 2 - AUDITING: With Board approval, the Chairperson shall appoint three electors to serve as the auditing committee. The committee shall examine all financial records of the District and report its conclusions to the annual meeting.

Section 3 - ADVISORY COMMITTEES: With Board approval, the Chairperson may appoint ad-hoc advisory committees. These advisory committees shall advise and assist the Board in planning lake studies and management projects, securing cooperation and maintaining liaison with other units of government, and participate in general activities of the District as directed by the Board.

Section 4 - OTHER COMMITTEES: with Board approval, the Chairperson may appoint other committees as deemed necessary to further the interests of the Board.

Section 5 - REPORTING: All committees shall report to the Chairperson at his/her request and to the annual meeting.

Section 6 - COMPENSATION: Committee members shall receive no remuneration for service to the District. With approval from the Board, committee members may submit vouchers for actual and necessary expenses incurred while conducting the business of the District.

Section 7 - TERMS OF MEMBERS: All committee members shall serve at the pleasure of the Board and may be replaced by the Board.

Article V - ANNUAL MEETING AND BUDGET HEARING

Section 1 - TIME AND PLACE: The annual meeting and budget hearing of the District shall be held between May 22 and September 8, at a time and place selected by the District Board of Commissioners (hereinafter, the Board) unless the date has been set by vote of the previous annual meeting.

Section 2 - NOTICE:

- A. A written notice of the annual meeting and budget hearing, together with a summary of the proposed budget, shall be mailed at least 30 days in advance of the meeting to all electors within the District and owners of property within the District, whose address is known (or can be ascertained with reasonable diligence), and to the Department of Natural Resources. A summary of the proposed budget and notice of the place where such budget, in detail, is available for public inspection, and notice of the time and place of the annual meeting and budget hearing may be published in a paper of general circulation in the area in addition to sending written notice to electors residing within the District. The published notice shall be at least 15 days before the meeting,
- B. At an annual meeting, the District may not consider nor approve any borrowing or any tax to pay for any indebtedness incurred pursuant to the District's power to finance unless the meeting notice includes a statement that borrowing or a tax levy to pay the indebtedness will be considered at the meeting.

Section 3 - ANNUAL BUDGET AND TAX: At the annual meeting and budget hearing, the Board shall present a proposed budget and tax for the coming calendar year. The electors of the District shall approve the budget and vote the tax as proposed or modify the budget and change

the tax accordingly. The property tax levy of the District shall not exceed a rate of 2.5 mills of equalized valuation. The annual meeting may direct the Board to adopt and collect special charges or special assessments.

Section 4 - PROJECT APPROVAL: The electors present at the annual meeting shall approve or disapprove all proposed projects by the District having a cost to the District in excess of \$10,000. The electors present at the annual meeting may also authorize the Board, during the succeeding year until the next annual meeting, to approve or disapprove projects having a cost to the District in excess of \$10,000 and to enter into contracts accordingly, subject to the limitations provided in the authorizing resolution. Votes on projects may be taken by written ballot at the request of the Chairperson.

Section 5 - OTHER BUSINESS: The annual meeting shall take up and consider such other business as comes before it.

ARTICLE VI - PUBLIC BIDDING

Section 1 - LOW BID: All contracts exceeding \$2,500 for work or materials shall be let by the Board to the lowest responsible bidder in the manner which the Board prescribes. All due consideration shall be given to Wisconsin and/or Illinois companies submitting bids. The manner of soliciting bids and the determination of the qualifications of the bidder shall be at the discretion of the Board. If a bid is accepted which exceeds any other bid by more than 10%, the Board must provide written justification for its action at the next annual meeting. The Board reserves the right to reject any of all bids.

Section 2 - SECURITY BOND: The Board may require that a contracting party give adequate security to assure performance of the contract and to pay all damages which may arise from inadequate performance.

Section 3 - CONFLICT OF INTEREST: Any commissioner shall abstain from voting on any matter before the Board in which he/she as a private person, or in which any member of his/her family (spouse, parent, or child), has financial interests. Nor shall any commissioner or member of his/her immediate family contract to conduct business with the District.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1 - SPECIAL MEETINGS:

- A. The Board may schedule special meetings of the District at any time. The Board shall schedule a special meeting upon receipt of a petition signed by at least ten percent (10%) of the electors and property owners in the District.
- B. Written notice of a special meeting shall be given to the same persons and in the same manner required under Article IV - Section 2; however the District may not consider nor approve any borrowing or any tax to pay any indebtedness unless the meeting notice includes a statement that borrowing or a tax levy to pay the indebtedness will be considered at the meeting.

- C. At a special meeting, electors and property owners may take any action that is required or allowed to be taken at an annual meeting, except that they may not do any of the following:
- 1) Approve an annual budget, but they may consider and vote on amendments to the annual budget;
 - 2) Consider the dissolution of the District or dissolve the District;
 - 3) Consider a matter that was resolved during another special meeting that was held since the previous annual meeting.

Section 2 - CONDUCT OF MEETINGS: All meetings of the District shall be conducted according to Roberts Revised Rules of Order unless they contradict the requirements of these By-Laws. The Chairperson may serve as parliamentarian or he/she may appoint someone to serve as parliamentarian for a particular meeting.

Section 3 - AMENDING THE BY-LAWS: These By-Laws may be amended at any legal annual or special meeting of the District. Amendments shall require a two-thirds vote of the electors present and voting at the annual or special meeting. The amended By-Laws shall become effective immediately upon passage.

Section 4 - DISSOLUTION OF THE DISTRICT: A petition to dissolve this District may not be considered at an annual meeting of the District unless an elector within the District or a property owner within the District notifies the Board of Commissioners in writing at least 90 days before the annual meeting that the elector or property owner intends to petition for dissolution at that annual meeting. The notice of the annual meeting must include a statement that a petition to dissolve the District will be considered. The District may be dissolved upon a two-thirds vote of the electors and property owners present at the annual meeting. The County Board shall, by order, dissolve the District following receipt of the petition if the County Board finds that one or more of the standards for the creation of a district under section 33.26(3), Wis. Stats., are not met. The order for dissolution shall be conditioned upon proper petition to the Circuit Court and appointment of a receiver to administer the winding up of the District under the supervision of the Court and, a final order of the Court. The Attorney General shall represent the state and shall be a party to every dissolution proceeding where state money is involved.

CERTIFICATION: These Amended By-Laws were adopted by a two thirds vote at the annual meeting held August 22, 2009.

_____, Secretary