

**BYLAWS  
OF  
NORTH AMERICAN LAKE MANAGEMENT SOCIETY, INC.**

**ARTICLE I  
OFFICES**

1.01. **Principal and Business Offices.** The North American Lake Management Society, Inc. (hereinafter referred to as “Corporation”) shall maintain a principal office in the State of Wisconsin. The Corporation may have such other offices, either within or outside the State of Wisconsin, as may be designated from time to time by resolution of the board of directors.

1.02. **Office of the Registered Agent.** The office of the registered agent of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office of the Corporation in the State of Wisconsin. The address of the office of the registered agent may be changed from time to time by the board of directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office.

**ARTICLE II  
PURPOSES; OBJECTIVES; POWERS; CODE OF CONDUCT**

2.01. **General Purposes.** The Corporation is organized and shall be operated in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or any successor statute. Specifically, the Corporation’s purposes shall include, but not be limited to, the following:

- (a) To forge partnerships among citizens, scientists, and professionals to foster the management and protection of lakes and reservoirs for today and tomorrow;
- (b) To own, lease, sell, exchange or otherwise deal with all property, real and personal, tangible or intangible, to be used in furtherance of these purposes; and
- (c) To engage in any and all lawful activities incidental, useful or necessary to the accomplishment of the above-referenced purposes.

2.02. **Objectives.** The objectives of the Corporation are:

- (a) To facilitate the exchange of information on the technical and administrative aspects of managing lakes and their watersheds;
- (b) To promote public understanding of lake ecosystems, their value, and the threats they face, by providing educational and outreach programs and materials;

- (c) To encourage public support for national, state or provincial, and local programs promoting management of lakes and their watersheds;
- (d) To provide guidance to public and private agencies and citizens involved in or planning management activities for lakes and their watersheds;
- (e) To improve the professional status of all persons engaged in any aspect of managing lakes and their watersheds; and
- (f) To identify needs and encourage research on lake ecology and watershed management.

2.03. **Powers.** The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended (but shall exercise such powers only in fulfillment of its above-stated purposes).

2.04. **Code of Conduct.** The Corporation commits to promoting a welcoming environment while fulfilling its mission, and as such, has adopted a Code of Conduct to guide daily operations, including the Corporation's symposia, by fostering environments that are safe, collaborative, supportive, and productive. All members and attendees are required to abide by the Code of Conduct as approved by the board of directors when conducting or participating in Corporation activities and functions.

## ARTICLE III

### MEMBERS

#### 3.01. **Membership.**

- (a) *Membership.* The Corporation shall have two classes of membership: (1) individual, and (2) institution/organization. Each member, whether an individual or institution/organization, shall be entitled to one vote and to other rights of membership as provided herein.
- (b) *Dues.* The annual dues of the members of the Corporation shall be in such an amount as the board may from time to time determine. Any such annual dues determination shall be subject to ratification by a majority of the members who are present and voting at the annual meeting of the Corporation. A person, institution, or organization that is interested in membership in the Corporation shall submit an application for membership and dues to the Corporation. The membership year begins on January 1.
- (c) *Withdrawal.* A member of the Corporation may withdraw at any time by either declining to pay their dues as of the annual meeting or filing a written resignation with the secretary. For purposes of quorum requirements, all members who have paid their dues and have not filed a written resignation as of the annual meeting will be counted towards quorum for the year in which the dues were paid.

- (d) *Suspension or Termination.* The membership in the Corporation of any member may be suspended or terminated for nonpayment of dues or for any activity or behavior which the board of directors in its sole discretion may deem contrary to the best interests of the Corporation; provided, however, any such suspension or termination must be approved by two-thirds (2/3rds) of the members of the board. Upon approval by two-thirds (2/3rds) of the members of the board, all rights and obligations of such member with respect to the Corporation, including, but not limited to, all interest in any funds or other property of the Corporation, and all right to the use of the name, emblem or other insignia of the Corporation, and except such obligations as shall have accrued prior to such suspension or termination, shall terminate. In cases of suspension, the rights and obligations of the suspended member in respect to the Corporation shall automatically revert in such member at the expiration of the period of suspension specified in the suspension resolution.
- (e) *Powers.* The members in good standing shall elect the officers and the members of the board of directors and shall have all powers and authority granted to members by Chapter 181 of the Wisconsin Statutes, the articles of incorporation and these bylaws.

3.02. **Meetings, Notice; Quorum; Voting.**

- (a) *Annual and Special Meeting.* There shall be an annual meeting of the members which shall take place at such place, at such time, and by such means as shall be designated by the board of directors. Special meetings of the members may be called by the president, a majority of the board of directors, or a group of fifty (50) members of the Corporation that are in good standing.
- (b) *Notice and Waiver of Notice.* Notice of the date, time and place of any meeting shall be given by written notice delivered personally to each member at least thirty (30) days prior thereto, or by written notice mailed to each member at least thirty (30) days prior thereto, unless a different time shall be required by Chapter 181 of the Wisconsin Statutes. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to a member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purposes of objecting to the transaction of any business because the meeting is not lawfully called or convened. For purposes of this Section 3.02(b), notice shall be deemed provided and delivered when notice of any meeting of the members is published in LakeLine (the **quarterly publication of the Corporation**) or successor periodical of the Corporation, or in NALMS Notes & Lake News (the periodic electronic communication of the Corporation) to its members, and made available by the Corporation on its website or mailed by United States mail or electronic mail addressed to such member at his or her address as it appears on the records of the Corporation.

- (c) *Quorum.* Twenty-five (25) members shall constitute a quorum for the transaction of business.
- (d) *Voting by Members.* Only members in good standing as of the annual meeting each year shall have the right to vote at the annual meeting of members held in that year. At each meeting of the members, each member shall be entitled to cast one (1) vote on matters presented to the membership for its approval. The act of the majority of the members at a meeting at which a quorum is present shall be the act of the membership, except to the extent that a different proportion is required by law, the articles of incorporation or these bylaws. Voting by proxy shall not be permitted.

3.03. **Telephonic or Online Meetings.** Any action required or permitted by the articles of incorporation or bylaws or any provision of law to be taken by the members at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating members may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating member and each participating member is able to immediately send messages to all other participating members. Correspondence by electronic mail, facsimile or other electronic means shall conclusively be deemed to comply with this Section 3.03.

3.04. **Procedure at Meetings.** The president, and in his or her absence, the president-elect, and in his or her absence, any person chosen by the members present shall call the meeting of the members to order and shall act as chairperson of the meeting, and the secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the secretary, the presiding officer may appoint any other person to act as secretary of the meeting. Robert's Rules of Order Newly Revised, shall be the parliamentary authority for all matters of procedure not specifically governed by these bylaws.

3.05. **Written Consent Without Meeting.** Any action required or permitted by the articles of incorporation, bylaws or any provision of law to be taken by the membership at a meeting or by resolution, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by fifty percent (50%) of the members then in good standing.

## ARTICLE IV

### BOARD OF DIRECTORS

4.01. **General Powers and Number.** The business affairs of the Corporation shall be managed by its board of directors. The number of the directors of the Corporation shall be a maximum of nineteen (19), consisting of the officers of the Corporation and fourteen (14) elected directors. The fourteen (14) elected directors shall consist of one (1) at-large director, one (1) student director elected by student members of the Corporation, and twelve (12) regional directors elected by the membership of the Corporation to represent geographic areas as specified in this Article IV. These bylaws may be amended to enlarge or reduce the number of the directors except that the number of directors shall not be reduced to less than three (3).

4.02. **Tenure and Qualifications.** The regional and at-large directors will be elected for a three (3) year term, and may succeed themselves for one (1) additional three (3) year term, not to exceed two consecutive terms. The student director will be elected for a one (1) year term and may serve up to three (3) successive consecutive one-year terms. Each director shall hold office until his or her successor shall have been duly elected and qualified or until his or her death, resignation, or removal. A director may be removed from office with or without cause by the affirmative vote of a majority of the directors then in office. A director may resign at any time by filing his or her written resignation with the president of the Corporation. The board of directors may, from time to time, prescribe such qualifications for membership on the board of directors, in addition to any qualifications set forth in these bylaws or articles of incorporation, subject to ratification by a majority of the members who are present and voting at the annual meeting of the Corporation approval as it shall deem appropriate.

4.03. **Nomination; Election.** Nominations for directors for the following year shall be received by the nominating committee at least ninety (90) days before the date of the annual meeting. The nominating committee shall nominate at least one candidate for the at-large director whose term expires and for regional directors residing in each of the four geographic regions with incumbent directors whose terms expire. The election of each regional director shall be as set forth in Section 4.04 below. The nominating committee shall submit a ballot including its nomination of one or more candidates for each position to be filled. All candidates for director positions shall be members of the Corporation in good standing.

Nominations shall be sent by electronic mail to all members with e-mail addresses on file with the Corporation, and shall include instructions for electronic balloting. Paper ballots shall be mailed to any member without an e-mail address on file by United States mail up to a date that is no less than thirty (30) days before the date of the annual meeting. All electronic ballots shall be cast and all paper ballots shall be postmarked at least fifteen (15) days before the date and time of the call-to-order of the annual meeting. Except as otherwise provided herein, the regional directors shall be elected by plurality vote of the members in good standing who reside in their respective geographic regions as defined in Section 4.03 below. The student director shall be elected by a plurality vote of all student members of the Corporation in good standing and who cast their respective ballot.

4.04. **Regions.** Regional directors shall be elected from the following geographic regions:

- (a) *Region 1:* Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont.
- (b) *Region 2:* New Jersey, New York, Puerto Rico.
- (c) *Region 3:* Delaware, District of Columbia, Maryland, Pennsylvania, Virginia, West Virginia.
- (d) *Region 4:* Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee.
- (e) *Region 5:* Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin.

- (f) *Region 6:* Arkansas, Louisiana, Mexico, New Mexico, Oklahoma, Texas, and all other areas not in the United States or Canada.
- (g) *Region 7:* Iowa, Kansas, Missouri, Nebraska.
- (h) *Region 8:* Colorado, Montana, North Dakota, South Dakota, Utah, Wyoming.
- (i) *Region 9:* Arizona, California, Hawaii, Nevada.
- (j) *Region 10:* Alaska, Idaho, Oregon, Washington.
- (k) *Region 11:* New Brunswick, Newfoundland, Nova Scotia, Ontario, Prince Edward Island, Quebec.
- (l) *Region 12:* Alberta, British Columbia, Manitoba, Northwest Territories, Saskatchewan, Yukon Territory.

4.05. **Regional, At-Large, and Student Director Schedule.** Directors shall be elected according to the following schedule:

- (a) *2010 Cycle.* Beginning in 2010 and every three (3) years thereafter: Regions 1, 3, 5, 9 and the at-large director.
- (b) *2011 Cycle.* Beginning in 2011 and every three (3) years thereafter: Regions 4, 7, 8, and 11.
- (c) *2012 Cycle.* Beginning in 2012 and every three (3) years thereafter: Regions 2, 6, 10, and 12.
- (d) *Student Director Cycle.* Annually.

4.06. **Annual Meetings.** The annual meeting of the board of directors shall be held each year during the annual symposium or at the call of the president at a place and time to be decided by the president.

4.07. **Regular Meetings.** The board of directors may provide by resolution the time and place for the holding of regular meetings without other notice than such resolution.

4.08. **Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president, the president-elect, or a majority of the directors then in office. The person or persons calling any special meeting of the board of directors may fix any place as the place for holding any special meeting of the board of directors, and if no other place is fixed, the place of the meeting shall be the principal business office of the Corporation.

4.09. **Notice; Waiver.**

- (a) *Notice.* Notice of the date, time and place of any meeting shall be given when (i) orally communicated to a director, (ii) sent by facsimile or other means of wire or wireless communication to the address or number of such director as it appears on the records of the Corporation, or (iii) deposited in the United States mail addressed to a director at his or her address as it appears on the records of the Corporation with postage thereon prepaid. Unless a different time shall be

required by Chapter 181 of the Wisconsin Statutes, (i) if notice is given orally or delivered by facsimile or other form of wire or wireless communication, such notice shall be given to each director at least forty-eight (48) hours prior thereto or (ii) if mailed, such notice shall be deposited in the United States mail at least seven (7) days prior thereto. The purpose of and the business to be transacted at any special meeting of the board of directors shall be specified in the notice of such meeting.

- (b) *Waiver of Notice.* Whenever any notice is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the articles of incorporation or bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.10. **Quorum.** Except as otherwise provided by law, by the articles of incorporation or these bylaws, a majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors but a majority of directors present (though less than a quorum) may adjourn the meeting from time to time without further notice.

4.11. **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by the articles of incorporation or these bylaws. Voting by proxy shall not be permitted.

4.12. **Conduct of Meetings.** The president, and in his or her absence, the president-elect, and in their absence, any person chosen by the directors present shall call the meeting of the directors to order and shall act as chairman of the meeting, and the secretary of the Corporation shall act as secretary of all meetings of the directors, but, in the absence of the secretary, the presiding officer may appoint any other person to act as secretary of the meeting. Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

4.13. **Vacancies.** Any vacancy occurring on the board of directors may be filled by the president for the duration of such director's term of office and until a successor is elected and qualified. Any director who moves out of the region he or she represents shall be required to resign as a director. Upon recommendation of the president, the board may declare vacant the position of any director who has failed to attend two or more meetings of the board.

4.14. **Compensation.** No compensation shall be paid to any director for serving as a member of the board of directors, except that a director may be reimbursed for expenses actually incurred by such director in carrying out any activity of this Corporation.

4.15. **Presumption of Assent.** A director of the Corporation who is present at a meeting of the board of directors or a committee thereof of which he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall

file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation within twenty-four (24) hours after the adjournment of the meeting. Such a right to dissent shall not apply to a director who voted in favor of such action.

4.16. **Committees.** The board of directors, by resolution adopted by a majority of directors then in office, may establish such committees as it shall deem necessary and desirable to enable the Corporation to carry out its purposes. Each committee shall include three (3) or more directors elected by the board of directors plus as many other members of the Corporation as the board deems necessary. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the board of directors of its activities as the board of directors may request. The Corporation shall have the following standing committees: policy committee, nominating committee, publication committee, executive committee, finance committee, *ethics committee*, and articles of incorporation/bylaws committee. The board may also establish such ad hoc committees as may be needed to accomplish specific tasks of the Corporation.

4.17. **Written Consent Without Meeting.** Any action required or permitted by the articles of incorporation, bylaws or any provision of law to be taken by the board of directors at a meeting or by resolution, may be taken without a meeting, if a consent in writing setting forth the actions so taken shall be signed by two-thirds (2/3rds) of the directors then in office.

4.18. **Telephonic Meetings.** Any action required or permitted by the articles of incorporation or bylaws or any provision of law to be taken by the board of directors or a committee of the board of directors at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. Correspondence by electronic mail, facsimile or other electronic means shall conclusively be deemed to comply with this Section 4.18.

4.19. **Conflict of Interest.** Members of the board shall not conduct private business in any manner, which places them at a special advantage because of their association with the Corporation. In providing advisement to the Corporation involving transactions of a nature which may be related to the business or profession of a member, the quality and cost of services shall have a priority and be managed in an objective and customarily competitive manner. In case of a clear conflict of interest, the member of the board will be excused from voting on an item so constituted. The board of directors may adopt a separate conflicts of interest policy if the board determines, in its sole and absolute discretion that such a policy is in the best interests of the Corporation.



## ARTICLE V

### CORPORATE OFFICERS

5.01. **Positions.** The officers of the Corporation shall be the president, president-elect, past-president, secretary, and treasurer and such other officers as determined by the board of directors. The existing officers of the Corporation shall simultaneously serve as directors of the Corporation.

5.02. **Executive Committee.** The officers of the Corporation shall comprise the executive committee. The executive committee may act during intervals between meetings of the board with all of the authority and powers of the board, but shall be subject to the board's control and direction. The executive committee shall not have the authority and power to authorize the sale or other disposition of all or substantially all of the property and assets of the Corporation or to authorize a voluntary dissolution of the Corporation or a revocation thereof. A majority of the members of the executive committee shall constitute a quorum for the transaction of business.

5.03. **Nomination; Election.** Nominations for officers for the following year shall be received by the nominating committee at least ninety (90) days before the date of the annual meeting. The nominating committee shall submit a ballot including its nominations of one or more candidates for each office to be filled. Nominations shall be sent by electronic mail to all members with e-mail addresses on file with the Corporation's office and shall include instructions for electronic balloting. Any member without e-mail access may request that a paper ballot be mailed to them by United States mail up to a date that is no less than thirty (30) days before the date of the annual meeting. All electronic ballots shall be cast and all paper ballots shall be postmarked at least fifteen (15) days before the date and time of the call-to-order of the annual meeting.

Except as otherwise provided herein, the officers of the Corporation shall be elected by plurality vote of the members in good standing by the annual meeting. All candidates for position of officer shall be members of the Corporation in good standing. The treasurer shall be elected in odd-numbered years and the secretary shall be elected in even-numbered years to provide for staggered terms for these offices.

5.04. **Terms.** The terms of the treasurer and secretary shall begin as of the 1st of January of each year. The terms of all other officers shall begin at the conclusion of the annual meeting of the Corporation. The president, past-president and president-elect shall hold office for a term of one (1) year and until a successor shall have been duly elected and qualified or until his or her prior death, resignation or removal. The treasurer and secretary shall hold office for a term of three (3) years and until a successor shall have been duly elected and qualified or until his or her prior death, resignation or removal. The treasurer and secretary shall be elected according to the following schedule:

Beginning 2020 and every three (3) years thereafter: Secretary

Beginning 2022 and every three (3) years thereafter: Treasurer

5.05. **Term Limits.** The treasurer and secretary may succeed themselves for only one (1) additional term.

5.06. **Removal.** Any officer or agent may be removed from office with or without cause by the affirmative vote of a majority of the directors then in office.

5.07. **Vacancies.** A vacancy in any office because of death, resignation, removal or otherwise, shall be filled by the president for the unexpired portion of the term.

5.08. **President.** The president shall be the executive officer of the Corporation, shall preside at all meetings of the board of directors and the Corporation, shall perform any other duties prescribed in these bylaws or assigned by the board of directors, and shall coordinate the work of the officers and committees of the Corporation in order that its purposes be promoted. The president shall serve as an ex-officio member of all committees.

5.09. **President-Elect and Past-President.** The president-elect and the past-president shall act as an aide to the president and shall perform the duties of the president when required. The president-elect shall succeed to the position of the president upon completion of his or her term and shall act as president in the event of the resignation of the president. The president-elect may serve as an ex-officio member of any and all committees. In the event of the resignation of the past-president, the board may reappoint the previous past president to serve the remainder of the term.

5.10. **Secretary.** The secretary shall (a) keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; (b) within seven (7) days after each meeting of the board of directors, such minutes shall be made available to members in good standing who have requested a copy of such minutes and to necessary individuals as determined by the board of directors; (c) see that all notices are duly given in accord with the provisions of these bylaws or as required by law; (d) be custodian of the corporate records; (e) keep or arrange for the keeping of a register of the post office address of each director which shall be furnished to the secretary by such director; and (f) in general, perform all duties incident to the office of the secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the president or by the board of directors.

5.11. **Treasurer.** The treasurer shall keep an accurate account of receipts and expenditures, shall make disbursements as authorized by the board of directors, and shall make a financial report to the board of directors at all meetings of the board of directors and as the board of directors deems necessary. The treasurer shall be responsible for the maintenance of a permanent account and record book showing gross income, receipts, and disbursements of the Corporation, and such other duties and authority as delegated or assigned. The treasurer shall be bonded as required by the board.

5.12. **Assistants and Acting Officers.** The board of directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally. Such assistant or acting officer or other agent so appointed by the board of directors shall have the power to perform all the duties of the office to which he or she is appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the board of directors.

## ARTICLE VI

### CONTRACTS; LOANS; CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

6.01. **Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if (1) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for that purpose without counting the votes or consents of such interested directors; or (2) the fact of such relationship or interest is disclosed or known to the directors entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transactions, but such interested directors shall abstain from any vote to authorize, approve, or ratify such contract or transaction.

- (a) For contracts and agreements associated with a Corporation-sponsored and budgeted conference or symposium, the president shall execute the contract.
- (b) For contracts less than \$5,000 and projects or services included in the annual budget, the president shall execute the contract.
- (c) For contracts more than \$5,000 and projects or services included in the annual budget, the president as authorized by action of the executive committee shall execute the contract.
- (d) For any projects or services not included in the annual budget, the president shall act as delegated by action of the executive committee.

6.02. **Loans.** No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the board of directors. Such authorization may be general or confined to specific instances.

6.03. **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 the president or treasurer of the Corporation or an agent of the Corporation duly appointed for that purpose.

6.04. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the board of directors.

## ARTICLE VII

### SEAL; AFFILIATES

- 7.01. **Corporate Seal.** The Corporation shall have no seal.
- 7.02. **Affiliates.** The board may authorize any state, provincial, territorial or regional lake management group to become an affiliate of the Corporation as provided herein.
- (a) An affiliate may be established by petition to the board in accordance with rules, policies and procedures adopted by the board. The approval of any affiliate shall require approval by two-thirds (2/3rds) of the board present and able to vote at any regular or special meeting of the board.
  - (b) An affiliate organization shall be a member of the Corporation. The purpose and objectives or mission statement of any affiliate must be consistent with those of the Corporation. Each affiliate must be willing to partner with the Corporation on activities that promote environmentally sound lake and reservoir management. Additional benefits, rights or requirements may be set by the board from time to time. The board shall periodically review each affiliate's status. The board may, at sole discretion, revoke said status by approval of two-thirds (2/3rds) of the board present and able to vote at any regular or special meeting of the board.
  - (c) Each affiliate may maintain its own policies and procedures regarding local membership categories and dues structure.

## ARTICLE VIII

### AMENDMENTS

The Corporation shall have the right to amend, alter, change or repeal any provision (collectively, hereinafter referred to as "Change") contained in these bylaws; provided, however, that the following requirements are met:

- (a) If less than thirty (30) days' notice of a proposed Change is provided to the membership, any such Change shall be approved by a two-thirds (2/3rds) vote of the members in good standing present at the annual meeting or a special meeting of the members;
- (b) If notice of a proposed Change is provided to the membership at least thirty (30) days prior to the annual meeting, any such Change shall be approved by a majority of those present and voting at the annual meeting or a special meeting of the members.
- (c) Any such Change shall not cause the Corporation to operate for other than the purposes set forth in Code Section 501(c)(3); and

- (d) Any such Change shall not cause any director or other private individual to participate in the distribution of the earnings, funds, or properties of this Corporation.

## ARTICLE IX

### DISSOLUTION

The Corporation may be dissolved upon a majority vote of the members in good standing at the annual meeting or any special meeting of the members called for that purpose. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and
- (b) Remaining assets shall be distributed to one or more organizations recognized as exempt from federal taxation under Code Section 501(c)(3) that have purposes similar to the Corporation; as the board of directors shall determine.

## ARTICLE X

### INDEMNIFICATION

10.01. **Mandatory Indemnification.** The Corporation shall, to the maximum extent permitted under Chapter 181 of the Wisconsin Statutes, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

10.02. **Supplemental Benefits.** The Corporation may supplement the right of indemnification under Section 10.01 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.