

Bylaws of Cochram Lake District Board

1. **Name** The name of the District as defined under Sec. 33.01(3) Wisconsin Statutes is Cochram Lake District ("District").
2. **Purpose** The Purpose of the District is to protect and maintain and if necessary rehabilitate Cochram Lake and its habitat to its current natural pristine state.
3. **Members** Members of the District shall be shoreline property owners of legal record of Cochram Lake, Price County, Wisconsin. Those Cochram Lake landowners with Cochram Lake frontage.
4. **Voting Rights** All members shall be considered voting members. Voting members shall be entitled to one vote per Cochram Lake owner household on any matter requiring a vote. Proxy voting shall not be permitted.
5. **Meetings of Members**
 - A) **Annual Meeting.** In each calendar year, an annual meeting of members shall be held between May 22 and September 8. The District Board shall give at least twenty (20) days written notice of an annual meeting to each member at the address of the member shown in the records of the District. It shall be the responsibility of each member to inform the District of any change in address.
 - B) **Special Meetings.** Special meetings of members may be called by the majority of the District Board or by written request signed by at least seven (7) members. Special meetings shall be on five- (5) days written notice, which shall describe generally the business to be transacted at the meeting.
 - C) **Place of Meetings.** All meetings of members shall be held within the state of Wisconsin, preferably within Price County Wisconsin.
 - D) **Voting.** Voting shall be by members present at a meeting. One vote per member household. Proxy voting shall not be allowed.
 - E) **Procedure.** Meetings shall be conducted pursuant to Roberts Rules of Order unless some other procedure is approved by two thirds of members present voting.
 - F) **Adjournment.** Meetings may be adjourned from time to time without further notice.
6. **Board of Directors**
 - A) **Number.** The management of the District shall be vested in a Board of Directors ("Board") consisting of no more than five (5) persons ("Directors").

- B) Power of Directors. Directors shall be granted the authority to manage the District to the extent provided by Wisconsin law.
- C) Term. The term of each elected Director shall be for three (3) years. Terms of elected Directors shall be staggered.
 - 1) There shall be three (3) elected Directors. Elected Directors must be members, and at least one elected Director should be a permanent resident of Cochram Lake. If no permanent resident seeks election as a Director, other members are then eligible to be elected.
 - 2) There shall be two appointed Directors. One appointed Director, is appointed by the appropriate Price County authority. The other appointed Director is appointed by the appropriate Town of Fifield authority. The term of each appointed Director shall be fixed by the appointing authority.
- D) Election. Election of elected directors shall take place at the annual meeting of members. Each member may cast one vote for each open Director position at such meeting. Election shall be by a majority of the members present at the meeting. If no candidate reserves a majority of votes in the first round of balloting, the two candidates with the most votes will stand for election in a second round.
- E) Vacancies. In the event of a vacancy on the Board due to death or resignation, the remaining members of the Board shall appoint a successor to fill the vacancy until the next election of Board members.
- F) Meetings of Directors.
 - 1) Annual meeting. There shall be an annual meeting of directors during each calendar year immediately following the annual meeting of members. The board of directors shall give at least 30 days written notice of the annual meeting at the same time notice is given of the annual membership meeting.
 - 2) Regular meetings. At its annual meeting, the Board shall set a schedule of regular board meetings for a period until the next annual meeting. The board shall meet at least once every calendar year quarter. A single written notice of regular board meetings will be given to all directors within 10 days following the annual directors' meeting. Notice of regular directors' meetings may be provided to all members at least 10 days prior to the meeting.
 - 3) Special meetings. Special meetings of directors may be called by the president or by any director. Special meetings shall be on five days written notice, which shall describe generally the business to be transacted at the meeting.
 - 4) Place of meetings. All meetings of directors shall be held within the state of Wisconsin, preferably within Price County Wisconsin.
 - 5) Voting. Voting shall be by directors present at the meeting. Proxy voting shall not be allowed.

- 6) Procedure. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of directors present voting.
 - 7) Alternate voting procedures. Acting by unanimous consent or conducting meetings telephonically shall be permitted to the extent and under the conditions permitted by law.
- G. Compensation. Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the board of directors.
 - H. Indemnification. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.
 - I. Committees. The board of directors may establish any standing or special committees, as it deems appropriate, provided that such committees may not exercise the powers of the board.

7. Officers

- A. In General. The officers of the district shall consist of a president, secretary, and treasurer.
- B. Election and terms. The officers shall be elected by the board of directors. Each officer shall serve a term of one year. An officer may be removed by a two-thirds vote of the board at any time.
- C. Duties. The duties of each office shall include, but not be limited to duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer, as the president deems appropriate.
 1. President. The president shall generally manage the day-to-day operations of the district subject to the direction of the board. The president shall preside at all meetings of the board and members.
 2. Secretary. The secretary shall maintain all records of the district and shall prepare minutes and notices of all meetings of the board and members.
 3. Treasurer. The treasurer shall have custody of the funds of the district and shall maintain all financial records of the district. The treasurer shall report to the president, board and members on the financial status of the district.
- D. Officers may, but are not required to be, members of the board.
- E. One person may hold not more than one of the above offices.
- F. All board members and officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office, as approved by the board.

8. Miscellaneous

- A. Fiscal year. The fiscal year of the district shall end on May 31.
- B. In addition to any other powers provided herein or by law, the board of directors may authorize one or more officers of the district to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the district.
- C. Whenever these bylaws require written notice to members, such notice shall be mailed to each member by regular first class mail to the member's address as shown on the records of the district. Each member shall be responsible for advising the District Secretary of his, her or its current mailing address. In all cases, notice shall be deemed given on the date of mailing. Alternatively, notices may be provided electronically if a member agrees to such a method and the secretary maintains a record of electronic notices.

9. Amendment

- A. These Bylaws may be approved and/or amended by a vote of two-thirds of the members of the district present and voting at a meeting duly called for such purpose. Written notice of the meeting, including the text of the proposed bylaws or amendment(s) must be given to each voting member at least 20 days prior to the date of the meeting.

FAQ

Bylaws of Cochran Lake District Board

Who is a Lake District member?

Only legal shoreline owners of Cochran Lake are considered members. The owner(s) is/are the legal entity(s) on the property record.

What if I own more than one lot?

You are still considered only as one member even though you may own more than one lot. You only have one vote per owner and pay only one annual assessment, if required.

Who is allowed to vote?

Only members are allowed to vote with each member household possessing one vote.

Why is proxy voting not allowed?

As of today, we have no cost effective nor efficient method of permitting proxy voting. Typical votes have involved the budget and election of new officers. Unless otherwise directed by the Lake District members, attendance is required to vote for these and other similar issues.

Why is the Annual Meeting held on Memorial Day?

An informal poll of members indicated this weekend provides the best opportunity to be present for the most members.

Who are the officers?

The officers are usually selected from the board of directors by the board of directors. In other words, the president, secretary, and treasurer are also concurrent members of the board.