



Land Use and Resource  
Management Department

**Walworth County  
Land Conservation Committee Meeting  
Monday, June 20, 2016 at 2:00 p.m.**

**Walworth County Government Center  
County Board Room 114  
Elkhorn, WI 53121**

***Charlene Staples – Chair Daniel Kilkenny - Vice Chair Nancy Russell - Supervisor  
Matthew Polyock – USDA/FSA Representative Rosemary Badame – Citizen Member***

***(Posted in Compliance with Sec. 19.84 Wis. Stats.)***

***It is possible that a quorum of the County Board or a committee of the County Board could be in attendance.***

**AGENDA**

1. Call to order
2. Roll call
3. Approval of the Agenda Pg. 1
4. Approval of Minutes from April 25, 2016 LCC Meeting Pg. 2-3
5. Public Comment
6. Discussion/Possible Action – Walworth County Lake Districts, 2016, Appointments – Shannon Haydin Pg. 4-10
7. Discussion/Possible Action – Southeast Area Land and Water Conservation Association Summer Tour – Shannon Haydin Pg. 11-12
8. Discussion/Possible Action – Southeast Area Representatives & Alternates to the Wisconsin Land and Water Board – Shannon Haydin Pg. 13-19
9. Next meeting date: Monday, July 18, 2016, 2:00 p.m.
10. Adjournment

**Submitted by: Michael P. Cotter, Director, Land Use and Resource Management Department**

Posted: June 15, 2016

## **DRAFT**

**Walworth County Board of Supervisors  
Land Conservation Committee Meeting Minutes  
Monday, April 25, 2016 at 2:00 p.m.  
Walworth County Government Center  
County Board Room 114  
100 W. Walworth Street, Elkhorn, Wisconsin**

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The meeting was called to order by Michael Cotter, Director of Land Use and Resource Management (LURM)/Deputy Corporation Counsel at 2:00 p.m.

Roll call was conducted. Members present included, Supervisor Dan Kilkenny, Supervisor Nancy Russell, and Supervisor Charlene Staples. USDA/FSA Representative Matthew Polyock and Citizen Member Rosemary Badame were excused. A quorum was declared.

### **Others in Attendance:**

County Staff: David Bretl, County Administrator; Michael Cotter, Director of Land Use and Resource Management (LURM)/Deputy Corporation Counsel; Shannon Haydin, LURM Deputy Director

**On motion by Supervisor Russell, second by Supervisor Staples, the agenda was approved with no withdrawals.**

**On motion by Supervisor Staples, second by Supervisor Russell, the March 14, 2016 Land Conservation Committee meeting minutes were approved.**

**Public Comment** – There was none.

### **Chairperson Nominations/Elections**

Cotter announced that nominations for the Land Conservation Committee Chairperson were open.

**On motion by Supervisor Kilkenny, second by Supervisor Russell, Supervisor Charlene Staples was nominated for Land Conservation Committee Chairperson.**

Cotter asked if there were any other nominations. There were none.

**Supervisor Kilkenny moved to close nominations, second by Supervisor Russell. Motion carried 3-0. Supervisor Staples was unanimously elected as Land Conservation Committee Chairperson.**

Cotter announced that nominations for the Land Conservation Committee Vice-Chairperson were open.

**On motion by Supervisor Russell, second by Chair Staples, Supervisor Dan Kilkenny was nominated for Land Conservation Committee Vice-Chairperson.**

Cotter asked if there were any other nominations. There were none.

**Chair Staples moved to close nominations, second by Supervisor Russell. Motion carried 3-0. Supervisor Kilkenny was unanimously elected as Land Conservation Committee Vice-Chairperson.**

### **New Business**

- Discussion/Possible Action – Role and Responsibilities of the Land Conservation Committee – Shannon Haydin

Shannon Haydin, LURM Deputy Director, referred to Pages 4-5 of the packet and gave a brief overview of the role and responsibilities of the Land Conservation Committee (LCC). Haydin referred to Page 6 of the packet relative to the Links to State Statutes/Administrative Code/Ordinances/Websites for further resources.

- Discussion/Possible Action – Lake District Representatives – Michael Cotter

Cotter stated all Lake District Representative terms expire May 1, 2016. He explained how LCC members are given the first opportunity to serve on a Lake District of their choice; the opportunity is then offered to the County Board Supervisors, and finally to the public.

- Discussion/Possible Action – Wisconsin Land & Water Training for New LCC Members – Shannon Haydin

Haydin stated there are consortiums throughout Wisconsin and that the Southeastern area training session may take place during the week of June 7<sup>th</sup>. She said the training is for new supervisors, but would also be a great refresher for returning supervisors. Haydin will inform the Committee once the final date is available.

- Discussion/Possible Action – 2016 Soil and Water Resource Management Grant Work Plan Update – Shannon Haydin

Haydin referred to Page 10 of the packet and stated she added a goal related to chlorides, Item #2 under County Identified, per Supervisor Russell’s suggestion. Haydin reported that DATCAP chose to use Walworth County’s Work Plan as a model for the Land Conservation Board.

- Discussion/Possible Action – Knowles-Nelson Stewardship Program grant for acquisition of a 35 acre parcel in Town of Troy by The Nature Conservancy – Michael Cotter

Cotter referred to letter dated April 12, 2016 from the Department of Natural Resources (DNR) and noted the letter was requesting a resolution and that there was a 30 day time limit.

**Supervisor Russell made a motion, second by Supervisor Kilkenny, to send a letter or resolution supporting a grant for land acquisition of a 35 acre parcel in the Town of Troy by the Nature Conservancy and to include any additional information to further identify the property. Motion carried 3-0.**

**Confirmation of next meeting** – The next meeting was confirmed for Monday, May 16, 2016, 2:00 p.m.

### **Adjournment**

**On motion by Supervisor Kilkenny, second by Supervisor Russell, the meeting adjourned at 2:30 p.m. Motion carried 3-0.**

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Submitted by Trisha Sommers, Administrative Clerk. Meeting minutes are not considered final until approved by the committee at the next regularly scheduled meeting.

WALWORTH COUNTY  
NOTICE OF INTEREST TO SERVE AS A CITIZEN REPRESENTATIVE

Name: Robert E. McIndoe

Date: 5/8/16

Mailing Address: W 1670 KEARNEY RD  
BURLINGTON, WI 53105

Phone: 262-763-4671

E-Mail: RMCINDOE@WI.RR.COM

I reside in:

- the Town of SPRING PRAIRIE, WI  
 the Village of \_\_\_\_\_  
 the City of \_\_\_\_\_

Please consider me for appointment to: HONEY LAKE PROTECTION & REHABILITATION DISTRICT

I am interested in serving as a district representative because: I LIVE IN THE AREA AND, OVER THE PAST MANY YEARS, I'VE DEVELOPED A GREAT INTEREST IN, AND APPRECIATION OF, THE AREA

Special skills, experience or qualifications I possess related to this appointment are:

UPON LEAVING THE SPRING PRAIRIE TOWN BOARD IN 2011, I WAS APPOINTED TO BE THE WALWORTH COUNTY REPRESENTATIVE TO ALLPCD. PRIOR TO THAT, I REPRESENTED SPRING PRAIRIE FOR SEVERAL YEARS

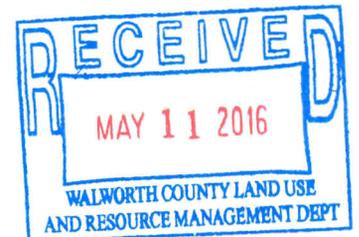
Check one of the following:

- I am a resident of Walworth County and reside in the appropriate jurisdiction to serve on the board or commission for which I am applying.  
 I am not a resident of Walworth County.

I certify that the information I have provided is truthful to the best of my knowledge.

Robert E. McIndoe 5/8/16  
Signature of Applicant Date

Feel free to attach any additional documentation to this form.



WALWORTH COUNTY  
NOTICE OF INTEREST TO SERVE AS A CITIZEN REPRESENTATIVE

Name: ROBERT W. ARNOLD Date: 5/28/16  
Mailing Address: 16202 FOSTER RD Phone: 262-742-3303  
ELKHORN WI 53121  
E-Mail: rwa@clknet.net

I reside in:  
 the Town of SUGAR CREEK  
 the Village of \_\_\_\_\_  
 the City of \_\_\_\_\_

Please consider me for appointment to: PLEASANT LAKE DISTRICT

I am interested in serving as a district representative because: I AM  
THE LAKE DISTRICT REPRESENTATIVE NOW AND  
WOULD LIKE TO CONTINUE.

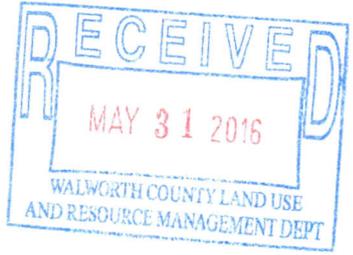
Special skills, experience or qualifications I possess related to this appointment are:  
FORMER COUNTY BOARD PERSON

Check one of the following:  
 I am a resident of Walworth County and reside in the appropriate jurisdiction to serve on the board or commission for which I am applying.  
 I am not a resident of Walworth County.

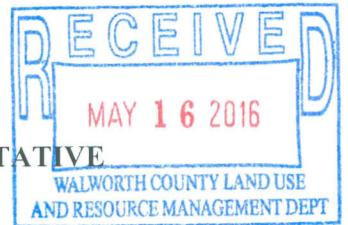
I certify that the information I have provided is truthful to the best of my knowledge.

Robert W. Arnold 5/28/16  
Signature of Applicant Date

Feel free to attach any additional documentation to this form.



WALWORTH COUNTY  
NOTICE OF INTEREST TO SERVE AS A CITIZEN REPRESENTATIVE



Name: Rick Callaway

Date: 5-12-16

Mailing Address: W 5036 ROBINSON DR

Phone: 262-374-2387

ELKHORN, WI 53121

E-Mail: rickmar@elknet.net

I reside in:

the Town of La Grange

the Village of \_\_\_\_\_

the City of \_\_\_\_\_

Please consider me for appointment to: Louderdale Lakes Lake  
Management District - County Representative to LUMD Bd

I am interested in serving as a district representative because: The County Representative  
should be the conduit between the County & District. I  
understand the function & needs of both. I am a conservationist  
& understand what needs to be done.

Special skills, experience or qualifications I possess related to this appointment are:

Masters Degree in Community Organization U-W-Milwaukee  
1971 and see attached

Check one of the following:

I am a resident of Walworth County and reside in the appropriate jurisdiction to serve on the board or commission for which I am applying.

I am not a resident of Walworth County.

I certify that the information I have provided is truthful to the best of my knowledge.

Rick Callaway 5/12/16  
Signature of Applicant Date

Feel free to attach any additional documentation to this form.

WALWORTH COUNTY  
NOTICE OF INTEREST TO SERVE AS A CITIZEN REPRESENTATIVE

Name: Stanley A. Muzatko

Date: 05-06-2016

Mailing Address: N 8825 Townline Rd  
East Troy WI 53120

Phone: 262-642-3429

E-Mail: \_\_\_\_\_

I reside in:

- the Town of Troy  
 the Village of \_\_\_\_\_  
 the City of \_\_\_\_\_

Please consider me for appointment to: Booth Lake Management Dist.

I am interested in serving as a district representative because: I have always been interested in preserving our precious natural resources. I enjoy working with the dedicated people who serve Booth Lake.

Special skills, experience or qualifications I possess related to this appointment are:

Having served on the county board of supervisors and the Booth Lake and Pleasant Lake districts for the past 20 years qualifies me to continue to serve Walworth Co.

Check one of the following:

I am a resident of Walworth County and reside in the appropriate jurisdiction to serve on the board or commission for which I am applying.

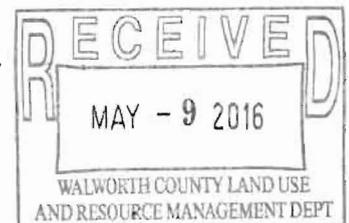
I am not a resident of Walworth County.

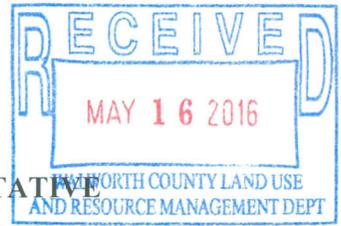
I certify that the information I have provided is truthful to the best of my knowledge.

Stanley A. Muzatko  
Signature of Applicant

05-06-2016  
Date

Feel free to attach any additional documentation to this form.





WALWORTH COUNTY  
NOTICE OF INTEREST TO SERVE AS A CITIZEN REPRESENTATIVE

Name: Joyce Reed

Date: 5-11-2016

Mailing Address: 3057 South St  
East Troy WI 53120

Phone: 262-642-3242

E-Mail: joyce.reed@wi.rr.com

I reside in:

- the Town of \_\_\_\_\_
- the Village of East Troy
- the City of \_\_\_\_\_

Please consider me for appointment to: Potters Lake Dist.  
Board until a replacement can be found

I am interested in serving as a district representative because: I have been served  
on this board many years but I am  
also serving now at my church & the library  
board.

Special skills, experience or qualifications I possess related to this appointment are:

Understand lake issues & people. I bring  
some past experiences to the board

Check one of the following:

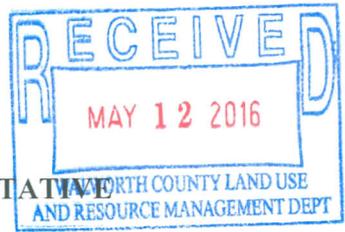
- I am a resident of Walworth County and reside in the appropriate jurisdiction to serve on the board or commission for which I am applying. I don't need to live in lake district
- I am not a resident of Walworth County.

I certify that the information I have provided is truthful to the best of my knowledge.

Joyce Reed  
Signature of Applicant

5-11-2016  
Date

Feel free to attach any additional documentation to this form.



WALWORTH COUNTY  
NOTICE OF INTEREST TO SERVE AS A CITIZEN REPRESENTATIVE

Name: JERRY A GRANT

Date: 05-09-16

Mailing Address: 392 S BUCKINGHAM BLDG  
WHITEWATER WI

Phone: 262-472-2814

E-Mail: JERRYPACKERPAW@HOTMAIL.COM

I reside in:

the Town of \_\_\_\_\_

the Village of \_\_\_\_\_

the City of WHITEWATER

Please consider me for appointment to: WHITEWATER-RICE LAKES  
MANAGEMENT DISTRICT

I am interested in serving as a district representative because: I HAVE BEEN  
ASSIGNED TO THE ABOVE POSITION FOR SEVERAL  
YEARS AND ENJOY IT, AND AM INTERESTED.  
I WOULD LIKE TO CONTINUE SERVING.

Special skills, experience or qualifications I possess related to this appointment are:

I AM FAMILIAR WITH THE OPERATIONS AND  
REQUIREMENTS OF THE DISTRICT.

Check one of the following:

I am a resident of Walworth County and reside in the appropriate jurisdiction to serve on the board or commission for which I am applying.

I am not a resident of Walworth County.

I certify that the information I have provided is truthful to the best of my knowledge.

Jerry A Grant 05-09-16  
Signature of Applicant Date

Feel free to attach any additional documentation to this form.

**WALWORTH COUNTY  
NOTICE OF INTEREST TO SERVE AS A CITIZEN REPRESENTATIVE**

Name: DAVID BOURENSKE

Date: 6-9-16

Mailing Address: N9158 HICKORY ST.

Phone: 414-416-4461

EAST TROY, WI. 53120

E-Mail: david.bourenske@milwaukeecool.com

I reside in:

the Town of EAST TROY

the Village of \_\_\_\_\_

the City of \_\_\_\_\_

Please consider me for appointment to: WALWORTH COUNTY REPRESENTATIVE  
FOR THE PABST LAKE DISTRICT.

I am interested in serving as a district representative because: I HAVE HGLD  
THIS POSITION FOR THE PREVIOUS YEAR AND WOULD  
LIKE TO CONTINUE WORKING WITH THE PEOPLE  
IN THE PABST LAKE DISTRICT. IN REACHING THEIR GOALS.

Special skills, experience or qualifications I possess related to this appointment are:

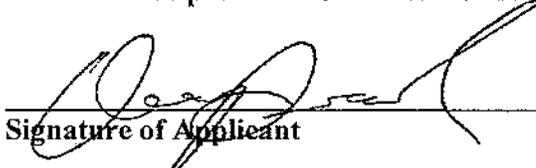
ONE YEAR PREVIOUS EXPERIENCE IN THIS POSITION

Check one of the following:

I am a resident of Walworth County and reside in the appropriate jurisdiction to serve on the board or commission for which I am applying.

I am not a resident of Walworth County.

I certify that the information I have provided is truthful to the best of my knowledge.

  
Signature of Applicant

6-9-16  
Date

*Feel free to attach any additional documentation to this form.*



Land Use and Resource  
Management Department

# MEMO

**To:** Walworth County Land Conservation Committee

**From:** Shannon Haydin, Deputy Director/County Conservationist

**Date:** June 13, 2016

**Re:** Southeast Area Land and Water Conservation Association Summer Tour

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Each year, one of the seven counties that comprise the Southeast Area Land and Water Conservation Association hosts a “Summer Tour” to showcase sites throughout the host county that are perceived to be of interest to other Land Conservation Committees. This year, Walworth County is the host county. County staff, along with input from you at a previous meeting, has prepared a tentative tour outline and schedule which is attached to this memo. The tour will occur in September, sometime prior to September 20<sup>th</sup>. Further details will be discussed at your meeting on June 20<sup>th</sup>.

100 West Walworth Street  
P.O. Box 1001  
Room 222  
Elkhorn, WI 53121

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Planning/Zoning/Sanitation

Conservation Divisions  
262.741.4972 tel  
262.741.4974 fax

**Southeast Area Land and Water Conservation Association  
2016 Summer Tour  
Walworth County**

***\*TENTATIVE\****

>>>>>>> <<<<<<<<

- |                           |  |
|---------------------------|--|
| <b>8:30-9:00 AM</b>       | Registration, welcome, load buses                  |
| <b>9:00-9:15 AM</b>       | Travel to Assembly Park Neighborhood, Lake Delavan |
| <b>9:15-9:45 AM</b>       | Assembly Park Permeable Pavers Project Tour        |
| <b>9:45-10:15 AM</b>      | Travel to Zenda                                    |
| <b>10:15- 11:00 AM</b>    | Zenda Co-Op Tour                                   |
| <b>11:00-11:30 AM</b>     | Travel to Lake Geneva Canopy Tours                 |
| <b>11:30 AM- 12:30 PM</b> | Lake Geneva Canopy Tours                           |
| <b>12:30- 12:45 PM</b>    | Travel to White River County Park                  |
| <b>12:45- 2 PM</b>        | Lunch at White River County Park                   |
| <b>2:00- 2:30 PM</b>      | Travel to the Apple Barn                           |
| <b>2:30-3:30 PM</b>       | Apple Barn Tour                                    |
| <b>3:30-3:45 PM</b>       | Return to Elkhorn                                  |



Land Use and Resource  
Management Department

# MEMO

**To:** Walworth County Land Conservation Committee

**From:** Shannon Haydin, Deputy Director/County Conservationist

**Date:** June 13, 2016

**Re:** Southeast Area Land and Water Conservation Association Appointments

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On Thursday, June 9<sup>th</sup>, Nancy Russell and I attended the Southeast Area Land and Water Conservation Association meeting. The Southeast Area Land and Water Conservation Association is looking for someone from a Land Conservation Committee to represent the Southeast Area Executive Board in the role of Vice President. The group is also seeking an LCC representative to serve in the position of LCC Representative to the Wisconsin Land and Water Conservation Board.

I have attached a copy of the Association's bylaws to help you understand the roles and responsibilities of individuals serving in these roles. Feel free to contact me if you have questions. Please let me know if you are interested and I will pass your name along to the Association. The Association will be voting on these appointments within the next few weeks.

100 West Walworth Street  
P.O. Box 1001  
Room 222  
Elkhorn, WI 53121

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Planning/Zoning/Sanitation

Conservation Divisions  
262.741.4972 tel  
262.741.4974 fax

**BYLAWS OF THE  
SOUTHEAST AREA LAND AND WATER CONSERVATION ASSOCIATION**

**ARTICLE I – NAME AND TYPE**

1. Name. The name of the Association is Southeast Area Land and Water Conservation Association, hereafter referred to as the Association or Area Association.
2. Type. The Area Association is a nonpartisan not-for-profit affiliate of the Wisconsin Land and Water Conservation Association (~~WLWCA~~), but may act independently on any issue, as determined by the Area Association Board of Directors.

**ARTICLE II – MISSION AND PURPOSES**

1. Mission. To protect, conserve and enhance the natural resources of the Area and State by serving and representing county Land Conservation Committees (LCCs) and conservation department staff operating in the Area under the authorities granted in Chapter 92 Wisconsin Statutes.
2. Purposes. The Association is more specifically organized to: further the common interests of county conservation programs in the Area; facilitate information exchange; sponsor educational and training events; elect Area Representatives to the ~~WLWCA~~ WI Land+Water Board of Directors; conduct or support conservation research; implement conservation practices; carry out any other related activity authorized by law and the Area Association Board of Directors.

**ARTICLE III – AREA DEFINITION, MEMBERSHIP AND DUES**

1. Area Definition. The counties of Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington and Waukesha shall define the “Area” for purposes of these bylaws. Any changes to the Area boundaries must be approved by a majority vote of the Area Association Board of Directors of all affected Areas, in accordance with the ~~WLWCA~~ WI Land+Water bylaws.
2. Membership. Each county in the Area that pays the annual Area Association membership dues shall be deemed a “member county”. All LCC members and conservation department staff operating under the authorities of Chapter 92 Wisconsin Statutes within a member county shall be deemed members of this Association.
3. Dues. The Area Association Board of Directors shall annually establish the Area Association dues amount based on the needs of the Association.

**ARTICLE IV – ORGANIZATIONAL STRUCTURE AND ELECTIONS**

1. Board of Directors (BOD). The Area Association shall be governed by a Board of Directors made up of two Directors appointed by each member county following April County Board elections and reorganization, and prior to the Area Reorganizational Meeting described in Article VI(1). For each member county, the LCC shall appoint one (1) committee member and the conservation department shall appoint one (1) staff person to serve on the Area Association Board of Directors. It is recommended that each LCC also appoint an alternate representative. Each appointee shall serve a two-year term or until a successor is appointed.
  - a. *Election of Area President and Vice President*. The BOD shall elect from its members a President and Vice President, which shall include one (1) LCC member and one (1) conservation department staff person.
  - b. *Appointment of Area Secretary and Treasurer*. The BOD shall appoint a Secretary and Treasurer for the Association, whom may be any LCC member, conservation department staff or any other person from the Area.

- c. *Area Coordinator.* The BOD shall appoint an Area Coordinator, which may be any LCC member, conservation staff person or any other person from the Area.
  - d. *Voting.* Each BOD member shall be entitled to one (1) vote on any matter brought to the Board. If any of the appointed positions of Secretary, Treasurer or Area Coordinator are not BOD members, they shall be deemed non-voting members of the BOD.
  - e. *Area Representatives to ~~WLWCA~~ WI Land+Water BOD.* The Area Representatives, elected to the ~~WLWCA~~ WI Land+Water BOD in accordance with section 3 below, shall be ex officio voting members of the Area Association BOD.
  - f. *Advisors.* The BOD may request other agencies, organizations or individuals to serve as advisors to the Association.
2. Officers/Executive Committee. The positions of President, Vice President, Secretary, Treasurer and Area Coordinator shall be referred to as “Officers” of the Area Association and shall collectively constitute the Executive Committee of the Area BOD. The BOD may delegate their powers and duties to the Executive Committee, as described in Article V of these bylaws.
3. Election of Area Representatives to the ~~WLWCA~~ WI Land+Water Board of Directors. In accordance with the ~~WLWCA~~ WI Land+Water bylaws, by June 20<sup>th</sup> of even numbered years, the Area Association BOD shall elect their Representatives to the ~~WLWCA~~ WI Land+Water Board of Directors and provide the ~~WLWCA~~ WI Land+Water office their contact information.
- a. Elections of Area Representatives shall be open to nominations from all ~~WLWCA~~ WI Land+Water Individual or County Members within the Area. Any eligible Member may nominate themselves or another Member who accepts the nomination.
  - b. The LCC representatives on the Area Association BOD shall elect one (1) LCC Area Representative and one (1) alternate to the ~~WLWCA~~ WI Land+Water Board of Directors.
  - c. The county conservation department staff representatives on the Area Association BOD shall elect one (1) Area Representative and one (1) alternate to the ~~WLWCA~~ WI Land+Water BOD.
  - d. All elections shall be by written ballot, unless there is only one nominee for each position.
  - e. All Area Representatives on the ~~WLWCA~~ WI Land+Water Board of Directors shall serve a two (2) year term, or until a successor is elected.
  - f. Alternates may serve in the absence of the Area Representative. If an Alternate is unable to serve, the Area Representative or the Area Association BOD may appoint another eligible Member to serve on the ~~WLWCA~~ WI Land+Water BOD in their absence.
  - g. The Area Representative shall serve a maximum of two consecutive terms unless re-elected by a 2/3 majority vote of the Area BOD.

## ARTICLE V – POWERS AND DUTIES

1. Area Association Board of Directors (BOD). The Board of Directors shall oversee the affairs of the Association and shall have the powers and duties described below:
- a. Oversee the election processes described in Article IV of these bylaws;
  - b. Determine the policies and procedures of the Association;
  - c. Develop action plans for the Association;
  - d. Sponsor events and meetings of the Association;
  - e. Adopting resolutions and position statements and submitting them to the ~~WLWCA~~ WI Land+Water and others for consideration;

- f. Approve the financial matters of the Association, including but not limited to annual Association dues, expense reimbursements, audits of the Association's records and accounts, and other financial transactions;
  - g. Keep the Membership informed of the Association's and ~~WLWCA~~ WI Land+Water's affairs, activities, programs, accomplishments, and current issues;
  - h. Encourage Member involvement in activities and events sponsored by the Association and the ~~WLWCA~~ WI Land+Water;
  - i. Delegate functions and duties of the BOD to the Executive Committee or specific Officer positions;
  - j. Create committees and define their purpose, term, and membership as needed to carry out Association activities;
  - k. In case of death, resignation or other on-going absence of an Officer, the BOD may declare the position vacant and elect or appoint a successor, as prescribed in Article IV.
2. Officers. The Officers of the Association, as described in Article IV of these bylaws, shall represent the entire Area while executing their duties. Officers may delegate their duties to others, supervise the performance of such delegated duties, and revoke any such delegation at any time. The BOD may assign to any Officer duties other than those described in these ~~B~~bylaws. All Officers are authorized to perform the functions customarily performed by their position, including but not limited to those described below:
- a. *President*. The President shall consult with the Officers in calling a meeting of the Association or the BOD. The President shall preside at all Area Association or BOD meetings, and shall designate a presiding officer for any meeting at which neither he/she nor the Vice President will be present. The President shall be responsible for ensuring all activities of the Association are carried out in accordance with these bylaws and any policies and procedures adopted by the BOD.
  - b. *Vice President*. The Vice President shall perform the power and duties of President in the absence of the President. The Vice President shall also serve as Chair of Executive Committee, as described in section 3 below.
  - c. *Secretary*. The Secretary shall record minutes for all types of Association meetings and route drafts of the minutes to the President and Vice President prior to distribution to the Association.
  - d. *Treasurer*. The Treasurer shall deposit all funds that come into his/her possession in a bank account approved by the BOD, and in accordance with any approved budget or upon authorization by the BOD or the President, make all disbursements for the necessary expenses of the Association. All checks shall be signed by the Treasurer, or designee. The Treasurer shall regularly submit to the BOD statements showing the receipts and disbursements of the Association and at least annually for the preceding year, statements of the Association's assets and liabilities. The Treasurer shall arrange for audits of the Association financial records at the direction of the BOD.
  - e. *Area Coordinator*. The Area Coordinator is responsible for organizing meetings, developing and distributing meeting agendas in consultation with the President and Vice President, coordinating Association events, programs, work planning sessions, and such other functions as the President or BOD may assign.
3. Executive Committee. The Officers shall collectively serve as the Executive Committee, and shall be chaired by the Vice President. The purpose of the Executive Committee is to carry out certain routine matters of business in the interim between BOD meetings, as well as any other duties authorized or assigned by the BOD. The following powers and duties shall apply to the Executive Committee:

- a. Planning events, setting meeting agendas, deliberating issues for summarization to the BOD, and carrying out directives of the Board;
  - b. Authorizing interim expenditures of up to \$500. Additional expenditures are permitted for special events approved by the BOD.
  - c. The Executive Committee shall keep the BOD and the Association informed of their plans and actions, including the approval of minutes under Article VI(7) below.
4. Area Representatives to ~~WLWCA~~ WI Land+Water. The people elected to the Area Representative positions, in accordance with Article IV of these bylaws, shall represent the entire Area at all times and shall regularly report to the Area BOD and the membership on ~~WLWCA~~ WI Land+Water's affairs, activities, programs, accomplishments, and current issues.

## ARTICLE VI – MEETINGS

1. Biennial Reorganizational Meeting. An Area Association Reorganizational Meeting shall be held immediately following April County Board elections and reorganization (even numbered years), and the appointment of Area Association Directors by each member county, as prescribed in Article IV(1) above. The purpose of this reorganizational meeting is to elect and appoint Area Association Officers and Representatives to the ~~WLWCA~~ WI Land+Water BOD in accordance with Article IV. A meeting notice and draft agenda shall be sent to all Directors at least seven (7) days prior to the reorganizational meeting, unless otherwise waived by a majority of the BOD due to a time sensitive issue. The meeting notice shall include specific instructions for members to submit nominations for Area Representatives to the ~~WLWCA~~ WI Land+Water BOD. A quorum shall consist of a simple majority of the Directors or their designee. All elections shall be by written ballot, unless there is only one nominee for each position. All other election requirements under Article IV shall apply.
2. Board of Directors Meeting. The Board of Directors shall meet at the call of the President. A meeting notice shall be sent to all Directors at least three (3) days prior to the meeting date, unless otherwise waived by a majority of the BOD due to a time sensitive issue. A quorum shall consist of a simple majority of the Directors or their designees. The BOD Chair shall be responsible for ensuring that a quorum is present in order to conduct any official business. Any Member may participate in an open session of a BOD meeting, but voting rights are restricted to BOD Members.
3. Executive Committee Meeting. The Executive Committee shall meet at the call of the Vice President. A meeting notice shall be sent to all Officers and Directors at least one (1) day prior to the meeting date, unless otherwise waived by a majority of the Officers due to a time sensitive issue. A quorum shall consist of a simple majority of the Officers or their designees. The Vice President shall be responsible for ensuring that a quorum is present in order to conduct any official business. It is expected that business of the Executive Committee would largely be a matter of consensus. If voting becomes necessary, only voting members of the BOD may vote, as described in Article IV(1) above.
4. Other Area Association Meetings. Other meetings of the Area Association shall be held at the call of the President, and all LCC members and conservation staff in the Area are encouraged to participate. There shall be no quorum requirement as these meetings are generally for informational and educational purposes, including the sponsoring of events or training. If any voting should occur, the meeting shall be noticed as a joint Board of Directors and Area Association meeting and voting rights are restricted to the BOD, in accordance with the

procedures under Article IV(1). The President shall be responsible for ensuring that a BOD quorum is present in order to conduct any official BOD business.

5. Other Area Committee Meetings. Other meetings of Area Committees not noted above shall meet at the call of the Committee Chair. A quorum for any committee meeting shall be deemed a simple majority of the appointed committee members, their alternate or designee being present. The Committee Chair shall be responsible for ensuring that a quorum is present in order to conduct any official business. Any Member may participate in a Committee meeting, but voting rights are restricted to those Members appointed by the BOD, their alternate or designee.
6. Closed Sessions. A closed session may be conducted by the Board of Directors if authorized by state law and properly noticed. The President shall determine who is authorized to attend other than the BOD.
7. Minutes. Minutes shall be recorded for all types of Association meetings and approved at the next meeting of that body. Minutes of the Executive Committee shall be approved by the BOD. Once approved, minutes shall be distributed to all Area Directors, whom shall be responsible for distribution to the group they represent.
8. Rules of Order. Decision-making during BOD meetings shall use a voting process in accordance with Robert's Rules of Order, unless those rules are inconsistent with any policy or rule adopted by the BOD. Decision-making within the Executive Committee shall follow a consensus process if possible. If consensus cannot be reached, votes shall be taken from BOD voting members only, following Robert's Rules of Order.
9. Meeting Formats. Each of the meetings described above may occur in person, by conference call, videoconference or other electronic means, as prescribed by the person calling the meeting and documented in the meeting notice and minutes.

## ARTICLE VII – BYLAW CHANGES

Changes to these bylaws shall require a two-thirds (2/3) majority vote at a Board of Directors meeting. Any proposed bylaw changes shall be sent to every Director a minimum of seven (7) days prior to the BOD meeting. No proposed bylaw change may conflict with ~~WLWCA~~ WI Land+Water bylaws regarding Area boundaries or the election of Area Representatives to the ~~WLWCA~~ WI Land+Water Board of Directors.

## ARTICLE VIII – DISSOLUTION

The Association may be dissolved by a majority vote at a Board of Directors meeting. Any proposal for dissolution shall be forwarded to each member of the Board of Director at least thirty (30) days prior to the scheduled dissolution vote. Upon dissolution, the Association shall after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations, under Article 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the applicable Circuit Court for charitable or educational purposes, or to such organization or organizations said Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE IX – TAX EXEMPT PROVISIONS

1. Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Article 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Article 170(c)(2) of the Internal Revenue Code.
2. Prohibition Against Private Inurement. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to Directors, trustees or officers of the corporation, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
3. Distribution of Assets Upon Dissolution. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Article 501(c)(3) of the Internal Revenue Code or shall be distributed to a Wisconsin nonprofit charitable 501(c)(3) organization. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.
4. Private Foundation Requirements and Restrictions. In any taxable year in which this corporation is a private foundation as described in Article 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Article 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Article 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Article 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Article 4944 of the Internal Code; and 5) shall not make any taxable expenditures as defined in Article 4945(d) of the Internal Revenue Code.

## ARTICLE X – EFFECTIVE DATE

The initial adoption of these bylaws shall serve to repeal and recreate any previous version effective on the date of adoption. Any future amendment of these bylaws shall take effect on the date the amendment is approved by the BOD. The date(s) of adoption and any future amendment shall be noted below, along with previous and future dates of adoption or amendment and the city in which the action was executed.

### Southeast Area Association Bylaws:

Adopted: June 14, 1988, Sussex, WI  
Amended: May 29, 1996, Waukesha, WI  
Amended: August 12, 1997, Waukesha, WI  
Amended: October 27, 2005, Pewaukee, WI  
Repealed and Recreated: June 13, 2012, Pewaukee, WI  
Amended: June 9, 2016, Pewaukee, WI