

BY-LAWS  
OF  
LAKE COUNTRY NEWCOMERS AND NEIGHBORS, INC.

Adopted: December 6, 2022

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**BY-LAWS  
OF  
LAKE COUNTRY NEWCOMERS AND NEIGHBORS, INC.**

**ARTICLE I  
NAME, PURPOSES, OFFICES**

Section 1.01 Name. The name of this club shall be Lake Country Newcomers & Neighbors (LCNN).

Section 1.02 Purposes. The purpose of the Lake Country Newcomers & Neighbors is to promote charity, community support, and fun for the women of the Lake Country and surrounding area of Waukesha County, Wisconsin. Women of all ages and backgrounds unite for friendship, charity, and civic projects.

Section 1.03 Offices. The office of the Corporation shall be located at 38 S Main St; PO Box 434; Oconomowoc, WI 53066, in the county of Waukesha, in the State of Wisconsin. The Corporation may change the location of the office or maintain additional offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE II  
MEMBERSHIP, DUES, MEETINGS**

Section 2.01 Membership. Membership in LCNN is open to any female at least 21 years old who resides in the Lake Country area of Waukesha County, WI. Members in good standing may participate in any or all club sponsored activities/events.

Section 2.02 Dues. Annual membership dues will be determined by the board and are due on June 1st or joining date. Members who join after January 1st will pay a prorated rate. Members who join at or after the April Mingle will have their fee waived upon payment of the subsequent year fee. Prospective members are allowed to attend one monthly mingle and sub-club event before payment of dues is required.

Section 2.03 Meetings. The club will host a monthly mingle in the Lake Country Area of Waukesha County, Wisconsin once a month. Members will be notified of location and/or any other pertinent information via website, email blast and/or invitation. The club will host other events including, but not limited to an annual event and “sub-club” events. The annual event will be a major fundraising event for a local charity to be determined each year and other civic projects. Sub-club events may include book club, foodie club, and others determined annually. Each sub-club will have a designated chair or co-chairs to plan and host events.

## ARTICLE III

### BOARD OF DIRECTORS

Section 3.01. Number of Directors. The number of Directors shall consist of no less than three (3) nor more than six (6).

Section 3.02. Election, Term. Board positions are filled on a volunteer basis. Members of the Board of Directors shall not receive any compensation for their services as Directors. If there is only one candidate for a particular position, the interested party will assume the position. If there is more than one candidate for a particular position, closed online voting will take place electronically with all board members in good standing having one. Board members shall hold office until his or her successor have been elected and shall qualify, or until his or her death or resignation, or until he or she shall have been removed in the manner hereinafter provided.

Section 3.03 Vacancies. If a vacancy occurs on the Board, all LCNN members in good standing will be notified electronically and Section 3.02 procedures will take place.

Section 3.04 Removal. Any member of the Board of Directors who fails to fulfill any of the requirements of their position as set forth in Article VI shall automatically forfeit their seat on the Board. The Secretary shall notify the Board Chair in writing that their seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgement the best interest of the organization would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Section 3.05 Chair of the Board of Directors. A Chair of the Board of Directors is a single position that can delegate duties and will be elected by a duly adopted resolution of the Board of Directors. The Chair shall preside at and set the agenda for all meetings of the Board of Directors, except that the Board of Directors may alter the agenda by a majority vote of the Directors present at such meeting. The Chair shall have and perform such other duties as, from time to time, may be assigned to her by the Board of Directors, if any, which duties may include powers elsewhere assigned or delegated to an officer.

Section 3.06 Tie-Breaker. If there is ever a tie vote of the Directors, the Board Chair shall decide the matter after each Director has had an opportunity to explain their position. The decision made by the Board Chair, shall be the act of the Board of Directors with respect to that particular matter.

## ARTICLE IV

### BOARD MEETINGS

Section 4.01 Board Meetings. Board meetings will be scheduled at least monthly and as needed. Should the majority of board members not be able to make the board meeting, it may be arranged to another date.

Section 4.02 Special Meetings. Special meetings of the Board of Directors shall be called at any time by the Secretary upon the request of the Board Chair or of any Director. Each special meeting of the Board of Directors shall be held at such place as shall be specified in the notice of such meeting or waiver thereof.

Section 4.03 Notice of Meetings. Notice of meetings shall be sent electronically to each Director, at least three (3) days before the meeting date. The notice shall state the time when and place where the meeting is to be held and the purpose or purposes of the meeting.

Section 4.04 Quorum, Voting. At all meetings of the Board of Directors, the presence, in person or virtually, of a majority of the Directors shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, a majority of the Directors present, or if no Director is present, may adjourn the meeting from time to time, for a period of not more than thirty (30) days at any one time, until a quorum shall attend.

Section 4.05 Annual Report. At an annual meeting of the Board of Directors, the Treasurer shall present a report, verified by the Board Chair and the Treasurer or by a majority of the Directors, showing in appropriate detail: (1) the assets and liabilities of the Corporation as of a 12-month fiscal period terminating not more than six (6) months prior to the meeting, (2) the principal changes in assets and liabilities during the fiscal period, (3) the revenues or receipts of the Corporation for that fiscal period, and (4) the expenses or disbursements of the Corporation during said fiscal period. Such report shall be filed with the records of the Corporation and a copy thereof entered in the minutes of the proceedings of the annual meeting.

## **ARTICLE V OFFICERS**

Section 5.01 Elected Officers. The elected officers of the Corporation shall include a Board Chair, a Secretary, a Treasurer, and three (3) Board Members. The Board reserves the right to create additional volunteer positions, if necessary, to plan and implement club activities/events.

Section 5.02 Election, Term. The elected officer shall be elected as outlined in ARTICLE III, Section 3.02. Any elected officer may be removed at any time, with or without cause and with or without notice, at a meeting by a majority of all the Directors of the Corporation. A vacancy in any elective office may be filled by the Directors at any meeting.

Section 5.03 Board Chair. The Board Chair shall exercise general supervision over the affairs of the Corporation and shall keep the Board of Directors fully informed about the affairs of the Corporation. The Board Chair preside at all meetings of the Board of Directors. The Board Chair shall also serve as an ex-officio Director and a member of any Committee established by the Board of Directors, and in general shall perform all duties incident to the office of Board Chair of the Corporation and such other duties as from time to time may be assigned to them by the Board of Directors.

Section 5.04 Secretary. The Secretary shall keep the minute books and seal of the Corporation, serve or cause to be served all notices of the Corporation, including notices of meetings of the Board of Directors, record the minutes of the meetings of the Board of Directors, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Board of Directors or the Board Chair.

Section 5.05 Treasurer. Treasurer shall have custody of all funds and property owned by the Corporation and shall keep full and accurate account of all receipts and disbursements. The Treasurer shall (i) deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors (ii) oversee all fundraising activities, if any, (iii) render to the Board Chair and Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation and shall exhibit to such persons at all reasonable times the books and accounts of the Corporation, and (iv) perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the Board of Directors or the Board Chair.

Section 5.06 Board Director. The three remaining Board of Directors shall be responsible for all additional activities of the organization. Such activities may include, in the temporary absence or disability of the Board Chair, act in the place of the Board Chair, maintain all administrative functions of membership for the corporation, responsible for all private and public social media/marketing activities, website maintenance, and event management.

Section 5.07 Other Agents and Advisors. The Board of Directors may from time to time appoint such agents and advisors as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties as the Board of Directors may from time to time determine.

## ARTICLE VI

### SUB-CLUBS

Sub-Clubs will be determined annually, and sub-club chair positions are on a voluntary basis. Board members individually may not occupy more than one sub-club chair. Each Sub-Club will be responsible for coordinating their events and sending invitations to the members.

## ARTICLE VII

### FINANCIAL AUTHORITY

Section 7.01 Books and Records. The office of the Corporation shall keep correct book of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-laws, and all minutes of meetings and unanimous written consents of the Board of Directors.

Section 7.02 Execution of Instruments. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board of Directors shall determine who shall be authorized from time to time and in what manner on the Corporation's behalf to sign checks,

drafts, or other orders for the payment of money, acceptance, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 7.03 Investments. The funds of the Corporation may be retained in whole or in part in cash or invested and reinvested from time to time in such property, real, personal, or otherwise, including stocks, bonds, or other securities, as the Board of Directors may deem desirable.

## **ARTICLE VIII INDEMNIFICATION**

To the full extent authorized under the laws of Wisconsin, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate, is or was a member, Director, officer, employee or agent of the Corporation, or of any other organization served by him or her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with such action or proceeding.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the Corporation shall be June 1 through May 31.

## **ARTICLE X AMENDMENTS**

The Board of Directors may amend the Bylaws by majority vote. Written notice setting for the proposed amendment of summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of the meetings of directors.

## **ADOPTION OF BYLAWS**

We the undersigned, are all the directors of incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws of this organization.

ADOPTED and APPROVED by the Board of Directors on this 6<sup>th</sup> day of December 2022. The Bylaws were REVISED and APPROVED by the Board of Directors on this 7<sup>th</sup> Day of May 2024.