

# **PIPE & NORTH PIPE LAKES PROTECTION & REHABILITATION DISTRICT**

## **BY-LAWS**

In keeping with the resolution of the Town of Johnstown Board that created the Pipe Lakes & North Pipe Lakes protection and Rehabilitation District, the voters of said District do adopt these By-Laws. The purpose of these By-Laws is to define and regulate the activities of the Pipe & North Pipe Lakes district, its officers and committees. These By-Laws shall at all times be interpreted in a manner consistent with the laws of the State of Wisconsin and Chapter 33 of the Wisconsin Statutes under which the District was created and operates. Additionally, said District shall be operated in conformance with Wisconsin and Federal laws and regulations governing tax-exempt charitable non-profit 501 C3 organizations.

### **Article I - VOTERS**

#### **Section 1 - Residents**

Every resident of the District who is registered or eligible to vote in general elections shall be an eligible voter of the District. (Proof of qualification see Appendix A)

All District resident voters, who are U.S. citizens over 18 years of age are qualified and entitled to vote at the annual and special meetings of the District.

#### **Section 2 - Non-Resident Property Owners**

Every person whose name appears on the District tax roll prepared for purposes of real property taxation, and who is a U.S. citizen, 18 years of age or older, shall be an eligible voter of the District and may vote at District annual and special meetings.

For purposes of voting at District annual and special meetings, an owner of property includes:

A person whose name appears on the tax roll.

A person who owns title to real property even though the person's name does not appear on the tax roll.

A person who is the official representative of a trust, foundation, corporation, association or other organization that owns real property within the District.

Any corporation, partnership, or association that owns real property in the District may appoint an official representative who shall be an eligible voter of the District.

### **Article II - VOTING**

#### **Section 1 - Multiple Voting**

Any voter may cast only one vote on any question called to a vote.

#### **Section 2 - Qualification of Non-Resident Voters**

Persons whose names appear on the tax roll are qualified to vote. If a person is not named on the tax roll, it is up to the person to provide evidence to the District that he or she is an owner of property or a designated representative of an organizational property owner. Evidence shall consist of either:

A copy of a deed indicating ownership of the property, or a letter on the stationery of an organization owning

property, which clearly authorizes the person to vote on behalf of that organization.

### **Section 3 - Casting Ballots**

A voter must be present at the meeting at the time the vote is called, in order to vote. No voter may vote by proxy, absentee ballot or referendum. The Chair may determine how votes are counted - show of hands or secret ballot - except that the election of commissioners must be by secret ballot.

## **Article III - ANNUAL MEETING AND BUDGET HEARING**

### **Section 1 - Time and Place**

The annual meeting and budget hearing of the District shall be held between May 22 and September 8 at a time and place selected by the District Board of Commissioners, hereinafter referred to as the Board, unless the date has been set by vote of the previous annual meeting.

### **Section 2 - Notice**

A written notice of the annual and budget hearing meeting and special meetings shall be mailed at least 14 days in advance of the meeting to all residents within the District who qualify to vote and owners of property within the District, whose address is known or can be ascertained with reasonable diligence. The District board of commissioners may substitute a class 2 notice, (under chapter 985) in lieu of sending written notice to voters residing within the District.

### **Section 3 - Nomination of Commissioners**

The Board shall nominate a candidate(s) to fill a vacancy due to expired term of a commissioner(s). Additional nominations will be taken from the floor at the annual meeting.

### **Section 4 - Eligibility of Commissioners**

The annual meeting can elect any voter to the office of commissioner.

### **Section 5 - Election of Commissioners**

The District shall elect five commissioners to serve for staggered three-year terms. A vacancy in the membership of the elected commissioners is filled, for the remainder of the term of the vacancy, by appointment of the District chair, subject to approval by the majority of the Board.

In addition to the five elected representatives, the permanent Board of Commissioners includes an appointee of the town within the District and a nominee of the Land Conservation Committee by the County Board.

The member of the Board of Commissioners appointed by the county or by the town serve at the pleasure of the appointing authority. Their terms end when their successors are appointed.

### **Section 6 - Qualifications of Commissioners**

Each elected commissioner must be a U.S. citizen, 18 years of age or older, and either:

A resident voter of the District, or:

An owner of property within the District.

A person who is an official representative of an organization, which is an owner of property, may hold office as a commissioner even though that person, as an individual, might not own property within the District.

### **Section 7 - Annual Budget and Tax**

At the annual meeting and budget hearing, the Board shall present a proposed budget and tax for the coming calendar year. The voters of the District shall approve the budget and vote the tax as proposed or modify the budget and change the tax accordingly. The property tax levy of the District shall not exceed a rate of 2.5 mils of equalized valuation. The annual meeting may direct the Board to adopt and collect special charges or special assessments.

### **Section 8 - Other Business**

The annual meeting shall take up and consider such other business as comes before it.

### **Section 9 - Special Meetings**

In addition to convening at the annual meeting, the voters may conduct business at a special meeting. Any action that can be taken at an annual meeting may be taken at a special meeting except as follows:

No motion to consider the dissolution of the district may be taken up at a special meeting.

The annual budget may not be approved at a special meeting (although it may be amended).

The special meeting may not consider any matter that was resolved during any other special meeting held since the previous annual meeting.

A special meeting may be called at any time by a majority of the Board of Commissioners. In addition, the Board is required to schedule a special meeting if at least 10% of the persons qualified to vote at the annual meeting so request by a signed petition.

Written notice of a special meeting shall be given to the same persons and in the same manner as an annual meeting notice.

## **Article IV - POWERS OF THE DISTRICT**

### **Section 1 - General Powers of a Body Corporate**

The District may sue and be sued; make contracts; accept gifts; purchase, lease, devise or otherwise acquire, hold or dispose of real or personal property; disburse money, contract debt; and do such other acts as are necessary to carry out a program of lake protection and rehabilitation.

### **Section 2 - Specific Lake Management Powers**

The District may conduct a feasibility study, adopt a plan, and carry out implementation work including but not limited to aeration, nutrient diversion, nutrient removal or inactivation, erosion control, sediment manipulation including dredging, bottom treatments, weed and algae control, and water level control.

### **Section 3 - Town Sanitary District**

Public inland Lake Protection and Rehabilitation Districts are also permitted to exercise certain powers of sanitary districts. These powers include the authority to plan, construct and collect charges for the following:

A system of water supply;

Solid waste collection and disposal; and

Sewer service.

These powers also give authority to:

Perform related activities and improvements necessary for the promotion of the public health, comfort convenience, or welfare of the District.

Provide chemical or mechanical treatment of waters for the suppression of swimmers itch, algae and nuisance plants;

Require the inspection of private sewerage systems for compliance with state plumbing code; and

Levy special assessments to finance capitol projects.

A Lake District may not assume the power to levy town sanitary district taxes.

A Lake District can assume only the powers of a sanitary district authorized by the annual meeting.

## **Article V DISTRICT BOARD OF COMMISSIONERS**

### **Section 1 - Board of Directors (Commissioners)**

The Board of Commissioners, which shall consist of seven persons, shall manage the affairs of the District. Five shall be elected as provided in Article III, Section 5, and one each shall be appointed by the County Board and by the Town.

### **Section 2 - Open Meetings**

The Board shall meet at least quarterly, and at other times at the call of the Chair or the request of four of the Commissioners. Meetings shall be open and proper notice given in accordance with legislation governing meeting of public bodies.

The open meeting law grants citizens the right to attend and observe meetings of the Board of Commissioners. It does not grant citizens the right to participate in those meetings. The Board can decide whether to allow citizen participation at a meeting.

The Board is required to keep minutes for each meeting which include a record of motions and roll call votes. All records of the District must be available for public inspection.

### **Section 3 - Quorum**

Four commissioners shall constitute a quorum for the transaction of business.

### **Section 4 - Vacancy**

Vacancies on the Board caused by death or resignation of an elected commissioner shall be filled by the Chair subject to the approval of the Board.

### **Section 5 - Function**

The Board shall conduct all business of the District not specifically reserved to the voters of the District. The Board shall carry out the provisions of these by-laws and Chapter 33 of Wisconsin Statutes. The Board shall also carry out the mandates of the annual meeting and special meeting, if any.

### **Section 6 - Officers**

At the first Board meeting, immediately following the annual meeting of the District, the Board shall elect a Chairperson, Secretary, Treasurer and appropriate committee chairs for various committees from among its members.

The Chair shall preside at annual, special and all other meetings of the Board. The Chair will also preside at all public hearings held by the Board.

The Secretary shall keep minutes of annual, special and all other meetings and hearings of the Board. The Secretary will report names of the Board and notification of continued existence, as required, to Wisconsin State agencies. The Secretary shall notify members of the District of all District meetings and hearings.

The Treasurer shall receive and take charge of all monies of the District and pay bills only on approval of the Board. The Treasurer shall keep the financial records for the District.

### **Section 7 - Compensation**

Commissioners shall be paid actual and necessary expenses incurred while conducting business of the District including mileage at the prevailing IRS rate from their District residence. Per meeting compensation is an option that could be invoked if approved at an annual meeting. This provision shall not apply to commissioners who receive remuneration by virtue of their position on town boards and county boards.

### **Section 8 - Powers and Duties**

The Board shall be responsible for:

Initiating and coordinating research and surveys for the purpose of gathering data on the lakes, related shore lands and the drainage basin.

Planning lake rehabilitation protection.

Contacting and attempting to secure the cooperation of officials of units of general-purpose government in the area for the purpose of enacting ordinances deemed necessary by the Board as furthering the objectives of the District.

Adopting and carrying out lake protection and rehabilitation plans and obtaining any necessary permits therefore.

Maintaining liaison with those officials of state government involved in lake protection and rehabilitation.

The Board may exercise its authority to borrow money when in temporary need, but in any one fiscal year, the amount borrowed may not exceed \$10,000 without a special meeting.

The Board shall have control over fiscal matters of the District, subject to the powers and directives of the annual and special District meetings. The Board shall annually, at the close of the fiscal year, cause an audit to be made of the financial transactions of the District, which shall be submitted to the annual meeting. A majority of the commissioners must be present when a resolution is passed to commit the District to borrowing money or to use any other financial method prescribed by law.

The Board may use special assessments or charges for carrying out District protection and rehabilitation projects, or for other lake management activities undertaken by the District.

## **Article VI - PUBLIC BIDDING**

### **Section 1 - Low Bid**

All contracts exceeding \$2,500 for work or materials shall be let by the Board to the lowest responsible bidder. The manner of soliciting bids and the determination of the responsibilities of the bidder shall be at the discretion of the Board. The procedures for public works, under Sec. 86.29 of Chapter 33, shall be utilized to the extent feasible for

large-scale projects. If a bid is accepted which exceeds any other bid by more than 20%, the Board must provide a written justification for its action at the next annual meeting.

### **Section 2 - Security Bond**

The Board shall require that every contracting party in contracts exceeding \$5,000 give adequate performance and liability security at the time the party submits his bid.

### **Section 3 - Conflicts of Interest**

Any commissioner shall abstain from voting on any matter before the Board in which he or she, as a private person, or in which any member of his immediate family (spouse, parents, parent of a child) has a financial interest.

## **Article VII - COMMITTEES**

### **Section 1 - Elections**

The Chair shall appoint three or more voters who are not running for the office of commissioner to serve as the election committee. The committee shall distribute, collect and count ballots at the annual meeting and report the results to the annual meeting.

### **Section 2 - Auditing**

The Board shall have an annual audit of the financial transactions of the District prepared at the close of each fiscal year, which must be presented and submitted to the annual meeting. The Board shall determine if the audit is to be preformed by an accounting firm or by a three-member voter committee.

### **Section 3 - Other Committees**

The Chair may appoint other committees, as he/she deems necessary to further the interests of the District.

### **Section 4 - Reporting**

All committees shall report to the Chair or the Board and to the annual meeting. The Board Chair or committee chair will provide committee updates to the Board at regular scheduled District Board meetings.

### **Section 5 - Compensation**

Committee members shall receive no remuneration for service to the District unless authorized by at the annual or special meeting. If authorized, and with prior approval from the Board, committee members may submit a voucher for actual and necessary expenses incurred while conducting the business of the District consistent with Article V, Sec. 7.

### **Section 6 - Terms of Members**

Except for Board members elected to a committee chair position by the Board, all committee chairs shall serve at the pleasure of the Board Chair, and may be replaced by the Chair on an annual basis subject to ratification of the Board.

## **Article VIII - Miscellaneous Provisions**

### **Section 1 - Adoption of By-Laws**

These by-laws may be adopted at any annual or special legal meeting of the District providing the proposed adoption was included in the notice. Adoption shall require a two-thirds vote of the voters, as defined herein, present at the meeting. The by-laws shall become effective immediately upon passage.

## **Section 2 - Amending By-Laws**

By-Laws changes may be proposed for adoption by a majority of the commissioners or majority vote of the previous annual or special District meeting. These by-laws may be amended at any legal special or annual meeting of the District providing the proposed change(s) was included in the notice. Amendments shall require a two-thirds vote of the voters present at the meeting.

## **Section 3 - Dissolution**

A proposal to dissolve the District, under Sec. 35 of Chapter 33, may be made by a unanimous vote of the commissioners or a written notification from a voter at least 90 days prior to the annual meeting indicating intent to seek dissolution. The proposal for dissolution shall be included in the notice. The petition to the County Board to dissolve the District shall require a two-thirds vote of the voters present and voting at the annual meeting.

## **CERTIFICATION**

These by-laws were amended this 1<sup>st</sup> day of September, 2007

R. Robert Matson, Secretary

NOTE: These By-Laws are based on and are consistent with Chapter 33 of Wisconsin Statute. All provisions of these by-laws can be referenced in that Statute.