

Markup key: underscored text is added; ~~struck-through text is deleted~~. This markup shows the proposed Second Amended & Restated Bylaws against the Bylaws amended September 1, 2007.

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

### **Second Amended & Restated Bylaws - adopted [Insert Date]**

In keeping with the November 12, 2002, resolution of the Town of Johnstown Board (Resolution No. 2002-4) that created the Pipe Lakes & North Pipe Lakes Protection and Rehabilitation District (the "District") by conversion of the Town Sanitary District of the Town of Johnstown pursuant to Wis. Stat. §33.235, the voters of said District do adopt these By-Laws. ~~The purpose of these Bylaws is to define and regulate the activities of the Pipe & Second Amended & Restated Bylaws (the "Bylaws").~~<sup>1</sup>

~~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~~ The purpose of these Bylaws is to define and regulate the activities of the District, including its Board of Commissioners, its elected Officers and any committees and/or working groups organized by the Chair of the District pursuant to these Bylaws.

~~was created and~~ These Bylaws are based on and are intended to be consistent with Chapter 33 of the Wisconsin Statutes, and hence shall at all times be interpreted in a manner consistent with the laws of the State of Wisconsin and Chapter 33 in particular, under which the District was created and operates.

~~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. The District is a political subdivision of the State of Wisconsin. Its status for federal tax purposes is governed by the provisions of the Internal Revenue Code applicable to political subdivisions, including 26 U.S.C. §115 and §170(c)(1), and not by section 501(c)(3).~~

## **Article I — ELIGIBLE 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)~~ is governed by Wis. Stat. §§6.02 and 6.10 and the judgment of the chair of the meeting at which the question arises). 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. 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 annual and special meetings of the District.~~

<sup>1</sup>These Bylaws were adopted by a two-thirds vote of the voters present at the District's Annual Meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 2026.

For purposes of voting, 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; and a person who is the official representative of an organization (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 stationary in the District, or a letter provided on behalf of an organization owning property in the District, 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.

The election of commissioners shall be conducted in accordance with Wis. Stat. §33.30(5), which governs the distribution and collection of ballots, the counting of ballots and the reading of results, the right of a candidate or a candidate's designee to observe the count, and the procedure for any recount. If §33.30(5) is amended, the amended provision shall govern without further amendment of these Bylaws.

## **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. As an alternative or supplement to mailed notice, and to the extent authorized by 2023 Wisconsin Act 62 and Wis. Stat. §33.30(2)(a), the Board may provide notice by electronic mail to any voter who has agreed to receive notice via email or other electronic means.

~~District. Notice shall also be provided to the Wisconsin Department of Natural Resources, as required by Wis. Stat. §33.30(2)(a). The notice shall include the proposed annual budget and a list of each item proposed for consideration at the annual meeting, together with any item properly submitted by petition, as required by Wis. Stat. §33.30(2m).~~

### **Section 3 — Nomination of Commissioners**

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

### **Section 4 — Eligibility of Commissioners**

The annual meeting ~~can~~may elect any voter to the ~~office~~position 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~~ The District shall elect five commissioners to serve for staggered three-year terms. Each elected commissioner's three-year term shall commence at the adjournment of the annual meeting at which the commissioner is elected and shall continue for three years and until a successor is elected and qualified.

~~A nominee of the Land Conservation Committee by the County Board. The member of The candidates receiving the greatest number of votes shall be elected to the open seats. A majority of votes cast is not required.~~

~~the Board of Commissioners appointed by~~ If two or more candidates receive an equal number of votes and the tie must be resolved in order to fill the last available seat, the meeting shall take a further ballot limited to the tied candidates. If a tie remains after that ballot, the Chair shall determine the outcome by lot.

~~the county or by the town serve at the pleasure of the~~ 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.

~~appointing authority; their terms end when their successors are appointed. In addition to the five elected representatives, the permanent Board of Commissioners shall include an appointee of the town within the District and a person appointed by the Polk County Board who is a member of the county land conservation committee, or who is nominated by that committee and appointed by the County Board, as provided in Wis. Stat. §33.28(2)(a). The members 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.

At least one of the five elected commissioners shall be a resident of the District, as required by Wis. Stat. §33.28(2)(c). If no resident is willing to be elected for a given term, the residency requirement is waived until the end of that term, as provided in Wis. Stat. §33.28(2m)(b).

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

At the annual meeting and budget hearing, the Board shall present a proposed budget and ~~tax-~~proposed property tax levy 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, property tax levy accordingly,~~ as they deem appropriate. Consistent with applicable Wisconsin law, the property tax levy of the District shall not exceed a rate of 2.5 ~~mils-mills~~ 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); and the special meeting may not consider any matter that was resolved during any other special meeting held since the previous annual meeting.

~~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; and enter into contracts;~~ employ staff, retain contractors, 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 exercise all powers permitted under Chapter 33 of the Wisconsin Statutes, including but not limited to 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 Powers**

~~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~~ Because the District was created by conversion of the Town Sanitary District of the Town of Johnstown under Wis. Stat. §33.235, the District is a restructured district and has all powers granted to districts under Chapter 33 of the Wisconsin Statutes and to town sanitary districts under Chapter 60 of the Wisconsin Statutes, except the taxation power under Wis. Stat. §60.77(6)(b). Such powers shall be exercised using the procedures and methods set out in Chapter 33.

annual meeting. These powers include the authority to plan, construct and collect charges for a system of water supply; solid waste collection and disposal; and sewer service. They also include 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 swimmer's itch, algae and nuisance plants; require the inspection of private sewerage systems for compliance with the state plumbing code; and levy special assessments to finance capital projects. The District may not levy town sanitary district taxes.

#### **Section 4 — Ordinance Authority**

To the fullest extent authorized by the Town of Johnstown and by Wis. Stat. Chapter 33, the District is authorized to adopt and enforce ordinances to regulate the equipment, use, and operation of watercraft and seaplanes on the lakes.

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

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

The District 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 Polk 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~~ meetings 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~~ includes 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~~ Bylaws and Chapter 33 of the Wisconsin Statutes. The Board shall also carry out the mandates of the annual meeting and ~~special meeting, if any, any special meeting.~~

## **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~~ The Board shall elect the Chairperson, Secretary, and Treasurer from among its members at a meeting of the commissioners — including those elected at the annual meeting — held, to the extent practical, immediately following the annual meeting, or as soon thereafter as practical. The Board may also appoint committee chairs from among the District members. Officers shall serve a term of one year. Each officer shall take office upon election and shall serve until a successor is elected and qualified.

~~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. The Chair shall preside at annual, special and all other meetings of the Board and 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 Chair or a Commissioner designated by the Chair shall report the names of the Board and notification of continued existence, as required, to Wisconsin State agencies; and 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, pay bills only on approval of the Board, and keep the financial records for the District.~~

If the Chair is unable to attend or to preside at a meeting, the Chair shall appoint another commissioner to preside at that meeting. If no such appointment is made, or the appointed commissioner is unable to preside, the commissioners present shall select one of their number to preside at that meeting.

## **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~~ 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 or 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~~ shore-lands and the drainage basin; planning lake ~~rehabilitation; protection.~~ protection and rehabilitation; 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,~~ and maintaining liaison with those officials of state government involved in lake protection and rehabilitation.

~~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.

~~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.

The Board shall provide notice to the Wisconsin Department of Natural Resources as and when required by Wis. Stat. §33.29(1)(f). The District may establish and maintain one or more non-lapsable funds for capital purposes as authorized by Wis. Stat. §33.30(4)(d).

## **Section 9 — Indemnification**

The District shall indemnify each commissioner and officer, to the fullest extent permitted by law, against expenses and liabilities actually and reasonably incurred in connection with any proceeding arising out of the good-faith performance of that person's duties for 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, Wis. Stat. §33.22(1)~~ (which incorporates the public-works procedures of Wis. Stat. §62.15) 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. The competitive-bidding requirements of this Article do not apply to contracts for professional services, consistent with Aqua-Tech, Inc. v. Como Lake Protection & Rehabilitation District, 71 Wis. 2d 541 (1976).

### **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~~its 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 or her~~ immediate family (spouse, parent, or child) has a financial interest. Commissioners are also subject to the ethical-standards requirements applicable to local public officials under Wis. Stat. §19.59.

## **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 whether~~ the audit is to be ~~performed~~ performed by an accounting firm or by a three-member voter committee.

## **Section 3 — Other Committees**

The Chair may appoint other committees as ~~he/she~~ he or 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~~ regularly 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.~~ Section 7.

## **Section 6 — Terms of Members**

Except for Board members ~~elected~~ appointed 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 — BOARD MAY ADOPT BOARD POLICIES**

### **Section 1 — Definition**

A "Policy" of the District is a written statement of the Board's approach to a matter of District operations and protocol, adopted by the Board pursuant to this Article, effective until amended or rescinded by subsequent Board action.

### **Section 2 — Adoption**

A Policy is adopted by a majority vote of the Commissioners at a properly noticed meeting of the Board. Adoption of a Policy shall be recorded in the minutes of the meeting. All adopted Policies shall be maintained in a Board Policy Document Storage System, and be made available to the District membership on request.

### **Section 3 — Effect**



A Policy binds the Board, its officers, and its committees in the exercise of their District duties. A Policy does not bind property owners or other third parties except to the extent that Chapter 33, an ordinance, or another provision of law independently gives it that effect. A Policy may not override any provision of Chapter 33 or of these Bylaws.

## **Article ~~VIII~~ IX — MISCELLANEOUS PROVISIONS**

### **Section 1 — Adoption of ~~By-Laws~~ Bylaws**

These ~~by-laws~~ Bylaws may be adopted at any annual or special legal meeting of the District, ~~providing~~ provided 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~~ Bylaws shall become effective immediately upon passage.

### **Section 2 — Amending ~~By-Laws~~ Bylaws**

~~By-Laws~~ Bylaws changes may be proposed for adoption by a majority of the commissioners or by majority vote of the previous annual or special District meeting. These ~~by-laws~~ Bylaws may be amended at any legal special or annual meeting of the District, ~~providing the proposed change(s)~~ provided the proposed change 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, Wis. Stat. §33.35,~~ may be made by a unanimous vote of the commissioners or by 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.

### **Section 4 — Fiscal Year**

The fiscal year of the District shall be the calendar year.

### **Section 5 — Severability**

If any provision of these Bylaws is held invalid or is in conflict with Chapter 33 of the Wisconsin Statutes or other applicable law, the remaining provisions shall remain in full force and effect, and the invalid or conflicting provision shall be deemed modified to the minimum extent necessary to comply with law.

## **CERTIFICATION**

~~These by-laws were amended this 1st day of~~ These Second Amended & Restated Bylaws were adopted by the District membership at the District Annual Meeting held on the \_\_\_\_ day of \_\_\_\_\_, 2026.

~~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.  
Carla Solberg Gillespie, District Secretary