

**BYLAWS OF
SHAWANO AREA WATERWAYS MANAGEMENT, INC.**

ARTICLE I

1.01 NAME This Corporation's name is Shawano Area Waterways Management, Inc. ("SAWM")

1.02 PLACE OF KEEPING OF CORPORATE RECORDS The Corporation's records and documents, including by way of example, Articles of Incorporation, Bylaws, minutes of Board of Director and committee meetings, titles and deeds to property, contracts, board approved policies, membership records and others as directed by the board or President, shall be kept at the Corporation's principal office as set forth in the Corporation's Articles of Incorporation or any amendment thereto, or as may be directed from time to time by the board or President.

1.03 PURPOSES Shawano Area Waterways Management, Inc. is dedicated to protecting and preserving the waters of Shawano Lake, the nearby areas of the Wolf River and channel connecting them. SAWM is the leading advocate for the waterways and actively engages with local communities as well as various State and Federal agencies, uniting in a central body of such persons interested in the protection, preservation, development and improvement of Shawano Lake, channels and the Wolf River within Shawano County, State of Wisconsin. SAWM supports the responsible recreational use of the lake and its related waterways. SAWM works to provide its members information through education and communication, improve navigational safety and assist in supporting all game and marine laws and regulations. In support of this purpose, SAWM will facilitate studies which include collection of chemical and biological information. SAWM may use other means not specifically identified here in support of these objectives and the overall purposes of SAWM.

1.04 STATUTORY REFERENCE This Corporation is organized under the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes.

ARTICLE II

2.01 MEMBERS There shall be one class of Members. Owners or renters of property located in zip Codes 54166 (Shawano), 54111 (Cecil) and 54107 (Bonduel) are eligible to be members of the Corporation.

2.02 MEMBERSHIP Membership shall be effective for any given fiscal year of the Corporation upon payment to the Corporation of annual dues.

2.03 VOTING Members shall be entitled to one vote per parcel of real estate owned or rented by the member. Members owning or renting more than one qualifying property are entitled to only one vote.

ARTICLE III

3.01 DUES Dues shall be \$50.00 per calendar year, or such amount as may, from time to time, be established by the Board of Directors of this Corporation.

ARTICLE IV MEMBERSHIP MEETINGS

4.01 ANNUAL MEETING The annual meeting of the membership shall be held on the first Saturday in June (or at such other time and date within thirty (30) days before or after said date as may be fixed by the Board of Directors), for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

4.02 SPECIAL MEETING Special meetings of the membership for any purpose or purposes, may be called by the President or three or more of the Board of Directors or by the person designated in a written request of the holders of not less than one-half of all members entitled to vote at the meeting.

4.03 PLACE OF MEETING The Board of Directors may designate any place within Shawano County, State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting.

4.04 NOTICE OF MEETING Notice stating the place, day and hour of meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than seven days nor more than fifty days before the date of the meeting. Notice may be given in person, by mail, by email, by text, or any other electronic means directed to the specific member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears in the membership records with postage thereon prepaid.

4.05 QUORUM At least 25 eligible members entitled to vote, who are present, in person, shall constitute a quorum at a meeting of membership. The affirmative vote of the majority of the members present at the meeting and entitled to vote on the subject matter shall be the act of the membership unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

4.06 CONDUCT OF MEETING The President, or in his absence, the Vice President, and in their absence, any person chosen by the Board of Directors present shall call the meeting of the

membership to order and shall act as Chairman of the meeting, and the Secretary of the Corporation shall act as Secretary of all meetings of the members but, in the absence of the Secretary, the presiding officer may appoint any other person to act as Secretary of the meeting.

4.07 PROXIES No proxy voting shall be allowed.

ARTICLE V BOARD OF DIRECTORS

5.01 GENERAL POWERS AND NUMBER The business and affairs of the Corporation shall be managed by its Board of Directors. The number of voting Directors of the Corporation shall be between 12 and 18, with such actual number set by the Board of Directors from time to time. The board may confer on an individual the status of Board Member Emeritus. Such status shall exist until the death, resignation, or removal by the Board of such status. Board Member Emeritus shall receive the same notices and information provided to other Board Members and may attend board meetings but shall not vote. Unless as noted here or otherwise noted in these Bylaws, references to Director(s) or Board of Directors or board member, shall not include Board Members Emeritus.

5.02 TENURE AND QUALIFICATIONS A Director shall serve for a term of three years or for the remaining term of a Director the person is replacing. The Directors shall be classified with respect to the time they shall hold office by dividing them into three classes, each consisting of approximately 1/3 of the whole number of Board of Directors, and all Directors of the Corporation shall hold office until their successors are elected and qualified. At the meeting held for election of the first Board, Directors of the first class shall be elected for a term of one (1) year; Directors of the second class for a term of two (2) years; Directors of a third class for a term of three (3) years; and at each annual election, successors to the class of Directors whose terms shall expire that year, shall be elected to hold office for a term of three (3) years, so that the term of office of one class of Directors shall expire in each year. The Board of Directors may periodically assign individual directors to one of the three classes so as to maintain an appropriate staggering of the terms of Directors.

A Director may be removed from office by affirmative vote of a majority of the membership at a member meeting at which a quorum is present, duly called for that purpose. A Director may resign at any time by filing his written resignation with the Secretary. Directors need not be residents of the State of Wisconsin but must be members of the Corporation.

5.03 REGULAR MEETINGS A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after the annual meeting of members, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of members which precedes it, or such other suitable place as may be announced at such meeting of members. The Board of Directors may provide, by resolution, the time and

place within Shawano County, State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

5.04 SPECIAL MEETINGS Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or any two Directors. The individuals calling any special meeting of the Board of Directors may fix any place within Shawano County, State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed, the place of meeting shall be the principal business office of the Corporation in the State of Wisconsin.

5.05 NOTICE, WAIVER When required to be given, notice of a board meeting may be given in person, by mail, by text or any other electronic means directed to the specific member. Notice given by written notice may be delivered personally or mailed to each Director at the address appearing in the Corporation's records. When given, notice shall be given at least 48 hours before the time of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

5.06 QUORUM Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present (though less than a quorum) may adjourn the meeting from time to time without further notice.

5.07 MANNER OF ACTING Unless otherwise specified by law in the Articles of Incorporation or these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.08 CONDUCT OF MEETINGS The President, and in his absence, the Vice President, and in their absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Director or other person present to act as Secretary of the meeting.

5.09 VACANCIES Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board of Directors; provided, that in case of a vacancy created by the removal of a

Director by vote of the membership, the membership shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

5.10 COMMITTEES

Committees Generally. Committees are vehicles of the Board of Directors, which are designed to facilitate the actions of the Board. Committees enable the Board of Directors to function more efficiently and effectively. Committees shall meet at the time and place designated by the Chairman. Members of any committee may participate in a meeting of the committee by or through use of any means of communication determined acceptable by the Board of Directors.

Types of Committees. Committees of the Board shall be standing or special. The standing committees are: Education and Communication Committee, Lake Quality and Aquatic Invasive Species Committee, Fishery and Wildlife Committee. Committees shall have the responsibilities and power to act only as stated in these Bylaws or as designated by the Board of Directors. Special committees may be created or terminated at any time by the Board of Directors and shall serve until dissolved by the Board of Directors.

Appointments. Unless otherwise provided in these Bylaws, members of committees shall be appointed by the President subject to confirmation or rejection by the Board of Directors. Committees shall consist of not less than three (3) individuals, two of whom shall be members of the Board of Directors, but the number of committee members shall be established from time to time by the Board of Directors. Unless otherwise provided in these Bylaws, the Board shall designate one member of the committee as its Chairperson. The committee members shall continue as such until their successors are appointed, or the committee is terminated, or they resign or be removed.

Responsibilities, Authority and Accountability of Committees. Except as otherwise provided, or as specifically determined by the Board of Directors, it shall be the duty of each committee to formulate its findings and recommendations in writing and to report to the Board.

Committee Rules and Procedure. Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be an act of the committee. Each committee shall keep minutes of its meetings and may adopt rules for its own governance which are not inconsistent with these Bylaws or the direction of the Board of Directors.

Standing Committees.

Education and Communication Committee. The objective of the Education and Communication Committee is to facilitate the outreach function of the Corporation. The committee will inform stakeholders that use, share or benefit from Shawano Lake and its associated waters about the importance of maintaining it for future generations. The committee is also responsible for recruiting new members and raising operational funding for the organization.

Lake Quality and Aquatic Invasive Species Committee. The objective of the Lake Quality Committee is to sustain healthy and safe Shawano Area Waterways through efforts to enhance, maintain and improve shoreland and aquatic habitat, water quality, safety and navigability. Additional efforts are focused on project and equipment funding, cost analysis, risk assessment, lake treatment strategies and data analysis.

Fishery and Wildlife Committee. The objective of the Fisheries and Wildlife Committee is to sustain healthy fish and wildlife populations that depend on Shawano Lake and its associated waters through projects that enhance maintain and supplement fish and wildlife and maintain shoreland and aquatic habitat and water quality. Members of the committee will include SAWM members and may include representatives from relevant conservation and citizen organizations.

5.11 UNANIMOUS CONSENT WITHOUT MEETING Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors or a committee thereof at a meeting or by resolution may be taken without a meeting if it is in writing, setting forth the action so taken, and is approved by all of the Directors or members of the committee then in office. Such approval can be evidenced in writing or by any available electronic means.

ARTICLE VI OFFICERS

6.01 NUMBER The principal officers of the Corporation shall be a President, Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

6.02 ELECTION AND TERM OF OFFICE The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected or until his/her prior death, resignation, or removal.

6.03 REMOVAL Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

6.04 VACANCIES A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

6.05 PRESIDENT The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. He shall have authority, subject to approval of the Board of Directors, to appoint such agents and employees of the Corporation as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.06 VICE PRESIDENTS In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

6.07 SECRETARY The Secretary shall: (A) keep the minutes of the meetings of the membership and of the Board of Directors in one or more books provided for that purpose; (B) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (C) be custodian of the records and, (D) keep or arrange for the keeping of a list of members and identifying information as required by these Bylaws or the Board of Directors; (E) in general perform all duties incident to the office of the Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

6.08 TREASURER The Treasurer shall: (A) have charge and custody of and be responsible for all funds and securities of the Corporation; (B) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such financial institutions determined by the Board of Directors.

ARTICLE VII LOANS, CHECKS AND DEPOSITS, SPECIAL CORPORATION ACTS

7.01 LOANS No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization shall be confined to specific instances.

7.02 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents or the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

7.03 DEPOSITS All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such financial institutions as may be selected by or under the authority of a resolution of the Board of Directors.

7.04 COMPENSATION Neither members, board members, nor committee members shall receive any compensation for their services in such capacities, except that by resolution of the Board of Directors, actual out of pocket expenses of attendance, if any, may be allowed for attendance at meetings of the Board.

7.05 FISCAL YEAR The fiscal year of the Corporation shall be from January 1 to December 31 of each and every calendar year.

7.06 CONTRACTS The President and his/her express designees shall be authorized to execute contracts on behalf of the Corporation in accordance with established Board policy or resolution. In addition, the Board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority being either general or confined to specific instances.

7.07 CORPORATE SEAL The Corporation shall not be required to utilize a corporate seal.

7.08 INDEMNIFICATION Indemnification by the Corporation for its Board members, officers and volunteers shall be as broad as permitted by Wisconsin law governing nonstock corporations in effect at the time the incident leading to the request for indemnification occurs. The right of an individual to receive said indemnification shall be determined by a majority vote of the Board of Directors who are not involved in the incident leading to the request for indemnification. The non-involved Directors shall also have the authority to pay the reasonable expenses as incurred in defense of the action which is the subject of the indemnification request. This indemnification right shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such person.

ARTICLE VIII DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall designate, and distribute all of the remaining assets of the Corporation to an organization or organizations which are operating consistent with the purposes of the Corporation, which organization(s) shall be organized and operated exclusively for charitable, educational or scientific purposes and exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Code or any successor law thereto. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located provided, however, that the assets are distributed only to an organization or organizations which is/are organized and are operated exclusively for charitable purposes and exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Code or any successor law thereto.

**ARTICLE IX
CONFLICTS OF INTEREST**

Any Board member, officer or committee member having a financial interest in any matter being considered by the board or any committee shall make a prompt, full and frank disclosure of such person's interest to the Board or committee prior to it considering such matter. Such disclosure shall include any relevant and material facts, known to such person, about the matter which might reasonably be construed to be adverse to the Corporation's interest. The Board or committee to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, or participate (other than to present factual information to or respond to questions) in the discussions and deliberations with respect to such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote and, where applicable, the abstention from voting and participation, and whether a quorum was present.

**ARTICLE X
AMENDMENTS**

10.01 MEMBERSHIP These Bylaws may be altered, amended or repealed and then adopted by the membership by affirmative vote of not less than half of the members present at any duly called annual or special meeting of the membership at which a quorum is present.