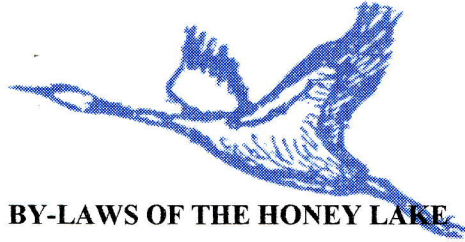


HONEY LAKE

**Protection and
Rehabilitation District**

P.O. Box 565

Burlington, WI 53105



BY-LAWS OF THE HONEY LAKE PROTECTION AND REHABILITATION DISTRICT

ARTICLE 1

VOTING AND HOLDING OFFICE

SECTION 1. (WHO CAN VOTE) For the purpose of voting at meetings of the District, a person is eligible if he or she is a U.S. citizen and 18 years of age or older and who meets any of the following requirements:

1. The person's name appears as an owner of real property on the tax roll under Section 70.65 (2) (a) (1) that was delivered under Section 74.03 on or before the 3rd Monday in December of the previous year.
2. The person owns title to real property but the person's name does not appear as an owner of real property on the tax roll specified above.
3. The person is the official representative, officer or employee who is authorized to vote on behalf of a trust, foundation, corporation, association or organization that owns real property in the district.
4. An elector must be present at the meeting at the time a vote is called, in order to vote. No absentee ballots or proxies are permitted.

SECTION 2. (VOTING FOR OFFICE HOLDERS) All votes cast for potential office holders shall be done by secret written ballot. Other matters calling for a vote shall be conducted at the discretion of the Chairman of the District.

ARTICLE 2

ELIGIBILITY TO HOLD OFFICE

Only those eligible to vote as indicated in Article 1, above, shall be eligible to hold the elective offices within the District. If no resident is willing to be elected as required, the residency requirement shall be waived until the end of the term.

ARTICLE 3
ANNUAL MEETING AND BUDGET HEARING

SECTION 1. (TIME AND PLACE) The Annual Meeting and Budget Hearing shall be held between May 22nd and September 8th at a time and place selected by the District Board of Commissioners, unless the date has specifically been set by vote at the previous Annual Meeting.

SECTION 2. (CONTENTS OF THE ANNUAL MEETING) At the Annual Meeting, the electors and property owners shall do all of the following:

1. Elect by secret ballot one or more commissioners to fill vacancies occurring in the elected membership of the District Board.
2. Approve a budget for the coming year. The budget shall separately identify the capital costs and the costs of operation of the District and shall conform with the applicable requirements under Section 65.90 of the Wisconsin Statutes and shall specify any item that has a cost to the District in excess of \$10,000.00.

SECTION 3. (NOTICE) 1. A written notice of the date and time of the Annual Meeting and Budget Hearing shall be mailed by first class mail at least 15 days in advance of the meeting to all non-resident property owning electors whose names appear on the tax roll. Further, the district clerk shall see to it that the notice, agenda and proposed budget of the Commissioners is published as a Class 2 notice prior to said event.

2. Otherwise comply with Sections 33.30 and 65.90 of the Wisconsin Statutes.

SECTION 4. (OPTIONAL ACTIONS AT THE ANNUAL MEETING)

1. The electors may vote by a majority vote a tax upon all taxable property within the District. That portion of the tax that is for the costs of operation for the coming year may not exceed a rate of 2.5 mills of equalized valuation as determined by the Department of Revenue and reported to the district board. The tax shall be apportioned among the municipalities having property within the district on the basis of equalized full value, and a report shall be delivered by the treasurer, by November 1st, by certified statement to the clerk of each municipality having property within the district for collection.

2. Establish compensation to be paid to the district board of commissioners.
3. Create a non-lapsible fund to finance specifically identified capital costs and for maintenance of capital equipment.
4. Otherwise comply with Sections 33.30 and 65.90 of the Wisconsin Statutes.

SECTION 5. (NOMINATION OF COMMISSIONERS) Prior to the first of the notices indicated in Section 3, above, the Commissioners of the District shall nominate candidates to fill vacancies on the Board. Further, any three electors may nominate additional candidates by submitting to the Commissioners in writing, at least 30 days prior to the annual meeting, any additional candidates they see fit. Nomination papers for this purpose shall be obtained from the District Secretary and must be returned in the time span indicated above. The names of all those nominated shall appear on the notices required in Section 3, above.

SECTION 6. (ELECTION OF COMMISSIONERS) In any year in which more than one vacancy exists, the candidate receiving the greatest number of votes shall be elected to the three year term; the candidate receiving the second greatest number of votes shall be elected to the next longest term; and the candidate receiving the third greatest number of votes shall be elected to the shortest term vacancy, if any.

SECTION 7. (FILLING VACANCIES BEFORE THE END OF THE TERM OF OFFICE) All vacancies shall be filled by appointment of the Board for the remainder of the term of office.

ARTICLE 4

DISTRICT BOARD OF COMMISSIONERS OF OFFICERS

SECTION 1. (MEETINGS) The District Board of Commissioners shall meet at least quarterly and at such other times as are called by the Chairman or at the request of any three commissioners.

SECTION 2. (QUORUM) Three commissioners shall constitute a quorum for the transaction of business. A majority vote of all commissioners is necessary to pass a vote.

SECTION 3. (FUNCTION) The Board of Commissioners shall conduct all business of the District not specifically reserved to the electors and shall carry out these functions in conformity with Section 33.29 of the Wisconsin Statutes.

SECTION 4. (OFFICERS) At the first Board of Commissioners meeting following each annual meeting of the District, the Board shall elect a Chairman, a Secretary and a Treasurer from amongst its members.

1. The chairman shall preside at the annual and special meetings, all meetings of the Board and at all public hearings held by the Board.

2. The secretary shall keep minutes of all meetings of the Board and hearings held by it and shall annually notify the Department of Natural Resources of the continued existence of the District and shall maintain the District's election rolls.

3. The treasurer shall receive and take charge of all moneys of the District and pay out the same only upon approval of the Board of Commissioners.

ARTICLE 5

PUBLIC BIDDING

SECTION 1. (BIDDING AND ACCEPTANCE OF BIDS) All contracts exceeding \$2,500.00 for labor and/or materials shall be let by the Board to the lowest responsible bidder. Bids shall be solicited as recommended by the Chairman and/or Engineer selected by the Board. If a bid is accepted which exceeds the lowest bid received, the Board shall indicate in its minutes the rationale for acceptance of the higher bid.

SECTION 2. (SURETY FOR PUBLIC WORKS) Prior to the awarding of any public contract as stated above, in an amount in excess of \$2,500.00, the Board shall require a performance bond and adequate liability and other adequate insurance.

SECTION 3. (CONFLICT OF INTEREST) Any commissioner shall abstain from voting on any matter before the Board in which he has an actual or indirect financial interest. In no event, however, shall any public contracts be awarded to any commissioner, which exceed \$500.00 in total in any calendar year.

ARTICLE 6

COMMITTEES

SECTION 1. (ELECTION COMMITTEES) The chairman shall appoint three electors who are not candidates for office to serve as the election committee. This committee shall distribute, collect, and count the ballots at the annual meeting and report the results to the annual meeting.

SECTION 2. (AUDITING) The chairman shall appoint an accountant to audit the books and records of the District.

SECTION 3. (OTHER COMMITTEES) The chairman may appoint other committees as he deems necessary to further the interests of the District.

SECTION 4. (TERMS OF MEMBERS) All committee members shall serve at the pleasure of the Chairman and may be replaced by him at will.

ARTICLE 7
MISCELLANEOUS PROVISIONS

SECTION 1. (SPECIAL MEETINGS) Special meetings of the District may be held for the purpose of transacting any lawful business which might have been done at the annual meeting. This meeting may be called by the Board of Commissioners or upon a written request directed to the secretary of the District and signed by 12 qualified electors of the District. The notice requirements for the annual meeting will apply to this special meeting and the purpose of the special meeting shall be specified therein. A matter voted upon at any special meeting may not be reconsidered at another special meeting prior to the next annual meeting.

SECTION 2. (CONDUCT OF MEETING) All meetings shall be conducted, as is practical therein, according to Roberts Rules of Order, as amended unless contrary to these By-laws. The chairman shall serve as the parliamentarian.

SECTION 3. (AMENDMENT OF BY-LAWS) The By-laws may be amended at any annual or announced special meeting. All amendments shall require a two-thirds vote of approval of the electors present.

SECTION 4. (STATUTES CONTROL) All applicable Wisconsin Statutes and/or Administrative Law Provisions shall supercede these By-laws in the event these By-laws are less restrictive than said laws. Further, said laws shall control in the event of matters not covered by these By-laws.

AMENDED AND ADOPTED THIS 23rd DAY OF AUGUST 2009.

FOR: 17

AGAINST: 1

ABSTAINING: 0

Judith A. Cornell
Secretary H&PRD