

# MITCHELL LAKE ASSOCIATION

## BYLAWS

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### ARTICLE I

#### I. ORGANIZATION

Section 1. **NAME** - This organization shall be called the Mitchell Lake Association, hereinafter the "Association."

Section 2. **PURPOSE** - The purpose of the Association is to create awareness, knowledge and appropriate actions with property owners, local government and community agencies to enhance the water quality and thereby the boating, fishing and aesthetic values of Mitchell Lake, as a recreational facility for today and for future generations.

### ARTICLE II

**STATUTES AND LIMITATIONS** - To carry out the program of the Association and to make effective representations on behalf of its members, the Association shall be organized as a non-profit, non-stock corporation under Minn. Stat. § 317A, Minnesota Nonprofit Corporation Act, and 501(c)(3) IRS publication 557. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

### ARTICLE III

Section 1. **MEMBERSHIP** - Membership in the Association shall be open to any individual, family, business, or organization, that (a) subscribes to the purposes of the Association and (b) owns or leases property in the vicinity of the lake.

Section 2. **DUES** – Dues shall be determined at the annual meeting and paid on a calendar year basis.

### ARTICLE IV

#### II. VOTING

##### Section 1. RESIDENCE AND VOTING

A. Eligibility – Only those members of the Association who are 18 years or older and are in good standing and live within the recognized Home Owners Associations which boarder Mitchell Lake or whose property adjoins the lake, or those who have property on either side of a road which runs parallel to the lake, will be considered voting members of the Association. Minn. Stat. § 317A 401 (See attached address list.)

B. Voting – Each address will be entitled to one vote.

- C. Casting Ballots – A member must be present at the meeting at the time the vote is called in order to vote. No member may vote by proxy or absentee ballot.

Section 2. **REFERENDA** - The Board of Directors may at any time solicit reactions from members through a mail survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may indicate an advisory or binding referendum and shall specify the exact wording of the question and the required follow-up action by the Board. Members shall have 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline. A response of at least one-twentieth of the paid-up members or 15 members, whichever is less, is needed in order to consider the referendum authorizing.

## ARTICLE V

Section 1. **ANNUAL MEETINGS** - The annual meeting of the Association shall be held on the third Tuesday of September. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections, report on the activities and financial condition of the Association, discussion of projects, adoption of a budget, member concerns, and an educational program. Minn. Stat. § 317A.431

Section 2. **SPECIAL MEETINGS** - A special meeting of the Association may be called at any time by the President, by majority vote of the Board of Directors, or by written request of one-twentieth of the members or 6 members, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting.

Section 3. **INFORMATIONAL MEETING OR SOCIAL EVENT** - The Association may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests. It may also sponsor fund-raising activities. If business is to be conducted at such events, the notice requirement for special meetings must be met.

Section 4. **NOTIFICATION** - Every annual or special meeting must be preceded by notice to paid members and members from the preceding year who have not yet renewed their membership. Notification may be by hand delivery or by mail at least 30 days, but not more than 50, prior to annual meetings and at least 15 days, but not more than 50, prior to special meetings. The notice shall summarize any proposed changes in the Bylaws, shall highlight any proposals to dissolve the Association, and may include a detailed agenda.

Section 5. **QUORUM** - No formal business may be conducted at membership meetings unless at least one-twentieth of the paid-up members or 15 members, whichever is less, are present.

Section 6. **PROCEDURE** - Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board of Directors, and of the Association committees unless required otherwise by Minnesota Statutes or these Bylaws. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer who shall also serve as parliamentarian.

## ARTICLE VI

### VI. BOARD OF DIRECTORS

- Section 1. **AUTHORITY** - Subject to directives of annual and special meetings and these Bylaws, the Board of Directors shall have authority over the activities and assets of the Association.
- Section 2. **COMPOSITION** - One representative from each home owners association (8) to be determined by those associations; if a candidate is not presented by a home owners association then an at large representative may be elected. One additional at large representative to be elected at the annual meeting. From these 9 representatives they will choose among themselves, who will serve in the following positions:
- A. One President.
  - B. One Vice-President.
  - C. One Secretary.
  - D. One Treasurer.
- Section 3. **ELECTION** - The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations of members, present at the annual meeting and willing to serve, shall be taken from the floor. All elections for the Board shall be conducted by secret, written ballot.
- Section 4. **TERMS OF OFFICE** - Directors are elected for three-year terms. Their terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later. Therefore three offices expire each year.
- Section 5. **BOARD MEETINGS** - The new Board shall meet within 60 days of the annual meeting and at least three other times prior to the next annual meeting. Regular meetings shall be held at places, dates, and times established by the Board. Special meetings may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, fax, mail, electronic communication or personal contact. Four directors shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by majority vote of directors present, with the President voting only to break ties. Between meetings, the President may solicit decisions from the Board through written communications as provide by Minnesota 317A.239.
- Section 6. **VACANCIES** - Any director who misses two consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the directors then in office.
- Section 7. **COMPENSATION** - Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business.

## ARTICLE VII

### VII. OFFICERS

- Section 1. **PRESIDENT** - The President shall preside over all membership meetings and Board meetings. The President shall be the chief executive officer of the Association, responsible for day-to-day administration of the affairs of the Association and supervision of any employees or contractors. The President shall appoint all committee members who shall serve until the end of that President's term. The President is an ex-officio member of all committees.
- Section 2. **VICE PRESIDENT** - The Vice President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice President shall arrange for the educational segment of the annual meeting and carry out other assignments at the request of the President.
- Section 3. **SECRETARY** - The Secretary shall maintain the official records of the Association as well as an archive. The Secretary shall record and distribute the minutes of member meetings and Board meetings. The Secretary shall maintain a current record of the names and addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary shall prepare publicity for the Association and shall prepare the Association newsletter unless an editor is appointed to do so. The Secretary shall serve on the Membership Committee.
- Section 4. **TREASURER** - The Treasurer shall maintain the financial records of the Association and shall sign all checks. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting. The Treasurer shall serve on the Finance Committee.
- Section 5. **MULTIPLE OFFICE HOLDING** - The same person may hold the offices of Vice President and Treasurer or the offices of Secretary and Treasurer.
- Section 6. **OTHER OFFICERS** - Other officers may be appointed by the President, with concurrence of the Board. A legal counsel, an executive secretary, newsletter editor, or such other assistant officers as are deemed necessary need not be members of the Association.

## ARTICLE VIII

### VIII. COMMITTEES

- Section 1. The President may appoint other committees as are deemed necessary to support the efforts of the Board.

**Article IX**

**IX. MISCELLANEOUS PROVISIONS**

- Section 1. **INDEMNIFICATION OF OFFICERS AND DIRECTORS** - As provided by Minnesota law, the Association shall indemnify any officer, director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association. Minn. Stat. § 317A.521
- Section 2. **FISCAL YEAR** - The records and accounts of the Association shall be maintained on a calendar year basis.
- Section 3. **ACCOUNTS AND INVESTMENTS** - Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board of Directors.

**ARTICLE X**

**X. ADOPTION AND AMENDMENTS**

These Bylaws and any amendments thereto, may be adopted at any annual or special meeting of the Association by two-thirds vote of members present and entitled to vote. Proposed amendments to the Bylaws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.

**ARTICLE XI**

**XI. DISSOLUTION**

The Board of Directors, by a two-thirds affirmative vote of all directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval by the members as provided under Minnesota law. Dissolution of the Association shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum. Minn. Stat. § 317A.721

**CERTIFICATION**

These Bylaws were revised by vote of  27  yes and  0  no at the Association meeting on this  Sixteenth  day of  September , 2008.

Liz Fundingsland   
Secretary