

BYLAWS OF LAKE MINNEWAWA ASSOCIATION, INC.

A Corporation duly organized under the Laws of the
State of Minnesota

Amended: October 8th 2016

ARTICLE I: OFFICES

Section 1. The registered office of Lake Minnewawa Association, Incorporated shall be at McGregor, Minnesota in the County of Aitkin, Minnesota. The Corporation shall have other offices in such places as the Board of Directors may from time to time determine. Lake Minnewawa Association, Inc. hereinafter referred to as the Association.

ARTICLE II: MEMBERSHIP

Section 1. Eligibility. Persons interested in the purposes of this Association as set forth in the Articles of Incorporation shall be eligible for membership on application form provided by the Association's Secretary.

Section 2. Annual Dues. Membership donations shall be accepted at the beginning of each calendar year for that year which shall begin the first (1) day of January of each year. The Board of Directors shall determine a recommended membership donation. Persons that have made a donation to the Association shall have the privilege of being allowed to vote on matters of Association business.

Section 3. Voting Rights. Each voting member shall be entitled to one (1) vote on each issue, which shall come before the membership for decision. Such member must be present at the annual meeting or at specially called meetings to cast such vote. Any voting member shall be entitled to participate in any and all activities of the Association and to hold any office in the Association.

Section 4. Property Rights. No member of the Association shall have any right, title, or claim in or to any property of the Association.

ARTICLE III: MEMBER'S MEETING

Section 1. Annual Meeting. Annual Meeting of the Association members shall be held at a time and place designated by the Board of Directors. Notification of Annual Meeting shall be made not less than fifteen (15) days prior to the date of the meeting. Such notice shall appear in a timely fashion in the Voyageur Press Newspaper of McGregor, Minnesota. Additionally, notice shall appear in Association's Newsletters, website, and by electronic communication means to Association members.

Section 2. Special Meeting. Special Meetings of the Association membership may be called at any time upon request of the President, Vice President or by a majority of the Board of Directors in which case the Association membership shall be notified. Such notice shall state the time, place and general purpose of the special meeting. Notification of the Special Meeting shall be made not less than fifteen (15) days prior to the date of the meeting. Such notice shall appear in a timely fashion in the Voyageur Press Newspaper of McGregor, Minnesota. Additional notice shall be made on Association's website and by electronic communication means to Association members. Only matters that pertain to the purpose of the meeting as stated in the notice may be considered at the special meeting.

Section 3. Informational Meeting or Social Event. The Association shall be permitted to sponsor informational meetings and events designed to provide educational information to Association membership and general public. The Association shall also be permitted to sponsor fund-raising activities. The Board of Directors shall designate the time and place for meetings or events. The timing and method of notification of meetings or events shall be at the discretion of the Board of Directors. Business matters of the Association shall not be conducted at such meetings or events.

Section 4. Procedure. Roberts Rules of Order, as adopted by the Board of Directors, shall be in force at the meetings of the Association, of the Board of Directors, and of the Association committees. Non-members of the Association may be recognized to speak at Association meetings at the discretion of the presiding officer.

Section 5. Order of Business. The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at such meetings shall be as follows:

1. The meeting is called to order by the President at the time and on the date of the meeting.
2. Roll Call - quorum being present, the meeting proceeds with business.
3. Reading by the Secretary of minutes of previous meeting and their consideration and approval.
4. Report of Officers.
5. Report of Committees.
6. Consideration of communications.
7. Unfinished business.
8. New business.
9. Motion to adjourn.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Election of Directors. The members of the Board of Directors shall be elected at the Annual Meeting of the Association and shall be elected by a majority vote of the membership present. The Board of Directors shall be a minimum of eleven (11), but no greater than fifteen (15).

Section 2. Term of Office. Each director position of the Association shall serve a term of two (2) years. Directors at the end of their term have the option to run for re-election to a one (1) year extension, or another two (2) year term. Officers of the Association shall hold office for one (1) year. No director shall be permitted to hold more than one office at any time. Notwithstanding an earlier termination of their office as directors, any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors, with or without cause.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors or the Officers may be filled by the affirmative vote of a majority of the remaining Directors. A Director appointed to fill a vacancy shall be appointed for the un-expired term of his predecessor in office.

Section 4. Meetings. The Board of Directors shall hold regular scheduled meetings on the second Saturday of each month during the months of April through October. All Board Meetings shall be open to Association members and general public. The meetings shall be held at a time and place designated by the Board of Directors. Other meetings of the Board of Directors may be called, as necessary, by notifying all members of the Board.

Section 5. Quorum. All Board of Director meetings shall require a majority of the directors to be present to constitute a quorum necessary to conduct business at any meeting of the Board of Directors. The affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for the transaction of business of the Association.

Section 6. Meeting Notice. Regular scheduled monthly Board Meetings shall not require notice by US Mail. Electronic communication means shall be permitted for notifying Association members for business that comes before the meeting.

Section 7. Meeting Minutes. Minutes for each Board of Director meeting shall be approved by the Board of Directors within fourteen [14] days after the meeting has adjourn.

ARTICLE V: POWERS OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to do all lawful acts necessary to manage the business and property of the Association

Section 2. Property. All real estate, equipment, and assets are the property of the Association and shall be managed by the Board of Directors. The Association shall be permitted to buy, lease, acquire, own, hold, improve, use, sell, exchange, or dispose of all or part of its property, wherever located.

Section 3. Compensation. The Board of Directors, Officers, Agents, and volunteers shall not be compensated for their services rendered with the exception that they may be reimbursed for actual expenses incurred in the performance of their duties for the Association.

Section 4. Liability. The directors, officers, agents, volunteers, and members of the Association shall not be liable to the full extent permitted by Minnesota Statutes, Section 317a-257, as amended from time to time, or by other provisions of law for any loss or damage suffered for any action taken or omission by that person if the action or omission was in good faith, was within the scope of the person's responsibilities as a director, officer, agent, volunteer, or member of the Association, and did not constitute willful or reckless misconduct.

Section 5. Indemnification. The directors, officers, agents, volunteers, and members of the Association shall be indemnified to the full extent permitted by Minnesota Statutes, Section 317a-521, as amended from time to time, or by other provisions of law. Each person who has or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a director or officer of this Association, shall be indemnified by this Association against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. This indemnification applies whether or not any claim arises out of the matters occurring before the adoption of the provision of the Bylaws. This indemnification shall not apply to such persons who have committed intentional harmful acts against this Association.

ARTICLE VI: OFFICERS

Section 1. Officer Elections. The Board of Directors at its first meeting and at its first meeting after each Annual Meeting of members shall elect a President from its own numbers. The Board of Directors shall also annually elect a Vice President, a Secretary, and a Treasurer all of whom shall be members of the Board of Directors.

Section 2. Other Officers. The Board may appoint such other officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. President.

- 3.1 The President shall be the Chief Executive Officer of the Association; the President shall preside at all meetings of the members and directors; the President shall have general active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect.
- 3.2 The President shall execute all mortgages, contracts, deeds and other instruments as authorized by the Board of Directors.
- 3.3 The President shall have the general power and duties of supervision and management usually vested in the office of the President of an Association.

Section 4. Vice-President.

- 4.1 The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 5. Secretary.

- 5.1 The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and minutes of all proceedings in the book kept for that purpose; and shall perform like duties for the standing committees when required.
- 5.2 The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be.
- 5.3 The Secretary shall be sworn to the faithful discharge of the Secretary's duties.

Section 6. Treasurer.

- 6.1 The Treasurer shall have the custody of the Association funds and securities, and shall keep full and accurate account of receipts and disbursement in books belonging to the Association, and shall deposit all money and other valuable effects in the name and to the credit of the Association, in such depositories as may be designated by the Board of Directors.
- 6.2 The Treasurer shall disburse the funds of the Association as ordered by the Board, taking the proper vouchers for such disbursements, and shall render to the President and the Directors at the regular meetings of the Board or whenever they may require it, an account of all transactions of the financial condition of the Association.

6.3 The Treasurer may give the Association a bond for the amount required by the Board of Directors for the faithful performance of the duties of the Treasurer's office and for the restoration to the Association. In case of the Treasurer's death, resignation, retirement, or removal from office, all books, papers, vouchers, money, electronic data, and other property, of whatever kind in the Treasurer's possession or under the Treasurer's control, belong to the Association.

ARTICLE VII: ADMINISTRATIVE POLICIES

Section 1. Inspection of Books. Members shall be permitted to inspect the financial statements and minutes of the Association at all reasonable times.

Section 2. Authorized Signatory. All checks and notes of the Association shall be signed by the Treasurer or by such other Officers or agents as may from time to time be designated by resolution of the Board of Directors.

Section 3. Director's Annual Statement. The Board of Directors shall at each Annual Meeting present a full and clear statement of the business and condition of the Association. All members shall be notified periodically of other pertinent information as deemed necessary by the Board of Directors.

Section 4. Amendments to Bylaws. These bylaws may be amended or altered by a two-thirds (2/3) majority of the Board of Directors at any meeting, provided that notice of such proposed amendments shall have been given in the notice given to the directors of such meeting. Such authority in the Board of Directors is subject to the powers of the members to change or repeal such bylaws by a majority vote of the members present and represented at any Annual Meeting or at any Special Meeting called for that purpose and the Board of Directors shall not make or alter any bylaws fixing their number, qualifications or term of office.

ARTICLE VIII: DISSOLUTION OF ENTITY

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX: SPECIFIC DUTIES OF OFFICIERS

President and Vice-President:

1. Acquire a working knowledge of parliamentary law.
2. Have a complete understanding of the association articles of incorporation and bylaws.
3. Preside and maintain order at each meeting.
4. Prepare an agenda for each meeting. Any board member wishing to introduce any business may request the President to put such business on the agenda.
5. Be informed on all communications.
6. Entertain only one motion at a time and state all motions properly.
7. Permit none to debate motions before they are seconded and stated.
8. Encourage debate and assign the floor to those properly entitled to it.
9. Put all motions to a vote, if seconded and give results, and to abstain from voting unless there is a tie vote.
10. Be fair and impartial.
11. Enforce rules of discipline.
12. Appoint committees as deemed necessary. The President automatically is an executive officer member of all committees.
13. Be responsible for all correspondence to members and other appropriate persons or agencies. These duties may be delegated to an appropriate officer at the discretion of the President.
14. Perform such other duties as are prescribed in the Bylaws.
15. In the absence of the President, the Vice-President shall preside and perform the duties of the President.
16. It shall be the responsibility of the President to keep the Vice-President informed on all important business and correspondence, so that in the event the President is absent, the Vice-President shall have the necessary information and correspondence to conduct the meeting.
17. The Vice-President should be willing to head any important committees, should the President so appoint him/her to that position.

Corresponding Recording Secretary:

1. Keep an updated list of all officers, board members and general membership.
2. Notify all board members of the Annual or Special Meetings within fifteen (15) days of such meetings.
3. Keep minutes of all meetings of board, as well as annual meetings.
4. Read minutes of previous meeting.
5. Read correspondence at meeting if so directed.
6. Sign official documents when requested.
7. Inform membership of board activities as directed.
8. Assist other officers with correspondence if so requested.

Treasurer:

1. Setup and maintain Post Office mail pick up schedule.
2. Receive and accurately record all monies received by the Corporation.
3. Receive and make payment for all bills due by the Corporation.
4. Anyone donates over \$250.00 at one time, send them a receipt, for tax purposes.
5. Supply details of any financial transaction to any LMA member as they may request.
6. All records shall be made available at the end of the fiscal year (December 31) for auditing purposes.
7. Reconcile bank statements monthly.
8. Give a general statement of finances as required at monthly meeting.
9. Give a complete itemized financial report to the membership at the annual meeting each year.
10. Release all required financial records to an auditing committee after the end of each fiscal year if requested by Directors.
11. Complete any required Internal Revenue and/or Minnesota State Tax forms as may be required by these agencies.
12. Keep all valuable effects and documents such as title cards, insurance papers for safe keeping.
13. Record and maintain financial records using established basic software products.
14. Maintain a copy of all electronic records on a separate storage device available to any of the directors.

ARTICLE X: SPECIAL AGENTS TO DIRECTORS

The Board of Directors shall have the option to appoint a member of the Board of Directors or a volunteer to act as an agent for the Board of Directors as deemed necessary.

Section 1. Postal Agent. The Postal Agent position shall be selected from the members of the Board of Directors and assigned the task of picking up the mail from the Post Office on a routine schedule time and deliver mail as directed by Treasurer. In the event Postal Agent is not able to pick up mail during routine schedule time, Postal Agent is required to find a substitute from the members of the Board of Directors for that time period, and to notify President and Treasurer of the change. The Postal Agent shall hold this position for one (1) year.

Section 2. Payroll Agent. The Payroll Agent position is not required to be a member of the Board of Directors and will report to Treasurer Officer. Payroll Agent is assigned the task of paying employees by calculating pay and deductions, issuing checks, and maintaining payroll information and records. The Payroll Agent shall hold this position for one (1) year.