

BY-LAWS
OF
DUTCH LAKE ASSOCIATION

Article I – PURPOSE

The purpose of this corporation is to support and conduct non-partisan research, education, and informational activities to increase public awareness and support for Dutch Lake.

Article II - STATUTS 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 Chapter 317A of the Minnesota Statutes. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article II – MEMBERSHIP & DUES

Section 1 - ELIGIBILITY: Membership in the Association shall be open to any individual, family, business, or organization that subscribes to the purposes of the Association and that owns or leases property within the Dutch Lake Watershed district. Non-lakeshore owners shall not exceed 25% of the total regular membership.

Section 2 - DUES: Dues shall be \$10 paid on a calendar year basis. Dues shall be paid at or prior to the annual meeting.

Section 3 - TERMINATION OF MEMBERSHIP: A member may be expelled from the Association for cause, on a two-thirds affirmative vote of all members present. They are entitled to vote at a membership meeting, provided that the matter shall have been included in notice of the meeting, and provided that the member to be expelled shall have been formally notified by phone, personal contact, mail or email at least 30 days prior to the meeting, and given the opportunity to appear and speak on his/her behalf at the meeting prior to the final vote. The motion shall specify the duration of the expulsion, not to exceed five years.

Section 4 – MEMBERSHIP COMMUNICATION: All members are required to have access to an email account to receive communication from the Board of Directors. It is the member's responsibility to inform the Secretary of email address changes.

Article IV - VOTING

Section 1 - MULTIPLE VOTING: Any individual member may cast only one vote on any question called to a vote. Up to two individuals may represent a family, a business, or organization; and each of those two individuals may cast one vote on any question called to a vote.

Section 2 - CASTING BALLOTS: A member may vote in person at meetings of the Association or may vote by providing a written proxy to another person. A copy of the proxy must be presented to

the presiding officer prior to the convening of the meeting. The presiding officer shall announce that proxy notices have been received and may ask each proxy holder to identify the member on whose behalf the votes are being cast. All votes shall be counted by a show of hands unless otherwise specified in the By-laws.

Section 3 - REFERENDA: The Board of Directors may at any time solicit reactions from members through a mail or email 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 initiate an advisory or a 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 or reply via email. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Dutch Lake in the month of April. 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, discussion of projects, adoption of a budget, member concerns, and an educational program.

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-tenth of the members or six 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 or email at least 20 days prior to meetings.

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least one-tenth of the paid-up members or 6 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 By-laws. 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 - BOARD OF DIRECTORS

Section 1 - AUTHORITY: Subject to directives of annual and special meetings and these By-laws, the

Board of Directors shall have authority over the activities and assets of the Association.

Section 2 - COMPOSITION: The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, four at-large directors, and the past President.

Section 3 - ELECTIONS: 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 two-year terms. Their terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later. The terms of office of President, Vice-President, and two at-large directors expire in even-numbered years. The terms of office of Secretary, Treasurer, and two at-large directors expire in odd- numbered years.

Section 5 - BOARD MEETINGS: The new Board shall meet within 60 days of the annual meeting and at least one other time 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 phone, mail, email, 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 or electronic communications.

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, although less than a quorum but at least two.

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 – 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 archives. 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 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 - COMMITTEES

Section 1 – COMMUNITY EDUCATION COMMITTEE: The Community Education Committee shall represent the Association at local public hearings and informational meetings relating to zoning, sanitation codes, subdivision ordinances, pollution sources, and changes in land use which might affect water quality. The Committee shall offer proposals to the Board regarding land use issues.

Section 2 - ENVIRONMENTAL COMMITTEE: The Environmental Committee shall represent the Association at Department of Natural Resources hearings and at local meetings relating to in-lake water quality, wildlife habitat, water levels, and aquatic plant issues. The Committee shall offer proposals to the Board regarding these issues.

Section 3 - MEMBERSHIP COMMITTEE: The Membership Committee shall initiate plans for recruiting of new members and retention of members.

Section 4 - FINANCE COMMITTEE: The Finance Committee shall recommend fund-raising activities to the Board and, after receiving Board approval, shall organize such activities. The Finance Committee shall also annually audit the financial records of the Association.

Section 5 - SOCIAL COMMITTEE: The Social Committee shall provide refreshments at the Annual Meeting and, after receiving Board approval, shall organize and publicize other social events to be sponsored by the Association.

Section 6 - OTHER COMMITTEES: The President may appoint such other committees as are deemed necessary to support the efforts of the Board.

Article 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.

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 - ADOPTION AND AMENDMENTS

These By-laws, 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 By-laws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.

Article 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 or email referendum.

CERTIFICATION

These By-laws were adopted by vote of 5 yes and 0 no at the Association meeting on this 9th day of May, 2007.

Secretary, Noel Towley, 5842 Grandview Blvd, Mound, Minnesota 55364

Date