

LITTLE CORMORANT LAKE ASSOCIATION BYLAWS

Approved 06.17.23

STATEMENT OF PURPOSE: This Association is organized to accomplish, on a group basis, that which cannot be accomplished on an individual basis. The purpose is to develop better living and improve water conditions for the area designated by the Association.

1. **The name of the association is the Little Cormorant Lake Association. The Association may also be referred to as LCLA.**
2. **The association shall be a non-profit Corporation.**

ARTICLE ONE – MEMBERSHIPS

Membership eligibility

- A requirement for Membership is that the Member be an owner of lake shore property bordering on Little Cormorant Lake or a lot owner with authorized lake access on Little Cormorant Lake.
- Association fees for Membership are current.

Member of Record

- The Association will recognize one person to represent each Membership declared the Member of Record. The Member of Record will be the single formal contact between the Member and the Association.
- The Member of Record will be registered with the Association:
 - Name
 - Lake address
 - Primary residence mailing address
 - default address for written communication by US mail
 - Telephone number
 - Email address
 - The Email address will be used by the Association to provide the unique data key of identification of the Membership
 - Where an email address is not used by the Member of Record, an exception will be managed by the Association Secretary.

Voting rights

- Only the Member of Record or authorized Proxy will be authorized to Vote on matters submitted to the Memberships for Vote.
- The President will be non-voting reserving his/her deciding vote for the case of a tie between the other voters.

Transfer of Membership

- Membership in this Association is not directly transferrable. A Power of Attorney can be executed for appropriate purposes as provided for in these Bylaws. See Article Thirteen.

Membership privileges

- Privileges of Members may be modified by the Board of Directors.

Associate Memberships

- Membership classification for Membership not technically representing a property owner but one that possesses the same appearance and role as a property owner. Interpretation of criteria for an Associate Membership and Membership acceptance is reserved by the Board.

ARTICLE TWO – MEETINGS OF MEMBERS

Member Regular Meetings

- Association Annual Meeting
 - The Annual Meeting of Members shall be held in a designated month of each year at such time and date as determined by the Board. The Annual Meeting shall be held for the purpose of electing Directors and the transaction of other business as may come before the Meeting. If the election of Directors is not held at the Annual Meeting for any reason the Directors shall cause the election to be held at a Member Special Meeting as soon thereafter as is convenient.
- Member Special Meetings
 - Special Meetings of Members may be called by the President, Board of Directors, or not less than four (4) of the Members, at a place set by the Board of Directors.

Notice of Meetings

- Notice of meetings will be delivered to all Members of Record via email or, if necessary, email alternate method including delivery to the door of a lakeshore resident, not less than ten (10) nor more than thirty (30) days prior to the date set for the Meeting. The Notice will contain the purpose, location, date, time and definition of a Voting Member. When appropriate the Notice will be accompanied by any supporting information or materials pursuant to issues to be addressed at the Meeting. The Secretary will document the date, method and Notices sent to Members in Minutes of the Meeting.
- Notices may include a preliminary Agenda of Motions intended to be submitted at the Meeting for Member Vote.

Member Meeting Quorum

- Registration of at least 10% of the current total of paid Members, minimum of five (5) members, at a Meeting will constitute a Member Quorum. If less than a Quorum of Members is present at any meeting, a majority of the Members present may adjourn the Meeting from time to time without notice.

Member Meetings Participation

- Regular and Special Meetings of Members are generally closed to non-Members.
- At the discretion of the Board invited visitors will be allowed at Member Meetings
- At the discretion of the Board close companions and families to Members are allowed to accompany Members at Member Meetings
- Only Members of Record or their Proxies are eligible to submit Motions for consideration at Member Meetings

- Only Members of Record or their Proxies are eligible to Vote on Motions submitted at Member Meetings.
- Principals along with Attorneys-In-Fact may attend Meetings but only one will be eligible to represent the Membership to submit or vote on motions.
- The Association by virtue of the discretion of the Board reserves the right to deny any non-Member attendance at any Regular or Special Meeting of Members.

Member Proxy

- A Member may appoint another Member as Proxy to participate at a Regular or Special Meeting.
- An organization Proxy Form must be submitted, approvals obtained and all signatures affixed prior to the Meeting.
- Handling of Member proxies at Member meetings are prescribed in the Board of Directors Handbook.

Member absentee Voting

- On any matter upon which a Member Vote is required, including the election of Officers and Directors, such Vote may be conducted by alternate means instead of a Vote at a physical Regular or Special Meeting. When necessary and appropriate the Board of Directors may elect to call for a Vote of Members conducted by alternate means.
- Vote by mail ballot
 - A ballot for Members will be printed and sent by mail to the Members of Record
 - The Member will complete the ballot and send back to the Association by mail
- Electronic Voting
 - Collection and compilation of Member Votes on a question may be accomplished by email, web polling forms, web applications or other similar method.
 - The Member of Record email address will be used to provide the identifying data key to validate the Vote.
 - Where an email address is not used by the Member of Record an exception will be managed by the Association Secretary

ARTICLE THREE – BOARD OF DIRECTORS and SUBDIVISION REPRESENTATIVES

General Powers

- The affairs of the Association shall be managed by its Board of Directors. The Directors shall have the power to adopt rules and regulations governing the affairs of the Association subject to the provisions of the Articles of Incorporation, Bylaws and laws of the State of Minnesota. The Board shall consist of the four officers and three Directors of LCLA or as determined by the Members of the Association.

Directorship qualification

- Directors need not be residents of the State of Minnesota and must be Members of Record of the Association.

Number

- The number of Directors shall be three (3) or such greater number as shall be determined by the Members of the association.

Tenure

- Directors shall be elected at the Annual Meeting and the term of office of each Director shall be for a period of two (2) year except in the first year of the acceptance of these by laws to establish a rotation of positions for Directors. The term of office shall begin at the first meeting of the Directors following the election thereto and shall expire at such time as new Directors have been elected and qualified for office.

Board Regular Meetings

- A Regular Meeting of the Board of Directors shall be held without any other notice than this Bylaw, immediately before or after, and at the same place as any Regular Meeting of Members.

Board Special Meetings

- Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors at a place and time that is mutually convenient.

Notice of Board Meetings

- Notice of meetings will be delivered to all Directors via Email, telephone or, if necessary, Email Alternate method not less than five (5) days prior to the date set for the Meeting. The Notice will contain the purpose, method or location, date and time. When appropriate the Notice will be accompanied by any supporting information or materials pursuant to issues to be addressed at the Meeting. Any Director may waive notice of a Meeting. The attendance of a Director at any Meeting shall constitute a waiver of notice of such Meeting, except where a Director attends a Meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Three (3) Directors, (non-Executive Committee) will constitute a Quorum for the transaction of business at any Meeting of the Board. If less than a Quorum of Directors is present at any meeting, a majority of the Directors present may adjourn the Meeting from time to time without notice.

Board Decisions

- The act of a majority of Directors at which a Quorum is present shall be the act of the Board.
- Director Electronic Voting
 - Collection and compilation of Director Votes on a question may be accomplished by email, teleconference, web polling forms or web applications.
 - The Director email address will be used to provide the identifying data key to validate the Vote.
 - Board Electronic Voting will be regarded as a function of a virtual Special Meeting of the Board with regard to Quorums, etc.
 - The President will be non-voting reserving the deciding vote for the case of a tie between the other voters.

Director Removal

- Any Director elected by the Members may be removed by the Members by action of a Regular or Special Meeting held in part for that purpose.

Director Vacancies

- Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors.
- A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.
- A majority of the Board of Directors will have discretion to dynamically manage Director assignments and terms.

Director Compensation

- Directors shall receive no compensation for their services as Directors but shall be entitled to reimbursement for reasonable expenses incurred on behalf of the Association as approved by the Board. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation for services rendered.

Subdivision Representatives

- Subdivision representatives shall attend meetings of the Board including Regular Meetings, Special Meetings, and the Annual Meeting to represent their subdivision and provide feedback to the subdivision members. Other duties and activities may be requested and/or assigned by the President of the Association. Subdivision representatives shall not have voting privileges at meetings of the Board of Directors.

ARTICLE FOUR – OFFICERS

Officers

- The Offices of the Corporation shall be President, Vice President, Secretary, Treasurer and such other Offices as may be elected in accordance with the provision of this Article. The Board may elect or appoint such other Offices including one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable, such Officers to have authority to perform duties prescribed from time to time by the Board. No Officer may hold more than one single Office except the office of Secretary-Treasurer. Officers must first be a member of the Board, a Sub-Division Representatives, or a Voting Member in good standing in order to be qualified for service as an Officer.

Officer Election and Term of Service

- The Officers of the Corporation shall be elected annually by the Board of Directors at the first Meeting of the Board following the Annual Membership Meeting. If the election of Officers is not held at such Meeting, such election shall be held as soon thereafter as convenient. New Officers may be created and filled at any Meeting of the Board. Each Officer shall hold Office until a successor has been duly elected and qualified.

Duties of Officers

- The President shall possess all responsibilities and authorities prescribed by the Board by virtue of the Board of Directors Handbook.
- The Vice President shall possess all responsibilities and authorities prescribed by the Board by virtue of the Board of Directors Handbook. The Secretary shall possess all responsibilities and authorities prescribed by the Board by virtue of the Board of Directors Handbook.
- The Treasurer shall possess all responsibilities and authorities prescribed by the Board by virtue of the Board of Directors Handbook.

Removal of Officer

- Any Officer elected or appointed by the Board may be removed by the Board whenever in its judgement the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Officer Vacancies

- A vacancy in any Office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board.

Officer Powers and Duties

- The several Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board. In the absence of such specifications, each Officer shall have the powers and authority and shall perform and discharge the duties of Officers of the same title serving in non-profit corporations having the same similar general purposes and objectives as this Association.

ARTICLE FIVE – COMMITTEES

Executive Committee

- Executive Committee Members
- The Executive Committee shall consist of the President, Vice President, Secretary, or Treasurer and any additional Members designated by the Board
- Three (3) Executive Committee members will constitute a Quorum
- If less than a Quorum is present at any meeting, a majority of the Committee members present may adjourn the Meeting from time to time without notice.
- Executive Committee Meetings may be called by the President or by three (3) members.
- The Executive Committee may act on behalf of the Board on any matter when the Board is not in session.
- The Minutes of Executive Committee Meetings will be distributed to all Directors on a timely basis after any Executive Committee Meeting.
- Actions of the Executive Committee will be subsequently reviewed for ratification at a Board Regular or Special Meeting called in part for that purpose.

Other Committees

- Other Committees not having and exercising the authority of the Board in the management of the Association, including but not limited to Committees on the environment, water quality and quantity, sewage and garbage disposal,

water safety, recreation and parks, police and fire protection, land use zoning and governmental affairs, may be designated by the Board.

- Other Committee members need not be officially registered as Members, Attorneys In Fact or Member Agents but must be approved and appointed by the Board and will serve at the discretion of the Board.

ARTICLE SIX – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts

- Authority of Officers to enter contracts or assume financial obligations is prescribed in the Board of Directors Handbook.

Checks, Drafts or Orders

- Authority for disbursement of Association funds, drafts or orders is prescribed in the Board of Directors Handbook

Deposits

- All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Gifts

- The Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association.

Dissolution

- Should the Association be dissolved due to lack of participation or other unforeseen circumstances, the remaining funds balance shall be contributed by the Board to a non-profit charity as deemed appropriate to the purpose of the Association.

ARTICLE SEVEN – MEETING RULES

All Meetings of the Association, whether of the Membership, Board or Committees shall be held and conducted in accordance with "Robert's Rules of Order"

ARTICLE EIGHT – BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall keep Minutes of the proceedings of its Members, Board and Executive Committee.

- All books and records of the Association may be inspected by any Member of Record, Member Agent or attorney for a Member of Record for any proper purpose at any reasonable time. The books of the Association shall be audited annually by the Board of Directors.

ARTICLE NINE – FISCAL YEAR

The Fiscal year of the Association shall begin on the first day of July 1 in each year and end on the June 30 each year.

ARTICLE TEN – MEMBERSHIP FEES

Annual Membership fees

- The Board shall determine from time to time the amount of annual Membership fees payable to the Association by Members of Record.

Payment of Membership fees

- Membership fees for each year shall be due and payable on or before July 1 of such year and will be delinquent if not paid by September 1 of such year. Fees of a new Member will not be prorated from the date of becoming a Member.

Default and termination of Membership

- When any Member of any class is in default in the payment of a Membership fee after the delinquent date, their Membership shall lapse.

ARTICLE ELEVEN – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Minnesota Statutes Annotated or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

ARTICLE TWELVE – BYLAWS

Amendment of Bylaws

- The process of amending or replacing Bylaws requires that a Committee be established by the Board for the purpose of creating a proposal to the Members. The Board will designate a Committee Chair to administer the activity of the Committee. All Members will be eligible and invited to participate and submit input to the Committee. The Committee will formulate a proposal for additional Amendments or Article Replacements. The proposal will be communicated to all of the Members by Meetings, email, and/or the Association E-Newsletter. The Members will be allowed to submit input on the acceptance of the proposal to the Committee. When the Board is satisfied that all Members have had sufficient opportunity to become familiar with the proposal and understand its impact, the Board will submit a Motion at a Regular or Special Meeting of Members and pursue a Vote on the proposal. If the Vote is in support of the Motion, the Bylaws Amendments or Article Replacements will be in effect at the conclusion of the vote.

ARTICLE THIRTEEN – POWER OF ATTORNEY

An Association Member may elect to designate a Power of Attorney to provide representation to the Association. Power of Attorney is described in the Board of Directors Handbook.

ARTICLE FOURTEEN – ELECTRONIC VOTING

When appropriate and necessary Electronic Voting may be substituted for any vote at a Special Meeting on any question put to the Board, Committee members or LCLA Members. Electronic Voting is regarded as an action of a Virtual Special

Meeting subject to interpreted provisions provided for Special Meetings in these Bylaws.

- Quorums
 - Requirements for Quorums for Electronic Voting will be the same as those for Special Meetings. The total number of electronic votes received will be used to constitute a Quorum.
- Results
 - A hard copy of the results of all Electronic votes will be filed and maintained in the records of the Association.

ARTICLE FIFTEEN – DIRECTOR AND OFFICER INDEMNIFICATION

The Association and Members shall indemnify and hold harmless any and all of its members of the Board, Officers, or former members of the Board or former Officers for errors or omissions alleged to have been committed by any such person while acting within the scope of his/her appointment as member of the Board or Officer and while acting in good faith and honesty in accordance with the best interests of the Association and Members.

ARTICLE SIXTEEN – ASSOCIATION COMMUNICATION

Meetings

- The preferred method of official communication between the Association and Members will be Meetings. When and where feasible physical Meetings of groups of Members will give the opportunity for face-to-face deliberation on issues and supervision of Voting.

Email

- Where feasible, permitted by these Bylaws and appropriate, Email will be used for official Notices and other official communication.
- The Email address will be used by the Association to provide a unique data key of identification of the Membership
- Where an email address is not used an exception will be managed by the Association Secretary.

Audio/video conferencing

- Where feasible, permitted by these Bylaws and appropriate, audio or audio-visual methods of communications for Meetings can be used in lieu of physical Meetings. Where appropriate requirements for notices and quorums, etc. will apply the same as physical Meetings.