

LITTLE CORMORANT LAKE ASSOCIATION BYLAWS

Revised and updated _____

Article I PURPOSE

The purpose of the **LITTLE CORMORANT LAKE ASSOCIATION** (the “Association” and/or “LCLA”) is to preserve and protect **Little Cormorant Lake** in Becker County Minnesota and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of **Little Cormorant Lake**, as a public recreational facility for today and for future generations.

Article II STATUS 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 III MEMBERSHIP

Section 1 – ELIGIBILITY: Membership in the Association shall be open to any individual, family, business, trust, or organization, that

- a) subscribes to the purposes of the Association and
- b) owns property on the lake shore of **Little Cormorant Lake** or is a property owner with authorized lake access to **Little Cormorant Lake**.

Section 2 – MEMBER OF RECORD: The Association will recognize one person to represent each ownership property. Multiple owners are eligible to be Members, but only one individual from that property will be recognized as the Member of Record. The Members that collectively own the property shall agree on and designate the Member of Record for the Association’s records.

Section 3 – DUES: The Board of Directors shall determine from time to time the amount of annual membership dues payable to the Association by Members. Dues for each year shall be due and payable on or before July 1 of each year and will be delinquent if not paid by September 1 of such year.

Section 4 – NEW MEMBERS: Dues for new members will not be prorated from the date of becoming a Member.

Section 5 – LAPSE OF MEMBERSHIP: When any Member is in default in the payment of Membership Dues after the delinquent date, their Membership shall lapse.

Article IV VOTING

Section 1 – PROXY VOTING: Any Member of Record may designate a Proxy to vote using a form provided by the Board of Directors.

Section 2 – ONE VOTE PER PROPERTY: Each property shall have one vote on Association business. The Member of Record or the Member of Record's designee shall be entitled to vote.

Article V MEMBERSHIP MEETINGS

Section 1 – ANNUAL MEETING: The annual meeting of the Association shall be held at a time and location arranged by the Board of Directors. The purpose of the meeting shall be for the purpose of electing Directors that have expired terms, and such other business as may come before the meeting.

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 four (4) Members. Only those matters described in the notice shall be discussed at the 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 – NOTICE: 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 delivery to the lakeshore door or by email at least 10 days, but not more than 30 days. The notice will contain the purpose, location, date and time of the meeting. The Secretary will document the date, method and Notices sent to Members in the Minutes of the meeting. A preliminary Agenda may also be included in the Notice.

Section 5 – QUORUM: No formal business may be conducted at membership meetings unless at least ten percent (10%) of the paid-up members or 5 members, whichever is less, are present.

Section 6 - PROCEDURE:

- a) 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.
- b) The presiding officer at the meeting will also serve as Parliamentarian at all Meetings.
- c) Meetings are generally closed to non-members, although invited guests and close companions and families of Members are allowed to accompany Members at Meetings.
- d) Only Members of Record or their Proxies are eligible to submit Motions for consideration at Meetings.
- e) Only Members of Record or their Proxies are eligible to vote on Motions submitted at Meetings.
- f) Absentee voting is generally not permitted. The Board of Directors may, at their discretion, approve absentee voting in advance of a Meeting for voting on a specific question. The Board of Directors will determine the format and process for absentee ballots in this event.

Article VI

BOARD OF DIRECTORS

Section 1 – AUTHORITY: The affairs of the Association shall be managed by its Board of Directors (“the Board”). The Board 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.

Section 2 – COMPOSITION: The Board of Directors shall consist of seven (7) at-large Directors. The Directors need not be residents of the State of Minnesota but must be Members of Record of the Association.

Section 3 – TERMS OF OFFICE: Directors are elected for three-year terms. The Board of Directors shall have the power to stagger the term ending dates so that not all Directors have terms that end in the same year. Terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later.

Section 4 – BOARD MEETINGS:

- a) **Meetings** – Meetings will be held at the call of the President or any two Directors at a place and time that is mutually convenient. Meetings are open to all Members
- b) **Notice** – Notice of Board meetings shall be delivered to all Directors via Email, Text or Telephone 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.

- c) **Quorum** – Four (4) members of the Board of Directors shall constitute a Quorum for the transaction of business at any Meeting of the Board.
- d) **Action** – The act of a majority of Directors at which a Quorum is present shall be the act of the Board of Directors. Proxy or Absentee voting is not permitted. The President will not vote, except to break ties.

Section 5 – ORGANIZATIONAL MEETING: As soon as is practical after the Annual Meeting of the Members, the Board of Directors shall meet for its reorganizational meeting. At this meeting the Board of Directors will elect the Association's Officers for the upcoming year, and conduct any other business as is necessary.

Section 6 – SUBDIVISION REPRESENTATIVES: The President may appoint Subdivision Representatives as the President deems appropriate and necessary to represent individual neighborhoods and provide communication between the Board and the residents in those neighborhoods. The President may assign additional duties to these Representatives as deemed necessary. Subdivision Representatives shall not have voting privileges at meetings of the Board of Directors.

Section 7 – VACANCIES AND REMOVAL:

- a) Any Director may be removed by the Members by action at a Regular or Special Meeting held in part for that purpose
- b) Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors.
- c) A Director appointed to fill a vacancy shall serve for the unexpired term of the Director's predecessor in office.

Section 8 – COMPENSATION: Directors shall not be compensated for their time and effort. Directors shall be entitled to reimbursement for reasonable expenses incurred on behalf of the Association as approved by the Board.

**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 any 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 prepare publicity for the Association and supervise and direct social media efforts for the Association in coordination with the other officers.

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.

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, social media editor, or such other assistant officers as are deemed necessary need not be Members of the Association.

Section 7 – TERM OF OFFICE: The Officers have a one (1) year term of office. There will be no restriction on the number of terms that an Officer may hold an office.

Article VIII COMMITTEES

Section 1 – EXECUTIVE COMMITTEE:

- a) The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer, along with any additional members approved by the Board of Directors.
- b) Three (3) members will constitute a Quorum of the Committee.
- c) The Executive Committee may act on behalf of the Board on any matter when the Board is not in session.
- d) Minutes of meetings of the Executive Committee will be distributed to all Directors on a timely basis after any Executive Committee meeting.

- e) Actions of the Executive Committee will be subsequently reviewed for ratification at a regular or special meeting of the Board of Directors called in part for that purpose.

Section 2 – OTHER COMMITTEES: The President may appoint such other committees as are deemed necessary to support the efforts of the Association from time to time, including but not limited to committees on bylaws revision, 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. Other committee members need not be registered as Members but must be approved and appointed by the Board and will serve at the pleasure and discretion of the Board.

Article IX MISCELLANEOUS PROVISIONS

Section 1 – INDEMNIFICATION OF OFFICERS AND DIRECTORS: The Association and Members shall indemnify and hold harmless any and all of its members of the Board of Directors, 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 their 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 its Members.

Section 2 – FISCAL YEAR: The records and accounts of the Association shall begin on the first day of July in each year and end of the last day of June in each year.

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.

Section 4 – INSPECTION: All books and records of the Association may be inspected by any Member or any attorney for a Member for any proper purpose at any reasonable time.

Section 5 – AUDIT: The Board of Directors shall annually audit the financial records of the Association in a manner that they feel is appropriate.

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 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 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, have approved the dissolution plan, either at a meeting or by a binding mail referendum.

CERTIFICATION

These By-laws were adopted by an affirmative vote at the Association meeting on this day.

Secretary