

BYLAWS OF THE WINDEMERE TOWNSHIP LAKES ASSOCIATION, INCORPORATED

ARTICLE I

Name and Objectives

- Section 1 The name of this organization shall be Windemere Township Lakes Association, Incorporated. The Association mailing address is P.O. Box 292, Sturgeon Lake, MN 55783.
- Section 2 The objective of this organization shall be to protect and improve the quality of the lakes, the values of the property, and the natural recreation facilities of Windemere Township. Some of the specific matters of concern of this organization will be water, noise, land and air pollution, and ecology, as it pertains to the natural resources and health of the residents of Windemere Township and the civic and community matters that affect the property values and recreational potential of the township.

ARTICLE II

Membership

- Section 1 The membership of this organization shall be as follows: Any person who agrees with the objectives of the organization as specified in Article I, Section 2. The registration shall include the person's name, permanent address and phone number, and the name of the lake in the township to which the person is most closely associated.
- Section 2 The voter's rights and privileges are as follows: Persons of legal voting age who are registered and are members in good standing may hold office, offer motions at General Meetings, and vote on all matters within the scope of the powers of members as stated in these Bylaws. Voting for directors will be limited to one vote per membership registration.

- Section 3 Not less than sixty (60) percent of the total membership shall be owners of lakeshore_property in Windemere Township or owners of lakeshore on Sand Lake located in Moose Lake Township.
- Section 4 Dues are set, per calendar year per registration, payable by the first General Meeting each year. Dues are reviewed by the Board of Directors at the spring Board Meeting. Any proposed change shall be presented to the general membership for consideration at the June General Meeting and voted on at the July General Meeting. Non-payment of dues will terminate the voter's rights to participate or hold office.
- Section 5 The organization will accept contributions of services or money that would defray expenses of the organization. Such contributions would be announced at the next General Meeting.

ARTICLE III

Board of Directors

- Section 1 The Board of Directors shall have a minimum of eleven (11) and a maximum of thirteen (13) Directors. (The current 7/17/2018 board members will remain until he/she resigns or is not reelected.)
- Section 2 Approximately three (3) Directors each will be affiliated with Sturgeon, Sand and Island Lakes and two (2) from the smaller lakes.
- Section 3 Directors must be registered members of the organization.
- Section 4 Directors will be elected at the last General Meeting in each calendar year to serve two-year terms. A Director may serve multiple terms. Directors shall be elected on a rotating basis with approximately half the board elected yearly. The election will be by secret ballot with one vote per membership registration.

- Section 5 Failure of a Director to attend three consecutive scheduled meetings, with such absence unexcused by the Chair, shall constitute voluntary resignation of such Director.
- Section 6 If a vacancy in a Director's position occurs, the Board may appoint a substitute to fill the unexpired term. If at all possible, the substitute will be selected from the registered members of the lake represented.
- Section 7 A Director is considered to be the spokesperson for the lake represented. The Director will bring the problems and suggestions of that area to the attention of the Board. Board members elected to an office will discharge the duties of said office keeping the good of the area and organization as a whole in mind.
- Section 8 A Board Meeting shall consist of the Officers and Directors. Other interested parties may attend with voice but no vote. The Directors will meet at least Spring and Fall and also when special Board Meetings are necessary.
- Section 9 Any Officer of the Board or any two Directors may call a special Board Meeting by notifying the Chairperson and Secretary of the Board of the need of a special Board Meeting.
- Section 10 Twenty five percent (25%) of the Directors, plus two Officers will constitute a quorum for a Board Meeting.
- Section 11 All Directors will be notified of all Board Meetings at least five (5) days prior to the meeting.
- Section 12 Expenditures may not exceed the balance of the applicable financial account. Checks will require two signatures which will be the Treasurer, Assistant Treasurer or one member of the Executive Committee.

ARTICLE IV

Officers

- Section 1 The elected Officers on the Board of Directors will assume the same office for the organization. In addition to these Officers, an Assistant Treasurer and an Assistant Secretary may be appointed by the Chairperson each year. These Officers will be ex-officio members of the Board of Directors, will assist the Board Officers at all General Meetings and with other duties as assigned by the Officers.
- Section 2 The Board of Directors will elect a Chair, Vice Chair, Treasurer, Secretary and Membership Chair from its members. This group shall be the Executive Committee.
- Section 3 The Chair, (in his/her absence the Vice Chair) shall preside at all Board and General Meetings, preserve order and enforce the bylaws. The Chair shall decide all questions of order and usages according to parliamentary procedure governed by Roberts Rules of Order and appoint all committees not otherwise provided for.
- Section 4 Officers will be elected at the first Board Meeting following the last General Meeting each year and will serve one-year terms. If a vacancy occurs in an office of the Board, the Directors will select a replacement from their members to fill the unexpired term(s).
- Section 5 The Executive Committee shall act only in the intervals between Board Meetings and is at all times subject to the control and direction of the Board.
- Section 6 The authority and finances of the Officers and Board shall be as follows: The Board is authorized to conduct the business of this organization as specified in the Articles and Bylaws. They will consider and act on suggestions or motions of the members when such suggestions or motions are within the scope of the organization.
- Section 7 No Director or Officer of this organization will receive wages or compensation for services to the organization. Valid expenses

incurred in connection with the business of the organization may be reimbursed.

ARTICLE V

General Meetings

- Section 1 A General Meeting shall be a public meeting open to all members of the organization and other interested parties.
- Section 2 There will be three (3) General Meetings a year plus special meetings if necessary. Meetings will be scheduled for a weekend during the months of June, July and August.
- Section 3 Notification of the dates of all General Meetings will be by one mailing at least 30 days prior to the first General Meeting.
- Section 4 To call a Special General Meeting a majority vote of the Board is required. Each member will be notified by a special mailing at least five (5) days prior to the Special General Meeting. The reason for the meeting will be stated.
- Section 5 Ten (10) percent of the registered voters will constitute a quorum for a General Meeting. Twenty percent will constitute a quorum if a mail vote is necessary.
- Section 6 Minutes of the last General Meeting will be posted on the website and copies provided at the next General Meeting. Minutes will include a roll call of the Officers and Directors. Directors will be identified by lake/area represented.

ARTICLE VI

Committees

Section 1

The Chair may appoint ad hoc committees. At least one director shall be appointed to the ad hoc committee(s) and members, as needed, may also be appointed. Such committee(s) shall report to the Board for evaluation and action as needed. Such committee(s) must be reestablished, if needed, on an annual basis.

ARTICLE VII

Bylaws

Section 1 These bylaws should be reviewed on an annual basis by the Board with recommendations to the General Body for updating and revisions.

Section 2 Any bylaw may be amended, added, or deleted by a majority vote at the General Meeting following the General Meeting at which any such recommendation(s) were presented by the Board.

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Revised Spring 2012 Chip Wells & Laurie Patrick

Approved by the Board May 19, 2012

Approved by the Membership July 14, 2012

Article II rewritten Spring 2013; Approved by the membership 6/8/2013

Name change June 2016; Approved by the membership 6/11/2016

Article III Section 12, Article IV Section 5 and Article V Section 6 changed by the membership 7/8/2017

Article III Sections 1 and 2 changed by the membership 7/14/2018

Article II Sections 2, 3 and 4; Article III Sections 6 and 12; Article IV Section I; Article VI Sections 1, 2 and 3; Article VII Sections 1 and 2 changed by the membership 8/10/2019

Article II Section 2 and Article III Section 4 changed by the membership 7/10/2021