

BYLAWS OF WINDEMERE TOWNSHIP LAKES ASSOCIATION

ARTICLE I — NAME AND PURPOSE

Section 1: Name: The name of the corporation shall be Windemere Township Lakes Association. It shall be a Minnesota nonprofit corporation incorporated under the laws of the State of Minnesota, Minnesota Chapter 317A. The physical address of the corporation shall be 4246 County Line Road, Moose Lake, Minnesota, 55767. The mailing address of the corporation shall be P.O. Box 292, Sturgeon Lake, Minnesota, 55783.

Section 2: Purpose: This corporation is organized and operated exclusively for charitable, religious, or educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes of the making of distributions to corporations that qualify as exempt corporations under Section 501(c)(3) of the Internal Revenue Code, or to the corresponding section of any future federal tax code.

The purpose of this corporation is to protect and improve the quality of the lakes and rivers in Windemere Township, the intrinsic values of the property impacting the Windemere Township lakes and rivers, and the natural recreation facilities of Windemere Township. The corporation will engage in research, education, informational and volunteer activities to improve 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 Windemere Township lakes and rivers.

No part of the net earnings of the corporation shall inure to the benefit of any Trustee, Director, or Officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no Trustee, Director, or Officer shall be entitled to share in the distribution of any of the corporation assets upon dissolution of the corporation.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the IRS Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf or in opposition to any candidate for public office.

Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

Upon the termination, dissolution or final liquidation of the corporation in any manner or for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the corporation; the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code) or shall be distributed to the federal government, or to state or local government for a public purpose.

ARTICLE II — MEMBERSHIP

Section 1 - Eligibility for membership: Application for voting membership shall be open to any current person or business operator who agrees with the objectives of the corporation as specified in Article I, Section 2, and subject to the membership composition in Article II, Section 4. Membership is granted after completion and receipt of a membership application including the person's name, permanent address, phone number, and name of the body of water in the township to which the person is most closely associated, and payment of annual dues.

Section 2 - Annual dues: Dues are set per calendar year per registration, payable by the first General Meeting each year. Dues for the following calendar 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 3 - Rights of members: Registered members who are current in their dues may hold office, offer motions at General or Special Meetings, and vote on all matters within the scope of the powers of members identified in these Bylaws. All votes, including voting for directors, shall be limited to one vote per registered member.

Section 4 – Membership Composition: Not less than sixty (60) percent of the total membership shall be owners of lakeshore or river shore property in Windemere Township or owners of lakeshore on Sand Lake in Moose Lake Township, Minnesota.

Section 5 Contributions – The corporation may accept contributions of services or money that would defray expenses of the corporation.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 - Public meetings: General Meetings shall be open to all members of the corporation in good standing, and with the permission of the Chair other interested parties may attend.

Section 2 – Timing of General Meetings – There will be three (3) General Meetings a year. General Meetings shall be scheduled for weekends during the months of June, July, and August. Special meetings shall be held as scheduled according to the Bylaws.

Section 3 - Notice of General Meetings: Notification of the dates of all General Meetings will be by mailing at least 30 days prior to the first General Meeting, or by posting of the dates of the General Meetings on the corporation's website.

Section 4 – Special Meetings: A Special Meeting may be called only upon a majority vote of the Board of Directors. Members of the corporation shall be notified by mailing posted at least five (5) days prior to the Special Meeting. The notification shall state the date and purpose of the meeting.

Section 5 – General and Special Meetings Quorum: Ten (10) percent of registered members who are current in their dues shall constitute a quorum for both General Meetings and Special Meetings.

Section 6 - Voting: All issues to be voted on shall be decided by a simple majority of those present at the General Meeting or Special Meeting during which the vote takes place.

Section 7 – Minutes: Minutes of all General Meetings, Special Meetings, and Meetings of the Board of Directors shall be posted on the website and provided at the next General Meeting. Meetings shall include a roll call of the Directors and Officers. Directors shall also be identified by the lake or river they represent.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 - Board Role: The Board is responsible for the overall policy and direction of the corporation.

A Director is considered the spokesperson for the lake or river they represent. The Director shall bring the problems and suggestions of that body of water to the attention of the Board. Board members elected to an office shall discharge the duties of said office keeping the interests of the area and corporation as a whole in mind.

Expenditures by the Board may not exceed the balance of the applicable financial account. Checks shall require two signatures of the following: the Treasurer, one other member of the Board of Directors.

The Board and its Officers are authorized to conduct the business of this corporation as specified in the Articles and Bylaws. They shall consider and act on suggestions and motions of the registered members when such suggestions or motions are within the scope of the corporation.

Directors shall be registered members of the corporation current with their dues.

Directors and Officers of the corporation shall serve without compensation other than for reimbursement of documented expenses spent for the sole benefit of the corporation.

Section 2 – Composition: The Board of Directors shall have eleven (11) Directors. The current Board members shall remain until their resignation or failure to be reelected. Approximately three (3) directors each will be affiliated with Sturgeon, Sand, and Island lakes, and two (2) from the smaller lakes and rivers.

Section 3 - Terms: All Directors must be registered members of the corporation. Directors shall serve two-year terms. A Director may serve multiple terms. A Director shall be elected on a rotating basis with approximately half the board elected on a rotating basis every year. The election for board members shall be by secret ballot with one vote per registered member who are current in their dues.

Section 4 – Board Meetings and Notice: A Board Meeting shall consist of the Officers and Directors. Other members or interested persons may attend the Board Meetings but shall have no vote at the meeting. The Board of Directors shall meet once in the spring and once in the fall, and hold Special Board Meetings as necessary.

Notice shall be provided of Board Meetings and Special Board Meetings at least five days prior to the meeting. Notice may be given by mail or by email to the Directors/

Section 5 - Board Elections: New Directors and current Directors shall be elected or re-elected by the registered members at the August meeting. Directors will be elected by a simple majority of registered members present at the August meeting. Any registered member may nominate a candidate as a

nominee to the Board of Directors. All candidates must be members in good standing in that their dues are current. All members will be eligible to cast one vote for each open position on the Board of Directors. Board of Directors terms are effective at the beginning of the fall Board of Directors meeting.

Section 6 - Quorum: Twenty-Five percent of the Directors, plus two Officers shall constitute a quorum for all meetings of the Board of Directors for business transactions to take place and motions to pass.

Section 7 - Resignation, termination and absences: Failure of a Director to attend three consecutive scheduled meetings (including General, Special, and Board Meetings) without notice to and excuse by the Chairperson, shall constitute an immediate voluntary resignation of the Director. A Director may voluntarily resign at any time with written notice to the Chairperson. The Director's position on the Board is deemed vacant upon acknowledgement of the third absence by the Board of Directors.

A Director may be removed from the Board of Directors by majority vote of the Board for breach of their duties to the corporation.

Section 8 - Vacancies: 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 shall be selected from the registered members of the lake represented by the departing Director.

Section 9 - Special meetings: Any Officer of the Board of Directors or any two Directors may call a Special Board Meeting by notifying the Chairperson and Secretary of the Board of Directors of the need for a Special Board Meeting and the purpose of it.

Section 10 - Remote communication for meetings: Any meeting of the Board of Directors may be conducted solely by one or more means of remote communication through which all Directors may participate in the meeting, if notice of the meeting is given as described in Section 4 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

ARTICLE V – OFFICERS OF THE CORPORATION

Section 1 - Officers and Duties: There shall be five Officers of the Board, consisting of a Chair, Vicechair, Secretary, Treasurer, and Membership Chair.

Their duties are as follows:

The Chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-chair, Secretary, Treasurer. The Chair or the Chair's designee shall decide all questions of order and usages according to parliamentary procedure governed by Robert's Rules of Order and appoint all committees not otherwise provided for.

The Vice-chair shall chair committees or meetings as designated by the Chair and the Board.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

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The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

The Membership Chair shall be responsible for contacting the membership regarding dues, maintaining membership roles, and tracking membership composition as described in these Bylaws.

Section 2 – Executive Committee and Role: The Board of Directors shall elect a Chair, Vice Chair, Treasurer, Secretary, and Membership Chair from its members. These Officers shall constitute the Executive Committee.

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 3 – Election of Officers: Officers shall be elected and take office at the first Board Meeting following the last General Meeting each year and will serve one-year terms. If a vacancy occurs in an Officer of the Board, the Directors will select a replacement Officer from their members to fill the expired term(s).

Section 4 – Compensation of Officers: No Officer of this corporation shall receive wages or compensation for services to the corporation. Valid documented expenses incurred in connection with the business of this corporation may be reimbursed.

Section 5 – Records of the Corporation: Records maintained by Officers are the property of the corporation. Any and all such records shall be immediately returned to the corporation upon the Officer's departure from the Board.

ARTICLE VI — COMMITTEES

Section 1 - Committee formation: The Chair may appoint ad hoc committees as needed, which shall include at least one Director.

Standing committees shall include, but are not limited to the Executive Committee.

ARTICLE VII – AMENDMENTS

Section 1 - Amendments: These Bylaws may be amended when necessary by majority vote of registered members of the corporation at the General Meeting following the General Meeting at which any such recommendation(s) were presented by the Board of Directors.

Section 2 – Review: The Board shall review the Bylaws on an annual basis with a report to the membership at the last General Meeting of the year with recommendations for updating, revising, if any.

Certification

These bylaws were approved at a meeting of the Board of Directors by a majority vote on [MONTH/DAY/YEAR] Secretary _____ Date _____