

1 **BAD MEDICINE LAKE AREA ASSOCIATION BYLAWS**

2 **As amended and approved June 22, 2019**

3
4 **PROPOSED AMENDMENTS UNDERLINED**

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6 **ARTICLE I: PURPOSE**

7 The purpose of the Bad Medicine Lake Area Association is to bring together the residents of the
8 Bad Medicine Lake Area to preserve and improve the water, land, air, aesthetics, wildlife and
9 other natural resources of the Bad Medicine Lake Area; to provide education and training to
10 maintain and enhance the area for the enjoyment of present and future generations; and to work in
11 conjunction with federal, state and local agencies, public and private, to further the purposes of
12 the Association. The Association shall keep members regularly informed of the status of the lake,
13 the surrounding area and the activities of the Association.

14 **ARTICLE II: MEMBERS**

15 **Section 1. Membership Qualifications.** All individuals eighteen (18) years of age and older
16 who own property adjoining Bad Medicine Lake, including their spouses and adult children, and,
17 who are interested in furthering the purposes of this Association, shall be admitted as a voting
18 member upon payment of annual dues. Individuals who do not meet the foregoing qualifications
19 but who have an interest in furthering the purposes of this Association shall be admitted to non-
20 voting membership status upon payment of annual dues.

21 **Section 2. Dues.** The annual membership dues of the Association shall be determined by the
22 Board of Directors. Any change in dues shall first be approved by a simple majority of the Board
23 of Directors.

24 **Section 3. Civil Rights.** The Association shall comply with Title I of the Civil Rights Act of
25 1964, whereby no person on the grounds of race, color, gender, religion, age, national origin,
26 marital status or sexual preference shall be excluded from participation in, be denied the due
27 benefit of equal opportunity, or be subjected to discrimination under any program or activity
28 undertaken by the Association.

29 **ARTICLE III: FISCAL YEAR**

30 The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of
31 December of every year.

32 **ARTICLE IV: MEMBERSHIP MEETINGS**

33 **Section 1. Annual Meeting.** The Annual Meeting of the members shall be held in the month of
34 June at a time determined by the Board of Directors. Said meeting shall be held at such a place in
35 the Bad Medicine Lake area as may be designated in the notice of the meeting. Notice of the

36 Annual Meeting shall be given to each member by email at his/her last known email address as it
37 appears on the current books and records of this Association not less than fifteen (15) days prior
38 to the meeting. Members may receive notice of the Annual Meeting by U.S. mail by requesting
39 such notice from the Association Secretary at least 30 days in advance of the meeting. Only
40 members whose dues are paid for the current fiscal year shall be eligible to vote.

41 **Section 2. Special Meetings.** Special Meetings of the members may be held during the months
42 of May, June, July and August. Such a meeting may be called by the President of the
43 Association, by a majority vote of the Directors of the Association, or upon the written petition of
44 at least 20% of the members, in which case it shall be the duty of the Secretary of the Association
45 to cause due notice of the meeting to be given. Notice of a Special Meeting shall state its time,
46 place, and purpose and shall be issued within ten (10) days after the presentation of such petition.
47 Notice of a Special Meeting shall be given in the same manner prescribed for notice of a regular
48 meeting. Only those members whose dues are paid for the current fiscal year shall be eligible to
49 vote.

50 **Section 3. Quorum.** At any regular or special meeting of the members of the Association, the
51 quorum necessary for the transaction of business shall be 25% of the total paid membership.

52 **Section 4. Exceptional Circumstances.** In the event of circumstances that may reasonably be
53 considered to pose a threat to the health and/or safety of members if they were to physically
54 attend a membership meeting, the Board of Directors, at its discretion, may change the timing,
55 location and/or format of such a meeting. This provision shall be understood to include the
56 option of holding membership meetings and conducting Association business by electronic or
57 virtual means.

58 **ARTICLE V: DIRECTORS**

59 **Section 1. Number.** The Board of Directors shall consist of nine (9) members.

60 **Section 2. Nominating Committee.** There shall be a Nominating Committee consisting of two
61 (2) Directors named by the Board and two (2) members selected at the Annual Meeting. The
62 Nominating Committee shall serve until the next Annual Meeting at which time it shall present to
63 members a slate of nominees for open Director positions.

64 **Section 3. Directors Election.** The Board of Directors as specified in the Articles shall be
65 elected by and from the membership of this Association at the Annual Meeting. **Should it be**
66 **determined by the Board of Directors that the Annual Meeting cannot be safely held, Directors**
67 **may be elected by mail ballot that presents the Nominating Committee's slate of nominees to all**
68 **current members of the Association.**

69 **Section 4. Terms of Directors.** The terms of the elected Directors shall be for three years and
70 each Director may serve no more than two consecutive terms. Directors who have served two

71 consecutive terms must take at least a one-year break from service before being allowed to run for
72 election again. Three Directors shall be elected each year. The Board, at its discretion, may set
73 the initial term of certain newly elected or appointed Directors to one or two years in order to
74 maintain the desired election cycle described above. Should the regular election of Directors be
75 delayed for any reason, currently serving Directors with expiring terms may extend their terms
76 until an election is held.

77 **Section 5. Commencement of Terms.** Directors who are elected at the annual meeting shall
78 take office at the next Board of Directors meeting following their election.

79 **Section 6. Quorum.** A quorum for meetings of the Board of Directors shall be a majority of the
80 Directors.

81 **Section 7. Vacancy.** The membership of the Association shall have the power at any regular or
82 special membership meeting to remove any Director and to fill the vacancy caused by such
83 removal. A vacancy on the board that occurs between membership meetings may be filled by
84 majority vote of the Directors then in office. A Director so appointed shall serve until the next
85 meeting of the membership when a successor shall be elected to serve out the unexpired regular
86 term.

87 **Section 8. Meetings.** The Board of Directors shall meet at such time and upon such notice as the
88 Board may prescribe during the months of April thru September unless it is deemed necessary by
89 a majority vote of the Directors to meet in other months. Any business may be transacted at any
90 meeting of the Board of Directors without the specification of such business in the notice of the
91 meeting. The Board of Directors may make provisional decisions between meetings by email or
92 other electronic vote that must then be confirmed at its next regular meeting. In exceptional
93 circumstances, the Board of Directors may hold meetings and conduct business by electronic or
94 virtual means.

95 **Section 9. Authority of Directors.** The Directors are authorized to conduct, manage, and
96 control the business and affairs of this Association; to make rules and regulations for the guidance
97 of the officers, agents, and employees of the Association; and to do all things permitted by law
98 and not prohibited by these bylaws.

99 **ARTICLE VI: OFFICERS AND THEIR DUTIES**

100 **Section 1. Election of Officers.** The officers of the Association shall be elected ~~by the Board~~
101 from the members of the Board of Directors at the first meeting following the annual meeting of
102 the membership.

103 **Section 2. Terms of Officers.** The officers shall take office at the meeting following their
104 election and shall hold office for the term of one year with no limit on the number of terms a
105 Board member may serve as an officer.

106 **Section 3. President.** The President shall: a) Preside over all meetings of the members and
107 Directors, b) Execute those documents directed to be executed by authority of the Board of
108 Directors, c) Exercise all the authority ordinarily exercised by the president of a corporation.

109 **Section 4. Vice President.** The Vice President shall: a) Perform the duties of the President in
110 the absence or disability of the President, b) Should the Board of Directors elect more than one
111 Vice President, a First Vice President shall be designated to succeed to the duties of the President
112 and the specific duties of the other Vice Presidents shall be delineated by the Board of Directors.

113 **Section 5. Secretary.** The Secretary shall: a) Keep minutes of each meeting of the members and
114 of the Board of Directors, b) Execute those documents directed to be executed by the Board of
115 Directors, c) Submit such secretarial reports at the annual and other meetings of the members and
116 Directors as required by the Board of Directors, d) Supervise the preparation and service of all
117 notices of meetings as required by law or these bylaws, e) Perform such other duties as may be
118 directed by the Board. The Board may authorize the Secretary to delegate clerical duties.

119 **Section 6. Treasurer.** The Treasurer shall: a) Supervise the safe keeping of all funds and
120 property of the Association, b) Execute those documents directed to be executed by the Board of
121 Directors, c) Supervise the books and records of all financial transactions of the Association, d)
122 Submit to meetings of the members and Directors a financial report of the condition of the
123 Association's affairs in such detail as directed by the Board of Directors, e) Perform such other
124 duties as may be required by the Board of Directors. The Board of Directors may authorize the
125 Treasurer to delegate clerical duties.

126 **ARTICLE VII: COMMITTEES**

127 The Board of Directors may appoint various committees to help achieve the Association's
128 purposes in specific areas. The Board of Directors shall determine how long each committee
129 shall function.

130 **ARTICLE VIII: BOOKS AND RECORDS**

131 **Section 1. Inspection.** The books, records, and papers of the Association shall be subject to
132 inspection by any member on request made verbally or in writing to any officer of the
133 Association.

134 **Section 2. Annual Review.** On an annual basis, a volunteer audit committee of at least two (2)
135 Association members shall review the transactions of the past fiscal year and the financial
136 condition of the Association. The results of the review shall be presented to the membership at
137 the Annual Meeting.

138 **ARTICLE IX: AMENDMENTS TO BYLAWS**

139 These bylaws may be amended by the procedure set forth in Minnesota Statutes, which requires
140 the Board of Directors to propose the amendment or amendments to the bylaws by resolution,

141 setting forth the proposed amendment or amendments and directing that it be submitted for
142 adoption at a meeting of the members. Such amendment or amendments may be adopted by
143 majority vote of the members at the annual meeting or a special meeting called for that purpose
144 and shall be effective immediately upon the completion of the vote unless a different effective
145 date is stated in the amendment. Notice of the special meeting shall be given in the same manner
146 as prescribed for notice of a regular meeting. Only those members whose dues are paid for the
147 current fiscal year shall be allowed to vote.

148 **ARTICLE X: DISSOLUTION OF THE ASSOCIATION**

149 In the event of dissolution of the corporation, all monies held by the Association shall be given to
150 one or more non-profit corporations or organizations with missions deemed by the Board of
151 Directors to be compatible with the purposes of the Association. Funds shall be selected by a
152 simple majority vote of the Board of Directors, provided such corporation or organization
153 qualifies for Federal Income Tax Section 501(c)3 status.