

1 **BAD MEDICINE LAKE AREA ASSOCIATION BYLAWS**

2 **As amended and approved June 12, 2021**

3  
4 **ARTICLE I: PURPOSE**

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

12 **ARTICLE II: MEMBERS**

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

19 **Section 2. Dues.** Annual membership dues of the Association shall be determined by the Board  
20 of Directors. Any change in dues shall first be approved by a simple majority of the Board of  
21 Directors.

22 **Section 3. Civil Rights.** The Association shall comply with Title I of the Civil Rights Act of  
23 1964, whereby no person on the grounds of race, color, gender, religion, age, national origin,  
24 marital status or sexual preference shall be excluded from participation in, be denied the due  
25 benefit of equal opportunity, or be subjected to discrimination under any program or activity  
26 undertaken by the Association.

27 **ARTICLE III: FISCAL YEAR**

28 The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of  
29 December of every year.

30 **ARTICLE IV: MEMBERSHIP MEETINGS**

31 **Section 1. Annual Meeting.** The Annual Meeting of the members shall be held in the month of  
32 June at a time determined by the Board of Directors. Said meeting shall be held at such a place in  
33 the Bad Medicine Lake area as may be designated in the notice of the meeting. Notice of the  
34 Annual Meeting shall be given to each member by email at his/her last known email address as it  
35 appears on the current books and records of this Association not less than fifteen (15) days prior

to the meeting. Members may receive notice of the Annual Meeting by U.S. mail by requesting such notice from the Association Secretary at least 30 days in advance of the meeting. Only members whose dues are paid for the current fiscal year shall be eligible to vote.

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

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

**Section 4. Circumstances.** The Board of Directors, at its discretion, may cancel or reschedule a membership meeting, change the meeting location or modify the meeting format by giving appropriate notice. The board shall have the option to hold membership meetings and conduct Association business by electronic or virtual means.

## **ARTICLE V: DIRECTORS**

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

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

**Section 3. Directors Election.** The Board of Directors as specified in the Articles shall be elected by and from the membership of this Association at the Annual Meeting. Should the Board of Directors determine that the Annual Meeting can not be held, Directors may be elected by means of an electronic or mail ballot that presents the Nominating Committee's slate of nominees to all voting members of the Association and make provision for nominations from the membership.

**Section 4. Terms of Directors.** The terms of the elected Directors shall be for three years and each Director may serve no more than two consecutive terms. Directors who have served two consecutive terms must take at least a one-year break from service before being allowed to run for election again. Three Directors shall be elected each year. The Board, at its discretion, may set

the initial term of certain newly elected or appointed Directors to one or two years in order to maintain the desired election cycle described above.

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

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

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

**Section 8. Meetings.** The Board of Directors shall meet at such time and upon such notice as the Board may prescribe during the months of April thru September unless it is deemed necessary by a majority vote of the Directors to meet in other months. Any business may be transacted at any meeting of the Board of Directors without the specification of such business in the notice of the meeting. The Board of Directors may hold meetings and conduct Association business by electronic or virtual means.

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

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

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

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

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

**Section 4. Vice President.** The Vice President shall: a) Perform the duties of the President in the absence or disability of the President, b) Should the Board of Directors elect more than one

Vice President, a First Vice President shall be designated to succeed to the duties of the President and the specific duties of the other Vice Presidents shall be delineated by the Board of Directors.

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

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

#### **ARTICLE VII: COMMITTEES**

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

#### **ARTICLE VIII: BOOKS AND RECORDS**

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

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

#### **ARTICLE IX: AMENDMENTS TO BYLAWS**

These bylaws may be amended by the procedure set forth in Minnesota Statutes, which requires the Board of Directors to propose the amendment or amendments to the bylaws by resolution, setting forth the proposed amendment or amendments and directing that it be submitted for adoption at a meeting of the members. Such amendment or amendments may be adopted by majority vote of the members at the annual meeting or a special meeting called for that purpose and shall be effective immediately upon the completion of the vote unless a different effective date is stated in the amendment. Notice of the special meeting shall be given in the same manner

as prescribed for notice of a regular meeting. Only those members whose dues are paid for the current fiscal year shall be allowed to vote.

**ARTICLE X: DISSOLUTION OF THE ASSOCIATION**

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