

1 **BAD MEDICINE LAKE AREA ASSOCIATION BYLAWS**

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

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 who
14 own property adjoining Bad Medicine Lake, including their spouses and adult children, and, who
15 are interested in furthering the purposes of this Association, shall be admitted as a voting member
16 upon payment of annual dues. Individuals who do not meet the foregoing qualifications but who
17 have an interest in furthering the purposes of this Association shall be admitted to non-voting
18 membership status upon payment of annual dues.

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

27 **ARTICLE III: FISCAL YEAR**

28 The fiscal year of the Association shall begin on the 1st day of January and end on the 31st 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 each year at a time determined by the Board of Directors. Said meeting shall be held at such
33 a place in the Bad Medicine Lake area as may be designated in the notice of the meeting. Notice
34 of the Annual Meeting shall be given to each member by email at his/her last known email
35 address as it appears on the current books and records of this Association not less than fifteen

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

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

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

50 **ARTICLE V: DIRECTORS**

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

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

56 **Section 3. Directors Election.** The Board of Directors as specified in the Articles shall be elected
57 by and from the membership of this Association at the Annual Meeting thereof.

58 **Section 4. Terms of Directors.** The terms of the elected Directors shall be for three years and
59 each Director may serve no more than two consecutive terms. Directors who have served two
60 consecutive terms must take at least a one-year break from service before being allowed to run for
61 election again. Three Directors shall be elected each year. The Board, at its discretion, may set
62 the initial term of certain newly elected or appointed Directors to one or two years in order to
63 maintain the desired election cycle described above.

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

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

68 **Section 7. Vacancy.** The membership of the Association shall have the power at any regular or
69 special membership meeting to remove any Director and to fill the vacancy caused by such
70 removal. A vacancy on the board that occurs between membership meetings may be filled by

71 majority vote of the Directors then in office. A Director so appointed shall serve until the next
72 meeting of the membership when a successor shall be elected to serve out the unexpired regular
73 term.

74 **Section 8. Meetings.** The Board of Directors shall meet at such time and upon such notice as the
75 Board may prescribe during the months of April thru September unless it is deemed necessary by
76 a majority vote of the Directors to meet in other months. Any business may be transacted at any
77 meeting of the Board of Directors without the specification of such business in the notice of the
78 meeting.

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

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

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

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

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

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

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

103 **Section 6. Treasurer.** The Treasurer shall: a) Supervise the safe keeping of all funds and
104 property of the Association, b) Execute those documents directed to be executed by the Board of
105 Directors, c) Supervise the books and records of all financial transactions of the Association, d)

106 Submit to meetings of the members and Directors a financial report of the condition of the
107 Association's affairs in such detail as directed by the Board of Directors, e) Perform such other
108 duties as may be required by the Board of Directors. The Board of Directors may authorize the
109 Treasurer to delegate clerical duties.

110 **ARTICLE VII: COMMITTEES**

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

114 **ARTICLE VIII: BOOKS AND RECORDS**

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

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

122 **ARTICLE IX: AMENDMENTS TO BYLAWS**

123 These bylaws may be amended by the procedure set forth in Minnesota Statutes, which requires
124 the Board of Directors to propose the amendment or amendments to the bylaws by resolution,
125 setting forth the proposed amendment or amendments and directing that it be submitted for
126 adoption at a meeting of the members. Such amendment or amendments may be adopted by
127 majority vote of the members at the annual meeting or a special meeting called for that purpose
128 and shall be effective immediately upon the completion of the vote unless a different effective
129 date is stated in the amendment. Notice of the special meeting shall be given in the same manner
130 as prescribed for notice of a regular meeting. Only those members whose dues are paid for the
131 current fiscal year shall be allowed to vote.

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

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