

# **BYLAWS OF LAKE BELLE TAINE ASSOCIATION**

## **Adopted September 9, 2024**

This instrument constitutes the Bylaws of Lake Belle Taine Association, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

### **MISSION STATEMENT**

The mission of the Lake Belle Taine Association is to protect and enhance Lake Belle Taine, the ten lake chain of lakes to which it is connected and the Lake Belle Taine watershed of the larger Crow Wing Watershed in which it is located. This mission will be accomplished through educational programs regarding aquatic invasive species and water pollutants for property owners on the lake and people using the lake, programs monitoring watercraft entering the lake plus programs monitoring the quality of water in the lake. This mission will require the joint vision and concerted effort of the 28 lakes comprising the Hubbard County Coalition of Lakes, the City of Nevis which is located on the Lake, Hubbard County and the Minnesota Department of Natural Resources. By acting together to educate the people owning property on the lake and using the lake plus monitoring usage of the lake and the quality of its water, this resource will be protected and enhanced for current and future generations.

### **Article I CORPORATE SEAL**

The corporation shall not have a seal.

### **Article II MEMBERS**

**Section 2.1 Classes of Members.** The membership of the corporation shall consist of one class of members. Members must be a natural person who is a property owner or an immediate family member, as defined by the Board of Directors, of a property owner of a tax parcel assigned by the Hubbard County Minnesota Assessor's office on Lake Belle Taine, including that portion of the Shallow River which runs from the lake to County Highway 18. Only one membership is available per tax parcel, a tax parcel with multiple owners who wish to be members may enroll multiple individuals under one membership interest.

**Section 2.2 Membership Dues.** Membership dues shall be set annually by resolution of the Board of Directors. Dues will be effective for the calendar year in which they are paid.

**Section 2.3 Members' Rights/Terms of Membership.** Members are entitled to one vote with respect to the selection of the members of the board of directors and any other matters that require a member vote under Minnesota law. A membership interest with multiple individuals enrolled under a single membership, due to the ownership of a tax parcel by multiple individuals, shall only have one vote. The term of membership shall be one calendar year.

**Section 2.4 Termination of Membership.** Membership shall terminate at the end of the term of membership. A Member shall not be expelled or suspended, and a membership may not be terminated or suspended except for nonpayment of dues or fees, unless the Member is given:

**2.4.1** No fewer than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for it; and,

**2.4.2** An opportunity for the Member to be heard, orally or in writing, not fewer than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

**Section 2.5 Regular Meetings of Members.** Meetings of voting Members shall be held annually, no later than July 15th.

**Section 2.6 Members' Right to Call Meetings.** If a regular meeting of voting Members has not been held during the preceding fifteen (15) months, at least fifteen (15) Members with voting rights or ten percent (10%) of the Members with voting rights, whichever is less, may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of the corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than ninety (90) days after the receipt of the demand at the expense of the corporation.

**Section 2.7 Quorum for Membership Meeting.** Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of the Members is ten (10%) percent of the Members entitled to vote at the meeting.

**Section 2.8 Number Required for Action by Members.** Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

**Section 2.9 Voting Rights.** All Members shall be entitled to one vote on any matter properly presented to the Members. If a membership stands of record in the names of two or more persons, the single vote represents all. Voting by proxy shall not be permitted. Each member property shall have one vote.

**Section 2.10 Unanimous Written Action.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all of the Members entitled to vote. The written action is effective when all Members have signed it, unless a different effective time is provided in the written action.

**Section 2.11 Action by Written Ballot.** An action that may be taken at a regular or special meeting of members may be taken without a meeting if the corporation mails or delivers a written ballot to every Member entitled to vote on the matter. A written ballot

must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the corporation in order to be counted.

### **Article III BOARD OF DIRECTORS**

**Section 3.1 Management.** The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors. The Board of Directors shall have primary responsibility for overseeing the activities of the corporation, engaging in long range planning for the corporation, ensuring the vision of the corporation and approving the annual budget for the corporation.

**Section 3.2 Number, Composition of Board.** The members of the initial Board of Directors shall be appointed by the incorporator. Thereafter, the members of the Board shall be elected by the members of the corporation. The Board of Directors shall consist of no fewer than nine (9) individuals and no more than fifteen (15) members at large and the immediate past president, who shall serve as a voting member and advisor to the board.

**Section 3.3 Nomination of Directors.** At least one (1) month prior to the annual meeting, a Nominating Committee composed of three (3) members of the Board of Directors shall be appointed by the President, to select candidates for directorship to fill all vacancies on the Board of Directors due to resignation or expiration of terms. Nominations will also be accepted from the membership up to one week prior to the annual meeting by providing written notification to the association secretary.

**Section 3.4 Terms and Responsibilities of Directors.** Directors shall serve for a term of three (3) years each and shall be so elected that approximately one-third (1/3) of the directors within each group of directors is elected each year. Directors can be assigned varied term lengths (1-3 years) when first elected to achieve the balance of one-third (1/3) of the directors elected each year. Directors shall serve until their successors have been elected and qualified. There is no limit to the number of consecutive terms a director may serve. As fiduciaries of the organization, directors shall attend all meetings or contact the Secretary if unable to attend. Directors are encouraged to assist with LBTA-sponsored activities and serve on at least one committee annually.

**Section 3.5 Resignation of Directors.** A director may resign at any time by giving written notice to the Secretary of the corporation. The resignation is effective without

acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

**Section 3.6 Removal of Directors.** A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that no fewer than five (5) days and not more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

**Section 3.7 Filling Vacancies.** In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected to the Board to serve until the next annual member meeting, by the affirmative vote of a majority of the directors present at a duly held meeting.

**Section 3.8 Quorum.** At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

**Section 3.9 Number Required for Action by Directors.** Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of directors present at a duly held meeting shall be sufficient for any action.

**Section 3.10 Written Action.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

**Section 3.11 Regular Meetings/Annual Meeting.** The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors. The Secretary shall give at least five (5) days' notice to all directors of the date, time and place of the meeting; provided, however, that if the day or date, time and place of a board meeting have been announced at a previous meeting of the board, notice is not required.

**Section 3.12. Special Meetings.** Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not fewer than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

**Section 3.13 Place of Meetings.** The Board of Directors may hold its meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the corporation.

**Section 3.14 Committees.** The Board of Directors may establish by affirmative vote of the directors present, one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board. Members of a committee need not be directors and shall hold such office for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called, from time to time, upon request of the President, the chair of the committee or any two (2) committee members. Notice requirements shall be the same as for special meetings of the Board of Directors, except that notice may be given orally or in writing. The committees formed annually will include at least the following:

**3.14.1 Lake Quality Committee.** Functions shall include, but not be limited to: communicate with Hubbard County Environmental Services (watercraft inspection) and the Coalition of Lake Associations (COLA); oversee Aquatic Invasive Species (AIS) monitoring, water quality testing, Secchi disk monitoring, zebra mussel monitoring, land use/zoning issues, and educational programs.

**3.14.2 Membership Committee.** Functions shall include, but not be limited to: assist the membership coordinator to maintain membership database, create/distribute membership letter/materials, welcome new members, and conduct outreach to non-members.

**3.14.3 Nominating Committee.** Function shall be to locate members to serve on the Board of Directors.

**3.14.4 Audit Committee.** Function shall be to complete the annual financial audit and report the results to the Board of Directors.

**3.14.5 Social Committee.** Function shall be to organize social events for the association membership, e.g. dinners/lunches, annual picnic.

**Section 3.15 Electronic Communications.** A conference among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. A director may participate in a meeting of the Board of Directors by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

**Section 3.16 Form of Notice.** Whenever under the provisions of these Bylaws notice is required to be given to any director, notice is given when mailed to the director at an address designated by the director at the last known address of the director or at the address of the director in the corporate records; when communicated to the director orally; when handed to the director; when left at the office of the director with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office; when sent by facsimile, electronic mail (email), or other electronic means, to a facsimile number, email address, or other electronic designation provided by the director; if the director's office is closed or the director has no office, when left at the dwelling or usual place of abode of the director with a person of suitable age and discretion residing in the house; or when the method is fair and reasonable when all the circumstances are considered. Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

**Section 3.17 Waiver of Notice.** Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

**Section 3.18 Compensation of Directors.** Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the corporation.

## **Article IV OFFICERS**

**Section 4.1 Election and Terms of Officers.** The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Coordinator, and such other officers as the Board of Directors may, from time to time, appoint. At its first meeting following the annual membership meeting, the board shall elect its officers and organize committees as it deems necessary to carry out the purposes of the association. An officer shall hold his/her respective office for the term of one (1) year or until the next election, or until the resignation or removal of said officer.

**Section 4.2 Duties of Officers.** The duties of the officers of this corporation shall be:

**4.2.1 President.** The President shall preside at all meetings of the Board of Directors, keep the Board of Directors informed of association issues, and shall oversee the long-term goals and purposes of the corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors. The President shall be the chief executive officer of the corporation, shall be responsible for the day to day operations of the corporation,

and shall have all of the powers and duties normally belonging to the President or chief executive officer of a Minnesota nonprofit corporation.

**4.2.2 Vice President.** The Vice President shall perform such duties as may be determined from time to time by the Board of Directors. The Vice President shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

**4.2.3 Secretary.** The Secretary shall attend all meetings of the Board of Directors; and keep the minutes of such meetings, give notices, prepare and hold any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

**4.2.4 Treasurer.** The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, disbursing corporate funds as authorized, and shall have all the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation. The treasurer shall keep separate and distinct accounts of all funds and shall prepare and present to the Board of Directors a full and detailed written report of the income (revenue) and expenses at each regular meeting of the Board of Directors and at the annual meeting of the Association. The treasurer shall deliver to any successor in office, or any committee appointed by the Board of Directors to receive the same, all monies, books, paper, etc., pertaining to duties of the office of the treasurer immediately upon the expiration of the treasurer's term of office. The treasurer's records shall be open to audit by the Directors and others legally authorized to conduct audits.

**4.2.5 Membership Coordinator.** The Membership Coordinator, with assistance from the Membership Committee, shall collect and maintain accurate membership information, dues, AIS donations, and database; deposit association monies and inform the treasurer of transactions; collect orders and distribute dock signs; distribute membership information as necessary; distribute membership letter/materials; welcome new members; and conduct outreach to non-members.

**Section 4.3 Salaries of Officers.** The salaries of all officers of the corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if such service is voluntary

**Section 4.4 Resignation of Officers.** An officer may resign at any time by giving written notice of the resignation to the Secretary of the corporation.

**Section 4.5 Removal of Officers.** Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that no fewer than five (5) days and not more than thirty (30) days' notice of

such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

**Section 4.6 Filling Vacancies.** Any vacancy in an officer's position shall be filled by the Board of Directors of the corporation.

## **Article V STANDARD OF CARE AND CONFLICTS OF INTEREST**

**Section 5.1 Standard of Care.** It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Each director or committee member will sign our confidentiality agreement at the time of election or when joining a committee.

**Section 5.2 Conflicts of Interest.** A contract or other transaction between this corporation and one or more of its directors, or a member of the family of a director, or a member of the family of a director of a related organization; or an organization in or of which one or more of the corporation's directors or a member of the family of the director are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other individual or organization are parties or because the director or directors are present at the meeting of the Board of Directors or a committee of the Board of Directors at which the contract or transaction is authorized, approved or ratified, if the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or the material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote. For the purpose of this Section a director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and a "member of the family" of the director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, or any combination of them.

**Section 5.3 Intellectual property.** Intellectual property refers to works of the mind or intellect and covers a wide range of creations. The Lake Belle Taine Association shall own and have exclusive rights to all intellectual property including patents (inventions), trademarks (e.g., name, symbol, logo), trade secrets (e.g., confidential practice, process, design, or information), and copyright (e.g., authorship of books, publications, posters, software, website design, photos, or art) created for the organization. The work shall be deemed to be a work-for-hire under the Copyright Act of 1976, Title 17 U.S.



Code, and the Lake Belle Taine Association shall be deemed to be the author and owner.

**Section 5.4 Tangible property.** Tangible property is anything that can be touched or has physical existence. Any tangible material purchased by the association or reimbursed by the association remain the property of the LBTA and shall be surrendered upon notice.

## **Article VI FINANCE**

**Section 6.1 Receipts.** Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

**Section 6.2 Deposits.** All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

**Section 6.3 Contracts, Orders for Payment.** All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

**6.3.1** The Treasurer shall have signature authority for the disbursement of funds of the corporation. The Board of Directors may annually approve a resolution to require approval by the president for checks written in excess of a specific amount. The President's approval must be in written form.

**6.3.2** Expenditures for amounts in excess of one thousand (\$1,000.00) dollars must be approved by the Board at a board meeting or annual member meeting.

**6.3.3** Proposed expenditures may be submitted by the Treasurer at board meetings or annual member meetings for approval, pre-authorizing regular and special expenditures for specific purposes.

**Section 6.4 Title to Property.** Title to all property shall be held in the name of the corporation.

**Section 6.5 Annual Budget.** The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

**Section 6.6 Summary Financial Report.** A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

**Section 6.7 Financial Audit.** The audit committee, consisting of at least two non-officer Board of Director members, shall conduct an annual audit.

## **Article VII INDEMNIFICATION**

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

## **Article VIII AMENDMENT OF BYLAWS**

These Bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the directors then in office; provided that written notice of the meeting and of the proposed amendment shall be given to each director not fewer than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.