

## EXAMPLE BYLAWS WITH VOTING MEMBERS

Provided by the City of Edina as an example to residents who wish to form a lake association. Residents/lake associations are responsible for any filing and reporting requirements with the State of Minnesota to establish and maintain non-profit status.

### BYLAWS OF \_\_\_\_\_ LAKE ASSOCIATION

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

#### ARTICLE I – NAME AND PURPOSE

*Section 1 - Name:* The name of the organization shall be \_\_\_\_\_ Lake Association. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

*Section 2 - Purpose:* \_\_\_\_\_ Lake Association is organized exclusively for charitable, scientific, and education purposes.

The purpose of this corporation is:

- to maintain, protect, and improve the water quality, aesthetic values, wildlife habitat, and recreational capacity of \_\_\_\_\_ Lake;
- to educate shoreline owners and the public about the condition and protection of \_\_\_\_\_ Lake; and
- to provide a framework for representation for shoreline owners interests in decision-making for \_\_\_\_\_ Lake.

#### ARTICLE II – MEMBERSHIP

*Section 1 – Eligibility for membership:* Application for voting membership shall be open to any current shoreline property owner on \_\_\_\_\_ Lake that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

*Section 2 – Annual dues:* The amount required for annual dues shall be \$\_\_\_\_\_ each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

*Section 3 – Rights of members:* Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

*Section 4 – Resignation and termination:* Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

*Section 5 – Non-voting membership:* The board shall have the authority to establish and define non-voting categories of membership.

### ARTICLE III – MEETINGS OF MEMBERS

*Section 1 – Regular meetings:* Regular meetings of the members shall be held biannually, at a time and place designated by the chair.

*Section 2 – Annual meetings:* An annual meeting of the members shall take place in the month of \_\_\_\_\_, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

*Section 3 – Special meetings:* Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by ten percent of voting members may also call a special meeting.

*Section 4 – Notice of Meetings:* Printed notice of each meeting shall be given to each voting member, by mail, hand delivery, or email, not less than two weeks prior to the meeting.

*Section 5 – Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 6 – Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

### ARTICLE IV – BOARD OF DIRECTORS

*Section 1 – Board role, size, and compensation:* The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to ten, but not fewer than three members. The board receives no compensation other than reasonable expenses.

*Section 2 – Terms:* All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

*Section 3 – Meetings and notice:* The board shall meet at least annually, at an agreed-upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

*Section 4 – Board elections:* New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

*Section 5 – Election procedures:* Any member can nominate a candidate for a board member. All members will be eligible to send one representative to vote for each candidate, for up to ten available positions each year.

*Section 6 – Quorum:* A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

*Section 7 – Officers and duties:* There shall be three officers of the board, consisting of a chair, secretary and treasurer. Their duties are as follows:

*The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members to preside at each meeting in the following order: secretary, treasurer.

*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.

*The treasurer* shall make a report at each board meeting. The treasurer shall make financial information available to board members and the public.

*Section 8 – Vacancies:* When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. The nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 9 – Resignation, termination, and absences:* Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 10 – Special meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

## ARTICE V – COMMITTEES

*Section 1 – Committee formation:* The board may create committees as needed, such as fundraising, communication, education, etc. The board chair appoints all committee chairs.

*Section 2 – Executive Committee:* The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

*Section 3 – Finance Committee:* The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the board or Executive Committee. The financial year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending

income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

#### ARTICLE VI – AMENDMENTS

*Section 1 – Amendments:* These bylaws may be amended when necessary by two-third majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

#### Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on \_\_\_\_\_.

Secretary \_\_\_\_\_

Date \_\_\_\_\_