

Approved A.O. 7/21/2018

BYLAWS OF THE  
TEN MILE LAKE ASSOCIATION, INC.

ARTICLE I. CHARACTER AND PURPOSE

The Ten Mile Lake Association, Inc., hereinafter referred to as the Association, is a 501(c)(3) corporation incorporated under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Chapter 550 of the Laws of Minnesota for 1951, on September 22nd, 1952. The Corporation reincorporated under and in accordance with the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, on December 11th, 1981 and re-filed its Restated Articles of Incorporation under Minnesota Statutes, Chapter 318, on September 25th 1985. The Corporation is dedicated to the preservation and improvement of Ten Mile Lake and its environs in Cass County, Minnesota.

ARTICLE II. MEMBERSHIP

Section 1. Membership. There shall be three categories of Association Membership:

- (a) Family membership 1- Property owner on Ten Mile Lake, Cass County, and on property immediately contiguous thereto, the membership to include spouse, parents and dependent children.
- (b) Family membership 2 - Legal adult children (18 years of age or older) of property owners in Category (a), the membership to include their children and spouses.
- (c) Associate membership - General public.

Each family membership in good standing in Category (a) and (b) is eligible for one vote on matters brought before the membership for action. The vote may be cast by any legal adult (18 years or older) holding a current membership in Category (a) or (b). Category (c) is a non-voting membership.

Section 2. Annual Dues. Membership dues shall be fixed by a two-thirds vote of the Board of Directors and may be changed from time to time by similar Board action.

Section 3. Contributions. Contributions may be made by any individual or entity in support of the purposes of the Association, provided that all such contributions, whether financial or in kind, shall be subject to the approval of the Board of Directors as stipulated in the current TMLA Gifting Policy.

Section 4. Continuity of Membership. All memberships are for one calendar year and are automatically terminated if annual dues remain delinquent after 180 days from the date of the annual billing notice.

Section 5. Property Rights. No member shall have any right, title, or interest in or to any property of the Association.

## ARTICLE III. GOVERNMENT

Except as otherwise expressly provided herein, the entire management and government of the Association shall be vested in the Board of Directors.

Section 1. Election. All Officers and Directors shall be elected by the members.

Section 2. Board of Directors. The Board of Directors shall consist of the Officers and twelve Directors who shall be voting association members. Three of them shall be year-round residents of the Ten Mile Lake area, three of them shall be summer residents, and six of them shall be either year-round or seasonal. Each Director shall be an Association member in good standing and shall be eligible under the guidelines specified in Membership Category (a) or (b) to cast a vote on official Association business.

(a) Directors shall take office immediately upon their election. One term shall last until the close of the annual meeting three years following.

(b) Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. All officers shall be Association members in good standing and, except for the presiding officer, shall be eligible to offer or second Motions. All officers may vote on Association business. Officers shall serve successive terms of one year each until their successors are elected and qualified. The immediate Past President shall be an ex-officio non-voting member of the Board.

Section 3. Removal. Any Officer or Director may be removed from office by a vote of a quorum of the Board of Directors voting in person, by mail, on line or by phone, provided that notice of the proposed action has been distributed to all Board members at least ten days in advance.

Section 4. Vacancy. If an Officer or Director dies, resigns, or is removed, the Board of Directors shall elect a successor from the eligible voting membership for the duration of the unexpired term.

Section 5. Lengths of Terms. Any person who has served as a Director for nine or more consecutive years shall be ineligible for reelection to the Board until one year after their term has expired.

Secretary: The Secretary shall serve successive one-year terms until a successor is elected, except that in no case shall the Secretary serve more than nine terms in succession as Secretary, nor, after having served nine years as Secretary, shall that person be eligible for election to the board or any office sooner than the elapse of one year out of office.

Treasurer: The Treasurer shall serve successive one-year terms until a successor is elected, except that the Treasurer shall not serve more than nine terms in succession as Treasurer, nor, after having served nine years as Treasurer, shall that person be

eligible for election to the board or any office sooner than the elapse of one year out of office.

Vice President: The Vice President may serve two one-year terms in succession as Vice President, regardless of how many years succession that person may have served on the Board. After one or more terms in office, the Vice President may be elected President. If after two years as President, that person has served on the Board for a total of nine or more years, they shall be ineligible for election to the board or any office sooner than the elapse of one year out of office.

President: The President may serve two one-year terms in succession. If after two terms as President, that person's total number of years on the Board is nine or more, that person shall be ineligible to be elected to the Board or any office sooner than the elapse of one year out of office.

Section 6. Board Meetings. The Board shall hold regular meetings at times called by the President, the Vice President or a majority of the Directors. All Board meetings shall be open to the public. Nothing herein shall be construed to prohibit action by the Board of Directors by mail, phone, or electronic communication. Except where otherwise stipulated, approval of motions requires a simple majority vote in favor.

Section 7. Board Quorum. Nine members (i.e., Officers and Directors) shall constitute a quorum.

Section 8. Appropriations. No debts shall be incurred or funds appropriated other than for general operating expenses except by the Board of Directors.

Section 9. Compensation. Neither Directors nor Officers shall receive any fee or salary for their services.

#### ARTICLE IV. ELECTIONS AND VOTING

Section 1. Elections. The election of Directors and Officers shall be held at the Annual Meeting of the voting membership.

Section 2. Nominating Committee. Each year within thirty days following the Annual Meeting, the President shall appoint a Nominating Committee consisting of four members of the Board who are not up for re-election. The Committee shall present a slate of Officers and Directors to the voting membership at the next Annual Meeting. In selecting the slate, the Committee shall seek to achieve representation from both genders and various geographic areas of the lake. Nominations for Officers and Directors may also be made from the floor at the Annual Meeting.

Section 3. Qualifications. Any legal adult holding membership in Category (a) or (b) is eligible for nomination as an Officer or Director.

Section 4. Member Voting and Quorums. Each family membership in good standing as defined

in Membership Categories (a) and (b) is eligible for one vote with respect to the election of Directors and Officers. At the discretion of the Board of Directors, other matters may be brought before the Annual Meeting of voting members for action, including dissolution or amendment of the Bylaws. A quorum for such Annual Meetings shall consist of ten percent (10%) of the total eligible voting members. As provided herein and in Article XII, or as may otherwise be required by law, the members shall have no other voting rights.

## ARTICLE V. OFFICERS AND DUTIES

Section 1. President. The President shall preside at all meetings of the Board of Directors and of the membership and shall have general supervision of the affairs of the Association. The President shall be an ex-officio member of all committees, with power to call and attend committee meetings.

Section 2. Vice President. It shall be the duty of the Vice President to act in the absence or disability of the President; to ensure compliance with the Bylaws, Policies and Procedures, and Positions Descriptions. It shall be the Vice President's duty to arrange the August Annual Meeting program and logistics. The Vice President shall also alert the Association members in May of each year to the opportunity available to recommend to the Board the names of Association members for the receipt of service recognitions and awards to be presented at the Annual Meeting. The Vice President shall perform such other duties as may be assigned to him or her by the President or the Board.

Section 3. Secretary. The Secretary shall be responsible for signing and dating approved Bylaws, amendments to the Bylaws, and addenda; and taking minutes at all meetings of the Board and Annual Meetings of the membership. The Secretary shall distribute, organize and file the minutes in the Association's archives.

Section 4. Treasurer. The Treasurer, with the advice and consent of the Board of Directors, and in compliance with the Treasurer's, Investment, and Gifting Policies shall have general charge of the finances of the Association. The Treasurer shall supervise accounts, make reports to the Board at regular meetings, present a full report to the membership at the Annual meeting, and annually provide appropriate and requested records to the Audit Committee.

## ARTICLE VI. MEETINGS

Section 1. Time and Place. The Annual Meeting shall be on the first Saturday of August at a place designated by the Board of Directors. Meetings of the Board of Directors shall be called by the President at a time and place designated by the President, or such meetings may be called at a designated time and place at the request of a majority of the Directors. The Board of Directors may promulgate such rules as will provide for the proper conduct of such meetings.

Section 2. Notice of Meetings. Notice of Annual Meetings of the members shall be posted not less than five (5) or more than thirty (30) days prior to the day such meeting is to be held. Notice of Board meetings may be by U.S. and/or electronic mail and/or telephone at least seven (7) days prior to the meeting date. Notices may be posted via any or all of the following: The Association Newsletter, the Association website, an Association email update, a USPS mailing, the local newspaper, or by telephone to the entire membership.

## ARTICLE VII. COMMITTEES

Section 1. Standing Committee. The President, with the advice and consent of the Board, shall annually appoint such Standing Committees as are necessary for the conduct of Association activities.

Section 2. Ad Hoc Committees. The President, with the advice and consent of the Board, may appoint one or more ad hoc committees to examine, deliberate, and report to the Board concerning issues related to the Association's purposes as defined in the charge of the Board to the committee.

Section 3. Executive Committee. The Board shall appoint an Executive Committee consisting of the President, Vice President, and three or more Directors. In a situation wherein a quorum of the Board cannot be convened within 24 hours, the Executive Committee may exercise all the powers of the Board subject to Board ratification. A majority shall be necessary on all matters requiring a vote. The Executive Committee shall keep regular minutes of its proceedings and report them to the Board.

## ARTICLE VIII. FINANCES

Section 1. Fiscal Year. The fiscal year shall end with the close of business on April 30 each year.

Section 2. Authorized Signatories. All checks, electronic transactions, promissory notes, other commercial paper, and all other contracts necessary or proper to be executed in the business of the Association may be executed by such person or persons as the Board of Directors shall by resolution, from time to time, authorize.

Section 3. Undesignated Gifts and Bequests. All funds received as undesignated gifts or bequests shall be deposited in the James W. Schwartz Environmental Preservation Fund to endow preservation activities impacting Ten Mile Lake. Utilization of this fund is to be guided by the Treasurer's Policy.

Section 4. Investments. The prudent investment of Association funds shall be guided by the Investment Policy and shall be the ultimate responsibility of a body composed of the President, Vice President, and Treasurer of the Association.

Section 5. Audits. An internal audit of all accounts shall be conducted every few years by an ad hoc Audit Committee including not less than three Directors of the Board. The Audit Committee will advise the Board as to the need for a professional external audit.

#### ARTICLE IX. LIABILITY AND INDEMNIFICATION

No Association member, including Directors and Officers, shall be liable to the Ten Mile Lake Association, Inc. for any loss or damage suffered on account of any action taken or omitted on behalf of the Association in good faith, if such person (a) exercised and used the same degree and care of skill as a prudent person would have exercised or used under the circumstances in the conduct of one's own affairs, or (b) took or omitted to take such action in reliance on advice of counsel for the Association or upon information furnished by the Officers of the Association which such person had reasonable grounds to believe.

In addition, each member, Director, and Officer of the Association shall be indemnified by the Association against all losses, costs, and expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceedings in which such person is made a party by reason of his or her being or having been a member, Director, or Officer of the Association, whether or not he or she continued to be a member, Director, or Officer at the time of incurring such losses, in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duties as such member, Director, or Officer. The exoneration and indemnification herein above provided shall be subject to the provisions of the Minnesota Nonprofit Corporation Act but shall not be exclusive of other defenses and rights to which a member, Director, or Officer may be entitled as a matter of law.

The Association shall carry insurance to indemnify officers and Directors against lawsuits arising in connection with the business of the Association.

ARTICLE X. AMENDMENTS

The Association's Bylaws, Policies and Procedures, and Positions shall be reviewed every three years by an ad hoc committee appointed by the President. They may be altered or amended by the Board of Directors to the full extent permitted by law and such Bylaws may also be altered or repealed by the voting members of this Association.

Bylaws approved, as amended, by action of the Ten Mile Lake Association, Inc. Board of Directors at its regular meeting on July 21, 2018.

Attested by: Ann Owen  
Ann Owen, Secretary

Date: 7/21/2018