

Grace Lake Watershed Improvement Association Bylaws

PREAMBLE

Resolved, that we form an association, the purpose of which is to improve and beautify Grace Lake and the area and the vicinity thereof, which are situated in Beltrami County and Hubbard County, Minnesota

ARTICLE I

OFFICES

The principal office of the Association shall be Bemidji, Minnesota. The Association may have such other offices as may from time to time be designated by its members, or its Board of Directors.

ARTICLE II

OBJECTIVES

The objectives of this Association shall be to:

1. Eliminate all forms of pollution from entering the waters of Grace Lake.
2. Control and eradicate all weeds and aquatic growth not necessary to sustain fish and aquatic life in Grace Lake.
3. Adopt such procedures, rules, regulations, standards, or uses that may be permissible under the laws to develop orderly shore development around Grace Lake.
4. Adopt and enforce such programs as may be necessary to improve game fishing in Grace Lake.
5. Keep, maintain, and improve the levels of Grace Lake;
6. Generally adopt such other programs that may enhance the environment surrounding Grace Lake.
7. Promote and encourage laws for the protection of various fish and game life in the State of Minnesota.

8. Encourage by legal means the passage of legislation in the aid of the purposes above stated and the natural enforcement of the same.
9. Promote and encourage better understanding and safety among the members and the general public as to the proper use of watercraft, camp furnishing, hunting and fishing equipment.
10. Promote, encourage and provide social and friendly association among the members.
11. Control and stimulate the efforts of individuals and organizations interested in the conservation and preservation of all natural resources of our continent.
12. Solicit, collect, and otherwise raise money or other property and distribute or use it as it may be deemed best for the promotion of conservation and the general purposes of this organization.
13. Buy, sell, lease or mortgage both real and personal property for the said corporation.
14. Work in cooperation with all other individuals, associations, units of government, or department or units of government that are dedicated and working for the goals of this Association as enumerated herein.
15. Do generally all acts reasonable and necessary for the furtherance of the general purposes of this corporation.

ARTICLE III

MEMBERS

SECTION 1. CLASSES OF MEMBERS. The Association shall have one class of members. Any person of either sex, eighteen years of age or older, and who is willing to subscribe and support the objectives of this Association, shall be permitted to become a member of this Association upon payment of the annual dues.

SECTION 2. VOTING RIGHTS. Each dues paying member shall be entitled to one vote on each matter submitted to a vote of the members. Only current dues paying members

can vote for a member of the Board of Directors and its officers, see Article V section 2 and Article V1 section 2.

SECTION 3. TERMINATION OF MEMBERSHIP. The board of Directors, by affirmative vote of two-thirds ($\frac{2}{3}$) of all members of the Board, may suspend or expel a member for cause after an appropriate hearing in accordance with Article XI, Section 3. A member also may be suspended or expelled by a majority vote by those present at any regularly constituted meeting.

SECTION 4. RESIGNATION. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges accrued and unpaid prior to the date of the written resignation.

SECTION 5. REINSTATEMENT. Upon written request signed by a former member and filed with the secretary, the Board of Directors, by affirmative vote of two-thirds ($\frac{2}{3}$) of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this Association is not transferable or assignable.

ARTICLE IV

MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held at Grace Lake, Bemidji, Minnesota, on the date, time and place as may be determined by the Board of Directors, for the purpose of election of directors, and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Minnesota, as the place for any special meeting called by the Board of Directors. If no designation is made, the place of the meeting shall be the registered office of the Association in the State of Minnesota.

SECTION 4. NOTICE OF MEETINGS. Written, ~~or~~ printed, or electronic notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten (10), nor more than twenty (20) days before the date of such meeting, by or at the direction of the President, or the Secretary, or by the officers or persons calling the meeting. In case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail, with postage thereon prepaid, addressed to the member at his/her address as it appears on the records of the Association.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action which may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. The members holding ten percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. PROXIES. At any meeting of members, a member entitled to vote may vote by proxy, executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. VOTING BY MAIL. When directors or officers are to be elected by the members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of this Association shall be managed by its Board of Directors. Directors must be members of the Association.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be seven (7). Each director shall hold office for a period of two (2) years and until his/her successor shall have been elected and qualified. In even-numbered years four (4) members shall be elected, and in odd-numbered years three (3) members shall be elected. The Board of Directors shall consist of the President, the Vice-President, the Secretary, and the Treasurer, as well as three (3) additional Directors who will be elected from the membership at large.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Minnesota for the holding of additional regular meetings of the Board, without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by, or at the request of, the President or any two (2) Directors. The person or

persons authorized to call special meetings of the Board shall fix the place for holding the special meeting, within an area of ten (10) miles of Grace Lake.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously hereto by electronic, written or verbal notice, delivered personally, sent by mail, email or additional means to each Director at his/her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 9. COMPENSATION. Directors shall not receive any stated compensation or any stated salary for their services; however, they may receive reimbursement of expenses providing the Board of Directors approves the same.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS. The officers of the Association shall be a President, one or more

Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable; such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the President.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Association shall be elected biannually by the members, at the regular annual meeting of the membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. She/he shall preside at all meetings of the members and of the Board of Directors. She/he may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association; and in general she/he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE PRESIDENT. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President and when in so acting, shall have all the powers of, and be subject to all of the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum with such surety or sureties as the Board of Directors shall determine. She/he shall have charge and custody of, and be responsible for, all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source

whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and in general perform all duties incident to the office of the Treasurer, and such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law; be custodian of the corporate records and of the seal of the Association, and see that the seal of the Association is affixed to all documents, the execution of which, on behalf of the Association under its seal, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address and/or e-mail address of each member, which shall be furnished to the secretary by such member, and in general perform all duties incident to the office of the Secretary, and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VII

COMMITTEES

SECTION 1. STANDING COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more standing committees,

each of which shall consist of one or more Directors. These standing committees, to the extent provided in resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

SECTION 2. OTHER COMMITTEES. Other Ad Hoc committees, not having and exercising the authority of the Board of Directors in the management of the Association, may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgement, the best interest of the Association shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a standing or ad hoc committee shall continue as such until the next annual meeting of the members of the Association and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be assigned by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Association.

SECTION 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The board of Directors may accept, on behalf of the Association, any contribution, gift, bequest, devise for the general purposes or for any special purpose of the Association.

ARTICLE IX

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Article X

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June in each year.

ARTICLE XI

DUES

SECTION 1. ANNUAL DUES. The members may determine, from time to time, the amount of initiation fee, if any, and annual dues payable to the Association by members.

SECTION 2. PAYMENT OF DUES. Dues shall be payable in advance on the first day of July in each fiscal year. Dues of a new member may be prorated to reflect the portion of the fiscal year applicable.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member shall be in default in the payment of dues for a period of six (6) months from the beginning of the fiscal year or period of which such dues become payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article III, Section 3 of these By-Laws.

ARTICLE XII

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereof the name of the Association and the words “Corporate Seal, State of Minnesota.”

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non Profit Corporation Act of Minnesota, or under the provisions of the Articles of Incorporation or the By-Laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS TO BY-LAWS

The By-Laws may be amended or altered by the vote of a majority of the general membership at any meeting, provided that notice of such proposed amendments shall have been given in the notice given to the members of such meeting. Such authority in the Board of Directors is subject to the powers of the shareholders to change or repeal such By-Laws by a majority vote of the shareholders present and represented at any annual meeting or at any meeting called for that purpose, and the Board of Directors shall not make or alter any By-Laws fixing their number, qualifications, or term of office.

ARTICLE XV

INTERPRETATION

The Board of Directors shall decide all question of interpretation of the By-Laws.

ARTICLE XVI

RULES OF ORDER

Robert's Rules of Order shall govern the proceedings of all meetings of the organization and its constituent parts, except provided by these By-Laws.