

Bylaws of the Wabedo-Little Boy-Cooper-Rice Lakes Association

Revised June 23, 2007

Article I: Name

The name of this organization shall be the WABEDO-LITTLE BOY-COOPER-RICE LAKES ASSOCIATION.

Article II: Purpose

The purpose of this Association shall be to ensure our beautiful lakes and their environments will survive to be enjoyed by those generations which follow us, to promote the welfare of the people, and to improve the conditions in and around Wabedo, Little Boy, Cooper and Rice lakes.

This Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code.

Article III: Basic Policies

Section 1. The Association shall be nonpartisan and nonsectarian.

Section 2. The objectives of the Association shall be:

- a. To maintain and improve the lakes fisheries
- b. To maintain and improve the lakes water quality
- c. To promote safety
- d. To provide educational materials to Association members and lake users
- e. To enhance the beauty and aesthetic qualities of the lakes and their shoreline
- f. To present Association positions to authorities in support of our mission
- g. To engender neighborliness and promote a spirit of community
- h. To maintain a directory of property owners who own property on Association lakes

Article IV: Membership, Fees, Dues and Assessments

Section 1.

- a. To be a full member of the Association, an individual(s) must own real estate on Wabedo, Little Boy, Cooper or Rice lakes and pay the membership fee as stated in Section 2 of Article IV. Such members will hold one (1) vote on matters brought before the membership and be eligible to serve on the Board of Directors.
- b. To be an associate member, an individual(s) will have an interest in supporting the goals of the Association and pay the membership as stated in Section 2 of Article IV. Such members will have a non-voting membership.

Section 2. The annual membership fee (dues) shall be determined at the Annual Meeting by a majority of the members present.

Section 3. No assessments shall be made against the members of this Association by Order of the Executive Board or by order of the membership of this Association.

Section 4. No member shall receive compensation in the form of fees or salary from the Association for their services.

Section 5. The fiscal year shall end with the close of business on June 30 each year.

Article V: Officers and their Election

Section 1. The Board of Directors of the Association will consist of:

At least one member from each of the four (4) lakes (Wabedo, Little Boy, Cooper, Rice) if possible; and a minimum of five (5) and maximum of nine (9) at-large members (including officers) for two (2) year terms. Terms may be successive.

Section 2. The Officers of the Board of Directors shall be President, Vice President and Secretary/Treasurer. These officers shall be elected at the Annual Meeting by a majority vote of those present. The President and Vice-President terms would be staggered so they are not elected in the same years.

Section 3. There shall be a Nominating Committee of up to five (5) selected by the President. It shall be the duty of this committee to nominate the candidate(s) to hold office. A report of the Nominating Committee shall be sent to the Secretary prior to the Annual Meeting to enable him/her to send a copy to each member of the Executive Board. Additional nominations may be made from the floor.

Section 4. Only paid-up members of the Association shall be eligible to vote or hold office.

Section 5. If a vacancy in any office occurs due to death, resignation or removal, a replacement shall be appointed by the President, subject to Executive Board approval.

Section 6. The order of election of Officers shall be:

- a. President, Vice President, Secretary/Treasurer
 1. The length of term of these officers shall be two (2) years.
 2. Terms may be successive.
- b. Directors-At-Large
 1. The length of term of these officers shall be two (2) years.
 2. Terms may be successive.

Section 7. Officers and Directors shall take office on the first of the month following their election.

Article VI: Duties of Officers

Section 1. The President shall preside at all meetings of the Association and of the Executive Board and committees except the Nominating Committee; shall sign all orders of the Secretary/Treasurer; shall appoint Special and Standing Committees; and shall give a report at the Annual Meeting. The President may be a Parliamentarian.

Section 2. The Vice president shall act as an aid to the President and shall perform the duties of the President in the absence of President when requested to do so.

Section 3. The duties of the Secretary/Treasurer shall be to keep a correct record of all Annual Meetings and meetings of the Executive Board and committees as the president may direct; shall notify members of their appointment to committees and shall send all necessary notices of committee meetings; shall keep and maintain a record of paid members; shall receive all monies due this Association; shall deposit same in a depository approved by the Executive Board; shall disperse the funds of the Association only on the order of the Executive Board; shall present a statement of account at all meetings of the Executive Board and at other times when requested to do so by the President; and shall make a complete report at the Annual Meeting.

Section 4. It shall be the duty of all officers to deliver to the newly elected officers within ten (10) days after the election all properties belonging to their respective offices.

Section 5. Except as expressly provided herein, the entire management and government of the Association shall be vested in the Officers of the Association.

Article VII: Meetings

Section 1. The Annual Meeting shall be scheduled yearly by the Executive Board. Special meetings may be called by the president or by the request of the majority of the members of the Executive Board.

Section 2. At the Annual Meeting, any motion that moves to donate, give, or forward a sum in excess of fifty (\$50) dollars to any organization, operation or entity, and such motion is seconded and passed, must be tabled until the Executive Board review said motion and approves it by a two thirds (2/3) majority.

Article VIII: Executive Board

Section 1. The Executive Board shall consist of the elective officers (President, Vice President, Secretary/Treasurer) and all other Directors.

Section 2. The Executive Board shall have the Power and Authority over the affairs of the Association during the interim between Annual Meetings.

Section 3. The duties of the Executive Board shall be: to transact necessary business in intervals between Annual Meetings; to approve plans of work of the Standing committees; to appoint an Auditor or an Auditing Committee at least two (2) weeks prior to the Annual Meeting to audit the Treasurer's accounts, to approve routine bills within the limits of the budget.

Article IX: Standing and Special Committees

Section 1. Standing Committees, as deemed necessary, may be created by the Executive Board. With the approval of the Executive Board, the President shall appoint the Chairs and members of the Standing Committees.

Section 2. Special Committees, as deemed necessary, may be created by and appointed by the President. Since a Special Committee is created and appointed for a specific purpose, it automatically goes out of existence when its work is done and its final report is received.

Section 3. The President shall be an ex-officio member of committees except the Nominating Committee.

Article X: Parliamentary Authority

Section 1. Robert's Rules of Order Revised shall govern this Association in all cases to which they are applicable and which they are not in conflict with the bylaws of the Association.

Article XI: Appropriations and Expenditures

Section 1. No debts shall be incurred or funds appropriated except by order of the Board of Directors of the Association.

Section 2. All promissory notes and other commercial paper and all other contracts necessary or proper to be executed by the Association may be signed by such Officer or Officers as the Board of Directors shall authorize.

Article XII: Liability of Officers and Directors of the Association

Section 1. No person shall be liable to the Association for any loss or damage suffered on account of any action taken or omitted in good faith as a member of the Officers or Directors of the Association if such person:

- a. exercised and used the same degree of care and 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 on reliance of advice of counsel for the Association or upon information furnished by the Officers of the Association which such person had reasonable grounds to believe.

Section 2. The Officers and Directors of the Corporation's personal liability to the Association or its members for monetary damages for breach of fiduciary duty is hereby eliminated, except that the liability is not eliminated:

- a. for a breach of the Board Member's duty of loyalty to the Association or its members;
- b. for acts or omissions that are not in good faith or involve intentional misconduct or a knowing violation of the law;
- c. for a transaction from which the Board Member derived an improper personal gain;
- d. for an act or omission occurring before the date when the provision in the Articles eliminating or limiting liability becomes effective.

Article XIII: Amendments

Section 1. These bylaws may be amended at the Annual Meeting of this Association by two thirds (2/3) vote of those present providing the following requirements have been complied with:

- a. A copy of the proposed amendment(s) must be sent to the Executive Board for examination at least thirty (30) days prior to the Annual Meeting.
- b. The Executive Board shall have enough copies for each member of the Association to be distributed ten (10) days in advance of the Annual Meeting.

Article XIV: Dissolution

Section 1. In the event this Association is dissolved, any and all properties of the Association shall be given to the Department of Natural Resources of the State of Minnesota, specifically for the management of fisheries on Wabedo, Little Boy, Cooper and Rice lakes. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Association shall be distributed to a fund, foundation or corporation organized and operated exclusively for the improvement of fishing on Wabedo, Little Boy, Cooper and Rice Lakes under section 501(C) of the Internal Revenue Code.

The above bylaws were approved and adopted at a meeting of the Wabedo-Little Boy-Cooper-Rice Lakes Association on June 23, 2007.

(signed)
President
Bruce Black