

BYLAWS OF THE  
TEN MILE LAKE ASSOCIATION, INC.

ARTICLE I. MEMBERSHIP

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

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

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

Section 2. Annual Dues. Dues for memberships 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 Ten Mile Lake Association, Inc., provided that all such contributions shall be subject to the approval of the Board of Directors.

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

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

ARTICLE II. GOVERNMENT

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

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

- Section 2. Number. The Board of Directors shall consist of twelve natural persons, no fewer than six of whom shall be permanent residents of the Ten Mile Lake area. 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.
- Section 3. Term. The Directors shall take office immediately upon their election and shall serve until the close of the annual meeting three years following. Terms of one-third of the directors shall expire each year. Directors elected to fill new positions on the Board created by amendment to these Bylaws shall take office upon their election and shall serve until the close of the annual meeting next following their election.
- Section 4. Officers. The officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer. All officers shall be Association members in good standing and shall be eligible to vote on Corporation business. Officers shall serve successive terms on one year each until their successors are elected and qualified. The immediate Past-President shall be an ex-officio and non-voting member of the Board.
- Section 5. Removal. Any Officer or Director may be removed from office by a two-thirds vote of a quorum of the Board of Directors at any meeting of the Board, provided that notice of the proposed action has been mailed to all Board members at least ten days in advance.
- Section 6. Vacancy. When a Director dies, resigns or is removed, the Board of Directors shall elect a Director from the eligible voting membership for the duration of the unexpired term.
- Section 7. Length of Term. Any person who has served on the Board for nine or more consecutive years shall be ineligible for election to the Board until one year after the Director's term has expired.
- Section 8. Meetings of Directors. The Board shall hold regular meetings at times called by the President or by any one of the Directors. All Board meetings shall be open to the public, provided that nothing herein shall be construed to prohibit written action by the Board of Directors.
- Section 9. Quorum. Six members of the Board present and voting shall constitute a quorum.
- Section 10. Appropriations. No debts shall be incurred or funds appropriated other than for general operating expenses except by order of the Board of Directors.

Section 11. Compensation. Neither Directors nor Officers shall receive any fee or salary for their services, except that the Board of Directors may authorize honoraria for exceptional services performed by an officer or officers beyond the normal responsibilities of the position.

### ARTICLE III. ELECTIONS AND VOTING

Section 1. Annual Elections. The annual election of Directors and Officers shall be held at the annual meeting of the voting membership on the first Saturday in August. Not less than five (5) or more than thirty (30) days' notice of said annual meeting and election shall be given the membership. Except for irregularities created by vacancies, either three or four Directors shall be elected to serve three-year terms at each annual meeting, the number to be determined by the rotation schedule.

Section 2. Nominating Committee. Approximately 30 days or more before the annual meeting of the Association, the President shall appoint a Nominating Committee consisting of three members of the Board whose terms are not expiring. The Committee shall select a slate of Officers and Directors to be presented to the voting membership for consideration at the annual meeting. In selecting the slate of Directors, the Committee should attempt, insofar as it is possible, to achieve representation from the various geographic areas of the lake. Nominations for Officers and Directors may 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 as defined in membership Category (a) is eligible for one vote with respect to the election of Directors and Officers, dissolution, the amendment of these Bylaws, and other matters brought, at the sole discretion of the Board of Directors, before the annual meeting of voting members for official action. A quorum for such annual meetings shall consist of ten percent (10%) of the total voting members present in person. Except as provided herein, or as may otherwise be required by law, the members shall have no voting rights.

### ARTICLE IV. OFFICERS AND DUTIES

Section 1. President. It shall be the duty of the President to preside at all meetings of the Board of Directors and of the membership and to have general supervision of the affairs of the Corporation. 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 and to perform such other duties as may be assigned him by the President or the Board.
- Section 3. Secretary. The Secretary shall be responsible for taking minutes at all meetings of the Board and annual meetings of the membership and furnishing those to the Membership Coordinator who will be responsible for their distribution, keeping the corporate records, keeping the membership roll, depositing dues and contributions, and conducting related correspondence.
- Section 4. Treasurer. The Treasurer shall have general charge of the finances of the Corporation. The Treasurer shall supervise accounts and make reports to the Board at regular meetings and a full report to the membership at the annual meeting.

#### ARTICLE VI. MEETINGS

- Section 1. Time and Place. The annual meeting of members shall be at a place designated by the Board of Directors on the first Saturday of August. 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 mailed 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.

#### ARTICLE VI. COMMITTEES

- Section 1. Appointment. The President shall appoint such Committees as are deemed necessary for the conduct of Association activities.
- Section 2. Task Forces. The President, with the advice and consent of the Board, may appoint one or more task forces 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 task force. Such task forces may be comprised in whole or in part of persons who are members of the Board or voting or non-voting members of the Corporation. The Board may provide

to such a task force whatever financial and other kinds of support it deems necessary to carry out the mission of the task force.

Section 3. Executive Committee. The Board may appoint an Executive Committee consisting of the President and/or Vice-President and two or more Directors. The Executive Committee shall exercise all the powers of the Board between regular meetings of the Board except that it shall not have the power to fill vacancies in its own membership or vacancies in membership on the Board of Directors, power to fill such vacancies being vested in the Board itself. A majority shall constitute a quorum but the affirmative vote of a majority of the whole Committee 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 VII. LIABILITY AND INDEMNIFICATION

No person shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted as a member, Director or Officer of the Corporation in good faith, 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 in reliance on advice of counsel for the Corporation or upon information furnished by Officers of the Corporation which such person had reasonable grounds to believe.

In addition, each member, Director and Officer of the Corporation shall be indemnified by the Corporation 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 Corporation, whether or not he or she continued to be a member, Director or Officer at the time of incurring such losses, costs or expenses, except in relation to matters in which he or she shall be adjudged 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 hereinabove 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.

## ARTICLE VIII. FINANCES

Section 1. Fiscal Year. The fiscal year shall end with the close of business on the 31<sup>st</sup> day of July each year.

Section 2. Authorized Signatories. All checks, promissory notes and other commercial paper and all other contracts necessary or proper to be executed in the

businesses of the Corporation may be signed by such Officer or Officers or such person or persons as the board of Directors shall by resolution from time to time authorize for that purpose.

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, including research, education, lake management, emergency response to environmental threats, and protection of environmentally fragile areas. The annual distribution from this fund will be no more than ten (10) percent of the value of the endowment fund as of July 31, including interest or other income received or accrued. Any distribution of an amount more than ten (10) percent shall require an affirmative vote by two-thirds of all of the members of the Board of Directors.

Section 4. Investments. The prudent investment of Association funds shall be the ultimate responsibility of a body composed of the Chair of the Finance Committee, the President, Vice President, and Treasurer of the Association.

#### ARTICLE IX. AMENDMENTS

These Bylaws 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 Corporation.

Bylaws approved, as amended, by action of the Ten Mile Lake Association, Inc. Board of Directors at its regular meeting on August 21, 2004.

Attested by: \_\_\_\_\_  
Anne McGill, Secretary      Date: \_\_\_\_\_

#### NOTES

**Bylaws approved, as amended, by action of the Ten Mile Lake Association Board of Directors.**

**Attested by: Lois E. Sandell, Secretary**

**Date: February 7, 1987**

**Amended July 20, 1990**, at a regular Board meeting (number of Directors increased from nine to eleven, quorum from five to six).

**Amendments of August 18, 2001:**

#### ARTICLE II. GOVERNMENT

Section 1. Number. Change the number of Board members from eleven to twelve, and change minimum number of permanent resident Directors from “no fewer than five nor more than six” to “no fewer than six.”

#### ARTICLE III. ELECTIONS AND VOTING

Section 2. Annual Elections. Delete the word “evening” to make the section read that the annual meeting will be held on “the first Saturday in August.”

#### ARTICLE IV. OFFICERS AND DUTIES

Section 3. Secretary. Describe the duties of the secretary as performed in recent years, *q.v.*

#### ARTICLE V. MEETINGS

Section 2. Notice of Meetings. Add “electronic mail” to the means that may be used to give notice of Board meetings.

**Amended as follows by The Board of Directors on August 21, 2004, Anne E. McGill,  
Secretary**

**Proposed Amendment of TMLA Bylaws approved by the Advisory Committee 8-17-04.**

*In the interest of setting forth priorities and procedures for managing undesignated gifts and bequests the following amendrnents of the TMLA Association Bylaws are recommended for consideration.*

- #1. Change the title of Article VIII from “CHECKS, Etc.” to “FINANCES”*
- #2. Include all current wording of both Article VIII and Article IX titled “FISCAL YEAR” in the newly titled Article VIII as sections 1 and 2.*
- #3. Add sections 3 and 4 to Article VIII, as suggested in the following draft to deal with management and investment of Association funds including undesignated gifts and bequests.*
- #4 Change the number of Article X AMENDMENTS to Article IX.*

*Proposed amendment:*

#### ARTICLE VIII. FINANCES

Section 1. Fiscal Year. The fiscal year shall end with the close of business on the 31<sup>st</sup> day of July each year.

Section 2. Authorized Signatories. All checks, promissory notes and other commercial paper and all other contracts necessary or proper to be executed in the businesses of the Corporation may be signed by such Officer or Officers or such person or persons as the board of Directors shall by resolution from time to time authorize for that purpose.

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, including research, education, lake management, emergency response to environmental threats, and protection of environmentally fragile areas. The annual distribution from this fund will be no more than ten (10) percent of the value of the endowment fund as of July 31, including interest or other income received or accrued. Any distribution of an amount more than ten (10) percent shall require an affirmative vote by two-thirds of all of the members of the Board of Directors.

Section 4. Investments. The prudent investment of Association funds shall be the ultimate responsibility of a body composed of the Chair of the Finance Committee, the President, Vice President, and Treasurer of the Association.

---

Note: Article I, Section 3 already deals with all contributions being subject to the approval of the Board of Directors.