

BYLAWS OF THE  
TEN MILE LAKE ASSOCIATION, INC.  
As amended and restated on June 19, 2026

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 Chapter 317A of Minnesota Statutes. 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.

(a) Membership in the Association is open to any individual, family, organization, business or other person(s) who support the mission of the Association.

(b) Voting. Each paid up membership in the Association shall be entitled to one vote at any annual, regular, or special meeting of the members of the Association, except to the extent that these Bylaws have fixed or limited the membership's voting rights.

(c) Continuity of Membership. All memberships are for one calendar year and are due and payable each year by no later than January 31. Failure to pay dues within sixty (60) days of the due date shall cause the membership to expire. Payment of dues after the sixty days will restore a member to active standing. The Board of Directors, in its own discretion and by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member who the Board reasonably and in good faith believes is acting in a manner that is detrimental to the Association and its mission. A member who is currently suspended or who has been expelled has no voting rights.

(d) Transfer of Membership. Membership in the Association is not transferable or assignable.

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. The dues year shall begin on January 1 of each year.

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

### ARTICLE III. GOVERNMENT

Section 1. General Powers of Board. Except as otherwise expressly provided herein, the entire management and government of the Association shall be vested in the Board of Directors.

Section 2. Election of Directors. All Directors shall be elected by the members of the Association at the Annual Meeting. Each Director is elected for a term of three (3) years and cannot serve more than nine (9) consecutive years. He or she shall be ineligible for reelection to the Board until one year after such Director's term has expired. The terms of office of members of the Board of Directors shall be staggered so that no more than five (5) Directors shall be elected in any one election.

Section 3. Board of Directors. The Board of Directors shall consist of between eleven (11) and fifteen (15) members. All members of the Board of Directors shall be voting members of the Association in good standing. Directors shall take office immediately upon their election.

Section 4. Officers. (a) Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. All officers must be current members of the Board of Directors and, except for the presiding officer, shall be eligible to offer or second Motions. Officers shall be elected each year by the Board of Directors at the last Board meeting preceding the Annual Meeting. Officers shall serve successive terms of one year each commencing at the Annual Meeting and serve until their successors are elected and qualified. If any Officer is no longer a member of the Board for any reason, then such Officer shall be deemed to have resigned from his or her position as an Officer as well and the Board may select a replacement for such Officer. If the immediate Past President is no longer a member of the Board, he or she shall be an ex-officio non-voting member of the Board.

(b) The terms of President and Vice President shall be limited as follows: (1) The President may serve two one-year terms in succession; and (2) the Vice President may serve two one-year terms in succession as Vice President. After one or more terms in office, the Vice President may be elected President; however nothing herein shall be construed as preventing any other Director from being elected President.

Section 5. 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, online, via video conference, or by phone, provided that notice of the proposed action has been distributed to all Board members at least ten days in advance.

Section 6. Vacancy. If an Officer or Director dies, resigns, or is removed, the Board of Directors may appoint a successor Director from the eligible voting membership for the duration of the unexpired term and/or a successor Officer from eligible members of the Board of Directors for the duration of the unexpired term; provided that, in the event of the death, resignation or removal of the President, he or she shall be replaced by the Vice President in accordance with the provisions of Article V, Section 2 of these Bylaws.

Section 7. 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, video conference, or electronic communication. Except where otherwise stipulated, approval of motions requires a simple majority vote in favor of such motion(s).

Section 8. Board Quorum. A simple majority (50% plus 1) of the total number of directors then on the Board shall constitute a quorum.

Section 9. Appropriations. No debts shall be incurred or funds appropriated other than for general operating expenses except by the Board of Directors.

Section 10. Compensation. Neither Directors nor Officers shall receive any fee or salary for their services as a Director or Officer.

#### ARTICLE IV. ELECTIONS AND VOTING

Section 1. Elections. The election of Directors 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 at the next Annual Meeting. The Committee shall present a slate of Directors to the voting membership at the next Annual Meeting. In selecting the slate, the Committee shall seek diversity in skills, background, geographic representation around the lake, summer and year-round residents and gender balance. Nominations for Directors are welcome from TMLA members throughout the year for consideration by the Nominating Committee. The Nominating Committee shall maintain a written record of all potential candidates considered by it for the Board and shall provide to the Board, upon the Board's request, a list of such potential candidates for the Board to consider if any vacancies arise on the Board, together with any recommendations that the Nominating Committee has regarding candidates to consider for such vacancy. Each year's Nominating Committee shall pass forward its records to the next Nominating Committee so that each year's Nominating Committee is informed about past candidates who have been considered for the Board.

Section 3. Member Voting and Quorums. Each paid up membership is eligible for one vote with respect to the election of Directors. At the discretion of the Board of Directors, other matters may be brought before the Annual Meeting of voting members for action. A quorum for such Annual Meetings shall consist of ten percent (10%) of the total eligible voting members.

Section 4. Special Meetings of Members. Special meetings of the Membership may be called by request of two-thirds (2/3) of the Board of Directors. Notice of a special meeting of Members shall be given in such a manner as to provide a reasonable opportunity for Members to have notice and understanding of the subject, time and location of the meeting. The Board may designate any place suitable for the proposed meeting and may promulgate such rules as will provide for the proper conduct of such meeting. The Board also may hold a special meeting of Members by video conference call or other electronic communications. A quorum for any special meeting of the Membership shall consist of ten percent (10%) of the total eligible voting members. Each paid up membership is eligible for one vote with respect to the matter(s) being presented to the membership for a vote at such special meeting. The Board may, at its discretion, also allow members to attend and vote at such special meeting by proxy.

Section 5. Except as provided herein or as may otherwise be required by law, the members shall have no other voting rights.

#### ARTICLE V. OFFICERS' 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 and Policies. It shall be the Vice President's duty to arrange the August Annual Meeting program and logistics. 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 Bylaws, amendments to the Bylaws and/or Policies that have been approved by the Board; and taking minutes at all meetings of the Board, Annual Meetings of the membership, and any special meetings of the membership. The Secretary shall distribute, organize and file the minutes and other records regarding the business of the Association (including without limitation meeting agendas, Board confidentiality agreements, Board conflict of interest statements, and Association policies) in the Association's archives. The Secretary shall maintain electronic and written files regarding the foregoing and shall also ensure that such files are backed up in a reasonably reliable and confidential medium and are accessible to the members of the Board of Directors

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, upon request, provide appropriate financial records to the Executive Committee, Internal Review Committee, and/or Audit Committee. The Treasurer shall maintain electronic and written files regarding the foregoing and shall also ensure that such files are backed up in a reasonably reliable and confidential medium and are accessible to the members of the Board of Directors.

#### ARTICLE VI. ANNUAL MEETINGS AND BOARD 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 at least seven (7) 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 Committees. 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. The Finance Committee shall report to the Board of Directors at the first Board meeting of each year.

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 President shall appoint an Executive Committee consisting of the President, Vice President, Treasurer, and two or more other Directors. In a situation in which 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 review all insurance policies of the Association, including without limitation the Officers and Directors (E&O) insurance policy, at least once per year to ensure that such policies contain acceptable terms, coverage, and deductibles. The Executive Committee shall keep regular minutes of its proceedings and report them to the Board.

Section 4. Bylaws and Policies. At least once every six (6) years, the President shall appoint one or more ad hoc committees to review and make recommendations to the Board regarding the Bylaws and Policies of the Association and the need to make any revisions or additions thereto. The Bylaws and/or any Policies may be altered or amended by the Board of Directors to the full extent permitted by applicable law. All Policies of the Association shall be in writing.

Section 5. Committee Chairpersons and Members. The President, with the advice and consent of the Executive Committee, shall have authority over all Association Committee chairpersons and can appoint or remove such chairpersons. Each Committee chairperson has authority over his or her committee and can appoint or remove members of such committee.

#### ARTICLE VIII. FINANCES

Section 1. Fiscal Year. The fiscal year shall end with the close of business on December 31 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 authorize by resolution, from time to time.

Section 3. Audits – Asset Protection. When engaging a tax preparer for the preparation of the annual IRS Form 990 preparation, the Association shall request that the preparer also verify the year-end balances in the Association’s banking and investment accounts by comparison to statements provided by the financial institutions. The Conservation Committee, as part of its annual participation in monitoring the conservation easements of Association-owned real estate, shall verify the Association’s record of unencumbered ownership of its land parcels with Cass County.

Internal Controls. Every five years, or if earlier within one year of the appointment of a new Membership Coordinator or Treasurer, the President shall appoint an ad hoc committee to review the internal controls and segregation of duties with respect to the receipts and disbursements of the Association. This ad hoc committee also shall review compliance with the Treasurer’s Policy and Procedures and the Gifting Policies of the Association.

As part of internal controls, copies of all bank statements and investment account statements must be sent to both the President and the Treasurer of the Association.

#### ARTICLE IX. LIABILITY AND INDEMNIFICATION

No Association member, including without limitation 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 any Officers and/or Directors 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 indemnification provided by this Article shall inure to the benefit of the heirs, executors, and administrators of the persons indemnified hereunder. No person shall have a right to indemnification by this Association with respect to any threatened, pending, or civil, administrative, arbitration, investigative, or other proceeding brought by or on behalf of this Association against such person. The exoneration and indemnification herein above provided shall be subject to the provisions of the Minnesota Nonprofit Corporation Act but shall not be exclude any 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. SEVERABILITY

If any term or provision of these Bylaws is determined to be illegal or unenforceable, then these Bylaws will be deemed amended only to the extent necessary to become compliant with the law and all other terms and provisions of these Bylaws shall remain in full force and effect and shall be enforced to the fullest extent permitted by applicable law.

The Secretary of the Association does hereby attest that these restated and amended Bylaws were duly approved and adopted by action of the Ten Mile Lake Association, Inc. Board of Directors at its regular meeting on June 19, 2026.

Attested by: \_\_\_\_\_  
Allison Hackenmiller, Secretary

Date: \_\_\_\_\_