

BY-LAWS OF  
LAKE CARLOS AREA ASSOCIATION

ARTICLE I NAME

The name of this organization shall be Lake Carlos Area Association.

ARTICLE II MEMBERS

**Section 1 - Eligibility.**

One parcel of land shall represent one membership. Only one vote per current paid up membership shall be allowed for any matter to come before a members meeting. If the owner of real estate is not a member of the association, a tenant, whose residence is on the property, shall be eligible for membership, at the discretion of the Board of Directors.

**Section 2 - Classification.**

- A. Active memberships shall be those paying annual dues and who are eligible under Article II, Section 1.
- B. Associate membership shall be anyone desiring to support the association and not otherwise eligible for membership.
- C. Special membership shall be at the discretion of the Board of Directors.

**Section 3 - Dues and Assessments.**

- A. Dues - Active and associate members of the association shall pay annual dues which shall be an amount determined by the Board of Directors. Such dues shall be for the current calendar year and shall be due and payable after the first of January and before the annual meeting. All dues shall be paid to the Lake Carlos Area Association.
- B. Assessments - This association shall have the power to levy special assessments upon its member, but only when the amount of the assessment and purpose for which it is made shall have been approved by the Board of Directors by a majority vote of those present and further approved by the membership of the association at a regular or special meeting thereof and by a majority of those present and voting at any such membership meeting.

ARTICLE III DIRECTORS

**Section 1 Number**

The business of this association shall be managed by a Board of Directors consisting of nine directors or such other number as the members shall from time to time determine by amendment of these By-laws. There shall be 3 Directors for each of the following regions. Region 1 which extends from Carlos State Park to the Carlos-L'Homme Dieu bridge, or essentially the east side of Lake Carlos. Region 2 which extends from the Carlos-L'Homme Dieu bridge around the south side of the lake up to the township road on Pogue's Point. Region 3 begins on the north side of the township road on Pogue's Point and extends to Carlos State Park on the West side of the lake. All directors shall be elected from the areas which have been included within the geographical zones of the association.

**Section 2 Election.**

The members of the Board of Directors shall be elected at the annual meeting of the association and shall be elected by a majority vote of the membership present and voting, a quorum (25) being present.

**Section 3 Term.**

Members of the Board of Directors shall be elected for a term of three (3) years or until their successors shall be elected. One third of the directors shall be elected each year, one from each geographical region. Each director shall be required to attend a minimum of three meetings per calendar year or is subject for replacement for the remainder of the term by election at the next annual meeting of the association.

#### **Section 4 Ex-Officio Members.**

The retiring President in each year shall remain as an ex-officio member of the Board of Directors without vote and in an advisory capacity for a term of one year following the completion of his/her term of office. If the retiring President still has time remaining on his/her term, they shall remain as a director with voting power.

#### **Section 5 Vacancies.**

The Board of Directors shall take immediate steps to elect a new Board member to fill the unexpired term of a Director caused by death or resignation. A Director shall resign by submitting a letter of resignation to the Board of Directors. Election may be by nomination and election by the Board or may be referred to a committee to report at the next regular Board meeting. Nominations may be made from the floor following the report of the committee. A vacancy shall be filled by the Board by the third Board meeting following acceptance of the resignation including the meeting at which the resignation was presented to the Board. In the event the vacancy occurs within the time span of three Board meetings prior to the annual meeting, the Board may decide to have the membership elect the replacement director. Election shall be by ballot vote except when there is only one candidate for the office.

### **ARTICLE IV ELECTION OF OFFICERS**

#### **Section 1 Officers.**

Officers of this association shall consist of a President, Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be combined in one individual, but no other officer shall hold more than one office.

#### **Section 2 Method of Election.**

Association officers shall be elected by the Board of Directors from among their own membership at an organization meeting to be held following the annual membership meeting at which such directors are elected.

#### **Section 3 Term of Office.**

Officers of this association shall hold their respective offices from the close of the meeting at which they are elected for a period of one year or until their successors are elected.

### **ARTICLE V DUTIES OF OFFICERS**

#### **Section 1 President**

The President shall preside at all meetings of the Board of Directors and all membership meetings, regular or special, which occur during the term of office. The President shall be the Chief Executive Officer of the association and supervise its work and activities. Together with the Treasurer shall co-sign all checks drawn on the account of the association when the same have been approved by the Board of Directors. Together with the Secretary, shall sign all association documents involving the sale or acquisition of any property and all contracts or commitments duly approved by the association. Shall serve as ex-officio member of all committees with the exception of the Nominating Committee. Shall further perform such other duties as are usually pertinent to this office or authorized by statute.

#### **Section 2 Vice President.**

In the absence of the President, the Vice President shall preside at all Directors meetings and meetings of the membership and in the event of the resignation or inability of the President to perform his duties, the Vice President shall assume the powers of the President. Shall also perform such duties as may be assigned by the President or Board of Directors.

#### **Section 3 Secretary.**

The Secretary shall keep an accurate record of the proceedings of all regular and special meetings of the membership and minutes of all meetings of the Board of Directors. Shall keep on file all

correspondence necessary to maintain the business of this association and shall maintain a complete and up-to-date list of the property owners in the association's geographical area. Shall keep an accurate and up-to-date record of the paid status of the members of the association and shall assume the supervision of the membership drive and membership renewals. The books of the secretary shall be open for inspection at all reasonable business hours by any member of the association. This position may be paid at the discretion of the Board of Directors.

#### Section 4 Treasurer.

The Treasurer shall keep accurate records of the receipt and disbursements of all monies belonging to the association and handled by it in its normal course of business. At each regularly scheduled meeting of the Board of Directors, or the membership of the association, shall prepare and file with the Secretary, a complete and up-to-date Financial Report. Shall co-sign all checks drawn on the accounts of the association when the same have been approved by the Board of Directors.

### ARTICLE VI MEMBERSHIP MEETINGS

#### Section 1 Time and Place of Meetings.

There shall be a least one regular meeting of the membership each year in June. The time and place of each such meeting shall be determined by the Board of Directors. Special meetings of the membership may be called by the Board of Directors at such time and place as they shall determine or upon the written petition of twenty-five (25) members of the association duly filed with the President, who shall call the special meetings requested.

#### Section 2 Notice of Meetings.

Notice of the time and place of the annual or special meeting of the association shall be given by publication of one notice in the newspaper in or adjacent to the area served by this association, such notice to be given at least 10 days prior to the date of such meeting. Additional notices may be given by the Board of Directors in such manner as the Board shall determine, but no later than 10 days prior to each such meeting. Notice of regular meetings shall not require specific notice of any business to come before the meeting, but all notices for special meetings shall specify the specific items of business to be brought before the meeting.

#### Section 3 Quorum.

A quorum at any annual or special meeting of the membership shall consist of no less than twenty-five (25) members whose dues and assessments are currently paid in full.

#### Section 4 Approval of Minutes.

The minutes of the Annual Meeting shall be approved by the Board of Directors within sixty days.

### ARTICLE VII DIRECTORS MEETINGS

#### Section 1 Notice.

The Board of Directors of the association shall meet at such time and place as may be determined by the President or the Vice President in the absence of the President, or by written notice signed by three (3) members of the Board of Directors. The Secretary shall give notice to all members of the Board not less than three (3) days prior to the date of said meeting. Regular meetings of the Board shall be held no less than four (4) times each year.

#### Section 2 Quorum.

Five (5) members of the Board of Directors shall constitute the necessary quorum for the transaction of business.

### ARTICLE VIII STANDING COMMITTEES

#### Section 1 Committees.

There shall be the following Standing Committees: Auditing, DNR-Lake Environment, Finance and Budget, Government Liaison, Membership and Publicity.

### Section 2 Special.

The President, with the approval of a majority of the members of the Board of Directors, may appoint such additional committees as shall be determined necessary. The chairman of any such committees may be from the general membership of the association. The chairman's report shall be filed with the Board of Directors upon the termination of the committee's work, or annually, if the committee shall be one with continuing authority.

### Section 3 Funds.

Should any committee require funds for purposes of its work, the committee shall make application to the Board of Directors. No committee shall expend any funds without prior approval of the Board of Directors and then only upon vouchers or bills submitted to the Treasurer of the association who shall make the disbursement on behalf of the committee.

### Section 4 Duties.

- A. The Auditing Committee's duty is to audit the Treasurer's accounts annually and render a report at the annual meeting of the membership.
- B. The DNR-Lake Environment Committee's duty is to act as liaison with all departments of the Minnesota Department of Natural Resources.
- C. The Finance and Budget Committee's duty shall be to prepare a yearly budget and submit the proposed budget with recommendations to the Board of Directors at the September meeting. It shall also be the duty of the committee to present recommendations to the Board of Directors for the investment of unallocated funds. The Treasurer shall serve on the Finance and Budget Committee.
- D. The Government Liaison Committee's duty shall be to act as liaison with all departments of county and state governments.
- E. The Membership Committee's duty shall be to assist in the annual membership drive.
- F. The Publicity Committee's duty shall be to distribute information about membership and board meetings to the news media.

## ARTICLE IX VOTING PRIVILEGES

### Section 1 Membership Meetings.

Prior to each meeting, the Secretary shall make and certify to the President, a current and accurate list of all paid up members who will be entitled to vote. One parcel of land shall represent one membership. One deeded easement to Lake Carlos shall represent one membership. Only one vote per current paid up membership shall be allowed for any matter to come before such a meeting. Upon establishment of eligibility, one vote may be accepted by one of the following: the individual property owner, spouse, or any representative who has an authorized proxy from the member.

### Section 2 Directors Meetings.

Each member of the Board of Directors with the exception of ex-officio members shall be entitled to one vote on any matter before the Board.

### Section 3 Committees.

Each member of any committee shall be entitled to one vote on all matters determined by the committee.

### Section 4 Balloting.

Voting for Directors at a membership meeting shall be by ballot vote anytime there is opposition. In addition, and upon request, at such membership meeting, of five members of the association, any matter then before the meeting shall be determined by ballot vote. On other matters before the membership it shall be by voice vote or a show of hands. The elections of officers by the Board of Directors shall be by ballot anytime one of those positions has opposition. All other matters before the Board of Directors shall be determined by voice or a show of hands. All matters determined by any committee shall be by voice or show of hands.

**Section 5 Associate Members.**

Associate members shall have all the rights and privileges of regular members of the association, but will not have voting privileges and they may not serve as a Director or as a voting member of any committee.

**ARTICLE X NOMINATIONS AND ELECTIONS**

**Section 1 Committee On Nominations.**

A. Election of Committee: Three members shall be elected from the Board of Directors at the April meeting of the Board. Nominations may be made from the floor, election by ballot. Should only one nomination for each office be made, election may be by voice vote. A plurality vote shall elect.

B. Duties: The committee shall report in the newspaper designated and at the annual membership meeting.

**Section 2 Nominations From The Floor.**

Nominations for the office of Director may be made from the floor of the annual membership meeting following the report of the Committee on Nominations providing such nominee is present at the annual meeting.

**Section 3 Election of Directors.**

Election of Directors shall be held at the annual membership meeting. Election shall be by ballot except when there is only one candidate for any office, voting shall be by voice vote and majority shall elect.

**Section 4 Eligibility For Office Of Director.**

Any nominee for Director shall be a paid up member of the association and shall be elected from their designated geographical area.

**ARTICLE XI**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

**ARTICLE XII**

These By-laws may be amended at any annual or special meeting of the association by a two-thirds vote of members present and voting provided the amendments have been published or submitted by letter at least seven (7) days prior to such meeting.