

**BYLAWS  
EDNA/FAWN LAKES ASSOCIATION  
NISSWA, MN 56468**

**ARTICLE I  
NAME**

The name of this Association is the Edna/Fawn Lakes Association

**ARTICLE II  
PURPOSE**

To encourage people using the natural resources of Edna and Fawn Lakes and surrounding areas, through education and communication, to maintain a high level of interest and commitment to water quality, to preserve the lakes fishing, wildlife, shoreline and natural surroundings and to practice water safety.

**ARTICLE III  
MEMBERSHIP**

**SECTION 1**

Membership is open to all dues paying property owners on or near Edna or Fawn Lake. Membership entitles a person to voting privileges at the annual or special meeting, minutes of the meetings, financial statement and any additional mailings to the membership. The use of the word "person" in this Article shall also apply to corporations or other organizations. A current mailing list will be used for the meeting notification and dissemination of information. Dues shall be determined by the Board of Directors.

**SECTION 2**

No single-family residence, regardless of the number of owners, shall have more than one voting membership.

**SECTION 3**

A townhouse, condominium, campground, or other multi-family use property is eligible for one membership and thus only one membership vote, regardless of the number of persons living therein.

**SECTION 4**

Associate memberships are available to individual family members or persons who own a unit in a townhouse, condominium, campground or other multi-family use property. Associate membership shall have the right to attend and participate in any meetings, but shall not have the right to vote. Dues shall be determined by the Board of Directors.

**SECTION 5**

Annual dues shall be fixed by the Board of Directors and be subsequently approved by the membership at their annual meeting. Monies obtained from dues shall be used for certain expenses including, but not limited to supplies, expenses of the membership meetings and projects approved by the Board of Directors and/or the membership at large.

**SECTION 6**

The fiscal year of the Association will be from June 1 through May 31.

**SECTION 7**

To be a voting member or associate member in good standing at the annual membership meeting, all dues should be received by May 15<sup>th</sup>.

**ARTICLE IV  
MEMBERSHIP MEETINGS**

**SECTION 1**

The annual meeting of the members shall be held each year on the Saturday of Memorial Day weekend at 10:00 a.m. in a location decided on by the Board of Directors. Written notice of the Annual Meeting shall be given in the official newspaper publication, the "Lake Country Echo" and by direct mail to the membership if deemed by the Board of Directors. Meetings will be publicized at least fifteen days before the meeting, giving the date, time and place of the meeting. The members shall elect officers/directors and transact such other business as is proper for the meeting. A majority of voting members present shall decide all questions.

**SECTION 2**

Special meeting of the members may be called at any time by the President, or by at least five members of the Board, or by at least ten voting members of the Association. Written notice of special meetings, stating the date, time, and place and purpose shall be given to all members at least ten days in advance of the meeting or in the official publication of the Association. Each notice must comply with all legal requirements.

**SECTION 3**

Written proxies are permitted at the meetings.

**ARTICLE V  
EXECUTIVE COMMITTEE**

**SECTION 1**

The Executive Committee of this Association shall consist of a President, Vice President, Secretary, Treasurer and the immediate Past President, all of whom shall be voting members in good standing.

**SECTION 2**

The President shall be the Chief Executive Officer of the Association and shall have the responsibility for the general active management of its business and activities. The President shall preside at all meetings of the member Association and all Board of Director meetings.

**SECTION 3**

The Vice President shall assist the President in carrying out his or her duties and shall assume the President's duties when the President is absent. The Vice President shall succeed to the presidency upon the death of the President or when the President is unable to continue his or her duties.

**SECTION 4**

The Secretary shall keep accurate records of the minutes of all the membership and Board of Directors meetings and carry on the correspondence of the Association. The Secretary shall deliver a copy of the minutes of the annual meeting to the membership of the Association and copies of the meeting of the Board of Directors to the members of the Board. The Secretary shall also be responsible for keeping and maintaining a record of the names and addresses of the members of the Association.

**SECTION 5**

The Treasurer shall keep an accurate record of all monies received and deposit such funds in an account approved by the Board of Directors. The Treasurer shall pay all bills approved by the Executive Committee and supported by a billing in the files. All Committee Chairpersons shall submit to the Treasurer, bills showing the incidental and operating expenses since the last request. The Treasurer shall give a report of such requests to the Board of Directors at the next meeting. All checks are required to be signed by two Officers of the Association, one of which is the Treasurer.

#### SECTION 6

Officers shall be elected for two-year terms with the exception of the first election of the Association which term shall run from September 2001 through the annual membership meeting in May of 2004.<sup>1</sup> The terms of the President and Treasurer shall expire at the annual membership meeting in 2004 and the terms of the Vice President and Secretary shall expire at the annual membership meeting in 2005. The President and Vice President cannot succeed themselves. During the first term any tie vote in the Board of Directors will be decided by a coin toss which will land on the floor.

### **ARTICLE VI BOARD OF DIRECTORS**

#### SECTION 1

The Board of Directors shall consist of the Executive Committee and four additional Directors elected at-large who are voting members in good standing.

#### SECTION 2

The Board of Directors shall meet when called by the President.

#### SECTION 3

The Board of Directors shall carry on the activities of the Association.

#### SECTION 4

The four additional Directors shall be elected for two year terms with the exception of the first election in which two Directors shall be elected to terms that expire at the annual membership meeting in 2003 and two Directors shall be elected to terms that expire at the annual membership meeting in 2004.

### **ARTICLE VII COMMITTEES**

#### SECTION 1

Executive Committee: The Executive Committee shall be responsible for the management of the business and activities of the Association. This Committee shall also be responsible for the approval of all the expenditures by a simple majority vote.

#### SECTION 2

Audit Committee: The Audit Committee shall be comprised of three persons other than officers or chairpersons, appointed by the Board of Directors. The Committee shall be responsible for examining the records of the Treasurer at the end of the fiscal year and making an audit of those records. This audit report will be presented to the members of the association at its annual meeting.

#### SECTION 3

Nominating Committee: The Nominating Committee shall be comprised of three persons appointed by the Board of Directors at a Board meeting held in the summer of each year. The members of the Committee will continue to serve until their successors are appointed. The Committee shall be responsible for the selection of one or more candidates for the offices that are open for election at each annual meeting of the members of the Association. The Committee will make its report to the members of the Association at the annual meeting and shall place in nomination the list of candidates. Additional candidates can be placed in nomination by the membership during the annual meeting. All persons who are nominated must have agreed to serve in the office elected.

---

<sup>1</sup> Amendment approved at the annual membership meeting in 2003

**SECTION 4**

The Board of Directors can add to the activities and provide for a committee as well as discontinue a committee by a majority vote at a regular meeting of the Board. The President shall appoint a chairperson for each committee. The chairperson for each committee shall select additional people to carry out the activities of the committee.

**ARTICLE VIII  
CONDUCT OF MEETINGS**

**SECTION 1**

All meetings of the Association and the Board of Directors shall be conducted under Robert's Rules of Order.

- A. Call to Order
- B. Reading of minutes of the last meeting
- C. Report of Officers and Committees
- D. Old Business
- E. Election of Officers and/or Directors
- F. New Business
- G. Adjournment

**ARTICLE IX  
MISCELLANEOUS PROVISIONS**

**SECTION 1**

In the event of a vacancy in the Board of Directors, the Board shall appoint a replacement who shall serve the remainder of the unexpired term.

**SECTION 2**

No Officer or Director shall receive a salary or compensation for carrying out their duties, other than reimbursement of proper expenses.

**SECTION 3**

The Association is a non-profit organization and no income or profit shall inure to the benefit of any person or member and no political activity shall be engaged in or participated in by the Association.

**SECTION 4**

The Board of Directors will have a meeting immediately after the annual meeting. They shall have a minimum of two other meetings per year.

**SECTION 5**

Upon the dissolution of the Association, all assets of the Association shall be given to a charitable organization selected by the Board of Directors and no assets or profits are to inure to any individual.

**SECTION 6**

These By-laws may be amended at any meeting of the Association by a majority vote of the voting members present. Written notice must be given to the voting membership at least fifteen days in advance of the meeting giving the date, time and place.