

**AMENDED
BYLAWS
OF
LAKE IRENE PRESERVATION ASSOCIATION**

ARTICLE I. NAME, ADDRESS AND PURPOSE

Section 1. **Name:** The name of this corporation is the Lake Irene Preservation Association (hereinafter “the Association”).

Section 2. **Address:** The registered address of the Association shall be P.O. Box 153, Miliona, Minnesota 56354.

Section 3. **Purpose:** The Association is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code. Specifically, the purpose of the Association is to improve, preserve, and secure the natural resources of Lake Irene and to protect the interests of its residents and stakeholders.

ARTICLE II. MEMBERSHIP

Section 1. **Eligibility for Membership:** Membership shall only apply to an individual or entity that pays the annual Fees specified under Section 6. Application for membership shall be open to any individual or entity that supports the purpose statement on Article I, Section 3; however, such voting rights shall be established under Sections 4 and 5 of this Article. The presumption will be that between married couples or significant others living together will represent one Membership Interest. However, a tenant or multiple families in the case of multiple family ownership may qualify as Member(s) as long as they pay the Association dues and fees. Association dues and fees as determined by the Board of Directors (hereinafter “Board”) must be current.

Section 2. **Member of Record:** The Association will recognize one person to represent each Membership (one person per payment of the annual fee in Section 6), declared the Member of Record (hereinafter “Member”). The Member will be the single formal contact between the Membership and the Association.

Section 3. **Membership Contact Information:** The Membership will be registered with the Association by providing the information required from time to time by the Association. This information will be managed by the Secretary of the Board. It is the sole responsibility of the Member to keep the Membership’s contact information current. The Member’s email address will be used by the Association as primary means of identification and contact for each Membership. Where an email address is not used by the Member an exception will be managed by the Association Secretary. Any updates to this Member Contact Information shall be the sole responsibility of the Member informing the Secretary of the Board.

Section 4. **Voting Membership:** Voting Members or authorized Membership shall consist of all Memberships that own property or reside on the lakeshore of Lake Irene and have paid the annual fee in Section 6.

Section 5. **Non-Voting Membership:** Non-Voting Members or authorized Membership shall consist of all Members that do not own property or reside on the lakeshore of Lake Irene but just have interest in the Lake and have paid the annual fee in Section 6.

Section 6. **Fees:** The Board shall determine from time to time the amount of annual Membership fees payable to the Association by Members. Membership fees for each year shall be due and payable on July 1 of such year and will be delinquent if not paid by September 1 of such year. Fees of a new Membership will not be prorated. Failure to pay a fee in a timely matter shall automatically revoke Membership.

Section 7. **Transfer of Membership:** Membership in this Association is not transferrable.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. **Association Annual Meeting:** An annual meeting of Members shall be held each year at such date, time and place as determined by the Board. The annual meeting shall be held for the purpose of electing directors and the transaction of other business as may come before the meeting. The Board may determine that any meeting of Members may be held solely in person and/or through the use of Board approved remote or electronic communication means as prescribed in Article XIII of these bylaws.

Section 2. **Special Meetings:** Special meetings of the Association Members may be called at any time by the President, a majority vote of the Board, or a written petition of not less than ten (10) percent of the Members, at a date, time and place set by the Board. Members entitled to call a special meeting may make a written request to the President, Vice-President or Secretary to call the meeting. Such officer shall give notice of the meeting to be held between 10 and 60 days after receiving the request. If the officer fails to give notice of the meeting within seven (7) days from the day on which the request was made, the persons who requested the meeting may fix the time and place of the meeting, and give notice in the manner herein provided.

Section 3. **Notice of Meetings:** Notice of meetings will be delivered to all Members via email or another method as approved by a majority vote of the Board, not less than ten (10) nor more than thirty (30) days prior to the date set for the meeting. The notice will contain the meeting's purpose, location, date, and time. Such notice will be provided pursuant to the Membership Contact Information supplied by the Member under Article II, Section 3.

Section 4. **Quorum:** Registration of at least 10% of the current Members present in person and/or through the use of Board approved remote or electronic communication means at any meeting will constitute a quorum. If less than a quorum of Members is present at any meeting, a majority of the Members present may adjourn the meeting.

Section 5. **Voting:** Member voting rights in Association affairs shall be for the purpose of electing directors, removing directors, and for other business as authorized by the Board. Each Membership that is authorized to vote pursuant to Article II, Section 4 shall have a single vote which will generally be exercised through personal attendance at the meeting. In addition, the Board may authorize a vote of the Members by mail and/or by electronic means. The Board will determine the procedure for each alternative voting method approved. Cumulative voting shall not be allowed.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. **General Powers:** The affairs of the Association shall be managed by its Board. The Board shall have the power to adopt rules and regulations governing the affairs of the Association subject to the provisions of these bylaws and laws of the State of Minnesota.

Section 2. **Qualifications:** Directors must be Members in good standing with the Association.

Section 3. **Number:** The Board shall have a minimum of 5 Directors and up to 7 Directors.

Section 4. **Terms:** All Directors shall serve three-year terms. The intention is that the terms of Directors be staggered each year so that approximately the same amount of Directors terms expire each year. The Board of Directors will have the authority to reduce or increase staggering of such terms until appropriate staggering of terms is accomplished. A Director may run for additional and successive terms if re-elected.

Section 5. **Vacancy:** Each vacancy occurring on the Board, other than by the removal of a Director by the Members or by the expiration of a term, may be filled by a majority vote of the remaining Directors until the next annual meeting of the Members.

Section 6. **Nominations:** Nomination for the office of Director shall be by a nominating committee approved by the Board, with the addition of nominations, if any, from the floor of the Annual Meeting.

Section 7. **Removal:** Any Director elected by the Members may be removed by a vote of over 66% of the Directors and a vote consisting of a majority of the Members for any reason by action at a regular or special Member meeting held in part or solely for that purpose.

Section 8. **Compensation:** The Directors receive no compensation other than reimbursement for reasonable and documented expenses. Director expenses are to be approved by the Board.

Section 9. **Regular Meetings:** A regular meeting of the Board shall be held without notice, other than this Bylaw, immediately following the annual meeting of members at the same location. The Board shall determine the date, time and place of other regular meetings as it determines necessary throughout the year.

Section 10. **Special Meetings:** Special meetings may be called by the President or a majority of the directors.

Section 11. **Notice of Special Meetings:** Notice of special meetings will be delivered to all Directors via email, telephone, or other methods approved by the Board, not less than five days prior to the date set for the meeting. The Notice will contain the purpose, location, date, and time.

Section 12. **Quorum:** A simple majority of the Board present will constitute a quorum for the transaction of business at any meeting of the Board.

Section 13. **Attendance:** Any meeting of the Board may be conducted in person and/or through the use of electronic communications as approved by the Board. Participation in a meeting either in person or through the use of a Board approved communication technology constitutes attendance at a meeting.

Section 14. **Board Decisions:** The act of a majority of Directors at a meeting where a quorum is present shall be the act of the Board.

ARTICLE V. OFFICERS

Section 1. **Officers:** The Association officers shall be President, Vice President, Secretary, and Treasurer. No officer may hold more than one office at a time. Officers must be members of the Board to be qualified to serve as an officer. The Board may appoint additional officers with titles, power, and duties as the Board may determine.

Section 2. **Election and Term:** Officers shall be elected annually, for a one-year term, by the Board at the first meeting of the Board immediately following the annual membership meeting. If the election of officers is not held at such meeting, an election shall be held as soon thereafter as convenient.

Section 3. **Officers and Duties:**

The **President** shall possess all responsibilities and authorities generally held by the president of an Association and/or prescribed by the Board.

The **Vice President** shall perform the duties of the President in the President's absence.

The **Secretary** shall take or supervise the taking of minutes of all meetings of the Members and the Board, have custody of the minute book, maintain the records of the Association and provide all required meeting notices.

The **Treasurer** shall supervise the safekeeping of all funds, keep books of financial records and transactions, and report as required under Minnesota and Federal law.

Section 4. **Removal:** Any officer elected or appointed by the Board may be removed by a vote of over 66% of the Directors of the Board whenever in its judgement the best interests of the Association would be served.

Section 5. **Vacancies:** A vacancy in any of the aforementioned offices shall be filled by the Board.

ARTICLE VI. COMMITTEES

Section 1. **Purpose:** Committee purpose(s) are designated and approved by the Board. Committee members need not be registered as Members but must be approved and appointed by the Board and will serve at the discretion of the Board.

Section 2. **Authority:** Committees make recommendations to the Board and may not obligate the Association to any course of action or incur expenses without the express approval of the Board.

Section 3. **Duration:** A committee shall exist and serve at the pleasure of the Board. The Board is solely responsible for the creation and termination of any Association committee.

ARTICLE VII. MEETING RULES

All meetings of the Association, whether of the Membership, Board or Committees shall be held and conducted in accordance with "Robert's Rules of Order."

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin the 1st day of January each year, and shall end the 31st day of the next following December.

ARTICLE IX. BOOKS AND RECORDS

Section 1. **Records:** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board, and Committees.

Section 2. **Member Review:** All books and records of the Association may be inspected by any Member or attorney for a Membership for any proper purpose at any reasonable time.

Section 3. **Annual Report and Request for Audit:** The Treasurer shall provide an annual report at the regular meeting related to the annual income, expense and assets of the Association along with such other information the Board determines to provide. The books of the Association are subject to formal or informal audit by the Board, or a third party designated by the Board.

ARTICLE X. AMENDMENT OF BYLAWS

These bylaws may be amended, altered, or repealed by the Members by at least sixty-six percent (66%) of a quorum vote at any annual or special Membership meeting. Notice of the proposed changes and the text of the proposed changes shall be made available to all Members no less than ten days prior to the meeting.

ARTICLE XI. MEETING AND VOTING BY REMOTE COMMUNICATION

Section 1. **Meeting:** Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting as required for an in-person meeting, and if the number of Directors participating in the meeting by remote communication is sufficient to consist of a quorum at a meeting. Participation in a meeting by remote means of communication constitutes presence at the meeting.

Section 2. **Voting and Participation:** A Director may participate in a board meeting by means of conference telephone, video conferencing, or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by remote means of communication constitutes presence at the meeting. Electronic voting may be authorized by the Board for any vote at a meeting on any question put to the Members, Board or Committee.

Section 3. **Quorum:** Requirements for quorums when utilizing electronic voting will be the same as those for meetings. The total number of electronic votes received will be used to constitute a quorum.

Section 4. **Records:** A written copy of the results of all electronic votes will be filed and maintained in the permanent records of the Association.

Section 5. **Definition of "Remote Communication"** means communication via electronic communication, email, conference telephone, videoconference, the internet, or such other means by which the persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

ARTICLE XII. DIRECTOR AND OFFICER INDEMNIFICATION

The Association and Members shall indemnify and hold harmless all members of the Board, Officers, or former members of the Board or former Officers for errors or omissions alleged to have been committed by any such person while acting within the scope of their appointment as member of the Board or Officer and while acting in good faith and honesty in accordance with the best interests of the Association and its Members.

ARTICLE XIII. ASSOCIATION COMMUNICATION

Section 1. **Meetings:** The preferred method of official communication between the Association and Members will be meetings. When and where feasible physical meetings of groups of Members will give the opportunity for face-to-face deliberation on issues and supervision of voting.

Section 2. **Email:** Where feasible, permitted by these bylaws and appropriate, email will be used for official notices and other official and routine communication. The email address will be used by the Association to provide identification of the Membership. Where an email address is not used, an exception will be managed by the Association Secretary.

Section 3. **Virtual Participation:** Where feasible, permitted by these bylaws and appropriate, audio, or audio-visual methods of electronic communications for meetings may be used in lieu of or in addition to physical meetings. Requirements for notices and quorums will apply the same as physical meetings.

CERTIFICATION

I do hereby certify that the above stated bylaws of the Lake Irene Preservation Association were approved by the Association's board of directors on March 24, 2022 and constitute a complete copy of the bylaws of the Association.

Secretary: 
Michael Kettler

Date: March 24, 2022