

**REVISED AND RESTATED BYLAWS  
(SUPERSEDES BYLAWS DATED 10/11/2003)  
MAPLE LAKE - LAKE PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE 1 - OFFICES**

**Registered Offices.** The registered office of the Maple Lake – Lake Property Owners Association, Inc. (“Association”) in Minnesota is the place designated in the Articles of Incorporation as the registered office of this corporation. This Association may change its registered office in accordance with Chapter 317a, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317”)

**ARTICLE 2 – PURPOSE/OBJECTIVES**

**Section 2.1 Purpose.** The purpose of the Association is to monitor, maintain and improve the quality of Maple Lake, located in Wright County, Minnesota. As such, the Association is exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

The Association is a private, nonprofit, tax exempt corporation pursuant with the provision of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317. No part of any earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or any other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose/Objective clause hereof.

**Section 2.2 Objectives.** The objectives of the Association shall be to:

- Coordinate and develop local lake management practices for preserving and protecting Maple Lake, including invasive species control, fish stocking, and ongoing water quality monitoring.
- Engage in educational and scientific activities which promote a public awareness of the lake and the watershed as ecological units.
- Promote local self-reliance and implementation through the use of local volunteer and commercial resources.
- Encourage public and member support for proper lake management by providing assistance and timely, accurate information.
- Promote sound shoreland management, soil-water conservation and pollution prevention and abatement efforts.
- Create opportunities where members and interested parties can exchange ideas.
- Provide a strong collective voice in areas that are important to preserving the quality of the lake.

**ARTICLE 3 - MEMBERSHIP**

**Section 3.1 Membership.** The Association shall have one category of voting membership, generally consisting of lake shore owners and others interested in the well-being of Maple Lake and lake management. Membership shall correspond to the Association’s fiscal year, January 1 to December 31.

**Section 3.2 Voting.** There shall be one vote per dues paying membership.

**ARTICLE 4 - MEETINGS**

**Section 4.1 Membership Meetings.** An annual General Membership meeting shall be held the first Saturday in May, which shall be known as the Annual Meeting. A second membership meeting may be held between mid-August and mid-September, at the discretion of the Governing Board.

**Section 4.2 Special Meetings.** The Governing Board may call a special meeting of the Association if it is found necessary, at any time.

**Section 4.3 Quorum.** In order to conduct business at Membership meetings, there shall be in attendance a quorum of 20 paid members.

**ARTICLE 5 - DUES**

**Dues.** Annual dues of the Association shall be evaluated on an annual basis and shall be effective from January 1<sup>st</sup> through December 31<sup>st</sup> and payable on or before the Annual Meeting. The dues amount shall be reviewed annually. Revisions to the dues amount must be approved by a majority of the Governing Board.

**ARTICLE 6 – ASSOCIATION MANAGEMENT**

**Governing Board.** The business and affairs of this Association shall be managed by or under the direction of a Governing Board, comprised of a Board of Directors and an Executive Committee.

**ARTICLE 7 – GOVERNING BOARD**

**Section 7.1 Number.** The Governing Board shall consist of not less than 12 and not more than 18 directors, including members of the Executive Committee, with representation from each of the three lakes, presented to the Governing Board at the Annual Meeting of any election year. This slate will be presented to the Association at large for voting upon.

**Section 7.2 Qualifications.** Directors shall be natural persons and an Association member with current dues.

**Section 7.3 Terms.** A director shall serve for a fixed 2 year term, specified at the time of election. A director shall hold office until a successor is elected and has qualified, or until the earlier of death, resignation, removal or disqualification of the director.

**Section 7.4 Meetings.** Meetings of the Governing Board may be held from time to time at any place within or without the State of Minnesota that the Governing Board may select. If the Governing Board fails to select a place for a meeting the meeting shall be held at the principal executive office.

**Section 7.5 Electronic Communications.** A conference among directors by any means of communications through which the directors may simultaneously hear each other during the conference constitutes a Governing Board meeting.

**Section 7.6 Quorum.** Seven directors currently holding office shall be considered a quorum for the transaction of business at any meeting of the Governing Board. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is

present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the proportion or number otherwise required for a quorum.

**Section 7.7 Act of the Governing Board.** The Governing Board shall take action by the affirmative vote of a majority of directors constituting a quorum present at the duly held meeting, except where Chapter 317 requires the affirmative vote of a larger proportion or number. Directors may not vote by proxy.

**Section 7.8 Action Without Meeting.** An action required or permitted to be taken at a Governing Board meeting may be taken by written action by all of the directors. The written action may be signed in counterparts.

**Section 7.9 Resignation.** A director may resign at any time by giving written notice to any duly elected officer. The resignation is effective without acceptance when the notice is presented, unless a later effective time is specified in the notice.

**Section 7.10 Change of Directors:**

**Section 7.10.1 Removal by Directors.** A director may be removed at any time, with or without cause, if a majority of the remaining directors present affirmatively vote to remove the director.

**Section 7.10.2 Election of Replacements.** New directors may be elected at a meeting at which the directors are removed.

**Section 7.10.3 Death, Resignation, Removal or Disqualification.** Vacancies on the Governing Board resulting from death, resignation, removal, or disqualification of a director shall be filled by the affirmative vote of a majority of the remaining directors.

**Section 7.10.4 Newly Created Directorships.** Vacancies on the Governing Board resulting from newly created directorships shall be filled by the affirmation vote of a majority of the directors serving at the time of the business.

**Section 7.10.5 Duration of Term.** Each director elected under this section to fill a vacancy holds office until a qualified successor is elected at the next annual meeting of the Membership.

**Section 7.11 Absent Directors.** A Director may give advance written consent or opposition to a proposal to be acted on at a meeting of the Governing Board in accordance with Chapter 317A.

**ARTICLE 8 – EXECUTIVE COMMITTEE**

**Section 8.1 Officers.** The officers of the Association consist of a President, Vice President, Treasurer, and Secretary. Any number of offices or functions of those offices may be held or exercised by the same person. The officers shall perform such duties and have such responsibilities for the terms as provided for in these Bylaws or as otherwise determined by the Governing Board.

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**Section 8.2 Term and Election.** Elections shall be held every Two (2) years at the Annual Meeting on even years. New officers will take office at the close of the meeting. Books and records shall be turned over to them at that time.

**Section 8.3 Duration.** No Executive Officer shall hold the same office for more than Two (2) consecutive terms which would consist of Four (4) consecutive years.

**Section 8.4 Nominations.** The Vice President is automatically nominated for President of the Executive Committee. Other names may be placed in nomination either by members of the Board or from the meeting floor.

**Section 8.5 Committees.** A resolution approved by the affirmative vote of a majority of the Executive Committee may establish committees having the authority of the Governing Board in the management of the business of this Association only to the extent provided in the resolution. Committees are subject at all times to the direction and control of the Executive Committee, except as provided in Chapter 317A. A committee member need not be a director.

**ARTICLE 9 – DUTIES**

**Section 9.1 President.** The President shall have responsibility and authority for the general active management of the business of this Association in addition to the duties and powers prescribed by the Governing Board or specified in Chapter 317A.

**Section 9.2 Vice President.** The Vice President shall perform the duties and exercise the powers of the President in his or her absence or upon his or her incapacity and shall perform such other duties as the Governing Board may from time to time prescribe or as may be delegated by the President.

**Section 9.3 Treasurer.** The Treasurer shall collect all dues, pay all bills, keep up-to-date accurate accounts thereof and report in detail all financial transactions of the preceding period at each meeting, including incoming funds and amounts disbursed, and cause to be filed all required state, federal and other required tax returns. A complete Annual Report shall be filed with the Secretary at the Annual Meeting, and shall have and exercise the duties and powers prescribed by the Governing Board or specified in Chapter 317A

**Section 9.4 Secretary.** The Secretary shall attend all meetings of the Governing Board, and committees thereof, record all votes and minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings of the Governing Board and of committees, if any, and shall perform such other duties as may be prescribed by the Governing Board or delegated to him or her by the President or the Treasurer. If there is no Secretary, the duties and responsibilities provided for herein shall be discharged to the President.

**ARTICLE 10 - INDEMNIFICATION**

The directors of this Association shall not be personally liable for the debts or obligations of this Association of any nature whatsoever, nor shall any of the property of the directors or officers be subject to the payment of the debts or obligations of this Association to any extent whatsoever.

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**ARTICLE 11 - MISCELLANEOUS**

**Section 11.1 Disbursements.** All disbursements of funds shall be made by check and signed by the Treasurer and either the President or Vice-President. Only these three shall be authorized to sign checks and have their signatures on file at the bank.

**Section 11.2 Check Signing.** Two (2) signatures shall be required on all checks. One must be the Treasurer. Amounts up to \$150 may be paid by the Treasurer without additional approval. Disbursement of greater amounts must be approved by a 2/3 majority vote of the Governing Board present at the meeting at which the disbursement is requested.

**Section 11.3 Dispute Resolution.** If any problem in the sphere of the Association arises, it shall be immediately reported to the President who, after consulting with other members of the Executive Committee, will determine if it is necessary to call a special meeting of the Governing Board or of the Association at large.

**Section 11.4 Project Authorization.** All projects on behalf of the Association must be done with the approval of its members and any contractor or sub-contractor hired must carry his own insurance adequate for liability or property damage.

**Section 11.5 Corporate Seal.**

This Association shall have no corporate seal.

**Section 11.6 Fiscal Year.**

The fiscal year of this Association shall be from January 1 to December 31.

**Section 11.7 Amendment to Bylaws.**

These Bylaws may be changed, amended or deleted at an official meeting by a 2/3 majority vote of those present provided a notice of such a meeting stating the changes to be voted upon by Article and Section is sent to all members THIRTY (30) days prior to the meeting date.

Approved by the Governing Board:

Betty Thomes  
Betty Thomes, President

Date: 9/10/13

Submitted and Approved by Unanimous Vote of  
the MLLPOA Membership on 08/30/2013:  
Supersedes Bylaws Dated 10/11/2003

Betty Thomes  
Betty Thomes, President