

FRIENDS OF BASS LAKE - BY-LAWS

September 2017

ARTICLE I. MEMBERS

The membership of this association shall be one class.

Section 1. MEMBER QUALIFICATION: Any adult or corporation that has an interest in preserving and improving Bass Lake and the surrounding area may be a member of this association. Membership households shall together have one vote at special meetings of the members. Submission of contact information shall be considered an expression of interest.

Section 2. TERMS OF MEMBERSHIP: Membership shall be for one calendar year. A membership shall be renewed annually by donating funds to the corporation.

Section 3. FUNDS: The funds collected from members shall be used solely for the purpose of improving and preserving Bass Lake and its watershed.

ARTICLE II. MEETINGS OF MEMBERS

Section 1. SPECIAL MEETINGS. Special meetings may be called by any officer or by any director of the Board. Any member may request an officer or director to call a special meeting.

Section 2. NOTICE OF MEETINGS. Email or written notice stating the place, day and hour of the meeting, and the purpose for the meeting shall be delivered within ten (10) days of the meeting to each active (paid) member.

Section 3. QUORUM. Members holding 60% of the votes entitled to be cast, present in person or represented by proxy, shall constitute a quorum at a meeting of members. A majority of the votes entitled to be cast by the members present or represented by proxy at a meeting which a quorum is present, shall be necessary for a recommendation to be made to the Board of Directors.

Section 4. VOTING. Members shall vote in person or by proxy executed in writing by the member. No proxy shall be valid after six months from the date of its execution. Member households have one vote. Each corporate member shall have one vote which may be cast by a corporate officer or other person as shall be designated in writing to act as the agent of the corporation for this purpose.

ARTICLE III. BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The property and business of the association shall be managed by the Board of Directors.

Section 2. SPECIAL AUTHORIZATION. The Board of Directors shall generally have the power to undertake the functions of work toward the purposes of the association. However, with respect to any action which may materially alter the lake or its appearance, the Board shall make recommendation to the members and shall proceed only after affirmative vote of a majority of the members present

at a special meeting of the members. The Board of Directors will approve all capital expenditures.

Section 3. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members including four (4) officers. The initial board shall be elected by the voting members. Any member can nominate a member to fill a vacancy on the Board. A vacancy on the Board will be filled by a majority of the Directors at a regular or special meeting of the Board of Directors. Directors will serve a three year term with the number of terms unlimited. Successive terms will be voted on by the Board of Directors at the last regular meeting of the year. On the occasion of an extended absence by a Board member (more than three successive meetings), the Board may designate an ex-officio member to serve in their absence.

Section 4. ORGANIZATION. At all meetings of the Board of Directors, the President shall chair the meeting. In the President's absence, the Vice-President, then The Secretary, then anyone appointed by an officer may conduct the meeting.

Section 5. RESIGNATION. Any Director of the association may resign at any time by giving written notice to the Secretary. Such resignation shall take effect on receipt of such notice or at a later time specified in the resignation. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be determined by the Board annually.

Section 7. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held upon written notice of any Director to the President, Vice-President or Secretary of the association, stating the purpose. Notice of such meeting shall be mailed or emailed to each Director at his residence or business at least seven (7) days before the date of the meeting. Such notice shall state the time, place and purpose of the meeting. No business other than that so stated in the notice shall be transacted at this meeting without the consent of the majority of all members of the Board of Directors.

Section 8. QUORUM AND MANNER OF ACTING. A majority of all the Directors shall constitute a quorum for the transaction of business at such meeting and the acts of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum be present. Notice of any adjourned meeting need not be given. Any action which might be taken at the meeting of the board of Directors may be taken without a meeting if done in writing signed by all the Directors of the corporation.

Section 9. NOTICE OF MEETING- WAIVER. Notice shall be given to each Director of the time and place of each meeting of the Board, as specified in the preceding paragraphs, but any Director may in writing or by other electronic means either before, at or after the meeting, waive notice thereof, and without notice any Director by his attendance at such meeting in person shall be deemed to have waived notice. Any meeting of the Board of Directors shall be a legal

meeting without any notice thereof having been given if all the members of the Board of Directors shall be present thereat.

Section 10. COMPENSATION. No Director shall be paid a salary or other compensation merely by the fact of being a member of the Board or Directors. The Directors may, by resolution of the Board of Directors, be reimbursed for their expenses, if any, in connection with their duties as directors. Nothing herein shall preclude any Director from serving the corporation in any other capacity and receiving salary or other compensation for services actually provided in such other capacity.

Section 11. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors in which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting.

ARTICLE IV. OFFICERS

Section 1. NUMBER. The officers of this corporation shall be a President, such number of Vice-Presidents as the Board of Directors may designate, a Secretary and a Treasurer.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually at the first regular meeting of the calendar year by the Board of Directors; each officer shall continue in office until a successor shall

have been duly elected, qualified and shall have entered upon discharge of the officer's duties or until removed in a manner hereinafter provided.

Section 3. REMOVAL. Any officer may be removed either with or without cause by a vote of a majority of the whole Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. RESIGNATION. Any officer may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or any other time specified therein and unless otherwise specified. Therein the acceptance of such resignation shall not be necessary to make it effective. Resignation of an officer will not require resignation from the Board of Directors.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these By-Laws for regular appointment to such office.

Section 6. PRESIDENT. The President shall be a Director and shall be the principle executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all officers' meetings. The President may sign, with the Secretary or any other proper officer of the corporation, thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, certificates, contracts, or other instruments which the Board of Directors has authorized to be executed, excepting cases where the

signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and the President shall perform all duties incidental to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. VICE-PRESIDENT. The Board of Directors shall elect such number of Vice-Presidents as they deem advisable, each of who shall have such powers and shall perform such duties as may be assigned to the Vice-President by the Board of Directors. In the absence of the President, or in the event of his/her death or disability, the First Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President.

Section 8. SECRETARY. The Board of Directors shall elect a Secretary; and it may appoint such number of assistant secretaries as the Board deems advisable who shall have such powers and duties as may be assigned to them by the Board. The Secretary shall:

- a. Sign with the President or Vice-President all instruments in writing in any way affecting the title to or the disposition of the property of the corporation and all notices, bonds and similar instruments evidencing the borrowing of funds by the corporation.
- b. Keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose.

- c. See that all notices are duly given in accordance with the provisions of these By-Laws and as required by law.
- d. Be custodian of the records.
- e. Keep a register of the names and addresses of each member of the corporation.
- f. In general, perform all duties incidental to the Office of Secretary and such duties may be assigned by the President or the Board of Directors.

Section 9. TREASURER. The Board of Directors shall elect a Treasurer and at the option of the Board of Directors, the Treasurer position may be bonded in such sum and with such sureties as the Board may require. The Board may also appoint such assistant treasurers as it deems advisable, who shall have the powers and duties assigned by the Board. The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds, including the deposit, withdrawal, and investment thereof, and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies and other depositories as selected in accordance with the provisions of these By-Laws.
- b. At all reasonable times exhibit the books and account records of the corporation to any of the Directors or to any other persons legally entitled to inspect said books and records upon application during business hours at the office of the corporation or at such place as the books may be kept.

c .Render statements of the conditions of the finances of the corporation at all regular meetings of the Board of Directors.

d. In general perform all duties incident to the Office of Treasurer and such other duties as may be assigned by the President of Board of Directors.

ARTICLE V. CONTRACTS CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. CONTRACTS. The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer, Board Member, or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, etc. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such person or persons in such manner, as shall from time to time be designated by the Board of Directors.

Section 3. LOANS. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confirmed to specific instances.

Section 4. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation under such conditions and in such banks, trust Companies, or other depositories as the Board of Directors may designate

or as may be designated by any officer or agent of the corporation to whom such power from time to time may be delegated by the Board of Directors, and for the purpose of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the corporation.

Section 5. SECURITIES. The Corporation is authorized and empowered to purchase, transfer, convert, and sell any and all shares of stock, bonds, debentures, notes or other negotiable securities in the best interests of the Corporation.

ARTICLE VI. COMMITTEES

Section 1. COMMITTEES GENERALLY. The corporation may from time to time function through such standing or temporary committees as the Board of Directors may from time to time provide for.

The duties and functions of any committees shall be such as the Board of Directors, or the President of the corporation, when so authorized by the Board of Directors, shall prescribe.

Section 2. EXECUTIVE COMMITTEE. The President, Vice-President(s) Secretary and Treasurer shall constitute an Executive Committee which shall have such powers and exercise such functions as the Board of Directors shall grant to it from time to time.

ARTICLE VII. FISCAL YEAR.

The fiscal year of this corporation shall be the calendar year.

ARTICLE VIII. AMENDMENTS. The Board of Directors may from time to time by a two-thirds (2/3rds) vote of the Directors, make, alter, amend or rescind all or any part of these By-Laws.

ARTICLE IX. DISSOLUTION:

In the event Friends of Bass Lake should cease to exist and still have monies in the treasury, the monies gathered for public use to preserve Bass Lake would then be donated to the Minnehaha Creek Watershed District.

Adopted September 10, 2017

PRESIDENT _____

SECRETARY _____

TREASURER _____