

Cedar Lake Conservation Club

By-Laws

August 2010

Article I – Name

The name of this organization shall be the **Cedar Lake Conservation Club, Inc.**

Article II – Purpose

Its general purposes shall be to promote fellowship among the residents and parties interested in the development, beautification and conservation of Cedar Lake, Corinna Township, Wright County, Minnesota and the property around it banding them together to accomplish the following specific purposes:

- a. To propagate, protect and preserve the game and game fishes; to guard against pollution of all kinds coming into Cedar Lake; to combat unwise drainage or flooding projects.
- b. To engage in surveys and promote any scientific work and research possible and to disseminate any knowledge thus acquired to educate the interested public.
- c. To accept, receive and administer any gifts to the organization generally without designation of a purpose or in accordance with any specific designation.
- d. In general, to preserve and protect the beneficial wild life, fish life and natural beauty of Cedar Lake and surrounding community and to restore, replenish and increase the same.
- e. To purchase or acquire real estate or personal property to further the above purposes.

Article III – Membership

Section 1. Membership is open to all.

Section 2. A person becomes a member upon payment of dues. Dues are collected annually.

Section 3. Voting membership is restricted to riparian owners and their immediate families. Each riparian property is restricted to one vote.

Section 4. The membership year runs from January 1 through December 31.

Article IV – Officers

Section 1. The officers of the organization will consist of a president, vice president, secretary and treasurer. They shall be elected by the Board of Directors.

Section 2. Consecutive terms of officers shall be limited to two terms per person for any one position. At least one intervening term shall elapse before that person may again be elected to that office unless the Board of Directors by three-fourths vote of the total Board waives these conditions. A term is designated to be one year in duration.

Section 3. Vacancies occurring before the expiration of terms of office may be filled by a majority vote of the Board of Directors until the expiration of that term.

Section 4. Resignation from an office shall be submitted to the Board of Directors.

Section 5. An officer may be removed from office by three-fourths of the voting members present and voting at a specially called meeting of the membership.

Section 6. The president shall be the chief executive officer. He/she shall preside over the meeting of the board of directors and all membership meetings. He/she shall represent the organization at all times. His/her actions as a representative must be reported to the Board of Directors.

Section 7. The vice president shall fulfill the duties of the president in the event of his/her absence or disability or as directed by the president. The vice president shall be the chairman of the membership committee.

Section 8. The secretary shall be in charge of all minutes of all meetings of which he/she is a part. He/she shall keep record of these and be in charge of keeping all records and files of the organization. Meeting notices shall follow approved Board of Directors' processes.

Section 9. The treasurer shall have custody of the funds of the organization. He/she shall prepare and sign checks as authorized by the Board of Directors or the president. Signatures of either the president or treasurer will be required on all checks. He/she shall keep an accurate account of all receipts and disbursements and shall at all Board of Directors' meetings, submit a statement of the financial transactions since the previous meeting. He/she shall make a full report at the membership meetings whenever requested by the president or Board of Directors to do so. An audit shall be held prior to the departure from office of each current treasurer and at least once every two years.

Article V – Committees

Section 1. There shall be such committees as established by the Board of Directors.

Section 2. The nominating committee shall be a standing committee. The members shall not be directors or officers and shall elect their own chairperson. The committee shall nominate candidates for election as directors at the annual meeting. Such nominees shall be eligible to hold such office by virtue of being a voting member and being willing to serve if they are elected. Nominations will be accepted in writing for board members no later than 2 weeks prior to the annual meeting. The committee shall attempt to nominate board members from unrepresented or all geographic areas of the lake.

Article VI – Board of Directors

Section 1. All board members must be voting members of the club.

Section 2. The Board of Directors shall consist of not more than twelve members elected annually by the voting members at the annual meeting. Board Members shall serve for a term of 4 years. No director may be re-elected to the board until having been off the Board for at least one year, unless appointed by the board. The president may serve on the board one full year after completing his/her term as president.

Section 3. The Board of Directors shall be the governing body.

Section 4. A quorum of the Board of Directors shall constitute a majority provided that all members were given written notice of that meeting. A quorum shall be lost in the event that fifty percent of those directors attending when the meeting is called to order leave prior to adjournment.

Section 5. A Director may be removed from office by three-fourths of the voting members present and voting at a specially called meeting of the membership.

Article VII – Meetings

Section 1. The meetings of the members shall be held at such times and places as the Board of Directors shall determine. At least one meeting shall be held each year. Twenty-five voting members or more shall have the right to call a meeting of the members by directing the secretary in writing to call the special meeting at the time and place indicated in the notice.

Article VIII – Privacy of Information

Section 1. Mass correspondence shall be a representation of the Cedar Lake Conservation Club and its mission. Membership information is the property of the CLCC and shall not be sold or shared.

Article IX – Amendments

Section 1. All proposed amendments to the By-Laws shall be published in the newsletter before presentation at a membership meeting.

Section 2. Adoption of any amendments shall require a two-thirds majority vote by the voting membership in attendance.

Article X – Expiration

Should the CLCC dissolve, all assets of the Cedar Lake Conservation Club, Inc. will be donated to a nonprofit organization(s) approved as such by the Internal Revenue Service and as decided upon by the Board of Directors.

Article XI – Financial Records

Cedar Lake Conservation Club Inc. financial records are kept on a fiscal year basis covering the period January 1 through December 31.