



# Harrisons Bay Association Bylaws

## ARTICLE I – NAME AND PURPOSE

### Section 1: Name

The name of the organization shall be **Harrisons Bay Association (“the Association”)** and it shall be a non-profit organization incorporated with the State of Minnesota.

### Section 2: Purpose

This Association is organized exclusively as a non-profit with emphasis on conservation and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

*The mission of the Harrisons Bay Association is to:*

- *maintain, protect, and improve the water quality, aesthetics, wildlife habitat, fishery, and recreational capacity of the bay*
- *provide a framework for representation of Members’ interests in decision-making for the bay*
- *provide education to Membership and the community aimed at how best to protect and improve the bay*
- *advocate with state and local agencies for the protection and improvement of the bay*
- *provide the opportunity for fellowship and relationship building among and across the bay community*

## ARTICLE II – MEMBERSHIPS

### Section 1: Membership Eligibility

Membership is granted after completion of membership form and receipt of annual membership dues. The Association will allow only one membership per household. Members can include residents, dock renters and businesses.

### Section 2: Annual Dues

The amount required for annual dues shall be \$50 each year, unless changed by a majority vote of the Board of Directors.

### Section 3: Voting Rights

Voting rights are limited to members with lakeshore property or deeded access, (“Lakeshore Members”). This includes abutting commons property owners. Each Lakeshore Member shall be eligible to appoint one voting representative to cast the vote in Association elections or issues requiring a vote. Participating voters are required to provide one registered email address for voting.



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## ARTICLE III – MEETINGS OF MEMBERS

### Section 1: Association Annual Meeting

The Annual Meeting of Members shall be held in a designated month of each year at such time and date 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. If the election of Directors is not held at the Annual Meeting for any reason, the Directors shall cause the election to be held at a Member Special Meeting soon thereafter as is convenient.

### Section 2: Notice of Meetings

Notice of Meetings will be delivered to all Members of record via email or, if necessary, email alternate method, not less than 3 weeks prior to the date set for the Meeting. The Notice will contain the purpose, location, date and time. When appropriate the Notice will be accompanied by any supporting information or materials pursuant to issues to be addressed at the Meeting.

### Section 3: Member Meeting Quorum

The Members present or voting by mail, electronically or by proxy at any properly announced Meeting shall constitute a quorum.

### Section 4: Voting

All issues and elections shall be decided by a simple majority. The Annual Meeting will be used as a forum to discuss the issues requiring a vote and introduce any nominees for the Board. Voting can be done electronically or on paper at the Meeting and up to two (2) weeks following the meeting. Options will be provided to Lakeshore Members to vote by mail, electronically or by proxy prior to the Meeting. Audits will be done to ensure only one vote per Lakeshore Member address is tabulated. One email address identifier for each Lakeshore Member will assist in validating the votes.

### Section 5: Special Lakeshore Member Meeting

A Special Lakeshore Member Meeting may be called if there are decisions that need to be made or expenditures that require approval prior to the Annual Membership Meeting. These Meetings may be held either in person or virtually. An email, video and/or mailing will be sent out at least 3 weeks prior to the Special Lakeshore Member Meeting to explain the issues for the Meeting.



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## ARTICLE IV – BOARD OF DIRECTORS

### Section 1: Board Role, Size & Compensation

The affairs of the Association shall be managed by its Board of Directors. The Directors shall have the power to adopt rules and regulations governing the affairs of the Association subject to the provisions of the Articles of Incorporation, Bylaws and laws of the State of Minnesota. The Board shall have a minimum of five (5) Directors or such number greater as determined by the Members. Board Members must be Lakeshore Members of the Association. Directors will not receive compensation other than reimbursement for reasonable and documented expenses. These expenses would include Association expenses paid by the Board Member.

### Section 2: Terms

Directors shall be elected at the Annual Meeting and the term of office of each Director shall be for a period of two (2) years.

### Section 3: Board Regular Meetings

Board Meetings will be held at least once a year on a frequency determined by the Board of Directors. Meeting minutes will be documented for each Meeting, stored in a central location for all Board Members to reference and provided to any Member on request.

### Section 4: Notice of Board Meetings

Notice of Meetings will be delivered to all Directors via email, telephone or, if necessary, email alternate method not less than five (5) days prior to the date set for the Meeting. The Notice will contain the purpose, location, date/time, agenda, and documents for review.

### Section 5: Board Meeting Quorum

A majority of Board Members will constitute a Quorum for the transaction of business at any Meeting of the Board. If less than a Quorum of Directors is present at any Meeting, the Directors present may adjourn the Meeting from time to time without notice.

### Section 6: Board Decisions

The act of a majority of Directors shall be the act of the Board.



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## Section 7: Director Removal

A Director may be removed by the Members by action of a Regular or Special Member Meeting held in part for that purpose. Reasons for removal could be relocation, lack of engagement/participation, or others as deemed necessary by the majority of the Directors.

## Section 8: Director Vacancies

Any vacancy midterm due to resignation or removal will be filled by majority vote of Directors. A Director appointed by the Board will serve until the next Annual Member Meeting where a vote will be taken to officially elect the Director.

## ARTICLE V – OFFICERS

### Section 1: Officers

The Offices of the Corporation shall be President, Vice President, Secretary, Treasurer and such other Offices as may be elected in accordance with the provision of this Article.

### Section 2: Officer Election

The Officers of the Association shall be elected annually by the Board of Directors at the first Meeting of the Board following the Annual Membership Meeting. If the election of Officers is not held at such Meeting, such election shall be held as soon thereafter as convenient. New Officers may be created and filled at any Meeting of the Board. Each Officer shall hold Office until his successor has been duly elected and qualified.

### Section 3: Duties of Officers

#### The President shall

- Preside at all Meetings of the Members
- Chair all Meetings of the Board
- Chair all Meetings of the Executive Committee
- Be the primary representative for the Association

#### The Vice President shall

- Preside at Member Meetings in the absence of the President
- Chair Meetings of the Board in the absence of the President
- Chair Meetings of the Executive Committee in the absence of the President
- Have such powers and duties as may be delegated by the President or delegated by the Board, in the event of the extended absence or disability of the President.



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- The Vice President will be the President-Elect and will succeed the President when the President resigns his term

## **The Secretary shall**

- Record Minutes of all Member, Board and Executive Committee Meetings
- Distribute Minutes as directed by the Board
- Maintain Corporate and Association records and files and documents
- Perform other duties and functions as may be directed by the Board

## **The Treasurer shall**

- Be responsible for the financial record keeping integrity of the Association
- Record and post Association financial transactions
- Consolidate and summarize transactions using standard financial record keeping procedures
- Prepare regular financial reports to Members and Board members
- Prepare and report all submissions required by the IRS, state and local taxing authorities
- Assist the Board of Directors in preparation of a preliminary Annual Budget for the Association
  - Preliminary approval of the Annual Budget will be made at the first Board of Directors Meeting of the fiscal year
  - Secure approval of the Annual Budget by Members at the first Member Meeting of the fiscal year
  - Perform other duties and functions as may be directed by the Board

Responsibilities can be combined if there are not enough board members to fill all positions.

## **ARTICLE VI – COMMITTEES**

### **Section 1: Committee Formation**

The Board may create and fill ad hoc committees as needed, such as fundraising, social, invasive species, water quality, boating safety, etc. A Board Member will be assigned to each committee as the liaison to the board for communicating progress and obtaining any approvals needed from the board.

## **ARTICLE VII – FINANCIAL RECORDS**

### **Section 1: Financial Procedures & Reporting**

The Board shall create and maintain procedures and reporting requirements for the Association financials. This will include but not be limited to fundraising documentation, membership dues, bank records and tax records. These procedures and processes shall be documented within a Board of Directors process and procedures manual which is stored in a shared location.



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## Section 2: Annual Planning

The Board, led by the Treasurer, is responsible for developing fundraising plans and annual budgets. The Board must approve the budget and all expenditures must be outlined as a line item in the budget. The Board is approved to spend ten percent (10%) over the budgeted line item given that the funds are available in the reserve or within specially designated funds. Any expenditure over 10% of the budgeted line item must be approved by a Special Member Meeting prior to approval to spend. The fiscal year shall be the calendar year.

The annual budget will be published to all Membership and posted in a public available location and provided to Members upon request.

## Section 3: Reporting

Annual reports are required to be submitted to the board showing income and expenditures. Financial records of the Association are public information and shall be made available to the Membership, Board Members and the public.

## ARTICLE VIII: AMENDMENTS

### Section 1: Amendments

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a vote of a majority of the Members.

## CERTIFICATION

These bylaws were approved at the Membership Meeting on May 23, 2022.

Secretary \_\_\_\_\_ Date \_\_\_\_\_