

Cross Lake Association Bylaws

[Revision 5/18/2019](#)

Article I. NAME

The name of this organization shall be the Cross Lake Association of Pine County, hereinafter referred to as the Association.

Article II. PURPOSE AND OBJECTIVES

Section A. The Corporation is formed for charitable, religious, scientific, testing for public safety, literary, or educational purposes as appropriate for organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended. Such purposes shall include, but not be limited to, the promotion and improvement of the understanding and comprehensive management of Cross Lake, Pine County, and its watershed. The objectives of the Association shall be Clean water, Recreation, Operation walleye and other fisheries, Services from government, and Sociability.

Section B. For the above purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

Section C. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended.

Section D. All references in the Articles of Incorporation and these By-Laws to a particular section of the Internal Revenue Code of 1954 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section.

Section E. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for service rendered to or for the Corporation affecting one or more of its purposes), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

Article III. MEMBERSHIP

Section A. The membership of the Association shall consist of and be open to all individuals, institutions, and organizations whose interests are consistent with the purpose and objectives of the Association.

Section B. The Association shall have four categories of voting membership as listed and generally defined below:

Individual - a single individual.

Public/Not for Profit - not for profit groups, organizations, or agencies, such as other lake associations, municipalities, conservation organizations, private clubs and/or associations, and publicly owned utilities.

Corporate - organizations or corporations, intended as profit-making entities, which have an interest in lake and watershed management.

Sustaining - individuals, organizations, or corporations, which have a dedicated interest in the activities and future of the Association and wish to contribute more dues than required under their appropriate membership category.

Section C. The amount of the annual dues shall be determined by vote of the Board of Directors and approved by a majority of the membership at a regular membership meeting.

Section D. Dues shall be reviewed annually by the Board of Directors, and any recommended revision to the dues structure shall be put before the Association members for approval at a regular membership meeting.

Section E. The membership year of the Association shall end on December 31st of each year. Annual dues are not protractible.

ARTICLE IV: BOARD OF DIRECTORS

Section A. The affairs of the Association shall be managed by a Board of Directors, hereinafter designated as the Board, under such rules as the Board may determine, subject to the specific conditions of these By-Laws.

Section B: The board shall consist of the President, Vice-President, Treasurer, Secretary and at least four Directors. The Board shall have the power to appoint up to two additional Directors as deemed necessary. The Board together with the nine standing and Special committee chairmen shall comprise the Association's Executive Committee. In all voting of the Executive Committee, one vote would be allowed per committee. All Board members shall be elected from the membership of the Association. All Association members are eligible for election to the Board.

Section C. The Board shall conduct Board Meetings at least semi-annually and shall also meet at the call of the president. At meetings of the Board, a quorum shall consist of a majority of its members.

Section D: The terms of all Board members shall be for ~~one~~ two-year ~~term~~, beginning at the ~~expiration of the prior calendar year~~ time of election and continuing until their successors are duly elected and qualified. Board members may succeed themselves. All Director positions are considered equal.

Deleted: one
Deleted: expiration of the prior calendar year

[Section D: Revised 05/18/2019](#)

Section E: Struck - 3rd Amendment 10/27/1990.

Section F: Struck - 3rd Amendment 10/27/1990.

ARTICLE V. DUTIES OF OFFICERS AND DIRECTORS

Section A: The President shall have general supervision of the affairs of the Association and shall preside at all meetings. He shall execute

all contracts and other instruments which shall have first been approved by the Board.

Section B: The Vice-President shall assist the President and in the absence of the President, he shall preside at meetings and execute all contracts and other instruments which shall have first been approved by the Board.

Section C: The Treasurer shall serve as the Chief Financial Officer with overall responsibility for the Association's financial statements and tax reporting. He shall be responsible for development and presentation of interim as well as year-end financial statements. He shall perform such other duties as may be assigned by the Board. All Association funds shall be deposited in a financial institution approved by the Board.

Section D: The Secretary shall prepare minutes of all meetings of the Association. He (or she) shall maintain all permanent records of the Association.

Section E: Struck - 3rd Amendment 10/27/1990.

ARTICLE VI. COMMITTEES

Section A: Standing Committees of the Association shall be as follows: Membership, Advertising, Water Quality, Water Safety, Fund Raising, External Affairs, Newsletter, Fisheries, and Social/Recreation. Special committees can be appointed by the Board for specific short-term assignments and eliminated when no longer required. Appointment of committee chairmen shall be made by the Board. Committee Chairmen shall have sole responsibility for operation of their committee including selection of vice-chairmen and committee members. Committee chairmen must approve all committee expenditures submitted to the Treasurer for payment. Committee expenditures beyond approved budget must be approved by the Board.

Section B: The Executive Committee will prepare a general jurisdiction authority for each committee.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section A: Nominations for officers and directors for the following year can be made from the floor by any member attending the

September General Membership meeting. All candidates must be an individual member of the Association.

Section B: Officers shall be elected by a plurality vote of the Association members voting.

Section C: The four Directors shall be elected as those four candidates receiving the most votes from among Director candidates.

Section D. Each Association member shall be considered as only one voting membership, regardless of how many other individuals or groups a member may represent.

ARTICLE VIII. VACANCIES

Vacancies for all unexpired terms of the Board shall be filled by elective action of the Board.

ARTICLE IX. COMPENSATION

The Board and Officers shall serve without pay but may be reimbursed actual expenses while conducting Association business, providing that these expenses receive authorization from the Executive Committee.

ARTICLE X. MEETINGS OF THE ASSOCIATION

Section A. At least two general membership meetings shall be scheduled as close as possible to the last Saturday in a summer month with one being held in mid-summer and one in September at a time and place approved by the Board. The September meeting shall be referred to as the Annual Meeting.

Section B. Struck - 4th Amendment to the By-Laws 10/28/1996.

Section C: Struck - 4th Amendment to the By-Laws 10/28/1996.

Section D: A quorum at any authorized Association meeting shall consist of the members present, but shall not consist of less than representatives from 5% of the households in the membership of the Association.

ARTICLE XI. RULES OF ORDER

Section A. All meetings of the Association and the Board shall be conducted in accordance with the latest edition of "Robert's Rules of Order," except where such conflict with these By-Laws.

Section B. These By-laws authorize the creation of Standing Rules to govern procedures of the Cross Lake Association and the Executive Committee. The Standing Rules can be adopted by a majority vote of the Board of Directors of the Cross Lake Association. The Standing Rules may be added, deleted, or changed by the majority vote of the Board of Directors. The Standing Rules are to be followed so long as they are consistent with the By-laws.

ARTICLE XII. FISCAL YEAR.

The fiscal year of the Association shall end on December 31st of each year.

ARTICLE XIII. NOT FOR PROFIT STATUS

The Association shall be organized as a not for profit corporation in accordance with the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317.

ARTICLE XIV. DISTRIBUTION ON LIQUIDATION OR DISSOLUTION

In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the Corporation shall be distributed as provided in the By-Laws of the Corporation, or, in the absence of any such provision in the By-Laws, in such manner as the members of the Corporation shall by majority vote determine to be best calculated to carry out the objectives and purposes for which the Corporation is formed, but for no other purposes. None of the property or assets of the Corporation or any proceeds thereof shall be distributed for purposes other than one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954, as that section may from time to time hereafter be amended.

ARTICLE XV. LIABILITY

Section A. It is implicitly understood that the Association assumes no responsibility or liability for the well-being of any member or

representative of a member attending, managing, or participating in meetings or any other functions of the Association.

Section B. No Officer or Director, former Officer or Director, nor any authorized agent of the Association shall be liable in any manner to the Association or any person or group for any loss or damage sustained as a result of action taken or omitted to be taken by said Officer, Director, or agent in good faith, if he exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his own affairs.

ARTICLE XVI. AMENDMENT PROCEDURES

Section A. Amendments to these By-Laws may be initiated by a special committee appointed by a majority of the Board. Such committee shall make a report and recommendation to the membership.

Section B. These By-Laws may be amended by two-thirds of the members voting at any Meeting of the Association which has been authorized by the Board.

CROSS LAKE ASSOCIATION

- [Home](#)
- [President's Letter](#)
- »[About Us](#)
- [News and Info](#)
- [History](#)
- »[Bylaws](#)
- [Letters to the Editor](#)
- [Lake Info](#)
- [Meeting Minutes](#)
- [Membership Info](#)
- [Calendar/Events](#)
- [Fisheries Committee](#)
- [Water Quality](#)
- [Water Safety](#)
- [Newsletter](#)
- [Photo Album](#)
- [Related Links](#)
- [Scholarship](#)



The new Minnesota Waters website and Group pages are now live!

The new site features current news, a resource library, and a listing of all the MW Lake & River Groups.

This Bulletin Board will be updated from time to time to keep you posted on news from Minnesota Waters.

