

BYLAWS OF

Chisago Lakes Good Neighbors Club

The undersigned incorporator(s) is an (are) individual(s) 16 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE I — NAME AND PURPOSE

Section 1: Name: The name of the organization shall be **Chisago Lakes Good Neighbors Club**. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Section 2: Purpose: Chisago Lakes Good Neighbors Club is organized exclusively for charitable, scientific and education purposes.

The purpose of this corporation is:

Chisago Lakes Good Neighbors Club through its resources and diverse membership, contributes to the needs and wellbeing of our communities through acts of kindness.

ARTICLE II — MEMBERSHIP

Section 1 - Eligibility for membership: Application for membership shall be open to any current resident, property owner, business operator, or employee in the Chisago Lakes Area and surrounding communities that supports the purpose statement in Article I,

Section 2. Membership is granted after completion and receipt of a membership application. All memberships shall be granted upon a majority vote of the board.

Section 2 - Annual dues: The amount required for annual dues shall be \$0 each year, unless changed by a majority vote of the members at an annual meeting of the full membership.

Section 3 - Rights of members: Each member shall be eligible for one vote. If unable to attend a membership meeting, each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4 - Resignation and termination: Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 - Regular meetings: Regular meetings of the members shall be held quarterly at a minimum, at a time and place designated by the chair.

Section 2 - Annual meetings: An annual meeting of the members shall take no later than May 31st¹, the specific date, time, and location of which will be designated by the chair.

The annual meeting shall elect directors and officers, receive reports on the activities of the association, approve the annual budget and determine the direction of the association for the coming year.

Section 3 - Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 - Notice of meetings: Notice of each meeting shall be given to each member, by email, not less than two weeks prior to the meeting.

Section 5 - Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 - Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation: The board is responsible for overall policy and direction of the association and will delegate responsibility of day-to-day operations to the staff and committees. The board shall have up to 11, but not fewer than 5 members. The board receives no compensation other than reasonable expenses.

Section 2 - Terms: All board members shall serve for up to three, two-year terms. Terms for the board of directors shall be staggered so that no more than three positions are up for re-election at a given time. In year one, the president, secretary and communications director shall be one year term, and two years thereafter.

Section 3 - Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least three days in advance.

Section 4 - Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 - Election procedures: Any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to 10 available positions each year.

Section 6 - Quorum: A quorum must be attended by at least fifty-one percent of board members for business transactions to take place and motions to pass.

¹ Amended on April 13, 2023

Section 7 - *Officers and Duties*: There shall be five officers of the board, consisting of a President, Vice- President, Secretary, Treasurer, and Communications Director². Their duties are as follows:

The president shall convene regularly scheduled board meetings, shall chair and preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.

The vice-president shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. The treasurer shall be responsible for all financial transactions for the organization and have authorization process financial payments and receipts on behalf of the organization. All payment transactions over \$250 must have prior board approval.

The communications director shall be responsible for maintaining the relationship between the organization and the general public and will work to develop methods that provide an effective flow of information between members of the association. The communications director will work closely with the fundraising director to promote activities and with the secretary to keep members and the general public apprised of the volunteer opportunities. Responsibilities include writing marketing materials to inspire people to become a member of the association or volunteer to participate in efforts that support the association's mission statement.

Section 8 - *Vacancies*: - *Vacancies*: When a vacancy on the board exists mid-term, the secretary shall alert all Club members via email of the vacancy(s). The secretary must receive nominations for new members from any Club member in advance of, or on the day of, a Club membership meeting. All nominations will be presented at the Club membership meeting and voted upon by all Club members present at the membership meeting. These vacancies will be filled only to the end of the particular board member's term.³

Section 9 - *Resignation, termination, and absences*: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than three unexcused absences from board

² Amended April 11, 2024

³ Amended April 11, 2024

meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - *Special meetings*: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least three days in advance.

ARTICLE V — COMMITTEES

Section 1 - *Committee formation*: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The executive board appoints all committee chairs.

Section 2 - *Executive Committee*: The six officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

Section 3 - *Finance Committee*: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VI – AMENDMENTS

Section 1 - *Amendments*: These bylaws may be amended when necessary by the majority of the Club members present at a Club membership meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular meeting agendas. Proposed bylaw amendments may be submitted by any Club member. Virtual attendance for voting on amendments shall be allowed.⁴

Certification

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on April 30, 2022.

Amendment to change annual meeting date to May 31st was approved at the Club meeting on April 13, 2023

⁴ Amended April 11, 2024

Amendments to delete the Fundraising Director position on the Board of Directors, allow Club members to vote on Board vacancies, and allow Club members to have a vote on amendments to the Bylaws was approved at the Club Annual Meeting on April 11, 2024.

Michele Lindau
Secretary

4/30/2022

4/13/2023

4/11/2024