

**RESTATED BYLAWS OF
SPRING LAKE IMPROVEMENT ASSOCIATION OF SCOTT COUNTY, INC.**

**ARTICLE 1
CORPORATION**

- 1.1 Name: This corporation shall be known as the Spring Lake Improvement Association of Scott County, Inc. (the "Association"), a Minnesota nonprofit corporation whose business address is P.O. Box 631, Prior Lake, Minnesota 55372.
- 1.2 Alias: The Association is also commonly known in social media, sponsorships, or other print material as "Spring Lake Association" or "SLA Spring Lake".
- 1.3 Mission: To educate and unite the residents and/or users of Spring Lake located in Scott County, Minnesota in a common cause of lake preservation and improvement.
- 1.4 Vision: Spring Lake shall flourish in water quality, environmental impact, natural habitat for wildlife and recreational use, all while making it a desirable location and enjoyable place for people to live and socialize.
- 1.5 Objective: To support, educate and encourage lake users on an enjoyable and safe lake experience, through education, communication and social interaction among its community.
- 1.6 Promise: The Association will work with all local, state, federal and sister associations in an open, transparent and honest dialogue. While working together and providing a conduit for information, the purpose of the Association is to educate its members about upcoming events and potential issues. Informing about the past, sharing the present, and discussing the future is its promise to the members and community all with the focus on the mission, vision and objectives of the Association.

**ARTICLE 2
MEMBERSHIP**

- 2.1 Membership: Membership of the Association shall be open to all households that are concerned citizens with a common interest for Spring Lake and the preservation and use of it. Households in good standing that includes a current paid yearly membership may hold positions as Officers and Directors of the Association. Any adult (18 years of age or older) member of a household which is in good standing can be considered to hold a position as officer or director. Households shall have one (1) vote

in all Association voting matters. Member or Membership shall be defined as Household or adult individual in each household hence forth.

2.2 Dues: Dues will be set by the Board of Directors and may be changed upon a majority vote of the Board of Directors at any meeting. They will then be ratified and approved at an annual or special meeting in which the majority of current members in attendance at that meeting approve. The membership year will be from January 1 to December 31.

2.3 Assessments: The Board of Directors may assess Members additional fees when approved by a majority of members in good standing present at any meeting. Such assessments must be publicized to all members no less than thirty (30) days in advance of such meeting.

2.4 Meetings: The Officers of the Association may call such meetings of Members as they reasonably see fit. There will be an Annual Meeting of the Members to be held at a time and place determined by the Officers of the Association. Annual elections may be held at the Annual Meeting. Notice of the Annual Meeting will be published via social media, mail, email or any combination of the previous no less than 5 days prior to the meeting.

2.5 Manner of Action, Quorum: The act of the majority of the Members in good standing present at the annual member meeting (in person or online) or any special member meeting (with minimum 5 day notice) at which a minimum of 10% of the current good standing members are present will make a quorum. Voting may not be done by proxy.

ARTICLE 3 OFFICERS AND BOARD OF DIRECTORS

3.1 Officers: The Association shall have five (5) officers: President, Vice President, Secretary, Treasurer, and Director of Communications. Each shall serve a three (3) year term and be limited to two (2) consecutive terms. Members may run for re-election as Officers to additional terms after being out of office for two (2) or more years. Officers will be elected by a majority vote of the Members in good standing present at the Annual Meeting. In the event an officer resigns then an election may be held to fill vacant positions. However, until the vacant position is filled, the remaining officers will assume responsibility for vacant positions(s).

An election may be required when more candidates apply than there are open positions. An election may happen at the annual meeting or mid term depending on officer vacancies. If an election is required, the majority votes received for an individual shall be appointed to the position. Elections can be run in person, or virtually or another means determined suitable by the board.

If there are equal number of vacancies or less candidates than open positions, no election is required and the board may appoint all applied candidates if they are suitable for the positions open.

If there is a non performing officer or Board of Directors member. They may be removed from office via a majority vote of the Board of Directors.

3.2 Duties of Officers:

3.2.1 President:

The President shall preside over meetings and shall prepare an agenda for each meeting to be sent or posted online to attendees of the meeting prior to the meeting along with minutes from previous meeting. The President shall form a nominating committee approximately six (6) months prior to the Annual Meeting to secure candidates for Officers and the Board of Directors. The President or appointed designee shall represent the Association at such meetings or events of other organizations as necessary. The President may serve as Past President on the Board of Directors for one (1) year after leaving office.

3.2.2 Vice President:

The Vice President shall preside over meetings in the absence of the President. The Vice-President shall read, for approval, past minutes - when required The Vice-President shall oversee and assist in the formation and transition plans of each standing or new committee(s). The Vice-President shall develop the necessary plans and provide the guidance to all committees required to ensure they are aligned with the association mission, objectives, promise, and vision.

3.2.3 Secretary:

The Secretary shall take minutes at all meetings, and distribute minutes post meeting to attendees. The Secretary shall manage the association member database; prepare renewal notices, and record memberships.

3.2.4 Treasurer:

The Treasurer shall make bank deposits and pay obligations of the Association as required. A written Treasurer's report shall be prepared and distributed at the Annual Meeting and a written Treasurer's Report shall be given at all other Association and Board Meetings.

3.2.5 Director of Comm.:

The Director of Communications shall update and monitor the Associations' website, newsletters, social media content, email communication and other forms of communications as needed.

3.3 Board of Directors:

The Board of Directors shall consist of five(5) Officers, the Past President (optional) and five (5) members in good standing. Each Director shall serve a two (2) year term and be limited to three (3) consecutive terms. Members may run for re-election as Directors to additional terms after being out of office for one (1) or more years. Directors will be elected by a majority of Members in good standing present at the Annual Meeting.

An election may be required when more candidates apply than there are open positions. An election may happen at the annual meeting or mid term depending on board vacancies. If an election is required, the majority votes received for an individual shall be appointed to the position. Elections can be run in person, or virtually or another means determined suitable by the board.

If there are equal number of vacancies or less candidates than open positions, no election is required and the board may appoint all applied candidates if they are suitable for the positions open.

In the event that a director's or officers's position has not been filled the board may allow an existing director or board member to fill the position. This may be done via majority vote of the remainder of the board of directors not being considered for the position.

Directors must be present at a minimum of half the meetings of the Board of Directors held during every calendar year. If unable or unwilling to attend at least half of the meetings of the Board of Directors, Directors may be excused by the Board of Directors by majority vote of the remaining Directors present at any meeting at which a quorum is present. Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors present at any meeting at which a quorum is present to fill the unexpired term of the departed Director.

3.4 Board of Directors Duties: The Board of Directors shall have all the powers and duties necessary and appropriate for the administration of the affairs of the Association, consistent with law, the Articles of Incorporation and the Bylaws of the Association. The Board of Directors and Officers are responsible for achieving the Vision, Mission, Objective and Promise, via approving and governing the actions proposed by Officers, Directors or Members of the Association. The Board and Officers are responsible for the fiscal condition of the Association.

3.5 Committees: The Officers or Board of Directors may appoint committees as needed.

3.5.1 Standing Committees: The Vice-President shall oversee all committees as needed. Standing committees are defined as those that are in place every calendar year. (Ex. Social Committee, Sponsorship Committee, Membership Committee, etc.)

3.5.2 New Committees: New Committees may be formed and appointed by majority vote at any Board of Directors Meeting. Every Committee should have a defined chairperson, goals and board representation.

- 3.5.3 Committee Goals: The goals of any committee formed shall be aligned with the Mission, Vision Objective and Promise of the Association. The Goals shall also be set forth by the Officers and/or Board of Directors to ensure alignment with the Association.
- 3.5.4 Committee Chair: Every Committee appointed by the Officers and/or Board of Directors shall have a chairperson for said committee. The chairperson can be appointed or volunteer of any good standing member of the Association. The Committee chair shall lead all committee meetings and provide direction to ensure the committee is fulfilling its goals in a timely fashion. The committee chair may report to the Officers or Board of Directors at a regularly scheduled meeting if the Board or Officer representative is unable to do so.
- 3.5.5 Committee Co-Chair: Every Committee shall have a co-chairperson for said committee. The co-chairperson can be appointed or volunteer of any good standing member of the Association. The co-chair shall assume all chairperson responsibilities in the absence of the chairperson.
- 3.5.6 Committee Members: Committee size shall be determined by the Committee chairperson. The committee make up of members shall be solicited from current good standing members in the Association with a willingness to help move the goals and objectives of the committee forward.
- 3.5.7 Board/Officer Roles: Each sitting Officer or Board of Directors shall be required to serve on a committee (standing or newly formed) for one(1) year or the duration of life of the appointed committee if it is less than one (1) year.
- 3.6 Remuneration: Directors, Officers and Members of any committees established by the Board of Directors shall serve without compensation. Directors and Officers may be reimbursed for reasonable and actual expenses incurred by them in the performance of their duties.
- 3.7 Manner of Action; Quorum: The act of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors. Each Director shall have one (1) vote. To conduct Association business a quorum must be present at any meeting. The quorum shall consist of no less than 60 percent (60%) of the Directors currently holding office and conducted via absenteeism if required. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, stating the action to be taken, is signed by all of the Directors.
- 3.8 Conflicts of Interest: If an Officer or Board Member shall find a conflict of interest with their position on the Association Board, they shall bring this to the attention of the Board of Directors immediately. The Board of Directors shall review and discuss any conflict of interest and vote by majority of Directors present, with the affected Director or Officer abstaining from

the vote, to determine whether said Officer or Director should step down from their position. If a conflict of interest is presented by another member to the Board about a Director or Officer, said conflict should be reviewed and verified. If conflict is found to be substantiated then said Director or Officer shall be asked to step down immediately.

ARTICLE 4 INDEMNIFICATION

4.1 Indemnification:

The Association shall indemnify a member made or threatened to be made a party to a civil, criminal, administrative, arbitral, or investigative proceeding by reason of the former or present official capacity of the member as Director or Officer, and shall pay or reimburse such member's expenses in advance of final disposition of a proceeding, all in accordance with the provisions and requirements of Minn. Stat. Sec. 317A.521, as amended, up to a limit of \$500 for each proceeding.

ARTICLE 5 FISCAL RECORDS

5.1 Contracts:

The Board of Directors may authorize one or more Officers or Agents to enter into any contract or execute and deliver any instrument on behalf of the Association. This authority may be general or confined to specific instances.

5.2 Loans:

No loans will be contracted on behalf of the Association and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the Board of Directors. The authority may be general or confined to specific instances.

5.3 Checks:

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the Association's name will be signed by an Officer and/or Agent of the Association in the manner authorized by the resolution of the Board of Directors.

5.4 Deposits:

All funds of the Association not otherwise employed will be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board of Directors selects.

5.5 Books & Records:

All bookkeeping and records of financial transactions shall be the responsibility of the treasurer. The treasurer shall keep up to date records of any payments, loans, contracts, checks and deposits made on

behalf of the Association. Records shall be presentable at any time upon the request of Officers or the Board of Directors.

ARTICLE VI
FISCAL YEAR

6.1 Fiscal Year:

The fiscal year of the Association will begin on the first day of January and end on the 31st day of December in each year.

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ARTICLE VII
AMENDMENTS

7.1 Bylaw Amendment:

A resolution for amendment of these bylaws may be proposed by petition signed by at least 25% of the Members in good standing or by the recommendation of at least two-thirds (2/3) of the Directors currently sitting in office. However, no amendment shall be considered for adoption by the Members if, after consultation and review by the Board of Directors and a Bylaws Committee, the proposed amendment is determined to be inconsistent with the Mission, Vision, Purpose and Objective of the Association or with Minnesota or Federal law. Such determination of inconsistency must be documented in writing.

Approved by the Board of Directors of Spring Lake Improvement Association of Scott County, Inc. on this 25th day of March, 2021.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were approved by the undersigned officers of the Corporation this 25th day of March, 2021.

Dan Kelly, President, Dan Kelly
Conrad Ketelson, Vice President, Conrad Ketelson
Kerry Schmid, Secretary, Kerry Schmid
Lauren Peters, Treasurer, Lauren Peters
Sandy Sauve, Director of Communications, Sandy Sauve

IN WITNESS WHEREOF, signed this 25th day of March, 2021.



Linda M. Bremer Menter
Notary Public, Linda Menter
Shakopee, MN
Scott County