

BY-LAWS  
LAKE FRANCIS AREA RECREATION and CONSERVATION CLUB, INC.  
(A Non-Profit Corporation)

ARTICLE I.  
NAME

The name of the Corporation is Lake Francis Area Recreation and Conservation Club, Inc., hereafter referred to as the "Association".

ARTICLE II  
PURPOSE AND OBJECTIVE

Section 1. The Association is formed for charitable, religious, scientific, testing for public, literary or educational purposes as appropriate for organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulation 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 Lake Francis of Meeker, Wright Counties and its watershed. The objectives of the Association shall be clean water, recreation, improving fishing, services from Government, and sociability.

Section 2. For the above purposes, and not otherwise, this Association 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 contribution of, and to convey, transfer, and dispose of any funds and property and the income there from in furtherance of the purposes of this corporation therein above 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 Association by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

Section 3. The Association 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 4. 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 provisions of federal law as is or may hereafter be applicable, cognate to such sections.

Section 5. No part of the net earnings of the Association shall inure to the benefit of any member, director, officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no member, director, officer of the Association, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association.

ARTICLE III.  
DIRECTORS

Section 1. NUMBER. The affairs of this Association shall be managed by a Board of Directors. The numbers of directors comprising the Board of Directors shall be a maximum of four (4) elected members from each Area of Lake Francis, but never less than one (1) member from each

Area. Each Area is restricted to a maximum of two (2) Directors votes even though there may be more than two (2) elected Directors in an Area.

Section 2. AREA. The Board shall have the power to name and establish the boundaries of each Area of Lake Francis.

Section 3. TERM OF OFFICE. Each Board Director shall be elected for a one (1) year term at each annual meeting of the membership in June of each year.

Section 4. REMOVAL. Any director who fails to attend three (3) consecutive scheduled meetings of the Board shall be brought to the attention of the Board and appropriate action taken. Any director can be removed from office with unstated cause, by the vote of a majority of directors at a duly held meeting at which a quorum is present. A director so removed may petition the membership for reinstatement by vote of the members at the next regular meeting of the members. A majority vote of the members, if quorum is present, to reinstate the director shall prevail over the action of the Board to remove the director. In the event of death, resignation or removal of a director, a successor shall be appointed by the remaining members of the Board and shall serve for the balance of the term.

Section 5. ANNUAL MEETINGS. The annual meeting of the Board of Directors for the election of officers and for the transaction of such other business as may properly come before the meeting shall be held at the June meeting (this meeting follows immediately after the annual membership meeting) of each year.

Section 6. THE BOARD OF DIRECTORS has unlimited power to appoint consultants, advisory committees, trustees, and/or ex-officio members to serve in any capacity that is consistent with the purposes of the Association.

#### ARTICLE IV. NOMINATION AND ELECTION OF DIRECTORS

Section 1. NOMINATION. Nomination for election to the Board of Directors shall be made by any member of the Association by June 1st, before the annual meeting of the membership, of each year.

Section 2. ELECTION. The process for electing new Directors shall be completed at the annual meeting. A majority of votes cast shall determine winners. When more than four (4) members are nominated in an Area, the four (4) persons receiving the greater number of votes shall be deemed elected. In the event there are more than four (4) representatives from an Area, a separate vote will determine the four (4). The ballot will entail the full slate of Area Representatives. Only residents in good standing may cast votes. Residents may only vote for the Area Representatives for the Area in which they reside.

#### ARTICLE V. MEETING OF THE DIRECTORS

Section 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least three (3) times annually, with notice of time and place of meetings to be published in the Lake Francis Area Recreation and Conservation Club, Inc. Newsletter or by electronic means.

Section 2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, Vice President, or any other two directors on five (5) days notice to the remaining directors or by electronic means.

Section 3. NOTICE OF SPECIAL MEETINGS. Written notice of special meetings of the directors shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by delivering written notice either personally, by mail or electronically at least five (5) days before such meeting to each voting director entitled to cast a vote. Such notice shall specify the place, day, and hour of meeting; and the purpose of the meeting.

Section 4. QUORUM. A quorum shall be fifty-percent of the number of directors for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 5. ATTENDANCE. Attendance at Board meetings by non-directors or non-members shall be at the invitation of the Board of Directors. Members of the Association may attend any and all meetings of the Board.

ARTICLE VI.  
DUTIES OF THE BOARD OF DIRECTORS  
It shall be the duty of the Board of Directors to:

- (a) Establish policies to govern the operation of the Association.
- (b) Cause to be kept a complete record of all its acts and corporate affairs.
- (c) Supervise all officers and consultants of the Association, and to see that their duties are properly performed.
- (d) Approve a budget for the Association each year.

ARTICLE VII.  
OFFICERS AND THEIR DUTIES

Section 1. ENUMERATION OF OFFICERS. The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer, and other officers as the Board may from time to time create by resolution.

Section 2. ELECTION OF OFFICERS. The first item of business at the annual meeting of the Board of Directors of each year shall be for the Board to elect the officers from its Board members.

Section 3. RESIGNATION AND REMOVAL. Any officer may be removed from office with or without cause by the Board. An officer may resign by giving written notice to the Association. The resignation is effective without acceptance when the notice is given to the Association unless a later effective date is named in the notice.

Section 4. TERM. The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year unless (s)he shall sooner resign, shall be removed, or otherwise become disqualified to serve.

Section 5. VACANCIES. A vacancy in any office may be filled by election by the Board from among its Board members. The officer elected to fill such vacancy shall serve for the remainder of the term of the officer (s)he replaces.

Section 6. DUTIES. The duties of the officers are as follows:

- (a) PRESIDENT. The President shall preside at all meetings of the Board of Directors and of the members; shall see that orders and resolutions of the Board are carried out; and appoint all committees of the Board, subject to its approval.

- (b) VICE-PRESIDENT. The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.
- (c) SECRETARY. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members and keep appropriate current records.
- (d) TREASURER. The Treasurer or other person designated by the Board shall receive and have deposited in an appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association along with other persons authorized to sign checks and notes by resolution of the Board; shall cause the annual budget, as approved by the Board, and a statement of income and expenditures, to be presented to the membership at its regular and annual meetings, and deliver a copy of each to the Board members; and shall give a report of income and expenditures to the Board and the members at their regular scheduled meetings. The Treasurer's books shall have a financial review at the end of the year by a Board appointed reviewer and shall be presented to the Board annually.

## ARTICLE VIII MEMBERS AND MEETINGS OF MEMBERS

Section 1. MEMBERS. The membership of the Association shall consist of and be open to all individuals, institutions, and organizations whose interests are consistent with the purposes and objectives of the Association. Memberships shall consist of a single adult or a husband, wife and children under the age of eighteen (18) years. If property is jointly owned by more than one party, each owner is encouraged to join separately and is entitled to full rights and obligations. Memberships will also be available to non-property owners. Each membership is entitled to one vote. No member of this organization may make any statement in public as an opinion of this organization unless specifically authorized by the Board. Any member making such statement speaks as a private citizen and should not give the impression that they reflect the opinion of this organization.

Section 2. DUES. Members are defined as members whose dues are paid up. Dues are due and payable May 1 of each year. Dues not paid by May 15 are past due. Dues paid November 1 and after are applied to the following year. The Board of Directors shall set the amount of annual dues from time to time by resolution.

Section 3. ANNUAL MEETING. An annual meeting of the members shall be held on the fourth Saturday in June each year at 9:00a.m. Notice of the annual meeting shall be required to be published in the Association newsletter and by electronic means. The meeting is subject to change by the Board of Directors with a thirty (30) days noticed.

Section 4. PURPOSE OF ANNUAL MEETING. At the annual meetings the members shall act on such matters as the Board of Directors shall bring before them.

Section 5. SPECIAL MEETING. Special meetings of the members may be called by any two officers or by a majority of the remaining members of the Board who are not officers. Written or electronic notice shall be given to all members at least five (5) days prior to the meeting. The notice shall state the time, place and specific purpose(s) for the meeting.

Section 6. QUORUM. A quorum shall be twenty (20) members. Every act or decision done or made by a majority of members present at a duly held meeting at which a quorum is present shall be the act of the membership.

ARTICLE IX  
CORPORATE SEAL

The Association shall not have a seal.

ARTICLE X  
INSURANCE AND INDEMNIFICATION OF AND ADVANCES TO CERTAIN PERSONS

INSURANCE:

At the discretion of the Board of Directors, the Board shall insure the Directors and Officers of the Association in the manner and to the full extent permitted by law.

INDEMNIFICATION OF AND ADVANCES TO CERTAIN PERSONS:

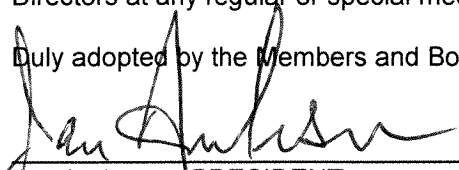
Minnesota Statutes 317A.521 (1990), a copy of which is attached hereto and incorporated herein as Exhibit A, is controlling as to the indemnification of and advances to persons made or threatened to be made a party to a proceeding by reason of the person's former or present official capacity. Additional prohibitions, limits or conditions on indemnification or advances of expenses in addition to the conditions contained in subdivisions 2 and 3 of Minnesota Statutes 317A.521 are as follows:

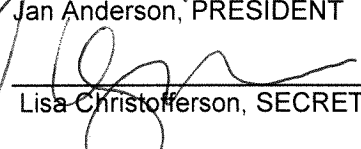
The Association will indemnify and make advances only to members of its Board of Directors and others who the Board of Directors may appoint as operating in an official capacity for Club sponsored events.

ARTICLE XI  
AMENDMENTS

Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board.

Duly adopted by the Members and Board of Directors on the 24th day of June, 2017.

  
\_\_\_\_\_  
Jan Anderson, PRESIDENT

  
\_\_\_\_\_  
Lisa Christofferson, SECRETARY

Amendments:

Amended June 23, 1996; Amended June 26, 2004; Amended September 15, 2007,  
Amended June 24, 2017

