

BYLAWS OF THE BIG CHIP SHORE OWNERS ASSOCIATION BRANDON, MINNESOTA

Article I Official Name and Organization

- 1.1. The organization shall officially be known as the BIG CHIP SHORE-OWNERS ASSOCIATION, and the common name shall be the BIG CHIP LAKE ASSOCIATION.
- 1.2. This organization shall be an entity in accordance with the STATE OF MINNESOTA STATUTES, CHAPTER 317A, known as the Minnesota Non-Profit Corporation Act.

Article II Purposes of Organization

- 2.1. The corporation is organized exclusively for educational, scientific, recreational, and environmental purposes, including for such purposes, the following:
 - 2.1.1. To improve the quality in the waters contiguous to the properties owned by the corporation's membership through public education of the practices recommended by environmental authorities or by the conclusions derived from scientific studies of water quality and pollution.
 - 2.1.2. To instigate and support limnological programs involved with the preservation and improvement of the above waters to further their images as desirable community assets.
 - 2.1.3. To promote and encourage the continuing study and monitoring of the above waters and adjoining areas, to prevent the degradation of the existing environment.
 - 2.1.4. To provide and utilize means of disseminating information increasing public awareness of the recognized best practices to maintain high quality lake area ecologies.

Article III Membership

- 3.1. A single VOTING MEMBERSHIP shall be extended to the owner, or owners, of each parcel of property contiguous to Big Chippewa Lake. Adjoining parcels with same owner, or owners, shall be considered as a single membership.
- 3.2. Non-voting ASSOCIATE MEMBERSHIP shall be made available to any person other than in 3.1. who desires to support the purposes of this organization.

Article IV
Officers and Directors

- 4.1. The BOARD OF DIRECTORS shall consist of not less than six nor more than nine members, as shall be elected every year at the annual meeting of the corporation. All Directors shall serve without bond until their successors are duly selected and qualified. If any vacancy shall occur in any position of Directors, such position may be filled by unanimous vote of the remaining Directors and said Directors shall then serve until such time as said vacancy is filled by a vote of the membership.
- 4.2. The BOARD OF DIRECTORS shall have and may exercise all the powers of the corporation except such as are conferred upon the members and the officers by law, by the Articles of Corporation, and by these Bylaws.
- 4.3. A Quorum for a Board of Directors meeting shall be a minimum of one-third of the elected Directors.
- 4.4. The regular ANNUAL MEETING OF THE BOARD shall be held without notice of time or place and immediately following the adjournment of the ANNUAL MEMBERS MEETING, or as soon there-after as possible, to organize and elect from their number, or otherwise, a President, Vice-President, Secretary-Treasurer, and any other officer as shall be provided by the Bylaws of this corporation. Said officers shall hold their respective offices until their successors have been duly elected and have entered upon the discharge of their duties:
 - 4.4.1. The President shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors, shall in general, supervise and control all the business and affairs of the corporation; he shall, when present, preside at all meetings of the members and of the Board of Directors; he shall see that all orders and resolutions of the board are carried into effect and shall have general active management of the business of the corporation.
 - 4.4.2. The Vice-President shall, in the absence or disability of the President, perform such other duties as the Board of Directors shall prescribe.
 - 4.4.3. The Secretary-Treasurer shall be the custodian of the minutes and proceedings of the meetings of the members, Board of Directors, and all other corporation records. He/she shall give, or cause to be given, notice of all meetings as prescribed by the Board, in accordance with the Bylaws. He/she shall perform all duties incident to the office of Sec.-Trea. He/she shall have care and custody of the corporate funds, and shall keep full and accurate account of receipts and disbursements. All monies shall be deposited in the name of the corporation. An account of all the transactions as Treasurer relating to the financial condition of the corporation shall be rendered as required by the Board.
- 4.5. The DUTIES AND POWERS OF OFFICERS may be delegated by the Board from time to time in case of the absence of any officer.
- 4.6. VACANCIES in any office or by any officer by whatever reason may be filled by a successor chosen by the Board of Directors. Said successor shall hold office for the unexpired term in respect to which the vacancy occurred.

Article V Meetings

- 5.1. The ANNUAL MEETING of the members of this corporation shall be held on the 3rd Friday of June at 8:00 PM.
- 5.2. The PLACE OF THE ANNUAL MEETING shall be determined by the Board.
- 5.3. SPECIAL MEETINGS of the membership for any purposes may be called by the Board, provided the membership is given written notice one week prior to the scheduled time. Such call shall state the purpose of the proposed meeting, and the business transacted shall be confined to the purposes stated in the call.
- 5.4. The BOARD OF DIRECTORS shall meet as called by the President, in addition to the Annual Meeting prescribed in 4.4.
- 5.5. A QUORUM of all meetings of the voting membership shall consist of a quorum of Directors, per Article 4.3. plus those present from the voting membership.

Article VI Revenue and Finance

- 6.1. The corporate shall have such powers as are consistent with its purpose to acquire and receive funds whether by gifts, contributions, dues, assessments, and to expend, make gifts and contributions of and to convey, transfer, and dispose of any funds and income therefrom.
- 6.2. The Board, as is consistent with the purposes of the corporation and with the approval of the voting membership, shall set dues, make assessments, solicit gifts and contributions, or by whatever means permitted by law or these Bylaws, to meet the financial needs of the corporation.
- 6.3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions for the furtherance of the purposes set forth in Article II.
- 6.4. In the event the corporation is dissolved, or otherwise ceases operation, all assets remaining after the corporation's obligations are paid, shall be distributed in accordance with Sections 501 (c) (3) of the Internal Revenue Code.

Article VII Miscellaneous

- 7.1. Voting members shall be permitted to inspect the corporation's books and records at all reasonable times.
- 7.2. The fiscal year of the corporation shall be determined by the Board at their first meeting.
- 7.3. The rules contained in Robert's Rule of Order shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.
- 7.4. These Bylaws may be amended at any meeting of the corporation by a two-thirds vote of the membership present and voting, and provided the proposed amendments have been published or submitted by other means to the membership at least seven days prior to the meeting at which the vote will be taken.

