

Bylaws of McCarrons Lakefront Alliance

Article I – Name

Section 1. Name. The name of the nonprofit corporation shall be McCarrons Lakefront Alliance (hereinafter “Corporation”).

Article II – Location

Section 1. Registered Office. The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time (hereinafter, “Chapter 317A”). As of the date these bylaws were adopted, the registered address of Corporation is c/o Christopher Sluis, 324 N McCarrons Blvd, Roseville, MN 55113-6936. A copy of the corporate records shall be stored at Corporation’s registered office.

Section 2. Mailing Address. Corporation’s mailing address is c/o Christopher Sluis, 324 N McCarrons Blvd, Roseville, MN 55113-6936.

Article III – Purpose

Section 1. Purpose. Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code (“501(c)(3)”), or the corresponding section of a future federal tax code. This corporation shall not be operated for profit, but rather shall be operated exclusively for purposes consistent with Section 501(c)(3).

The specific purposes of Corporation are educational and charitable, as set forth in the Articles of Incorporation.

Article IV – Membership

Section 1. Types of Membership. The Board shall have the authority to establish and define multiple categories of membership, if desired.

Section 2. Eligibility for Membership. Application for membership shall be open to each property owner of record on Lake McCarrons, renter of property on Lake McCarrons, or owner of deeded access to Lake McCarrons, subject to the restrictions in Sec. 3 of this article. Membership and voting rights may be subject to payment of the annual dues/fees/assessments (if any) as set by the Board of Directors (unless special arrangements are made with the Board).

Section 3. Classes of Membership. The Board of Directors has the authority to establish and define categories of voting and non-voting membership, and these categories may be changed from time to time. Corporation shall have the following categories of membership:

- A. *General Members/Voting Members:* General membership is open to each owner of shoreline property or deeded access to shoreline on Lake McCarrons. Renters of such property may also apply for membership, though each property is allowed one (1) vote, even if there are multiple owners/renters of the property. In the event of a deeded access with multiple homeowners, each homeowner is eligible for membership and one (1) vote per homeowner. In the event that an individual/household/business owns multiple properties, that individual/household/business is eligible for just one (1) vote overall. General members in good standing may hold office in Corporation.
- B. *Non-Voting Members:* Any person, business or organization supporting the Corporation's mission. Non-voting members shall receive all member benefits and are welcome to attend Corporation meetings and events but shall have no voting rights.

Section 4. Annual Dues/Fees/Assessments. The Board of Directors shall determine the annual dues and all other fees and/or assessments (if any) owed by members, and these dues/fees/assessments may be changed from time to time. The Board of Directors shall publish the costs of any dues/fees/assessments on an annual basis to all members and prospective members. Good standing and continued voting membership is contingent upon being current on payment of any dues/fees/assessments. Failure to pay dues/fees/assessments may subject members to removal unless special arrangements are made with the Board.

Section 5. Rights of Members. Each voting member in good standing shall be eligible to cast one (1) vote in the annual meeting of the voting membership as well as one (1) vote in any periodic vote involving the voting membership. Members must vote in person, U.S. mail, or email when authorized by Board action.

No member shall be responsible for any financial obligation of the Corporation.

Section 6. Membership Duration. Once registered as a Corporation member, membership shall continue (so long as he/she is in "good standing") as determined by resolution of the Board.

Section 7. Resignation and Suspension, Expulsion, and Sanctions. All rights, privileges, and benefits of voting membership shall cease for a member upon any of the following:

- A. Voluntary resignation by the member with the Corporation (thirty (30) days' notice is required);
- B. Death of the member;
- C. Relocation;
- D. Expiration of the membership duration;

- E. Failure of the member to pay dues/fees/assessments (if applicable) in a timely manner unless special arrangements are made with the Board;
- F. The Board shall have the authority to remove a member for good cause. Pursuant to Minn. Stat. § 317A.411, any member being terminated must be given reasonable notice and the opportunity for a hearing, if requested by the member in writing.
- G. Dissolution of the Corporation.

Article V – Meetings of Members

Section 1. Annual Meetings. An annual meeting shall take place at a date and time to be established by the Board. The annual meeting shall be held for the purpose of electing the Board of Directors, as well as the consideration of any other business that may be properly brought before the Board. This shall include, but not be limited to, Board reports regarding Corporation activities and financial position; authorization of the annual information return for submission to the IRS; approval of policy/procedures, Articles and Bylaws changes; and input toward the direction of the Corporation for the coming year. Annual meetings may occur through remote communication pursuant to Sections 317A.231, 317A.431, and 317A.450 of the Minnesota Statutes.

Section 2. Special Meetings. Special meetings of the members may be called by the President of the Board or a simple majority of the Board of Directors. Business transacted at a special meeting is limited to the purposes stated within the notice of the meeting.

Section 3. Quorum. A quorum of the members is ten percent (10%) of the members entitled to vote at that meeting. If a quorum is not present, any voting and decisions will be made by the Board of Directors.

Section 4. Voting. All issues to be voted upon shall be decided by a simple majority of eligible voting members present at the meeting in which the vote takes place unless specified in these Bylaws. (Article IV, Section 5). All eligible voters may cast one (1) vote. Electronic voting may be allowed if approved by the board.

Section 5. Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner.

Article VI- Powers and Duties of Board

Section 1. Composition and Organization. The Board will have at least three and no more than five members. Directors must be members in good standing, and shall be unpaid. Directors shall be elected to represent the Corporation by its members at the annual membership meeting. Directors will hold office for fixed terms as established by the Board. A director may resign at any time by written notice to the Board.

No two members of the Board of Directors related by marriage/domestic partnership may serve on the Board at the same time.

Section 2. Terms. Each Board member shall serve a two-year term, and may serve multiple terms subject to re-election. Board members' terms shall be staggered as such so the terms of roughly half of all members shall expire at each annual meeting.

Section 3. Removal of Directors. Directors may be removed by majority vote of the remaining directors.

Section 4. Vacancies. Remaining members of the Board may fill any vacancy. New directors may take office when the vacancy occurs.

Section 5. Board Meetings. Board meetings shall be held at least once per year. Participation in such meetings may be by remote communication, and shall constitute presence at the meeting. Notice of meetings shall be made at least two weeks before the meeting, and may be participated in by electronic communication. At least half of directors currently active shall constitute a quorum for purposes of transacting business.

Board meetings shall follow parliamentary procedure as outlined by Robert's Rules of Order.

Section 6. Act of the Board. The Board shall take action by affirmative vote of a majority of directors present and entitled to vote at a duly held meeting. Any action required or permitted to be taken at a Board meeting may be taken by written action that is signed, or consented to by authenticated electronic communication, by the number of directors required to take the same action at a meeting of the Board at which all directors were present.

Section 7. Officers. The Board shall elect a president, a treasurer, and a secretary, and may fill any other office as it sees fit. The president will be responsible for general active management of the Corporation, and shall preside at meetings of the Board or its members. The president shall sign all contracts and documents on behalf of the Corporation, but the Board may delegate this duty to other officers or Board members. The treasurer shall perform the duties set forth in Article VII of the Bylaws. The secretary shall keep and disseminate accurate minutes of all Board meetings, and give notice of meetings to Members and Directors.

Officers may be removed by majority vote of the directors present at a meeting.

Vacancies shall be filled by appointment as described above.

Section 8. Articles and Bylaws. The Board shall have the authority to adopt, amend, or repeal the Articles of Incorporation or Bylaws.

Section 9. Powers of the Board. The affairs of the Corporation shall be managed by its Board of Directors. The Board shall have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to:

- A. To perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation or the Bylaws,
- B. To manage and oversee the affairs and activities of Corporation, and to make policies and procedures;

- C. To enter into contracts and other agreements which, in the judgment of the Board of Directors, promote the purposes of the Corporation;
- D. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of such property;
- E. To indemnify and maintain insurance on behalf of any of its Directors, Officers, agents, employees, or independent contractors for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of Minn. Stat. Chapter 317A, Minn. Stat. § 124D.10, or other law/equity.
- F. To follow these Bylaws, including meeting regularly; and
- G. To register their addresses with the Secretary of the Corporation, and have Corporation notices sent to them at such addresses. Corporation notices shall be valid so long as they are sent within the proper legal timeframe.

The Board of Directors may engage in such acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, and federal law. No Director shall have any right, title, or interest in or to any property of Corporation. There shall be no cumulative voting among Directors.

Article VII – Management & Miscellaneous Provisions

Section 1. President's Duties.

The President shall preside at all meetings of the membership. The President shall have the following duties:

- A. He/She shall preside at all Board meetings and membership meetings.
- B. He/She shall have general and active management of the business of this Board of Directors.
- C. He/She shall see that all orders and resolutions of the Board of Directors are brought to the Board of Directors.
- D. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

Section 2. Secretary's Duties.

The Secretary shall attend all meetings of the Board of Directors and all meetings of members and will act as a clerk. The Secretary's duties shall consist of:

- A. He/She shall record all votes and minutes of all proceedings in a book or electronic record to be kept for that purpose.
- B. He/She in concert with the President shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the Corporation.
- C. He/She shall send notices of all meetings to the members of the Board of Directors and shall take reservations for the meetings.
- D. He/She shall communicate all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the President.

Section 3. Treasurer's Duties; Books and Accounts.

- A. Corporation shall maintain appropriate checking, savings, and other accounts at a reputable bank or financial institution. The President and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Treasurer's position is temporarily vacant or the Treasurer is incapacitated in some manner, the Secretary is authorized to temporarily act as a signatory in the Treasurer's place.
- B. Corporation through its Treasurer, shall maintain books and accounts, an exact copy of which shall be kept at the registered office.
- C. All money fundraised in Corporation's name shall be deposited in Corporation's account and used for Corporation's charitable purposes according to Minnesota and Federal fundraising laws and rules.
- D. The Corporation, through its Treasurer, shall file all required tax returns with the appropriate governmental offices.

Section 4. Examination by Directors and Members. Every Director, Officer, and Member of Corporation shall have a right to examine, in person or by agent or attorney, at any reasonable time, and at the registered office, all books and records of Corporation and make extracts or copies therefrom.

Section 5. Legal Instruments. All contracts, agreements, and other legal instruments executed by Corporation shall be issued in the name of Corporation, not the individual name of a Director or Officer. Legal instruments shall be signed by no less than two (2) Officers of Corporation – the President (if able), and one other Officer. While Directors and Officers have authority to sign official documents on behalf of Corporation, they may do so only after proper consideration and approval by the Board of Directors. In the absence of approval by the Board of Directors, the individual Director or Officer is personally liable on the legal instrument.

Section 6. Loans. No loans shall be contracted on behalf of Corporation nor shall indebtedness be issued in its name unless in conformance with Section 317A.501 of the Minnesota Statutes and specifically authorized by resolution of the Board of Directors.

Section 7. Periodic Reviews. To ensure Corporation operates in a manner consistent with its charitable purposes, files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- C. Whether Corporation is properly filing any required annual paperwork with the Minnesota Attorney General's Office, Minnesota Secretary of State, Internal Revenue Service, and other government entities. Corporation shall file the Form 990 with the IRS annually. In addition, Corporation shall file all required employer reports to agencies such as the Minnesota Unemployment Insurance Fund, the Minnesota Dept. of Revenue, the Minnesota Attorney General's Office, the Minnesota Secretary of State, the Social Security Administration, and provide employee tax documents by the required deadlines.
- D. Whether Corporation is properly engaging in Minnesota and Federal fundraising laws and rules.

Section 8. Website. Corporation's official website shall be regularly maintained. The webmaster shall coordinate with the Board of Directors with regard to website content. Corporation will be responsible for paying all costs associated with the website.

Section 9. Affiliations. Corporation may maintain professional affiliations that benefit and strengthen the organization in its capacity to fulfill its mission.

Certification

These Bylaws were approved at a meeting of the Board of Directors of McCarrons Lakefront Alliance by a majority vote on this 24 of February, 2020

Signatures:

Amy Forliti, President

Christopher Sluis, Secretary

Robin Schroeder, Treasurer

Frank Hess, Director

Signatures
on file