

BYLAWS OF
Big Swan Lake Improvement Association of Todd County

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Big Swan Lake Improvement Association of Todd County (the “Association”). It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 — Purpose: The Association is organized to protect and improve the water quality, fishery and recreational value of Big Swan Lake, Todd County, and its watershed.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Membership (the “Members”) shall be open to any property owner directly adjacent to or within 1000 feet of Big Swan Lake, Todd County. Each property owner may select a single or dual membership option. A dual membership allows one additional individual, who has a beneficial interest in the qualifying property and supports the Association purpose, membership in the Association. Membership is granted after receipt of annual dues.

Section 2 — Annual dues: The amount required for annual dues shall be determined by the voting membership and may be changed by a majority vote of the Members at a Bi-Annual meeting.

Section 3 — Rights of members: Members shall govern all Association business. Each member shall have one vote in all association business that requires a vote. Proxy votes will not be accepted.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Bi-Annual meetings: Bi-annual meetings of the Members shall take place in the Spring and in the Fall. The Spring meeting will be held on the Saturday before Memorial Day weekend and the Fall meeting will be held on the Saturday before Labor Day weekend. The specific time and location of each meeting will be designated by the President. At the Bi-Annual meetings the Members shall receive reports on the activities of the association, and determine the direction of the association for the coming year. Members will elect Officers and Board members at the Fall Bi-Annual meeting.

Section 2 — Special meetings: Special meetings may be called by the President, by a majority of the Board, or a simple majority of the Members at a Bi-Annual meeting. A petition signed by fifteen of the Members may also call a special meeting.

Section 3 — Notice of meetings: Printed notice of Special meetings shall be given to each voting member, by mail, not less than two weeks prior to the meeting. The schedule of meetings will be posted on the Big Swan Lake Improvement Association of Todd County official website.

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Section 4 — Quorum: The Members present at any properly announced meeting shall constitute a quorum.

Section 5 — Voting: All issues to be voted on shall be decided by a simple majority of the Members present at the meeting in which the vote takes place. All property owners at a meeting are entitled to voice their opinion.

ARTICLE IV — OFFICERS

Section 1 — Officers and Duties: There shall be four officers of the Board, consisting of a President, Vice-President, Secretary and Treasurer. Note: The positions of Secretary and Treasurer may be combined. Their duties are as follows:

The President shall convene regularly scheduled Board and member meetings, shall preside or arrange for other members to preside at each meeting in the following order: Vice-President, Secretary, Treasurer, designated Association Member.

The Vice-President shall fulfill the duties of the President in the event the President is not able or available and shall chair committees as needed. The Vice-President shall also chair the Audit Committee.

The Secretary shall be responsible for keeping records of the Association actions, including taking minutes at meetings, sending out meeting announcements, providing copies of minutes and the agenda to each Association and Board Member, and assuring that corporate records are maintained.

The Treasurer shall provide an annual report to all members at the Spring Bi-Annual meeting showing income, expenditures, and pending income. The financial records of the Association are public information. The Treasurer shall make the Association's financial records available to Members, Board members, and to the public as required.

Section 2 — Terms: All Officers shall serve two-year terms. The President and Vice-President will be elected in odd numbered years. Secretary and Treasurer will be elected in even numbered years. President and Vice-President are eligible for re-election for up to two consecutive terms. New officers are to take office immediately following the meeting at which they are elected.

ARTICLE V — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board's role is to provide direction to the membership consistent with the Association's Purpose and to oversee the ongoing management of the Association. The Board shall have a total of five members. The Board shall consist of the Association Officers and additional elected Board members from the Membership to maintain a Board of five members. The Board receives no compensation other than reasonable expenses as approved by the members.

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- Section 2 — Terms:* All Board members shall serve two-year terms. Non-Officer Board members will be elected in even numbered years.
- Section 3 — Meetings and notice:* The Board shall meet two times annually; three weeks before each Bi-Annual meeting of the Members.
- Section 4 — Quorum for Board Meetings:* At least three Board members are required to represent a quorum at any Board meeting.
- Section 5 — Board elections:* Board members will be elected by a simple majority of the Members present at the Fall Bi-Annual meeting.
- Section 6 — Election procedures:* Any member can nominate a candidate to the slate of nominees. All Members will be eligible to vote.
- Section 7 — Vacancies:* When a vacancy on the Board exists mid-term, the vacancy shall be filled by a simple majority vote of Members present at the next Bi-Annual meeting, following the *Election Procedures* as outlined in *Article V, Section 6*. The Board may appoint an interim Board member as necessary to fill the vacated position until the next Bi-Annual meeting. These vacancies will be filled only to the end of the particular Board member's term that was vacated.
- Section 8 — Resignation, termination, and absences:* Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.
- Section 9 — Special Board meetings:* Special meetings of the Board shall be called upon the request of the President, or by a majority of the Board. The Secretary shall notify each Board member at least two weeks in advance.

ARTICLE VI — FISCAL AND MEMBERSHIP YEAR

- Section 1 — Fiscal year:* The fiscal year for the Association begins on January 1st and shall end on December 31st for each year.
- Section 2 — Membership year:* The membership year begins at the Spring Bi-Annual meeting and is in effect for 12 months.

ARTICLE VII — COMMITTEES

- Section 1 — Committee formation:* The Membership may vote to create committees as needed, such as fundraising, public relations, data collection, etc. The committee chairs shall be appointed by the committee.

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Section 2 — Audit Committee: The Vice President is the chair of the Audit Committee, which includes three Association Members appointed by the President. The three Association Members cannot be Board members. The Audit Committee is responsible for reviewing fiscal procedures and financial records and assisting the Treasurer in preparation of the annual report to be delivered per *Article IV, Section 1*.

ARTICLE VIII: EXPENDITURE AUTHORITY

Section 1 — Up to \$250.00: The Treasurer shall have the power to authorize expenditures for a single item or service not in excess of \$250.00.

Section 2 — \$250.01 to \$500.00: The President and Treasurer are both required to authorize expenditures for a single item or service in excess of \$250.00 but not more than \$500.00.

Section 3 — \$500.01 to \$1,000.00: Expenditures for a single item or service in excess of \$500.00 but not more than \$1,000.00 shall require the authorization of three officers.

Section 4 — \$1,000.01 or more: Expenditures for a single item or service in excess of \$1,000.00 shall require the approval of the Members.

ARTICLE IX — PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE X - DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the organization, all assets of the corporation shall be distributed to one or more charities as determined by a vote of the members.

ARTICLE XI: CHARITABLE GAMBLING

Section 1 — Licensing: The Association holds a lawful charitable gambling license (License #36013) which has been granted by the State of Minnesota. The Minnesota State Gambling Control Board (the "MGCB") and Minnesota state law control all operational and reporting issues related to charitable gambling.

Section 2 — Oversight: The President of the Association is the Chief Executive Officer (CEO) of the gambling operation.

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Section 3 — *Meetings*: The MGCB requires monthly membership meetings to conduct gambling business. The scheduled meetings will be held at 6:30 p.m. on the second Wednesday of each month at *The Hub Supper Club*, 30905 County Road 13, Burtrum, MN. The schedule of meetings will be posted on the Big Swan Lake Improvement Association of Todd County official website. The content of these meetings shall be limited to discussion and decisions required to keep our charitable gambling business functioning and in compliance with the MGCB and Minnesota State Statutes and Rules. These meetings are open to all Members.

Section 4 — *Donations of charitable gambling dollars*: The recipient and amount of any donation shall be determined and approved at a Bi-Annual meeting by a vote of the members.

Section 5 — *Management*: The Gambling Manager cannot be an officer of the Association.

ARTICLE XII — RULES OF ORDER

Section 1 — *Robert's Rules of Order*: When necessary, *Robert's Rules of Order* will be consulted for recommended procedures for Association and Board meetings.

ARTICLE XIII — AMENDMENTS

Section 1 — *Amendments*: These bylaws may be amended when necessary by a majority vote of the Members. Proposed amendments must be submitted to the Secretary to be distributed to the Members prior to the next Bi-Annual meeting.

CERTIFICATION

These bylaws were approved at a meeting of the Members by a majority vote on **May 22, 2010**.

Secretary

Date

AMENDMENTS AND DATES

Future amendments as well as the date they were approved shall be listed here. Once the change has been logged below, the updates will be made to the actual bylaws so the bylaws are always current.

August 27, 2011

Article IV, Section 2 was updated to change the election of Vice-President from even numbered years to odd numbered years.

Article V, Section 2 was updated to change the election of Non-Officer Board members from odd numbered years to even number years.