

*Original 1 of 3*

**ARTICLE I. PURPOSE**

The purpose of this association shall be to improve and preserve the beauty and quality of Gleason Lake and its watershed in Hennepin County, Minnesota. We will encourage and promote education for residents, students, and visitors in best management practices, preservation, and enjoyment of our lake and watershed. For these purposes, we will raise funds, work with organizations and governmental agencies with similar objectives and foster fellowship among members and lake area residents.

**ARTICLE II. Members**

**Section 1.** The membership of this association shall be one class; all members shall be of equal stature.

- A. Member Qualification:** Any adult or corporation that has an interest in preserving and improving Gleason Lake and the surrounding area per the purposes stated in Article I hereof may be a member of this association. Membership households shall together have one vote at special meetings of the members.
  
- B. Terms of Membership:** Membership shall be for one calendar year. A membership shall be renewed annually by donating funds to the corporation.
  
- C. Funds:** The funds collected from members shall be used for the purpose of improving and preserving Gleason Lake and its watershed including association operations as approved by the Board of Directors, lake maintenance and access, as well as educational activities.<sup>7</sup>

<Intentional Page Break>

### **ARTICLE III. MEETINGS OF MEMBERS**

#### ***Section 1. Special Meetings of Members<sup>8</sup>***

Written notice stating the place, day and hour of the meeting, and the purpose for the meeting shall be delivered within five (5) days of the meeting. Notice shall be in writing via mail, email, or media as defined and agreed upon by the Board of Directors the Secretary of Board or selected Board Officer to each of the association members. If mailed, such notice shall be deemed delivered when deposited postage paid in the U.S. mail addressed to the member per our current records. In lieu of such, notice may be given by publishing the same in a local newspaper one week prior to the meeting date.

#### ***Section 3. Quorum of Members<sup>9</sup>***

Members holding 10% of the votes entitled to be cast (present in person or represented by proxy) shall constitute a quorum at a meeting of the membership. A majority of the votes entitled to be cast (by those present or represented by proxy) at a meeting in which a quorum is present, shall be necessary for a recommendation to be made to the Board of Directors.

#### ***Section 4. Voting of Members<sup>10</sup>***

Members shall vote in person or by proxy executed in writing. No proxy shall be valid after six months from the date of its execution. Each current dues paying member household has one vote. Board members each shall have one vote.

### **ARTICLE IV. BOARD OF DIRECTORS**

#### ***Section 1. General Powers.***

The property, and business of the association shall be managed by the Board of Directors.

#### ***Section 2. Special Authorization.***

The Board of Directors shall generally have the power to undertake the functions of work toward the purpose of the association. However, with respect to any action which may materially alter the lake or its appearance, the Board shall make recommendation to the members and shall proceed only after affirmative vote of a majority of the members present at a special meeting of the members. The Board of Directors will approve all capital expenditures.

***Section 3. Number, Tenure and Qualifications.***

The board of Directors shall consist of not less than five (5) no more than nine (9)<sup>2</sup> persons who shall be members. The initial board shall be elected by the voting members. Any member can nominate a member to fill a vacancy on the Board. A vacancy on the *Board* will be filled by a majority of the Directors at a regular or special meeting of the Board of Directors.

Directors will serve a three year term with the number of terms unlimited. Successive 3 year terms will be voted on by the Board of Directors at the first regular meeting of the year. On the occasion of an extended absence of a Board member, the Board may designate an ex-officio member with vote to serve in their absence. The allowed number of times a board member may miss a regular monthly meeting is three(3) consecutive times.<sup>1</sup> The Board of Directors will make allowance for members who winter in other states to hold office if they attempt to make regular meetings for the other six (6) months.<sup>5</sup>

***Section 4. Organization.***

At all meetings of the Board of Directors, the President shall chair the meeting. In the President's absence, the Vice-President, the Secretary, and then anyone appointed by an officer may conduct the meeting.

***Section 5. Resignation.***

Any Director of the association may resign at any time by giving written notice to the Secretary. Such resignation shall take effect on the receipt of such notice or time specified in the resignation. The acceptance of such resignation shall not be necessary to make it effective.

***Section 6. Regular Meetings of the Board.***

Regular meetings of the Board of Directors shall be held on the second Tuesday of the month and will be held from February to November rather than every month.<sup>6</sup> Meeting date changes may be approved by a majority vote of the Board of Directors as deemed necessary to conduct business.<sup>11</sup>

<Intentional Page Break>

***Section 7. Special Meetings of the Board.***<sup>12</sup>

Special meetings of the Board of Directors shall be held upon written notice to the President, Vice-President or Secretary of the association, stating the purpose. Notice of such meeting shall be sent, in writing, via mail, email or media as defined and agreed upon by the Board of Directors to each Director at their preferred residence, business or electronic address, at least five (5) days before the meeting. Such notice shall state the time place, and purpose of the meeting. No business other than that so stated in the notice shall be transacted at this meeting without the consent of the majority of all members of the Board of Directors.

***Section 8. Quorum and Manner of Acting for the Board.***<sup>13</sup>

A 2/3 majority of all the Directors shall constitute a quorum for the transaction of business at such meeting and the acts of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors.

In the absence of a quorum, a majority of the Directors present may adjourn the meeting until a quorum is present. Notice of any adjourned meeting need not be given. Any action which might be taken at the meeting of the Board of Directors may be taken without a meeting if done in writing signed by all of the Directors of the corporation or to the secretary. Each Board Member shall have one vote (which may be cast by an officer or other person) as shall be designated, in writing, to act as the agent of the corporation for this purpose.

***<Intentional page break>***

***Section 9. Notice of Meeting Waiver.***

Notice shall be given to each Director of the time and place of each meeting of the board, as specified in the preceding paragraphs. A Director may, in writing, either before, at or after the meeting, waive notice thereof, and without notice any Director by his attendance at such meeting in person shall be deemed to have waived notice. Any meeting of the Board of Directors shall be a legal meeting if all of the members of the Board of Directors shall be present.

***Section 10. Compensation.***

No Director shall be paid a salary or other compensation merely by the fact of being a member of the Board of Directors. The Directors may, by resolution of the Board of Directors, be reimbursed for their expense, if any, in connection with their duties as directors. Nothing herein shall preclude any Director from serving the corporation in any other capacity and receiving salary or other compensation for services actually provided in such other capacity.

***Section 11. Presumption of Assent.***

A director of the corporation who is present at a meeting of the Board of Directors in which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting.

**OFFICERS**

***Section 1. Number.***

The officers of this corporation shall be a President, such number of Vice-Presidents as the Board of Directors may designate, a Secretary and a Treasurer.

***Section 2. Election and Term of Office.***

The officers of the corporation shall be elected annually at the last<sup>4</sup> regular meeting of the calendar year by the board of Directors; each office shall continue in office until a successor shall have been duly elected, qualified and shall have entered upon discharge of the officer's duties or until removed in a manner hereinafter provided.

***Section 3. Removal.***

Any officer may be removed either with or without cause by a vote of a majority of the whole Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

***Section 4. Resignation.***

Any board officer may resign at any time by giving written notice to the President or Secretary of the organization. Such resignation shall take effect at the date of receipt of such notice or any other time specified therein. Therein the acceptance of such resignation shall not be necessary to make it effective. Resignation of an officer does not require acceptance by the Board of Directors.

***Section 5. Vacancies.***

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these By-Laws for regular appointment to such office.

***Section 6. President.***

The President shall be a Director and shall be the principle executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all officer's meetings. The President may sign, with the secretary, or other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, certificates, contracts, or other instruments which the Board of Directors has authorized to be executed, excepting cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and the President shall perform all duties incidental to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

***Section 7. Vice President.***

The Board of Directors shall elect such number of Vice-Presidents as they deem advisable, each of who shall have such powers and shall perform such duties as may be assigned to the Vice-President by the Board of Directors. In the absence of the President, or in the event of his/her death or disability, the First Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President.

**Section 8. Secretary.**

The Board of Directors shall elect a Secretary; and it may appoint such number of assistant secretaries as the Board deems advisable who shall have such powers and duties as may be assigned to them by the Board. The Secretary shall:

- a) Sign with the President or Vice President all instruments in writing in any way of affecting the title to or the disposition of the property of the corporation and all notices, bonds and similar instruments evidencing the borrowing of funds by the corporation.
- b) Keep the minutes of the meetings of the members and the Board of Directors in books or electronic storage<sup>14</sup> provided for that purpose.
- c) See that all notices are duly given in accordance with the provisions of these By-Laws and as required by law.
- d) Be custodian of the records of the corporation.<sup>16</sup>
- e) Keep a register of the names and addresses of each member of the corporation.
- f) In general perform all duties incidental to the office of the Secretary and such duties may be assigned by the President or the Board of Directors.

**<Intentional Page Break>**

**Section 9. Treasurer.**

The Board of Directors shall elect a Treasurer and at the option of the Board of Directors, the Treasurer position may be bonded in such sum and with such sureties as the Board may require. The Board may also appoint such assistant treasurers as it deems advisable, who shall have the powers and duties assigned by the Board. The treasurer shall:

- a) Have charge and custody of and be responsible for all funds, including the deposit, withdrawal, and investment thereof, and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies and other depositories as selected in accordance with the provisions of these By-Laws.
- b) At all reasonable times exhibit the books of account and records of the corporation to any of the Directors or to any other persons legally entitled to inspect said books and records upon application during business hours at the office of the corporation or at such place as the books are kept.
- c) Render statements of the conditions of the finances of the corporation at all regular meetings of the Board of Directors.
- d) In general perform all duties incident to the Office of Treasurer and such other duties as may be assigned by the President of Board of Directors.

**ARTICLE VI. CONTRACTS, CHECKS, DRAFTS, BANKING ETC.**

**Section 1. Contracts.**

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer, Board Member or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such person or persons in such manner, as shall from time to time be designated by the Board of Directors.

**Section 3. Loans.**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confirmed to specific instances.



***Section 4. Deposits.***

All funds of the corporation shall be deposited from time to time to the credit of the corporation under such conditions and in such banks, trust companies, or other depositories as the Board of Directors may designate or as may be designated by any officer or agent of the corporation to whom such power from time to time may be delegated by the Board of Directors, and for the purpose of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the corporation.

***Section 5. Securities.***

The corporation is authorized and empowered to purchase, transfer, convert and sell any and all shares of stock, bonds, debentures, notes or other negotiable securities in the best interest of the Corporation.

**ARTICLE VII. COMMITTEES**

***Section 1. Committees Generally.***

The corporation may from time to time function through, with the advice of or any other manner be served by, such standing or temporary committees as the Board of Directors may from time to time provide for. The duties and functions of any committees shall be such as the Board of Directors, or the President of the corporation, when so authorized by the Board of Directors shall prescribe.

***Section 2. Executive Committee.***

The President, Vice-President(s), Secretary and Treasurer shall constitute an Executive Committee which shall have such powers and exercise such functions as the Board of Directors shall grant to it from time to time.

**ARTICLE VIII. SEAL**

This corporation shall have no seal.

**ARTICLE IX. FISCAL YEAR**

The fiscal year of this corporation shall be the calendar year: January 1 to December 31.

GLEASON LAKE IMPROVEMENT ASSOCIATION BY-LAWS – Updated March 2018

(Original October 1996 / Updated January 2017-retyped by DW/Updated March 2018)

**ARTICLE X. AMMENDMENTS**

The Board of Directors may from time to time by a two-thirds (2/3rds) vote of the Directors, make, alter, amend or rescind all or any parts of these By-Laws.

**ARTICLE XI. DISSOLUTION**

In the event Gleason Lake Improvement Association should cease to exist and still have monies in the treasury, the monies gathered for public use to preserve Gleason Lake would then be donated to another authorized 501c3 public charity and/or governmental agency; namely half to the City of Plymouth Environmental Studies Program and half to the Minnehaha Creek Watershed District, if they qualify.

**CERTIFICATE OF ADOPTION. Dated this 10<sup>th</sup> day of April, 2018**

**PRESIDENT (Jay Anderson)**

*Jay Anderson* *4/10/18*

**SECRETARY (Laura Kalies)**

*Laura Kalies* *4/10/18*

**TREASURER (Darin Norman)**

*Darin Norman* *4-10-18*

*original 1 of 3*

## **AMENDMENTS TO THE BY-LAWS**

**1. Amendment I.**

The allowed number of times a board member may miss a regular monthly meeting is three (3) consecutive times. (2007)

**2. Amendment II.**

The number of members on the board shall be changed from 7 and 15 to no less than 5 and no more than 9. However, the board meetings are always open to association members by way of request of a special meeting as stated in the bylaws.<sup>15</sup> (2009)

**3. Amendment III.**

Regarding notice to the Board of Directors or members for a special meeting, an email will serve as official notice and be sent out with 5-7 days notice. (2010).  
Replaced with amendment 8 (2018).

**4. Amendment IV.**

The annual election for board officers will change from the first meeting of the year to the last meeting of the year (currently November). (2012)

**5. Amendment V.**

The Board of Directors will make allowance for the members who winter in other states to hold office if they attempt to make regular meetings for the other six (6) months. (2012).

**6. Amendment VI.**

The regular meetings of the Board of Directors will be held from February to November rather than every month. (2014).

**7. Amendment VII.**

The funds collected from members shall be used for the purpose of improving and preserving Gleason Lake and its watershed including association operations as approved by the Board of Directors, lake maintenance and access, as well as educational activities.<sup>7</sup> (2018)

*<Intentional page break>*

8. **Amendment VIII.** Changed from

**Section 1. Special Meetings**

Written notice stating the place, day and hour of the meeting, and the purpose for the meeting shall be delivered within 7 days of the meeting. Notice shall be by mail from the Secretary of Board to each of the association members. If mailed, such notice shall be deemed delivered when deposited postage paid in the U.S. mail addressed to the member per our current records. In lieu of such, notice may be given by publishing the same in a local newspaper one week prior to the meeting date.

*To read as follows:*

**Section 1. Special Meetings of Members<sup>8</sup>**

Written notice stating the place, day and hour of the meeting, and the purpose for the meeting shall be delivered within five (5) days of the meeting. Notice shall be in writing via mail, email, or media as defined and agreed upon by the Board of Directors the Secretary of Board or selected Board Officer to each of the association members. If mailed, such notice shall be deemed delivered when deposited postage paid in the U.S. mail addressed to the member per our current records. In lieu of such, notice may be given by publishing the same in a local newspaper one week prior to the meeting date. (2018)

9. **Amendment IX.** Changed title of section Article III. Meetings of Members Section 3 from Quorum to Quorum of Members (2018).

10. **Amendment X.** Modified Article II Meetings of Members Section 4 from Members holding 10% of the votes entitled to be cast (present in person or represented by proxy) shall constitute a quorum at a meeting of the board. A majority of the votes entitled to be cast (by those present or represented by proxy) at a meeting in which a quorum is present, shall be necessary for a vote by the Board of Directors.

*To read as follows: (believe reference to board members was miss-typed previously).*

**Section 4. Voting of Members<sup>10</sup>**

Members shall vote in person or by proxy executed in writing. No proxy shall be valid after six months from the date of its execution. Each current dues paying member household has one vote. Board members each shall have one vote. (2018)

**<Intentional page break>**

11. **Amendment XI.** Changed "*Section 6. Regular Meetings of the Board*" to read

Regular meetings of the Board of Directors shall be held on the second Tuesday of the month and will be held from February to November rather than every month.<sup>6</sup> Meeting date changes may be approved by a majority vote of the Board of Directors as deemed necessary to conduct business.<sup>11</sup>

12. **Amendment XII.** Changed from: ***Section 7. Special Meetings.***

Special meetings of the Board of Directors shall be held upon written notice to the President, Vice-President or Secretary of the association, stating the purpose. Notice of such meeting shall be emailed to each Director at least seven (7) days before the meeting. Such notice shall state the time place, and purpose of the meeting. No business other than that so stated in the notice shall be transacted at this meeting without the consent of the majority of all members of the Board of Directors.

To read as follows:

***Section 7. Special Meetings of the Board.***<sup>12</sup>

Special meetings of the Board of Directors shall be held upon written notice to the President, Vice-President or Secretary of the association, stating the purpose. Notice of such meeting shall be sent, in writing, via mail, email or media as defined and agreed upon by the Board of Directors to each Director at their preferred residence, business or electronic address, at least five (5) days before the meeting. Such notice shall state the time place, and purpose of the meeting. No business other than that so stated in the notice shall be transacted at this meeting without the consent of the majority of all members of the Board of Directors. (2018)

<Intentional page break>

13. **Amendment XIII.** Changed Article IV Section 8 from: ***Section 8. Quorum and Manner of Acting.*** A majority of all the Directors shall constitute a quorum for the transaction of business at such meeting and the acts of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting until a quorum is present. Notice of any adjourned meeting need not be given. Any action which might be taken at the meeting of the Board of Directors may be taken without a meeting if done in writing signed by all of the Directors of the corporation or to the secretary.

*To read as follows:*

***Section 8. Quorum and Manner of Acting for the Board.***<sup>13</sup>

A majority of all the Directors shall constitute a quorum for the transaction of business at such meeting and the acts of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting until a quorum is present. Notice of any adjourned meeting need not be given. Any action which might be taken at the meeting of the Board of Directors may be taken without a meeting if done in writing signed by all of the Directors of the corporation or to the secretary. Each Board Member shall have one vote (which may be cast by an officer or other person) as shall be designated, in writing, to act as the agent of the corporation for this purpose. (2018)  
\*Note that majority is defined as more than 50% (e.g. 5/9 = 55% is a majority whereas 4/8 = 50% and is not a majority).

14. **Amendment XIV.** Section 8. Secretary b) changed to read: Keep the minutes of the meetings of the members and the Board of Directors in books or electronic storage<sup>14</sup> provided for that purpose. (2018)]
15. **Amendment XV.** Added clarification to Amendment II –board meetings are always open to members – the Board will utilize regular monthly meetings to conduct board specific business and members may request a special meeting of the board or membership by submitting request in writing per Article II-Section 1 of the bylaws and Article IV-Section 7. of the bylaws.

**GLEASON LAKE IMPROVEMENT ASSOCIATION BY-LAWS – Updated March 2018**

**(Original October 1996 / Updated January 2017-retyped by DW/Updated March 2018)**

16. **Amendment XVI.** Removed reference to “seal” under secretary duties in Article IV- Section 8 – Secretary duties line d as it is stated in Article VIII that this association shall have no seal.