

RICE LAKE ASSOCIATION BY-LAWS

ARTICLE I Name and Purpose

- Section 1 The name of the organization shall be Rice Lake Association (the "Association").
- Section 2 The Association shall be a non-stock Minnesota Chapter 317A nonprofit corporation.
- Section 3 The purposes for which the Association is organized are as follows:
- A. To improve the water and recreational quality of Rice Lake through the promotion of sound lake management while working with lake property owners, watershed members, federal, state and local agencies.
 - B. To distribute information to Association members regarding any changes in governmental or environmental regulations that pertain to general lakeshore ownership.
 - C. To serve as the voice of Association members in matters involving federal, state or local governmental bodies and agencies.
 - D. To promote and represent the member property owners in the development of research and standards for proper management of Rice Lake and its portion of the North Fork of the Crow River and surrounding tributaries.
 - E. To seek enforcement of the laws which affect Minnesota lakes and watersheds.
 - F. To otherwise promote the welfare of Rice Lake and its watershed in any way deemed appropriate by the Association officers and its Board of Directors.
 - G. To raise and spend funds to undertake and further the purposes of the Association.
- Section 4 No part of the revenue of the Association shall inure to the benefit of or to be distributable to its members, trustees, officers or other private persons, except that the Association shall be authorized to pay reasonable

compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth under Section 3 of the Association By-Laws. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from the federal income tax under section 501(c)(3) of the IRS Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the IRS Code.

Section 5 Upon dissolution of the Association, assets may be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS Code or may be distributed to a governmental unit for a public purpose.

ARTICLE II

Membership

Membership shall be open to any individual, business or other association interested in the improvement of Rice Lake.

ARTICLE III

Dues

Dues will be requested annually at a rate as established by the Board of Directors. These dues are to be used to pay organizational expenses as deemed appropriate by the Officers or Board of Directors.

ARTICLE IV

Board of Directors

Section 1 The Board of Directors shall be comprised of six to ten members of the Association and shall be appointed by a quorum of the Board.

Section 2 The Board of Directors shall meet monthly between April and October. Any active Association member may attend Board meetings. The Board may also meet more frequently to conduct the business of the Association.

Section 3 A majority of the Board of Directors shall have the right to spend Association funds as it deems necessary for the betterment of Rice Lake and the Association.

Section 4 The Board of Directors shall make recommendations for new officers and replacement of officers.

- Section 5 A quorum is necessary for the Board to conduct Association business. This quorum shall constitute a majority of members of the Board. If the Board has five members, three must be present; if the Board has six members, four must be present.
- Section 6 The Board of Directors shall have the right to establish committees which it deems necessary for the completion of projects or general business pertaining to the betterment of Rice Lake and the Association.
- Section 7 The Board Member of the Board of Directors designated to provide Treasury functions to the Board is responsible for the tracking of funds, bank monitoring and financial reporting to maintain accurate financial position. The Board Member shall see that membership forms are revised, and other lists as needed by Association business are maintained.
- Section 8 **TERMS.** Directors shall be nominated to office at any time by the Board of Directors or at the Annual Meeting by an association member. The Director positions shall be elected to hold office for three years. Director terms shall be staggered. The Secretary shall keep record of terms of each Director. Directors may be re-elected without limit.
- Section 9 **VACANCIES.** In the event that any member of the Board of Directors shall resign, die, become disqualified or refuse to act as a director during his term of office, his successor shall be appointed by the remaining members of the Board. A Director becomes disqualified by non-attendance to 4 meetings consecutively, and/ or, non-participation in RLA activities and responsibilities. In this situation a letter is to be sent by the Board to such Director indicating disqualification and a new member will be appointed by the Board to fill the vacancy.

ARTICLE V

Officers

- Section 1 The officers of the Rice Lake Association shall consist of a President, Vice President, and Director of Information and such other Officers as the Board of Directors may from time to time designate.
- Section 2 Officers shall all be voted on by the general membership at the Annual Meeting when their specific terms are due to end.

Terms: President and vice president are to be three-year terms but will not run concurrently. These positions may be held for more than one term if approved by a majority of voting members at the Annual Meeting. Director of Information is to be a three year term but will not run concurrently. This position may also be held for more than one term if approved by a majority of voting members at the Annual Meeting.

When an officer's three-year term is due to end, the general membership at the Annual Meeting either re-elects the officer or nominates and votes to elect a new officer. If the existing officer is not re-elected, they are either off the Board or the Board of Directors may motion to elect them on to an open position on the Board. If there is not an open position on the Board, they are no longer on the Board.

Vacancies: Should a vacancy occur in any officer position; the remaining officers and the Board of Directors shall have the authority to appoint an interim person to fill the open position. That person shall hold the position until the next Annual Meeting and a formal vote can be held to fill the vacancy.

Section 3 The President shall preside at all meetings and shall be responsible for the management of the Association's business. The President shall carry out the recommendations of the general membership and maintain the membership master. The President shall maintain the use of Robert's Rules of Order at all Association meetings. The President shall see that all bylaws, rules or regulations that are adopted by the Association and Board of Directors are enforced. The President shall oversee the Association's business for grant funding and lake improvement projects.

Section 4 The Vice President shall carry out duties assigned by the President and shall carry out the duties of the President in the absence of the President. The Vice President will be acting Secretary and shall maintain the minutes of the Board of Directors' meetings. The Vice President shall oversee the publication of Newsletters and communications for the general membership.

Section 5 The Director of Information is responsible for management of the grant funding process, submitting grant applications and RFP's relating to AIS management. The Director of Information shall see that The Lake Management Program is in place for AIS Prevention and Monitoring. The Director of Information shall pursue other grant opportunities as funds become available from other government agencies.

ARTICLE VI
Liability

- Section 1 It is understood that the Association assume no responsibility or liability for the well-being of any member or representative of a member attending, managing or participating in meetings or any other functions of this Association.
- Section 2 No officer, board member, former officers or board members shall be liable in any manner to the Association or any person or group for any loss or damage sustained as a result of action taken or omitted if he or she exercised or used the same degree of care and skill any prudent person would have exercised under circumstances in the conduct of his or her own affairs.

ARTICLE VII
Amendment Procedures

- Section 1 Amendments to these By-Laws may be initiated by the Board of Directors, officers or by written petition of at least twenty-five percent (25%) of the general membership. Proposed amendments shall be reviewed by a committee appointed by the president. The committee will make a report and recommendation to the membership.
- Section 2 These By-Laws may be amended by two-thirds (2/3) of the Board of Directors provided notice of pending amendments was provided to members at least seven (7) days prior to the meeting.

RLA President, Deb Henry

RLA Vice President, Heather Hanks

RLA Director of Information, Johan Sogge