

**By-Laws
of the
THREE LAKES ASSOCIATION, INC.
(Amended – August 22, 2009)**

ARTICLE I – NAME

The name of the corporation is THREE LAKES ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE II – MISSION

The mission of the Association is to provide leadership to preserve, protect, and improve the environmental quality of the Elk River Chain of Lakes Watershed for all generations with emphasis on Lake Bellaire, Clam Lake, Torch Lake and their tributaries.

ARTICLE III – MEMBERSHIP

Section 1:

Membership shall be available to any and all persons desiring to maintain and improve the environmental quality and integrity in the Association's area of prime concern.

Section 2:

Active members are those who meet the qualifications of Article IV, Section 1, and whose dues are currently paid up. Dues cover the calendar year beginning January 1.

Section 3:

Duties of members include keeping informed of water-related issues, communicating and working with their zone directors and township officials to further the Association's goals, and voting at the annual meeting for Directors and Officers.

Section 4:

Honorary members may be designated by the Board of Directors, need not pay dues, and shall not hold office.

ARTICLE IV – BOARD OF DIRECTORS

Section 1:

It is the responsibility of the Board of Directors to manage the affairs of the Association.

Section 2:

The Board of Directors shall be active members and consist of the following: the elected officers (4), the immediate Past President, Zone Directors elected as provided in

Sections 3 and 4 of Article V, Directors elected at-large in a number determined by the Board, and standing committee chairpersons, as required.

Section 3:

Zones shall be established on a Township basis for the election of representatives on the Board of Directors.

Section 4:

- A. One (1) Zone Director from each zone and one-half (1/2) of the at-large Directors shall be nominated by the nominating committee each year to serve for two (2) years and be subject to approval by the members at the annual meeting, at which time additional nominations may be made from the floor.

- B. Should any Director, for any reason, be unable to fill out the term of office, the Board of Directors shall fill the vacancy, provided the designated individual meets the requirements of Article IV, Section 2.

Section 5:

Ten (10) members of the Board of Directors shall constitute a quorum for scheduled meetings of the Board of Directors, provided one is the President or the Vice President.

Section 6:

If a special situation arises and the Board of Directors approves, a vote of the membership or a vote of the Board of Directors may be conducted by first class mail or electronic transmission with written responses. The vote shall have the same effect as if taken at any meeting of the membership or the Board of Directors.

Section 7:

Directors shall serve without compensation.

Section 8:

There may be one Director Emeritus for life, with full voting privileges, appointed by the Board of Directors.

ARTICLE V – OFFICERS

The officers of the Association shall be President, Vice-President, Secretary, and Treasurer. They shall be presented as nominees by the Nominating Committee, or as nominations from the floor, elected at the annual meeting, and shall assume office upon their election. Terms of office shall be for two years with no limit on the number of consecutive terms that may be served by any officer. In the interest of corporate continuity, the initial term of office for the President and Secretary elected in 2009 shall be for three years. Subsequent elections for President and Secretary will be held on all even-numbered years; elections for Vice President and Treasurer will be held on all odd-numbered years.

Section 1:

The President shall preside at all meetings and perform such other duties as are incident to the office.

Section 2:

The Vice President shall assume the duties of the President in the absence of the President.

Section 3:

The Secretary shall prepare a written record of all meetings of the Association to include the annual meeting, Board of Directors and Executive Committee meetings, and report to the membership at its annual meeting.

Section 4:

The Treasurer shall keep records of receipts and disbursements, report the financial condition at Board meetings and annual meetings and carry out the policies as adopted by the Board of Directors and/or the membership at the annual meeting.

ARTICLE VI – EXECUTIVE DIRECTOR

There shall be an Executive Director who shall be hired at the discretion of the Board of Directors. The duties of the Executive Director shall be those prescribed by the Board of Directors. The Executive Director shall be a non-voting member of the Board.

ARTICLE VII – COMMITTEES

Section 1: Standing Committees

Subject to the approval of the Board of Directors, the President may establish committees as deemed necessary and may appoint the chairperson of each committee. Committee chairpersons shall appoint their committee members.

Section 2: Executive Committee

- A. The Board of Directors shall by resolution of the full Board at a meeting wherein a quorum is present appoint not fewer than six (6) nor more than nine (9) members from the Board to serve and act as an Executive Committee of the Board of Directors.
- B. The Executive Committee shall exercise all powers and authorities of the Board of Directors in managing the affairs of the Association between regular or special meetings of the Board (except those actions set forth in C below). At each regular or special meeting of the Board, the Executive Committee shall present a written report on actions the Committee has taken on behalf of the Association since their prior report.
- C. The Executive Committee shall not have the power or authority to a) amend the Articles of Incorporation; b) amend the By-Laws; c) adopt an agreement of

merger or consolidation; d) cancel or terminate membership in the Association; e) sell, lease, or exchange all or substantially all of the Association's property and assets.

D. The President or three (3) members of the Executive Committee may call a meeting of the Committee, provided that three (3) calendar days' notice is given or notice waived.

E. A majority of the Executive Committee shall be considered a quorum.

ARTICLE VIII – MEETINGS

Section 1:

Meetings of the Board of Directors shall be held at the call of the President, providing that a minimum of two (2) meeting of the Board of Directors shall be held during the period of May 1 to October 31 of each year. A maximum of sixty (60) and a minimum of ten (10) days' notice shall be given.

Section 2:

The annual meeting of the members shall be held in July or August each year at such time and place as approved by the Board of Directors. Written notices of said annual meeting shall be sent by first class mail to all members not less than fifteen (15) nor more that sixty (60) days in advance of the meeting date.

ARTICLE IX – FINANCES

Section 1:

The Board of Directors shall set the annual dues for membership.

Section 2:

Classification of dues other than individual membership may be established for those giving in excess of individual dues. No additional voting rights shall be accorded to members in such classifications, except that in the case of a family membership, each adult member may vote and would be eligible to hold office. Other organization and/or corporate (business) members shall have only one (1) vote.

Section 3:

Dues and donations shall be received by a Board designee and shall be reported to the Treasurer.

Section 4:

Fiscal year of the Association shall cover the period January 1 to December 31.

Section 5:

The Board shall arrange for an audit of the Association's books and operations by a disinterested professional auditor no less frequently than every three (3) years.

ARTICLE X – AMENDMENTS

These By-Laws may be amended only by a majority vote of the active members voting; such vote may be conducted by mail or at any meeting of the members, provided notice of such proposed changes in the By-Laws are mailed to the members at least thirty (30) and no more than sixty (60) days prior to such meeting of the members.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Conduct of meetings shall be by *Robert's Rules of Order, Newly Revised*, published by Scott, Foresman and Company, Glenview, Illinois, October 28, 1982.

ARTICLE XII – INDEMNIFICATION

Section 1:

The Association shall indemnify its Officers, Directors, Executive Director, or members who incur liability as a result of their efforts on behalf of the Association. This indemnification shall cover only efforts for which authorization from the Board of Directors has previously been secured.

Section 2:

The Association shall purchase and maintain insurance (including the duty to defend) on behalf of any person who is or was a Director, Officer, or agent of the Association against any liability asserted against the person and incurred by the person when acting in any such capacity for the Association or arising out of the person's status as such.

Amended and approved by
general membership –
July 22, 2009