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Summer 2022

Dear Member,

Please review the enclosed proposed TLA By-Laws updates. The document shows the text to be deleted in ~~strikeover~~ format and the text to be inserted in **bold & underlined** format. For your reference, here are the suggested changes and the rationale for the changes.

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Article III – MEMBERSHIP, Section 3. The idea of dictating to the membership what their duties are, appears to be beyond the appropriate scope of By-Laws. Instead a statement of eligibility is proposed.

Article III – MEMBERSHIP, Section 5 is a proposed new section, acknowledging that members now select their choice of communication method in the membership portal.

Article IV – BOARD OF DIRECTORS, Section 4. The addition of a new subsection stating that just as there is no limit to the number of terms Officers may serve, there is no limit to the number of terms any Director may serve.

Article IV – BOARD OF DIRECTORS. Discussion showed that we do not wish to put the issue of dismissing a Director into our By-Laws. Instead, if we discover we need such an instrument, we prefer to make it a Board Resolution.

Article V – OFFICERS, Section 3. The Secretary is no longer in fact responsible for preparing meeting minutes as that task has been contracted to a paid recording secretary. However, the Secretary retains the responsibility for such records. Since the proposed amendments include the elimination of the Executive Committee, that term has been removed.

Article VII – COMMITTEES, Section 1. Still up for discussion is the proposed language indicating that committee chairs be selected from among the Board members. The case can be made for selecting a person not already on the Board to chair a committee. That person then becomes a member of the Board in order to have a voice in management. The only requirement being that the person be a member in good standing.

Article V – COMMITTEES, Section 2. It is proposed to eliminate the Executive Committee, which was historically important when it was difficult or impossible to field a quorum of the Board during the winter months. Modern communications technology allows for a quorum to be assembled electronically, regardless of physical location, removing the former need for this committee.

Article VIII – MEETINGS, Section 3. It is proposed to permit written notification, to the membership, of the annual meeting via the communication method selected by the member from the membership portal. Is it necessary to retain the requirement to use First Class mail?

Article X – AMENDMENTS. The proposed language accommodates the communications method selected by the member in the membership portal.

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The proposed amendments will be voted on at the August 4, 2022 Annual Meeting.

Kind regards,

Tina Norris Fields, Chair
By-Laws Committee

**By-Laws of the
THREE LAKES ASSOCIATION, INC.**
[Last Amended August 9, 2018]

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 III, Section 1, and whose dues are currently paid up. Dues cover the calendar year, January 1 to December 31.

[August 9, 2018]

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 mission [August 9, 2018], and voting at the annual meeting for Directors and Officers.~~

To be eligible to vote for Directors and Officers at the annual meeting, members must be in good standing; dues must be current.

Section 4:

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

Section 5:

Communication between the Association and its members may be carried out according to the method members select in the membership portal.

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:

All Directors of the organization shall be active members.

The Board shall consist of the elected Officers (4), the Immediate Past-President, the Archivist-Historian, the Committee Chairs, the Zone Directors, the Directors at Large, and the Emeritus Directors.

[August 9, 2018]

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.

C. Terms of office shall be for two years with no limit on the number of consecutive terms that may be served by any Director.

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:

The status of Director Emeritus may be conferred by the Board of Directors, upon persons who have served on the Board of Directors.

[August 9, 2018]

These Emeritus Directors retain full voting privileges.

[August 9, 2018]

Section 9 [August 9, 2018]

There shall be an Archivist-Historian position created for the Association. The appointment shall be by the President, with approval of the Board of Directors.

The purpose of this position is to ensure the preservation of the Association's history and records.

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~~ **be responsible for records of the Board of Directors meetings, and the Annual Membership meeting. At the annual meeting, the Secretary shall provide the minutes of the previous year's annual meeting for approval by the membership.**

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

Being fundamental to the purposes of the Association, the following standing committees shall be established: Water Quality, ~~Water Safety~~, Education, Membership, and Publicity.
[August 9, 2018]

Additional committees may be established by the President, as deemed necessary, with the approval of the Board of Directors.
[August 9, 2018]

Committee chairpersons are **selected from among the members of the Board of Directors, and** appointed by the President with the approval of the Board of Directors.
[August 9, 2018]

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: [August 9, 2018]

All meetings of the Association are open to all members by right of membership and are open to non-members by invitation.

Section 2:

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.

Meeting attendance may be in person or via telecommunication.

[August 9, 2018]

Section 3:

The annual meeting of the members shall be held on the first Thursday in August at such time and place as approved by the Board of Directors.

[August 9, 2018]

Written notices of said annual meeting shall be sent by ~~first class mail~~ **the method the members specified in the membership portal** to all members not less than fifteen (15) nor more than 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 **USPS** mail, **or electronically**, or at any meeting of the members, provided notice of such proposed changes in the By-Laws are **sent** to the members **by the method they specified in the membership portal** at least thirty (30) and no more than sixty (60) days prior to ~~such meeting of the members~~ **the designated date at which the vote is to be tallied.**

ARTICLE XI – PARLIAMENTARY AUTHORITY

Conduct of meetings shall be by **the most recently published edition of** *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 –August 9, 2018. [This notification will change to the actual date of ratification of the accepted amendments.]