

MINONG FLOWAGE ASSOCIATION, INC.

BY-LAWS

I. NAME AND PURPOSE

- A. The name of this voluntary, non-profit, non-regulatory association shall be the Minong Flowage Association, Inc., hereinafter called the Association
- B. The purpose of the Association is to work with city, county and state governments and their agencies to ensure the lake's ecosystem and quality of life are managed in such a way that it benefits members, residents, lake property owners and all who use the lake. The ecosystem refers to but is not limited to: quality and depth of water, shoreline, flora, fauna, fish, surrounding lands and the Totagatic River.

II. MEMBERS

- A. Membership is available to:
 - 1. All owners and residents of real property immediately adjacent to the Minong Flowage.
 - 2. All owners of real property located within one mile of the Minong Flowage shoreline.
 - 3. All who are residents for one month or more each year, of real property located within one mile of the Minong Flowage shoreline.
- B. The Board shall establish the annual membership fee structure with approval of members at the annual meeting. Dues shall be payable to the Membership chair or Treasurer by May 1 each year.
- C. Each paid membership shall have one vote.
- D. Annual meetings will be on the second Saturday of June at a site to be determined by the Board of Directors if an alternate date is necessary, the date will be the third Saturday of June.
- E. Special meetings may be called by the Board of Directors. Members must be given a posted notice of nine days as to time and place.
- F. It is the responsibility of members to keep the Membership Chair informed of permanent mailing addresses (summer/winter), e-mail addresses, telephone numbers, etc.
- G. A quorum shall be one-tenth of paid-up members. Two-thirds of those attending an officially called meeting shall be required to change the By-Laws. Proxy votes must be received by the secretary at least two days prior to the meeting.

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III. BOARD OF DIRECTORS AND OFFICERS

- A. The management and direction of the Association shall be determined by a majority of its membership. The Board of Directors shall manage and direct the Association business between meetings, subject to ratification at the annual meeting.
- B. The Board shall consist of no less than seven and no more than nine members, with an odd number preferred for voting purposes.
- C. A director shall be a member of the Association in good standing.
- D. A director shall serve for a term of two years. Directors can be re-elected for two additional terms and there shall be a one year lapse before any further service on the Board. Director terms of office should provide continuity and shall be so arranged that at least three directors have terms of service that carry over to the next year.
- E. The directors shall elect from their own ranks a President, Vice-President, Secretary and Treasurer. The President and Vice-President's duties shall be as their titles indicate. The Secretary shall be responsible for taking minutes at Board and general meetings and the Treasurer shall be responsible for handling finances.
- F. The directors shall meet at least annually, either prior to or after the general meeting. They may also meet as necessary to conduct business.
- G. A quorum shall be a majority of the Board.
- H. Vacancies will be filled at the next annual meeting. The Board may appoint interim members.
- I. The Board may authorize individual expenditures of up to \$5000 or as directed in plans approved at the annual meeting.
- J. Board meetings are open to the public.
- K. Representation between both Douglas and Washburn Counties as well as permanent and seasonal residents shall be encouraged.
- L. Committees shall be established by the Board as needed.

Revised 04-12-08

Revised 04-10-10

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