

Amended and Restated MINONG FLOWAGE ASSOCIATION, INC. BYLAWS

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, and including all of the owners and residents of the Cranberry Flowage.
 - 3. An associate membership may be established, by the Board, for businesses and individuals who share the Association's goals and objectives but do not meet the criteria for member status. The board shall determine associate membership dues at its discretion. These associates have no voting rights.
- 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. At that meeting the members are to receive a copy of the annual financial statements.
- 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. This notice can be delivered by mail or electronic means. In addition, five percent of the membership may request a special meeting.
- 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.

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- 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 Bylaws. Proxy votes must be received by the secretary at least two days prior to the meeting.
- H. Membership is terminated by written resignation, expulsion, or non payment of dues.
- I. A member can be expelled for carrying out any conduct which may be detrimental to the Association. Any such expulsion shall be determined and require a two thirds vote of the Board.

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 shall be the custodian of all records, books and documents. 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. Except for expenditures which are reimbursable by grants monies, the Board may authorize individual expenditures of up to \$10,000. The board may authorize individual expenditures greater than \$10,000, provided however, such individual expenditures shall not occur without 30 days prior notice to the members.
- J. The Association shall indemnify any director or officer of the Association who has acted honestly and in good faith with a view to the best interests of the Association.

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K. Board meetings are open to the public.

L. Representation between both Douglas and Washburn Counties as well as permanent and seasonal residents shall be encouraged.

M. Committees shall be established by the Board as needed.

Revised 04-12-2008

Revised 04-10-2010

Revised 06-08-2013

Revised 08-29-2020