

# **Minong Flowage Association, Inc. Bylaws**

**Revised 4/1/2024**

## **Article I**

### **Name and Purpose**

The name of this voluntary, non-profit, non-regulatory association shall be the Minong Flowage Association, Inc., hereinafter called the Association.

The purpose of this Association is to promote and support the protection and improvement of the lake water, shoreline, watershed, flora, fauna and fish for the benefit of its property owners, residents and the general public.

## **Article II**

### **Membership**

#### **Eligibility**

- A. All owners and residents of real property immediately adjacent to the Minong Flowage.
- B. All owners of real property located within one mile of the Minong Flowage shoreline.
- C. All owners and residents immediately adjacent to Cranberry Lake, Cranberry Flowage and connecting waters to the Minong Flowage.
- D. Any individual that resides within one mile of the Minong Flowage for at least one month each year.

- E. Membership shall be limited to one (1) membership per property, regardless of type of ownership (individual, co-owner, trusts, LLC, etc.) of said property. Example: Co-owners of one eligible property are not allowed to submit monies for a second payment of dues to obtain a second membership.

### **Member in Good Standing**

- A. Each eligible membership shall be considered in Good Standing when their annual dues are paid in a timely manner and their actions, with respect to the Minong Flowage, are consistent with the stated purpose of the Association.

### **Rights & Responsibilities**

- A. Each eligible membership has access to Association information and documentation (meeting minutes, DNR documents, various correspondence, calendar of events) via the Association's website or by special request to the Board of Directors.
- B. It is the responsibility of each member to stay current with events concerning the lake waters, surrounding shoreline and land issues, DNR guidelines, and community activities.
- C. Each eligible membership shall keep current with payment of their Association dues to remain in Good Standing status.
- D. Each eligible membership shall update the Board of Directors with any changes to their contact information via website, email or mail.

### **Voting Rights**

- A. Subject to the Eligibility requirements of Article II within this document, each membership in Good Standing shall be entitled to one (1) vote.
- B. Each membership shall self-determine an individual who shall cast their single vote at various association meetings, including the Membership Annual Meeting.
- C. At any meeting of the membership, a member may vote either in person, virtually (if it is an online meeting) or by a proxy vote.
- D. All voting members and eligible voting designees must be at least 18 years of age.

### **Proxy Voting Option**

- A. At any meeting of the membership, a member may vote by proxy.
- B. A member in Good Standing voting by proxy must send a signed note with the attending member allowing that attending member to cast a vote on the requester's behalf.
- C. A proxy vote may be cast for an absent member at a virtual meeting only if the voting member has notified a Board member in advance. The Secretary must be alerted to the member's authorized multiple votes to correctly count the votes during each voting tally.
- D. Vote-by-proxy is valid for only the specific meeting as requested by the absent member.

### **Resignation/Termination/Transfer**

- A. Members may choose to terminate their association membership at any time for any reason by submitting either an email or a written letter to the Board of Directors. There shall be no pro-rated reimbursement of dues for the remaining months after a member's voluntary departure.
- B. Membership may be terminated by a majority vote of the Association's Board of Directors for (1) failure to pay association dues and/or (2) for actions that are inconsistent with the stated purpose of the Association. There shall be no pro-rated reimbursement of dues for the remaining months after a member's involuntary departure.
- C. The Association does not allow any transfer of membership to another MFA member whether it be to a new, eligible member or current MFA eligible member.

## **Article III**

### **Meetings**

#### **Annual Meeting**

- A. An annual meeting of Association members shall take place on the second Saturday of June or an alternate date at the Board of Director's discretion.
- B. Members shall be notified of the meeting date, time, and location at least 45 days prior to the meeting date.

- C. The meeting will be led by the President, with updates and input from the Board of Directors and guest speakers as needed.
- D. The meeting shall be used for the Board of Directors to convey pertinent lake community information, provide a financial update, elect new or returning Board members, and to conduct any other business deemed necessary.
- E. The meeting shall be an opportunity for members to provide input to the Board of Directors on pertinent topics as well partake in important discussions, vote on issues, and participate in the election of new members and/or re-election of current members of the Board of Directors.
- F. If an in-person meeting is unable to be held due to circumstances beyond the control of the Board of Directors, a virtual meeting may be conducted. Any other virtual access to the Annual Meeting will be at the Board's discretion.
- G. The meeting is open to the public, including non-members and non-voting attendees within a membership.

### **Quarterly Board Meetings**

- A. The Board of Directors shall meet quarterly, at a minimum, on the second Saturday of July, October, January and April. The date may change as needed and determined by the President. The location and time will be mutually acceptable to Board members and may be accessible via virtual/remote means if needed.
- B. Notification to Board members will be made via email with all Board members required to respond to said notification as to whether they plan to attend or not – as well as if attending in-person or by remote access. This is required to ensure the Board reaches a quorum for the scheduled meeting.
- C. If an in-person meeting is unable to be held due to circumstances beyond the control of the Board of Directors, a virtual meeting may be conducted.
- D. Board of Director meetings are open to members of the association after contacting the President for a pre-approved invitation and if a specific topic is to be addressed. An association member attending a Board of Directors meeting may be asked to leave the meeting room during discussion of confidential topics. (Executive Session)

### **Special Meetings**

- A. Special meetings of the membership may be called by the President or by a vote of not less than five percent of the total memberships in Good Standing. The Board Secretary, upon request of the President or written request of the required number of voting members, shall call the special meeting.

- B. Special meetings of the Board may be requested by any Board director with notification to all Board directors indicating the topic to be addressed and those that need to attend.
- C. Committee meetings are not considered special meetings.

### **Notification**

- A. Notice of a meeting of the membership shall be sent to each membership in Good Standing by U.S. mail, email, newsletter or publication on our website. The notice shall include the date, place, time and purpose of the meeting.
- B. In the case of a special meeting, a notice shall be sent not less than 10 days prior to the date of such meeting. In the case of the annual meeting, notice shall be given at least 45 days before the meeting.

### **Quorum**

- A. Annual Meeting: A quorum constitutes one-tenth of the total of members in Good Standing, of which at least two members are officers or directors. The Secretary shall calculate and provide the number of attendees needed for a quorum and state that at the beginning of the annual meeting. If a quorum is not reached at the meeting of the membership, the meeting must be adjourned.
- B. Board of Directors Meeting, including special meetings of the Board: A minimum of five board members shall constitute a quorum for any Board meeting, regardless of the current number of Board members. If a quorum is not reached at the meeting, the meeting must be adjourned.
- C. Special Meetings: A quorum constitutes a minimum of five members in Good Standing, of which at least two members are officers or directors. If a quorum is not reached at the meeting of the membership, the meeting must be adjourned.

# Article IV

## Board of Directors

### General Powers and Responsibility

- A. The Minong Flowage Association Board of Directors shall manage the financial and operational affairs of the Association.

### Qualifications

- A. Association members in Good Standing may be elected or appointed to serve on the Board of Directors.
- B. A member's term on the Board may be terminated due to misconduct, repetitive absence, non-participation or other reasons that would hinder the Board from fully operating as needed.
- C. The termination of any member of the Board is subject to a majority vote by Board directors.

### Election Process

- A. Election and re-election of Board directors shall take place at the annual membership meeting.
- B. At least 30 days prior to the annual meeting, a notice shall be placed in the association's newsletter and on the website identifying the current directors whose terms are expiring and disclose a director's interest in pursuing a second term.
- C. Prior to the annual meeting, interested individuals are encouraged to contact the Board with their interest in serving. Candidates may also volunteer to be on the slate of candidates or be solicited while attending the annual meeting. Each willing candidate shall be given the opportunity to address the attending members.
- D. During an annual membership meeting, the election vote by the association members is intended to choose eligible members to be on the Board of Directors, not to specifically elect candidates to the individual officer roles.
- E. Voting shall be by raised hands unless there is a request for a paper ballot. In the event the meeting and/or any attendees are virtual, the guidelines for virtual voting will be addressed at the onset of the meeting.

- F. Election results are then tabulated (if by paper ballot) and announced by the Secretary. The new and re-elected Board member roster is made official.
- G. After adjournment of the annual meeting, the newly formed Board shall meet to elect and fill the four officers' positions (president, vice president, secretary, treasurer) by a majority vote.
- H. During the first few Board of Directors meetings, the directors-at-large (non-officers) may choose an area of interest or committee to join, in which to benefit the Board and the overall association.

### **Number and Tenure**

- A. The number of Board members shall be a minimum of five and maximum of nine, preferably an odd number to avoid a tie during voting. The Board shall be made up of a president, vice president, secretary, treasurer and three to five directors.
- B. Each elected director shall serve a two-year term by a majority vote of the members present at an annual meeting at which a quorum is reached. Overlap and length of terms is preferable for knowledge continuity.
- C. An existing Board member can choose to be a candidate to be re-elected for a second and third two-year term at the next annual membership meeting at which time their current term expires.
- D. A Board member, whether director or officer, may serve up to six consecutive years in any combination of officer or director.
- E. Once a Board member has served three consecutive 2-year terms there will be a one-year waiting period before that individual can be once again elected to serve on the Board. An exception to this limitation can be made by a majority vote of the membership.
- F. A Board member cannot serve more than six years over a rolling ten-year period. An exception to this limitation can be made by a majority vote of the membership.
- G. A maximum of two members from one household regardless of whether the position is elected or appointed. However, only one of the two members may have authorization to initiate or approve financial transactions.
- H. A maximum of two dual-director households can serve on the Board at any given time.

### **Board Vacancies**

- A. Board position vacancy reasons may include but not limited to resignation, removal, disqualification or death.

- B. Mid-term Board member vacancies shall be filled by the appointment of an approved candidate who meets the qualifications as stated in Article IV of this document and a majority vote of the remaining directors. The newly appointed person will be considered an Interim Board Director.
- C. Interim Board members will only serve until the next annual meeting.
- D. An interim Board member may request to be included as a candidate at the next annual meeting to be elected to a standard two-year term.
- E. Appointment of an interim Board member to fill a mid-term vacancy is at the discretion of the Board.
- F. An interim Board member's time of service is excluded from an elected standard two-year term.

### **Conflict of Interest**

- A. Members of the Board of Directors shall strictly adhere to the Association's Conflict of Interest policy which is presented as an addendum to these bylaws.
- B. Each Director shall review and must sign the document acknowledging either "yes" a potential conflict of interest or "no", no known conflicts. This will be completed no later than the first Board of Directors meeting following the annual meeting.

## **Article V**

### **Officers of the Board**

#### **Positions and Powers**

- A. The officers of the Association's Board of Directors shall be the President, Vice President, Secretary, and Treasurer.

#### **Officer Determination**

- A. After the adjournment of each annual meeting, the newly formed Board shall meet to elect and fill the four officers' positions by a majority vote of the newly formed board.

- B. Each member of the Board shall have an opportunity to express a desire to serve as a director or officer.
- C. An officer will serve in their respective roll for the duration of the current two-year term unless a) that person wishes to resign from the role of an officer to that of a director, b) wishes to take on the role of a vacated officer, or c) is removed from the role as an officer by majority vote of the current Board.
- D. All officer roles are considered equal in succession; There is no prerequisite for any officer role on the Board.
- E. Officer and director roles may change mid-term as may be necessary and voted upon by the current Board.

### **President**

- A. The President shall be the principal executive officer of the Association and shall, in general, supervise and manage the business and operational affairs of the Association.
- B. The President shall preside over all meetings of the members and of the Board of Directors. He/she may sign, along with the Secretary, Treasurer, or other designated officer of the Association, any financial, contractual or operational documents that the members have authorized to be executed.
- C. The President shall take on responsibilities involving long-term planning along with building relationships and interaction with governmental agencies and community organizations.
- D. The President shall perform all duties consistent with the office of President and such other duties as may be prescribed, from time to time, by the Board of Directors.

### **Vice President**

- A. In the absence of the President or in the event of the president's inability or refusal to act, the Vice President shall perform the duties of the President. When acting in such capacity, the Vice President shall assume all the powers of the president and be subject to all the restrictions that are assigned to the office of the President.
- B. The Vice President shall be responsible for important, sometimes confidential duties and decision-making in concert with the President, that supports both the Board of Directors and the association membership. These duties may be more complex and involve thorough knowledge of the internal workings of both the Board of Directors and various committees.

- C. The Vice President shall be responsible to update, maintain and oversee the membership roster either singularly or by committee.
- D. The Vice president shall perform other duties, from time to time, as assigned by the President.

### **Secretary**

- A. The Secretary shall be responsible for recording and timely archiving of the minutes of membership and Board of Directors meetings. The Secretary needs to ensure all notices to the Board and membership are given in accordance with the provisions of these Bylaws or as required by law.
- B. The Secretary shall oversee the maintenance of document storage for the association.
- C. The Secretary shall perform all duties consistent with the office of the Secretary and other duties as may be assigned by the President.

### **Treasurer**

- A. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association. The Treasurer shall receive and give receipts for money due and payable to the Association from any source and shall deposit all such money in the name of the Association in appropriate accounts at pre-determined banks or other financial institutions.
- B. The signature of the Treasurer is considered the primary signature on the association's financial documents with either the President's signature or another assigned officer's signature being secondary where more than one signature is required.
- C. The Treasurer shall maintain the post office box for the Association.
- D. The Treasurer shall perform all duties consistent with the office of the Treasurer and other duties as may be assigned by the President.

## **Article VI**

### **Committees**

#### **Internal Committees**

- A. A committee may be established by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present.

Members of such committee shall be members of the Association, in Good Standing and may include other external committee members who are deemed necessary for specific reasons or expertise.

- B. Each committee shall include a minimum of one MFA Board director with responsibilities, at a minimum, for general oversight.

### **Statement of Purpose**

- A. A committee's objectives and plans to achieve them shall be documented with as much detail as possible, along with a proposed end date. Committee formation may then be discussed and approved by the Board of Directors.

### **Term**

- A. A committee's duration and the committee members' roles may vary greatly depending upon the purpose of each committee. Long-term committees should be reviewed and approved annually by the Board of Directors. Upon completion of a committee's objectives, an end date should be recorded.
- B. A committee may be disbanded at any time by a majority vote of the Board of Directors.

### **Chairperson**

- A. A member of each committee shall be appointed as chairperson and shall be the primary liaison to the Board of Directors regarding committee activities.
- B. Significant documents containing member names, efforts, funding and results, shall be gathered by the Chairperson to be archived by the Secretary.

### **Vacancies**

- A. A vacancy in the membership of any committee shall be filled by appointment made in the same manner as prescribed in 'Internal Committees' of this Article.
- B. A committee member may be removed from the committee either by the President or a majority vote of the Board of Directors, when it is determined that such removal is in the best interest of the association.

## **Quorum**

- A. A simple majority of the total members of a committee shall constitute a quorum.

## **Rules**

- A. Each committee shall adopt rules for its governance that are consistent with these Bylaws and shall provide a report at least annually to the Board of Directors.

## **External Organizations**

- A. The Board of Directors may choose to have the Association represented within an external organization. The Board of Directors shall then appoint a representative responsible for presenting the Association's interests and positions to the external organization.
- B. The representative may solicit input from and provide information to the Board of Directors regarding activities of the external organization.
- C. This shall not impede any Association member from joining an external organization for personal interest rather than as a representative of the Association.

# **Article VII**

## **Financial Transactions and Tax Status**

### **Tax Exempt Status**

- A. The Association shall maintain its status as an IRS 501(c)3 organization by strict adherence to the requirements set forth in IRS form 1023.
- B. The Board of Directors shall periodically review the benefit of maintaining tax exempt status and shall act in accordance with the results of that review.

### **Checks, Drafts, etc.**

- A. All checks, drafts, notes or other orders for payment or evidence of indebtedness issued in the name of the Association shall be signed by the Treasurer or another pre-determined officer.

- B. The Board may authorize individual expenditures of up to \$10,000. The Board may authorize individual expenditures greater than \$10,000, provided a notification has been sent to members 30 days prior to payment of said expenditure. The exception being specific expenditures where funds were obtained by the Association via a grant.

### **Deposits**

- A. All funds received by the Association shall be deposited in a timely manner into the appropriate accounts at pre-determined banks or other financial institutions.

### **Gifts**

- A. The Board of Directors may approve, on behalf of the Association, any contributions, gifts, bequest or device for the general purposes or for any special purpose of the Association.

### **Dissolution of Assets**

- A. If a decision is made to dissolve the Association, a special meeting shall be called to determine the recipient of any and all financial or physical assets of the Association in accordance with governing laws.

## **Article VIII**

### **Retention of Records**

- A. All association records and documents are recommended to be stored electronically as access to these documents may be critical to Board officers and directors.
- B. The Association shall keep a comprehensive repository of records corresponding to the association's financial accounts.
- C. The Association shall keep a comprehensive repository of records pertaining to critical events and actions of the association. Ex: Articles of Incorporation
- D. The Association shall retain minutes of the proceedings of meetings of its members, Board of Directors and committees.

- E. A database of the names and addresses of all members in Good Standing shall be maintained by a Membership designee or committee. The privacy of members' information shall be protected. No personal member information or membership lists shall be distributed either within or outside the Association. Member information may be shared within the Board of Directors as needed to conduct Association business.
- F. Any member, his/her agent or attorney may, for any proper purpose and with reasonable notice to the President and Treasurer, inspect all books and records of the Association except for members' personal information.
- G. Records and documents of notable significance shall be the property of the Minong Flowage Association.
- H. Such documents, including any electronic access to documents, shall be forfeited by an outgoing officer, Board director or committee member at the end of their respective term regardless if the termination is voluntary or involuntary.
- I. Understanding that electronic storage of documents was not available in years past, paper copies of important documents, personally housed by former Board officers and directors, must be submitted to the Secretary for converting to electronic documents and stored in a cloud-based repository.

## **Article IX**

### **Membership Dues**

#### **Annual Dues**

- A. The membership shall determine the amount of the annual dues at the Association's annual meeting and the dues shall be within the range of \$25 - \$50.
- B. At the discretion of the Board annually, a discounted amount may be offered when a member pays, in full, for a 5-year membership.

#### **Payment of Dues**

- A. Dues shall cover the period from June 1 to May 31 of any given year and shall be payable prior to or at the annual membership meeting.
- B. Dues will not be pro-rated or refunded for any period less than 1 year (or 5 years if a 5-year membership).

### **Failure to Pay**

- A. Failure by a member to pay dues in a timely manner shall result in termination of his/her membership in the Association.

## **Article X**

### **Amendments to the Bylaws**

- A. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the members present at an annual membership meeting at which a quorum is reached.
- B. The Board of directors shall review the bylaws every five years to ensure they remain current and applicable. Any modifications must be proposed and voted upon by the Association membership.
- C. Content from approved amendments, whether during the 5-year review or for other reasons, shall be acted upon by the Board of Directors within one month of the approval date by the association membership.

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MINONG FLOWAGE ASSOCIATION

## MINONG FLOWAGE ASSOCIATION

### BOARD OF DIRECTORS

#### CONFLICT OF INTEREST POLICY STATEMENT

1. **Definition.** For the purposes of this Conflict-of-Interest Policy, the following definition shall apply: "Member of the Family" shall include a spouse, partner, parent, child, spouse of a child, sibling, and spouse of a sibling.

2. **Conflict of Interest.** Any Board Officer or Director or a Member of their Family having a financial interest in or stands to financially gain from a contract or other transaction presented to the Board of Directors for authorization, recommendation, or approval is required to make a prompt and full disclosure of his or her interest to the Board of Directors prior to its acting on such contract or transaction. Such person shall not vote on, nor use personal influence on, nor participate in (other than to present information or to respond to questions) the discussions or deliberations regarding the transaction or contract under consideration. At the discretion of the Board of Directors, such person may be excused from all or any portion of such discussions or deliberations. Such person shall not be included in the tally to determine the existence of a quorum at any meeting where the transaction or contract is being voted upon. The minutes of the meeting shall reflect the disclosure made and the abstention from participation and voting by the person making the disclosure.

I have read and understand this policy statement.

As of this date and time, **I am - I am not** (circle one) aware of any conflicts of interest related to myself or a member of my family.

Signature \_\_\_\_\_ Print Name \_\_\_\_\_ Date \_\_\_\_\_