

Amended Bylaws of the Twin Lake Association

Updated March 10, 2024

ARTICLE I—NAME

The name of this non-profit corporation is Upper Twin Lake Homeowners Association DBA Twin Lake Association (“TLA” or “Association”). The Association was incorporated on June 26, 2012 in the State of Minnesota and is registered as File Number 495315700028.

ARTICLE II—MISSION

The TLA is organized for the following purposes:

- To protect and improve the natural resources of Twin Lake and its environment.
- To educate Association members and the public about the ecosystem and environmental lake management practice.
- To promote and enhance the outdoor experience of Twin Lake for present and future generations.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Directors, Officers or members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to the Association or the Board of Directors and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III—MEMBERSHIP

Membership is open to all interested person(s) or parties who share a concern for the purposes of the Association but is mainly comprised of those with property ownership on or adjacent to Twin Lake. Membership is gained and held by paying annual dues. Membership in this Association is not transferable or assignable.

Dues

Annual membership dues shall be paid by each member between January 1 and the Annual Meeting (defined below). The annual dues shall be set by the Board of Directors and used solely to improve and preserve Twin Lake and its watershed and for general operating funds of TLA. Membership automatically terminates if dues are not received by the Association on or before the Annual Meeting.

Annual Meeting

The annual Association meeting (“Annual Meeting”) shall be held in the spring or early summer at a place and time determined by the Board of Directors. The date and location will be at the discretion of the President with the approval of the Board of Directors. Notice to members shall be made by electronic communication (email, website and Facebook) no less than fourteen (14) days before the meeting. The business of the Annual Meeting may be conducted on a virtual basis or remote communication. As used in these By-Laws, “remote communication” means communication via telephone conference, video

conference, the Internet or other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Should the board determine the annual meeting be conducted via remote communication, the members shall be informed via the website, and other means as reasonably possible.

Quorum

Twenty-five percent (25%) of the Association members present (online or in person) shall constitute a quorum at the Annual Meeting of the Association. A special member meeting at which a minimum of ten (10%) percent of the current good standing members are present (online or in person) will make a quorum.

Voting at Meetings

Members must be present (online or in person) at the meeting to vote. There shall be no voting by proxy. Each member who has paid annual dues shall have one vote. A household is viewed as a single member and shall have only one vote. Decisions are made by simple majority vote of the members present when the quorum requirements are met.

ARTICLE IV—BOARD OF DIRECTORS

Duties

It is the duty of the Board of Directors to (1) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the Annual Meeting; (2) supervise the Officers of the Association and to see that their duties are properly performed; and (3) approve all leases, contracts, notes or other legal instruments of the Association. Directors must be members in good standing of the Association. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Association.

Board Composition

The Board of Directors shall elect the following officers within their group: President, Vice-President, Secretary, Treasurer, Communications Director and Board Members.

Board Elections

The Board of Directors shall be elected at the Annual Meeting by a simple majority.

Terms of Directors

All Board members shall serve one (1) year terms and are eligible for reelection. Each member of the Board of Directors shall take office immediately following the annual election.

Compensation of Directors

Directors shall not be compensated for their services except that they may be reimbursed for reasonable expenses incurred in the performance of their duties on behalf of the Association.

Filling Vacancies

In the event a vacancy occurs on the Board of Directors, the remaining board members may appoint a replacement to fulfill the term.

Removal of a Director

Board members at a duly constituted meeting may, by a two-thirds vote of those in attendance, and with or without cause, remove a Director from office. A Director shall not be removed from office unless the notice of the special meeting at which removal is to be considered states such purpose.

Quorum

Fifty percent (50%) of the Board of Directors present (online or in person) shall constitute a quorum at all meetings of the Board of Directors.

Regular Board Meetings

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall determine. Board meetings are open to current dues paying members; however, only the Board of Directors may vote on the business at the board meetings.

Special Board Meetings

Special meetings may be called by the President, by two board members, or by a minimum of 10% of the members, by requesting such a meeting in writing, email, or delivered in person to one of the Officers. It will be the duty of such officer to notify the other Board members. Only those matters described in the notice shall be discussed at the meeting.

Informational or Social Meetings

The Board may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests. Notice to members shall be made by electronic communication (email, website and Facebook).

Indemnification

Any Director or Officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

Meeting Attendance by Remote Communication

Directors may attend a Board meeting by means of remote communication. As used in these Bylaws, "remote communication" means communication via telephone conference, video conference, the Internet or other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by these bylaws, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

ARTICLE V—OFFICERS

The officers of the Association and their respective duties shall be:

President

- Preside at all Annual Meetings, board, and special meetings of the Association.
- Responsible for day-to-day administration of the affairs of the Association.
- Present an annual budget for approval at the Annual Membership Meeting.
- Create committees as needed and appoint committee members who shall serve until the end of that President's term.

Vice President

- Perform the duties of the President in the absence of the President.
- Assist the President with the operation of the Association.
- Fulfill other duties as designated by the President, the Board, or the general membership.

Secretary

- Create and distribute all meeting agendas to each Board Member or member.
- Create and distribute meeting minutes for all member meetings and Board meetings
- Be custodian of the Association records.
- Keep an accurate, up-to-date mailing list of Directors and Members.
- Assure that corporate records are maintained.

Treasurer

- Supervise the safekeeping of all dues, grants, contributions and proceeds of the Association.
- Handle the disbursement of funds of the Association as may be ordered by the Board of Directors.
- Maintain adequate financial records and report the financial condition of the Association at meetings.
- Notify members regarding annual dues as established by the board.
- Deposit all monies received for the Association in an account opened at the direction of the Board.
- Make all financial reports as required by government bodies and agencies.

Communications Director

- Keeps the Association informed about issues and topics that are of importance to the whole group, as well as informing the members of meetings, activities, and other important events
- Maintains private Facebook page for the Association
- Schedules Annual Membership and board meetings

Board Members (2)

- Fulfill all duties as directed by the President, Board of Directors, or the general membership.

Officers shall serve a term of one (1) year unless specifically elected to a different term. Any officer may be removed from the office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified and acceptance shall not be necessary to make it effective. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer they replace.

ARTICLE VI- GOVERNANCE

Operation

The operation and direction of the Association shall be vested in the Officers and the Board of Directors. Decisions of the Board shall be made by a majority vote of the quorum present unless otherwise specified.

Financial Controls

The Association shall have operating policies in place that establish appropriate controls over expenditure approval, expense reimbursement and other accounting and treasury procedures.

Annual Financial Accounting

The fiscal year of the Association shall begin on January 1 and end on December 31. Prior to each Annual Meeting, the Treasurer shall review the books of the Association and the report shall be given to the membership at the Annual Meeting. If the Association is being audited, and the independent accountant, due to time restraints, is unable to finish the examination prior to the annual meeting, the report given to the membership shall be marked as "Unaudited".

Informal Action

Any action required to be taken, or which may be taken, at a meeting may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote. The Association President may email each Board member the proposed action to be voted upon. The Directors' email responses with their vote shall be deemed signed by the Directors and serve as consent in writing. The Association Secretary shall tally the votes

and advise the Directors of the outcome. The Secretary shall record the minutes of the actions and submit the minutes to the Board for approval at its next meeting.

Dissolution

The Association will remain nonprofit until it is dissolved. Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all current liabilities of the Association, dispose of all assets of the Association and purchase game fish, with the proceeds, to be introduced into Twin Lake. Should there be any remaining assets they shall revert to a local charity selected by a democratic vote of the Board of Directors, provided such corporation or organization qualifies for Federal Income Tax Selection 501(c)3 status.

ARTICLE VII—COMMITTEES

The Board may create committees and appoint committee chairs as needed. The committee chair reports directly to the Vice President.

ARTICLE VIII—COMMUNICATIONS

The Association shall communicate with its members through electronic communication to ensure adequate communication with members on the status of objectives, education of members on issues of importance relative to the Associations purpose, to encourage membership in the Association and to communicate with other organizations important to the Associations purpose. These communications may also be used to inform the lake community of events not sponsored by the Association, but of interest to members.

ARTICLE IX—AMENDMENTS

The bylaws may be modified, altered, or amended by majority vote of the members present, provided that the quorum requirements are met, at the Annual Meeting of the Association, or at a special meeting called for that purpose.

By my signature, I certify that at the Annual Meeting of the Association on March 10, 2024 a quorum of members were present and these Amended Bylaws were approved by majority vote of the members present.

By:  Chuck Kendall

Name: Chuck Kendall

Title: President

Date: March 10, 2024