

DEER LAKE WATERSHED ASSOCIATION

BYLAWS

ARTICLE I NAME

The association shall be called the Deer Lake Watershed Association (DLWA). It shall be a nonprofit organization pursuant to the MN Nonprofit Corporation Act (Chapter 317A)

ARTICLE II PURPOSE (MISSION STATEMENT)

Mission Statement:

To protect, maintain and improve the natural resources of the Deer Lake Watershed for current and future generations.

Association objectives:

A. Educate area owners and users about maintaining water quality, fish and wildlife resources, economic factors and recreational qualities of the DLW.

B. Cooperate and coordinate with local, state and federal public agencies and other groups to help maintain the qualities of the DLW.

C. Identify and provide outside resources to explain potential problems affecting DLWA.

D. Support issues deemed important to association members and future generations.

ARTICLE III ELECTIONS

Section 1. ELECTIONS. The election of the Board of Directors at the annual meeting shall be by a written ballot vote, show of hands or a simple yes or no of the general membership. A simple majority vote will suffice for all elections. The written ballot voting method will be utilized when there are multiple candidates nominated for the same open board position. In the event of a health pandemic or other unforeseen emergencies, election of new board members can also be completed through an email nomination and voting process and/or mailing sent out to the DLWA membership. The board may also elect to utilize email for nominations and voting in normal years.

Section 2. NOMINATIONS and MEMBER VOTING. Board positions and board alternates nominations may be solicited by email.

1. An email listing current nominees for board and board alternate positions along with requesting any additional nominations will be sent to members.

2. Nominations by email will be accepted only from members in good standing who nominate themselves by email, in writing or in person. (3-day time frame to respond) One existing board member will be available and named in the email for questions.

3. The requested nominations will be to fill available board positions first, and then available board alternate positions second. Once the board and alternate positions are filled, the remaining candidates will not gain a board position. A simple return email will suffice.

4. The submitted and accepted nominations will be sent out by email to the membership for a simple majority vote. A return email will suffice.

5. As stated, the top candidates with majority vote will fall into available open board positions first and open alternate board positions second.

Section 3. TERM OF OFFICE. Board members will serve for a two-year term or a three-year term, thus assuring a number of board members with at least one year experience on the board at all times. After the first general election of the Board of Directors, all subsequent elections will be for two-year terms.

Section 4. OFFICERS. All officers of the Board (President, Vice President, Secretary, and Treasurer) shall be appointed by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The affairs of the DLWA shall be managed by the association's Board of Directors. The number of directors shall be five to nine, with two to five alternates appointed by the Board. When there are board vacancies, appointments can be made by a board motion to fill out a full nine member Board of Directors. New board members can be appointed and serve until the annual meeting and membership vote.

Section 2. Directors will serve either a three-year or a two-year term as agreed upon at the first board meeting. After the initial first three and two-year terms have expired, all new candidates will be elected for two-year terms.

Section 3. Board candidates must own, rent, or lease property; or own a mobile home or RV home which is placed on property within the Deer Lake Watershed.

Section 4. At all meetings of the Board of Directors, a simple majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. A quorum for a five-member board is three. A quorum for a six or seven-member board is four. Approved and appointed alternates shall be notified and called in to attend a board meeting to fill out a quorum. The affirmative vote of the majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 5. Seasonal people that are elected board directors are sometimes unable to attend in person, which is very acceptable. The DLWA welcomes all interested individuals who qualify to accept a position on the board. The expectation for board directors that cannot attend a particular meeting in person is to attend through "phone communication in which the directors may simultaneously hear and speak to each other." Voting by phone is equivalent to voting in person during a meeting.

Section 6. If an item for board action is best addressed before the next board meeting, action may be taken by an affirmative email vote of the majority of directors. The emailed proposal for action does not require a motion or a second to be declared by a director, and shall request that each director vote by email reply and include a date for required response. Directors vote in favor or in opposition of the proposed action or may request additional information or discussion before casting a vote. At the first regular board meeting following the email vote, the item voted on will be affirmed by a director's motion re-stating the text of the action, a second to the motion, and re-approval entered in the minutes.

Section 7. The duties of the Board of Directors shall be: A) To establish policies to govern the operation of the association. B) To keep a complete record of its acts and transactions. C) To supervise all officers and committee leaders to see that their duties are performed properly. D) To develop a budget for the association.

ARTICLE V OFFICERS

Section 1. The officers shall be:

A. President B. Vice President C. Secretary D. Treasurer

Section 2. Officer's duties shall be:

A. The President shall preside over all regular and special meetings called by him/her. The President will provide an agenda prior to each meeting.

B. The Vice President will preside over meetings in the absence of the President. The Vice President shall also perform other duties as assigned by the President.

C. The Secretary shall keep minutes of all regular and special meetings in a filing book that will be preserved as part of the records of the DLWA.

D. The Treasurer will be responsible for all monies turned over to him/her by officers and members of the association. The Treasurer shall keep current records and a current and accurate checking account. The Treasurer is responsible for the collection of all membership dues and other monies owed to the association, and for maintaining membership rolls. The Treasurer shall report at each meeting specifying the financial status of the association.

E. The immediate past President shall serve in a non-voting advisory capacity for one year after serving as President.

ARTICLE VI MEMBERSHIP

Section 1. Membership is open to any dues paying person with interest in the watershed. Associate non-voting memberships are available to any interested party.

Section 2. Membership dues are paid annually according to the categories determined by the board of directors. One membership constitutes one vote for association elections.

ARTICLE VII MEETINGS

Section 1. An annual meeting will be held for the membership in the summer. The Board of Directors will plan the annual meeting. The membership will be notified of the annual meeting by one or more of the following: letter, newsletter, or email. Additional special or social meetings will be called by the President or at the request of a majority of the board members.

Section 2. Board meetings will be held six times per year, with the dates set in advance by the board. If additional meetings are needed, they will be called by the President.

Section 3. All meetings will be open to the membership and any other interested persons. Meeting dates shall be published in the DLWA Newsletter and on the DLWA Website.

Section 4. Robert's Rules of Order (newly revised in brief, and the latest edition, 200 pages) by Robert, Honemann and Balch, shall be used to govern parliamentary procedures in all meetings.

ARTICLE VIII COMMITTEES

Section 1. Finance Committee. The Board of Directors will be the Finance Committee.

A) The Finance Committee will have the authority over expenditures up to \$1,500. Expenditures over \$1,500 will require approval of the membership.

B) All requests for monies shall be made in writing, stating the exact amount requested and the estimated cost of the total project.

C) The board will review all requests and, if approved, will inform the membership in the next newsletter, emailed meeting minutes or at the annual meeting.

Section 2. Committees for specific goals and concerns will be determined and established by the board as needed, such as:

A) Membership B) Newsletter C) Lake Level

D) Secchi Disc Readings E) Water Quality Testing

F) Watershed Continuous Outflow G) Fundraising

H) Watershed Protection I) Shoreline Clean Up J) Signs

Section 3. Committees that are deemed to be outdated, ineffective or not supporting the mission statement and related objectives will be disbanded.

ARTICLE VIII DEER LAKE CCC CAMP PRESERVATION COMMITTEE

The Deer Lake CCC Camp Preservation Committee is funded solely through donations. The CCC Camp Preservation Committee will not receive funds or resources from the Deer Lake Watershed Association or its membership dues. In order to accept donations and function legally, the Deer Lake CCC Camp Preservation Committee must be linked to a nonprofit organization such as the DLWA. This relationship allows for donations to be accepted on behalf of the Deer Lake CCC Camp Preservation Committee.

The DLWA acts solely as a legal fiscal agent. Per DNR request, the CCC Camp Preservation Committee/DNR State Land Site must also be listed on the DLWA insurance policy. There is no additional insurance premium cost to the DLWA.

The CCC Camp Preservation Committee relies entirely on CCC Camp donations. These donations must be kept in a separate bank account from DLWA funds and are available to the CCC Camp Preservation Committee for expenses upon request.

ARTICLE X DONATION POLICY

Section 1. Monies given and identified as donations for either the “Watershed Continuous Flow Fund” or “Watershed Protection Fund” are to be allocated exclusively for projects and expenses within these two funds. The monies given to the funds as donations cannot be withdrawn and redistributed or utilized for other unrelated projects.

A) Watershed Continuous Flow Fund: Monies from this fund are to be allocated exclusively for projects and activities related to opening creeks, trapping beaver, blowing beaver dams, vegetation removal, related studies, projects, machinery and/or tools related to the above, etc.

B) Watershed Protection Fund: Monies from this fund are to be allocated exclusively for water testing, protection of lakes and natural environment, prohibiting Aquatic Invasive Species from spreading, related studies, projects, related tools, machinery and labor to aid in the above, etc.

ARTICLE XI DLWA NEWSLETTER POLICY

- A. The DLWA Newsletter is financed, supported and owned by the DLWA membership.
- B. The DLWA membership is represented by the elected board.
- C. The DLWB is ultimately responsible for the newsletter content.
- D. The newsletter committee reports to the DLWB.
- E. The ~~board~~ Newsletter Committee is responsible for identifying, monitoring and approving the newsletter layout, volume, content, format, tone and direction. The primary intent of the newsletter is to communicate to the membership the following: Information, concepts, current regulations, future trends and educational articles relating to and supporting the DLWA watershed. Protecting, sustaining and maintaining the beautiful natural environment within the Deer Lake Watershed is our main focus. The newsletter will also inform the membership of DLWA projects, events and social activities that will help support the DLWA mission.
- F. A general board review and email approval will be required of all content prior to each newsletter being published and sent to the membership.
- G. The individual who coordinates and does the primary editing of the newsletter is a volunteer (Newsletter Editor) who reports to the DLWA board.
- H. The Newsletter Editor is appointed by the board.
- I. The newsletter committee members will review all submitted articles prior to board review and publishing. If there are proposed edits, the committee will inform the writer and mutually agree to proposed changes prior to publishing.

ARTICLE XII DLWA WEBSITE POLICY

- A. The Deer Lake Watershed Association website is financed, supported and owned by the DLWA membership.
- B. The DLWA membership is represented by the elected board.
- C. The Website administrator is a volunteer or appointed by the elected board.
- D. The financial support for the DLWA website is to be sourced primarily by funds received through paid business advertising on the website.
- E. The board is responsible for identifying, monitoring and approving the website layout, volume, content, format, tone, advertising and direction. The primary intent of the website is to communicate to the membership the following: Information, concepts, current regulations, local historical information, future trends and educational articles relating to and supporting the DLWA mission statement. The website will be the main archive for identified articles and information deemed important to the association. Protecting, sustaining and maintaining the beautiful natural environment within the Deer Lake Watershed is our main focus. The website will also inform the membership of DLWA projects, volunteer opportunities, events and social activities that will help support the DLWA mission.

ARTICLE XIII DLWA EMAIL POLICY

- A. To meet current Federal regulations, all emails sent on behalf of the DLWA to members and nonmembers must have an unsubscribe disclaimer available for members to opt out of receiving future emails from the DLWA.
- B. Also due to current regulations, membership and business advertising forms will have a subscribe or unsubscribe option for members and non-members to accept or refuse future DLWA emails.

Article XIII Bookkeeper/Treasurer/Membership Policy

Section 1. The elected treasurer will perform their duties based on the list of detailed duties per Word Document (Bookkeeper Treasury Duties V2 – Final Copy by Sheila Vorland, dated 5-3-2020)

Section 2. The membership chair and/or committee will perform their duties based on Word Document (DLWA Member & Email Contact Lists – Maintenance Procedures by Val Cromell, dated 4-2020)

ARTICLE XV AMENDMENTS

Section 1. These By-Laws may be amended by a majority vote of the

membership at an annual meeting. Notice in writing must be provided to all members to allow for careful review of changes prior to a vote.

ARTICLE XVI LIABILITY AND INDEMNIFICATION

Section 1. No member shall be liable for any loss or damage suffered on account of any action taken or committed as a member in good faith.

ARTICLE XVII NON-PROFIT ORGANIZATION

Section 1. The Association shall not afford pecuniary gain or profit, incidental or otherwise, to its members. No part of the net earnings of the Association shall benefit or be distributed to its members except that the membership shall be authorized and empowered to pay reasonable compensation for services rendered.

DLWA GOALS AND OBJECTIVES

1. Identify, support, and promote programs that will improve water quality, maintain diverse and abundant fish and wildlife habitat, equitable property taxes, and preservation of the natural land and forest aesthetics of the watershed area.
2. Educate members and users to maintain the physical, economic, and recreational, historical qualities of the Deer Lake Watershed Area.
3. Cooperate and coordinate with local, state, and federal agencies, public and private, to maintain the qualities of the lakes and area.
4. Identify outside resources to explain potential problems affecting the DLWA.
5. Support issues deemed important to our DLWA members, other local lake associations, and our county and state lake associations.
6. Emphasize a positive working relationship with property owners, realtors, developers, and local officials.
7. Encourage unity among DLWA members and a shared concern for the DLWA area through annual meetings, social gatherings, email notifications, the DLWA website and newsletters.