

DAFT BY-LAWS

Mink-Somers Lake Improvement District

Pending approval at Annual Meeting 8-6-2016

Article 1: Establishment

Section 1: Established under Minnesota Statute 103B.501 by the Wright County Board of County Commissioners' resolution #07-27 and its order establishing the Mink-Somers Lake Improvement District, adopted May 22, 2007 and filed with the Minnesota Office of Secretary of State, Minnesota Pollution Control Agency and Minnesota Department of Natural Resources.

Article 2: Name of District

Section 1: The name of this organization is Mink-Somers Lake Improvement District, and may be referred to as MSLID.

Section 2: The principal office will be located at the discretion of the Board of Directors.

Article 3: Definition of the Mink-Somers Lake Improvement District

Section 1: The MSLID is a nonprofit organization subject to applicable county, state, and federal laws.

Article 4: Purpose

Section 1: To preserve and protect the lakes and enhance the use and enjoyment of the lakes, it is in the public interest that a lake improvement program is established to preserve the natural character of the lakes and their shoreland environment where feasible and practical; improve the quality of water in lakes; and to assure protection of the lakes from the detrimental effects of human activities and certain natural processes. The following water-related land and resource management programs and services may be undertaken by the MSLID:

- a. Develop and implement a comprehensive plan to improve water quality
- b. Apply for private and/or public grants and/or enter into contracts with federal or state agencies for the study and treatment of pollution, water quality, and/or weed problems and related demonstration programs
- c. Enter into contracts with private businesses for the study and treatment of pollution, water quality, and/or weed problems and related demonstration programs
- d. Undertake research to determine the condition and development of the bodies of water included within the Lake Improvement District and to transmit the studies to the Department of Natural Resources, the Minnesota Pollution Control Agency, and other interested authorities

- e. Make cooperative agreements with the United States, State of Minnesota, Wright County, Corinna Township or other cities to effect water and related land resource programs
- f. Conduct programs of water improvement, conservation, and education
- g. Implement and/or continue water quality monitoring programs
- h. Serve as the local sponsor for grants
- i. Provide input to the Soil and Water Conservation District regarding water use and applications as deemed necessary and reasonable
- j. Conduct plans, studies, developments and implementations as allowed or permitted by law and approved by the County Board
- k. Coordinate with the proper governmental agencies for the planning and installation of cluster or community sewage and/or water supply systems
- l. Any and all other programs and services as provided by law.

Article 5: Membership

Section 1: Membership Qualification.

Owners listed as taxpayers of properties located within the stated boundaries on the Wright County Property tax record are Members. The boundaries of the Lake Improvement District shall include all parcels with riparian shoreline on Mink and Somers Lakes in Wright County.

Section 2: Voting Rights.

One Member of each property is entitled to vote in elections, at the annual District meeting, or any special District meetings and owners of multiple properties are entitled to have only one vote.

Section 3: Votes.

Votes at all Membership meetings shall be cast in person with provisions made for absentee voters. If a Member wishes to vote absentee he/she must return the ballot by US mail to the MSLID Board, PO Box 81, Maple Lake MN, 55358 post marked at least 5 days before the annual meeting or any special district meetings.

If a Member does not vote absentee he/she must be present to vote at the annual or special district meeting.

Section 4: Transfer of Membership.

When a parcel of land is sold, Membership shall transfer from the old owners to the new owners. When a parcel is sold on contract for deed, Membership shall transfer from the contract seller to the contract purchaser, provided the purchaser is listed as a taxpayer on the Wright County property tax records.

When a parcel is leased, Membership shall not transfer from the landlord to the leaser or tenant.

Article 6: Funding

Section 1: Funding.

- a. Lake Improvement District activities shall be funded by levying an ad valorem tax voted on by the members at the annual meeting. No increase in the ad valorem tax will be allowed if it affects the county levy subject to state-imposed levy limits
- b. Lake Improvement District activities may also be funded by assessment of costs of projects upon benefited property within the District in the manner provided under Minnesota Statutes Chapter 429
- c. Lake Improvement District activities may also be funded by imposition of service charges on users of the Lake Improvement District services within the District (Minnesota Statute 428A.05)
- d. Any other forms of fundraising approved by the Board of Directors.

Article 7: Board of Directors

Section 1: Initial Board of Directors.

The Board of Directors of the Lake Improvement District shall consist of seven members. The board members must own property within the Lake Improvement District, and a majority of the Directors must be residents of the District. The initial Directors shall be appointed by the County Commissioners. At the first annual meeting all seven seats will be filled by election, two 1-year terms, two 2-year terms, and three 3-year terms.

Section 2: Board of Directors.

Insofar as there are qualified individuals willing to serve on the Board, the Board shall consist of three Members from Mink Lake and three Members

from Somers Lake and a majority of the Directors must be residents of the District. If there is not a qualified person willing to serve from a particular area, someone from elsewhere in the district may be elected to represent that area. Directors will be required to attend the Annual and Special District Meetings and at least 50% of regular scheduled meetings. Directors failing to meet the attendance requirement may be removed by a two thirds vote of the remaining Board members. The vacancy may be filled by a majority vote of the remaining directors subject to approval by a majority vote of the Members at the next Annual or Special District meeting.

Section 3: Terms.

After the initial election, two (or three) Directors shall be elected each year to serve three-year terms and no more than two consecutive three year terms. An annual term year shall be from annual meeting to annual meeting.

Section 4: Election of Directors.

Candidates for all Directors seats must file their intent in writing to the Board before the Board's June meeting. On or before July 1st, the Board will send out ballots for all open seats to all general members.

Section 5: Vacancies.

Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, subject to approval by a majority vote of the Members present at the next annual District meeting, as outlined in Article 7, Section 2.

A Director elected to fill a vacancy shall serve the unexpired term.

Section 6: Removal of Directors.

Directors may be removed by a two-thirds vote of the remaining Board members.

Article 8: Board of Directors Officers

Section 1: Officers.

All officers of the Mink-Somers Lake Improvement District shall be Directors.

Section 2: Officer Positions.

The officers shall consist of; Chair, Vice-Chair, Secretary, and Treasurer. One Director may hold two officer positions, except for the Chair position. These officers are the Executive Committee. The Executive Committee may meet from time to time without notice to the other Board members for planning purposes and to facilitate the activities of the Board.

Section 3: Election of Officers.

Officers will be elected by the Board of Directors from among their number at the first board meeting following any annual meeting at which new Directors are elected. Elections will be by a secret ballot if more than one person is nominated for any office.

Section 4: Duties of Officers.

- a. The Chair shall preside over all of the District Board meetings and the MSLID Annual Meeting
- b. The Vice-Chair shall preside in the absence of the Chair and perform duties normally associated with this office

- c. The Secretary shall keep accurate records of all meetings of the Board of Directors, regularly submit minutes to the Board of Directors, and perform all other duties normally associated with this office
- d. The Treasurer shall present a financial statement at each meeting and shall perform all other duties normally associated with this office. Two signatures shall be required on all MSLID checks or vouchers.

Article 9: Directors' Meetings

Section 1: Meetings.

Directors are to hold meetings at least every other month, in addition to the Annual Meeting of the Membership, as shall be scheduled by the Chair, or in the Chair's absence, by a majority of the remaining members of the Executive Committee. Special meetings may be called by the Chair, or Vice-Chair as directed by the Chair, or by three members of the Board of Directors, as may be from time to time required to carry out the activities of the Board. All meetings are open to all MSLID members.

Section 2: Notice of Meetings.

There shall be at least fourteen days prior notice given in writing or by email to each Director for any regularly scheduled meeting. In the case of special meetings, written or electronic notice shall be given to Directors not less than three days previously. Special meetings are to have the meeting topic clearly identified. In either case, any Director may waive such notice by written or electronic notice to the Secretary.

Section 3: Quorum.

A majority of the Board of Directors duly serving shall constitute the necessary quorum for the transaction of business.

Article 10: Committees

Section 1: Appointment and records.

The Chair with the approval of a majority of the members of the Board of Directors at any regular or special meeting may create and appoint such committees as deemed necessary. The Chair of each such committee or committee Chair shall report to the Board of Directors their committee's progress.

Section 2: Funds.

Should any committee require funds for purposes of its work, the committee shall make application to the Board of Directors in writing with a full statement of the funds required and the purposes for which such funds are to be expended. Upon request of the Board of Directors, the committee shall meet with the Board at any regular or special meeting thereafter to review the request and secure approval of the same. No committee shall expend any funds without the approval of the Board of Directors of the MSLID. All funds secured by any formed committee shall be turned over to the Board of Directors. All disbursement of funds, for any committee, shall be dispersed by the Treasurer of the MSLID only after such approval is given by the Board of Directors.

Article 11: Annual Meeting of the District

Section 1: Time.

The Annual District Meeting shall be held on the first Saturday of August, unless changed by vote at the previous annual meeting.

Section 2: Notice.

The Annual Meeting shall be preceded by a minimum of two weeks' published notice in the Maple Lake Messenger, the minksomers.org web site, and by written notice mailed at least fourteen days in advance of the meeting to the Wright County Board, Corinna Township Board, the Minnesota Pollution Control Agency, and Commissioner of Natural Resources. If there is a proposed project funded by the District having a cost in excess of \$5000, fourteen days written notice will be given to all property owners within the assessment district.

Section 3: Agenda.

At the Annual Meeting the District property owners present shall:

- a. Elect one or more Members to fill vacancies in the Board of Directors;
- b. Approve a budget for the fiscal year
- c. Approve or disapprove proposed projects projected by the District to have a cost to the District in excess of \$5000
- d. Take up and consider other business that comes before them
- e. Approve taxes or assessments to satisfy budget requirements.

Section 4: Annual Report.

Each year the Board of Directors shall prepare and file a report of the financial condition of the District, the status of all projects in the District, the business transacted by the District, other matters affecting the interest of the District, and discussion of the Directors intentions for the succeeding years. Copies of the report shall be transmitted to the Wright County Board, Corinna Township Board, the Commissioner of Natural Resources, and the Minnesota Pollution Control Agency within four months after the Annual Meeting.

Article 12: Special Meetings

Section 1: Special meetings of the MSLID may be called to discuss pending matters with the same notice required for the Annual Meeting, with the written notice to property owners being two weeks.

Article 13: Fiscal Year

Section 1: The District fiscal year shall be a calendar year starting January 1 and ending December 31.

Article 14: Expenditure of District Funds

Section 1: Approval.

All projects and expenditures must be submitted to the Board of Directors. All expenditures must be approved by a majority vote of the Board of Directors.

Section 2: Projects in Excess of \$5000.

All projects in excess of \$5000 must first be approved by the Board of Directors and a majority vote of the Membership at the District's Annual Meeting, or a special meeting of the District.

Section 3: Audit.

There shall be an annual independent audit of financial records, submitted to the Chair prior to the Annual Meeting.

Article 15: Amendment of By-Laws

Section 1: These By-Laws may be amended at any annual or special meeting for which due notice has been given and when such amendment has been approved by a majority of the Board of Directors and approved by majority vote of the Members at any annual or special meeting.

Article 16: Parliamentary Procedure

Section 1: The rules contained in the current edition of *Robert's Rules of Order (Revised)* shall govern the convention in all cases to which they are applicable and which are not governed by the By-Laws of the District.

Article 17: Liabilities

Section 1: It is implicitly understood that the MSLID Board of Directors assumes no responsibility or liability for the well-being of any member or representative of a member attending, managing or participating in meetings or any other functions of the District.

Section 2: No Director, former Director, nor any authorized agent of the District shall be liable in any manner to the District or any person or group for any loss or damage sustained as a result of action taken or omitted to be taken by said Director or agent in good faith, if he/she exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs.

CERTIFICATION

Voted and approved by the Membership on August 6, 2016

..... Chairman

.....Secretary

Addendum: Addresses for mailings

Wright County Board of Commissioners

10 2nd St. NW.

Buffalo, MN 55313

Corinna Township

9801 Ireland Ave. NW.

Annandale, MN 55302

Minnesota Department of Natural Resources

500 Lafayette Rd.

St. Paul, MN 55155

Minnesota Pollution Control Agency

520 Lafayette Rd.

St. Paul, MN 55155

Maple Lake Messenger

218 Division St.

Maple Lake, MN 55358

MSLID

PO Box 81

Maple Lake MN 55358