

**TAMS Bylaws**  
(Updated 10-12-2019)

**The Association of Mink and Somers Bylaws**

**ARTICLE I                      Name**

Section 1. The name of this organization shall be The Association of Mink and Somers (T.A.M.S) hereinafter designated as the "Association" and abbreviated T.A.M.S.

Section 2. The Association shall be governed by its Articles of Incorporation as outlined in these ~~by-laws~~.

**ARTICLE II                      Place of Business**

Section 1. The corporation's registered office is located at: ~~9180 Eden Prairie Road, Eden Prairie, MN 55347.~~ **Corinna Township Hall, 9801 Ireland Avenue NW, Annandale, MN 55302.** The mailing address is T.A.M.S. P.O. BOX 4, Maple Lake, MN. 55358.

**ARTICLE III                      Mission and Purpose**

Section 1. The Association is exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. The Association shall be organized as a non-profit corporation in accordance with Federal and State Laws.

Section 3. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, nor to any Director or Officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

**ARTICLE IV                      Objectives**

Section 1. To coordinate and develop local lake management practices for preserving and protecting the Mink-Somers Lakes ~~(hereinafter Lakes)~~.

To engage in educational and scientific activities which promote a public awareness of the Lakes and the watershed as ecological units.

To promote local **self-reliance** and implementation through state, local, resources, and Mink-Somers Lake Improvement District

To promote sound shore land management, soil-water conservation and pollution prevention and abatement efforts.

To keep members and the appropriate governing bodies educated and informed on the environmental, ecological, economic, and political issues that impact the Lakes and the watershed.

## **ARTICLE V                      Membership**

Section 1. The Association shall have one category of voting membership. Any person who is genuinely interested in and will foster the objectives of this association and/or who owns or has an interest in land adjacent to the Lakes shall be eligible for membership upon payment of annual dues.

Section 2. There shall be one vote per **paid** membership.

Section 3. The annual dues shall be in the amount of \$25.00 each year, unless changed by a majority vote of the members at the annual meeting.

Section 4. The membership year of the Association shall be a 12 month period from ~~June 1, to May 31.~~ **January 1 to December 31.**

## **ARTICLE VI                      Board of Directors**

Section 1. Election of Directors. The Corporation shall be managed by the Board of Directors. The Corporation shall have 5 Directors, which shall consist of ~~duly elected officers~~ **a chair, vice chair, secretary, treasurer, and director.** ~~and the Past President.~~ **There shall be an election at the annual meeting in June each year for expiring director terms to be voted on by TAMS members. Three directors hold 3-year terms, two directors hold 2-year terms. All offices will be determined at the organizational meeting after election.** ~~Directors shall be elected annually at the annual meeting of the Members. Each voting Member may vote for up to 5 Directors. No voting Member may cast more than one vote for a single director. Each Director shall be elected to serve for one year from and after July 1st or until a successor has been elected and qualified. Members need not be riparian owners.~~

Section 2. The **chair** President shall have general supervision of the affairs of the Association. He/She shall ~~appoint the initial Chairs of all Committees, and~~ may serve as an ex-officio member of **any committee** ~~all committees.~~ He/She shall see that all **by-laws** and any rules, regulations and policies as may be adopted. He/She shall execute all contracts.

Section 3. The **vice chair** President shall assist the **chair** President and shall preside at meetings of the **association** and in the absence of the **chair** President may serve as an ex-officio member of **any committee** ~~all Committees.~~ He/She shall perform such other duties as may be assigned by the **board** and/or the **chair** President. **The vice chair is responsible for overseeing individual committees.**

Section 4. The **treasurer** shall be responsible for the financial affairs of the **association.** He/She shall receive all funds paid to the **association** and shall pay all bills incurred by the **association** as authorized by the **board.** **The treasurer** He/She shall make a report at the **annual meeting** of the **association** on the financial affairs of the **association.** The **treasurer** shall serve as **chair** of any **finance committee.** All checks by the **association** shall be signed by the **treasurer or the chair,** ~~and co-signed by the President.~~ All **association** funds shall be deposited to the credit of the **association** in a financial institution approved by the **board.**

Section 5. The **secretary** shall prepare minutes of all the meetings of the **association** and the **board.** He/She ~~The secretary~~ shall inform **board** members of **upcoming** scheduled or special meetings. He/She ~~The secretary~~ shall maintain all permanent records of the **association**

including minutes of committee meetings. He/She ~~The secretary~~ shall maintain an accurate listing of members of the association or shall work closely with any person who is maintaining such listing. He/She ~~The secretary~~ shall perform such other duties as may be assigned by the board or by the ~~chair~~. President.

~~Section 6. Terms: All Board Members shall serve two year terms, but are eligible for re-election for up to 3 consecutive terms. Board members are eligible to also serve on standing committees.~~

~~Section 7. The Past President shall serve on the Board and the Executive Committee following his/her term as President, for a term of one year. In the event of his/her resignation, the board may re-appoint the previous past President to serve the remainder of the term.~~

Section 8. **Code of Conduct.** The board shall strive to achieve the objectives of the association. Each Director ~~board member~~ shall act upon the business of the board in a thoughtful and conscientious manner. ~~Directors~~ **All board members** shall be **are** expected to take an active role in the promotion and development of the association.

Section 9. Vacancies. A vacancy in the board shall be filled by a majority vote of the remaining ~~Directors~~ **board members**. A ~~Director~~ **member** elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 10. The board shall serve without pay, but may be reimbursed for actual expenses while conducting association business, providing that these expenses receive authorization from the board. Expense reimbursement for non-board members shall be allowed with the prior approval of the board. All reimbursement expenses shall be submitted to the treasurer.

Section 11. Annual Meeting. The board shall hold its annual meeting each year ~~immediately after the annual election on a date specified by the Board.~~ **in June at Corinna Township Hall, 9801 Ireland Avenue NW, Annandale, MN 55302, unless otherwise announced. The date in June shall be communicated via website and social media.** ~~No notice either to old or new members of the Board shall be required for the annual meeting nor for any regular meeting of the Directors designated by the Board.~~

Section 12. Special Meetings. Special meetings of the board ~~and membership~~ may be held upon three days written notice **by the board.** ~~upon the call of the President, Vice President, or any Director. Notice may be waived in writing before or after the time of such meeting, and attendance of a Director at a meeting shall constitute a waiver of notice thereof. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice of such meeting.~~

Section 13. Quorum. The presence in person, ~~but not~~ **or** by proxy, of a majority of **board members** ~~Directors~~ shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings. ~~and the act of a majority of the Directors present at any meeting at which there is a quorum, shall be the act of the Board.~~ However, if any vacancies exist, the remaining ~~Directors~~ **board members** shall constitute a quorum for the filling of such vacancies.

Section 14. Order of Business. The board shall determine the order of business at its meetings. In addition to the powers and authorities conferred upon them by these ~~bylaws~~, the board shall have the power to do all lawful acts necessary and expedient to the conduct of the business of the ~~association~~. Corporation.

**Section 15. Board Member Addendum. Each year a newly created addendum will be added to bylaws which list board members and term expiration date.**

## **ARTICLE VII      Committees**

Section 1. Committee formation: The board may create committees as needed, such as fund raising, public relations, data collection, water monitoring, etc. **The board will form standing committees determined by needs of the association.**

Section 2. Standing Committees of the Association shall be as follows:

Shoreline representatives (would like 2 or more from each lake)

Fisheries

Fundraising

Newsletter

Water Quality & Clarity, Vegetation

Water Patrol

Social

Section 3. The President shall appoint initial any vacant Committee chairs until such time as the Committees choose to elect their own Chairs. Any Association Member, including Directors may serve on any Committee, or be a Committee Chair. A Committee Chair may be removed for cause from the Committee Chair position by two-thirds vote of the Committee, or in such case as a Committee of One, by two thirds vote of the officers.

Section 2.4. No committee may expend any in excess of \$100 in association funds without board member's approval by vote. Budgeted expenditures are considered board authorized.

Section 3 5. Committee membership is open to all lakeshore owners. restricted to Association members: however, non-members may serve in an ex-officio, non-voting capacity.

Section 6. Quorum. The members present at any properly announced meeting shall constitute a quorum.

## **ARTICLE VIII — Meetings of the Association**

Section 1. An Annual Meeting of the Association shall be held in the spring, time and place approved by the Board. The Secretary or the Newsletter Committee shall give at least 10 days written notice of the Annual Meeting to the Association Membership.

Section 2. A Meeting in the fall will take place at a time and place approved by the board to review summer projects, solicit plans for the next year and attend to on-going projects. The Secretary or the Newsletter Committee shall give at least 10 days written notice of the Fall Meeting to the Association Membership.

Section 3. Special meetings of the Members shall be held upon request of the President, Vice-President, a majority of the members of the Board, or by written request of a majority of the Members. The business transacted at a special meeting shall be limited to the purposes stated in the notice of the meeting.

Section 4. Quorum. The presence, in person or by proxy of a majority of the Members entitled to vote at the meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting may be adjourned from time to time. The Members present at a meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The President, or in the President's absence,

~~the Vice-President, or any other person designated by the Board, shall preside at the meetings of the Members.~~

~~Section 5. Place. Meetings of the Members shall be held at Corinna Town Hall 9801 Ireland Avenue NW, Annandale MN 55302, unless otherwise announced.~~

~~Section 6. Notice of Meetings. Notice of meetings for Members for which separate notice is required shall be given to every voting Member of record as of 30 days before the date of a meeting of the Members. The notice shall contain the date, time, and place of the meeting. Notices for special meetings must contain the purposes for which the special meeting will be held. Notice of meetings shall be given at least 10 and not more than 30 days before the meeting.~~

## **ARTICLE IX- VIII**                      **Rules of Order**

All meetings of the Association and the Board shall be conducted in accordance with the latest edition of "Robert's Rules of Order," except where such conflicts with these **bylaws**.

## **ARTICLE X**                      **Fiscal Year**

The fiscal year of the Association shall begin on January **1** and end December **31**.

## **ARTICLE XI**                      **Dissolution**

The Association may be dissolved by a two-thirds vote of all members through mail balloting. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE XII**                      **Liabilities**

Section 1. It is implicitly understood that the **association** 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 **association**.

Section 2. No ~~Director~~ **board member**, former ~~Director~~ **board member**, nor any authorized agent of the **association** shall be liable in any manner to the **association** 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~~ **board member** 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.

## **ARTICLE XIII**                      **Amendment Procedures**

Section 1. Amendments to these **bylaws** may be initiated by recommendation of the **board** to membership and approved after 30 days notice by two-thirds (2/3) of the members voting at any meeting of the **association**.

**CERTIFICATION**

Voted and approved on this date of: \_\_\_\_\_

Chair            Dan Saurer \_\_\_\_\_

Vice Chair     Laura Swenson \_\_\_\_\_

Treasurer     Jen Poate \_\_\_\_\_

Secretary     Traci Lawman \_\_\_\_\_

Director       (TBD) \_\_\_\_\_

Addendum A - Board Members and Term Expiration Date. All positions are considered Director positions. Assignment of Chair, Vice Chair, Treasurer, Secretary and Director will be voted on by board members at the organizational meeting following election.

<u>Board Member</u>	<u>Position</u>	<u>Term Expiration</u>
Dan Saurer	Chair	2022
Laura Swenson	Vice Chair	2022
Jen Poate	Treasurer	2022
Traci Lawman	Secretary	2021
Open	Director	2021