

TAMS Bylaws

Approved 10-15-2022

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 (TAMS) hereinafter designated as the "Association" and abbreviated TAMS.

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

ARTICLE II Place of Business

Section 1. The corporation's registered office is located at: Corinna Township Hall, 9801 Ireland Avenue NW, Annandale, MN 55302. The mailing address is TAMS 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 Association shall inure to any member of the Association 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 Association, nor to any other private persons, excepting solely such reasonable compensation that the Association shall pay for services actually rendered to the Association, or allowed by the Association as reasonable allowance for authorized expenditures incurred on behalf of the Association

ARTICLE IV Objectives

Section 1. 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 and 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 January 1 to December 31.

ARTICLE VI Board of Directors

Section 1. Election of Directors. The Association shall be managed by the Board of Directors. The Association shall have 5 Directors, which shall consist of a chair, vice chair, secretary, treasurer, and director. There shall be an election at the annual meeting in October each year for expiring director terms to be voted on by TAMS members. Directors hold 2 year terms. All offices will be determined at the organizational meeting after the election.

Section 2. The chair may serve as an ex-officio member of any committee. 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 shall assist the chair and shall preside at meetings of the association and in the absence of the chair may serve as an ex-officio member of any committee. He/She shall perform such other duties as may be assigned by the board and/or the chair. 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 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. 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. The secretary shall inform board members of upcoming scheduled or special meetings. The secretary shall maintain all permanent records of the association including minutes of committee meetings. The secretary shall maintain an accurate listing of members of the association or shall work closely with any person who is maintaining such listing. The secretary shall perform such other duties as may be assigned by the board or by the chair.

Section 8. Code of Conduct. The board shall strive to achieve the objectives of the association. Each board member shall act upon the business of the board in a thoughtful and conscientious manner. All board members 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 board members. A 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 in October at Corinna Township Hall, 9801 Ireland Avenue NW, Annandale, MN 55302, unless otherwise announced. The date in October shall be communicated via website and social media.

Section 13. Quorum. The presence in person, or by proxy, of a majority of board members shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings. However, if any vacancies exist, the remaining 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.

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. No committee may expend any association funds without board members' approval

by vote. Budgeted expenditures are considered board authorized.

Section 3. Committee membership is open to all lakeshore owners.

ARTICLE 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

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

ARTICLE XI Dissolution

Section 1. 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 board member, former 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 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: *October 15th, 2022*

Chair *Sandy Braun*

Vice Chair *Gail Hurley*

Treasurer *Sara Smuder*

Secretary *Tina Pavloff*

Director *Laura Swenson*

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.

Board Member Position Term Expiration

Sandy Braun Chair 2023 Gail Hurley Vice Chair 2024 Sara Smuder
Treasurer 2024 Tina Pavloff Secretary 2023 Laura Swenson Director 2024