BYLAWS

Shavers Lake Preservation Association

(July 6, 2025)

ARTICLE I MEMBERSHIP

1. Any individual, partner or representative of a corporation that regularly uses Shavers Lake and who subscribes to the Constitution and Bylaws of the Association is eligible for membership and voting rights in the Association. (one vote per member or corporation) A corporation may designate one representative to cast its single vote on its behalf by written notice to the Secretary.
2. Supporting Membership - Such other people, not eligible under paragraph one above, as may be accepted for membership by the Board of Directors, but such person shall not have voting rights.
3. Dues shall be determined by the Board of Directors and may vary by membership class.

ARTICLE II MEETINGS

1. An annual meeting of members shall be held at such time and place as the Board of Directors designates.
2. A special meeting may be called at any time for any purpose by the Board of Directors or the President and shall be called at the written request of twenty percent (20%) of the members.
3. Notice of the annual Association meetings shall be published for all members at least ten days prior to the date of the meeting. The notice shall state the time, place, and purpose of the meeting.
4. A quorum at any meeting of members shall be those in attendance. A member may vote in person or by written proxy via email or physical signature.
5. The President or in his or her absence the Vice President shall preside at meetings. Roberts Rules of Order shall be the authority on questions of order not provided for in the Bylaws. Meetings of the Association may be held in person or via remote communication platforms, provided that all participants can hear and interact in real time.

ARTICLE III OFFICERS

1. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer.
2. The officers shall be elected by the Board of Directors annually.
3. All officers shall be elected for a three (3) year term and may be re-elected for a second three (3) year term immediately. After serving two terms, an officer may be re-elected to the same office after a term out of office.
4. The duties and responsibilities of the officers are:

   President. The President shall be the chief executive officer, shall have general management of the business of the Association, and shall see that all orders and resolutions of the members and the Board of Directors are effected. The President shall be a member of all committees and shall have general powers and duties usually vested in the office of the organization.

   Vice President. The Vice President shall assist the President in the business of the Association. In the absence of the President, the Vice President shall perform the duties of the President.

   Secretary. The Secretary shall be responsible for recording all proceedings of all meetings, all votes, and shall keep minutes of all proceedings. The Secretary shall also issue communiqués to the membership.

Treasurer. The Treasurer shall have custody of the Association's funds and shall keep full and accurate accounts of receipts and disbursements in the books of account belonging to the Association and shall deposit all monies or other valuable effects in the name of and to credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the President or the Board of Directors and shall render to the members at the annual meeting, or whenever they require it, an account of the financial condition of the Association. In the case of death, resignation or removal from office, the Treasurer, all books, papers, money, vouchers and other property belonging to the Association shall be surrendered to the Association. The day-today duties of the Treasurer may be delegated to the Executive Director under the supervision of the Treasurer.

5. If an office becomes vacant, such a vacancy may be filled by the Board of Directors.
6. Officers must be current members of the Association in good standing at the time of their election or appointment.

ARTICLE IV DIRECTORS

1. General – the Board of Directors shall have entire authority over the activities, administration and assets of the Association. Board members must be members of the Association unless otherwise authorized by the Board. The Board shall have the power to take any action it deems in the best interest of the Association, so long as that action is not contrary to law, the articles of incorporation, or bylaws. The Board, at its discretion, may conduct a membership vote on certain matters.
2. The Board of Directors shall meet at least quarterly.
3. Each Director shall have one vote on all issues before the Board of Directors.
4. A quorum of the Board of Directors shall consist of 50% of Directors.
5. The Board of Directors shall be responsible for the conduct of the business and affairs of the Association and is particularly charged with the responsibility of maintaining awareness of conditions within the area which may warrant Association involvement, and for taking such action as it deems necessary to provide a response appropriate to the interest of the Association membership. The Board shall have the authority to assure the efficient and proper operation of the affairs of the Association provided that such rules and regulations are not inconsistent with the Constitution and Bylaws.
6. Meetings of the Board of Directors shall be open to members of the Association and to others at the invitation of the Board. Board meetings may be held via virtual platforms or other means of real-time communication.
7. The Board of Directors shall keep the membership regularly informed, including through annual and regular communications with members.
8. New members to the Board of Directors are appointed by the Board of Directors and serve terms determined by the Board of Directors. Unless otherwise determined by a vote of the members, all Directors shall be appointed by the existing Board of Directors. Directors may serve renewable terms as established by Board policy.
9. Removal of Board Member:
   The Board may remove any Officer or Director, with or with cause, by two-thirds (2/3) roll call vote of all Directors then in office, at any regular or special meeting of the Board, provided a written statement of the reason or reasons shall have been mailed or e-mailed to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.
10. Removal of Directors:

a. Modification. The provisions of this section apply unless a different method of removal is provided for in the articles or bylaws.
b. Removal by directors when there are members with voting rights. If there are members with voting rights, a director may be removed at any time, with or without cause, if:
    i. the director was named by the board to fill a vacancy;
    ii. the members with voting rights have not elected directors in the interval between the time of the appointment to fill the vacancy and the time of the removal; and
    iii. a majority of the remaining directors present affirmatively vote to remove the director.
c. Removal by directors when there are no members with voting rights. If there are no members with voting rights, a director may be removed at any time, with or without cause, by those directors eligible to elect the director.
d. Removal by members with voting rights. A director may be removed at any time, with or without cause, by those members eligible to elect the director.

ARTICLE V COMMITTEES

1. The Board of Directors may establish, define the duties, and provide for the appointment of members of such committees as may be necessary to carry out the business of the Association. Each committee shall include at least one Board member and may include general members or outside advisors as appropriate. Such committees may be continued or dissolved by the Board.

ARTICLE VI AMENDMENTS

1. These bylaws may be amended at any annual meeting or at any special meeting called for that purpose by a majority of the voting members present or casting a mail vote, provided that notice of the purposed amendment has been mailed to the membership at least ten days before the meeting.

ARTICLE VII CONFLICT OF INTEREST

1. The Association shall adopt and enforce a Conflict-of-Interest Policy applicable to Directors, Officers, and key volunteers. Each Director and Officer shall annually complete a disclosure statement and abstain from voting on any matter where a conflict exists.

ART*ICLE VIII* INDEMNIFICATION

1. To the fullest extent permitted by Minnesota law, the Association shall indemnify its current and former Directors, Officers, and agents against any liabilities and expenses incurred in connection with their role in the Association, provided they acted in good faith and in a manner reasonably believed to be in the best interests of the Association.