

BY-LAWS
OF
KORONIS LAKE ASSOCIATION, INC.

ARTICLE I: NAME

Section 1. The name of the Corporation shall be Koronis Lake Association, Inc.

ARTICLE II: PURPOSE

Section 1. The Corporation shall promote and maintain the environment, economic, and recreational protection of Lake Koronis and vicinity to enhance the quality of life for all residents and visitors.

Section 2. The Corporation shall work in conjunction with federal, state, and local agencies, public and private, to maintain and improve the quality of the lake.

Section 3. The Corporation shall provide educational resources relating to the protection and quality of Lake Koronis and its wildlife.

Section 4. The Corporation shall inform the general membership of civil concerns relating to the purpose of the Corporation.

Section 5. The Corporation shall be a nonprofit, non-stock Corporation.

ARTICLE III: MEMBERSHIP AND MEETINGS

Section 1. MEMBERSHIP. Membership shall be open to all interested parties who share a concern for the purposes of the Corporation.

Section 2. ANNUAL MEETING. The Annual meeting of the Board of Directors and the membership of the Corporation shall be held on the first or second Saturday of July each year to be held at such place and time as the Board of Directors shall designate.

Section 3. SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION. Special meetings of the members of this Corporation may be held at the call of the President or by two members of the Board of Directors upon written request in writing by registered mail or delivered in person to the President, Vice-President, or Secretary. It shall be the duty of such officer forthwith to cause notice to be given to the members of this Corporation of the meeting to be held at such time as such officer may fix. The notice will be given either by mail or public notice not less than seven (7) days prior to such meeting time. Upon obtaining 10 current dues.

paying member signatures of the Corporation and presenting the signatures along with the subject and rationale for a special full membership meeting to any Board member and if resolution is not reached at a regular Board meeting, a Special meeting will be called of the full membership of the Corporation.

Section 4. QUORUM. Ten (10%) percent of the membership of the Corporation shall constitute a Quorum for the transaction of business at any Annual Meeting or Special meeting of the membership. The acts of a majority of the Quorum present at a meeting of the membership shall be the acts of the total membership.

ARTICLE IV: DUES

Section 1. No set due schedule exists, however, an annual donation is recommended due on or before the day of the Annual meeting in order to be a voting member in good standing with the Corporation.

Section 2. The Board of Directors has the right to assign an annual due if it is necessary to accomplish the purposes of the Corporation.

ARTICLE V: DIRECTORS

Section 1. NUMBER. The business of the Corporation shall be managed by a Board of not less than seven (7) nor more than eleven (11) Directors. The members of this Corporation, at their Annual meeting, shall determine the number of Directors to constitute the Board for the ensuing year.

Section 2. ELECTION. The Officers of the Corporation shall be President, Vice President, and Treasurer and such other Officers as the Board of Directors may from time to time designate. The Board of Directors shall elect such Officers annually at a meeting held as soon as possible following the Annual meeting of the membership of the Corporation. Any two of the Offices except those of President and Vice-President may be held by the same person. A Director may not serve more than two consecutive terms (6 years) in the same office.

Section 3. TERMS. Directors shall be elected at the Annual meeting of the Corporation and each Director shall be elected to hold office for three years and until his successor is elected and qualified. Director terms shall be staggered. The Secretary shall keep record of terms of each Director. Directors may be re-elected without limit.

Section 4. VACANCIES. In the event that any member of the Board of Directors shall resign, die, become disqualified or refuse to act as a director during his term of office, his successor shall be appointed by the remaining members of the Board, and each person so appointed, shall be a Director until his successor is elected by the members of this Corporation at their next Annual meeting or at any Special meeting called for that purpose. A Director becomes disqualified by non-attendance to 4 meetings consecutively, and/ or, non-participation in KLA

activities. In this situation a letter is to be sent by the Board to such Director indicating disqualification and a new member will be appointed by the Board to fill the vacancy.

Section 5. BOARD OF DIRECTORS MEETINGS. Board of Directors meetings shall be held as necessary to accomplish the goals of the Corporation. It is recommended that they meet monthly unless the Board so designates otherwise. Board meetings are open to the current dues paying members; however they may not vote on the business before the Board, but may comment on specific items if so invited to do so by the Board. Current dues paying members may be invited to be on the agenda by a Board member, at which they may give information pertinent to the agenda item. Current dues paying members may also request to be on a Board meeting agenda by requesting in writing, e-mail, or delivered in person to one of the Officers of the Corporation, not less than five (5) days, and prior to a Board meeting. The Officer will judge the appropriateness to take the subject to the Board meeting.

Section 6. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Special meetings of the Board of Directors, may be held at the call of the President or by two members of the Board of Directors upon written request in writing by mail, e-mail, or delivered in person to the President, Vice-President, or Secretary. It shall be the duty of such officer forthwith to cause notice to be given to the other Board members of the meeting to be held at such time as such Officer may fix. The notice will be given either by mail, e-mail, or in person not less than seven (7) days prior to such time.

Section 7. PLACE OF MEETINGS. Meetings of the Board of Directors shall be held at a place within or without the State of Minnesota as a majority of the members of the Board may from time to time determine.

Section 8. MAJORITY. At any Board of Directors meeting a majority of the Board members must be present for the transaction of business of the Corporation. Decisions of a majority of the Board of Directors present at a Board meeting shall be the acts of the Board of Directors.

Section 9. ACTION IN WRITING. Any action that might be taken at a meeting of the Board of Directors may be taken without such a meeting if done in writing or through e-mail and documented in the minutes at the next Board of Directors meeting.

Section 10. OFFICER AND DIRECTORS RESPONSIBILITIES. *President* - The President shall preside at all Annual, Board, and Special meetings of the Corporation and shall represent the Corporation at all official functions. *Vice President* - The Vice President shall, in the absence of the President, fulfill the duties of the President. Further, the Vice President shall fulfill other duties as designated by the President, the Board, or the general membership. *Treasurer* - The Treasurer shall maintain all revenues of the Corporation and shall disperse expenditures as designated by the Board or the general membership. The Treasurer shall be bonded, which may be at the expense of the Corporation. The Treasurer may direct the Secretary in the writing of Koronis Lake Association checks as appropriate. The Treasurer shall present a yearly report of income and expenditures at the Annual meeting of the Corporation. *Board Members* - Board members shall fulfill all duties as directed by the President, Board of Directors, or as determined through legal voting at a membership meeting.

Section 11. DUTIES OF DIRECTORS. In addition to those duties normally performed by Directors, the Board shall have the power to determine the policies, procedures, and By-Laws of the Corporation.

Section 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS. Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against reasonable costs and expenses incurred by him in connection with any actions, suits or proceedings to which he may be a party by reason of his being or having been a Director or Officer of the Corporation except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties as such Director or Officer. Members of the Board of Directors of this Corporation shall have no liability for any corporate obligations.

Section 14. ADDRESS. The Corporation shall maintain an address that is known and available to its membership.

ARTICLE VI: SECRETARY

Section 1. POSITION DESCRIPTION. . To facilitate the goals of the Corporation, at the discretion of the Board, the Secretary position can be a paid "staff" position. In this case the Secretary is a non -voting position and the Board has authority over hiring and firing this position. The secretary reports directly to the President.

Section 2. DUTIES. The Secretary shall record and maintain minutes of all Annual, Board, and Special meetings of the Corporation. The Secretary shall manage all routine correspondence of the Corporation. The Secretary shall maintain the corporate book and records. The Secretary, under the direction of the Board of Directors or President, may write Koronis Lake Association checks to cover the Corporation expenses. Routine checks may be written by the Secretary and will be under meeting review of the Board.

Approved: May 24, 2012 Date
Diane Kittenhouse President
Allen "Bert" Stan Vice President
Alan E. Allen Treasurer

Address of the Corporation on this date:

Koronis Lake Association
PO Box 333
Paynesville, MN 56362

<http://www.koronislakeassociation.org/>