

**Amended Constitution and By-Laws  
Of  
Eagle Lake Lakeshore Association  
Ottertail County, Minnesota**

**Article I. Name**

- A. This organization shall be known as EAGLE LAKE LAKESHORE ASSOCIATION.

**Article II. Purpose**

- A. The purpose of this Association shall be the care, preservation, and betterment of Eagle Lake and Eagle Lake Lakeshore property.
- B. This corporation is organized and shall be operated exclusively for charitable and educational purposes, all as contemplated and permitted by Sections 170(c) (2) and 501 (c) (3) of the Internal Revenue Code of 1986, and all future laws amendatory thereof and supplementary thereto (the "Code"). Within the framework the limitations of the foregoing, this corporation is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable and educational activities, causes, and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others, and, but only if and to the extent consistent with the foregoing purposes, to aid, assist, and contribute to the support of corporations, associations, trusts, foundations, and institutions (1) that are organized and operated exclusively for one or more purposes described in Sections 170(c) (2) and 501(c) (3) that are treated as exempt from federal income taxes under Section 501(a) of the Code.

For such purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contribution of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation herein above set forth, or any of them, and to lease, mortgage,

encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto. Provided, however, that all such powers of this corporation shall be exercised only so that the activities of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of Sections 170(c) (2) and 501(c) (3) of the Code.

### **Article III. Compensation**

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members as such, and no part of the net income or net earnings of this corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member or individual, but this corporation may pay reasonable compensation for services rendered and for supplies furnished to this corporation in furtherance of its purposes set forth in Article II hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. This corporation shall not lend any of its assets to any officer, director, or member of this corporation or guarantee to any person the payment of a loan by any officer, director, or member of this corporation.



#### **Article IV. General Membership Meetings**

- A. **Place.** Eagle Lake Lutheran Church, Faith Haven Youth Lodge or another place with adequate facilities, as designated by the board depending on availability.
- B. **Time.** One regular general membership meeting annually in June. (Special membership meetings may be called by the President of the Board)
- C. **Notice.** All general membership meetings (including special meetings) shall be posted to the web site prior to all meetings, stating the time, place and object thereof.
- D. **Quorum.** The presence at any meeting, in person or by \*proxy of 25% of the members entitled to vote shall constitute a quorum for the transaction of business. Each qualified member shall be entitled to one vote.

\* Proxy – see Voting Section

#### **Article V. Discriminate Membership**

The association shall not discriminate with respect to use, color, sex, or creed and shall consist of:

- A. **General.** There shall be (2) classes of members, - active and associate.
- B. **Active Members.** Shall include Eagle Lake lakeshore property owners, who have paid their annual membership dues.
- C. **Associate** This classification of membership shall include other than lakeshore property owners.  
These people shall be entitled to attend social functions upon payment of the Association's annual dues, but shall not be entitled to any voting privileges or have any right to provide input into any of the Association's policies.

#### **Article VI. Dues**

- A. Dues shall be determined by general membership vote and paid to the Treasurer.
  - 1. Dues statements shall be mailed to all members who have not yet paid their dues.
  - 2. When any member becomes one year in arrears with dues and at least two reminders have been sent without results, that person's membership shall be terminated.
  - 3. The funds of this organization shall be used for all reasonable and necessary costs in implementing the charitable purposes and programs adopted by the association; consistent with the provisions in Article III.
  - 4. Special donations can be requested for specific projects by a majority vote of the general membership present at a meeting, of which all members have been notified.

## **Article VII. Voting**

- A. Voting rights of active members – general membership meeting:
1. Prior to each meeting the membership secretary shall make and certify to the President a current and accurate list of all paid-up members who are entitled to vote.
  2. Each property owner or representative will be entitled to one vote, providing a membership has been purchased.
  3. Each property will be allowed only one vote regardless of the size of the property.
  4. A proxy vote from a member is recognized if legally notarized and presented to the Board prior to the meeting. It should be checked by the treasurer's records to make certain the membership is up-to-date.
  5. The Board reserves the right to review written or verbal requests which may necessitate changes in the voting privileges. The decision of the Board will be final.

## **Article VIII. Officers and Directors**

The officers, directors, and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation.

- A. The property and business of this Association shall be managed by its Board of Officers and Directors.
- B. Election of the Directors.
1. Two directors from each side of the lake shall serve on the Board, with one of the director's terms expiring annually.
  2. At the general membership meeting each side of the lake will caucus, with the ongoing director as chairman, and its members shall elect one Board member, to serve for two years, to represent their side of the lake.
  3. The division mark for each side of the lake is:
    - a. West Shore-Rosenquist Beach-37783 S.EL Road north to the outlet-14930 Martin Dr.
    - b. North Shore-From outlet-14620 Chickadee LN. east to fork in road-38780 N. EL Road
    - c. East Shore- Fork in road- 14997 E.EL Road south to "T" in road on hill-14061 E. EL Road
    - d. South Shore-From "T" -38799 west to Rosenquist Beach-37809
  4. No director can be elected to serve for more than three (3) consecutive two-year terms.



C. Officers of this Association will be:

- |                   |                             |
|-------------------|-----------------------------|
| 1. President      | 5. Membership Chairperson   |
| 2. Vice President | 6. Social Chairperson       |
| 3. Secretary      | 7. Immediate Past President |
| 4. Treasurer      |                             |

D. Election of Officers.

1. At the annual general membership meeting every other year, the membership shall elect its President, Vice President, Secretary, Treasurer, and the Membership and Social Chairpersons for a term of two years.
2. The President and Vice President cannot be elected to serve more than two (2) consecutive terms in each respective position.

E. Board of Officer and Directors meetings.

1. The regular meetings of the Board of Officers and Directors shall be held at such time and place as determined by the President.
2. Annually the Board shall set the exact dates for the next year's general membership meeting (the secretary so records, for future use in notices to the web site for members).
3. Special meetings of the Board may be called by the President at any time and also shall be called by him/her whenever requested to do so in writing by any member of the Board. Notice of special meetings may be given to each Board member personally or by phone or email at least five (5) days prior to the meeting. A special meeting may be called without notice if a full Board convenes and all agree to the holding of the meeting at such time and place and waive all rights of notice thereof.
4. At all meetings of the Board, a majority shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Officers and Directors present at any meeting at which there is a quorum, shall be the act of the Officers and Directors.
5. Each member of the Board shall be entitled to a vote on any matter before the Board.
6. The President may vote only in case of a tie.

## **Article IX. Order of Business**

### **A. General Membership and Board of Directors Meeting.**

1. President calls the meeting to order
2. Secretary reads past Minutes unless an approved motion to dispense from reading if copies of minutes are made available – General Membership and Board Meetings.
3. Treasurer's Report
4. Report from Officers and Committees
5. Old Business
6. New Business
7. Consideration of Communications
8. Election of Board of Officers and Directors when appropriate
9. Motion to adjourn

### **B. Parliamentary Procedure**

1. On Questions of parliamentary procedure not covered by these By-Laws, Roberts Rules of Order will prevail.

## **Article X. Duties of Officers and Directors**

### **A. Directors**

1. To attend all general membership meetings and Board meetings.
2. Unless otherwise delegated, it is the duty of the Officers and Directors to carry out the wishes of the general membership—approved motions.
3. It is the Directors' duty to notify the Membership Chairperson of any changes in ownership of property on their side of the lake. The name of the past owner and the name and address of the new owner should be stated.
4. Other duties as assigned by the President or the Board.

### **B. Officers**

#### **The President:**

1. Shall preside over all general membership and Board of Officer and Directors meetings and see that the function and actions adopted by the Association are carried out promptly.
2. Call special meetings when requested to do so, or if he/she deems it necessary.
3. Shall perform such other duties as from time-to-time may be assigned to him/her by the Board of Directors.
4. Shall have his/her signature, with that of the treasurer, on all bank accounts.
5. Shall be an ex-officio member of all committees.
6. Shall act as liaison for the Association with the Eagle Lake Township board, or appoint someone.
7. Shall appoint a nominating committee for the following year.
8. Shall appoint two (2) members to be auditors as necessary.



**The Vice President:**

1. Gives all assistance possible to the President.
2. Presides at general membership and Board meetings when the President is absent.
3. If the President does not complete the term of office, the Vice President assumes the Presidency.
4. Mails out a Welcome Letter to all new property owners and invites them to join the Eagle Lake Lakeshore Association.
5. When possible, makes a personal call on newcomers and non-members.

**The Secretary:**

1. Shall record all minutes of the general membership and Board of Officers and Directors meetings.
2. With the help of the Membership Chairperson, it is the duty to keep a current address list of all property owners.
3. Shall answer all communications.
4. Shall read the Minutes of the past meetings at the general membership and Board of Officers and Directors meetings unless a motion has been approved to waive the reading of the minutes.
5. Shall call Roll and keep records thereof.
6. Shall read all communications at the meeting.
7. Shall keep track of all votes.
8. After the general meeting, the Secretary shall mail a current list of names and addresses of the Board members to the same, along with a copy of their duties.
9. The Secretary shall not have a term limit.

**The Treasurer:**

1. Shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association.
2. Shall deposit all monies at a depository chosen by the Board at the general meeting.
3. Shall pay all bills as directed by the Board of Officers and Directors.
4. Shall give a financial report at the general membership and Board meetings.
5. Shall provide the Secretary with a list of members who have not paid their dues by February 1, so dues statements for those members can be mailed.
6. At the completion of two (2) year terms and at the end of their term of office, work with two (2) auditing members (appointed by the President) who will examine the books of accounts of the Association and certify to the Board and members the annual balances.
7. The Treasurer shall not have a term limit.

**The Membership Chairperson:**

1. Keeps an accurate list of all property owners and their addresses (in case one is lost there are always two people with an address list).
2. At the general membership meeting in June, collect dues for the following year, keeping a record of those who paid and a list of new names and addresses.
3. Turns over to the Treasurer the dues with the names of those who paid.
4. Provides the Secretary with the names and addresses of new members and/or any address changes of members.
5. Update the ELLA Emergency Directory and provide updated copies periodically to the Fire Departments at Ashby and Battle Lake, the Ambulance at Ashby and Fergus Falls, and the Sheriff's Office in Fergus Falls.
6. The Membership Chairperson shall not have a term limit.

**The Social Chairperson:**

1. At the general meetings such Chairperson is in charge of purchasing and preparing refreshments.
2. If the general membership votes to have a social event, he/she is responsible for organizing it. He/she may ask for volunteers or for the President to appoint a committee to help.
3. The social chairperson shall not have a term limit.

**Article XI. Capital Structure**

This corporation shall have no capital stock, either authorized or issued.

**Article XII. Dissolution**

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this article X, any remaining assets shall be distributed to and among such one or more corporations, associations, trusts, foundations, and institutions that are then in existence, that are exempt from federal income taxes under Section 501(a) of the Code, that are organized and operated exclusively for one or more purposes described in Sections 170(c) (2) and 501(c) (3), of the Code, and that are described in Section 501(c)(3) and in Section 509(a)(1), (2), or (3) of the Code, all in such proportions as shall be determined (1) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Minnesota then in existence to be conducted under court supervision, or (2) by a court of competent jurisdiction if the dissolution of this corporation is required by the laws of the State of Minnesota then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article X, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitation.



### **Article XIII. Rules**

- A. **Inspection of Books.** Members shall be permitted to inspect the books and records of the Association at all reasonable times.
- B. **The Fiscal Year.** This shall be January 1 until December 31 of each year.
- C. **Removal From Office.** A Officer or Director may be removed from office for:
  - Missing too many meetings.
  - Not carrying out their duties.
  - Abusing their office privileges.

Action of removal will be initiated by the President. A majority vote of the Board will be necessary in order to remove an elected person from office.

- D. **Vacancies.** If the office of any Board member becomes vacant by reason of death, resignation, disqualification, removal from office, or otherwise, the Board then in office, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term.
- E. **The Executive Secretary:**

An Executive Secretary may be hired for the Association as recommended by the Board with a salary to be determined.

  1. Shall carry out goals of the Association as determined at Board and general membership meetings.
  2. Shall give a report of activities at Board and general membership meetings.
  3. Shall provide the Board with a Record of Expenses, which must be approved prior to payment.
  4. Other duties as assigned by the President or Board.
  5. Shall be a non-voting member of the board.
- F. **Amendment to the By-Laws.** These By-Laws may be amended at any meeting of the members by a majority vote.

*Revised at the annual meeting: June 2021*

STATE OF MINNESOTA)  
 ) ss.  
COUNTY OF Otter Tail)

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of  
August, 2021, by [ name of incorporator]. ELLA

Stacy Christensen  
Notary Public

[SEAL]

Kellen Hoyer  
President, ELLA  
8/12/2021

