

BURNTSIDE LAKE ASSOCIATION BY-LAWS
Adopted at the Annual Meeting on August 2, 2014

By-Laws pertaining to corporation formed under Minnesota statutes regarding non-profit corporations whose Article of Incorporation is dated September 10, 1976:

Article #1: The name of this corporation shall be Burntside Lake Association.

Article #2: The purpose shall be to enhance, promote and protect the interest of property owners on Burntside Lake and the immediate watershed thereof; to protect the environment thereof; and to contribute to the recreational, social and civic welfare of the community.

Article #3: Its duration shall be perpetual.

Article #4: The location and post office address of its registered office in this state shall be Box 81, Ely, Minnesota 55731.

Article #5: The Board of Directors shall include 4 Officers (President, Vice-President, Secretary and Treasurer) and 10 Area Representative Directors elected to represent the interests of Members from each of the following Burntside Lake areas:

- East Arm (2)
- Central Section (2)
- West Arm (2)
- North Arm (2)
- Island or Water access Properties (2)

The operation of this corporation shall rest in the hands of the membership and its duly elected Board of Directors.

Article 6: The monies required to carry out the business of this corporation shall be acquired by dues, donations, and, if approved by the membership, special assessments from the membership. The rate of dues shall be set by the Board of Directors.

The fiscal year and membership year will be equal to the calendar year. Dues will be credited to the year they are received.

Article #7: The legal depository for the corporation shall be determined by the Treasurer and approved by the Board of Directors.

Article #8: There shall be no personal liability whatsoever of Members for corporate obligations.

Article #9: MEMBERSHIP; Membership eligibility in this corporation shall consist of property ownership in Burntside Lake. Membership is gained and held by paying annual dues.

Article #10: VOTING: Prior to a meeting of Members, the Officers will create from St. Louis County public records a list of all the unique parcel identification numbers on Burntside Lake. For each identified parcel only one vote may be cast on any issue by the parcel owner or by proxy. If there is more than one owner of a parcel, the owners must designate one Member or their proxy to cast the vote. If the same owner exists for multiple parcel identification numbers they will only have one vote.

Voting cards listing the parcel identifications will be issued to owners who are paid members or are their proxy holders during the registration time prior to the Annual Meeting or special meeting. A proxy holder must be a paid member.

If a special meeting is called between January 1 and the Annual Meeting, Members will be eligible to vote if they paid dues the previous year.

Article #11: VOTING BY PROXY; A Member may vote by proxy for Officers and Area Representative Directors and on any issues submitted to the membership for vote at the Annual Meeting or any special meeting called in accordance with these By-laws. A Member must be current in their dues to submit a proxy authorization.

Signed proxy authorizations may be mailed to the Secretary and must be received at least one day prior to the meeting. Proxies may be hand delivered to the Secretary on the day of the meeting. To be effective, a proxy authorization must be signed, dated and use the word "proxy" or otherwise state in substance that a named individual or a designated member of the Board of Directors, has the authority to vote on behalf of a Member. A voting card will be issued for every authorized proxy request.

Article #12: There shall be an Annual Meeting held the first Saturday of August of each year. This meeting date, time and place is subject to change at the discretion of the Board of Directors. The purpose of this meeting is to discuss the work of the corporation and elect its Officers and Area Representative Directors for the ensuing year.

Other meetings of the corporation can be called by the Board of Directors or by petition of 30% of the eligible voting Membership. Location of these meetings shall be set on a convenience basis. Notice to membership of all meetings shall be the responsibility of the Secretary

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

Article #13: In order to be elected, Officers and Area Representative Directors must be voting members in good standing. They shall serve until their successors have been duly elected and qualified, or removed as provided in the By-laws.

Members of the Board of Directors shall serve without remuneration.

The President shall convene regularly scheduled meetings of the Board of Directors, shall preside or arrange for one of the other Officers to preside at each meeting of the Board or Members in the following order: Vice-President, Secretary, or Treasurer. The Vice-President shall chair committees on special subjects as designated by the Board of Directors.

The Secretary shall be responsible for keeping records of Board actions, including overseeing taking of minutes at all Board Meetings, or Membership Meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member or Member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board and the Members.

Resignation from the Board must be in writing and received by the Secretary. A Board Member shall be terminated from the Board due to excess absences, more than two unexcused absences from Board meetings in a year. A Board Member may be removed for other reasons by three-fourths votes of the remaining Board Members.

A quorum of the Board shall consist of at least 40 percent of Board Members for business transactions to take place and motions to pass.

Terms for Officers and Area Representative Directors shall be two years. In order to provide continuity in administration, the Officers and Board Members will serve staggered terms. The President, Secretary, and one-half the Area Representative Directors will be elected during odd numbered years for a two-year term. The Vice-President, Treasurer, and the other half of the Area Representative Directors will be elected during even numbered years for two-year terms. Board of Director terms begin 1 day after the Annual Meeting.

Vacancies occurring in an elected position shall be filled by appointment by the remaining Board of Directors and that appointment will terminate at the next annual meeting.

A Nominating Committee shall be appointed by The Board and shall not include Board Members up for re-election. The Nominating Committee will present to the Membership at the Annual Meeting a slate of Officers and Area Representative Directors for expiring or vacant terms. In addition, candidates for Officers and Area Representative Directors positions may be nominated from the floor. Board of Directors must receive a majority of the votes cast be elected.

The Secretary who is in office at the time that any Annual Meeting is called to order will be responsible for taking and submitting the minutes of that meeting, including the results of the election of new Board Members. Election of Officers and Area Representative Directors will be the last item on the agenda at each Annual Meeting.

Article #14: By-Laws of this corporation can be altered at an Annual Meeting by a two-thirds majority vote of those Members present at the Annual Meeting. Meetings of this corporation shall be run according to "Roberts' Rules of Order".