

**ARTICLES OF INCORPORATION  
OF  
EMILY LAKES AND RIVER ASSOCIATION, INC.**

We, the undersigned, for the purposes of forming a corporation under and pursuant to the provisions of Chapter 317A of Minnesota Statutes, known as the nonprofit corporation act, do hereby associate ourselves together as a body corporate and adopt the following articles of incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be the "Emily Lakes and Rivers Association, Inc.", herein after called the Association.

**ARTICLE II  
CORPORATE PURPOSE**

**Section 1.** The Association shall be for the purposes of a nonprofit corporation organized under Chapter 317A of the laws of the state of Minnesota.

**Section 2.** The Association is formed for educational and environmental purposes as appropriate for organizations under Section 501 (c) (3) of the United States Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Such purposes shall include, but not be limited to, the protection and improvement of the lakes and their watershed. The objectives of the Association shall include, but not be limited to; stable water levels, high water quality, improving fisheries, education and sociability.

**Section 3.** The Association is organized to encourage wise use, management and preservation of the Emily lakes and rivers in order to maintain the delicate ecological balance which must be kept between the lakes, rivers and the adjacent shore land. The Association will work to keep these waters and their surrounding watershed in good condition. Further, the Association will consider, recommend and endeavor, through responsible means, to bring about appropriate actions and funding by agencies of government, private individuals and corporations, to realize effective management and preservation of these valuable resources.

**ARTICLE III  
CORPORATE ACTIONS**

**Section 1.** For the above purposes this Association shall have the power to acquire and receive funds and property of every kind, 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 to convey, transfer, and dispose of any funds and property and the income there from in furtherance of the purposes of this Association hereinabove 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 Association by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

**Section 2.** The Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**Section 3.** No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer or director of the Association, or any private individual (except that reasonable compensation may be paid for service rendered to or for the Association affecting one or more of its purposes), and no member, trustee, officer or director of the Association, or any private individual shall be entitled to share in the distribution of any of the Association assets on dissolutions of the Association. The Association shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE IV  
DURATION**

The duration of the Association shall be perpetual.

**ARTICLE V  
REGISTERED OFFICE**

The registered office of the corporation shall be located at P.O. Box 111, 39948 State Highway 6, Emily, MN 56447. The registered agent at that office shall be Frank Martin.

**ARTICLE VI  
INCORPORATORS**

The names and addresses of the persons acting as incorporators of the Association are as follows:

Frank Martin – P.O. Box 12, Emily, MN 56447  
Richard James – 21345 Damm Rd., P.O. Box 187, Emily, MN 56447

**ARTICLE VII  
DIRECTORS**

**Section 1.** The names and addresses of the initial Board of Directors are as follows:

Bonnie Fairchild 23223 North Shore Drive Emily, MN 56447	Richard James P.O. Box 187 Emily, MN 56447
Robert Haarman 23671 North Shore Drive Emily, MN 56447	Frank Martin P.O. Box 12 Emily, MN 56447
Michael Heinecke P.O. Box 422 Emily, MN 56447	Judith Peterson 23547 North Shore Drive Emily, MN 56447
Thomas Hintz P.O. Box 192 Emily, MN 56447	Jan Pope P.O. Box 116 Emily, MN 56447
Douglas Humphrey Little Pine Route Emily, MN 56447	

**Section 2.** The Board of Directors may take any action, other than an action requiring member approval, by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of which all directors were present; provided that all directors must be notified of the text of the written action prior to the signing by any of the directors.

**ARTICLE VIII  
BOARD TENURE**

The tenure of office for the first Board of Directors shall be until their successors are elected and qualified at the first annual meeting of the members in the year 2002, and thereafter as described in the By-Laws of the Association.

**ARTICLE IX  
MEMBERS LIABILITY**

**Section 1.** The members of the Emily Lakes and Rivers Association, Inc. shall have no personal liability for Associations obligations. The private property of the members of this Association shall not be held liable for any Association debts.

**Section 2.** The Association shall not have capital stock.

**ARTICLE X  
AMENDMENT OF ARTICLES**

Any three members of the Emily Lakes and Rivers Association, Inc. may propose amendments to these Articles, at least sixty days before the next meeting of the members, by setting forth the proposed amendment and direction that it be submitted for adoption at the next meeting of the members. A proposed amendment shall be adopted when two-thirds (2/3) majority of the members voting have approved the amendment. Members may vote absentee for the amendment(s) to these Articles of Incorporation.

**ARTICLE XI  
DISSOLUTION**

Upon dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to another Lake Association which would qualify under the provisions of Section 501 (c) (3) of the U.S. Internal Revenue Code and its Regulations as they now exist or as they may be amended.

IN WITNESS WHEREOF, we have subscribed our names as of the date subscribed below these signatures.

Franklin R. Martin  
Richard James

STATE OF MINNESOTA  
COUNTY OF CROW WING

The above document was acknowledged before me on this 28<sup>th</sup> day of January 2002, by Franklin R. Martin, President and Richard E. James, Treasurer, incorporators of Emily Lakes and Rivers association, Inc.

Joan Towne Wiggs  
Notary Public

DRAFT January 1, 2002  
By: Robert Haarman and Richard James

Official Stamp  
JOAN TOWNE WIGGS  
NOTARY PUBLIC MINNESOTA  
My Comm. Exp. Jan. 31, 2005  
Official Stamp  
STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED  
FEB 11 2002  
Mary Kiffmeyer  
Secretary of State

**BY-LAWS**  
**EMILY LAKES AND RIVERS ASSOCIATION**  
**(A Non-Profit Association)**

**ARTICLE I**  
**NAME**

The name of the association is the Emily Lakes and Rivers Association, hereinafter referred to as the "Association".

**ARTICLE II**  
**CORPORATE PURPOSE**

**Section 1.** The Association shall be for the purposes of a nonprofit corporation organized under Chapter 317A of the laws of the state of Minnesota.

**Section 2.** The Association is formed for educational and environmental purposes as appropriate for organizations under Section 501 (c) (3) of the United States Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Such purposes shall include, but not be limited to, the protection and improvement of the lakes and their watershed. The objectives of the Association shall include, but not be limited to; stable water levels, high water quality, improving fisheries, education, and sociability.

**Section 3.** The Association is organized to encourage wise use, management and preservation of the Emily lakes and rivers in order to maintain the delicate ecological balance, which must be kept between the lakes, rivers, and the adjacent shoreland. The Association will work to keep these waters and their surrounding watershed in good condition. Further, the Association will consider, recommend and endeavor, through responsible means, to bring about appropriate actions and funding by agencies of government, private individuals and corporations, to realize effective management and preservation of these valuable resources.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1. MEMBERS.** Any individual, partner, or representative of a corporation owning land within the watershed of the lakes and who subscribes to the Articles of Incorporation and By-laws of the Association is eligible for membership. The Board of Directors may accept other persons for membership, but such persons shall not have voting rights.

~~**Section 2. DUES.** Dues shall be for a calendar year and determined by the Board of Directors. Dues not paid by January 1 are past due. Dues paid October 1 and after are applied to the following year.~~

**Section 2. DUES. AMEMDED 2005**

Dues shall be for a calendar year and determined by the Board of Directors. Dues not paid by January 1 are past due. Dues paid by new members after June 1<sup>st</sup> shall be applied to the current year and the following year.

**ARTICLE IV  
MEMBERSHIP MEETINGS**

**Section 1. ANNUAL MEETING.** The Annual Meeting(s) of the members shall be held each year at a time and place fixed by the Board of Directors. Written notice of the Annual Meeting shall be given in the official publication of the Association, or by U.S. mail, at least ten (10) days in advance of the meeting, giving the date, time and place of the meeting. The members shall elect Directors and transact such other business as is necessary. A majority of the voting members present and voting shall decide all questions except as stated in Article XIV.

**Section 2. SPECIAL MEETINGS.** Special meetings of the members may be called at any time by three (3) Officers, by a quorum of the Board of Directors, or by written request of twenty percent (20%) of the members of the Association. Written notice of special meetings, stating the date, time, place and purpose, shall be given to all members at least ten (10) days in advance of the meeting, either in the official publication of the Association or by special mailed notice, in accordance with Section 317A.433, Minnesota Statutes.

**Section 3. WAIVER OF NOTICE.** Any member may waive notice of any meeting, before or after such a meeting, by signing a Waiver of Notice. Attendance of a member at a meeting shall constitute waiver of notice for that meeting, as well as a waiver of any objection to the place of the meeting or to the manner in which the meeting was called or convened, unless that member states the objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 4. QUORUM.** A quorum at meetings of members shall be ten (10%) of the members entitled to vote. Written proxies may be permitted at the meeting and shall count toward the quorum.

**ARTICLE V  
BOARD OF DIRECTORS**

~~**Section 1. NUMBER.** A nine (9) member Board of Directors shall manage the business and affairs of this Association. At the first annual meeting of members, following the adoption of these bylaws, Directors are to be elected in the following manner: three (3) Directors will be elected to a one year term, three (3) Directors will be elected to a two (2) year term, and three (3) Directors will be elected for a three (3) year term. Thereafter Directors will be elected for a three-year term.~~

**Section 1. NUMBER. AMENDED 2007**

A seven (7) member Board of Directors shall manage the business and affairs of this Association. Directors will be elected for staggered three-year terms.

**Section 2. REMOVAL.** Any director or officer who fails to attend three (3) consecutive scheduled meetings of the Board, or for non-feasence or misfeasance of their duties as a director, may be removed from office by a two-thirds (2/3) majority of the Board of Directors. A person so removed may petition the membership for reinstatement by a majority vote of the members present at the next meeting of the members at which a quorum is present. In the event of death, resignation or removal of a director or officer, the successor shall be appointed by the remaining members of the Board and shall serve for the balance of the term.

**Section 3. TERM LIMITS.** Directors may be elected to maximum of three (3) consecutive, three (3) year terms. After at least one (1) year off the Board, a person is eligible to be reelected to the Board of Directors.

**Section 4. ANNUAL MEETING.** The annual meeting of the Board of Directors for the election of Officers and for other business shall be held following the annual meeting of the members.

**ARTICLE VI  
NOMINATION AND ELECTION OF DIRECTORS**

**Section 1. NOMINATION.** Nomination for election to the Board of Directors shall be made by any member of the Association before or at the annual meeting of the membership. Those nominations made before the annual meeting should be presented to the President in writing. At the annual meeting the President shall call for nominations from the floor once, and thereafter shall close nominations.

**Section 2. ELECTION.** Election of the Board of Directors shall be awarded to the nominees receiving the most votes of the members present at the annual meeting, so long as a quorum is present. Written



ballots shall be used and proxy votes for absent members will be counted towards the quorum as well as the vote totals.

## **ARTICLE VII MEETINGS OF THE DIRECTORS**

**Section 1. REGULAR MEETINGS.** Bi-monthly meetings of the Board of Directors shall be held from April thru November with notice of time and place of meetings to be published in the Association newsletter or mailed notice ten (10) days in advance.

**Section 2. SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by any three (3) Directors. Written notice of special meetings shall be given by the Secretary or persons calling the meeting, by delivering written notice either personally or by mail at least five (5) days in advance of such meeting to each voting director. Such notice shall specify the place, date, time and purpose of the meeting.

**Section 3. WAIVER OF NOTICE.** Any Director may waive notice of any meeting, before or after such a meeting, by signing a Waiver of Notice. Attendance of a Director at a meeting shall constitute waiver of notice for that meeting, as well as a waiver of any objection to the place of the meeting or the manner in which the meeting was called or convened, unless that Director states the objection to the transaction of business because the meeting is not lawfully called or convened.

### **Section 4. QUORUM. AMENDED 2011**

A Quorum for the transaction of business shall be a majority of the Directors. Every act or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the action of the Board of Directors. ***Acts or decisions requiring immediate attention may be accomplished by e-mail or phone with a five (5) day notice to all the Directors and a majority of the Directors voting.***

**Section 5. OPEN MEETINGS.** Attendance at Board meetings is open to all members of the Association. The Board reserves the right to exclude others from the meetings.

**ARTICLE VIII  
DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. THE BOARD OF DIRECTORS** has unlimited power to appoint consultants, advisory committees, trustees, and/or ex-officio members to serve in any capacity that is consistent with the purposes of this Association. Any expenses associated with such appointments shall be budgeted in advance.

**Section 2. IT SHALL BE THE DUTY** of the Board of Directors to:

- A. Establish policies to govern the activities of the Association.
- B. Cause to be kept a complete record of all its acts, activities and financial transactions.
- C. Supervise all Officers and consultants of the Association, and to see that their work and activities are properly performed.
- D. Develop a budget for the Association each calendar year and an audit report on such budget.

**ARTICLE IX  
OFFICERS AND THEIR DUTIES**

**Section 1. ENUMERATION OF OFFICERS.** The Officers of the Association shall be a President, Vice-President, Secretary, and Treasurer and such other Officers as the Board may create or remove by resolution. The Treasurer need not be a Board member and, if not, shall not have voting privileges.

**Section 2. TERM.** The Officers of this Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year unless s/he shall sooner resign, shall be removed, or otherwise become disqualified to serve.

**Section 3. VACANCY.** A vacancy in any office may be filled by election by the Board from among its members. The officer elected to fill such vacancy shall serve for the remainder of the term of the officer s/he replaces.

**Section 4. DUTIES.** The duties of the Officers are as follows:

- A. **PRESIDENT.** The President shall preside at all meetings of the Board of Directors and of the members; shall see that orders and resolutions of the Board are carried out; and shall appoint all committees of the Board, subject to its approval.
- B. **VICE-PRESIDENT.** The Vice-President shall act in the place of the President in the event of his or her absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

- C. SECRETARY.** The Secretary shall: a) record the votes and keep the minutes of all meetings which shall be approved by the Board or by the members; b) prepare and give notice of all meetings of the members or the Board; c) keep and maintain all documents, files, reports, membership list, newsletters, and other information of the Association.
- D. TREASURER.** The Treasurer shall receive and have deposited in a bank account all monies of the Association and shall disburse such funds as directed by the Board of Directors; shall sign all checks and promissory notes of the Association along with other Officers authorized to sign by resolution of the Board; shall cause the annual budget, as developed by the Board, and a statement of income and expenditures to be presented to the membership at its annual meeting; and shall give a report of year to date income and expenditures to the Board at their meetings. The Treasurers books shall be audited by an Auditing Committee of the Board and their report shall be presented to the membership by the President at the annual membership meeting. The Treasurer may be bonded, for an amount determined by the Board, at the expense of the Association.

## **ARTICLE X COMMITTEES**

**Section 1.** The Board of Directors may establish, define the duties, and provide for the appointment of members of such committees as deemed necessary to carry out the business and objectives of the Association. Such committees may be continued or dissolved by the Board from time to time. The minutes of all committee meetings shall be made available to any member of the Board upon request.

## **ARTICLE XI SIGNATURES**

**Section 1.** All legal documents and papers authorized by the Board of Directors shall be executed on behalf of the Association by any two of the following: the President, Vice-President, Secretary, or one of these Officers, together with any other Board member, except as stated in Article IX, Section 4.D. of these bylaws.

**ARTICLE XII  
SEAL**

The Association shall not have a seal.

**ARTICLE XIII  
INSURANCE AND INDEMNIFICATION**

**Section 1. INSURANCE.** At the discretion of the Board of Directors, the Board may insure the Directors and Officers of the Association in the manner permitted by law.

**Section 2. INDEMNIFICATION.** Minnesota Statutes authorize indemnification of, and advances to, persons made, or threatened to be made, a party to a proceeding by reason of the person's former or present official capacity in the Association. The Association may insure its Officers and Directors accordingly.

**ARTICLE XIV  
AMENDMENTS**

**Section 1.** These By-laws may be amended at any annual meeting, or at any special meeting of the membership called for that purpose, by a three-fifths (3/5) majority of the voting members present or casting a mailed vote, provided that notice of the proposed amendment has been mailed to the membership or published in the Association newsletter at least ten (10) days before the meeting.

**ARTICLE XV  
CORPORATE RECORDS**

**Section 1. BOOKS AND RECORDS:** The Board of Directors shall cause to be kept: a) correct and complete books of account; and b) minutes of proceedings of the annual meeting of the membership, meetings of the Board of Directors and committees having any of the authority of the Board of Directors, and c) correct and complete copies of the Corporate Articles and Bylaws.

**Section 2. AUDIT:** The Board of Directors shall cause the records and books of account of the corporation to be audited at least once in each year and at other times, as it may

deem necessary or appropriate.

**Section 3. EXAMINATION BY MEMBERS AND DIRECTORS:** Every member or Director of the Association shall have the right to examine, in person, or, by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, all books and records of the corporation and to make extracts there from. The Association may seek a protective order or order of other relief as may be necessary to ensure the proper use of the Association's books and records. The Association may charge the requesting party a reasonable fee to cover the expense of providing copies of the documents under this section.

**Passed and adopted by the Initial Board of Directors this 10<sup>th</sup> day of August 2002.**

**Frank Martin, Initial President**

**Jan Pope, Initial Secretary**