

What follows are the amended and revised Bylaws and Articles for Lake Maud Association

**ARTICLES OF AMENDMENT**

**Lake Maud Association**

The undersigned, being President of Lake Maud Association, a Minnesota nonprofit corporation (the "Corporation"), does hereby certify that the board of directors and a majority of the members of the Corporation have resolved to amend and restate the Articles of Incorporation pursuant to the Corporation's Bylaws and Minnesota Statutes Sections 317A.133 in accordance with the following resolution:

Amendment and Restatement of Articles of Incorporation.

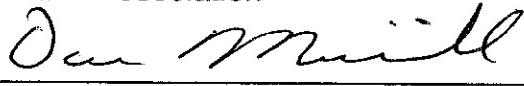
RESOLVED, that it is in the best interests of the Corporation to amend and restate its Articles of Incorporation ;

FURTHER RESOLVED, that the Articles of Incorporation of this Association be amended and restated as set forth on the attached Exhibit A; and

FURTHER RESOLVED, that Dave Morinville, President of the Association, be, and hereby is, authorized and directed to make and execute Articles of Amendment embracing the foregoing resolution and to cause such Articles of Amendment to be filed with the office of the Secretary of State of the State of Minnesota.

Dated: 06/21/2025

Lake Maud Association

By:  President

Dave Morinville

# ARTICLES OF INCORPORATION OF LAKE MAUD ASSOCIATION AMENDED AND RESTATED

These Amended and Restated Articles of Incorporation supersede the previous Articles of Incorporation as amended, and shall be the current Articles of Incorporation of the Corporation:

## BYLAWS OF LAKE MAUD ASSOCIATION

As amended and approved June 21<sup>st</sup>, 2025

### ARTICLE I. NAME, ADDRESS AND PURPOSE

**Section 1.** Name: The name of this corporation is Lake Maud Association (hereinafter "the Association").

**Section 2.** Address: The registered address of the Association shall be PO Box 383, Audubon, MN 56511

**Section 3.** Purpose: The purpose of this Association shall be as follows:

- a. To protect the environment in the Lake Maud area, including air, water, fish and wildlife;
- b. To promote water safety, highway safety and support law enforcement;
- c. To develop the recreational use of Lake Maud in an orderly fashion;
- d. To protect property, both public and private, from vandalism, waste and destruction;
- e. To sponsor special events of recreational, social, civic, community, educational and general interest for the permanent and seasonal residents of the Lake Maud area;
- f. To serve as a liaison between the permanent and seasonal residents of the Lake Maud area and township, county, state and federal governmental units;
- g. To perform such other functions for the general welfare of the permanent and seasonal residents of the Lake Maud area as the Board of Directors deems useful or necessary, including the ownership of real and personal property.

### ARTICLE II. MEMBERSHIP

**Section 1.** Eligibility for Voting Membership: All individuals (18) years of age and older who either own, lease or are custodians of property adjoining Lake Maud, and who are interested in furthering the purposes of this Association shall be admitted as voting members with one (1) vote per address upon payment of dues. Member voting rights in Association affairs shall be for the purpose of electing Directors, removing Directors, electing Officers, and for other business as determined by the Board. Each Membership shall have a single vote which will generally be exercised through personal

attendance at the meeting. Individuals who have an interest in joining the Association but who do not meet above qualifications (General Members or Membership) shall be admitted to a non-voting status upon payment of dues.

**Section 2.** Dues: Annual Membership dues of the Association shall be suggested by the Board of Directors and confirmed by a vote of the Voting Membership. Membership fees for each year shall be due and payable by May 1st of each year.

**Section 3.** Membership Contact Information: It is the sole responsibility of all Members to keep their Membership contact information current. The Member's email address will be used by the Association as primary means of identification and contact for each Membership. Any updates to this Member Contact Information shall be the sole responsibility of the Member by informing the Secretary of the Board in writing.

**Section 4.** Minnesota Human Rights Act (MHRA): The Association shall comply with the Minnesota Human Rights Act (MHRA) as the state law prohibiting discrimination in Minnesota and is enforced by the Minnesota Department of Human Rights (MDHR). The law prohibits discrimination in employment, housing, public accommodations, public services, education, credit, and business based on protected class, such as race, religion, disability, national origin, sex, marital status, familial status, age, sexual orientation, and gender identity.

### **ARTICLE III. ASSOCIATION COMMUNICATION**

**Section 1.** Meetings: The preferred method of official communication between the Association and Members will be meetings. When and where feasible physical meetings of groups of Members will give the opportunity for face-to-face deliberation on issues and supervision of voting.

**Section 2.** Email: Permitted by these bylaws, member email will be used for official notices and other official and routine communication. Where an email address is not able to be used, an exception will be managed by the Association Secretary. Members may receive notice of the Annual Meeting by U.S. mail by requesting such from the Association Secretary at least 30 days in advance of the meeting.

**Section 3.** Virtual Participation: Permitted by these bylaws and appropriate, audio, or audio-visual methods of electronic communications for meetings may be used in lieu of or in addition to physical meetings. Requirements for notices and quorums will apply the same as physical meetings.

## **ARTICLE IV. FISCAL YEAR**

**Section 1.** The fiscal year of the Association shall begin on January 1 and end on December 31.

## **ARTICLE V. MEETINGS OF MEMBERS**

**Section 1.** Association Annual Meeting: An annual meeting of Members shall be held in June at a time and place determined by the Board. Notice of meetings will be delivered to all Members via email or another method as approved by a majority vote of the Board, not less than ten (10), or more than ninety (90) days prior to the date set for the meeting. The notice will contain the meeting's purpose, location, date, and time.

**Section 2.** Special Meetings: Special meetings of the Association Members may be called at any time by the President, a majority vote of the Board, or a written petition of not less than twenty (20) percent of the Members, at a date, time and place set by the Board. Members wanting to call a special meeting may make a written request to the President, Vice-President or Secretary to call the meeting. Notice of special meetings will be delivered to all Members via email or another method as approved by a majority vote of the Board, not less than ten (10) nor more than ninety (90) days prior to the date set for the meeting. The notice will contain the meeting's purpose, location, date, and time.

**Section 3.** Quorum: At any regular or special meeting of the Members of the Association, the quorum necessary for the transaction of business shall be 51% of the voting Membership.

**Section 4.** Meeting Rules: All meetings of the Association, whether of the Membership, Board or Committees, shall be held and conducted in accordance with "Robert's Rules of Order."

## **ARTICLE VI. DIRECTORS**

**Section 1.** General Powers: The affairs of the Association shall be managed by its Board. The Board shall have the power to adopt rules and regulations governing the affairs of the Association subject to the provisions of these bylaws and laws of the State of Minnesota. The Board may appoint additional officers with titles, power, and duties as the Board may determine.

**Section 2.** Number: The Board of Directors shall have a minimum of 10 Directors. Maple, Shorewood, Isthmus, Newport-Lade, Dorff, and Morton Oaks beaches shall each be represented by one director; the remaining directors shall be the President, Vice President, Secretary and Treasurer.

**Section 3. Terms:** All Directors shall serve 2-year terms. The terms of the Directors shall be staggered each year so that approximately the same number of Directors terms expire each year.

**Section 4. Vacancy:** Vacancy occurring on the Board, other than by the removal of a Director by the Members or by the expiration of a term may be filled by a majority vote of the remaining Directors until the next annual meeting of the Members.

**Section 5. Removal:** Any Director elected by the Members may be removed by a vote of 66% of the Directors or a simple majority of the Voting Members for any reason by action at a regular or special Member meeting held in part or solely for that purpose.

**Section 6. Compensation:** The Directors receive no compensation other than reimbursement for reasonable and documented expenses. The Director's expenses are to be approved by the Board

**Section 7. Regular Meetings:** The Board of Directors shall meet at such time and notice as the Board may prescribe during the months of April through September unless it is deemed necessary by a majority vote of the directors to meet in other months. The Notice will contain the purpose, location, date, and time. Ten (10) days prior to each meeting, an email will be sent to all Association members with the opportunity to request a virtual link to the meeting if necessary.

**Section 8. Special Meetings:** Special meetings may be called by the President or a majority of the Directors. Notice of special meetings will be delivered to all Directors via email ten (10) days before the meeting. Ten (10) days prior to each special meeting, an email will be sent to all Association members with the opportunity to request a virtual link to the meeting if necessary. The Notice will contain the purpose, location, date, and time.

**Section 9. Quorum:** At any regular or special meeting of the Board, the quorum necessary for the transaction of business shall be 51% of the total Board.

## **ARTICLE VII. OFFICERS**

**Section 1. Officers:** The Association Officers shall be President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Voting Membership at the annual meeting. No officer may hold more than one office at a time.

**Section 2. Term:** Officers shall be elected annually by the Voting Membership for a two-year term.

**Section 3. Officers and Duties:**

A. President: The President of this Association shall be responsible for the supervision and execution of the Association affairs, included among these duties are the following:

a) Convene and chair meeting of the Membership

- b) Convene and chair meetings of the Executive Committee
- c) Appoint the organizational committees of the Association and designate chairpersons of such committees
- d) Supervise the process of enforcing the By-Laws of the Association
- e) Act as the official representative and spokesperson of the Association
- f) Call and preside over special meetings of the Association
- g) Have the capability of financial transactions along with the Treasurer
- h) Make emergency decisions for the Association
- i) Perform such other duties as the Executive Committee or the Association may direct.

B. Vice President: The Vice President shall perform the duties of the President in the President's absence, and perform any other duties so assigned.

C. Secretary: The Secretary shall:

- a) take or supervise the taking of minutes of all meetings of the Members and the Board,
- b) Provide all required meeting notices to the Association.
- c) Safely maintain custody of the minutes, corporate records, and historical records of the Association.

D. Treasurer: The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Association,
- b) Give receipts for moneys due and payable to the Association from any source whatsoever,
- c) Deposit all such moneys in the name of the Association in such bank or other depositories
- d) Supervise the books and records of all financial transactions of the Association as required by Minnesota and Federal law,
- e) Submit to the Members and Directors an annual Budget and an annual financial report of the condition of the Association's affairs in such detail directed by the Board of Directors.
- f) Provide a complete list of Members names and addresses eligible to vote at the annual meeting.
- g) Keep a current register of each member with name, address, phone number, email address, and any other pertinent information instructed by the board.

**Section 4. Removal:** Any officer elected by the Voting Members or appointed by the Board may be removed by a vote of 66% of the Directors or a simple majority of the Voting Members for any reason by action at a regular or special Member meeting held in part or solely for that purpose.

**Section 5. Vacancies:** A vacancy in any of the aforementioned offices shall be filled temporarily by the Board until the next annual meeting.

## **ARTICLE VIII. MEETING AND VOTING**

**Section 1. Meeting:** Any meeting among Directors may be conducted solely by one or more means of in-person or remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting as required for an in-person meeting, and if the number of Directors participating in the meeting by remote communication is sufficient to consist of a quorum at a meeting. Participation in a meeting by remote means of communication constitutes presence at the meeting.

**Section 2. Voting and Participation:** A Director may participate in a board meeting by means of conference telephone, video conferencing, or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by remote means of communication constitutes presence at the meeting. Electronic voting may be authorized by the Board for any vote at a meeting on any question put to the Members, Board or Committee.

**Section 3. Quorum:** Requirements for quorums when utilizing electronic voting will be the same as those for meetings.

**Section 4. Records:** A written copy of the results of all electronic votes will be filed and maintained in the permanent records of the Association.

**Section 5. Definition of Remote Communication:** Remote communication means communication via electronic communication, email, conference telephone, videoconference, the internet, or such other means by which the persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

## **ARTICLE IX. COMMITTEES**

**Section 1.** Purpose: Committee purpose(s) are designated and approved by the Board. Committee members need to be registered as Members and appointed by the Board and will serve at the discretion of the Board.

## **ARTICLE X. BOOKS AND RECORDS**

**Section 1.** Records: The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members, Board, and Committees.

**Section 2.** Member Review: All books and records of the Association may be inspected by any Member or attorney for any proper purpose.

**Section 3.** Annual Report and Request for Audit: The Treasurer shall provide an annual report at the regular meeting related to the annual income, expense and assets of the Association along with such other information the Board determines to provide.

## **ARTICLE XI. INCOME AND DISBURSEMENTS**

**Section 1.** Annual Dues: Annual dues shall be established by a majority of Voting Members at the annual meeting. Annual dues to be paid no later than May 1st to remain a Member in good standing with the Association.

**Section 2.** Checking Account: A checking account shall be maintained for all income and disbursements.

**Section 3.** Disbursements: Disbursements shall be authorized by the general Membership for programs and budget needs presented and approved at the annual meeting of the Association.

**Section 4.** Disbursement Authority: The Board of Directors, President or Vice President, shall authorize disbursements.

Disbursement Limits:

Board of Directors: up to \$500

Voting Membership over \$500

## **ARTICLE XII. AMENDMENT OF BYLAWS**

**Section 1.** These bylaws may be amended, altered, or repealed at any annual or special Membership meeting by a vote of 51% of the Voting Membership. Notice of the proposed changes

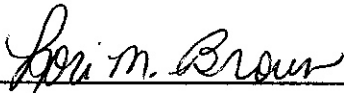
and the text of the proposed changes shall be made available to all Members no less than ten days prior to the meeting.

### **ARTICLE XIII. DIRECTOR AND OFFICER INDEMNIFICATION**

**Section 1.** The Association and Members shall indemnify and hold harmless all members of the Board, Directors, or former members of the Board or former Directors for errors or omissions alleged to have been committed by any such person while acting within the scope of their appointment as member of the Board or Officer and while acting in good faith and honesty in accordance with the best interests of the Association.

### **CERTIFICATION**

I do hereby certify that the above stated bylaws of the Lake Maud Association were approved by the Voting Membership on 06/21/2025 and the Association's Board of Directors on 06/21/2025 and constitute a complete copy of the bylaws of the Association.



Secretary: Lori M. Brown