



## Annual Meeting Minutes June 27th, 2009

### Board Member Attendance:

<input checked="" type="checkbox"/> Matt Boulay	<input checked="" type="checkbox"/> Keith Kluzak	<input type="checkbox"/>
<input checked="" type="checkbox"/> Sue Boulay	<input checked="" type="checkbox"/> Mike Kohser	<input type="checkbox"/>
<input checked="" type="checkbox"/> Larry Klante	<input type="checkbox"/> Jen Schulenberg	<input type="checkbox"/>
<input checked="" type="checkbox"/> Denise Klokow	<input checked="" type="checkbox"/> Fred Wenthe	<input type="checkbox"/>
<input checked="" type="checkbox"/> Dianna Kluzak	<input type="checkbox"/>	<input type="checkbox"/>

Along with the board members, there were about 35 members or interested parties in attendance.

### Introduction

Keith gave a short introduction and welcome.

### Cyrus Trail Ravine Project Update – Fred

Fred gave an explanation of the project and also explained some of the problems that arose during the spring thaw and how they were solved.

Jim asked about the maintenance required for the throttle plate and Fred said that it would be minor.

### Seining Report – Larry

Larry handed out a seining report and explained why it's good for the lake to have the seining done. Cathy Ingraham asked if they could slow down when seining and Larry said he would talk to the owner. There were a few questions about the fish being left in the nets for 4+ days after seining and Larry said he would have a conversation with the owner about stewardship.

Larry also brought up the suggestion that if anyone sees something in the lake during the winter, they should call a board member who can help get it out of the lake.

### Water Sampling – Keith

Keith gave an update on the water sampling that is being done periodically in Wolf Creek, County Ditch #9 and in the lake. He mentioned that last year Ditch #9 was significantly higher than Wolf Creek.

We have the worst phosphorus levels in Rice County. The lake sampling will help us document the fact that the lake needs help.

Someone asked if we could educate Rice County regarding the state of the Lake and Keith suggested we invite Jennifer Mocol-Johnson (Rice County Water Planner) to one of our board meetings.

Fred mentioned that we should ask Don Ingraham to get aerial photos of our watershed to see if we can determine areas that are violating the laws concerning distances from crops to the water.

### **Vote to Dissolve CLAA, start CLA – Keith**

Keith asked all members present to vote on the following 3 items:

1. To dissolve Circle Lake Area Association in order to start a new non-profit organization called Circle Lake Association.
2. Two updates to the Bylaws
  - a. Name change to Circle Lake Association
  - b. A new article (15) that states "The month that the annual accounting period ends shall be the 6th month of the year."
3. That we become a 501(c)(3) organization.

There were no members opposed to the 3 proposed items. Keith moved to approve the motion. Denise 2<sup>nd</sup>.

New Bylaws are attached to these meeting minutes with changes in red.

### **Open Board Positions - Keith**

Keith asked for volunteers for the 5 open board positions. The following people volunteered:

Bob Gilbertson  
Diana Lobo  
Roger Kluzak  
Denise Boulay  
Pete Fettig

### **Additional comments/questions**

Bryce asked if we could mark the shallow/hazardous rocks on the lake. We will discuss the purchase of buoys to mark the rocks at the next board meeting.

Denise Boulay suggested that we send a notice out to all lake owners in the winter to inform new residents of the association and allow them to join.

Someone suggested that we put timely information concerning weed cutting on the Circle Lake website.

**Meeting adjourned** at 5:14pm.

## Circle Lake Association Bylaws

### **ARTICLE 1: NAME**

Section 1.1. The name of this organization shall be the **Circle Lake Association**.

### **ARTICLE 2: PURPOSE AND GOALS**

Section 2.1. The Association shall promote the improvement, protection and preservation of the water quality, ecological balance and environmental health of Circle Lake, its watershed and vicinity.

Section 2.2. In furtherance of its goals, the Association shall work and share information with, and seek assistance and advice from

- relevant federal, state, county and local governmental agencies and departments;
- educational and civic organizations, such as sportsman clubs and lake associations or coalitions; and
- other individuals and organizations which, in the determination of the Association's officers and directors, share a concern for the objectives of the Association.

Section 2.3. In the furtherance of its goals and objectives, the Association shall, to the extent reasonable, endeavor to cooperate, engage in constructive negotiation and dialogue, and seek mutually beneficial outcomes, with: (a) residents; (b) landowners; (c) farmers; (d) proprietors of enterprises (industrial, agricultural, recreational or other); and (e) persons or entities who make use of public access areas; of or on Circle Lake, or in the Circle Lake area and watershed.

Section 2.4. The Association shall encourage its members, and other persons and organizations that share its goals, to seek out and consult informational and educational resources relating to the protection and quality of

- Circle Lake and its wildlife, ecology, ecosystem, watershed and vicinity; and
- lake ecosystems, conservation and water quality in general

Section 2.5. The Association shall inform its membership of issues and concerns (including, but not limited to, environmental, legal, political, economic matters) relating to and potentially affecting the purposes of the Association.

Section 2.6. The Association shall be a Minnesota nonprofit corporation.

### **ARTICLE 3: MEMBERSHIP**

Section 3.1. Membership shall be open to (a) any record owner or renter of real property that directly borders on Circle Lake, or any resident in a permanent dwelling on such land; or (b) any person with the right to use a non-public easement providing direct access to Circle Lake; and (c) upon the majority vote of a quorum of the Board of Directors, any interested parties, persons and organizations who share a concern for the purposes of the Association or with a specific interest in the quality of Circle Lake and its watershed.

### **ARTICLE 4: DUES**

Section 4.1. Members of the Association shall pay annual dues.

Section 4.2. The amount of the annual dues shall be determined and reviewed from time to time by the Board of Directors of the Association.

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Section 4.3. Annual dues shall be payable no later than immediately preceding the annual meeting of the Association to remain a voting member in good standing with the Association.

Section 4.4. On behalf of members of the Association who affirmatively consent in writing, the Association may collect and pay dues and membership fees to other organizations which, in the determination of the officers and directors of the Association, share, or a connection with may promote, the Association's objectives.

### **ARTICLE 5: BOARD OF DIRECTORS**

Section 5.1. The Board of Directors shall manage the policies and business of the Association. The minimum number of directors shall be three or, if the Association has fewer than three paid memberships, a number equal to the number of paid memberships. The Board of Directors shall determine the number of positions on the Board with 9 being the maximum number of directors.

Section 5.2. The Board of Directors shall meet at least quarterly, with (a) one meeting sufficiently prior to the annual meeting of the Association to set the agenda and provide sufficient notice to the members required by these bylaws, and (b) one meeting within 30 days following the annual meeting of the Association for the purpose of appointing officers pursuant to Section 6.1 of these bylaws. Attendance at Board meetings may be in person or by other means allowing substantially full participation and reasonably acceptable to the Board, including by telephone, Internet or other media.

Section 5.3. Regular or special meetings of the Board of Directors shall be held from time to time at the request of any one member thereof, provided that reasonable prior notice is given to all of the directors.

Section 5.4. A quorum of the Board of Directors shall consist of a majority of the directors.

Section 5.5. If necessary to comply with the requirements of Section 5.1 regarding the minimum number of Directors, or at the discretion of the Board, if a vacancy occurs on the Board of Directors by reason of death, resignation, removal or disqualification, the remaining directors, even if less than a quorum, shall appoint, by majority vote, a person to fill any vacancy occurring on the Board, who shall serve for the unexpired term of office or until such person's successor is properly appointed.

Section 5.6. Directors shall be elected at the annual meeting of the Association as set forth in Article 9, subject to the terms of this Section 5.6. During an initial phase-in of these bylaws, all Board of Director positions shall be up for election at the next annual Association meeting.

There will be 7 positions with the following terms:

2 positions for 1 year terms

2 positions for 2 year terms

3 positions for 3 year terms

After the initial phase-in period of these bylaws, each Board of Director position shall be for a period of 3 years.

Section 5.7. All Board meetings shall be open to any member of the Association, and members may present comments, questions and proposals to the Board. Only members of the Board may vote on matters before the Board.

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Section 5.8. Any director may resign at any time by giving written notice to the President, Vice President, and/or Secretary/Treasurer of the Association. Unless a later date is specified in the notice as the effective date of resignation, resignation shall take effect on the date of receipt of the written notice by the Association. Unless otherwise specified in such notice, acceptance of the resignation shall not be necessary to make it effective.

Section 5.9. In order to remove a director from office, the Board of Directors must first convene a special meeting in order to provide the opportunity for due discussion and deliberation of the matter before taking action. Notwithstanding the quorum requirements set forth in Section 5.4 of these bylaws, a minimum of two-thirds of all of the directors must vote to remove a director from office.

### **ARTICLE 6: OFFICERS**

Section 6.1. The Board of Directors shall elect from its members the officers of the Association. The officers shall execute the day-to-day affairs of the Association, as directed by the Board of Directors. The officers of the Association shall be a President, Vice President, and a Secretary/Treasurer.

Section 6.2. Duties:

A. The President shall preside at all annual, Board, and special meetings of the Association and shall represent the Association at all official functions. The President's other duties shall be those usually identified with the office, including the effectuation of tasks relating to the general operation and management of the Association, as ordered or approved by the Board of Directors.

B. The Vice President shall, in the absence or disability of the President, fulfill the duties of the President. The Vice President shall also give or cause to give notice of all meetings of the Association, and manage all routine correspondence of the Association including the routine collection of mail from the Association's post office box. Further, the Vice President shall fulfill other duties as designated from time to time by the President, the Board, or the general membership.

C. The Secretary

- Record and maintain minutes of all annual, Board, and special meetings of the Association
- Keep the Association's records and duly executed copies of its documents and instruments
- Perform all of the duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors, the President or the membership.

D. The Treasurer shall:

- Take charge and custody of, and be responsible for, all funds of the Association
- Receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks or other depositories as shall be selected or authorized by the Board of Directors
- If required by the Board of Directors for the faithful discharge of his or her duties, be bonded at the expense of the Association, in such sum and with such surety or sureties as the Board of Directors shall determine

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- Present a yearly report of income and expenditures at the annual meeting of the Association
- Perform all of the duties incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors, the President or the membership.

Section 6.3. Each officer of the Association shall hold office until the first meeting of the Board of Directors following the annual meeting of the Association or until his or her successor is chosen and is properly appointed in his or her place. Any officer may be removed by the affirmative vote of a majority of the Board with or without cause.

Section 6.4. If the office of any officer becomes vacant by reason of death, resignation, retirement, removal from office or otherwise, the Board may elect, by majority vote, a person who shall hold office for the unexpired term of the office.

Section 6.5. Any officer may resign his or her position as an officer (while retaining his or her position on the Board) at any time by giving written notice to the President, Vice President, Secretary and/or Treasurer of the Association. Unless a later date is specified in the notice as the effective date of resignation, resignation shall take effect on the date of receipt of the written notice by the Association. Unless otherwise specified in such notice, acceptance of the resignation shall not be necessary to make it effective.

### **ARTICLE 7: MEETINGS**

Section 7.1. The Association shall meet annually with the date and place set by the Board of Directors no later than 21 days in advance of the meeting.

Section 7.2. Special meetings may be called at the discretion of the Board of Directors. Notice of annual and special meetings must be sent or transmitted which will notify members in a reasonably timely and reliable manner, and must be sent no later than 15 days in advance of the meeting.

### **ARTICLE 8: ADDRESS**

Section 8.1. The Association shall maintain a post office box in a location reasonably convenient to the Association, to be determined from time to time by the Board of Directors. At the time of the adoption of these bylaws, the address of the Association shall be P. O. Box 147, Northfield, Minnesota 55057.

### **ARTICLE 9: VOTING AND QUORUM**

Section 9.1. Each paid membership, sometimes referred to in these bylaws as a member, is entitled to vote as set forth below. Each paid membership for a household/residence must designate who will be the voting member. One membership=one vote.

- *Generally:* Except as set forth in this Section 9.1, votes shall be determined by simple majority
- *Director Elections:* Subject to Section 5.6, members of the Association shall elect directors at the annual meeting of the Association. Each member shall be entitled to one vote for each vacancy on the Board.

Section 9.2. Proxy votes, authorized in writing, shall be allowed. Voting by proxy may be general or limited. Each proxy shall be duly signed and dated, and shall specify the meeting or

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meetings for which it is intended. All proxies shall be duly filed with the Secretary/Treasurer prior to any meeting for which they are intended.

Section 9.3. If a quorum is present, the vote, as set forth in this Article 9, shall be a valid act of the membership. A quorum shall consist of twenty-five percent (25%) of the general membership in attendance and voting, including allowable proxy votes.

### **ARTICLE 10: PARLIAMENTARY PROCEDURE**

Section 10.1. All meetings of the Association and the Board of Directors shall be conducted in accordance with *Roberts Rules of Order*, or by other means, which, in the discretion of the directors or the officer or Association member presiding over the meeting, will reasonably maintain order and efficient procedure.

### **ARTICLE 11: WRITTEN CONSENT AND APPROVAL**

Section 11.1. Where:

- (a) written consent of Association members, or
- (b) written approval of a director or officer of the Association is required by, or authorized pursuant to, these bylaws, facsimile, photocopied or electronic signatures shall have the same validity as original handwritten signatures.

### **ARTICLE 12: AMENDMENTS TO THE BYLAWS**

Section 12.1. Only the unanimous vote or consent of the Board of Directors may amend these bylaws.

### **ARTICLE 13 DOCUMENT RETENTION POLICY**

This policy provides for the systematic review, retention and destruction of documents received or created by the Association in connection with the transaction of association business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate the Association's operations by promoting efficiency and freeing up valuable storage space.

The Association follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

#### Association Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting Minutes	Permanent
Board Policies/Resolutions	Permanent
By-laws	Permanent

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Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	5 years
Accounting and Tax Records	7 years
Financial Statements	Permanent
Business Expense Records	5 years
Invoices	7 years
Sales Records (box office, concessions, gift shop)	5 years
Petty Cash Vouchers	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years
Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years
Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration



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### Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods are required on a regular basis.

### Emergency Planning

The Association's records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping CLAA operating in an emergency will be maintained on the site of the retaining board officer (president and/or secretary treasurer).

### Document Destruction

The Association's president is responsible for the ongoing process of identifying its records which have met the required retention period and for overseeing their destruction. Destruction of documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

### Compliance

Failure on the part of CLAA board members to follow this policy can result in possible civil and criminal sanctions against the Association and possible disciplinary action against responsible individuals. The board will periodically review these procedures to ensure that they are in compliance with new or revised regulations.

## **ARTICLE 14: ASSOCIATION DISSOLUTION**

In the event of dissolution of the Association, the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation to another organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

Preference will be given to the Tri-Lakes Area Association, and other qualifying organizations dedicated to soil and water conservation within the regions surrounding Circle Lake.

## **ARTICLE 15: ANNUAL ACCOUNTING PERIOD**

The month that the annual accounting period ends shall be the 6<sup>th</sup> month of the year.

**Adopted this 27<sup>th</sup> day of June, 2009**