

UPPER SOUTH LONG LAKE IMPROVEMENT DISTRICT

BYLAWS

Article 1: Establishment

This district is established under Minnesota Statute 103B.501 by the Crow Wing County Board of County Commissioners.

Article 2: Name of District

The name of this organization is: Upper South Long Lake Improvement District

Article 3: Definition of the Upper South Long Lake Improvement District

The Upper South Long Lake Improvement District is a nonprofit organization subject to applicable county, state, and federal laws.

Article 4: Purpose

The purpose of the Upper South Long Lake Improvement District is to provide a tax-based funding mechanism to monitor, maintain, and improve Upper South Long Lake's water quality and, thereby, to preserve the lake's fishing, shoreline, natural surroundings and recreational possibilities for all property owners and visitors.

Article 5: Membership

Section 1: Membership Qualification

District membership automatically comprises of the current legal owners of all properties located within Crow Wing County a fronting on Upper South Long Lake.

Section 2: Voting Rights

Each Member is entitled to one vote at the Annual Meeting of the District or any other Special District meetings when held.

Section 3: Votes

Votes at all membership meetings shall be cast in person.

Article 6: Funding

Section 1: Annual Funding

District expenses and activities including lake restoration and water quality projects will be funded by the levying of an ad valorem tax solely on the properties located within the District.

Article 7: Board of Directors

Section 1 – Board of Directors

The Board of Directors of the District shall consist of no less than five and no more than nine members. Each board member must own property within the Lake Improvement District, and a majority of the directors serving at any given time must be residents of the district.

Section 2: Initial Board of Directors

The initial Board of Directors of the District shall consist of five members as outlined within MN Resolution No. 200857 and approved by the County. The initial Directors shall be split into two groups; two serving a one-year term and three serving a two-year term at the discretion of the initial Board of Directors.

Section 3: Terms

After the initial year, Directors shall be elected each year at the Annual Meeting to serve a two year term as needed to fill any vacant Board positions. An annual term year shall coincide with the district fiscal year. No director may serve more than three successive two year terms without being absent from the board for at least one term year after serving the maximum of three terms.

Section 4: Nomination of Directors

Directors for open Board positions will be nominated by means of a “call for nominations” letter. This letter will be mailed to the general district membership five weeks prior to the annual meeting. Nominations must be sent back to the President within a two week period after the mailing. Nominations will be closed after this two week period. The President will contact nominees to confirm the acceptance of their nomination before they will be added to the ballot for that year.

Section 5: Election of Directors

Voting for directors will be by secret ballot. Ballots shall be mailed to each property owner within the district at least three weeks prior to the annual meeting. Ballots may be sent or delivered to the clerk of the board prior to or on the date of the annual meeting. Directors are elected with a majority of ballots cast. Where not defined by state statute or rule, property owners are defined by Crow Wing County.

Section 6: Vacancies

Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve the unexpired term of the director they are replacing.

Section 7: Removal of a Director

A director may be removed at any time by a two-thirds, 2/3, vote of the remaining directors or by a majority vote by members present at an annual meeting if a formal call for a vote to remove a director is made.

Section 8: Compensation of Directors

Directors shall serve on the board on a voluntary basis and will not be compensated for their time or incidental costs related to their participation in board related activities. The board may at their discretion reimburse an individual director for necessary expenses incurred on behalf of the District.

Article 8: Board Officers and Duties

Section 1: Officers

All officers of the Upper South Long Lake Improvement District shall be Directors.

Section 2: Officer Positions

The officers shall consist of four officers: President, Vice President, Secretary, and Treasurer.

Section 3: Election of Officers

Officers will be elected by the directors from among their number at the first board meeting following an annual meeting at which new directors are elected. Elections will be by secret ballot if more than one director is nominated for any office.

Section 4: Duties of Officers

a. The President shall preside over all board meetings as well as the Upper South Long Lake Improvement District Annual Meeting.

b. The Vice President shall preside in the absence of the President and perform duties normally associated with this office.

c. The Secretary shall keep accurate records of all meetings of the Board of Directors, and regularly submit minutes to the directors.

d. The Treasurer shall generate an annual financial statement of district expenditures, keep records of income and disbursement and send Crow Wing County approved bills to pay. The treasurer will perform all other duties normally associated with this office.

Article 9: Board Meetings

Section 1: Meetings

Directors are to hold at least one meeting annually in addition to the annual meeting of the district.

Additional meetings can be scheduled as needed by the President or by a majority of the remaining Board members.

Section 2: Notice of Meetings

There shall be at least ten days prior notice given to each director for any regularly scheduled board meeting. In the case of additional meetings, notice shall be provided at least three days prior to the meeting.

Section 3: Quorum

A simple majority of the directors currently serving shall constitute the necessary quorum for the transaction of business.

Article 10: Annual District Meeting

Section 1: Time

The Annual District Meeting shall be held each year during the month of July (to coincide with the District fiscal year) unless the meeting date is changed for the year by vote at the previous Annual Meeting.

Section 2: Notice

The Annual Meeting shall be preceded by a minimum of two weeks published notice and by written notice mailed at least ten days in advance of the meeting to the county board or joint county authority, town boards and statutory and home rule charter cities wholly or partially within the district, the Pollution Control Agency, and the Commissioner of Natural Resources.

If there is a proposed project by the district having a cost in excess of \$5,000, all property owners within the district will be notified by written notice mailed at least thirty days in advance of the meeting.

Section 3: Agenda

At the annual meeting the district members present shall at a minimum:

- a. Elect one or more members to fill vacancies in the Board of Directors
- b. Approve a budget for the fiscal year including approval of any taxes or assessments necessary to satisfy the budget requirements.
- c. Approve or disapprove proposed projects by the district having a cost to the district in excess of \$5000
- d. Consider any other business that comes before them.

Section 4: Annual Report

Each year the board of directors shall prepare and file a report of the financial condition of the district, the status of all projects in the district, the business transacted by the district, other matters affecting the interest of the district, and a discussion of the directors' intentions for the succeeding years. Copies of the report shall be transmitted to the county board, the Commissioner of Natural Resources and the Minnesota Pollution Control Agency by four months after the annual meeting.

The directors will provide the annual report to the proper entities no later than four months after the annual meeting. Crow Wing County has set a reporting deadline of November 1st (not to exceed the four month requirement).

Article 11: Special District Meetings

Special Meetings of the Upper South Long Lake Improvement District to discuss topics requiring a vote by all members, which cannot wait for the next annual meeting, may be held as needed. The decision to hold a Special Meeting must be approved by a majority of the board members. A notice of a Special Meeting must be mailed to all district members at least thirty days prior to the meeting.

Article 12: Fiscal Year

The District fiscal and organizational year shall be a calendar year starting August 1st and ending July 31st. July 4 and Dec 2 are the dates the county collected taxes are distributed. The county uses the Jan 1 - Dec 31 calendar year.

Article 13: Amendment of Bylaws

These bylaws may be amended at any Annual or Special Meeting of the district for which due notice has been given and when such amendment has been approved by a majority of the board and approved by majority vote of the members at any Annual or Special Meeting.

Article 14: Rules of Order

The rules contained in the current edition of Roberts' Rules of Order (Revised) shall govern the convention in all cases to which they are applicable and which are not governed by the Bylaws of the District.

Article 15: Relationship with the Upper South Long Lake Improvement Association (USLLIA)

In as much as the lake improvement district was formed to fund Upper South Long Lake improvement projects the district will coordinate with the USLLIA, and other organizations for lake and shore land projects consistent with its stated objectives.

Article 16: Liability Coverage

The district shall maintain general liability insurance in the amount of tort limits established by Minnesota Statute 466 and shall name Crow Wing County as an additional insured on such insurance policy. A copy of the insurance policy shall be filed annually with the Crow Wing County Auditor.

Adopted by motion, passed by membership at annual meeting 21 July 2012

Attested:

S/S: Bruce Dybvig, President

S/S: John Pietruszewski, Secretary