

# Articles of Incorporation

## State of Minnesota Department of State To All Whom These Presents Shall Come, Greeting:

Whereas, Article of Incorporation, duly signed and acknowledged under oath, have been recorded in the office of the Secretary of State, on the 21<sup>st</sup> day of May, A.D. 1980 for the incorporation of Upper South Long Lake Improvement Association under and in accordance with the provision of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317. Now, therefore, by virtue of the powers and duties vested in me by law, as Secretary of State of the State of Minnesota, I hereby certify that the said Upper South Long Lake Improvement Association is a legally organized corporation under the laws of the State. Witness my official signature here unto affixed this twenty first day of May in the year of our Lord one thousand nine hundred and eighty. S/S Joan Anderson Growe, Secretary of State.

### Articles of Incorporation of Upper South Long Lake Improvement Association

We, the undersigned, being natural persons of full age, for the purpose of forming a non-profit Corporation Act, as amended, Chapter 317 of the Minnesota Statutes, do hereby associate ourselves as a body corporate and do hereby adopt the following Articles of Incorporation.

#### Article I - Name

The name of this corporation shall be *Upper South Long Lake Improvement association*.

#### Article II - Office

The location of the registered office of this corporation shall be in the City of Brainerd, Crow Wing County, State of Minnesota.

#### Article III - Purposes

The purpose of this corporation shall be to provide a means whereby the membership of this corporation may promote, preserve and protect, rehabilitate and enhance, the quality generally, of Upper South Long Lake, Crow Wing County Brainerd, Minnesota (the "Lake") including but not limited to: (i) sponsoring and/or conducting Lake protection and rehabilitation programs; (ii) the preservation and improvement of water quality and land related management, fish and wildlife habitat, and recreational potential of the Lake; (iii) the development and conduct of aquatic nuisance control measures compatible with maintenance of fish and wildlife populations and habitat and protection of human health; and (iv) shoreline erosion control.

#### Article IV - Non-Profit Structure

This corporation is formed on a membership basis without capital stock. All of its income shall be devoted to the furtherance of its purposes on a non-profit basis. This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, officers or directors. No member of this corporation shall be personally liable for any corporate obligation.

#### Article V - Duration

The duration of the corporation shall be perpetual.

#### Article VI - Management and Directors

Section 1. The business and affairs of this corporation shall be under the management and control of the Board of Directors which shall have and exercise all of the powers that may be exercised by this corporation pursuant to these Articles of Incorporation, the By-Laws and the applicable laws of the State of Minnesota.

Section 2. There will be at least 9 directors plus the immediate Past President, and no more than 15 directors plus the immediate Past President. The directors will be elected by the regular members in the manner prescribed in the By-Laws.

Section 3. The Directors shall hold office for terms as provided in the By-Laws. All directors shall be members of this Corporation, and if any person elected as Director shall not be a member or should cease to be a member, then the position of Director to which such person was elected shall be considered as vacant.

Section 3a. The Executive Committee will be comprised of the President, Vice President, Secretary, and Treasurer and will be elected by the directors from its membership. The Past President will also be part of and serve as a voting member of the Executive Committee.

Section 4. The first Board of Directors shall be composed of five directors and they shall hold office until the first annual meeting of the members of this corporation, and until their respective successors are elected at such meeting. The date of such annual meeting shall be fixed by the Board of Directors herein named, and at least ten days written notice thereof shall be given to all members of this corporation at the time of giving such notice.

Section 5. The names and addresses of the directors constituting the first Board of Directors are as follows:

<b>Name</b>	<b>Address</b>
Douglas J. Ripley, Jr.	Brainerd, Minnesota
William Kronstedt	Brainerd, Minnesota
Donna Kloster	Minneapolis, Minnesota
John E. Kloster	Minneapolis, Minnesota
Joseph M. Nemo, Jr.	Roseville, Minnesota

#### **Article VIII - Membership**

The membership of this corporation is not restricted by a person's race, color, creed or sex or ownership of property. To be a member in good standing membership dues, due and payable June 1 of each year, will be paid annually. Qualifications for membership are an interest in the objectives of the organization and a willingness to abide by its rules and pay annual dues. Voting rights are only available to those whose dues are paid.

#### **Article VIII - Incorporations**

The name and address of each incorporator of this corporation is as follows:

<b>Name</b>	<b>Address</b>
Joseph M. Nemo, Jr.	2025 Evergreen Court Roseville, Minnesota 55113
John E. Kloster	5644 Colfax Avenue South Minneapolis, Minnesota 55419
Donna C. Kloster	5644 Colfax Avenue South Minneapolis, Minnesota 55419

**In Witness Whereof**, we the incorporators of said corporation have hereunto set our hand this 19<sup>th</sup> day of May 1980.

S/S Joseph M. Nemo, Jr., S/S John E. Kloster and S/S Donna C. Kloster.

(Signatures notarized by Linda Wehle, Notary Public, May 21, 1980, 4:40 P.M. and duly recorded in Book W52 of Incorporations on page 129).

S/S Joan Anderson Growe, Secretary of State

#### **Article IX - Senior Auxiliary**

A senior auxiliary may be organized for the purpose of conducting sales without paying sales tax. Members may not be less than age 55. The organizational structure will be defined in the By-laws.

# By-Laws

## By-Laws Of Upper South Long Lake Improvement Association

### Article I - Membership

Section 1. A member shall be any person who agrees to abide by the Articles, By-laws and rules of this corporation; who is acceptable to the Board of Directors; and who pays such dues as may be established from time to time by the Board of Directors. There shall be no discrimination among applicants for membership because of race, creed, color, national origin, or any other reason unrelated to the purposes of this corporation.

Section 2. A member will be any person with an interest in the objectives of the organization and a willingness to abide by its rules and pay annual dues.

Section 3. The Board of Directors shall have the power to determine the amount of dues and surcharges payable by members.

Section 4. Membership may be terminated: (i) after sixty (60) days for non-payment of dues or surcharges of dues; (ii) immediately for fraud or dishonest acts or any other acts detrimental to the interests of the corporation, by a two-thirds vote of the Board of Directors.

### Article II - Meeting of Members

Section 1. Regular annual meetings of the members of this corporation will be held in May and late summer/fall of each year at such time and place as the Board of Directors may determine.

Section 2. Special meetings of the members may be called at any time upon two thirds vote of the Board of Directors.

Section 3. Notice of each annual or special meeting shall be given by the President in writing, delivered or mailed, not less than ten (10) days nor more than thirty (30) days before the meeting, excluding the day of the meeting, or by publication as permitted by statute.

Section 4. A quorum at any meeting of members shall consist of a simple majority of the members. Only members in good standing, present in person, shall be counted in determining a quorum.

### Article III - Voting

Section 1. Each member shall be entitled to one vote in person. Proxy voting shall be prohibited. Mail voting may be used to amend Articles of Incorporation, By-Laws or to elect Directors, in the discretion of the Board of Directors.

Section 2. The exact text of the proposed amendment or amendments to the Articles of Incorporation or By-Laws shall be submitted to the members by ballot in a form prescribed by the Board of Directors. If there is a division among the Board of Directors on support for or against any proposed amendment or amendments to be set forth in not more than six hundred (600) words and mailed to the regular members along with the notice and ballot. A notice shall accompany said ballot which shall state that the entire vote on the amendment or amendments shall be by mail vote. Said notice shall be given in writing, delivered or mailed, not less than ten (10) nor more than thirty (30) days before the date of the vote upon the amendment or amendments. Opposite the text of such proposed amendment or amendments there shall be spaces where such member may indicate his affirmative or negative vote. Such ballot, when marked in the affirmative or negative, shall be signed by the regular member and when received, shall be accepted and counted as the vote of such member. Provided that at least thirty-three and one-third (33 1/3%) of the entire membership votes, the affirmative note of a majority of those voting shall be effective to adopt the proposed amendment or amendments.

Section 3. The President, with the approval of the board, will appoint a Nominating Committee composed of three (3) members of the association at least three (3) weeks prior to any election at which time any directors' terms expire. Any other member, not nominated by the Nominating Committee, may be nominated for Director by any member, at the annual meeting at a time

immediately preceding the election. Nominees for Directors must be members in good standing of this corporation. Voting will be by written ballot. A member may cast as many votes as there are regular vacancies in the Board of Directors. Those nominees receiving the highest number of votes shall be declared elected. Cumulative voting is expressly prohibited.

#### **Article IV - Board of Directors**

Section 1. The government of this corporation and the management of its affairs shall be vested in a Board of Directors composed of at least nine (9) and not more than fifteen (15) elected members which will include the Executive Committee. Elected Directors shall hold office for two (2) years or until their successors are elected and qualified. The Board of Directors shall meet at least one (1) time each year. Notice of each meeting of the Board of Directors or its Executive Committee shall be mailed to each Director or Committee member at least ten (10) days in advance of the meeting. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting or when authorized by motion at a previous Board meeting, approval to be verified at the next meeting. Action within its province taken by the Executive Committee may be taken in the same manner.

Section 2. A quorum for the meeting of the Board of Directors shall be a simple majority of all Directors. A quorum for the meeting of its Executive committee shall be a simple majority of the Executive committee.

Section 3. The Executive Committee shall consist of the officers and the Past President. The Executive Committee may act on any matters authorized herein which may require attention between meetings of the Board of Directors.

Section 4. Vacancies occurring in the Board of Directors shall be filled by the remaining members of the Board until the next annual election of Directors.

Section 5. Directors shall be elected in the manner and for terms as follows: Five (5) directors shall be elected for terms of two (2) years each in even number years and four (4) directors shall be elected for terms of two (2) years in odd number years. Said elections shall be held at the annual meeting in each of such years.

Section 6 The USLLIA Board of Directors and the Executive Committee can meet and make decisions using electronic methods for their communication.

#### **Article V - Officers**

Section 1. The officers of the corporation will be elected annually by the Board of Directors, from within the membership of the Board, at the first Director meeting following the annual membership meeting. Officers will consist of President, Vice President, Secretary, Treasurer and the Past President. The officers will serve in like manner on the Board of Directors and will be the Executive Committee of the Board of Directors.

Section 2. The President, as chairman of the Board, shall preside at all meetings of the members and of the Executive Committee.

Section 3. The President shall appoint all committees, sign all contracts and documents as required and have such other powers and perform such other duties as the board may determine.

Section 4. The Vice President will in turn perform the duties and powers of the President in the absence or disability of the President.

Section 5. The Secretary will keep all minutes and attendance records of the meetings of the members and the Board of Directors. The secretary will keep all books, records and instruments belonging to the corporation and instruments and documents as may be required. The Secretary will keep and update the Association membership mailing list and provide correspondence as needed.

Section 5a. The Treasurer will receive all monies and deposit same and will pay all authorized expenses of the Association. The Treasurer will safely keep all property and other things of value belonging to this corporation, and systematically keep financial records and make reports of the financial standing of the corporation to the Board of Directors, and meetings of the members as may be required. The Treasurer shall keep accurate and current records of all dues and provide a list of

eligible voters to the annual meeting. The Treasurer is responsible for all State and Federal forms reporting finances.

Section 5b. An Audit Committee will be appointed by the President and will consist of three (3) members of the Association who will review the financial records prior to the Annual Meeting. A written report of their findings will be presented at the fall meeting.

Section 5c. Directors will attend all Association meetings and special functions, accept elections to officer positions and special chairmanships and actively seek new members. Positions held by Directors missing five (5) consecutive meetings may, at the discretion of the board, be filled by the Board of Directors until the next annual election of Directors.

#### **Article VI - Fiscal Year**

Section 1. The fiscal year of this association shall begin on the first day of June in each year.

#### **Article VII - Lake Improvement District**

Section 1. In as much as USLLIA initiated a Lake Improvement District (LID) it shall coordinate with that LID on lake & shoreland improvement projects consistent with LID objectives.

#### **Article VIII - Amendments**

Section 1. These By-laws may be amended as provided herein.

#### **Article IX - Senior Auxiliary**

Section 1. An auxiliary organization is established for the purpose of selling articles for the organization without sales tax.

Section 2. Members must not be less than age 55 and be dues-paying members of USLLIA.

Section 3. Officers will be President and Secretary-Treasurer and elected by the auxiliary members at its first regular meeting following the USLLIA annual meeting.

Section 4. The President will conduct all meetings, appoint committees and may call special meetings by announcement at USLLIA meetings or by notice. The Secretary-Treasurer will record and keep all minutes of all meetings, receive and payout funds on direction of members and report all activity in writing to USLLIA at its annual meeting and to the Board of Directors whenever required or necessary.

Section 5. Profits from all activities will be paid out to USLLIA at least annually and no monies will be held over.

Adopted by motion, passed by the membership,  
at its annual meeting on May 31, 1997.

Adopted by motion, passed by the membership,  
at its annual meeting on May 26, 2012

Attested:

John Pietruszewski - Secretary

Ron Trosvig - President