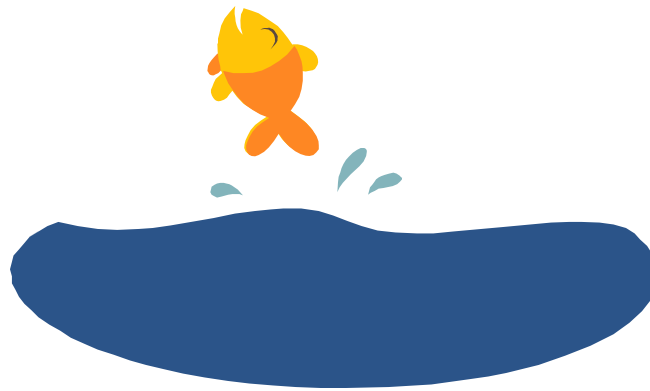


Forming a New Lake or River Group

Workbook

Your Organization's Name



Sponsored by:



Bush Foundation

In the Beginning

Your Name: _____

Why do you want to form a Citizen-led Water Protection Group?

Common reasons for forming a citizen-led water protection group:

- property values
- water quality
- community
- one voice in the government
- care for and protect the water
- educate other property owners about their actions
- improve fishing & habitat
- aquatic invasive animals & plants
- development

What geographical area would your new organization encompass? Which lake(s) or river(s)?

What is previous experience do you have with citizen-led Lake/ River groups or similar organizations? What skills or talents can you offer your group during this process?

Notes:

Citizen-led Water Protection Groups

Types...

Lake Associations: historically shoreline property owners – but more groups are moving towards a watershed-wide focus

Stream/ River Groups: may or may not own shoreline, but live near the stream/river and/ or recreate on it

“Friends of” Groups: may or may not live directly next to the water, but they would like to protect and improve the resource

Committee: may or may not be located near the water, citizens form a committee under an established group - such as a church or neighborhood association

COLAS and COLARAS: located within the county, Coalitions of Lake Associations and Coalitions of Lake and River Associations comprised of separate citizen-led lake and river groups that work together on issues that impact all of the waters in the region

→ Circle which type of citizen-led group you are thinking of forming.

Why do you think this type of group would work best?

Notes:

Steering Committee

Gather community members interested in the health of your water and those who are willing to help research and set goals for the proposed group. Outreach to the community; who is interested and who else do you want/need for initial discussions?

Steering Committee Meeting Date(s): _____

Who is going to be on the Steering Committee? Is there anyone in our neighborhood or community we should invite to the Committee that could provide unique talents, skills, or passions to the process? What is their contact information?

Topics to discuss at Steering Committee meeting:

- 1) Why we need a citizen-led water protection group.

Steering Committee Meeting

2) What are the issues, problems, and potential solutions to improving our water body?

3) What type (page 2) of citizen-led group would work best and with what kind of structure (page 11)?

4) Who could be potential members of our group? Our neighbors, local businesses, community organizations?

5) Start planning a Charter Meeting (see page 29)

History

Are there any previous or existing groups? If so, find out what happened to them and who the officers were.

Have there been or are there currently any management or research projects being done? If so who was involved? Examples of management or research projects would be fish stocking, aquatic plant harvesting, plant surveys, and water quality monitoring.

What groups have substantial interest in the water body? For example, lodges, marinas, industry, local government, large landowners, boaters, and anglers.

What are the political situations or prominent issues? Is there any development, use conflicts, plant harvesting, or invasive species issues between community members?

If we don't have the answers to these questions – where can we look for them? Who will do this research?

Vision and Mission

When writing your mission and vision statements be simple, pointed and brief. These statements will direct and justify all the programs and activities of your group.

Vision Statement: A statement about what your organization wants to create for the future of your water body. It should stretch the organization's capabilities and image of itself, giving shape and direction to the organization's future. Think of visionary, someone who sees what is possible, who sees the potential.

What would the ideal situation for your water body be?

Why are you doing what you are doing?

- To make the lake/ river better than it is?
- To preserve what is already there?
- To have this for current and future generations to enjoys?

Fill in the blank Vision Statement:

Our vision is a lake/ river where _____.

(OR)

Our vision is a lake/ river that _____.

Words to Use in Statement:

Your Vision Statement:

Vision and Mission

Mission Statement: The definition of why you exist and what your organization does. It should turn your vision into practice. Think of a missionary, someone who carries out the work of the vision(ary).

It should provide you with confidence in supporting your beliefs of, *“We can do this, and we are the ones who can do this, for we are the best at it.”*

Fill in the blank Mission Statement:

Our vision is a community where _____ . To bring that vision into reality, we do _____ .

Words to Use in Statement:

Your Mission Statement:

Example Vision and Mission Statements

Minnesota Waters

Mission

The mission of Minnesota Waters is to promote responsible stewardship of our water resources by engaging citizens, local and state policymakers, and other partners in the protection and restoration of Minnesota's lakes and rivers.

Vision

Minnesota Waters envisions an engaged citizenry working to protect and restore Minnesota's irreplaceable natural assets - our clean and healthy lakes and streams - for current and future generations.

Minnehaha Creek Watershed District

Mission

The Minnehaha Creek Watershed District is committed to a leadership role in protecting, improving and managing the surface waters and affiliated groundwater resources within the district, including their relationships to the ecosystems of which they are an integral part. We achieve our mission through regulation, capital projects, education, cooperative endeavors, and other programs based on sound science, innovative thinking, an informed and engaged constituency, and cost effective use of public funds.

River Network

Mission

River Network's mission is to help people understand, protect and restore rivers and their watersheds.

Our business is connecting people and saving rivers.

River Network fills an essential niche in the conservation community. By providing information, training, consultation and connections, we enhance the individual and collective efforts of hundreds of other organizations.

Vision

We envision a day when all fresh waters are safe for drinking and swimming, and when fish are naturally abundant and safe to eat.

We envision a day when healthy aquatic ecosystems support balanced, self-sustaining populations of native plants and animals, both in the water and on the land.

We envision a sustained effort over generations of a national movement for watershed protection.

Example Vision and Mission Statements

Gleason Lake Improvement Association

Mission

The Gleason Lake Improvement Association (GLIA) is a volunteer organization working to improve the beauty and quality of Gleason Lake and its surrounding watershed. They have brought citizens, government and organizations together as partners to achieve their goals.

Dutch Lake Association

Mission

The Mission of the Dutch Lake Association is to serve and represent all Dutch Lake residents through the following ways;

- To Educate and Promote clean water practices
- To Promote and Protect Fish and Wildlife
- To Advocate the preservation of a Healthy Lake Environment
- To Promote and foster a sense of community
- To Represent the Dutch Lake community in cooperation with local government and other agencies

Birch Lake Association

Mission

The purpose of the Big Birch Lake Association shall be to improve and protect water quality to advance the propagation and habitat of fish and to protect the welfare of all wildlife in Bit Birch and adjacent areas.

Newfound Lake Watershed

Vision

In the year 2020, we envision a Newfound Watershed where quality of life and economic vitality continue to be fostered by stewardship and sustainable use of the watershed's natural resources, land uses and development are balanced with conservation, and water quantity and quality is maintained.

Structure

The structure of the organization will follow the type of organization you would like to establish.

Types of Structures:

Unincorporated/ Informal: good for short term, inexpensive projects of localized benefit

Committee: of an established organization specifically addresses issues in a neighborhood lake

Incorporated as a nonprofit: in the state of MN means that state agencies can enter into cooperative agreements, protection of the members' investments, organization follows the member's wishes

Incorporated as a federally tax-exempt: (501c3 of the internal revenue code) allows contributions to group to be tax deductible

→ Circle which structure you would like to work on this year

More information at Minnesota Council of Non-Profits:

www.mncn.org/info/basic_start.htm

Why do you think this type of structure would work best?

Notes:

Bylaws and Articles of Incorporation

Bylaws

No matter what your structure is, bylaws provide a foundation for group operations.

Included in Bylaws...

- 1) Organization name and address
- 2) Mission/Purpose
- 3) Membership Structure
- 4) Dues
- 5) Meetings
- 6) Voting, procedure, amendments, etc.
- 7) Officers (president, vice president, secretary, treasurer)

“Robert’s Rules of Order” is helpful to organize, conduct meetings, and develop by-laws

Articles

Articles are similar to bylaws but include specific information conforming to state tax laws. They are required for the filing and becoming a non-profit and 501c3 organization. It may be helpful to enroll the assistance of an attorney or accountant to assist in the application process.

More information at Minnesota Council of Non-Profits: www.mncn.org/info_start.htm

Notes:

Sample bylaws — with membership

The following bylaws are intended only as a model. They show some of the most general ways of writing bylaws. An organization has a great deal of latitude in shaping its bylaws, and does not need to follow this model. Keep in mind that the organization can and should amend its bylaws as often as necessary to keep up with changes to the organization. Organizations are free to reproduce all, or parts of the samples provided in this section.

BYLAWS OF ABC NONPROFIT

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **ABC Nonprofit**. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

Section 2 — Purpose: **ABC Nonprofit** is organized exclusively for charitable, scientific and education purposes.

The purpose of this corporation is:

- **to support and conduct non-partisan research, education, and informational activities to increase public awareness of juvenile delinquency;**
- **to combat crime within neighborhoods; and**
- **to prevent community deterioration.**

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to **any current resident, property owner, business operator, or employee of the city of Saint Paul that supports the purpose statement in Article I, Section 2.** Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2 — Annual dues: **The amount required for annual dues shall be \$100 each year,** unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 — Rights of members: Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4 — Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5 — Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

Items highlighted in bold type signify information specific to the organization. Other information provided in this sample may not be adequate for all types of nonprofits and are provided only as an example.

Article I must be included. For organizations not incorporated, state that the nonprofit is organized in compliance with the laws of Minnesota.

The purpose statement must maintain the standards stated in IRS Publication 557 and give a brief description of the organization's goals to ensure approval of Federal tax exemptions.

Article II is an example of a membership organization's bylaws. For an example of a non-membership organization's bylaws, see page 39.

The board of directors must decide who will be eligible for membership and if dues will be paid. This should be laid out in the bylaws.

A person or organization cannot automatically be made a member. Minnesota law states that a person may not be admitted as a member without the person's express or implied consent.

Members are of one class, with equal rights, unless otherwise stated in the articles and bylaws.

From: www.mncn.org/info/template_start.htm

Sample bylaws — with membership

ARTICLE III — MEETINGS OF MEMBERS

A nonprofit with voting members should hold at least one meeting of its members per year.

Section 1 — Regular meetings: Regular meetings of the members shall be held quarterly, at a time and place designated by the chair.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the month of **October**, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3 — Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 — Notice of meetings: Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

Section 5 — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 6 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Unless otherwise specified by the articles or bylaws, a quorum for a meeting of members is ten percent of the members entitled to vote at the meeting according to Minnesota law.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 20, but not fewer than 16 members.** The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 — Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 5 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to 10 available positions each year.

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Minnesota law requires a minimum of three directors. The statutory limit for a board term is ten years.

A board of directors must meet at least once during a fiscal year.

Minnesota law requires a quorum of directors for the purpose of conducting transactions, to consist of at least one-third, of the directors currently holding office.

For more information on board governance, see page 18.

Sample bylaws — with membership

According to Minnesota law, a board must consist of at least a chair/president and a treasurer. Other offices can be created as needed.

Section 7 — Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Committees are assigned by the board of directors to work on specific issues facing the organization. Standing committees, such as an Executive Committee or Finance Committee, should be outlined in the bylaws, whereas ad hoc committees can be created for a time period set by the board of directors.

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Sample bylaws — with membership

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VI — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on **May 22, 2001**.

Secretary

Date

Though not required, it is highly recommended that the executive director be required to attend all board meetings. This will ensure the executive director is aware of all board discussions and the board is aware of the executive's activities.

It is necessary for the bylaws to detail how they are to be amended. Because the bylaws are more detailed than the articles of incorporation, they should be updated and changed in accordance with the organization's growth and change. Membership organizations may involve their members in the amendment procedures.

A copy of the original articles and bylaws should be filed for the organization's records.

Sample articles of incorporation

By law, only four items are required in the articles of incorporation: name, address of the registered office and name of its registered agent, the address of each incorporator, and a statement that the corporation is organized under chapter 317A of the Minnesota Statutes.

Inclusion of other information, as sampled here, can assist in obtaining tax-exempt status, help define the purpose of the organization, defer liabilities, and outline operational provisions such as voting and membership.

Items highlighted in bold type signify information specific to the organization. Other information provided in this sample may or may not fit the needs of a specific organization and should be used only as an example.

Organizations must include a street address, not a PO Box, as its registered address.

Language provided in Article III is required by the IRS to obtain tax-exempt status. The organization must include this statement and state its charitable purpose, as highlighted in this example. See IRS Publication 557 for details.

Organizations may choose one or more from the following list of terms to describe their activities:

- charitable
- amateur athletics
- educational
- literary
- religious
- scientific

Organizations should provide a brief description of the charitable purpose of the nonprofit.

The following articles of incorporation are intended only as a model. They show some of the most general ways of writing articles of incorporation. Due to Internal Revenue Service restrictions of tax-exempt organizations, it is necessary for a tax-exempt organization to include some language provided in IRS in Publication 557. These statements are noted below. Organizations are free to reproduce all, or parts of the samples provided in this section.

Note: Sample articles provided by the Secretary of State's Office do not include statements required by the IRS for approval of tax exemptions.

ARTICLES OF INCORPORATION OF ABC NONPROFIT

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE I — NAME

The name of this corporation shall be **ABC Nonprofit**.

ARTICLE II — REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located at **1515 University Ave. N, St. Paul, Minnesota 55114**.

ARTICLE III — PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is:

- **to support and conduct non-partisan research, education, and informational activities to increase public awareness of juvenile delinquency;**
- **to combat crime within neighborhoods; and**
- **to prevent community deterioration.**

Sample articles of incorporation

ARTICLE IV — EXEMPTION REQUIREMENTS

Language provided in Article IV is required by the IRS to obtain tax-exempt status. See Publication 557, included in the appendix of this book, for more information.

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

If the organization will not have a voting membership body, it is only necessary to state that the organization will not have members.

This statement of directors' lack of rights to interest or property helps the IRS determine tax-exempt status for the organization

The minimum number of board members a Minnesota nonprofit must have is three. The initial board of directors is generally smaller and a full board is voted on at the first board meeting, or annual meeting.

By including this statement of personal liability, a director can avoid personal liability as long as he or she runs the organization in a legal, reasonable manner.

It is important to remember that directors can still be held liable for debts to the IRS, debts due to fraudulent activity, and employment claims. D&O insurance and further protect the assets of board members, staff and volunteers.

ARTICLE V — MEMBERSHIP/BOARD OF DIRECTORS

This corporation shall have members. The eligibility, rights and obligations of the members will be determined by the organization's bylaws.

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the initial board of directors is **four (4)**; their names and addresses are as follows:

Susan Gerrison, 27 1st Ave. S, Minneapolis, Minnesota 55441
Gerald Smith, 1250 Douglas Ave., Bloomington, Minnesota, 55431
Roger Schroeder, 198 Polk Blvd., Minneapolis, Minnesota 55406
Andrea Koppin, 18510 37th St., #D, Minneapolis, Minnesota 55408

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI — PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

Sample articles of incorporation

ARTICLE VII - DURATION/DISSOLUTION

A copy of the original articles and bylaws should be filed for the organization's records.

The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VIII - INCORPORATORS

The incorporators can be anyone, but usually are the chair/president, vice chair/vice president, treasurer and secretary of the original board of directors.

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this **May 22 of 2001**.

The articles must include the addresses of each of the incorporators.

Signature (Incorporator 1)

Address, City, State, ZIP

Amendments to the articles, such as a change in address, change in name or other operational change, must be filed with the Secretary of State. A \$35 filing fee applies for each set of amendments. See the Secretary of State's Web site for more information at www.sos.state.mn.us.

Signature (Incorporator 2)

Address, City, State, ZIP

Signature (Incorporator 3)

Address, City, State, ZIP

Signature (Incorporator 4)

Address, City, State, ZIP

Example By-Laws

DUTCH LAKE ASSOCIATION

Article I – PURPOSE/MISSION STATEMENT

(Option 1 – exactly like the Articles Of Incorporation)

The purpose of this corporation is to support and conduct non-partisan research, education, and informational activities to increase public awareness and support for Dutch Lake.

(Option 2 – more specific but could cause problems under the IRS Organizational Test)

The purpose of this corporation is educate and encourage wise use, management and preservation of Dutch Lake in order to maintain the delicate ecological balance which must be kept between the lake and the adjacent shore land. The association will work to keep this lake and it's surrounding watershed in good condition. Further, the association will consider, recommend and endeavor, through responsible mean, to bring about appropriate action by agencies of government and private individuals to realize effective management and preservation of these valuable natural resources.

Article II - STATUTS AND LIMITATIONS

To carry out the program of the Association and to make effective representations on behalf of its members, the Association shall be organized as a non-profit, non-stock corporation under Chapter 317A of the Minnesota Statutes. No asset of the association shall benefit any officer or member. The Association shall not participate in partisan political activity.

Article II – MEMBERSHIP & DUES

Section 1 - ELIGIBILITY: Membership in the Association shall be open to any individual, family, business, or organization that subscribes to the purposes of the Association and that owns or leases property within the Dutch Lake Watershed district. Non-lakeshore owners shall not exceed 25% of the total regular membership.

Section 2 - DUES: Dues shall be \$10 paid on a calendar year basis. Dues shall be paid at or prior to the annual meeting.

Section 3 - TERMINATION OF MEMBERSHIP: A member may be expelled from the Association for cause, on a two-thirds affirmative vote of all members present. They are entitled to vote at a membership meeting, provided that the matter shall have been included in notice of the meeting, and provided that the member to be expelled shall have been formally notified in writing at least 30 days prior to the meeting, and given the opportunity to appear and speak on his/her behalf at the meeting prior to the final vote. The motion shall specify the duration of the expulsion, not to exceed five years.

Section 4 – MEMBERSHIP COMMUNICATION: All members are required to have access to an email account to receive communication from the Board of Directors. It is the member's responsibility to inform the Secretary of email address changes.

Article IV - VOTING

Section 1 - MULTIPLE VOTING: Any individual member may cast only one vote on any question called to a vote. Up to two individuals may represent a family, a business, or organization; and each of those two individuals may cast one vote on any question called to a vote.

Section 2 - CASTING BALLOTS: A member may vote in person at meetings of the Association or may vote by providing a written proxy to another person. A copy of the proxy must be presented to the presiding officer prior to the convening of the meeting. The presiding officer shall announce that proxy notices have been received and may ask each proxy holder to identify the member on whose behalf the votes are being cast. All votes shall be counted by a show of hands unless otherwise specified in the By-laws.

Section 3 - REFERENDA: The Board of Directors may at any time solicit reactions from members through a mail or email survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may initiate an advisory or a binding referendum and shall specify the exact wording of the question and the required follow-up action by the Board. Members shall have 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

Article V - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING: The annual meeting of the Association shall be held in the vicinity of Dutch Lake in the month of April. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting. The agenda of the annual meeting shall include elections, discussion of projects, adoption of a budget, member concerns, and an educational program.

Section 2 - SPECIAL MEETINGS: A special meeting of the Association may be called at any time by the President, by majority vote of the Board of Directors, or by written request of one-tenth of the members or six members, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting.

Section 3 - INFORMATIONAL MEETING OR SOCIAL EVENT: The Association may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests. It may also sponsor fund-raising activities. If business is to be conducted at such events, the notice requirement for special meetings must be met.

Section 4 - NOTIFICATION: Every annual or special meeting must be preceded by notice to paid members and members from the preceding year who have not yet renewed their

membership. Notification may be by hand delivery or by mail or email at least 20 days prior to meetings.

Section 5 - QUORUM: No formal business may be conducted at membership meetings unless at least one-tenth of the paid-up members or 6 members, whichever is less, are present.

Section 6 - PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board of Directors, and of the Association committees unless required otherwise by Minnesota Statutes or these By-laws. Non-members of the Association may be recognized to speak at Association functions at the discretion of the presiding officer who shall also serve as parliamentarian.

Article VI - BOARD OF DIRECTORS

Section 1 - AUTHORITY: Subject to directives of annual and special meetings and these By-laws, the Board of Directors shall have authority over the activities and assets of the Association.

Section 2 - COMPOSITION: The Board of Directors shall include the President, Vice-President, Secretary, Treasurer, four at-large directors, and the past President.

Section 3 - ELECTIONS: The Board of Directors shall nominate one or more members for each vacant position on the Board. Additional nominations of members, present at the annual meeting and willing to serve, shall be taken from the floor. All elections for the Board shall be conducted by secret, written ballot.

Section 4 - TERMS OF OFFICE: Directors are elected for two-year terms. Their terms shall expire after the annual meeting or upon the election of new Directors, whichever occurs later. The terms of office of President, Vice-President, and two at-large directors expire in even-numbered years. The terms of office of Secretary, Treasurer, and two at-large directors expire in odd-numbered years.

Section 5 - BOARD MEETINGS: The new Board shall meet within 60 days of the annual meeting and at least one other time prior to the next annual meeting. Regular meetings shall be held at places, dates, and times established by the Board. Special meetings may be held on the call of the President or any three Directors after at least 24 hours notice by telephone, mail, or personal contact. Four directors shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by majority vote of directors present, with the President voting only to break ties. Between meetings, the President may solicit decisions from the Board through written or electronic communications.

Section 6 - VACANCIES: Any director who misses two consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the directors then in office, although less than a quorum but at least two.

Section 7 - COMPENSATION: Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business.

Article VII – OFFICERS

Section 1 - PRESIDENT: The President shall preside over all membership meetings and Board meetings. The President shall be the chief executive officer of the Association, responsible for day-to-day administration of the affairs of the Association and supervision of any employees or contractors. The President shall appoint all committee members who shall serve until the end of that President's term. The President is an ex-officio member of all committees.

Section 2 - VICE PRESIDENT: The Vice President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice President shall arrange for the educational segment of the annual meeting and carry out other assignments at the request of the President.

Section 3 - SECRETARY: The Secretary shall maintain the official records of the Association as well as an archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings. The Secretary shall maintain a current record of the names and addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary shall prepare publicity for the Association and shall prepare the Association newsletter unless an editor is appointed to do so. The Secretary shall serve on the Membership Committee.

Section 4 - TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting. The Treasurer shall serve on the Finance Committee.

Section 5 - MULTIPLE OFFICE HOLDING: The same person may hold the offices of Vice President and Treasurer or the offices of Secretary and Treasurer.

Section 6 - OTHER OFFICERS: Other officers may be appointed by the President, with concurrence of the Board. A legal counsel, an executive secretary, newsletter editor, or such other assistant officers as are deemed necessary need not be members of the Association.

Article VIII - COMMITTEES

Section 1 – COMMUNITY EDUCATION COMMITTEE: The Community Education Committee shall represent the Association at local public hearings and informational meetings relating to zoning, sanitation codes, subdivision ordinances, pollution sources, and changes in land use which might affect water quality. The Committee shall offer proposals to the Board regarding land use issues.

Section 2 - ENVIRONMENTAL COMMITTEE: The Environmental Committee shall represent the Association at Department of Natural Resources hearings and at local meetings relating to in-lake water quality, wildlife habitat, water levels, and aquatic plant issues. The Committee shall offer proposals to the Board regarding these issues.

Section 3 - MEMBERSHIP COMMITTEE: The Membership Committee shall initiate plans for recruiting of new members and retention of members.

Section 4 - FINANCE COMMITTEE: The Finance Committee shall recommend fund-raising activities to the Board and, after receiving Board approval, shall organize such activities. The Finance Committee shall also annually audit the financial records of the Association.

Section 5 - SOCIAL COMMITTEE: The Hospitality Committee shall provide refreshments at the Annual Meeting and, after receiving Board approval, shall organize and publicize other social events to be sponsored by the Association.

Section 6 - OTHER COMMITTEES: The President may appoint such other committees as are deemed necessary to support the efforts of the Board.

Article IX - MISCELLANEOUS PROVISIONS

Section 1 - INDEMNIFICATION OF OFFICERS AND DIRECTORS: As provided by Minnesota law, the Association shall indemnify any officer, director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association.

Section 2 - FISCAL YEAR: The records and accounts of the Association shall be maintained on a calendar year basis.

Section 3 - ACCOUNTS AND INVESTMENTS: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board of Directors.

Article X - ADOPTION AND AMENDMENTS

These By-laws, and any amendments thereto, may be adopted at any annual or special meeting of the Association by two-thirds vote of members present and entitled to vote. Proposed amendments to the By-laws must be summarized in the notice for the annual meeting at which the amendments are to be voted on.

Article XI - DISSOLUTION

The Board of Directors, by a two-thirds affirmative vote of all directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval by the members as provided under Minnesota law. Dissolution of the Association shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.

CERTIFICATION

These By-laws were adopted by vote of _____yes and _____no at the Association meeting on this 25th day of April, 2007.

Secretary, Jane Doe, _____, Mound, Minnesota 55364
Date

Example of Articles of Incorporation

DUTCH LAKE ASSOCIATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Chapter 317 Minnesota Statutes, do hereby certify:

Article I – NAME

The name of the Corporation shall be Dutch Lake Association.

Article II – REGISTERED OFFICE ADDRESS

The place in this state where the principal office of the Corporation is to be located at 6420 County Road 15, Mound, MN 55364, Hennepin County.

Article III – PURPOSE

Said corporation is organized exclusively for scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is to support and conduct non-partisan research, education, and informational activities to increase public awareness and support for Dutch Lake.

Article IV – TRUSTEES

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

John Doe, 1234 County Road 1, Mound, MN 55364
Jane Doe, 1234 County Road 1, Mound, MN 55364
Tom Doe, 1234 County Road 1, Mound, MN 55364
Sarah Doe, 1234 County Road 1, Mound, MN 55364

Article V – EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- 1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.
- 2) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 3) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI – PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

Article VII – DURATION/DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII – INCORPORATORS

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation on this 25th day of April, 2007.

President, John Doe Date
1234 County Road 1, Mound, MN 55364

Vice President, Jane Doe Date
1234 County Road 1, Mound, MN 55364

Treasurer, Tom Doe Date
1234 County Road 1, Mound, MN 55364

Secretary, Jane Doe Date
1234 County Road 1, Mound, MN 55364

Charter Meeting

After you have created your mission, vision, by-laws, and articles you can start planning for your Charter Meeting. Some of the Steering Committee meeting tasks could be combined with the Charter Meeting.

You will want to invite as many residents and business from the area as you can because the lake is of interest and benefit to the entire community. Consult with your county land records department to get a list of property owners and their addresses

For a successful meeting you will want to start planning at least 3 months in advance. Use the suggested meeting agenda topics below to start planning your meeting.

Agenda Topics...

1) Why we need a citizen-led water protection group

2) History of our water body

3) Focus areas for our organization. For example: water quality, shoreline restoration, invasive species.

Charter Meeting

4) Possible member involvement events such as BBQs or hikes

5) Invite a member of a local water association to speak at your meeting. Have them give an overview of their association, how they formed, and successful projects they have done. Who will you invite, what association are they from and what is their contact information?

6) Invite a lake professional or government official. Have them speak on what their organization can do to help your organization and what their specialty is. Possible organizations to get speakers from:

Your watershed district:

MN Pollution Control Agency: www.pca.state.mn.us/water/index.html

Phone: 651-296-6300, 800-657-3864

Department of Natural Resources: www.dnr.state.mn.us

Phone: 1-888-MINNDNR or 651-296-6157 in metro

Other:

7) Additional Item:

8) Additional Item:

Notes:

Planning

After your Charter Meeting you should have a good a good list of contacts and members for your new organization. Now you can start planning regular meetings.

If you did not nominate/elect officers at the Charter Meeting the first meeting after the event is another good time to do this. You can also present and vote on the mission/ vision statements, along with the bylaws and articles at this meeting.

Start planning on projects for your organization to focus on and accomplish. Programs or committees can be formed to focus on goals & projects. Make sure you set small, reachable goals for your first few years. This will ensure your group with accomplish a few things successful, instead of many things poorly.

The following are just a few you can start on:

Membership: How are we going to increase membership and volunteers? Then engage them with the organization?

Fundraising and Budget: How will we raise funds? Through membership dues, grants, donations, events?

Communications: How will we communicate with our members, volunteers, and the community? Through Web-site (hosted on MN Waters Web page), E-newsletters, letters to the editors, events, surveys?

Public Policy: What will we do to make our presences known in our local government and to keep up on water related issues affecting our area? Create a sign-up for each board member to attend one or two local government meetings within the year and report to the rest of the board?

Monitoring: Recruit volunteers and start a water quality monitoring program. Get training from Minnesota Waters (www.minnesotawaters.org) or the Minnesota Pollution Control Agency (www.pca.state.mn.us/water/clmp.html) on water quality monitoring.

Look for **training on the above topics** on the Minnesota Waters website under *Events* (www.minnesotawaters.org) or your local watershed district website.

