

# Kimble Lake Homeowners Association (KLHA)

## By-Laws

Approved May 2015 at Annual Meeting

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### KLHA Mission Statement

The Kimble Lake Homeowners Association (“The Association”) is organized to encourage wise use and preservation of Kimble Lake in order to maintain the ecological balance, which must exist between the lake and the adjacent shore land. The Association will work to keep this lake and its surrounding watershed in good condition.

Further, the association will consider, recommend, and endeavor, through responsible means, to bring about appropriate action by agencies of government and private individuals to realize effective management and preservation of the valuable resources of Kimble Lake and its adjacent shore land.

#### **Article 1. Membership**

Membership in the Association shall consist of dues paid property owners on or near the lake and each property is entitled to one vote.

Each member shall be entitled to vote at the annual meeting and participate in all activities of the association.

#### **Article 2. Membership Meetings**

##### Section 1 Annual Meeting

The annual meeting of this Association shall be held between May 1 and September 30 at a time and place designated by the Board of Directors.

Notification of the Annual Meeting shall be published in the Spring Newsletter and notification shall also be sent by e-mail to all members for who KLHA has e-mail addresses, and posted on the website.

Directors and the Nominating Committee shall be elected by a voice majority vote, unless a written ballot is requested by a majority of the members present at the annual meeting.

Any business as deemed necessary shall be brought before this assembly.

##### Section 2 Special Meetings

Special meetings of the membership may be called by the Board of Directors.

Notification of special meetings shall be sent by e-mail to all members for whom the KLHA has e-mail addresses and posted on the website at least two weeks prior to the meeting.

Section 3 Quorum

A quorum for the annual membership meeting, defined as fifteen (15) dues paying property owners on or near the lake, shall be deemed to be present, provided proper notification of the meeting is given. A quorum for any special meetings shall be defined as ten (10) property owners.

Failure to have a quorum present for the annual or any special meetings shall result in a postponement and rescheduling of the desired meeting

**Article 3. Board of Directors**

Section 1 General Duties

The new Board of Directors shall assume responsibility at the first Board meeting which follows the Annual meeting.

The President shall conduct such day to day business as necessary to assure the continued existence of the organization.

The Board of Directors shall determine the financial needs of the organization, prepare an operational budget, establish annual dues and conduct additional funding activities as required. The calendar year will be utilized for financial reporting, auditing and membership.

The Board of Directors shall appoint special committees as deemed necessary as well as one or more Director Emeritus who shall be without vote on the Board of Directors and shall serve at the pleasure of the Board.

The Board of Directors shall contract with independent contractors to perform services consistent with the purposes as defined in the Articles of Incorporation.

The President, Vice President, Secretary and Treasurer shall constitute the Executive Committee.

Section 2 Number of Directors

The Board of Directors shall consist of 5 members

Section 3 Nomination / Election

The Board of Directors shall be nominated by the Nominating Committee. Candidates for directors shall be voted on at the annual meeting.

#### Section 4 Term

The term of office for each Director shall be two years starting at the first board meeting following the Annual meeting. No member of the Board of Directors shall be eligible to serve more than three consecutive terms unless appointed to fill a vacancy. In this event, a Director may serve the unexpired term and two consecutive two year terms if duly elected. For the purpose of continuity, the Board shall make every effort to stagger the terms of the Directors so no more than 3 directors would be replaced at any annual meeting.

#### Section 5 Vacancies

Any vacancy occurring on the Board of Directors shall be filled by the Board; the appointee will serve the unexpired term.

#### Section 6 Meetings of the Board of Directors

The Board of Directors shall establish an operational year calendar consisting of a minimum of three meetings including the annual meeting.

Special meetings of the Board of Directors may be called by the President or by four Directors with a two (2) week notice of such meeting. In the event it is not feasible to have a two (2) week notice, a meeting can be held with at least five (5) directors present.

Any meeting among the directors or committee members may be conducted solely by means of remote communications through which all of the directors may participate in the meeting and communicate with each other on a substantially simultaneous basis, if the same notice is given as would be required for a meeting where members were present, and if the number of directors participating in the conference is a quorum. A director may participate in a board meeting by means of conference telephone or, if authorized by the board, by other remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means is a personal presence at the meeting.

Whenever under the provisions or these Bylaws notice is required to be given to any director, notice is given when communicated verbally, or in writing via facsimile, e-mail, or other electronic medium, to an appropriate number or address.

Any Director who fails to attend two consecutive Board meetings shall be considered to have resigned for personal or business reasons. The Board of

Directors may disregard an absence for health reasons or if a written notice is tendered before the meeting.

Section 7 Quorum

Four Directors shall constitute a quorum.

Winter quorum – While winter meetings are not the norm, if one is necessary, a quorum is four directors in person and/or by phone.

**Article 4. Officers**

Section 1 President

The President shall have the following duties: To call all regular and special meetings, to preside and preserve order at all meetings, to sign all orders drawn on the treasury when amount exceeds \$2000, to see that all subordinate officers execute their obligations and duties to the best of their abilities, to enforce the bylaws of this Association, to assign duties of other officers and to appoint temporary officers in the absence of other officers. The President shall serve one two (2) year term and be a member of the Executive Committee.

In the event the President's second year falls outside his/her second term on the Board, he/she shall serve that final year as a member of the Board and be replaced the following year with a one or two year Board member.

Section 2 Vice President

The Vice President shall be a member of the Executive Committee and have the following duties: To assist the President in the discharge of his/her duties, and in the event of a temporary absence of the President, to assume his/her duties.

Section 3 Secretary

The Secretary shall be a member of the Executive Committee and have the following duties: To keep a record of all proceedings of the organization, to call the roll at the Directors' meetings, to keep the records of the organization, and to give notice of special meetings of the Board of Directors.

Section 4 Treasurer

The Treasurer shall be a member of the Executive Committee and have the following duties: To receive all money, to give receipts, to keep a regular account of all money as received and to prepare and sign all checks within the approved budget on the order of the Directors. The Treasurer shall prepare an annual financial statement prior to the annual meeting.

**Article 5 Committees**

**Section 1 Standing Committees**

The Board of Directors shall appoint various standing committees to assist in the delegation of authority and responsibilities attaining or implementing the wide range of goals and objectives of the Association. The committees could consist of, but not be limited to: Nominating, Communications, Water Quality, History, Fish Environment, Social and Aquatic Invasive Species (AIS).

**Section 2 Nominating Committee**

The Nominating Committee shall consist of three members elected for a one year term.

The Nominating Committee will submit a slate of Directors for membership approval at the Annual meeting.

The Nominating Committee will submit at the annual meeting at least one candidate for each vacancy on the Board of Directors and three (3) candidates for the Nominating Committee.

**Section 3 AIS Committee**

The AIS Committee will consist of at least 4 members, one of whom is a member of the Kimble Lake Homeowners Association Board of Directors and one member a member of the Lake Improvement District Committee

**Article 6 Parliamentary Authority**

The parliamentary authority for the Association is Robert's Rules of Order

**Article 7 Address**

The Association shall maintain a post office box in Pequot Lakes, MN. 56472

**Article 8. Amendments**

No amendments shall be made to these by-laws without a two-thirds vote of the members present at an annual meeting or a duly called special meeting of the membership.

**Article 9. Indemnification**

To the full extent permitted by Minnesota Statutes, Section 301.095 as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal,

administrative or investigative, by reason of the fact that he/she is or was a director or officer of the corporation, or he/she is or was serving at the specific request of the Board of Directors of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding provided by this section shall continue as to a person or agent and shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matter occurring before the adoption of this section

**(THE END)**