

CONSTITUTION AND BY-LAWS

SPIRIT LAKE IMPROVEMENT ASSOCIATION, INC.

ARTICLE 1 - NAME

This organization shall be known as the Spirit Lakes Improvement Association, Inc.

ARTICLE II- PURPOSE

The Purpose of the Spirit Lakes Improvement Association is to improve and maintain the quality of both North Spirit and Spirit Lakes. The organization's main areas of interest are:

Water Quality
Fish Population
Fish Habitat
Recreational Facilities
Improved Waterway Access
Protection of Wildlife

ARTICLE III - MEMBERSHIP

- 3.1 Membership shall be open to any party interested in the Association.
- 3.2 All members shall have the privilege of being eligible for election to the Board of Directors.
- 3.3 Membership shall be defined into two categories, Single or family. Each membership shall be defined by payment of the membership dues as noted in 8.1 below.
- 3.4 All members shall be eligible to attend any and all meetings of the organization, except for closed sessions of the Board.
- 3.5 All members shall have a single vote at any membership meeting, but there shall be no vote by proxy, unless authorized by another section of these constitution and By-Laws.

ARTICLE IV – MEETINGS

- 4.1 The annual meeting shall be held each May on the Saturday of Memorial Day Weekend. The time and place to be determined by the Board.
 - 4.1.1 Notice of the annual meeting will be mailed to all members thirty (30) days prior to the meeting. Email, when requested by any member, shall constitute a valid notification in place of regular mail.
 - 4.1.2 An agenda shall be included with the notice of the annual meeting outlining what items of business will be covered.
- 4.2 The board shall meet at least four times a year for the purpose of conducting Association business. The President shall be responsible for setting the date and agenda for all regular meetings of the Board. The President can utilize phone and/or email to determine the date, time and location of such meetings.
 - 4.2.1 A majority of the Board in attendance at any meeting shall constitute a quorum.
- 4.3 A special meeting may be called at any time by the President with the consent of the majority of the Board.
 - 4.3.1 Notice of the Special meeting will be mailed to all members thirty (30) days prior to the meeting. Email, when requested by any member, shall constitute a valid notification in place of regular mail.

4.3.2 The agenda for the special meeting shall be included with the notice and will include the item(s) for which the meeting has been called. The item(s) on the agenda shall be the only business conducted at the special meeting.

4.4 Roberts Rules of Order shall govern all meetings.

ARTICLE V - ELECTIONS

5.1 Board of Directors – The Board shall consist of a President, Vice-President, Secretary, Treasurer and seven Directors at large.

5.2 Election of Board members shall take place at the Annual meeting noted in 4.1 above.

5.3 The term of each Board member shall be for a term of two years.

5.4 The Board shall serve as a nominating committee. There will also be nominations from the floor.

5.5 The President, Vice President, Secretary, Treasurer and three (3) Directors shall be elected in Odd numbered years and four (4) Directors shall be elected in even number of years.

5.6 The ex-president shall serve as an ex-officio on the Board for one year.

ARTICLE VI – DUTIES OF THE BOARD

6.1 The Board shall have full responsibility and authority to conduct the affairs of this organization between annual meetings within the limits of the Constitution and By-laws.

6.2 The Board shall have charge of the property and funds of the organization.

6.3 The Board shall not incur debts beyond the limits of the treasury, except with a roll call vote of the membership.

6.3.1 In the event that a member shall incur a debt without the authorization of the organization the satisfaction of that debt shall be the sole responsibility of the person who incurred that debt.

6.3.2 A duly appointed committee may spend organizations funds provided approval has been given by the Board.

6.4 Any vacancy on the Board may be filled by a majority vote of the remaining Board until the next election for that position which has been vacated.

6.5 No member of the Board shall hold more than one position at a time.

ARTICLE VII – DUTIES OF OFFICERS

7.1 The President shall preside at all meetings of the Board and Membership. The President shall appoint and be a member of all committees. The President shall present a report at the annual meeting of the Association summarizing the action taken by the Board in the past year and make recommendations for future actions.

7.2 The Vice-President shall perform all the duties of the President in the absence of or at the request of the President.

- 7.3 The Secretary shall be responsible for the records and minutes of all board and annual meetings. A newsletter shall be mailed to the membership when advised by the Board. If the secretary is unable to attend a meeting a member of the Board will be appointed to record the minutes of the meeting from which the Secretary is absent.
- 7.4 The Treasurer shall be responsible for all the funds of the organization. All funds shall be deposited in a bank account. Funds shall be expended only by check and only upon authorizations of the Board. An annual treasury report shall be presented at the annual meeting of the Association.

ARTICLE VIII – DUES

- 8.1 Dues shall be \$20.00 per fiscal year, per member.
- 8.2 The Fiscal year of the Association shall be May 1st thru April 30th.
- 8.3 Any change in dues shall be recommended by the Board and approved at the annual meeting of the Association.

ARTICLE IX – AMENDMENTS

- 9.1 This constitution and by-laws may be amended by a 2/3 vote of the membership present at the annual meeting of the Association. Proposed amendments must be presented in writing to the membership thirty days prior to the annual meeting of the Association.
- 9.2 If it will benefit the Association, a Special meeting may be called to make changes in the Constitution and By-laws. Written notice must be given thirty days prior to the special meeting date. Changes in the Constitution and By-laws can be made by a 2/3 vote of responding votes.

ARTICLE X - RESOLVEMENT

- 10.1 Upon resolvement of the Spirit Lake Improvement Association the assets shall be held in escrow for a period of three years. If no entity is created to continue the Association, the assets shall be donated to a similar organization in the area.
- 10.2 Any special escrow accounts set up by the organization shall be dispersed of as per the agreement at the time of their deposit.

Approved and adopted:

June 15th, 1996

May 26th, 2012

May 25th, 2013

President: _____

Vice President: _____

Director _____

Director _____