

# **BYLAWS, BUSH LAKE CHAPTER, IZAAK WALTON LEAGUE OF AMERICA**

Revised on September 20, 2009

## **ARTICLE I** **MEMBERSHIP**

Section 1. Classes of Members. There shall be a single class of chapter membership, corresponding to the national organization's category of Regular Member. The board may, in its discretion, establish other classes of membership and determine the benefits and additional qualifications of each class.

Section 2. Fees and Dues. The annual membership dues shall be set and determined by the board of directors but shall not be less than the total required by the Izaak Walton League of America, Inc. (hereafter referred to as "the League"), the Minnesota division of the League, and such additional amounts as are needed by the corporation, as determined by the board of directors.

Section 3. Good Standing. Members in good standing shall be deemed active members and shall be eligible to hold office, vote at meetings, and otherwise enjoy the privileges of membership in the corporation. Privileges of membership include but are not limited to, the following: reasonable and customary use of the grounds, beach, docks, picnic tables, swings and slides, toilet facilities and clubhouse, all of which shall be in conformity with the rules of conduct as adopted by the board of directors and posted in/on the premises.

Section 4. Termination. Any member who by his/her conduct violates the ethics or any rules of this corporation or of the League may be expelled from membership by a two-thirds (2/3) vote of the board of directors at an annual, regular, or special meeting at which at least a quorum of directors is present, provided said member has been given at least twenty-four (24) hours notice of the proposed action, and is given an opportunity to be heard by the board to give explanation and/or evidence why membership should not be terminated. All charges must be supported by affidavit.

Section 5. Term of Membership. The term of membership shall be for one (1) year, on a calendar basis, and will include affiliation with the League

Section 6. Transferability. A member may not voluntarily or involuntarily transfer membership or any right arising there from.

Section 7. Regular and Annual Meetings. An annual meeting of the members shall be held in conjunction with the annual meeting of the board of directors in September each year to elect directors and officers and for the transaction of such other business as may properly come before the meeting. The president shall present the budget for the upcoming fiscal year at the annual meeting. The annual meeting shall be held at a place designated by the board. Written or printed notice stating the time, date, and place of the annual meeting of members shall be delivered, personally or by mail or electronically, to each member entitled to vote at such meeting, not less than five (5) nor more than thirty (30) days before the date of such meeting by or at the direction of the president or secretary. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage paid.

Section 8. Special Meetings. Special meetings of the members may be called for any purpose by the president, the secretary, or any two (2) or more directors upon written notice stating the purpose, time, date, and place, and shall be delivered not less than three (3) nor more than fifteen (15) days before the date of the meeting, either personally or by mail or electronically. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage paid. No business shall be transacted except that stated in the notice.

Section 9. Waiver of Notice. Any notice will be considered waived by any member who waives notice in writing before, during, or after the meeting. Attendance at any meeting by a member shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum. One half of all members plus one shall constitute a quorum at any meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present, any business may be transacted

which might have been transacted at a meeting as originally noticed. A quorum once attained continues until adjournment despite voluntary withdrawal of enough members to leave less than a quorum.

Section 11. Manner of Acting. Matters brought before the members shall be resolved by a simple majority vote of the members present. The members may by at least fifty (50) members with voting rights or ten (10) percent of the total membership, whichever is less, file suit against the corporation to enjoin the doing of an unauthorized act, to adopt, amend, or repeal bylaws adopted, amended, or repealed by the board of directors, to call a regular or special meeting of the members, to file suit for equitable relief for violations of the Minnesota Nonprofit Corporation Act by officers and directors, or obtain a court-ordered involuntary dissolution of the corporation.

Section 12. Proxies. There shall no voting by proxy. All votes must be cast in person by the member.

Section 13. Resignation. Any member may resign by filing written notice thereof with the secretary. Further, membership shall automatically end at the end of the period for which membership dues are paid.

Section 14. Reinstatement. Upon written request of a former member whose membership has been terminated by action of the board of directors, filed with the secretary, the board of directors may reinstate such former member to membership upon re-application to the board of directors and an affirmative vote of two-thirds (2/3) of the board.

Section 15. Property Rights. No member shall have any right, title, or interest in or to any property of this corporation.

Section 16. Governance Policies. The board of directors may adopt, from time to time, governance policies that provide for specific governance of this organization. All such policies shall be abided by and observed by all members. To the extent any conflict exists between any such governance policies and these bylaws, these bylaws shall govern. The board of directors shall have sole discretion to interpret the application of these bylaws and any rules or policies.

## **ARTICLE II** **DIRECTORS**

Section 1. General Powers. The affairs of the Corporation shall be managed by its board of directors. Each director shall have one vote.

Section 2. Number. The number of directors shall be not less than ten nor more than 15.

Section 3. Classes, Tenure, Election. The board of directors shall consist of all directors and shall include the officers and XXX at-large members elected by the membership at its annual meeting, the immediate past president, and the corporation's representative to the board of directors of the Minnesota Division of the IWLA.

Directors elected by the membership shall be divided into two classes of four members each. Directors shall be elected for a term of two years, with the term of office of one class of directors expiring each year.

A director shall hold office for the term for which he/she has been elected or until the director's successor has been elected and qualified.

Section 4. Member in Good Standing. A member who is not in good standing may not serve as a director. A member in good standing is a member who is current in dues and is not otherwise subject to termination.

Section 5. Vacancies. If a vacancy occurs on the board of directors, a replacement shall be elected by the board to fill the vacancy for the unexpired term; except that if the director who is serving as the corporation's representative to the Minnesota Division is no longer willing or able to act as a director, said position shall be filled by the members at their next meeting and said election shall be included in the notice of meeting.

Section 6. Termination. Any director may be terminated by an affirmative vote of the members at an annual or special meeting, provided that at least ten days prior to such meeting, the director whose termination has been proposed has been notified in writing of the date, time, and place of such meeting and the reason(s) for the proposed termination. The notice shall state that the director may appear at the meeting to offer explanation and/or evidence why he/she should not be terminated.

Section 7. Resignation. Any director may resign by filing written notice thereof with the secretary.

Section 8. Annual Meeting. An annual meeting of the directors shall be held in August each year, prior to the membership annual meeting, for the purpose of discussing, developing, and approving the budget for the upcoming year and for the transaction of such business as may come before the meeting. The annual meeting shall be held at a place designated by the president.

Section 9. Regular Meetings. The board of directors may schedule regular meetings at its discretion for the transaction of business. No fewer than three regular meetings shall be scheduled each year.

Section 10. Special Meetings. Special meetings of the board of directors may be called by the president or a majority of the directors upon verbal or written notice stating the purpose, time, date, and place, and shall be delivered in writing or electronically to each director not less than 24 hours nor more than 15 days before the date of the meeting. If mailed, the notice shall be deemed to be delivered three business days after it is deposited in the U.S. mail addressed to the director at his/her address as it appears on the records of the corporation, with postage prepaid. No business shall be transacted except that stated in the notice of the special meeting.

Section 11. Notice and Waiver of Notice. Written notice stating the time, date, and place of any regular or annual meeting of the directors shall be delivered personally, by mail, or electronically, to each director, not less than seven nor more than 30 days before the date of such meeting, by or at the direction of the president or the directors calling the meeting.

Section 12. Quorum. The presence in person of at least half the directors then in office, plus one, shall constitute a quorum. A quorum once attained continues until adjournment despite voluntary withdrawal of enough directors to leave less than a quorum. In the absence of a quorum, directors in attendance shall function as a committee of the whole.

Section 13. Proxies. There shall be no voting by proxy. All votes must be cast in person by the director.

Section 14. Compensation. No director shall receive any compensation for services rendered as a director unless such compensation is authorized by resolution of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 15. Actions Without Meetings. To the extent permitted by Minnesota law, any action required to be or which may be taken at any meeting of the board of directors may be taken without a meeting or without any or all persons physically being present, either:

- A. In a meeting conducted by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting may simultaneously hear each other, whether or not any of the persons are physically present at the meeting; or
- B. By consent in writing setting forth the action so taken and signed by the number of directors that would be required to take the same action at a meeting of the board of directors at which all directors were present.
- C. Electronic communication by email is permitted.

### **ARTICLE III** **OFFICERS**

Section 1. Number and Title. The officers of the corporation shall be a president, vice president, a secretary, and a treasurer. Officers shall be elected by the members at the annual meeting. Each officer will perform the duties set out below and as prescribed from time to time by the board of directors. In addition, at the annual meeting the directors shall elect one of the directors to serve as the corporation's representative to the board of directors of the Minnesota Division, IWLA.

Section 2. Election and Term of Office. Officers shall be elected annually by the members at the annual meeting. Terms shall commence September 1 immediately following the election. Each officer shall hold office until his/her successor has been duly elected and qualified, except when such officer has been removed from office by action of the membership.

Section 3. Removal. Any officer may be removed by an affirmative vote of two-thirds (2/3) of the members whenever, in their judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Resignation. Any officer may resign by filing written notice thereof with the secretary.

Section 5. Vacancies. If any vacancy shall occur in any office by reason of removal, resignation, death, or otherwise, the board of directors shall appoint a person to fill such vacancy for the unexpired term. Vacancies may be filled at any meeting of the board of directors.

Section 6. President. The president shall be the chief executive officer of the corporation and shall preside at all meetings of the members and board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the board of directors or these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed. The president shall, in general, perform all duties incidental to the office of president and such other duties as may be prescribed from time to time by the board of directors.

Section 7. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president and when acting, shall have all the powers and be subject to all the restrictions put upon the president. The vice president shall perform other duties as from time to time may be assigned by the president of the board of directors.

Section 8. Secretary. The secretary shall keep the minutes of meetings of the members and of the board of directors, see that all notices are duly given in accordance with these bylaws or as required by law be custodian of the corporate records, keep a register of names and mailing addresses of members, director and officer of the corporation, and in general, perform all duties incidental to the office of secretary and such other duties as may from time to time be assigned to him/her by the president or board of directors.

Section 9. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected and, in general, perform all duties as may from time to time be assigned to the treasurer by the president or by the board of directors. The treasurer shall account for all corporate funds quarterly and at such other times as requested by the president or board of directors.

#### **ARTICLE IV** **COMMITTEES**

Section 1. Nominating Committee. It shall be the duty of the president to appoint a nominating committee three months prior to the annual meeting. The duty of this committee shall be to place in nomination candidates for elective offices of the corporation.

Section 2. Committees. The president shall appoint, subject to approval of the board of directors, such committees as the president or board of directors deems advisable to properly handle all special duties and activities of the corporation.

Section 3. Task Forces. The board of directors may create task forces to study, evaluate, report, and provide advice to the board on special projects or issues. Any such task force shall have no authority except to advise the board, and the term, number of members, task, project, and responsibilities of the task force shall be approved by a majority of the directors and included in a written resolution.

Section 4. Term of Office. The term of each member of a committee or task force shall continue until the end of the calendar year and until/his/her successor is elected or appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee or task force, cease to qualify as a member thereof, or resigns.

Section 5. Quorum. Unless otherwise provided in the designation of a committee or task force, a majority of the whole committee or task force shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, except as otherwise provided by law.

Section 6. Vacancies. Vacancies in the membership of any committee or task force may be filled by appointment made in the same manner as provided in the case of the original appointment at any meeting of the board of directors.

Section 7. Resignation. Any member of any committee or task force may resign by filing written notice thereof with the secretary of the corporation.

Section 8. Removal. Any committee or task force member may be removed by an affirmative vote of two-thirds (2/3) of the board whenever, in its judgment, the best interest of the corporation will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the committee or task force member so removed. Such removal shall require a show of cause.

## **ARTICLE V** **FINANCIAL MATTERS**

Section 1. Books and Records. The board of directors shall cause to be kept records of all proceedings of the members and board of directors and such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 2. Documents Kept at Registered Office. The board of directors shall cause to be kept at the registered office of this corporation originals or copies of:

- A. Records of all proceedings of the members and board of directors;
- B. All financial statements of this corporation; and
- C. Articles of Incorporation and bylaws of this corporation and all amendments and restatements thereof.

Section 3. Audits. A thorough review of the books of the corporation shall be made annually by a committee designated by the board of directors, and the review shall be reported to the members at the next annual meeting of the corporation.

Section 4. Compensation. The board of directors of the corporation may at any time and from time to time by resolution provide for payment of compensation to and for the payment or reimbursement of expenses incurred by any member, agent or employee of this corporation for personal services rendered to this corporation, or for any expenses necessarily paid or incurred by any such member, agent or employee, but only if and to the extent that the performance of such service or the occurrence of such expenses is directly in furtherance of the purposes of this corporation and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and appropriate.

Section 5. Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 6. Checks, Drafts, and Other Matters. All checks, drafts, or other order for payment of money and all notes, bonds or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, employee or employees of this corporation and in such manner as may, from time to time, be determined by the board of directors.

## **ARTICLE VI** **CONFORMANCE WITH APPLICABLE REQUIREMENTS OF THE IWLA**

Section 1. National Bylaws Incorporated by Reference. This corporation is a chapter organized under and made part of the Izaak Walton League of America, Incorporated. Accordingly, these bylaws incorporate by reference the provisions of bylaws of IWLA and make them part of these bylaws, to the extent they are applicable to this chapter.

## **ARTICLE VII** **OFFICES, CORPORATE SEAL**

Section 1. Registered Office. The city, town, or other community in which the registered office of this corporation is located in Minnesota shall be as set forth in the Articles of Incorporation or in the most recent amendment or restatement of such Articles of Incorporation, or in a certificate of change of registered office filed with Secretary of State of Minnesota reflecting the adoption of a resolution by the board of directors changing the registered office.

Section 2. Other Offices. The corporation may have such other offices, within or without the state of Minnesota, as the board of directors may from time to time determine.

Section 3. Corporate Seal. The corporation shall have no corporate seal.

**ARTICLE VIII**  
**INDEMNIFICATION**

To the fullest extent permitted from time to time by 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 the he or she is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other organization, shall be indemnified by the corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suite, or proceeding. The indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, 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 matters occurring before the adoption of this section. This provision shall be construed so as to provide and require the broadest, most complete, and extensive scope of indemnification legally permissible at the time indemnification is sought or provided.

**ARTICLE IX**  
**AMENDMENTS**

These bylaws may be amended at the annual meeting of the corporation, or at any special meeting called for that purpose, by a majority vote of the members present and voting, provided that written notice setting forth the proposed amendments must be mailed to each member at least thirty (30) days prior to such meeting.

IN WITNESS THEREOF, these bylaws were adopted by the members on the 20<sup>th</sup> day of September 2009.

By John Hampton  
Its president

By [Signature]  
Its secretary