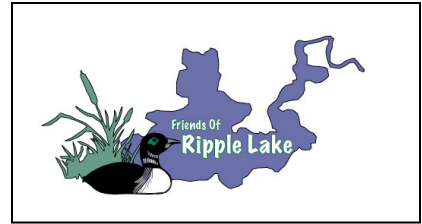


Friends of Ripple Lake Bylaws



Purpose The purpose of the Friends of Ripple Lake (FOR Lake) is to help preserve and protect Ripple Lake and its surroundings; and to enhance the water quality, fishery, boating, safety, and aesthetic values of Ripple Lake, as a recreational facility for today and future generations.

Article I MEMBERSHIP

Membership of FOR Lake (Membership, Members) shall be open to all people, including groups, agencies, foundations, or associations, and upon payment of annual dues.

Section 1 Dues

Officers and Directors (Board Members) shall recommend the amount for annual dues, which and shall be voted upon during the Annual Meeting. Dues do not cover Association-sponsored social events. Annual dues are payable in June, for the period June 1 through May 31.

Section 2 Annual Meeting

The Annual Meeting shall be held in June. Official notice of the annual meeting shall be made by mail, and mailed to the last address of record at least 15 days prior to the meeting date. Members shall be entitled to up to 2 adult votes per Membership, in affairs of FOR Lake. Attendance of 20 percent of the Membership shall constitute a quorum at a meeting of the Membership. Meetings shall be held at a location determined by Board Members.

Article II BOARD OF DIRECTORS

Section 1 Election of Officers and Directors and Term of Office

Board Members of FOR Lake shall be elected by the Membership at the Annual Meeting, and shall serve a 3-year term. Tenure of Board Members shall be limited to 2 consecutive 3-year terms. Eligibility for re-election is granted after leaving the board for a 1-year period.

For the initial election, the President, Treasurer and Secretary will serve 3-year terms, and the Vice President, Director-at-Large and two Directors will serve 2-year terms. Thereafter every position will serve a 3-year term.

Section 2 Board Members

The Board of Directors shall consist of 9 Board Members; 4 Officers and 5 Directors.

Section 3 Officer Positions

The officers of FOR Lake (Officers) shall be: President, Vice President, Secretary, and Treasurer, who shall be elected from and by the board of directors.

Section 4 Directors

The directors of FOR Lake shall be the four Standing Committee chairpersons, and one Director-at-Large (Directors). An Officer shall not be a Standing Committee chairperson or the Director-at-Large.

Section 5 Board of Directors' Meetings

Board Members shall attend Board meetings, with a minimum of 6 Board meetings per year. Meetings shall be held at a location and time determined by Board Members. A quorum shall consist of a majority of Board Members, or five members, whichever is greater. Any Member of FOR Lake may attend Board meetings.

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Section 6 Voting

Each Board Member shall have one vote, with the exception that the presiding Officer shall cast a deciding vote, in the case of ties.

Section 7 Special Meeting

A Special Meeting of the Board may be called by the President, or by a two-thirds majority of Board Members. Notice of the Special Meeting shall be given by mail 15 days prior to the Special Meeting. No business other than that stated in the notice of the Special Meeting shall be considered.

Section 8 Reimbursement

Members of FOR Lake shall not be compensated for their services, except that they may be reimbursed for reasonable expenses incurred in the performance of their duties, on behalf of FOR Lake, with approval of Board Members.

Section 9 Discharge of duties

Board Members shall discharge their duties in good faith, and with diligence and care, to promote and protect the interests of the Membership.

Section 10 Vacancy

In the event a vacancy occurs on the Board, the remaining Board Members may appoint a replacement to fulfill the term.

Section 11 Removal of a Board Member

Board Members at a duly constituted meeting may, by a two-thirds vote of those in attendance, and with or without cause, remove a Board Member from office. Board Members shall not be removed from office unless the notice of the Special Meeting at which removal is to be considered, states such as the purpose. When a Board Member has been removed, the vacancy may be filled in accordance with the provisions of Article II Section 10.

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Section 12 Duties of Officers

The President shall:

1. Preside at all Board meetings, the Annual Meeting and Special Meetings.
2. Appoint up to two Board Members to sign contracts or other instruments, which Board Members have authorized to be executed.
3. Appoint FOR Lake Members to committees.
4. Serve as, or appoint the delegate to, the Aitkin County Lakes and Rivers Association, and attend such other meetings that are of concern to FOR Lake.

The Vice President shall:

1. Perform the duties of the President in the absence of the President.
2. Assist the President with the overall operation of the Association.
3. Coordinate the activities of the Standing Committees and assist in their development.

The Secretary shall:

1. Keep minutes of Board meetings, the Annual Meeting and Special Meetings.
2. See that all notices are duly given in accordance with the provisions of these bylaws, or as required by law.
3. Be custodian of FOR Lake's records.
4. Keep an accurate up-to-date mailing list of Members.

The Treasurer shall:

1. Have charge and custody of, and be responsible for funds of FOR Lake.
2. Deposit all funds in the name of FOR Lake, in depositories selected by Board Members.
3. Handle the disbursement of funds of FOR Lake, as ordered by Board Members.

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Article III COMMITTEES

Section 1 Standing Committees

The Association shall have the following four Standing Committees:

- Education and Newsletter
- Fishing and Exotic Species
- Social and Membership
- Governmental Land Use

Standing Committees shall be appointed by the Board as needed to carry out the business of FOR Lake.

Section 2 Special Committees

The President may appoint other committees as are deemed necessary to support the efforts of Board Members. Chairpersons of Special Committees do not have voting rights.

Article IV AMENDMENTS

Bylaws may be amended at any Annual Meeting, Special Meeting or by mail/e-mail vote of FOR Lake, by a majority vote of Members, constituting a quorum, provided that written notice has been duly sent to each Member of FOR Lake as provided herein.