

BYLAWS
LAKE WASHINGTON IMPROVEMENT ASSOCIATION, INC.

ARTICLE I
NAME AND PURPOSE

- Section 1:** **Name:** The name of the organization shall be the Lake Washington Improvement Association, Inc. (hereinafter the Association).
- Section 2:** **Purpose:** The purpose of the Association shall be to create and/or maintain a Lake Washington environment to the advantage of Association members, lake residents, and users of the lake through advocacy, education and stewardship.
- Section 3:** **Corporate Status:** The Lake Washington Improvement Association, Inc., is a Non-profit Sec. 501C(3) Corporation duly registered with the State of Minnesota. The Association's fiscal year begins on July 1 annually.

ARTICLE II
MEMBERS AND MEETINGS

- Section 1:** **Property Owner Memberships:** Owners of real property within 1000 feet of the lake shall be eligible for one membership in the Association upon payment of yearly dues.
- At-Large Memberships:** Anyone from the greater community who is interested in the welfare of the Lake shall be eligible for one membership in the Association upon payment of the yearly dues. At-large members shall include those from the Lake Washington Watershed and others who use the lake.
- Section 2:** **Monthly Meetings:** The Association will convene scheduled monthly meetings of the Directors to conduct Association business. The general membership may attend said Board of Director meetings as observers and may speak during the Public Forum portion of the meetings.
- Section 3:** **Annual Meetings:** The Association will convene an Annual Meeting of the membership in June, July, or August each year to conduct Association business. The Board will use its best efforts to provide two (2) weeks notice by mail of the Annual Meeting.
- Section 4:** **Special Meetings:** A special meeting of the Board of Directors of the Membership may be called by the Secretary at the direction of the President, or by a majority of the Directors.
- Section 5:** **Voting:** The Directors in good standing with currently paid dues will vote at monthly Board meetings as representatives of the general membership. Association members in good standing

with currently paid dues are entitled to one vote per membership when present at Annual Membership Meetings.

- Section 6:** **Dues:** The Directors shall recommend adjustments of membership dues from time to time which shall be voted upon by the general membership at the annual meeting. Yearly dues shall cover the full calendar year from January 1 to December 31 each year. Dues are payable on January 1st each year and are considered past due on February 1st.

ARTICLE III DIRECTORS

- Section 1:** **Representation:** Association business shall be administered by a Board of Directors consisting of two representatives from each of the seven geographic Areas of Lake Washington plus two At-large Directors representing At-large Members.

- Section 2:** **Election:** Area Directors shall be nominated and elected to serve two-year terms at the Annual Meeting. The directors from even-numbered lake areas will be elected in even numbered calendar years and directors from odd numbered lake areas will be elected in odd-numbered calendar years. Odd and even numbered lake areas are determined by their physical location on the lake and the streets in each area as defined in the lake directory. The two At-large Directors who do not live within one of said seven geographic areas shall be nominated and elected to serve a two-year term in every even numbered year.

- Section 3:** **Meetings:** Meetings shall be held monthly or at the call of the President or by a call of a majority of the Directors.

- Section 4:** **Quorum:** A simple majority of eight (8) Directors is required as a quorum in order to vote on Association Business.

- Section 5:** **Vacancies:** Mid-term vacancies on the Board shall be filled by an eligible Member from the affected area for the remaining balance of the term by a simple majority vote of the Directors present at a duly called meeting.

In the event the Association cannot find a representative from the affected area having an open seat, a member in good standing from another area may fill the vacancy as a "temporary replacement" No more than three members may represent any one area. This "temporary replacement" may serve until such time as a representative from the affected area is duly elected. At no time should the number of directors be less than 13.

- Section 6:** **Duties:** Each Director shall serve on at least one Committee. Committees include the Investment and Finance Committee, the Water Quality Committee, the Communications Committee, the Aquatic Invasive Species Committee, and the Fund Raising Committee; or ad hoc committees created for special projects or purposes.

ARTICLE IV OFFICERS

Section 1: Officers: The Association officers shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2: Election: Directors shall elect officers from their number at the first monthly Board meeting following the Annual Meeting. Each officer shall serve a one-year term of office, but may be elected to serve multiple consecutive terms of office.

Section 3: General Duties: Officers shall provide appropriate governance of the Association at meetings and on committees.

Presidential Duties: The President shall preside at Monthly and Annual Meetings and perform the usual duties associated with the office.

Vice Presidential Duties: In the absence of the President, the Vice President shall preside at Monthly and Annual Meetings. The Vice President shall perform the usual duties associated with the office; in addition, the President shall designate certain duties to be performed by the Vice President.

Secretarial Duties: The Secretary shall keep written minutes of all meetings and shall present the written record for approval at the next monthly meeting. The approved monthly minutes shall be posted on the Association's website. The Secretary will maintain a complete permanent record of meeting minutes and important documents and agreements. In the absence of the Secretary, the President shall appoint a temporary replacement to fill in for the Secretary.

Treasurer Duties: The Treasurer shall account for all funds received and dispersed and will present an accounting for approval at monthly meetings. The Treasurer will work with a board approved accounting firm that will prepare tax returns and other documents to maintain the Association's non-profit status with the State of Minnesota. The Treasurer will maintain a permanent record of financial transactions and tax returns. Said records shall be prepared and maintained using generally accepted accounting practices.

Section 4: Liability: The Association will provide Directors and Officers Liability coverage.

ARTICLE V COMMUNICATIONS

- Section 1:** **Print Media:** A variety of print media such as periodic newsletters, post cards, and mailers will be used to inform members of Association projects, events, and news of general interest.
- Section 2:** **Electronic Media:** The Association will maintain a website – www.lakewashingtonmn.com – that will include information regarding Association governance and other relevant information for members and users of the lake. Social media may also be used as appropriate.
- Section 3:** **Directory:** The Association will publish a directory with names and addresses of lake residents that will be updated biennially or as necessary. A copy of the directory will be furnished to all paid members of the Association.

ARTICLE VI AMENDMENTS

- Section 1:** **Amendments:** The Bylaws of the Association may be amended by a majority vote of the Directors and thereafter said amendments shall be ratified by general membership at the annual or special meeting
- Section 2:** **Amendment Record:**
- a. The Lake Washington Improvement Association, Inc., Bylaws were amended and ratified by the Directors and Members at the Annual Meeting in August of 2006.
 - b. The Lake Washington Improvement Association, Inc., Bylaws were amended and ratified by the Directors and Members at the Annual Meeting in August of 2015.
 - c. The Lake Washington Improvement Association, Inc., Bylaws were amended and ratified by the Directors at the Annual Meeting held in August, 2017.

 - d. Ratification of the Lake Washington Improvement Association Mission statement change: at annual meeting in 2018

- Previous statement: “The purpose of the Association shall be to create and/or maintain a Lake Washington environment to the advantage of Association members, lake residents, and users of the lake.”

New Statement: “The purpose of the Association shall be to create and/or maintain a Lake Washington environment to the advantage of Association members, lake residents, and users of the lake through advocacy, education and stewardship.”

- e. At 8/17/2021 meeting the following addition to Article 3, Section 5 was approved.
“In the event the Association cannot find a representative from the affected area having an open seat, a member in good standing from another area may fill the vacancy as a "temporary replacement" No more than three members may represent any one area. This "temporary replacement" may serve until such time as a representative from the affected area is duly elected.”
- f. Recommended changes by the Board on 1/16/2024, and approved at the 8/13/24 Annual Meeting:
Article 3, Section 1, Representation: Increasing at-large directors to two directors.
Article 3, section 2, Elections: Increasing to 2 at-large directors.
Article 3, section 2, Quorum: Removing mention of Gambling business

These bylaws were approved by the Board of Directors on the 16th day of January 2024.

President: _____

Secretary _____