

**BYLAWS**  
**LAKE SHAMINEAU LAKE IMPROVEMENT DISTRICT**  
**Approved July 16, 2020**

**Article 1: NAME, LOCATION AND AUTHORITY**

Section 1. NAME

The name of the organization shall be Lake Shamineau Lake Improvement District. The organization may be referred to as LSLID.

Section 2. LOCATION

Lake Shamineau is located in Morrison County, Minnesota.

Section 3. AUTHORITY

The Lake Shamineau Lake Improvement District (LSLID) is a non-profit local unit of government and shall operate in accordance with Minnesota Statutes 103B.501 to 103B.581, Minnesota Rules 6115.0900 to 6115.0980, the Morrison County Order Establishing Lake Shamineau Lake Improvement District dated June 9, 2015 and modified on August 19th, 2019 and any amendments thereto.

**Article 2: PURPOSE**

The purpose of a Lake Improvement District is established by MN Statute and Administrative Rules:

103B.511 ADMINISTRATION BY COMMISSIONER.

Subdivision 1. Purpose: (a) To preserve and protect the lakes of the state and to increase and enhance the use and enjoyment of the lakes it is in the public interest that a statewide lake-improvement program is established to: preserve the natural character of lakes and their shoreland environment where feasible and practical; improve the quality of water in lakes; provide for reasonable assurance of water quantity in lakes, where feasible and practicable; and to assure protection of the lakes from the detrimental effects of human activities and certain natural processes.

The primary programs include:

6115.0940 GOALS FOR LAKE IMPROVEMENT DISTRICTS.

Proposals for the establishment of lake improvement districts shall be evaluated according to the degree to which they promote the following goals:

1. lake protection and rehabilitation;
2. protection and enhancement of environmental values by preventing degradation of fish and wildlife habitat, surface and ground water quality, natural beauty and unique scientific values, recreational values, and the quality of life generally;
3. preservation of the public rights in the public waters of the state and to provide the public use of the lake consistent with the preservation of environmental values;
4. ensuring local involvement in the project and a commitment to future lake management;
5. conformity with federal, state, regional, and local laws, rules, and water and related land management policies; and
6. fair and objective resolution of conflicts between competing lake related interests in and around the district.

**Article 3: MEMBERSHIP, BOUNDARIES AND VOTING**

Section 1. MEMBERSHIP

Membership shall include all LSLID riparian property owners and properties with easements, deeded access or are part of an association or group which may have access to the lake and according to the Morrison County Auditor and as described in the current Establishment Order.

Section 2. BOUNDARIES

The LSLID boundary includes and surrounds all riparian properties including any properties accessing Lake Shamineau through easements or commercially classed riparian properties as described in the current Establishment order.

Section 3. VOTING

Members whose names appear as owners of Lake Shamineau riparian property according to the records of the Morrison County Auditor are eligible to cast votes on board member elections, budgets, and proposed projects by the LSLID having a cost to the LSLID in excess of \$5,000. No property shall have more than one vote. A riparian property is defined as a parcel or parcels held in separate and distinct ownership, regardless of the number of lots or parcels owned, the acreage, or the number of owners. When a riparian property is owned in common by members of a condominium, common interest community, planned unit development or other common ownership arrangement, the owners of each contiguous property with a unique PIN having an interest in the common riparian property shall have a vote and shall have all other rights and responsibilities, including being subject to assessment as riparian owners.

**Article 4: FUNDING**

Section 1. Lake Shamineau Lake Improvement District programs and projects may be funded by any of the means listed and in compliance with MN Statute 103B.555 FINANCING defined as:

1. Assessing the costs of the projects upon benefitted property within the district in the manner provided under chapter 429.
2. Imposing service charges on the users of LSLID services within the district.
3. Issuing general obligation bonds as provided in section 429.091.
4. Levying ad valorem tax solely on property within the LSLID, to be appropriated and expended solely on projects of special benefit to the district; or
5. Imposing or issuing any combination of service charges, special assessments, obligations and taxes.

**Article 5: COMMUNICATION**

The LSLID website is the official communication vehicle for meeting announcements, documentation, finance information, minutes, and any other LSLID information. The LSLID also issues periodic newsletters to LSLID members and other interested subscribers to provide up to date information and news. In addition, several (US Mail) mailings to LSLID members are made each year to provide important news and information to all members. The LSLID also holds informational meetings, hearings and an Annual Meeting to provide updates to members.

**Article 6: BOARD OF DIRECTORS**

Section 1. LSLID POWERS

1. Undertake research to determine the condition and development of Lake Shamineau and the water entering into it and to transmit the results of the studies to the Pollution Control Agency and other interested authorities;

2. Conduct a program of water improvement and conservation;
3. Make cooperative agreements with the United States or state government or other counties or cities to effectuate authorized water and related land resource programs;
4. Take actions necessary for the administration of the LSLID;
5. Construct and operate water control structures that are approved by the commissioner of natural resources under section 103G.245;
6. Undertake projects to change the course current or cross section of public waters that are approved by the commissioner of natural resources under section 103G.245;
7. Contract with the board of supervisors of a soil and water conservation district within the LSLID for improvements under chapter 103C;
8. Develop and implement a comprehensive plan to eliminate water pollution;
9. Receive financial assistance from and participate in projects or enter into contracts with federal and state agencies for the study and treatment of pollution problems and related demonstration programs; and
10. Regulate water surface use as provided in statutes section 103G.621.

#### Section 2. ELIGIBILITY AND REPRESENTATION

Directors may be trustees of a trust, or officers or shareholders of a corporation so long as the trust or corporation is a property owner. Only one co-property owner, co-trustee, co-association member, or officer or shareholder of a corporation may hold a seat on the board at a time. A majority of the Directors must reside in the LSLID.

#### Section 3. SIZE AND TERMS

The LSLID Board of Directors shall consist of five (5) members. Directors shall be owners of property within the LSLID. Three Directors shall be permanent residents and two Directors shall be seasonal members. Each Director shall serve a two (2) year term and the terms shall be staggered.

#### Section 4. NOMINATIONS AND ELECTIONS

Directors shall be elected at the annual meeting. All ballots for Director elections shall contain a space for one or more write-in candidates depending on the number of Director positions open for election. Each Director must take and sign the oath defined in the Minnesota Constitution, article V, section 6. The signed oath must be filed with the Morrison County Board of Commissioners. Newly elected Directors shall take office 4 weeks after elected.

1. Any LSLID member may nominate a candidate including themselves, to the slate of nominees. To be a candidate on the ballot, the candidate must accept the nomination. The LSLID Board of Directors shall allow at least two (2) weeks from the date of the initial notice for the filing of director candidate nominations.
2. Voting for Directors shall be by secret ballot. The process for voting, whether mail-in, in-person or online, shall be described by the Board of Directors and communicated to all LSLID members four weeks prior to the election.
3. The Secretary/Administrator, with the assistance of the Treasurer, and with the assistance of others; or using an external party or voting/ballot service, shall count the ballots and record the results. The Chair shall announce the results during the annual meeting or thereafter. The election and voting process, the open voting period, and the timing of the announcement of results will be communicated to all LSLID members four weeks prior to the election.

4. Ballots from the annual meeting shall be preserved for one year from the date of the annual meeting.

#### Section 5. RESPONSIBILITIES

The Board of Directors shall be responsible for determining the financial requirements of the LSLID and for establishing the property charge amount needed to meet the LSLID financial requirements. Directors shall make every effort to attend all Board meetings. All Directors shall demonstrate and maintain the ability to protect, preserve and promote the quality and integrity of Lake Shamineau in all matters that may come before them.

A Director shall:

1. Attend or otherwise be a part of all board meetings whether virtual or in-person and to provide advance notice to the Chair in the event attendance is not possible. Unexcused absence from two or more board meetings may be grounds for declaring a board position vacant.
2. Be consistently on time; ensures responsibilities are covered when not available or absent.
3. Effectively communicate with other board members, LSLID members and the community at large. This includes having a solid understanding and the ability to effectively and regularly check and use email, as well as basic understanding and the ability to open and respond to Microsoft Word, Microsoft Excel, PDF and other documents as necessary.
4. Take responsibility for own actions; keeps commitments; completes tasks on time or notifies appropriate person with an alternate plan.
5. Have a thorough understanding of and the ability to follow and enforce LSLID Bylaws, relevant state statutes and the approved Establishment of Order.
6. Disclose to the Chair and other board members any potential conflict of interest with any policy or pending business matter that may come before the LSLID. Each Director may be required to sign a statement acknowledging this conflict of interest responsibility.
7. Not divulge or share private and confidential information whether written or verbal with any person, firm, corporation, or other entity except on the direct written authority of the Chair. This may include certain board discussion, unofficial draft documents, email, financial data, banking information, personal information, LSLID member information, etc.
8. Adopt and defend the decisions of the LSLID Board of Directors once a vote is taken and the Board adopts a position even when that position may not be commensurate with your own individual opinion.
9. Act in a respectful, professional manner in all situations.
10. Respond to all requests in a timely manner.
11. Keep the Chair informed of any new or evolving matters.
12. Act and defend the best interest of Lake Shamineau.
13. Directors shall, by appointment of the Chair, serve on committees, and shall function as a liaison between the Board of Directors and such committees. Director volunteers readily seek increased responsibilities; look for and take advantage of opportunities; ask for and offer help when needed.
14. Upon exiting the board all applicable documents and electronic files shall be relinquished to the senior officer. The exiting director will make every effort to transfer any relevant information to the remaining directors.

## Section 6. VACANCIES

Vacancies shall be filled by election at the next annual meeting. Nothing herein shall prevent the LSLID Board of Directors from enlisting the aid of volunteers to assist the LSLID Board of Directors in the performance of administrative tasks.

## Section 7. REMOVAL OF DIRECTORS

A Director may be removed from the Board by a majority vote of the remaining Directors. Grounds for removal include sale or transfer of all Lake Shamineau residential or commercial property of the Director, death, or conduct contrary to the listed responsibilities of the board of directors.

## **Article 6: OFFICERS**

### Section 1. Offices

The offices of the LSLID shall be Chair, Vice Chair, Secretary/Administrator and Treasurer.

### Section 2. Eligibility

Any Board member in good standing at the time of nomination who has served no less than six months on the Board of Directors shall be eligible for election to the office of Chair. All other Officers need only be current Board members or recently elected Board members who have yet to commence their term, in order to be eligible for election.

### Section 3. ELECTION OF OFFICERS

1. The election of officers shall be held at least annually by the Board of Directors.
2. No officer may hold more than one office at a time.

### Section 4. DUTIES OF OFFICERS

**Chair:** The Chair shall preside over all LSLID Board Meetings, Annual Meetings and other LSLID Meetings. The Chair shall ensure that these bylaws and any rules and regulations as adopted by the LSLID Board are enforced. The Chair shall act as the spokesperson for the Board and be responsible for signing any contracts or documents on behalf of the LSLID as approved by the Board of Directors. The Chair or designee shall, within four (4) months after the annual meeting, file an annual report with Morrison County Board of Commissioners, Minnesota Department of Natural Resources, Minnesota Pollution Control Agency, and the Morrison County Soil and Water Conservation District.

**Vice Chair:** The Vice Chair shall assist the Chair and act as parliamentarian. The Vice Chair shall assume the responsibility of the office of Chair in the absence of the Chair, and attend all meetings called by the Chair. In the event of resignation or removal of the Chair, the Vice Chair shall become Chair immediately and will serve as Chair until a new Chair is elected by the LSLID Board.

**Secretary/Administrator:** The Secretary/Administrator shall keep permanent accurate records of all meetings of the Board and regularly submit minutes to the Board and perform other duties normally associated with this office. Meeting minutes will be sent to all Board members via email within one (1) week after a meeting. Concerns or requests for edits should be received within one (1) week after the minutes are sent. Minutes for each Board meeting shall be placed on the website within one (1) week after approval or as directed by the Board. Minutes from

the Board meeting shall be formally approved at the beginning of the next meeting of the Board or by email vote. The Secretary shall maintain copies of all books, documents, and written communication related to the LSLID and shall relinquish to the Board these materials upon expiration of term of office.

Treasurer: The Treasurer shall oversee the books of financial accounts, present a financial state of the LSLID at each meeting and perform all other duties normally associated with this office, including: managing accounts, paying bills, securing insurance, providing a financial summary report at the Annual Meeting, and reporting to Morrison County officials annually, or as required. A general fund shall be maintained into which shall be placed or credited all monies received and from which shall be paid all expenses and disbursements not otherwise provided for. Unspent or unallocated fund balances at the end of a budget cycle may be transferred to the general fund with approval by a majority of LSLID Board of Directors. The general fund balance shall be reported on and included in Treasurer Reports.

The Treasurer shall pay all bills in accordance with the annual budget or at the direction of the Board of Directors. Any reimbursement over \$10,000.00 requires the approval of the chair. The Treasurer shall maintain copies of all books, financial documents, bank documents, tax documents, and the like, and shall relinquish to the Board these materials upon expiration of term of office. If an audit is requested by the Board, the Treasurer must provide requested information within seven (7) days.

## **Article 7: BOARD OF DIRECTORS MEETINGS**

### **Section 1. REGULAR AND SPECIAL MEETINGS**

Directors shall hold four regularly scheduled meetings per year in the Winter, Spring, Summer (Annual Meeting) and Fall. These meetings will be scheduled and announced on the LSLID website and through any other communications with LSLID members. In addition, Directors shall hold special meetings as needed in addition to the Annual Meeting. The Chair, or any LSLID Director with approval of at least one-third (2/5) of the Directors may call special meetings. Special meetings will be scheduled and announced on the LSLID website and through any communications with LSLID Members. All meetings of the Board are open to any LSLID member and the public to attend. Voting rights for meetings other than the Annual Meeting are limited to Board members, only. A Board meeting may be held in person or electronically.

### **Section 2. NOTICE OF MEETINGS**

Annual meeting will be announced according to the current establishment order. Notice of each regular or special meeting shall be issued stating the purpose of the meeting along with a proposed draft agenda to each Director no less than two (2) days prior to the meeting date. The LSLID website shall be the official means of notification, plus any other means that may be requested by a Board member. A special meeting may occur with a minimum of seven (7) day notification to Board members and posting on the website. An emergency meeting may be called by the Chair for items that require immediate action with three (3) day notice to Board members and posting on the website.

### **Section 3. QUORUM**

A simple majority of the current Board of Directors shall constitute a quorum at any meeting. Simple majority is defined as 3/5 participation. No action shall be deemed approved unless votes cast in favor on a motion are approved by a majority of the quorum.

#### Section 4. MEETING CODE OF CONDUCT

Participation in the Lake Shamineau Lake Improvement District's meetings is subject to the observance of the organization's rules and procedures. *The activities outlined below are strictly prohibited.* Any participant who violates this Code is subject to discipline, up to and including removal from the meeting.

1. Abusive language towards a volunteer or another participant.
2. Discourtesy or rudeness to a fellow participant or volunteer.
3. Verbal, physical, or visual harassment of another participant or volunteer.
4. Actual or threatened violence toward any individual or group.
5. Conduct endangering the life, safety, health, or well-being of others.
6. Failure to follow any meeting policy or procedure.
7. Bullying or taking unfair advantage of any participant or volunteer.
8. Failing to cooperate with meeting organizers or leader.
9. Bringing into LSLID meeting dangerous or unauthorized materials such as firearms, weapons, or other similar items.

#### **Article 8: COMMITTEES**

The Board of Directors may vote to create committees as needed for the purpose of completing or implementing specific tasks, projects, or events to benefit the goals of the LSLID. The Committee Chair shall be approved by a majority of the Board of Directors. The Board of Directors shall authorize and define the powers and duties of all committees subject to the provisions of these bylaws. No committee shall commit the LSLID to contractual obligation or advocacy or opposition to any position without the specific authority of the Board of Directors.

#### **Article 9: ANNUAL MEETING**

Section 1. The annual meeting shall be held in August of each year on a date set by the Directors LSLID Board of Directors. The Annual Meeting can be held in-person in a location near Lake Shamineau or can be held electronically with the approval of the Board of Directors. At least eight (8) weeks prior to the annual meeting, the Directors LSLID Board of Directors shall notify property owners, by mailed initial notice:

1. The date, time, and location of the annual meeting.
2. The Director seats open for election (either by expiring term or vacancy).
3. The method and timeline for nominating candidates for Director election, including the required qualifications of Directors.

#### **Article 10: PARLIAMENTARY PROCEDURE**

The procedure of the meetings of LSLID shall be governed by and conducted according to the abbreviated version of Robert's Manual of Parliamentary Procedure as adopted by the Board of Directors. The Vice Chair, or a Director appointed by the Chair, shall be the parliamentarian.

#### **Article 11: PERSONAL LIABILITY**

No Director shall be personally liable for the debts or obligations of the LSLID of any nature nor shall any of the property of the Directors be subject to the payment of the debts or obligations of the LSLID. The LSLID Board will maintain liability insurance coverage for the LSLID.

#### **Article 12: INDEMNIFICATION**

To the full extent permitted by Minnesota law, current and former Directors who are made a party, or threatened to be made a party, to a civil, criminal, administrative, arbitration, or investigative proceeding by reason of their position and activities on behalf of the LSLID shall be indemnified by the LSLID against judgments, penalties, fines, settlements, costs of defense including reasonable attorney's fees, and other losses incurred in connection with the proceeding. Acts of negligence, fraud, and/or criminal conduct shall not be indemnified. This indemnification shall inure to the benefit of the heirs, executors, and administrators of those who are so indemnified. The LSLID may obtain insurance to cover this indemnification.

**Article 13: AMENDMENTS**

The Board of Directors may adopt or amend these bylaws by a majority vote of the Directors present and entitled to vote at any meeting of the Board.

**Certification:**

These bylaws were adopted and approved by the Board of Directors on July 16, 2020.