By-Laws of the
SPORTSMEN'S CLUB OF LAKE VERMILION, INC.
DBA VERMILION LAKE ASSOCIATION
Cook/Tower, MN

Amended July 2021 by Board of Directors
Approved by Membership at August 2021 Annual Meeting

Article I, Name and Purpose

Section 1

The name of this organization shall be the SPORTSMEN'S CLUB OF LAKE VERMILION, INC. DBA VERMILION LAKE ASSOCIATION

Section 2

The Vermilion Lake Association is hereby organized for the following purposes:

1. To promote and enhance the outdoor experience of Lake Vermilion for present and future generations

2. To protect and improve the water quality of Lake Vermilion

3. To educate Association members and the public regarding issues which impact Lake Vermilion

Article II, Membership

Section 1

Membership is open to any interested person(s), business or organization that subscribes to the purpose of this Association as outlined in Article I, Section 2

Article III, Dues, Termination and Annual Meeting

Section 1 - Dues

Annual membership dues shall be paid by the following categories: ~~Single~~ Household membership

~~Couple membership~~

~~Family membership (includes dependent children)~~

Business/organization membership

Dues are payable January 1 of each year and not later than the date of the Annual Meeting. Dues shall be established and revised from time-to-time by the Board of Directors, published in the newsletter, and approved by a majority of the members in attendance at the annual meeting.

Section 2 - Termination

Membership automatically terminates if dues are not received by the Association Membership Manager on or before the date of the Annual Meeting.

Section 3 - Annual Meeting

The Annual Meeting shall be held in August of each year. The date and location will be at the discretion of the President with the approval of the Board of Directors. The date and location will be decided prior to and announced in the summer edition of the official newsletter of the Association. The business of the Annual Meeting may be conducted on a virtual basis or remote communication. As used in these By-Laws, “remote communication” means communication via telephone conference, video conference, the Internet or other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Should the board determine the annual meeting be conducted via remote communication, the members shall be informed via the web site, and other means as reasonably possible.

Article IV, Selection of Directors, Officers and Their Duties

Section 1 - Election of Directors

Directors of the Vermilion Lake Association shall be elected for a three (3) year term at the Annual Meeting by the membership present. The Board shall have up to eighteen (18), but no fewer than twelve (12) Directors. Approximately one-third of the Directors shall be elected each year. To maintain this balance, the first term of a Director filling a vacant position shall be set at one (1), two (2) or three (3) years, at the discretion of the Board.

Section 2 - Election of Officers

The Directors shall select from within their group the following five officers: President, Vice-President, Secretary, Treasurer, and Membership Manager. These officers, when selected shall serve for two (2) years. Consideration should be given to those candidates who are able to attend meetings year around. The Directors, along with the selection of officers, shall identify from the Board, individuals to act as back-ups for the officers and others in key leadership positions who may for whatever reason be unable to perform their Board duties.

Section 3 – Duties of the Board

The affairs of the Association shall be managed by its Board of Directors. The

Board of Directors shall have control of and be responsible for the management of the affairs and property of the Association.

Section 4 - Duties of the President

The President shall preside over all meetings of the Vermilion Lake Association and of the Board of Directors and shall perform all duties incident to that office.

Section 5 - Duties of the Vice-President

The Vice-President shall act in the absence of the President or other Officer of the Board.

Section 6 - Duties of the Secretary

The Secretary shall conduct all the official correspondence, maintain accurate records of the proceedings of the Association and preserve all the documents and communications that may be employed by the Association. At the expiration of the term of office, he/she shall deliver to the Board of Directors, all documents and papers that are the property of the Association.

Section 7 - Duties of the Treasurer

The Treasurer will manage the Association's business affairs including its financial papers, computer records, insurance policies, equipment inventories, etc. Responsibilities also include depositing moneys into the Association's selected bank and/or other Board approved financial institutions, paying bills as approved by the Board, presenting the current financial status of the Association at each Board meeting and preparing the annual budget for approval by the Board. At the expiration of the term of office, he/she shall deliver to the Board of Directors, all documents and papers that are the property of the Association.

Section 8 - Duties of the Membership Manager

The Membership Manager will handle Association membership renewals, deposit incoming membership dues, maintain
membership records and/or manage the service bureau updating the database of membership records.

Section 9 - Distribution of Directors

The total number of Directors shall be divided, as equitably as possible at the discretion of the Board, between the west and east ends of Lake Vermilion. For this purpose, a north-south line drawn at the Frazer Bay Road will approximately divide the lake.

Section 10 - Resignation of Directors

Any Officer or Director shall make his/her resignation in writing to the Secretary.

Section 11 - Appointments

The Board of Directors shall have the authority to appoint directors to fill vacancies until the next Annual Meeting, at which time the vacancy shall be filled by election from the Association membership. The President, with Board

approval, may appoint a director-at-large for a one-year term.

Section 12 – Indemnification

Any Director or Officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

Section 13 - Removal of Directors

The Directors shall, at their discretion and by a 2/3 majority vote, have the right to remove any Director from the Board if they determine that said Director has acted in a manner which violates the By-Laws or, otherwise, compromises the reputation of the Association. For example, acts which could discredit the Association may include but are not limited to: misdemeanor or felony conviction, misappropriation of Association funds, conviction on violation of fish and game regulations, conviction on violation of boating regulations. The Directors shall also have the right to remove any Director from the Board if said Director is absent from more than one-half of the scheduled Board meetings in a 12-month period.

Section 14 – Meeting Attendance by Remote Communication

Directors may attend a Board meeting by means of remote communication. As used in these By-Laws, “remote communication” means communication via telephone conference, video conference, the Internet or other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting required by these bylaws, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

Article V, Governance

Section 1 - Operation

The operation and direction of the Association shall be vested in the Officers and the Board of Directors. Decisions of the Board shall be made by a majority vote of the quorum present unless otherwise specified.

Section 2 – Financial Controls

The Association shall have operating policies in place that establish appropriate controls over expenditure approval, expense reimbursement and other accounting and treasury procedures.

Section 3 - Annual Financial Accounting

Prior to each Annual Meeting, an independent accountant shall review the books of the Association and the report shall be given to the membership at the Annual Meeting. The Board President, with Board approval, may elect to have an audit, rather than just a review of the financial records if the level of financial activity is higher than normal, e.g., the Association receives grant funds. If the Association is being audited, and the independent accountant, due to time restraints, is unable to finish the examination prior to the annual meeting, the report given to the membership shall be marked as “Unaudited”.

Section 4 - Publication

The official newsletter of the Association shall be published quarterly.

Section 5 - Meeting

The Board of Directors shall meet for a regular business meeting all months except August, when the Association Annual Meeting is held and December. The Association President may call a special meeting when deemed necessary. A majority of Directors shall constitute a quorum. The location of the meeting will generally alternate between sites on each end of Lake Vermilion. Upon approval of the board, the president may cancel a regular business meeting.

Section 6 – Informal Action

Any action required to be taken, or which may be taken, at a meeting may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote. The Association President may email each Board member the proposed action to be voted upon. The Directors’ email responses with their vote shall be deemed signed by the Directors and serve as consent in writing. The Association Secretary shall tally the votes and advise the Directors of the outcome. The Secretary shall record the minutes of the actions and submit the minutes to the Board for approval at its next meeting.

Section 7- Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors. Board members, upon approval of the Board, may be compensated for services above and beyond the primary duties of the Board.

Section 8 - Reimbursement

At the discretion of the Board of Directors, any Board member or Association member may be reimbursed expenses incurred on behalf of the Association.

Section 9 - Presentation

Any person or group wishing to address any Association meeting shall first seek permission from the Board of Directors. VLA members are welcome to attend as observers with no participation (unless asked by a board member). The president shall be informed prior to a board meeting for a VLA member to attend a board meeting.

A non VLA member may attend with president approval and at least one other

officer. Attendance will be as an observer with no participation (unless asked by a board member). The president shall inform the board of attendance by a non VLA member at an upcoming board meeting. Any presentation to the board, or personal request for action by the board, by either a VLA member or a non-VLA member, requires prior approval by a majority of a quorum of the full board.

Section 10 - Resolutions

A resolution offered at the Annual Meeting shall be made in writing to the Board of Directors. No member shall read or offer for action any motion or communication without first making a general statement on the subject.

Section 11 - Amendments to the By-Laws

Any resolution offered to amend the By-Laws shall be made in writing by any member to the Board of Directors. Said resolution shall be discussed by the Board of Directors and communicated to the membership through publication in the official newsletter. Said resolution shall then be discussed and voted upon at the next Annual Meeting.

Section 12 - Balloting

All matters coming before the Association membership at the annual meeting and requiring a vote shall be handled by voice vote or show of hands unless there is a request for a paper ballot. Only active members shall be allowed to vote. Voting representation shall be as follows: ~~three (3) votes with family membership; two (2) votes with couple membership;~~ one (1) vote with ~~single~~household membership; and one (1) vote with business or organization membership. Those members voting shall be considered as constituting a quorum. The President, with Board approval, may elect to mail ballots to the members or include the ballot in the newsletter, enabling members to vote by mail. The ballot may allow members to vote by proxy by assigning their vote to the Board and allowing the Board to vote consistent with its recommendation.

Section 13 - Parliamentary Rules

The proceedings of the Association shall be governed according to the latest edition of Robert's Rules of Order.

Section 14 - Nomination for Directors

Three members of the Board may present a nominee to the Board to become an appointed member of the Board. At the subsequent annual meeting the appointed member shall be submitted for election to the Board. Nominations will also be accepted from the floor at the Annual Meeting. Election by voice vote, show of hands or paper ballot shall be made at the Annual Meeting.

Article VI, Committees and other leadership positions

Section 1 –Committees

The Board of Directors may appoint either standing or temporary committees as deemed necessary.

Section 2 – Other leadership positions

In addition to the Association Officers, leadership positions may be appointed by the Board of Directors. These leadership positions may be Directors or Association members. If the Board of Directors determines that the leadership position is no longer needed, or the leader is not acting in the best interests of the Association, the Board may remove the leader from the appointed position.

The following leadership positions are currently in place:

AIS Program ~~Coordinator~~Coordinators
Resort Coordinator(s) – East End
Resort Coordinator(s) – West End
Fisheries Team Leader
Shore Lunch Site Team Leader(s)
~~Shoreland Restoration Team Leader~~
Lake Steward Program Coordinator
Water Quality Team Leader
Night Navigation Team Leader(s)
~~Loon Nesting Platforms Team Leader~~
~~Loon Count Lake-wide leader~~
Loon Count Leader – East End
Loon Count Leader - West End
Volunteer ~~Development~~Program Team Leader
Communications Team Leader
Newsletter Editor