

# **BIRCHWOOD DOCK ASSOCIATION BYLAWS**

## **ARTICLE 1. NAME**

The name of the organization is the Birchwood Dock Association.

## **ARTICLE 2. PURPOSE**

The purpose of the Birchwood Dock Association is to manage and install docks on the Public Lake Tracts owned by the City of Birchwood for the use and enjoyment of the members of the Association and to protect and indemnify Association members from liability arising from the use and maintenance of the docks.

## **ARTICLE 3. MEMBERSHIP IN THE ASSOCIATION**

**Section 1. Open to Residents.** Residents and property owners in the City of Birchwood are eligible to join the Birchwood Dock Association. All full-time residents of a household shall be included when a person at the residence joins the Association, although each household shall have only one vote.

**Section 2. Boating Members.** Residents who obtain a boat slip on a dock maintained by the Association are considered boating members.

**Section 3. Dock Use Only Members.** Residents who want access to the docks but who do not desire to obtain a boat slip are eligible to join as dock use only members.

**Section 4. City Boat Slip Waiting List.** Residents may place their name on the City Boat Slip Waiting List as regulated by City procedures and ordinances.

## **ARTICLE 4. FEES AND DUES**

**Section 1. Initiation Fees.** A resident joining the Association as a boating member shall pay an initiation fee established by the Board of Directors. A resident joining the Association as a dock use only member shall be required to pay an initiation fee.

**Section 2. Annual Dues.** All members of the Association shall pay the annual dues established by the Board of Directors. The Board may establish higher annual dues for those boating members who have usable boat slips than for boating members without a usable slip. The annual dues for dock use only members shall be set at a reasonable amount that reflects the costs associated with maintaining the docks, including the costs of insurance.

**Section 3. Special Assessments.** The Board shall have the authority to impose special assessments on all dock members. The Board shall inform the members of the purpose and reasons for any special assessments.

**Section 4. Acceptance of Funds.** The Board shall have the authority to accept any gifts and donations on behalf of the Association. The Association may engage in fundraising activities.

## ARTICLE 5. BOARD OF DIRECTORS

**Section 1. Creation.** There shall be a Board of Directors consisting of five Directors – the President, the Vice President, the Secretary, the Treasurer, and a member at large who shall be selected by the other four other members.

**Section 2. Terms.** The members of the Board of Directors shall serve one year terms but may be re-elected for consecutive terms. The term of the members of the Board of Directors shall run from January 1 to December 31.

**Section 3. Election.** The President, the Vice President, the Secretary, and the Treasurer shall be elected by the members of the Association. A majority of those voting is sufficient to elect the Board members. All elections shall occur at a meeting of the Association held in the fall of the year before the terms of the present members expire on December 31. No household shall have more than one vote.

**Section 4. Duties of the Board.** The Board of Directors shall be responsible for the conduct of the Association's business and has authority to make decisions on behalf of the Association. The Board shall establish initiation fees, the annual dues, and any special assessments. The Board shall be responsible for calling meetings of the Association. The Board shall maintain a list of members of the Association and shall have the responsibility to facilitate boat slip assignments to the boating members each spring, following procedures established by the City. The Board shall have other duties as more specifically defined in these bylaws.

**Section 5. Vacancy.** A Director may resign at any time by giving written notice to the Secretary and President. When a vacancy shall occur on the Board of Directors, for any reason, the President, after soliciting the advice of the other Board members, shall appoint a qualified person to fill the remaining term of the person who vacated the position, unless the vacancy shall occur less than two months before the next election, in which case the position shall remain open until the position is filled by election. If the position of President shall become vacant, the Vice President shall serve until the next election.

**Section 6. No Compensation.** Members of the Board of Directors shall receive no compensation for service on the Board or for service as an officer. Nor shall Board members and officers receive any priority status regarding the selection of boat slips on any dock. Board members and officers shall pay all applicable fees and dues.

**Section 7. Meetings of the Board.** The Board of Directors may meet upon the call of the President or upon the request of two Board members. Three members must be present for the Board to conduct a meeting and to take any action. A majority vote of those present and voting is required for the Board to make a decision. The President shall determine whether notice of the meeting shall be given and the extent of any notice. The Board can decide to close any meeting of the Board to the Association members and to the public. The President shall report to the Association at each meeting of the Association about any Board meetings that were held in the interim since the previous Association meeting.

## ARTICLE 6. OFFICERS

**Section 1. President.** There shall be a President of the Association. The President shall have the authority to speak for the Association consistent with actions of the Board of Directors and these bylaws. The President shall have the authority to call regular or special meetings of the Association and shall preside at all meetings of the Association.

**Section 2. Vice President.** There shall be a Vice President of the Association. The Vice President shall serve in the absence of the President.

**Section 3. Secretary.** There shall be a Secretary of the Association. The Secretary shall maintain the Minutes of all meetings of the Association and keep the books and records of all financial transactions of the Association.

**Section 4. Treasurer.** The Treasurer shall keep the books and records of all financial transactions of the Association. The Treasurer shall have the authority to sign checks and pay bills on behalf of the Association.

**Section 5. Dock Management Teams.** Each Public Lake Tract shall have a Dock Management Team consisting of the two most senior boating members at each public lake tract, or elected members serving as Dock Manager and an Assistant Dock Manager.

- A. **Dock Manager.** The Dock Manager will have the responsibility to coordinate dock installation and removal, oversee any required dock maintenance issues, and prepare documents required for necessary dock permit applications of the Association.
- B. **Assistant Dock Manager.** The Assistant Dock Manager will have the duty to assist the dock manager in his/her responsibilities and serve in the absence of the Manager.

**Section 5. Election of Dock Managers.** Dock Management Teams will be elected volunteers by a majority vote of the members of the Association who are present and voting at the meeting when the election is held. All elections shall occur at a meeting of the Association held in the fall of the year before the terms of the present members expire on December 31. No household shall have more than one vote.

## **ARTICLE 7. ASSOCIATION MEETINGS**

**Section 1. Regular Meetings.** The Board of Directors shall schedule at least two regular meetings of the Association, one in the spring and one in the fall.

**Section 2. Special Meetings.** Two members of the Board of Directors or the President may call for a special meeting of the Association at any time.

**Section 3. Quorum.** A quorum shall consist of a majority of the Board, regardless of how many Association members are present.

**Section 4. Notice of Meetings.** The President shall provide written notice through the U.S. Post Office or by e-mail of all Association meetings at least five days in advance of the meeting. The notice shall be provided to all members of the Association and to the landowners within 200 feet in both directions from any Public Lake Tract where the Association maintains or is proposing to maintain a dock. The President shall also provide notice to the Birchwood City Clerk.

**Section 5. Participation.** All members of the Association shall be entitled to be heard at a meeting of the Association. The Board **may** allow nonmembers to be heard.

## **ARTICLE 8. DOCK AUTHORIZATION**

**Section 1. Birchwood Authorization.** Each fall the Board of Directors shall determine what docks and boat slips the Association would like to maintain in the following summer season on the Public Lake Tracts owned by the City of Birchwood. The Board of Directors shall be responsible for preparing all necessary paperwork and documentation, in consultation with the Dock Managers, to apply to the City for the appropriate authorization.

**Section 2. White Bear Lake Conservation District Authorization.** The Board of Directors shall be responsible for preparing all necessary paperwork and documentation to assist the City in obtaining a permit for all docks and boat slips on Lake Easement Tracts from the White Bear Lake Conservation District.

## **ARTICLE 9. BOAT SLIP ASSIGNMENT**

**Section 1. Slip Assignment.** The Dock Association acknowledges that the city will manage the assignment and relinquishment of boat slip privileges, but the dock association will manage the assignments of the specific boat slip and individual uses. At the spring meeting of the Association, the Board of Directors shall determine which members are entitled to which of the available boat slips that have been authorized by the City of Birchwood and the White Bear Lake Conservation District by using the City's Consolidated Wait List. The person at the top of the list has the number one priority, and so on down the list. The Board shall continue down the list until all available slips have been accounted for.

**Section 2. Slip Refusal.** Any member on the Wait List who has a high enough priority to qualify for a boat slip may refuse to moor a boat in the assigned slip that particular year for any reason without losing their rotation position. The boat slip shall become available to the next person lower in priority on the Wait List.

## **ARTICLE 10. COMMITTEES**

**Section 1. Creation.** The Board of Directors may create such committees as it deems advisable. The Board shall determine the size of the committee, its duration, its charge, and any other terms the Board determines appropriate. Any Association member may ask the Board to create a committee.

**Section 2. Appointment.** The Board of Directors shall appoint the members of all committees that are created. A person does not need to be a member of the Association to be appointed to a committee.

**Section 3. Duration.** The Board of Directors shall determine whether a committee is a permanent committee or a temporary committee. Temporary committees shall expire on a date

certain established by the Board. Permanent committees shall continue until such time as the Board determines to terminate the committee. The Board may terminate a committee, whether permanent or temporary, at any time.

## **ARTICLE 11. CONDUCT OF MEMBERS**

**Section 1. Behavior.** All members shall comply with the requirements of these bylaws and any other rules or regulations established by the Board of Directors. Members shall act in a manner that is courteous and respectful during meetings of the Association and when using the Public Lake Tracts and the docks.

**Section 2. City Requirements.** All members of the Association shall comply with requirements imposed by the City that apply to the Public Lake Tracts or to the docks or the boats.

## **ARTICLE 12. LOSS OF MEMBERSHIP.**

**Section 1. Revocation.** A member of the Association may have his or her membership revoked by the Board of Directors for failure to comply with the conduct expected under Article 10 or for other conduct detrimental to the Association. No person's membership shall be revoked without providing the person an opportunity to address the Board of Directors. Revocation shall apply to the entire household. Any person whose membership has been revoked shall not be entitled to reimbursement of any fees, dues, or assessments paid to the Association. If the member is a boating member, the member shall be required to vacate the slip within ten days of the revocation. In lieu of revocation, the Board may determine to suspend a person's membership and to impose conditions on continued membership.

**Section 2. Reinstatement.** Any member whose membership has been revoked by the Board of Directors under Section 1 may apply for reinstatement one year or more after the action by the Board revoking the membership. If the person is a boating member, the person shall go to the bottom of the boating list upon reinstatement.

## **ARTICLE 13. INSURANCE**

The Association and its (boating) members shall maintain, as a minimum, the insurance types and limits required by the City.

## **ARTICLE 14. INDEMNIFICATION**

The Association shall indemnify its officers, members, and agents from any liability for acts of the Association or its members to the extent permitted by law.

## **ARTICLE 15. ASSOCIATION ASSETS**

**Section 1. Acquisition.** The Association may acquire such assets as the Board determines appropriate to carry out the functions of the Association. Without limitation, this includes docks, boats, boat lifts, and money. The Board may also determine to dispose of any assets through sale, transfer, or discarding.

**Section 2. Liquidation.** Upon the dissolution of the Association (organization), assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE 16. AMENDMENT OF BYLAWS**

These bylaws may be amended at a regular or special meeting of the Association by a two-thirds (2/3) vote of all eligible members. No proposed amendments may be brought to the membership for a vote unless the specific text of the amendment is provided to the members at least ten days before the meeting.

These bylaws adopted this 22nd day of January, 2011