

WINONA BOATHOUSE ASSOCIATION

Winona, Minnesota

BY-LAWS OF THE WINONA BOATHOUSE ASSOCIATION, INC.

1. The name of this organization is the Winona Boathouse Association, Inc. (WBA). WBA shall be a nonprofit organization incorporated under the laws of the State of Minnesota
 - A. All uses of the terms "boathouse", "boathouses" and/or "boathousing" in these bylaws refer collectively to all watercraft and floating structures, including, but not limited to, boats, canoes, docks, boat garages, marine storage facilities and floating homes.
2. **GENERAL PURPOSES OF THE WBA.** WBA is organized exclusively for charitable, scientific, and educational purposes. The purpose of the WBA is:
 - A. To preserve and protect the rights of individuals to own, upgrade, renovate, rebuild, sell, give away, maintain and use boathouses moored to Latsch Island.
 - B. To serve as a democratic, self-governing and self-regulating community with a goal of eliminating problems before they become a concern for local, state or federal bodies.
 - C. To protect the rights of individuals to own and use boathouses on Latsch Island.
 - D. To serve as a management organization of Latsch Island boathousing in cooperation with the Winona City Administration and any other concerned governmental agencies.
 - E. To honor the history, nurture the culture and enhance the ecology of boathousing on Latsch Island.
 - F. All civil rights recognized by the Winona City Council are recognized and protected by the Winona Boathouse Association Inc., and none of them may be diminished by a majority vote of the members.
3. **MEMBERSHIP.** The membership of the WBA will consist of individuals who are a party to a Mooring Site License Agreement with the WBA.
4. **VOTING RIGHTS.** All members have the rights and responsibility to vote in all general WBA elections. Each Mooring Site License Agreement is allowed only one (1) vote. If multiple members are listed on a single Mooring Site License Agreement, those members will share a single vote. Members with multiple Mooring Site License Agreements cannot cast multiple votes.
 - A. Members will vote for either one (1) Chair or two (2) Co-Chairs (nominated as a pair) on one (1) ballot.
 - B. Amendments to the WBA By-Laws & Rules and Regulations must be made by a two-thirds vote of a quorum of WBA members or their proxies present at a quarterly or special meeting of the WBA. Votes concerning the By-Laws or Rules and Regulations and dissolving or assigning Mooring Site License Agreements in any way must be announced in written notices to the membership at least ten days prior to the general membership meeting when the votes occur. A quorum of the general membership of the WBA is any number of members attending a general membership or special WBA meeting called by the Chair/Co-Chairs and the Board of Directors.
 - C. Proxy votes for specific meeting dates can be assigned by members in writing. Multiple Mooring Site License Agreements holders (who may exist due to agreements prior to these By-Laws) can only designate one proxy vote. Proxy votes must be made in writing with the WBA member's signature.
 - D. All general membership votes that do not involve amendments to the WBA By-Laws and Rules & Regulations will require a majority of a quorum of WBA members.
 - E. All WBA members must comply with the terms provided in the Mooring Site License Agreement with the WBA and the WBA License Agreement with the City of Winona.

5. **MULTIPLE MOORING SITE LICENSE AGREEMENTS.** No member may hold multiple Mooring Site License Agreements unless those license agreements were in effect prior to the enactment of these By-Laws. If a member sells or forfeits in any way one or more of his or her existing, multiple Mooring Site License Agreements, they cannot in any way gain possession of another multiple Mooring Site License Agreement.
6. **COMMENCEMENT.** The WBA will commence to act as a nonprofit corporation under the terms of these By-Laws, and in cooperation with a License Agreement from the City of Winona, June 1, 1997, as amended.
7. **BOARD OF DIRECTORS.**

The WBA shall be managed by the Board of Directors. If there is a single Chair, the Board will have eight (8) Directors. If there are Co-Chairs, the Board will have nine (9) Directors. Directors will also serve as officers.

 - A. The Board of Directors shall consist of either one Chair or two (2) Co-Chairs, a Secretary, a Treasurer, three (3) Area Representatives (Upper Latsch Island, Middle Latsch Island and Lower Latsch Island), and no more than two (2) "At-Large" Representatives. A member may run as a Chair or with another member as a Co-Chair for the Board of Directors.
 - B. The Chair or Co-Chairs are entitled to make motions and vote on matters before the WBA. Each Co-Chair has one (1) vote.
 - C. It is preferable that at least three residents of Latsch Island and three non-resident members serve on the Board, but if the membership cannot provide this configuration, the Board will be allowed to act with the best balance of non-residents and residents possible.
 - D. Any member may serve on the Board or be an officer of the WBA. No more than two members may serve as a Board member or officer.
 - E. The Board of the Directors shall meet quarterly and also when the Chair/Co-Chairs of the WBA calls a meeting due to pertinent or pressing business. The WBA Chair/Co-Chairs or any two Directors may call a meeting upon a week's notice given to the remaining directors.
 - F. The Duties of the Board of Directors will include:
 - i. Placing any change in mooring fees before the general membership for a vote at a general WBA meeting;
 - ii. The termination of a lease agreement with a member due to violations of the agreement;
 - iii. The initiation of WBA projects, in accordance with the general purposes of the WBA noted above, requiring less than \$500.00 of WBA funds. Projects requiring more than \$500.00 of WBA funds must be approved by a majority vote of the general membership. Large bills such as trash collection or portable toilet services can be pre-approved at previous meetings of the general membership.
 - iv. The Board can initiate efforts to salvage any abandoned floating structure in an official WBA mooring site.
 - v. Emergency spending requires a unanimous vote of a quorum of the Board of Directors.
 - G. A quorum of the Board of Directors will be five board members.
 - H. Members of the Board of Directors may authorize, in writing, another Board member to submit a proxy vote on their behalf at a Board meeting. The proxy may cast one vote for themselves and one vote for the Board member they are acting as a proxy for.
 - I. Vacancies in any of the offices of the Board arising between two-year elections shall be filled by the Board and then must be approved by majority vote of the members present at the subsequent quarterly membership meeting of the WBA.

- J. The Board shall determine at its first meeting each calendar year if it is necessary to conduct an audit of the financial records of the WBA. If an audit is necessary, a committee for the purpose of auditing the Treasurer's books will be appointed by the Chair/Co-Chairs. The committee will consist of the Treasurer, Secretary and two members of the Board.
 - K. The WBA may establish working committees, chaired by a WBA Board member, and may include any WBA members.
8. **ELECTION.** The Directors as enumerated in Section 7.A. above shall be nominated by the membership of the WBA and/or by a nomination committee at the January membership meeting in even numbered years. The members present at that meeting or their proxy shall then elect the Directors by a majority vote. Each Director shall serve a for two year terms. A member may either run individually for the position of Chair, or two members jointly may run for the positions of Co-Chair. The ballot shall state whether a member is running individually or jointly.
9. **Duties of the Chair/Co-Chairs of the WBA.**
- A. General active management of the WBA business.
 - B. Preside at WBA Board of Directors and membership meetings.
 - C. See that orders and resolutions of the Board of Directors are carried into effect.
 - D. Sign and deliver, in the name of the WBA, contracts and other instruments of the WBA except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly designated by the Articles of Incorporation or By-Laws or by the Board to another officer of the WBA.
 - E. Maintain records of and when necessary, certify proceedings of the WBA board and membership.
 - F. Perform other duties prescribed by the WBA board.
 - G. Keep an updated map of the boathouses on Latsch Island.
 - H. Co-Chairs may act independently.
10. **Duties of the Treasurer.** Perform or caused to be performed the following:
- A. Keep accurate financial records for the WBA.
 - B. Deposit money, drafts, and checks in the name of and to the credit of the WBA in the banks and depositories designated by the WBA.
 - C. Endorse for deposit notes, checks, and drafts received by the WBA as ordered by the Board, making proper vouchers for the deposit.
 - D. Disburse WBA funds and issue checks and drafts in the name of the WBA as directed by the Board.
 - E. Upon request, provide the Chair/Co-Chairs, the Board, and the membership an account of transactions by the Treasurer and the financial condition of the WBA.
 - F. Perform other duties prescribed by the Chair/Co-Chair or by the Board.
 - G. Collect annual Mooring Site Agreement License fees due to the WBA.
 - H. Report amount of WBA funds at each WBA Board and membership meetings.
11. **Duties of the Secretary.**
- A. To take minutes at Board of Directors and WBA membership meetings.
 - B. To read minutes of preceding WBA membership meeting at each WBA membership meeting.
 - C. To take and read minutes at meetings of the Board of Directors.
 - D. To hold WBA files and properties.
12. **Duties of the Area Representatives and At-Large Representatives. A.**
- A. Serve on the Board of Directors.
 - B. Assist the Chair/Co-Chairs in WBA responsibilities.
 - C. Monitor compliance of boathouse owners with city ordinances and WBA By-Laws.
 - D. Help settle disputes or problems which arise between boathouse owners.

13. The WBA will strive to hold quarterly membership meetings in the months of January, April, July and October. The January membership meeting in even numbered years shall be mandatory. The Board of Directors will be elected at the mandatory January membership meeting. Mailings will announce the specific time and place of each membership meeting.

14. All WBA members must comply with the terms provided in the Mooring Site License Agreement with the WBA and the WBA License Agreement with the City of Winona

15. Procedure for creation or redistribution of a physical site for a Mooring Site License Agreement.

- A. The WBA Board identifies the physical site as a feasible site to float and moor a boathouse or floating structure.
- B. The WBA Board meets with all neighbors impacted by the new physical sites. The Board receives the concerns of neighbors in writing or verbally or both.
- C. The WBA proposes the new physical site (s) at a general membership meeting for a majority vote, announcing the vote in a written notice ten days beforehand to the membership.

16. Procedure for assigning a Mooring Site License Agreement to a new member after a member loses their rights to their Mooring Site License Agreement or where a Mooring Site License Agreement may be assigned to fill a vacant physical space.

- A. The WBA Board and membership must decide by majority vote that the physical space attached to the Mooring Site License Agreement meets the requirements of the License Agreement and permit from the City of Winona (as stated in rule 16.).
- B. The WBA retains the right to:
 - i. Hold a lottery, invite those interested from the public at large.
 - ii. Hold the Mooring Site License Agreement vacant for further consideration.
- C. Votes on the above options must be announced in a written notice ten days beforehand to the membership.

17. When a member sells their floating structure, its mooring space will be transferred to the new owner. New owners must provide the Board of Directors or Chair/Co-Chairs of the WBA proof of the transfer of ownership of the floating structure within ten days. A bill of sale must be signed by the seller and buyer and notarized by a notary public. It must state that the mooring site will be transferred with the sale. It must be sent to the Chair/Co-Chairs of the WBA, or if the Chair/Co-Chairs is unavailable, to the Board of Directors. If these conditions are met, the Mooring Site License Agreement will be transferred to the new owner within thirty days by order of the Chair/Co-Chairs to the accounting place of the WBA. Two Board members can make the order if the Chair/Co-Chairs is unavailable. The new owner must pay any cost of the transfer of the Mooring Site License Agreement and will also be responsible for any unpaid monies inherited with the Mooring Site License Agreement.

18. In case of the death of a member who was the only member listed on a Mooring Site License Agreement, the Mooring Site License Agreement shall be distributed according to the deceased member's will or other testamentary instrument. If the member did not designate a successor for the Mooring Site License Agreement, the Mooring Site License Agreement shall terminate and the WBA may enter into a new Mooring Site License Agreement for the deceased member's mooring site.

19. All WBA business shall be conducted following Consensus Decision making guidelines. If consensus cannot be reached, Robert's Rules of Order may be used.

RULES AND REGULATIONS OF THE WINONA BOATHOUSE ASSOCIATION

1. Before expanding a boathouse, dock or any other floating structure at a WBA mooring spot, Mooring Site License Agreement holders must submit plans of the expansion to the Board of Directors. Expansion must allow four feet of water between existing structures. Expansion must comply with WBA expansion guidelines and the WBA construction code.
 - A. Any WBA member planning expansion of a boathouse, dock or floating structure is responsible for contacting the Board of Directors before beginning the project. That member must also acquire the approvals of paragraph 1-B, 1-C and 1-D directly below.
 - B. Board of Directors must review expansion plans. The Board must contact owners who rent WBA mooring spots in the vicinity of the proposed plan, to check if neighbors are comfortable with the plan. The Board must determine if the plans meet expansion guidelines. The Board, not neighbors, retains the final approval. Denial of expansion plans are open to appeal at a general membership meeting.
 - C. Variances to the construction code and expansion guidelines can be approved by a majority vote of the Board of Directors and also require approval from the City of Winona.
 - D. Final expansion plans must be approved by the Inspections Office, City of Winona.
 - E. Any structure replaced in a mooring site must be entirely removed from the water and shoreline within thirty days.
2. Expansion policy. Maximum expansion of any structure located at a mooring site on Latsch Island is limited to 21 feet high, 30 feet long, 30 feet wide. Structures existing at mooring sites on Latsch Island are allowed to be larger than these dimensions if the structures were larger before January 1, 1998. If any such historic structure becomes damaged or destroyed, it can be rebuilt to its previous size. Any structure arriving at Latsch Island and first licensed at a WBA mooring site after January 1, 1998 must not exceed 25 feet in height, 25 feet in length, 30 feet in width. Any new structure must comply with all WBA construction codes and expansion policies.
3. Docks and decks.
 - A. Side decks no larger than 8 feet wide will be allowed to be added to all structures at WBA mooring sites for convenience and safety of accessibility to structures. As long as side decks continue to allow four feet of open space between neighboring boathouses, decks on boathouses licensed on Latsch Island prior to January 1, 1998 are allowed to exceed 30-feet wide by 30-feet long maximum expansion requirements. Side decks must not impede navigation channels or the use of a neighboring structure. A side deck is an external, unwallled platform permanently attached by rigid mounting to the structure licensed at the WBA mooring site.
 - B. Shoreside and waterside decks and docks no larger than 12 feet deep are allowed, as long as they do not impede navigational channels or the use of a neighboring structure. The width of the shoreside and waterside decks and docks cannot exceed the width of the structure.
 - C. Docks and decks existing at mooring sites on Latsch Island are allowed to be larger than these dimensions if the structures were larger before January 1, 1998. If any such historic dock or deck becomes damaged or destroyed, it can be rebuilt to its previous size.
4. There will be no dumping or burning of refuse of any kind--including gasoline, oil or human waste--on the shoreline of the Mississippi River, the land surface of Latsch Island or in the water at any time. All refuse is the responsibility of and must be disposed of legally by each Mooring Site License Agreement holder.

5. There will be no cutting of live trees or shrubs on Latsch Island unless the cutting is in accordance with state standards for clear passage of electrical and phone wires. Cutting of dead trees will not be allowed unless dead trees have fallen or in danger of falling on floating structures or on vehicles in established parking areas or across established foot paths. Live trees may be cut or removed if they have fallen on boathouses, personal property, or vehicles.
6. Generator Policy. Generator use will be confined to the hours of 8 A.M. to 10 P.M. Generator use is limited to eight hours within this time period. Generator noise levels may not exceed 60 decibels measured at 50 feet.