

Sauk River Chain of Lakes Association
ANNUAL MEETING MINUTES
JUNE 11th, 2022 9 – 11 a.m.
At Shady's Long Shots • Cold Spring

Call to Order – John Rocky, President

Board: Matt Noska, Sue Antolak, Brad Matuska, Aaron Schwartz, Gene Krebs, Karla Smetana, Troy Atkinson, Charlie Montreuil, Steeve Weeres, Admin: Ann Warling, Gambling Manager: Keely Frakes-Rau

Members in Attendance: Approximately 53 member families

Introduction of Board Members – John Rocky

- Matt Noska, Vice President
- Charles Montreuil, Treasurer
- Keely Frakes-Rau, Gambling Manager
- Karla Smetana, Gambling Manager Assistant
- Brad Matuska, Aquatic Invasive Species (AIS) Committee
- Gene Krebs, AIS Committee
- Steve Weeres, AIS Compliance Committee
- Aaron Schwartz, Water Quality Committee
- Troy Atkinson, Land Use Committee
- Susan Antolak, Marketing/Public Relations Committee
- Ann Warling, Administrative Assistant, Membership

Board Members Whose Terms are Up

- Charlie Montreuil
- Karla Smetana
- Aaron Schwartz
- John Rocky
- Matt Noska

Thank You Outgoing Board Members

- John Rocky
- Charlie Montreuil

Board Member Election/Voting

- Introduction of candidates
 - Karla Smetana
 - Aaron Schwartz
 - Matt Noska
- Write-In candidates – three available
 - Wayne Karg
 - Richard Gallea
 - Gary Schnobrich

Bylaws Amendment – Article V

- *John Rocky made a motion to adopt changes to Article V of the SRCLA Bylaws.. – Seconded by Brad Matuska.. Approved.*
- See Attached Article V Bylaws.

Sauk River Chain of Lakes Association (SRCLA) turns 40 years old

- Brief overview of SRCLA History
- Recognition of past board members and volunteers

Questions/Concerns from Members

- Will the previously proposed three no wake zones (Entrance to Great Northern, Sandy Point, Krohn's Bay) be implemented?
 - *Matt Noska shared that at this time the Stearns County Sheriff will not proceed with this project.*
- How to address garbage left around bridges?

- *Aaron Schwartz shared that he is looking into possible solutions which may include signage and receptacles; but more research is required.*
- What can be done to address filamentous algae?
 - *Brad Matuska explained that more research needs to be explored regarding a control element for this type of algae.*
- How can zebra mussels be addressed?
 - *Brad Matuska shared that some lake property owners have been able to keep zebra mussels off of their equipment by using a thruster. Done side is that thrusters can be expensive.*
- What is the appropriate distance to stay away from the shoreline when applying lawn fertilizer?
 - *Brad Matuska shared that the best practice for the Chain of Lakes is to choose not to fertilize your lawn because most of the fertilizer/nutrients ends up in the water. However, Brad indicated that he would have to do more research before being able to give a more specific answer due the number of variables involved such as slope to water, soil type, landscaping, etc.*
- What is happening with fish stocking on the Chain of Lakes?
 - *Matt Noska explained that the Minnesota Department of Natural Resources has not stocked walleye for the last four years. This decision is based on the data collected during electroshocking of fish which is showing that the Chain of Lakes has the highest natural reproduction fish rate of any lake in Stearns County.*

Financial Report – Charlie Montreuil

- Charlie Montreuil shared a historical look at how the SRCLA financials have grown over the last 10 years.
- Charlie thanked members for their continued support which enables the association to tackle larger long-term projects to benefit the Chain of Lakes.

Board Member Voting Results/Board Members Elected

- Matt Noska
- Karla Smetana
- Aaron Schwartz
- Richard Gallea
- Wayne Karg
- Gary Schnobrich

Adjourn

- *Troy Atkinson made a motion to adjourn the 2022 SRCLA Annual Meeting on June 11th.. – Seconded by Aaron Schwartz.. Approved.*

40th Anniversary Door Prize Drawings and Picnic Celebration from 11 a.m. to 1 p.m.

Proposed Sauk River Chain of Lakes Article V Bylaw Change:

ARTICLE V. → LIABILITY AND INDEMNIFICATION

Limitation of Liability and Indemnification

Section 1. → Limitation of Liability of Director or Officer of the Corporation

→ A Director or Officer of the Corporation shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action unless he/she has breached or failed to perform the duties of his/her office and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director or Officer of the Corporation pursuant to any criminal statute; or (2) the liability of a Director or Officer of the Corporation for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, liability with respect to actions or failures to act occurring prior to such change.

Section 2. → Representative Defined

→ For purposes of this Article, "representative" means any Director or Officer of the Corporation.

Section 3. → Third-Party and Derivative Actions

→ The Corporation shall indemnify any Director, Officer, employee, or agent of the Corporation who was or is a representative of the Corporation and who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (including an action or proceeding by or in the right of the Corporation), by reason of the fact that he/she was or is a representative of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action or proceeding. If a representative is not entitled to indemnification for a portion of any liabilities to which he/she may be subject, the Corporation shall indemnify him/her to the maximum extent for the remaining portion of the liabilities.

Section 4. → Advancing Expenses

→ The Corporation shall pay expenses (including reasonable attorneys' fees) actually and reasonably incurred in defending any action or proceeding referred to in Section 4, above, in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he/she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

Section 5. → Supplementary Coverage

→ The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding that office. The Corporation's Policy relating to Conflicts of Interests shall be applicable to any law, bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

(a) → The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or

(b) → The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

Section 6. → Duration and Extent of Coverage

→ The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

Section 7. → Reliance and Modification

→ Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his/her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.