

**Minutes of Organizational Meeting  
Pelican Lakeshore Owners Association**

**Saturday, June 7, 2008**

An informal organizational meeting of the Pelican Lakeshore Owners Association (the "Association") was held on Saturday, June 7, 2008, at the Orr City Hall in Orr, Minnesota. As of the date of the meeting, Keith Baker, the incorporator of the Association, had not yet elected the first Board of Directors of the Association. After the initial election of the Directors, the Directors will establish Bylaws for the Association, including provisions relating to Members, membership requirements, Directors, Officers, and other matters.

The meeting was called to order by Grover Gillespie at 10:02 a.m.

Grover welcomed and thanked the many lakeshore owners, island owners, and other interested persons for attending this preliminary meeting. He introduced Keith Baker, a lakeshore owner, who has donated legal assistance and advice relating to the formation of the Association as a Minnesota nonprofit corporation. Grover also introduced Mr. Dale Long, Mayor of the City of Orr, and commended him for his and the City's ongoing support and help in this endeavor, including the use of the City's meeting room.

Grover stated that one of the primary reasons for forming the Association was to serve as an organized voice with governmental agencies and the public on behalf of the Association's members, in order to protect their collective rights and interests and address issues relating to Pelican Lake on their behalf. With a unified voice, the Association may be better able to deal effectively with present and future issues, such as lake level conditions, future development of the lakeshore, identification and marking of navigational hazards, monitoring the condition of the lake, as well as provide education and information about the lake and its condition.

Grover turned the meeting over to Keith Baker. As the incorporator, Keith prepared and filed Articles of Incorporation with the Minnesota Secretary of State's office on May 28, 2008. While the Association is a nonprofit corporation, there are no plans to attempt to qualify it as an IRS approved "501(c)(3)" entity. Keith explained that, due to time pressures, the initial Board of Directors was not named in the Articles; as incorporator, he will need to elect the first Board of Directors. The first Board of Directors will then adopt Bylaws for the Association as its first order of business. The Bylaws will cover many important topics, including the Association's purpose, membership requirements, the number of Directors, procedures for meetings of the members and Directors, Officers and their duties. The Board of Directors will then elect Officers. The Officers will likely consist of a President, Vice President, Secretary, and Treasurer. Directors and Officers will be volunteers, serving without compensation. Keith specifically noted that the Association was not being formed to arbitrate private disputes or complaints (issues with neighbors, boundary disputes, etc.). Directors and Officers will not become involved in these matters; Members will have to continue to resolve those kinds of issues themselves.

Keith stated that membership will be strictly voluntary on a year-to-year basis. Lakeshore and island owners are not required to become Members. After joining, a Member may resign at any time. A Member may choose to participate one year, not renew his/her membership for the next year, but participate again at a later date. Obviously, for the Association to be successful, consistent and significant Member participation will be necessary. As word of the Association and its work spreads (by Members speaking with neighbors and others, newsletters, and a website), membership levels will hopefully increase as potential Members recognize the benefits derived from the Association. Subject to approval by the Board of Directors, initial annual dues for Members were suggested at \$15.00. This figure may vary from year to year depending on the Association's activities and projects.

Keith related that initial discussions about membership requirements included ownership of Pelican Lake lakeshore or island property. However, others were also in attendance at today's meeting with interest in supporting the Association. Keith said that the first Board of Directors will have to determine membership requirements in the Bylaws.

At least one meeting of Members must be held annually. At that meeting, the Directors must report to the Members on the Association's activities and finances. Perhaps annual meetings may be scheduled in conjunction with a picnic or other activity. While up to the Directors, Keith suggested that Directors will likely meet 3 to 4 times per year initially, until the Association has been fully implemented and activities and projects identified.

Grover and Keith then discussed the initial Board of Directors. In early discussions about forming the Association, several people expressed to Grover their willingness to volunteer their help, including Len Zabrocki, Dan Donovan, John Matthews, Ray Ingebretsen (President of the Pelican Lake Resort Association) and Grover Gillespie (island owner and President of the Orr Convention and Visitor's Bureau). Mayor Dale Long was also invited to act as one of the first Directors; his decision is pending. Meeting attendees were asked if anyone present wanted to be considered for being a Director or Officer. Jim Gray and Jim Saranpaa offered that they would like to be considered for the initial Board of Directors. *[Post meeting note: Len Zabrocki, Dan Donovan, John Matthews, Ray Ingebretsen, Grover Gillespie, Jim Gray, and Jim Saranpaa have been elected as the initial Board of Directors.]*

At this time, Grover mentioned that he had used property tax address information to mail out notices about the Association and this meeting. Some mail had been returned undelivered. Grover also advised that he had contacted Bois Forte about the meeting and the formation of the Association, in case any of their people who live on Pelican Lake are interested in becoming Members of the Association.

Keith and Grover further explained that the Directors are in charge of day-to-day operations, with the assistance of the Officers. After the initial Directors are appointed, commencing in 2009 the Members will annually elect Directors. After the initial Bylaws are established by the Directors, the Members may adopt, appeal or amend the Bylaws. As noted earlier, the Directors have a duty to keep the Members informed as to what is happening and to provide an annual Financial Report.

A meeting attendee asked why the Directors were not being nominated and voted on at today's meeting. Keith explained that typically the first Board of Directors for a nonprofit corporation is identified by those organizing the corporation. The identified candidates are then either named in the Articles of Incorporation or elected by the incorporator. Based upon Grover's preliminary discussions and today's meeting, Keith, as incorporator, will elect the first Board of Directors. Next year, the Members will vote upon and elect Directors in accordance with the approved Bylaws.

Keith advised that the "next steps" are as follows: (1) the initial Board of Directors will be elected; (2) the Directors will meet and approve the Bylaws and elect Officers; (3) a bank account will be opened; and (4) potential Members will receive minutes of this meeting and be asked to become Members with payment of \$15.00 in initial dues.

Grover has obtained a domain name: [www.PelicanLakeshoreOwners.com](http://www.PelicanLakeshoreOwners.com) and is looking for help to set up this website so that all can use it as a means of being informed. Keith indicated that the Association could also use the assistance of anyone with income tax expertise.

Keith and Grover stressed the importance of providing good contact information for the Association, including email addresses. Email and the website will help minimize expenses of communicating with Members.

At 10:40 a.m., Grover and Keith opened up the remainder of the time for open discussion, suggestions and questions. Discussion topics and questions included potential development of the north shore of Pelican Lake, liability issues related to lake navigational hazards, progress with the DNR concerning the dam and water levels, and lakeshore development in general. Grover said that all of the questions and topics raised were important and, once the Board of Directors is in place, these issues will be given further consideration.

The meeting was adjourned at 11:07 a.m.

\_\_\_\_\_/s/\_\_\_\_\_  
Secretary for the Meeting

Thank you to the 60 plus people who attended this meeting and the larger number who contacted us with much interest but could not attend. We will be sending these minutes out to all lakeshore and property owners on Pelican Lake, although some of the original invitations were returned for address problems. If you know of someone with property on the lake who has not received this information and wants it, please contact us. Thanks to Keith Baker for volunteering to help set up the Association. Many thanks to the people behind the scene...Pam Brink, Roni Carr and Diana Gillespie. This small group made a BIG difference!