

BYLAWS
OF
MINNESOTA COALITION OF LAKE ASSOCIATIONS

ARTICLE 1—NAME

- 9.1 Name of Corporation. The Name of the Corporation is the Minnesota Coalition of Lake Associations, hereinafter referred to as “the Corporation.”
- 9.2 Non-Profit Corporation. The Corporation is a non-profit organization, registered under Minnesota Statutes.

ARTICLE 2 – OFFICES

- 2.1 Offices. The principal office of the Corporation shall be its Registered Office. The Corporation may have offices at such other places, within the State of Minnesota, as the Corporation may from time to time designate.

ARTICLE 3 – PURPOSE

- 3.1 Purpose. The Purpose of the Corporation is to preserve, protect and improve the waters and shorelands of the State of Minnesota through education, sharing of best practices and advocacy.

ARTICLE 4 – MEMBERSHIP

- 4.1 Members. The Membership shall be open to all Minnesota lake and river associations, coalitions and alliances of such associations, including riparian property owner associations, Watershed Districts, Lake Improvement Districts as well as individuals whose mission and purpose is consistent with that of the Corporation. The Membership shall also be open to Businesses, and Other Non-Profit organizations. Membership is granted after completion of a Membership information form and receipt of annual dues.
- 4.2 Resignation. Any Member may resign at any time by giving notice to the Secretary of the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later date is specified in the notice.
- 4.3 Standing. Members who pay dues annually will be in good standing, and as such, will be afforded all membership rights, including, but not limited to, notices for meetings and voting.
- 4.4 Removal. Members may be removed by a simple majority vote of the Board of Directors following at least fifteen (15) days’ prior written notice of the proposed removal and the reasons therefore, and an opportunity for the Member to be heard by the Board of Directors at least five (5) days before the effective date of the removal.

- 4.5 Membership Communication. Aside from meetings, communication from the Corporation to the Membership may be by electronic means.
- 4.5 Membership Data Changes. It is the responsibility of the Members to inform the Secretary of address changes.

ARTICLE 5 – OPERATION PRINCIPLES

- 5.1 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
- 5.2 Meetings.
- a) General. In person Membership meetings shall be held at any place within the State of Minnesota that the Corporation may designate. Meetings may consist of both a private and public portion, as needed and warranted by the business at hand.
 - b) Annual Meeting. The Corporation shall hold an Annual Meeting of the Membership in the month of June for the purpose of electing the Board of Directors and transacting any other business coming before it.
 - c) Other meetings. Other meetings of the Membership may be held as established by the Board of Directors.
 - d) Special Meetings. Special Meetings of the Membership may be called by the Membership if a minimum of one-half (½) of the Membership allowed to vote requests the meeting by electronic petition, or if called with sufficient notice by the Executive Committee.
 - e) Notice. Notice of Corporation meetings shall require at least five (5) business days prior written notice for Membership and Board of Director meetings, including the date, time and place of the meeting. Special business matters require different periods of notice as detailed in the associated sections of the Bylaws. The notice should state the purpose of the meeting, unless otherwise required by law or these Bylaws. Written notice will be given, as appropriate, by electronic mail to the address maintained for each Member or Director in the records of the Corporation. If a meeting schedule is adopted at a Membership meeting or a Board of Director meeting, or if the date and time of the meeting has been announced at a previous meeting, no further notice is required for meetings of that same group. Meetings of any Committee designated by the Board of Directors need not be noticed to the Membership or Board of Directors.
 - f) Electronic Conference Meetings. A meeting of the Membership, the Board of Directors, the Executive Committee, or any Committee designated by the Board of Directors may be conducted by any means of electronic communication through which the participants may simultaneously communicate with each other during the conference.
- 5.3 Quorum.

- a) One-third (1/3) of the Membership allowed to vote shall constitute a quorum for the transaction of normal business matters at Membership meetings.
- b) One-half (1/2) of the Membership allowed to vote shall constitute a quorum for special business matters at Membership meetings including, but not limited to: Amendments to the Bylaws or final resolution of Dissolution of the Corporation.
- c) In the loss of a quorum at a valid meeting of the Membership, the Membership may continue to transact business or they may choose to adjourn.
- d) One-third (1/3) of the Directors shall constitute a quorum for the transaction of normal business matters at Board of Director meetings.
- e) One-half (1/2) of the Directors shall constitute a quorum for special business matters at Board of Director meetings including, but not limited to: Election of Officers, Removal of a Member, Officer or Director, recommendation of Amendments to the Bylaws, or recommendation of Dissolution of the Corporation.
- f) In the loss of a quorum at a valid meeting of the Board of Directors, the Board of Directors may continue to transact business or they may choose to adjourn.

5.4 Voting.

- a) Voting in meetings of the Membership shall be divided into three classifications:
 - 1. COLAs, LARAs, alliances of lake and river organizations, multi-lake Lake Improvement Districts (LIDs), and Watershed Districts, which shall have ten (10) votes;
 - 2. Lake/river associations, single-lake LIDs, and riparian property owner associations, which shall have one (1) vote;
 - 3. Individuals, Businesses, and Other Non-Profit organizations, which shall be non-voting.
- b) Each Director shall have only one (1) vote in Board of Director meetings.
- c) Voting at a properly noticed meeting of the Corporation can be by physical presence at the meeting site, by remotely connected electronic presence (virtual presence via phone or computer), or by electronic balloting of items with sufficient notice.
- d) Virtual voting must be by prior request of the individual Member when not physically attending the meeting.
- e) Proxy voting is permitted through a verified electronic or a signed paper proxy statement designating from one voting Member or Director to another voting Member or Director.
- f) A simple majority is required for passage of normal business matters.
- g) Special business matters require different levels of votes for passage as detailed in the associated sections of the Bylaws.
- h) Except as otherwise required by law, the acts of the Membership or Board of Directors present at a properly noticed meeting shall be the acts of the Corporation.

5.5 Dues. The Board of Directors shall determine the Membership dues on an annual basis. Dues shall be assessed no later than May 1 and received by June 1 to ensure voting rights at the Annual Meeting.

- 5.6 Compensation. Officers and Directors shall receive no compensation for their services, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Membership.

ARTICLE 6 – BOARD OF DIRECTORS

- 6.1 General. The Board of Directors shall be made of nine (9) to fifteen (15) representatives nominated and elected from the Membership. The Board of Directors will elect the Officers of the Corporation.
- 6.2 Elections and Term. Directors are elected at the Annual Meeting of the Corporation, or Special Meeting, if called, and shall serve a two-year term. Terms will be staggered so that approximately one-half (1/2) of the Directors will be elected annually.
- 6.3 Resignation. Any Director may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later date is specified in the notice.
- 6.4 Removal. Directors may be removed only by the Membership with at least fifteen (15) days' prior written notice of the proposed removal and the reasons therefore, and an opportunity for the Director to be heard by the Membership at least five (5) days before the effective date of the removal.
- 6.5 Vacancies. If a Director vacancy occurs for any reason, such vacancy may be filled for the unexpired part of the term by another Member by vote of the Membership at the Annual Meeting of the Corporation, or a Special Meeting, if called, or may be filled by the Board of Directors. Should there be less than nine (9) Directors in place, the Board of Directors will work with dispatch to fill the missing Director slots.

ARTICLE 7 - OFFICERS

- 7.1 General. The Corporation shall have a President, Vice President, Secretary and Treasurer. The Board of Directors may appoint such other Officers, as it deems necessary. Any of the offices or functions of those offices may be held by the same person.
- 7.2 Elections and Term. The Board of Directors shall elect the Officers. Officers are elected for a one (1) year term. Officers will become a Director for their term in office if the officer is not already a Director. Officers shall hold office until the next election of Officers and until their successors shall have been duly elected and qualified, or until the earlier death, resignation, removal or disqualification of such Officer.
- 7.3 Resignation. Any officer may resign at any time by giving written notice to the Corporation. The resignation is effective without acceptance when notice is given to the Corporation, unless a later date is specified in the notice.
- 7.4 Removal. Officers may be removed only by the Board of Directors with at least fifteen (15) days prior written notice of the proposed removal and the reasons therefore, and an opportunity

for the officer to be heard by the Board of Directors at least five (5) days before the effective date of the removal.

- 7.5 Vacancies. If a vacancy in any office of the Corporation occurs for any reason, such vacancy may, or in the case of a vacancy in the office of President or Treasurer shall, be filled for the unexpired part of the term by another Member or Director.
- 7.6 President. Unless provided otherwise by a resolution adopted by the Corporation, the President shall:
- a) Preside as chief executive officer of the Corporation, and have general active management of the business of the Corporation;
 - b) Officiate at all properly noticed meetings of the Corporation's Membership and the Board of Directors;
 - c) Assure that all Orders and Resolutions of the Corporation are carried into effect;
 - d) Sign and deliver in the name of the Corporation any contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated in these Bylaws, the Membership or the Board of Directors to some other Officer or agent of the Corporation; and
 - e) Perform such other duties as may from time to time be prescribed by the Membership or Board of Directors.
- 7.7 Vice President. In the event of absence or disability of the President, the Vice President shall succeed to and perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as may be prescribed by the Corporation or the President from time to time.
- 7.8 Treasurer. Unless provided otherwise by a resolution adopted by the Corporation, the Treasurer shall:
- a) Keep accurate financial records for the Corporation;
 - b) Deposit all monies, drafts and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate from time to time;
 - c) Endorse for deposit all notes, checks and drafts received by the Corporation as ordered by the Board of Directors making proper vouchers therefore;
 - d) Disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board of Directors;
 - e) Render to the President and the Corporation, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation; and
 - f) Perform such other duties as may be prescribed by the Corporation or the President from time to time.
- 7.9 Secretary. The Secretary, unless otherwise determined by the Board of Directors shall:

- a) Be secretary of and attend all properly noticed meetings of the Membership and the Board of Directors, and record and archive the proceedings of such meetings of the Corporation. Other Members may assist the Secretary in the recording of the minutes of the proceedings.
- b) Whenever necessary, certify such meetings of the Membership and the Board of Directors.
- c) Give proper notice of Membership meetings to the Membership.
- d) Give proper notice of Board of Director meetings to the Board of Directors.
- e) Perform such other duties as may be prescribed by the Corporation or the President from time to time.

ARTICLE 8 – COMMITTEES

- 8.1 Executive Committee. The President, Vice President, Secretary and Treasurer, together with the Chair of each Standing Committee of the Corporation, shall serve as the Executive Committee. The Executive Committee, by action of a simple majority, shall have and exercise the authority of the Membership and Board of Directors in the management of the business of the Corporation to the extent authorized by the Membership or Board of Directors. The Executive Committee shall at all times be subject to the control and direction of the Corporation, but shall retain the ability to act to further the stated purpose and/or agreed agenda without additional approval on each initiative when time for decisions is a critical factor. The Executive Committee shall report to the Board of Directors its actions at the next regular meeting.
- 8.2 Other Committees. The Corporation may also, from time to time, appoint such other standing or special committees as it may deem proper, and may prescribe the functions and membership of such other committees.

ARTICLE 9 – FINANCE AND ADMINISTRATION

- 9.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.
- 9.2 Fiscal Administration. The Treasurer shall have the ability to disperse funds without prior approval from the Membership or Board of Directors when such funds have already been approved as part of ongoing projects and/or are routine administrative costs.
- 9.3 Expenditure Limit. The Board of Directors has authority to make individual expenditures up to a limit that may be established or changed by the Membership. Individual expenditures above the limit must be approved by the Membership.

ARTICLE 10 - INDEMNIFICATION; STANDARD OF CONDUCT

- 10.1 Indemnification. The Corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.
- 10.2 Conflicts of Interest. The Corporation shall not enter into contracts or transactions between the Corporation or a related corporation and a director of the corporation or between the

Corporation and an organization in which a director of the corporation is a director, officer or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended.

- 10.3 Standard of Conduct. Each Director, Member, and/or Officer shall discharge his or her duties as a Director, Member, and/or Officer in good faith, in a manner which the Director, Member, and/or Officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE 11 – DISCRIMINATION OR RESTRICTION

- 11.1 Statement. The Corporation shall conduct no practice and shall make no distinction, discrimination or restriction on account of race, religion, color, sex, marital status, sexual orientation, national origin, age or disability.

ARTICLE 12 – AMENDMENTS

- 12.1 Amendments. The Board of Directors may recommend by a two-thirds (2/3) majority vote of a properly noticed quorum of the Board of Directors, that the Bylaws be altered, amended, or repealed, and that the question of such Bylaw Amendments be submitted to a vote at a subsequent meeting of the Membership. At the subsequent Membership meeting, a two-thirds (2/3) affirmative vote of a properly noticed quorum, present either physically or virtually, by proxy, or by electronic balloting, shall be required to approve the Bylaw Amendments. Notice of the Board of Director and Membership meetings shall be provided at least fourteen (14) days in advance and shall include the specific text of Bylaw Amendments.

ARTICLE 13 – DISSOLUTION

- 13.1 Dissolution. The Board of Directors may recommend by a two-thirds (2/3) majority vote of a properly noticed quorum of the Board of Directors, that the Corporation be dissolved, and that the question of such dissolution be submitted to a vote at a subsequent meeting of the Membership. At the subsequent Membership meeting, a two-thirds (2/3) affirmative vote of a properly noticed quorum, present either physically or virtually, by proxy, or by electronic balloting, shall be required to approve a resolution of Dissolution. Such a resolution shall direct the Officers to prepare a Dissolution plan for subsequent approval by the Corporation's Membership as provided under Minnesota law. Notice of the Board of Director and Membership meetings shall highlight the question of dissolution.

The undersigned, Secretary of Minnesota Coalition of Lake Associations, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the Corporation by the Members of said Corporation on June 7, 2017.



Joe Shneider, Secretary