

BYLAWS OF
of the Sherburne County Coalition of Lake Associations
(SC COLA)

Approved: October 26, 2018

ARTICLE I — NAME AND PURPOSE

Section 1 - Name: The name of this organization shall be the Sherburne County Coalition of Lake Associations, hereafter referred to as the SC COLA. SC COLA shall be a not-for-profit organization pursuant to the Minnesota Nonprofit Corporation Act (Chapter 317A) and derives its authority from its members. The administrative and fiscal year shall be July 1 to June 30. This organization shall be located in Sherburne County, Minnesota, and serve the people who are interested in the welfare of Sherburne County lakes, waterways and their environment.

Section 2 - Purpose: The Sherburne County Coalition of Lake Associations (SC COLA) is organized exclusively for charitable, environmental and educational purposes.

The purpose of this corporation is to protect and enhance the quality of our lakes, rivers, fish and wildlife habitats; preserve the economic, recreational and natural environmental values of our shorelands and waters; and promote their safe and responsible use.

Section 3 - Limitations on Activities: No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

ARTICLE II — MEMBERSHIP AND DUES

Section 1 - Voting Members: Organized lake and/or river associations, improvement districts, property owners' associations, or other entities with interest in protecting or improving the waterways of Sherburne County are eligible for membership and will be considered Voting Members. Organizations may claim membership by completing an application, paying annual dues, and appointing up to two delegates to the Board of Directors (the "Board"). These delegates will speak on behalf of their organization at Board meetings and assist in directing the SC COLA.

Member organizations may designate a single alternate delegate to the Board of Directors if they wish. The role of the alternate delegate is to fill in for the absence of a regular delegate. Alternates are invited to attend all Board meetings and participate in discussions. In the event of a regular delegate absence, the alternate may assume all regular delegate duties including voting privileges, completing a quorum, speaking on behalf of their organization, etc.

Section 2 - *Associate Membership*: Individuals may apply for membership by completing an application and paying annual dues. They will be encouraged to attend all meetings, participate in discussions, and serve on committees but will not have voting rights. Individuals will be considered *Associate Members*.

Section 3 - *Organizational Membership*: Similar to that of *Associate Members*, corporate entities (both for-profit and non-profit) may apply for membership by completing an application and paying annual dues. *Organizational members* will have the same rights as an *Associate Member*, and similarly will not hold voting privileges.

Section 4 - *Member Resignation and Termination*: Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a by a three-fourths vote of the remaining membership.

Section 5 - *Dues*: The rate of dues will be determined by the Board of Directors on an annual basis. Rates may vary between the aforementioned membership categories. Determined rates will be reflective of SC COLA's project expenditures and pursuits and will be published on application forms annually.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 - *Conducting Meetings*: All Board and Committee meetings of the SC COLA shall be conducted in accordance with "Roberts Rules of Order."

Section 2 - *Board of Directors*: The Board of Directors will meet at least quarterly. An annual meeting shall be held in mid-summer and may be considered one of the Board of Directors meetings. Executive Committee meetings outside of Board of Directors meetings shall be held as necessary.

Section 3 - *Business Meetings*: All meetings shall be open to the general public. Board of Directors members are expected to attend the majority (greater than 50%) of meetings per year.

Section 4 - *Annual Meetings*: An annual meeting of the members shall take place mid-summer; the specific date, time and location of which will be designated by the Chair. At the annual

meeting the members shall elect directors and officers, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

Section 5 - Special Meetings: Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board.

Section 6 - Notice of Meetings: Printed notice of each meeting shall be given to each voting member by e-mail, not less than two weeks prior to the meeting.

Section 7 - Quorum: A quorum of the Board of Directors, as well as all other committees, shall be a simple majority (50%+1) of all elected or designated Board Voting Delegates.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 - Board Role and Compensation: The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to committees and work groups. The Board receives no compensation other than reasonable expenses.

Section 2 - Terms: All Board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms. After being off of the Board for one year, a member may be re-elected to the Board.

Section 3 - Meetings and Notice: The Board shall meet at least quarterly, at an agreed-upon time and place. An official Board meeting requires that each Board member have written e-mail notice at least two weeks in advance.

Section 4 - Board Elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting.

Section 5 - Nominations: A single slate of nominees for those offices up for election shall be presented by the nominating committee. Additional nominations may be made from the floor.

Section 6 - Voting Rights: Each delegate member of SC COLA shall be entitled to one vote. Each voting member group may have up to two delegate member votes. No proxy vote shall be allowed and voice vote shall be called for in the conduct of regular business. Any member may call for a written ballot at any time.

Section 7 - Quorum: A quorum of the Board of Directors, as well as all other committees, shall be a simple majority (50%+1) of all elected or designated Board Voting Delegates or Alternates.

Section 8 - Officers and Duties: There shall be four officers of the Board, consisting of a Chair, Vice Chair, Secretary and Treasurer positions. A representative from the Sherburne Soil and

Water Conservation District will serve as an advisor on the Executive Committee in an Ex-Officio capacity. These positions shall collectively form the Executive Committee. The officer shall be elected for a two-year term. An officer may be elected to the same office for up to 4 two-year terms. Upon leaving an elective office, an officer may be immediately elected to an office different from the one he or she has just finished.

The Chair and Secretary shall be elected in even numbered years and the Vice-Chair and Treasurer in odd numbered years.

The Chair shall preside at all meetings of the SC COLA Board of Directors and Executive Committee, prepare and distribute all agendas and appoint all ad hoc work groups and members of the work groups with the approval of the Board. These ad hoc work groups shall organize themselves. He/she may assign special duties and responsibilities to the Vice Chair and will appoint representatives to affiliate groups. The Chair shall be responsible for acting as work group lead in the creation of an annual report.

The Vice Chair shall perform the duties of the Chair in the absence, resignation or incapacity of that person. This person will also fill an active role on individual ad hoc work groups alongside or in place of the Chair. Accept and perform such other duties as may be assigned by the Board or Executive Committee.

The Secretary shall keep records of the proceedings of all meetings of the Board of Directors and Executive Committee. Prepare and distribute copies of minutes of these meetings to the members and provide for the safekeeping of all documents. The Secretary shall maintain the official roster of membership and representatives on the Board or Executive Committee. Accept and perform such other duties as may be assigned by the Board or Executive Committee.

The Treasurer shall be responsible for the receipt, deposit, withdrawal and dispersal of all funds. Dispersal shall be made only after receiving verified documentation of expenditures and approved by the Board. Checks shall be signed by the Treasurer. He/She shall make a financial report to the Board at all Board meetings and communicate any significant financial issues to the Chair. Accept and perform such other duties as may be assigned by the Board or Executive Committee.

Section 9 - Vacancies: Vacancies occurring between regular elections in any SC COLA office, except that of the Chair, shall be filled by the Board from among candidates recommended by the nominating committee. If the Chair becomes vacant, the Vice Chair will complete that term of office.

Section 10 - Board Member Resignation, Termination, and Absences: Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for not meeting minimum attendance requirements or for other reasons by a three-fourths vote of the remaining directors.

Section 11 - Special Meetings: Special meetings of the Board shall be called upon the request of the Chair, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least one week in advance.

ARTICLE V — COMMITTEES

Section 1 - Committee Formation: The Board may create committees as needed, such as fundraising, public relations, data collection, etc. The Board Chair appoints all committee chairs.

Section 2 - Executive Committee: This committee shall consist of the four elected SC COLA officers and a representative from the Sherburne Soil and Water Conservation District. They shall have the authority to act for the Board in the interim period between Board meetings and shall report its actions to the Board at its next regular meeting. The Committee may meet electronically or by phone. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3 - Finance Committee: The Treasurer is the chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Committee may meet electronically or by phone. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

Section 4 - Nominating Committee: This committee shall consist of three people selected by the Chair, other than the Chair, and approved by the Board. The Nominating Committee shall select a Chair whose role will be to both lead the Committee and conduct all officer elections. The Committee may meet electronically or by phone. They shall prepare an annual slate of officers consisting of the Chair and Secretary in even years and the Vice Chair and Treasurer in odd numbered years. They will secure prior consent of each candidate before placing the name on the slate.

ARTICLE VI — TEMPORARY WORK GROUPS

Section 1 - Temporary Work Groups: Temporary work groups may be created as needed. A temporary work group shall be organized through appointment by the SC COLA Chair and approval from the Board of Directors. The work group shall be given a clear understanding of its duties. A member of the Executive Committee shall be appointed as liaison to each work group. Each work group shall report directly to the Board of Directors and upon completion of the given task will be dissolved.

ARTICLE VII — AMENDMENTS

Section 1 - Amendments: These Bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VIII — LIABILITY AND INDEMNIFICATION

The Corporation shall indemnify any director, officer, or former director or officer of the Corporation against all expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or any Bylaw, by resolution or otherwise. The Corporation shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

ARTICLE IX — NON-PROFIT ASSOCIATION

The SC COLA shall not afford pecuniary gain or profit, incidentally or otherwise, to its members. No part of the net earnings of the SC COLA shall benefit or be distributed to its members except that the membership shall be authorized and empowered to pay reasonable compensation for services.

ARTICLE X — DISSOLUTION OF ENTITY

In the event that SC COLA is dissolved, the 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 purpose.

CERTIFICATION

These Bylaws were approved by a two-thirds majority vote of the Board of Directors on this date of October 26, 2018.

Chair 

Vice-Chair 

Secretary David A. Reed (acting)

Treasurer 