

BYLAWS

WRIGHT COUNTY COALITION OF LAKE ASSOCIATIONS (WCCOLA)

Mission statement

It is the mission of Wright County Coalition of Lake Associations to work together with Lake Associations and public agencies to protect and improve water quality through state and local resources. To better manage the water and land resources the Wright County Coalition of Lake Associations will address issues and possible solutions from a water shed perspective.

ARTICLE I NAME

Section 1. The name of the organization shall be – **Wright County Coalition of Lake Associations**, hereinafter designated as the “Association” and abbreviated (WCCOLA).

Section 2. The Association shall be governed by its Articles of Incorporation as outlined in these By-Laws.

ARTICLE II PLACE OF BUSINESS

Section 1. The Corporation’s registered office is located at: at the discretion of the board.

ARTICLE III – MISSION AND PURPOSE

Section 1. The Association is exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. The Association shall be organized as a non-profit corporation in accordance with Federal and State Laws.

Section 3. The Association will recommend, promote, and provide an educational resource for good local management practices for preserving and protecting the lakes of Wright County Minnesota.

Section 4. Identify environmental issues affecting Wright County lakes and disseminate information regarding these issues to member associations, local units of government, and the general public.

Section 5. To promote and advance the common goal of preservation and enhancement of Wright County lakes, rivers, wetlands, and groundwater.

Sections 6. To assist lake associations in organizational matters, and assist in the formation of new lake associations in Wright County.

Section. 7. To assemble and express consensus viewpoints of lake associations to government officials and agencies, particularly county, and to private organizations and the general public.

Section. 8. To apply for and receive grants to further the objectives of the WCCOLA.

ARTICLE IV – BOARD OF DIRECTORS.

Section 1. The affairs of the organization shall be managed by its Board of Directors. The Directors shall have the power to adopt rules and regulations governing the affairs of the organization subject to the provisions of the Bylaws and laws of the State of Minnesota. Directors need not be residents of the State of Minnesota, but must be members of the WCCOLA.

Section 2. The number of Directors shall be one representative from each Lake or River Association. The term of office shall begin at the first meeting of the Board of Directors following appointment by individual lake associations thereto and shall expire at such time as new directors have been appointed and qualify for office.

Section 3. If the designated representative is not in attendance, an alternate representative may vote on matters brought before any duly called meeting. If the lake or river association

has not designated a representative, or alternate when designated representative is not in attendance, the highest ranking officer of the lake or river association in attendance may vote on matters brought before any duly called meeting (usually the President or Vice President of the lake or river association).

Section 4. All the members present shall constitute a quorum. A majority of the members present is necessary for the transaction of business at any meeting of the Board.

Section 5. The election of Officers shall be made by a majority vote of a quorum of the Board of Directors.

Section 6. The individual lake or river association shall fill any vacancy occurring on the Board of Directors.

Section 7. Directors shall receive no compensation for their services as Directors, but shall be entitled to reimbursement for reasonable expenses incurred on behalf of the WCCOLA as listed in the approved budget or by Executive Committee approval.

ARTICLE V – Officers of the Executive Committee.

Section 1. The Officers of the Wright County Coalition of Lake Associations shall consist of Five members. At the first formal meeting all five seats were filled by election, three positions will consist a two 2-year term, and two positions will consist of 3-year term. Directors will be required to attend at least 50% of regular scheduled meetings.

Section 2. The membership at large will elect a President and a Vice President. In addition, the membership will elect a Recording Secretary, Corresponding Secretary and a Treasurer. The Executive Committee may hire an Executive Secretary to support its activities.

Section 3. Duties.

A. The President shall preside at all regular board meetings and special meetings of the WCCOLA, and shall represent the WCCOLA at official functions. The President will also appoint members to the standing and special committees as deemed necessary. The President shall serve as ex-officio member of all committees with the exception of the nominating committee. He/She shall see that all Bylaws and any rules, regulations and policies as may be adopted. He/She shall execute all contracts.

B. The Vice President shall in the absence of the President, fulfill the duties of the President. Further, the Vice President shall fulfill other duties as designated by the President, the Executive Committee, or the Board of Directors . The Vice President shall serve as Chair of the Nominating Committee.

C. The Recording Secretary shall prepare minutes of all the meetings of the Association and the Board. He/She shall inform Board members of coming scheduled or special meetings. He/She shall maintain all permanent records of the coalition including minutes of committee meetings. He/She shall maintain an accurate listing of members of the coalition or shall work closely with any person who is maintaining such listing. He/She shall perform such other duties as may be assigned by the Board or by the President.

D. The Corresponding Secretary. Make arrangements for the meeting place. Notify members of the date, time and location of meeting. Place notices of the meetings in the press. Handle correspondence to various persons and agencies as directed by the Board of Directors.

E. The Treasurer shall be responsible for the financial affairs of the Association. He/She shall receive all funds paid to the Association and shall pay all bills incurred by the Association as authorized by the Board. He/She shall make a report at the Annual Meeting of the Association on the financial affairs of the Association. The Treasurer shall be responsible for filing the required state and federal forms for the 501(c) 3. The Treasurer shall serve as Chair of any Finance Committee. All checks by the Association shall be signed by the Treasurer or signed by the President. All Association funds shall be deposited to the credit of the Association in a financial institution approved by the Board.

F. The Past President shall serve on the Board and the Executive Committee following his/her term as President, for a term of one year. In the event of his/her resignation, the board may re-appoint the previous past President to serve the remainder of the term.

Section 4. The Board of Directors at the Annual meeting of the Board of Directors shall elect the Officers of the WCCOLA. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as convenient. Each Officer shall hold office until his/her successor has been duly elected and qualified. The term of office for officers shall begin the month following the election.

Section 5. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the WCCOLA would be served thereby.

Section 6. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Committee for the unexpired portion of the term.

ARTICLE VI –COMMITTEES

Section 1. The Executive Committee shall consist of all officers plus the Chairperson from each of the standing committees. The President will preside over the committee, calling the meetings when appropriate. The Executive Committee shall have the authority to act on behalf of the Board of Directors during the periods when the full Board is not in session. A majority of the executive committee shall constitute a quorum. In addition the committee will be responsible for:

- A. Preparing and presenting the budget to the Board of Directors at the Annual meeting.
- B. Establishing the dates for the meetings of the Board of Directors and the agenda.
- C. Maintaining the Bylaws.
- D. Fulfilling public relations with organizations and bodies important to the WCCOLA.
- E. Review and approve standing committee recommendations.

Section 2. Committees

A. Nominating Committee

- a. This committee will be chaired by the Vice-President and shall consist of two (2) additional people selected by the President and approved by the Board of Directors.

- b. Shall secure prior consent of each candidate before placing his or her name on the slate.
- c. Shall present the slate for nomination for election at the annual meeting of the Association.

B. Finance/Audit Committee

- a. This committee will be chaired by the Vice-President and shall consist of the Vice-President and two non-officer board members.
- b. Prior to the annual meeting, the committee shall audit the Treasurer's records for accuracy and freedom of irregularities for the year preceding the meeting. The committee will submit a report at the annual meeting. If problems or errors are detected, the committee shall report to the Executive Committee prior to the annual meeting.

C. Standing/Temporary Committees/Task Forces (Ad Hoc)

- a. May be created as needed.
- b. Shall prepare a plan of work at inception.
- c. Membership to temporary committees or task forces may come from the WCCOLA membership and/or from volunteers solicited from individual lake associations or other interested individuals.

ARTICLE VII MEETINGS

Section 1. Annual Meeting. The Board shall hold its annual meeting each year immediately after the annual election on a date specified by the Board. Notice to Association members will be either e-mail or newsletter at least 10 days prior to the annual meeting.

Section 2. Special Meetings. Special meetings of the Board may be held upon three days notice upon the call of the President or any Officer. The business transacted at a special meeting shall be limited to the purpose stated in the notice of the special meeting.

Section 3. The Association shall meet as business requires but a minimum of twice each year followed immediately by an Executive Committee meeting.

Section 4. The Board of Directors may call additional meetings with seven (7) days notice to all members of the Board.

Section 5. Order of Business. The Board shall determine the order of business at its meetings. In addition to the powers and authorities conferred upon them by these Bylaws, the Board shall have the power to do all lawful acts necessary and expedient to the conduct of the business of the Corporation.

ARTICLE VIII MEMBERSHIP

Section 1. The members of WCCOLA are lake organizations whose waters lie within or partly within Wright County. Other organizations are eligible for membership if they share the purposes of the Association as defined in Article II of the Articles of Incorporation.

Section 2. Individuals not representing an organized lake association may join the coalition. These members shall be known as associate members. An associate member may attend all meetings and enter into all discussions at meetings and will receive all correspondence sent by WCCOLA to regular members, however they will not have voting rights.

Section 3. Non-association lakes may join and appoint a representative if a majority of the lakeshore property owners petition for membership in the Association.

ARTICLE IX- DUES

Section 1. Member organizations and associate members shall pay annual dues to WCCOLA on a date to be determined annually by the Board of Directors.

Section 2. Annual dues for member organizations and associate members will be set each year at an amount to be determined by the Board of Directors on the recommendations of the Finance Committee at the annual meeting prior to the start of the fiscal year.

ARTICLE X –VOTING AND ELECTIONS

Section 1. A single slate of officers for those to be elected each year shall be prepared by the Nominating Committee. (This will include a resume and statement of intentions to fulfill duties.) Any member of the WCCOLA may make nominations from the floor. (Nominees from the floor must provide a brief oral resume and statement of intent to fulfill duties)

Section 2. Voting.

- a. Appointed representatives from each member organization of WCCOLA shall be entitled to one vote for all matters including the election of officers.
- b. There shall be no absentee voting unless approved in advance by the Board of Directors for specific issues.
- c. Voice vote shall be called for in the conduct of regular business.
- d. Any member may call for a written ballot at any time.
- e. Election of officers shall always be by written ballot.

ARTICLE XI – FISCAL AND ADMINISTRATIVE YEAR

The administrative and fiscal year shall be September 1st to August 31st.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be used to govern parliamentary procedures in all meetings.

ARTICLE XIII – AMENDMENTS

Section 1. The bylaws may be amended at the annual meeting as follows:

Section 2. The wording of the proposed amendment shall be mailed to each member of the board at least ten (10) days prior to the date of the annual meeting at which the action on the proposed amendment(s) is to be taken.

Section 3. A two-thirds (2/3) majority of the membership who are present at the meeting shall be necessary to approve an amendment to these bylaws.

ARTICLE XIV – NON-PROFIT ASSOCIATION

Section 1. The Association shall not afford pecuniary gain or profit, incidentally or otherwise, to its members. No part of the net earnings of WCCOLA shall benefit or be distributed to its members except that the membership shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2. The period of duration of corporate existence is perpetual.

Section 3. The Principal office will be located at the discretion of the Board of Directors.

Section 4. This association recognizes the importance of each lake association maintaining its autonomy, and that collation members are best served by keeping their own associations strong, active, interested, and educated.

ARTICLE XV – AFFILIATIONS

Section 1. This association will hold membership in various regional, state and/or national organizations as authorized by the Board of Directors.

Section 2. Funds to finance such memberships shall be included in the general budget.

Section 3. This corporation and no person representing this corporation shall lobby for or against the election of a government official.

ARTICLE XVI – LIABILITY AND INDEMNIFICATION

Section 1. No member or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members or directors be subject to the payment of the debts or obligations of this corporation.

Section 2. Neither the corporation nor the directors of the corporation shall be liable for loss or damage suffered on account of any action taken by a corporation member acting in good faith.

Section 3. WCCOLA will have the power to indemnify any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her role in the organization, except in cases of willful misconduct. The Association will have the power to purchase or procure insurance for such purposes.

Section 4. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, nor to any Director or Officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

ARTICLE XVII – DISSOLUTION OF ENTITY

Section 1. In the event that the WCCOLA is dissolved, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the corporation, the assets of the Association shall be distributed by the Board of Directors to member associations.

ARTICLE XVIII – Certification

Voted and approved on this date of

August 16, 2011

President

Brian Hall

Vice President

Bradley Leigh

Secretary

Don Peters