

**BY-LAWS OF THE
WABANA CHAIN OF LAKES ASSOCIATION**

Approved : August 8, 2015

MISSION

The Wabana Chain of Lakes Association is dedicated to maintaining and improving the quality of the ecological environment of the lakes and lakeshores in the Wabana Chain of Lakes and the surrounding area in Itasca County, Minnesota. The Association will promote an atmosphere for friendship and community through expanded social interaction among its members and the surrounding lake shore community.

ARTICLE I. MEMBERSHIP

Section 1. Membership. Any person or family who agrees with the By-Laws and purpose as stated therein shall be eligible for membership.

Section 2. Annual Dues. Dues for membership shall be decided by a two-thirds (2/3rds) vote of the membership present at the annual meeting as long as there is a quorum present and may be changed from time-to-time.

Section 3. Contributions. Contributions may be made to the Wabana Chain of Lakes Association by an individual or entity in support of its purposes, provided that all such contributions are acceptable to the Board of Directors-

Section 4. Continuity of Membership. All memberships are for one (1) year, commencing January 1st of each year or later during the year if that is when dues are paid, and ending December 31st of each year.

Section 5. Property Rights. No member shall have right, title of interest in or to, any property of the Association.

ARTICLE II. GOVERNMENT

Except as otherwise expressly provided herein, the management and government of the Association shall be vested in the membership.

Section 1. Officers. The officers of the Association shall consist of a President, Vice-President, Secretary and Treasure. All officers shall be Association members in good standing and shall be eligible to vote on Association business. Officers shall serve terms of two (2) years each until their successors are elected and qualified.

Section 2. Board of Directors. The Board of Directors is composed of the elected Officers, the Association Committee Chairpersons and the past officers, if any, who agree to serve in an exofficio capacity for one year after their terms expire to ensure solid organizational transition. The Board of Directors will manage the regular/normal functions of Association including development of plans, expenditure of funds, direction of Committee activities, and Identification of issues requiring special attention. The Board of Directors shall conduct regular monthly meetings May through October and as called by the President. A majority of the Board of Directors shall constitute a quorum.

Section 3. Committee Chairpersons. Committee Chairpersons are appointed from within the organization membership by the President with the advice of the other officers, and are confirmed by presentation of the committee list at the Annual Meeting.

Section 4. Committees. Committees will vary over time and need and can be formed or abandoned by direction of the Board of Directors and subsequently approved by the membership at the annual meeting. Committees are formed to support the mission of the association and will focus on managing the business aspects; promote a healthy environment; interface with other associations and government agencies; record items of historical interest regarding the chain of lakes; promote Association and community interest with social events; communicate Association events, actions and other items of interest with the membership and wider community; and promote new/active membership.

Section 5. Removal. Any Officer member may be removed from office by a two-thirds (2/3rds) vote of the membership present at any meeting; provided that notice of the proposed meeting shall have been mailed to all members at least ten (10) days in advance and there is a quorum attending the meeting. Any sitting Committee Chair can be removed at any time by a majority vote of the Board of Directors.

Section 6. Vacancy. When any officer except the President dies, resigns, or is removed, the membership shall elect a new person from the eligible voting membership for the duration of the unexpired term. In the case of the President, the Vice-President shall complete that term of office and a new Vice-President shall be elected.

Section 7. Appropriations. No debts shall be incurred or funds appropriated other than for general operating expenses except by order of the WCOLA Board of Directors.

Section 8. Compensation. No WCOLA Board of Director shall receive any fee or salary for their services. Reimbursements for expenses which are approved ahead of time are acceptable and not seen as compensation.

ARTICLE III. ELECTIONS AND VOTING

Section 1. Annual Election. The annual election of officers shall be held as called by the President during the summer months.

Section 2. Regular Meetings. Board of Directors meetings are scheduled for the months of May through October and significant actions, decisions, and issues will be reported in the newsletter.

Section 3. Special Meetings. Special meetings of the membership may be called at any time upon request of the President, the Vice-President or a majority vote of the Board of Directors. Written notice of meetings stating the place, day, and hour shall be mailed or emailed to each member in good standing not less than fourteen (14) calendar days prior to the date of the meeting by the Secretary (or persons designated by the Secretary). Plans indicating expected gatherings, informal meetings and activities for the season will be prepared and reported in the newsletter.

Section 4. Nominating Committee. Approximately thirty (30) days before the annual meeting of the Association, the President shall appoint a Nominating Committee consisting of three (3) eligible members of the Association in good standing. The Committee shall select a slate of officer's candidates to be presented to the voting membership for consideration at the annual meeting. In selecting the slate of leaders, the Committee shall attempt to achieve representation from the various geographical areas of the lakes.

Section 5. Quorum and Member Voting. Voting for the annual meeting requires a quorum of ten percent (10%) of the membership before official business can be transacted. Each paid membership is eligible for one vote. A two-thirds (2/3rds) majority of members present which meets the quorum stipulation above, is required to pass any resolution or election of officers. In the event a resolution cannot be resolved at a scheduled meeting a mail and/or electronic ballot of all members can be requested. A two-thirds (2/3rds) majority of the returned ballots which meets the quorum stipulation above is required to pass the resolution.

Section 6. Critical Issues. The Board of Directors will decide what are and how best to handle WCOLA positions on substantive issues. Information may be distributed to all interested or involved parties with possible voting required of the membership (paper and/or electronic) and input requested of non-members.

ARTICLE IV. OFFICERS AND DUTIES

Section 1. President. It shall be the duty of the President to preside at all meetings of the Board of Directors and of the membership, and to have general supervision of the affairs of the Association. The President represents WCOLA to other associations and the public. The President shall be an ex-officio member of all committees, with power to call and attend committee meetings.

Section 2. Vice-President. It shall be the duty of the Vice-President to act in the absence or disability of the President and to perform such other duties as may be assigned him/her by the President or the Board of Directors. If for any reason, the President should be unable to complete his/her term, the Vice-President shall assume the office and finish the term. A new Vice-President would then be elected by the Association membership. The Vice President is invited to all committee meetings.

Section 3. Secretary. The Secretary shall be responsible for keeping the Association's records, keeps records of all official meetings and Board of Directors Meetings. The Secretary serves on the Communications Committee and acts as a back-up to the Treasurer.

Section 4. Treasurer. The Treasurer shall have general charge of the finances of the Association. The Treasurer shall supervise accounts, write checks and make reports to the membership at regular meetings, collect dues, maintain mailing lists, and all financial records. The Treasurer serves on the Business Committee and acts as back-up for the Secretary.

Section 5. Terms of office. The officers serve a two year term with elections for the President and Vice President on the odd numbered years and Secretary and Treasurer on even numbered years. No officer may serve for more than two consecutive terms unless approved by the Board of Directors.

ARTICLE V. LIABILITY AND INDEMNIFICATION

No Association member shall be liable for any loss or damage suffered on account of any action taken or committed in good faith.

ARTICLE VI. FISCAL AFFAIRS

Section 1. The Treasurer shall issues checks for expenses incurred in the normal business of the Association, such as printing and mailing the newsletters. In addition, the Treasurer shall issue checks only upon authorization of the Board of Directors.

Section 2. Committee Chairpersons are authorized to expend funds or commit funds once they are detailed in the approved WCOLA annual budget.

Section 3. The fiscal year shall end on December 31th of each year.

ARTICLE VII. NONPROFIT ASSOCIATION

The Wabana Chain of Lakes Association is a nonprofit organization. The Association shall not afford pecuniary gain or profit, incidentally or otherwise, to its members. No part of the net

earnings of the Association shall benefit or be distributed to its members except that the membership shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE VIII. AMENDMENTS

By-laws may be amended to the extent permitted by law by a two thirds (2/3rds) majority of the voting members at a regular Association meeting, or a special meeting or communication with fourteen (14) calendar days notice to the membership as long as the quorum stipulated above is met..