

**BY-LAWS OF THE  
ITASCA COALITION OF LAKE ASSOCIATIONS**

**ARTICLE I. IDENTIFICATION**

The name of this organization is ITASCA COALITION OF LAKE ASSOCIATIONS here-in-after called ICOLA. ICOLA 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 Itasca County, Minnesota, and serve the people who are interested in the welfare of Itasca County lakes, waterways and their environment.

**ARTICLE II. MISSION**

**To protect and improve the quality of Itasca County lakes and waterways**

Objectives by which to accomplish the mission:

- A. Encourage landowners and stakeholders to form associations and provide them with the support to accomplish this mission.
- B. Serve as an umbrella organization where member lake or river associations can exchange information, share ideas and give advice for solving problems.
- C. Provide information to members about water quality initiatives, environmental issues, and laws and regulations affecting lakes; and provide educational opportunities that promote the protection and stewardship of county lakes and shoreland.
- D. Support ecologically sound shoreland economics, population and technological growth.
- E. Encourage public officials to develop and implement comprehensive plans for wise and prudent management of lakes and shoreland; encourage partnerships with governmental entities; contribute in developing municipal and county shoreland policy; monitor and participate, as appropriate, in governmental administration of lakes, rivers and shoreland.

**ARTICLE III. MEMBERSHIP**

Members of ICOLA are dues-paying lake associations and river groups located in Itasca County.

#### **ARTICLE IV. BOARD OF DIRECTORS**

- A. The Board of Directors shall consist of the four elected officers, the immediate past president, and one director representing each member lake or river association.
- B. Vacancies on the Board shall be filled by the lake or river association to be represented.
- C. The Board shall have the authority to supervise and direct the affairs and activities of ICOLA consistent with the by-laws and with the stated mission of ICOLA.
- D. Annual dues shall be set each year by the Board of Directors on recommendation of the finance committee.
- E. Board members shall function as chairs of the standing committees.
- F. Board members can be removed for cause by a two-thirds vote of the entire Board.

#### **ARTICLE V. OFFICERS**

- A. The elected officers shall be the President, Vice President, Secretary and Treasurer.
- B. The officers 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 a director or to an office different from the one he or she has just finished.
- C. The President and Vice-president shall be elected in odd numbered years and the Secretary and Treasurer in even numbered years.
- D. Vacancies occurring between regular elections in any ICOLA office, except that of the presidency, shall be filled by the Board from among candidates recommended by the nominating committee. If the presidency becomes vacant, the vice-president will complete that term of office.
- E. Officers can be removed for cause by a two-thirds vote of the entire Board.

#### **ARTICLE VI. DUTIES OF OFFICERS**

- A. President shall preside at all meetings of the ICOLA Board of Directors and Executive Committee, prepare and distribute all agendas and appoint all ad-hoc committees and members of the committees with the approval of the Board. These ad-hoc committees shall organize themselves. The President shall serve as ex-officio member, with vote, of all committees. He/she may assign special duties and responsibilities to the Vice President and will appoint representatives to affiliate groups. The President shall be responsible for all official communications for the organization including membership lists and the web site.

- B. Vice-president shall perform the duties of the President in the absence, resignation or incapacity of that person. Accept and perform such other duties as may be assigned by the President or Board.
- C. 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. Help make arrangements for the meeting place and notify members of the date, time and place of meetings. 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.
- D. 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 President. The Treasurer will make an annual financial report at the annual business meeting and will serve as a member of the Finance/Audit Committee.

#### **ARTICLE VII. ELECTION OF OFFICERS and VOTING PROCEDURES**

- A. The election of officers shall be conducted each year at the annual meeting.
- B. 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.
- C. Each member of ICOLA shall be entitled to one vote. 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.

#### **ARTICLE VIII. STANDING COMMITTEES**

- A. Executive. This committee shall consist of the four elected ICOLA officers and the immediate past president with each committee member having a vote. 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.
- B. Nominating. This committee shall consist of three people selected by the President, other than the President, and approved by the Board. They shall prepare an annual slate of officers consisting of President and Vice President in odd years and the Secretary and Treasurer in even numbered years. They will secure prior consent of each candidate before placing the name on the slate.
- C. Finance/Audit Committee. This committee shall consist of three people appointed by the Board of Directors. Prior to the annual business meeting the committee shall audit the Treasurer's records for accuracy for the year preceding

the meeting. They will submit a report at the annual business meeting. If major problems or errors are detected the committee shall report to the Executive Committee prior to the annual business meeting. Based on the audit, the committee shall prepare a tentative budget for the coming fiscal year and present it to the Board for approval. They shall insure that the Form 990-N (e-Postcard) required by the IRS is submitted in a timely manner.

#### **ARTICLE IX. ADDITIONAL COMMITTEES**

Temporary committees may be created as needed. A temporary committee shall organize itself and should be given a clear understanding of its duties. It should report back to the Board for updates and on completion.

#### **ARTICLE X. MEETINGS**

- A. The annual business meeting of ICOLA shall be held in July at such time and place as the Board of Directors shall designate.
- B. The Board shall meet at least four times per year at such time and place as the Executive Committee shall designate.
- C. The Executive Committee shall meet on the call by the President to ensure normal operations are conducted and to discuss forthcoming issues for presentation to the Board.
- D. All meetings of the Board of Directors, including the annual business meeting, are open to any individual interested in the affairs of ICOLA.
- E. Robert's Rules of Order (latest edition) shall be used to govern parliamentary procedures in all meeting and shall determine all points pertaining thereto not covered by these by-laws.

#### **ARTICLE XI. QUORUMS**

A quorum of the Board of Directors shall be twenty percent of ICOLA members. A quorum for the Executive Committee, as well as all other committees, shall be a simple majority.

#### **ARTICLE XII. AMENDMENTS**

- A. The exact text (wording) of the proposed amendment(s) shall be provided to each member of ICOLA at least twenty-five days prior to the date of a meeting at which the action on the proposed amendment(s) is to be taken.
- B. No changes in the wording of the proposed amendment may be made.
- C. A two-thirds majority of the members present and voting shall be necessary to approve an amendment to these by-laws.

**ARTICLE XIII. LIABILITY AND INDEMNIFICATION**

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

**ARTICLE XIV. NON-PROFIT ASSOCIATION**

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

**ARTICLE XV. DISSOLUTION OF ENTITY**

In the event that ICOLA is dissolved, the assets of ICOLA will be distributed to the Itasca County Soil & Water Conservation District. The members shall not receive said assets.