

Hubbard County Coalition of Lake Associations Amended and Restated By-Laws

Adopted July 27, 2023

Article I – Name and Organization

1.1 Name. The name of this organization shall be Hubbard County Coalition of Lake Associations by which name it shall exist and do business. It may also use the name COLA, HC COLA and HCCOLA.

1.2 Non-Profit. HCCOLA shall be a non-profit, non-stock organization.

[HCCOLA is a 501c3 and seeks to remain a 501c3 by adhering to the IRS guidelines.]

1.3 Existence. HCCOLA shall continue to exist until its existence is terminated as provided in paragraph 11.1 or as otherwise provided by law.

1.4 Address. The official address of HCCOLA is P.O. Box 746, Park Rapids, MN 56470

Article II – Purpose

2.1 Mission. HCCOLA's Mission is:

- A. To protect and enhance the quality of our lakes and rivers.
- B. To preserve the economic, recreational and natural environmental values of our shore lands.
- C. To promote the responsible use of our waters and related habitats.
- D. To protect the interests of lakeshore property owners, lake associations, local government, the general public and future generations.

2.2 Partners. HCCOLA shall work in conjunction with federal, state, local governments, agencies, and other private organizations to maintain and improve the quality of the lakes.

Article III – Membership

3.1 Members. Organized Hubbard County lake associations whose primary purpose is

to protect and improve their lake environments are eligible for membership. Those eligible associations may become members by applying for membership to HCCOLA, paying their annual dues and fees, or stating their intention to do so by November 1 of the current year and certifying to the HCCOLA Secretary, the name and contact information of an official representative to the board (the “Representative”) and an alternate. A member lake association shall have one (1) vote as member of HCCOLA.

3.2 Member with Multiple Lakes. If any lake association has in its membership, property owners on more than one lake, it shall have the option to have one Representative from each lake and its written certification to HCCOLA shall provide the name and contact information of a Representative and alternate for each lake if this option is elected. Such a lake association shall have one (1) vote as member of HCCOLA.

3.3 Sustaining Members. Individuals not representing an organized Hubbard County lake association may join HCCOLA if the Board agrees that such individual’s purpose for joining is consistent with HCCOLA’s Vision, Mission and Values. These members shall pay the dues and fees due HCCOLA as set by the Board and be known as sustaining members. A sustaining member may attend all Board meetings and enter into all discussions at meetings, will receive all correspondence sent by HCCOLA to regular members, but will not have voting rights. A sustaining member may serve on committees but is not eligible to be an officer of HCCOLA.

3.4 Replace Representative. Participation in Board meetings, committee meetings, and activities are deemed to be an important function of being a Representative of a member lake association. With the understanding that all are volunteers, if a Representative repeatedly does not attend board meetings, participate in HCCOLA activities in any way, or promote HCCOLA’s Vision, Mission and Values, the President upon approval of the Board may request that the member lake association replace the Representative with another.

3.5 Non-voting Participants. At the request of the President, the Board can approve additional non-voting volunteer participants from existing lake association members and sustaining members to participate in committees under Article VII that the Board agrees is in the best interests of HCCOLA’s Vision, Mission, and Values.

3.6 Voting. The members of HCCOLA shall have one vote on or in respect of any matter on which members of HCCOLA have the right to vote under law, the Articles of Incorporation or these Bylaws. The member votes shall be made by the Representative, the President in the absence of the Representative or an alternate Representative designated by the member if the Representative and President are not able to vote. A lake association shall have one (1) vote as member of HCCOLA.

3.7 Resignation: Vacancy. Any member may resign from membership at any time by

giving notice to the Secretary of HCCOLA. Such resignation shall become effective without acceptance upon receipt of the notice, unless the notice specifies a later date. A member who resigns shall be deemed to resign as a director.

3.8 Removal. Members shall be removed only by a process that is fair and reasonable and requires at least fifteen (15) days' prior written notice of the removal and the reasons therefor 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.

3.9 Transferability. The member shall not voluntarily or involuntarily transfer or assign its membership or any right arising therefrom.

3.10 Dues and Other Fees. The Board of Directors shall set the member lake association and sustaining member dues and fees for the next fiscal year at the April Board of Directors Meeting. Member lake associations and sustaining members shall pay HCCOLA the dues and fees set by the Board not later than November 1 of the current year. The membership fee and the dues paid in November of the current year are for HCCOLA operating expenses beginning January of the following year.

Article IV – Board of Directors

4.1 Directors. The Board of Directors (the “Board”) shall consist of the Representatives(s) of each member lake association and the President, the Vice President, the Secretary, the Treasurer, and the immediate Past President of HCCOLA.

4.2 General Powers. The business and affairs of HCCOLA shall be managed by or under the direction of the Board of Directors.

4.3 Term. Each director shall serve for a term as determined by the Representative's member lake association and until his or her successor shall have been duly elected and qualified, or until the earlier death, resignation, removal, or disqualification of such director.

4.4 Resignation. Any director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.

4.5 Vacancies. Vacancies in the Board of Directors of a Representative shall be filled by the Representative's member lake association. A person so elected to fill a vacancy shall serve as a director as determined by the Representative's member lake association, and until his or her successor has been elected and qualified.

Article V – Board of Director Meetings

5.1 Meeting Dates. The Executive Committee will recommend to the Board of Directors for consideration and adoption at the HCCOLA Annual Meeting, the following year's Board meeting schedule. The schedule will include the

April meeting and the Annual Meeting held in August, and the number of monthly meetings necessary to conduct the business of HC COLA and fulfill its mission. These meetings may be held using in-person and/or electronic conference format (virtual or hybrid) (see 5.11). The time, location and technology used may be set by the Executive Committee. To the extent practical, meetings should be held on the last Thursday of the month. (See 5.8 Meetings and Meeting Changes.)

5.2 Agenda. The business of HCCOLA will be conducted at each meeting, annually, monthly, or special, as specified in the agenda.

5.3 Attendances. Any person who is a member of any member lake association, or any sustaining member may attend any Board meeting.

5.4 Right to Vote. Only voting members of the Board shall be entitled to vote at any Board meeting.

5.5 Absentee Voting. There shall be no absentee voting unless approved in advance by the Board for specific issues.

5.6 Quorum; Voting. Not less than one-third of the directors currently holding office shall constitute a quorum for the transaction of business, except for the amendment of these Bylaws and any change in the dues or other fees due HCCOLA, a quorum shall be not less than one-half of the directors currently holding office. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum. Except as provided in paragraph 5.7 or otherwise required by law, the acts of a majority of the directors present at a duly held meeting shall be the acts of the Board of Directors.

5.7 Two-Thirds Vote. Decisions regarding the amendment of these Bylaws and any change in the dues and other fees due HCCOLA, may be made only by a two-thirds vote of eligible directors present and voting when a quorum is present, and after written notice to the President and Representatives of all member lake associations of the proposed action to be taken.

5.8 Meetings and Meeting Changes. The Board of Directors shall hold an annual meeting for the purpose of:
electing officers, appointing officers, setting the “draft budget,” with the understanding that it would be updated to reflect the full current years revenue and expenses after years end. Any updates or changes would then be approved at the first meeting in the spring or at a special meeting called by the president if significant shortfalls necessitate timely action and schedule of meetings for the following year, transacting any other business coming before it, and defining the matters and circumstances that the

Executive Committee is authorized to act on behalf of the Board to conduct day to day business in between board meetings as set in Section 7.1. The Board may hold such other meetings as it may from time to time determine. The meetings shall be held at any place that the Board may designate.

If the President considers that circumstances warrant it, the President may change the date of the regularly scheduled meetings as set above in Section 5.1. A change of the date, time, or location of a regularly scheduled meeting shall require at least 10 days prior written notice to the member lake association Presidents and Representatives except in the case of a disaster or emergency.

The President, Executive Committee or at least one-third of the directors may call a special Board meeting. A special meeting of the Board of Directors may be called upon written or oral notice stating the purpose, date, time and place of the meeting given to the directors and each member lake association President at least 72 hours prior to the meeting.

5.9 Notice. Notice of Board meetings shall be made by giving at least ten (10) days prior oral notice or prior written notice to all directors of the date, time and place of the meeting. The notice need not state the purpose of the meeting, unless otherwise required by law or these Bylaws. Oral notice may be given by telephone or in person. Written notice may be given by mail, email or facsimile transmission or may be delivered to the address maintained for each director in the records of HCCOLA. If a meeting schedule is adopted by the Board, or if the date and time of the Board meeting has been announced at a previous Board meeting, no notice is required.

5.10 Waiver of Notice. A director may waive notice of any meeting before, at or after the meeting, in writing, orally or by attendance. Attendance at a meeting by a director is a waiver of notice of that meeting unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. All waivers shall be filed with the records of HCCOLA.

5.11 Electronic Conference Meetings. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

5.12 Action Without Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present; provided, that all of the directors must be notified

immediately of the action and effective date. Any such written action shall be filed with the minutes of HCCOLA.

- 5.13 Compensation.** Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as shall be determined from time to time by resolution of the Board of Directors. Nothing herein contained shall be construed to preclude any directors from serving this corporation in any other capacity and receiving compensation therefor.

Article VI – Officers

- 6.1 Officers.** The officers of HCCOLA shall be the President, the Vice President, the Secretary and the Treasurer, each of whom shall also be a member of a HCCOLA lake association. The Board of Directors may elect or appoint such other officers or agents as it deems necessary. The offices or functions of the Vice President, Secretary or Treasurer may be held by the same person. Officers shall receive reimbursement for their expenses, as determined from time to time by the Board.
- 6.2 Election and Term.** At the annual meeting of the Board of Directors, or earlier as necessary, the Board shall elect, subject to paragraph 6.3, officers who 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. The term of the President and Vice President shall be two years, except as provided in paragraph 6.5. Upon vote by the Board at the annual meeting, at the conclusion of the President's two-year term, the Vice President shall succeed the President. Unless otherwise approved by the Board, the President and Vice President may not serve consecutive two-year terms in the same office.
- 6.3 Secretary/Treasurer.** The President shall appoint the Secretary and Treasurer with the approval of the Board of Directors. The appointed term of the Secretary and Treasurer shall be two years or concurrent with the remaining term, of the President.
- 6.4 President.** Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall (a) be the chief executive officer of HCCOLA, and have general active management of the business of HCCOLA; (b) preside at all meetings of the Board and of the members; (c) see that all orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of HCCOLA any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of HCCOLA, 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 by the Articles, these Bylaws or the Board to some other officer or agent of HCCOLA; (e) maintain records of and certify proceedings of the Board and members; (f) appoint, with Board approval, such committees as he or she deem appropriate or as directed by the Board of Directors; (g) prepare the agenda for the Board and Executive Committee meetings, and (h) perform such other duties as may from time to time be prescribed by the Board.

6.5 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 Board of Directors. In the event the President shall cease to act by reason of death, disability, resignation, removal from office or any other reason, the Vice President shall become President for the remainder of that term. The Board of Directors shall decide when a special election should be held to elect a new Vice President. In the absence of a Vice President and President performing duties, then the Past President shall step in to assume duties until the Board is able to take action.

6.6 Secretary. The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all meetings of members, Board of Directors and Executive Committee, and record the proceedings of such meetings in the minute book of HCCOLA and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to members, sustaining members and directors and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

6.7 Treasurer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall (a) keep accurate financial records for HCCOLA; (b) deposit all monies, drafts and checks in the name of and to the credit of HCCOLA 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 HCCOLA as ordered by the Board, making proper vouchers therefor; (d) disburse corporate funds and issue checks and drafts in the name of HCCOLA, as ordered by the Board, Executive Committee or President; (e) render to the President and the Board of Directors, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of HCCOLA; and (f) perform such other duties as may be prescribed by the Board of Directors or the President from time to time. The Board of Directors may require that the Treasurer be bonded at HCCOLA's expense.

6.8 Resignation. Any officer may resign at any time by giving written notice to the President and Secretary of HCCOLA. The resignation is effective without acceptance when notice is given to HCCOLA, unless a later date is specified in the notice.

6.9 Removal. Any officer may be removed with or without cause by the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of such officer.

6.10 Vacancies. If a vacancy in any office of HCCOLA occurs for any reason, such vacancy shall be filled for the unexpired part of the term by the Board of Directors.

6.11 Other Officers. Any other officers appointed by the Board of Directors shall perform such duties and be responsible for such functions as the Board of Directors

may prescribe.

- 6.12 Delegation.** Unless prohibited by a resolution by the Board of Directors, an officer elected or appointed by the Board may delegate in writing some or all of the duties and powers of his or her office to other persons.

Article VII – Committees

- 7.1 Executive Committee.** The Officers, immediate past president, and at least three (3) members of HCCOLA lake associations approved by the Board shall constitute the Executive Committee of the Board and may act on behalf of the Board in such matters and circumstances as may be authorized by the Board. The Executive Committee shall at all times be subject to the control and direction of the Board. The Executive Committee shall maintain minutes of each meeting. Written reports of such action or proposed actions shall be timely filed with the full Board.

- 7.2 Other Committees.** The President may from time to time, with the approval of the Board, appoint a chair and members of such committees as the Board deems necessary and helpful to carry out the purposes of the HCCOLA. It is expected that there will be standing committees charged with the responsibility for finance, planning, membership, activities and communications. Each committee shall be responsible to the President (or designee) and report to the membership as a whole at normal HCCOLA meetings.

Article VIII – Fiscal Year

- 8.1 Fiscal Year.** The fiscal year of HCCOLA shall be established by the Board of Directors.

Article IX – Indemnification; Standard of Conduct

- 9.1 Indemnification.** HCCOLA shall indemnify the directors, officers and such other 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.

- 9.2 Conflicts of Interest.** HCCOLA shall not enter into contracts or transactions between HCCOLA or a related corporation and a director of HCCOLA or between HCCOLA and an organization in which a director of HCCOLA 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.

- 9.3 Standard of Conduct.** Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of HCCOLA, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Article X - Amendments

10.1 Amendments. Except for the authority reserved for the voting members by statute, the Board of Directors shall have the authority to amend, repeal and adopt new Bylaws by the affirmative vote of two-thirds of the directors present and voting when a quorum is present; provided, that all member lake association Presidents and Representatives and other directors shall be notified at least twenty (20) days before the proposed action takes place.

Article XI – Existence of HCCOLA

11.1 Dissolution. HCCOLA shall continue in existence until it is dissolved by vote of a majority vote of the Board at a special meeting called for that specific purpose.

11.2 Allocation of Assets. Following dissolution, after paying all outstanding bills and expenses for which HCCOLA is legally responsible, the Treasurer shall convert to cash all assets of HCCOLA and divide the cash assets among the member lake associations in proportion to the amount of annual dues paid by each lake association with respect to the fiscal year of HCCOLA in which the dissolution resolution was approved by the Board.

The undersigned, President and Treasurer of HCCOLA, hereby certify that the foregoing Amended and Restated Bylaws were adopted as the complete Bylaws of HCCOLA by the Board of Directors of HCCOLA on July 27, 2023.

* * * * *

Shawn M. Natzel, President Keith Minkal, Treasurer