

**BYLAWS
of the
Douglas County Lakes Association
Alexandria, Minnesota
Revised November 14, 2018**

ARTICLE I - OFFICIAL NAME AND ORGANIZATION

1. The organization shall officially be known as the DOUGLAS COUNTY LAKES ASSOCIATION.
2. This organization shall be an entity in accordance with the *State of Minnesota Statutes, - Chapter 317*, known as the Minnesota Non-Profit Corporation Act.
- 1.3 This organization shall operate and function in accordance with *Section 501 (c) (3) of the Internal Revenue Code*, or corresponding section of any future code.

ARTICLE II - PURPOSES OF ORGANIZATION

- 2.1 The *corporation is organized exclusively for educational, scientific, and environmental purposes*, including, for such purposes, the following:
 - 2.1.1 To *assist member and other lake associations* with organizational procedures and with the analysis of the environmental impact resulting from changing conditions in the lakes and shore lands.
 - 2.1.2 To *develop guidelines and recommendations* pertaining to the proper development, improvement, and preservation of the county's lakes and shore lands.
 - 2.1.3 To *promote and encourage the continuing study* and monitoring of lakes and surrounding ecological systems to prevent degradation of water quality caused by population growth and development.
 - 2.1.4 To *support limnological and other programs* involved with the preservation and improvement of the county's lakes and to further their images as desirable community assets.
 - 2.1.5 To *provide media assistance, seminars, forums*, or other means of disseminating information to member associations, local organizations, businesses, and governmental agencies to promote the recognized best practices to maintain high quality lake environments.
 - 2.1.6 To *increase the public awareness* of the a forenamed purposes, including making distributions of funds to organizations with like purposes that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE III - MEMBERSHIP

- 3.1 All active members of every affiliate county lake association shall be a Regular Member of the Douglas County Lake Association and shall be entitled to vote at the organization's Annual Meeting as stated in 5.1.
- 3.2 A Non-Voting Associate Membership shall be made available to any person or representative of any organization other than in 3.1 who desires to support the purposes of this organization.
- 3.3 All memberships shall be subject to the approval of the Board of Directors.

ARTICLE IV - OFFICERS AND DIRECTORS

- 4.1 Affiliated county lake associations each shall designate at the Annual Meeting a representative and an optional alternate representative to serve the ensuing year on the Board of Directors of the Douglas County Lakes Association. Each represented lake association shall have only a single vote on issues before the Board.
- 4.2 The Board of Directors shall elect at the Annual Meeting from their number the four below named officers who shall hold their respective offices until their successors have been duly appointed and have entered upon the discharge of their duties:
 - 4.2.1 The President shall be the principal executive officer of the corporation, and subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the corporation; he/she shall, when present, preside at all meetings of the members, the Board of Directors, and the Executive Council; he/she shall see that all orders and resolutions of the Executive Council are carried into effect and shall have general active management of the business of the corporation.
 - 4.2.2 The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors or Executive Council shall prescribe.
 - 4.2.3 The Secretary shall be the custodian of the minutes and proceedings of the meetings of the members, Board of Directors, and the Executive Council and all other corporation records. He/she shall give, or cause to be given, notice of all meetings as prescribed by the Executive Council in accordance with the Bylaws, or as required by law, and shall perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Board of Directors.
 - 4.2.4 The Treasurer shall have care and custody of the corporate funds and shall keep full and accurate account of receipts and disbursements. He/she shall deposit all monies and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors and Executive Council and shall disburse the funds of the corporation as may be ordered by the Board of Directors and Executive Council and shall render, as required by the Board of

Directors and Executive Council an account of all his transactions as Treasurer related to the financial condition of the Corporation.

- 4.2.5 The members of the Executive Council shall be the current officers plus the past president plus two members elected at large from the Board of Directors. The Executive Council shall have general active management of the business of the corporation between meetings of the Board of Directors.

ARTICLE V - MEETINGS

- 5.1 The Annual Meeting of the members of this corporation shall be held in September of each year with written notice given affiliated associations one week prior to the scheduled time. The membership shall approve at this time, by majority vote of those present, a Board of Directors to serve for one year. Immediately following the annual meeting, the Board of Directors shall meet to elect from their number the Executive Council in accordance with 4.2.
- 5.2 Special Meetings of the Regular Members for any purposes, unless otherwise prescribed by statute, may be called by the Executive Council, provided the affiliated associations are given written notice one week prior to the scheduled time. Such call shall state the purpose of the proposed meeting, and the business transacted shall be confined to the purposes stated in the call.
- 5.3 The Board of Directors and Executive Council shall meet as called by the President in addition to the Annual Meeting prescribed in 5.1. The times and locations of such meetings shall be specified at the time of the call.
- 5.4 A Quorum of the annual meeting shall be a majority of the Board of Directors plus those present from the Regular Membership. A Quorum of the Board of Director meetings shall be one-third of the elected Board Members. A Quorum of the Executive Council meetings shall be a majority of the elected Executive Council Members.
- 5.5 Normally all meetings are open to the Regular Members and visitors unless the Executive Council has recommended and the President states that the issues to be discussed, more appropriately, shall be decided only by the members of the Board of Directors or by the members of the Executive Council.

ARTICLE VI - REVENUE AND FINANCE

- 6.1 The corporation shall have such powers as are consistent with its Purposes to acquire and receive funds, whether by member assessments, gifts, contributions, grants or otherwise, and to expend, make gifts and contributions of, and to convey, transfer, and dispose of any funds and income there from, and such other powers which are consistent with the foregoing purposes and which are afforded to the corporation by the Minnesota Non-Profit Corporation Act and as by Section 501(c)(3) of the Internal Revenue Code and any future state and federal laws amendatory thereof or supplementary thereto.
- 6.2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, to other private persons, except that the corporation shall be authorized and empowered to

pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II, above. No substantial part of the activities of the corporation shall be the carrying on or propoganda, or otherwise attempting to influence legislation, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carryon any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- 6.3 The duration of the corporate existence of this corporation is perpetual, however, in the event the corporation is dissolved, or otherwise ceases operation, all assets remaining after the organization's obligations are paid shall be distributed in accordance with Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code to a 501(c) (3) organization with similar purposes to that of the Douglas County Lake Association, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VII - MISCELLANEOUS

- 7.1 Regular members shall be permitted to inspect the corporation's books and records at all reasonable times.
- 7.2 The Fiscal Year for the corporation shall be from September First through August Thirty-First.
- 7.3 The rules contained in *Robert's Rules of Order* shall serve as a guideline for the meetings of the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.
- 7.4 These Bylaws may be amended at any Board meeting of the corporation by a two-thirds vote of the Board Members present and voting provided the proposed amendments have been published or submitted by other means to the membership at least one week prior to the meeting at which the vote will be taken.

ARTICLE VIII - INDEMNIFICATION; STANDARD OF CONDUCT

- 8.1 Indemnification. The corporation shall indemnify such 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.

8.2 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 the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

CERTIFICATE OF BYLAWS

The undersigned officers do hereby certify the foregoing bylaws to be the BYLAWS of this corporation adopted by the voting majority of the Board members present at its meeting on the 14th day of November, 2018.

Bonnie Huettl- President

James Peterson-Secretary