BYLAWS
of
Otter Tail County COLA
also known as
Otter Tail County Coalition of Lake Associations
Amended August 27, 2015

Article One:  Name *Section 1.  The name of this organization shall be the* Otter Tail County COLA also known as Otter Tail County Coalition of Lake Associations hereafter referred to as COLA.

Article Two:  Purpose

Section 1.  COLA, is organized to facilitate cooperation among member lake and river associations and Lake Improvement Districts (LID’s) to assist in fostering wise use of the lake and river areas by:
A.  Identifying and analyzing environmental impact problems in the lake areas and disseminating information thereon to members and the general public.
B.  Recommending and promoting practices relative to the proper development, improvement and preservation of the lakes and rivers and their shore lands.
C.  Presenting such recommendations and Association positions to agencies of government, business and private individuals in order to bring about appropriate action for the effective use of these valuable natural resources.
D.  Administering a program of water quality monitoring, sampling, analysis, and results dissemination to protect or improve water quality in area lakes and rivers.
E.  Communicating information relative to the above goals to members *via meetings, e-mail, text, posted notice, minutes, social media, web sites, phone contact, or mail.
F. Representing its members at a state wide level (such as through MnCOLA).*

Section 2.  COLA shall work in conjunction with Federal, State and local agencies, both public and private, to maintain and improve the quality of the lakes and rivers. *COLA directors will represent the COLA Membership at other local and regional meetings and state level meetings, such as MN COLA.*

*Section 3. COLA shall be a non-profit, non-stock organization*

*Section 4. The officers, directors and members of COLA shall not be personally liable to any extent whatsoever for any debts or obligations of COLA*

Article Three:  Membership

Section 1.  Organized lake and/or river associations *and LID’s,* whose primary purpose is to protect and improve their lake environments, are eligible for membership.  Those eligible may become members by applying for membership to COLA, paying their annual dues, and designating an official representative and an alternate*. These individuals will be known as Voting Members.*

Section 2.  Individuals not representing an organized lake or river association may join and receive all correspondence by paying the membership dues.  They will be encouraged to attend all meetings, participate in the discussions, *committees,* and have input in all business conducted, but will not have voting rights. These individuals will be known as Associate Members.

Article Four: *Voting Membership*

Section 1. *Voting Members* need not be residents of the State of Minnesota, but must be members of associations or LID’s belonging to COLA.

Section 2.  The number of *Voting Members* shall be one representative from each *LID,* Lake, or River Association.  The term of office shall begin at the first meeting of the *Voting Membership* following appointment by individual associations or LID’s and shall expire at such time as new voting members 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 *LID*, lake or river association has not designated a representative, or alternate when the designated representative is not in attendance, the highest ranking officer of the *LID,* lake or river association in attendance may vote on matters brought before any duly called meeting (usually the President or Vice President of the *LID,* lake, or river association).

Section 4.  Regular meetings of the *Voting Membership* shall be called by the President of Otter Tail County COLA at locations designated by the President.  There shall be a minimum of three meetings each year.

Section 5.  Notice of any meeting of the *Voting Membership* shall be given at least eight (8) days prior to any duly called meeting *via meetings, U. S. mail, e-mail, text, posted notice, social media, web sites, phone contact, or U. S. mail.* (U. S. mail notice shall be deemed to be delivered when deposited in the U. S. Mail with postage prepaid.)

Section 6.  All the *voting members* present shall constitute a quorum.  A majority of the members present shall constitute a quorum for the transaction of business at any meeting of the *Voting Membership*.

Section 7.  The election of Officers and Directors shall be made by a majority vote of a quorum of the *Voting Membership at the August Annual Meeting.*

Section 8.  The individual *LID,* lake, or river association *shall be responsible for filling* any vacancy occurring in the *Voting Membership.*

Article Five:  *The Board of Directors*

Section 1.  The affairs of the organization shall be managed by the Board of Directors. The Board of Directorsshall 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.  *Board Members* need not be residents of the State of Minnesota, but must be members of an individual LID, lake or river association that is a voting member of COLA.

Section 2. No member of the Board of Directors may express an official position of the COLA without prior approval of the Board of Directors.

Section 3.  Elections: The *voting members* will elect a President and a Vice President.  Each term shall be for two years.  After two years, the President will become the past President and serve on the Board of Directors.  The Vice President will assume the Presidency.  The *Voting Members* will elect a Secretary and a Treasurer (or combined position) for a term of two years.  The Secretary and Treasurer shall be elected to no more than two consecutive terms.  The elected officers shall also serve as Directors. In addition*, the Voting Membership will elect six to nine Directors to the Board.*

*Section 4. A quorum of the Directors, for the purpose of conducting business, shall be no less than 60% of the Directors.*

 *No more than two members of the Board of Directors may be from the same lake or the LID of the same lake, or the same river association.*

The Board of Directors may hire assistants as needed to support its activities.

At the first Board of Directors meeting following the election of Directors, the Board of Directors shall elect from its members a chairperson and vice chairperson.

Section 5.  Duties.
A.   The President shall preside at all Voting members meetings; and shall represent the COLA at official functions.  The President will also appoint members to the standing and special committees of the voting members as deemed necessary.  The President shall serve as an ex-officio member of all such committees. The president is responsible for calling for Voting Member meetings.

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 or the Board of Directors. The Vice President shall serve as Chair of the Nominating Committee.

C. The Secretary shall record and maintain minutes of all board and special meetings of the COLA and shall manage all routine correspondence of the COLA.  The Secretary shall archive, maintain and provide security for COLA records.

D.  The Treasurer shall maintain and record all revenues of the COLA and shall disperse expenditures as designated the Board of Directors.  The treasurer may be bonded at the expense of the COLA.  The Treasurer shall present a yearly report of income and expenditures at the August meeting of the Voting members.

E. The chairperson of the Board shall preside at all board meetings, and shall represent the COLA at official functions when the President is unavailable to do so.  The Chairperson will also appoint Directors to special Board committees as deemed necessary.  The Chairperson shall serve as ex-officio member of all such committees. The chairperson is responsible for calling and establishing the agendas for regular or special Board of Directors meetings.

F. The vice chairperson of the Board shall fulfill the duties of the Chairperson in his/her absence.

G. The Directors elected will serve as chairpersons of the Designated Standing or Special Committees as appointed by the chairperson of the Board. Directors not serving as chairpersons of Committees will be Directors-at-Large.

Section 5.  At the August meeting, the Voting Members shall elect the Officers *and Directors* of the COLA.  If the election of Officers *and Directors* is not held at such meeting, such election shall be held as soon thereafter as convenient. Each *Member of the Board of Directors* shall hold office until his/her successor has been duly elected and qualified. The term of office for officers and directors shall begin the first day of the month following the election.

Section 6.  Any officer *or Director* elected or appointed may be removed by the *Voting Members* whenever in its judgment the best interests of the COLA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer or Director so removed.

Section 7.  A vacancy in any officer or director position because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 8.  The *Board of Directors* shall have the authority to act on behalf of the *Voting Members during the periods when the voting members are not scheduled to meet.*

 Section 9. In addition the Board of Directors will be responsible for:
A. *Approving* the *annual* budget, as prepared by the treasurer, for *Voting Member approval* at the August Annual meeting.
B.  Maintaining the Bylaws.
C.  Fulfilling public relations with organizations and bodies important to the COLA.
D.  Review and approve standing committee recommendations. F. *Prepare a long term strategic plan for the organization.*

Section 10.   The Standing and special Committees
A.  Communications Committee shall be appointed by the Chairperson of the Board and be responsible for the following:
 a. Create and publish the COLA newsletter(s).
 b. Organize and conduct educational/informative activity of the COLA
 c.  Perform additional functions, as the Chairperson of the Board might deem appropriate.

B.  Environmental Affairs Committee shall be appointed by the chairperson of the Board and be responsible for the following:
 a.  Manage a program of water quality monitoring for all participating associations.
 b.  Perform additional functions, as the Chairperson of the Board deems appropriate.

C.  Membership Committee shall be appointed by the Chairperson of the Board and be responsible for the following:
 a.  Maintaining and increasing the membership of area lake and river associations in COLA
 b.  Facilitating the development of new lake and river associations.
 c.  Perform additional functions, as the Chairperson of the Board might deem appropriate.

D.  Nominating Committee shall be appointed by the Chairperson of the Board with the Vice President serving as its Chair and will be responsible for:

 a. Searching for qualified candidates for vacant Board positions.
 b. Recruiting qualified members to obtain their consent to serve as COLA officers or on the Board of Directors.
 c. Present Candidate(s) to the membership at the Annual Meeting.

E.  Education Committee shall be appointed by the Chairperson of the Board and be responsible for the following:
 a. Coordinate the educational program for AIS in the schools in Otter Tail County and surrounding area.
 b. Nominating individuals to receive annual and special COLA awards.
 c. Develop and present Educational Programs relative to interests of our members.

F.  Special Committees:  Chairperson of the Board may appoint such special committees as might be required for the efficient operation of the COLA.

 a. (As of the date of these Bylaws, the AIS Committee, whose chair presently serves on the Otter Tail County AIS Taskforce, is a special committee. AIS is Aquatic Invasive Species.)

Article *Six:*  Funds

Section 1.  Expenditures can be made via check, drafts, orders and via electronic means. The treasurer shall sign or otherwise approve all expenditures. For expenditures in excess of $200 a second officer shall also sign or otherwise approve.  All expenditures exceeding five hundred dollars ($500.00) that are not included in the member approved budget shall be made only after prior approval by the Board of Directors.

Section 2. Receipts can be in the form of checks, drafts, orders or via electronic means.

Section 3.  The Board of Directors may accept on behalf of the COLA any contribution, gift, bequest, or property for any purpose of the COLA.

Section 4.  The fiscal year of the COLA shall begin on the first day of January in each year and end on the 31st day of December. (Previously Amended 4/30/2011)

Article *Seven*:  Meeting Rules

Section 1.  All meetings of the COLA, whether of the Voting Members, Board of Directors, or Committees shall be conducted in accordance with “Roberts Rules of Order”.

Article *Eight*:   Books and Records

Section 1.  The COLA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees.  Any member, or agent, or attorney for a member may inspect all books and records of the COLA, for any purpose at any reasonable time.

Section 2. Chairperson of the Board shall appoint two voting members (neither of whom was authorized to sign checks or approve expenditures) to perform an internal review of the financial records of the COLA.  This function shall be performed no later than 60 days prior to the next year annual meeting.

Section 3.  An official mailing address, web site, and email address of the COLA shall be maintained.

Article Nine: Dues

Section 1. The Board of Directors shall from time to time recommend to the Voting Members the amount of annual membership dues payable to the COLA and upon approval the Treasurer shall give appropriate notice to the Members.

Section 2. Membership dues for each year shall be due and payable on June 1st of such year and shall be delinquent if not paid by October 1st of such year. Dues of a new member will not be prorated from the date of becoming a member.

Section 3. When any member is in default in the payment of dues after the delinquent date set in Section 2 above, their membership shall lapse.

Article Ten: Amendment of Bylaws

Section 1. These bylaws may be altered, amended or replaced and new bylaws may be adopted by a 2/3 majority vote of a quorum of the Voting Members present at any meeting, provided at least twenty (20) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.