

# **Bylaws of The Cedar Lake Conservation Club September 2019**

## **Article I – Name**

The name of this organization shall be **The Cedar Lake Conservation Club**

## **Article II – Purpose**

The general purpose of the Organization shall be to promote fellowship among the residents and parties interested in the development, beautification and conservation of Cedar Lake, Corinna Township, Wright County, Minnesota, and the property around it banding them together to accomplish the following specific purposes:

- a. To propagate, protect and preserve the game and game fishes; to guard against pollution of all kinds coming into Cedar Lake; to combat unwise drainage or flooding projects.
- b. To engage in surveys and promote any scientific work and research possible and to disseminate any knowledge thus acquired to educate the interested public.
- c. To accept, receive and administer any gifts to the Organization generally without designation of a purpose or in accordance with any specific designation.
- d. In general, to preserve and protect the beneficial wild life, fish life and natural beauty of Cedar Lake and surrounding community and to restore, replenish and increase the same.
- e. To purchase or acquire real estate or personal property to further the above purposes.

## **Article III – Membership**

**Section 1.** Membership is open to all.

**Section 2.** A person becomes a Member upon payment of dues. Dues are collected annually.

**Section 3.** Voting membership (“Voting Member”) is restricted to riparian owners and their immediate families. Each riparian property is restricted to one vote, provided there is a paid membership on each property

**Section 4.** The membership year runs from January 1 through December 31.

## **Article IV – Meetings of the Membership**

**Section 1.** The meetings of the Members shall be held at such times and places as the Board of Directors shall determine. At least one meeting shall be held each year (the “annual meeting”). Twenty-five (25) Voting Members or more shall have the right to call a meeting of the Members by directing the Secretary in writing to call a special meeting of the membership upon notice to the membership. Notice of any meeting of the Members shall occur at least fourteen (14) calendar days prior to the meeting. Notice shall be posted on the Organization’s website and mailed or emailed to the Members.

**Section 2.** Ten percent (10%) of the voting membership shall constitute a quorum. Unless otherwise specified, voting shall be by a majority of the Voting Members present at the meeting. No voting by proxy shall be permitted.

## **Article V – Officers**

**Section 1.** The Officers of the Organization will consist of a president, president-elect, secretary and treasurer. All Officers must be Voting Members of the Organization. Officers shall be elected by the Board of Directors at the annual meeting. All Officers must sign a Conflict of Interest statement.

**Section 2.** Terms of the Officers shall be limited to one (1) term per person for any one of those positions. A person may only hold one officer position at the same time. At least one intervening term shall elapse before that person may again be elected to that office unless the Board of Directors by three-fourths vote of the total Board waives these conditions. A term is designated to be two (2) years in duration.

**Section 3.** Vacancies occurring before the expiration of terms of office may be filled at any meeting of the Board by a majority vote of the Board of Directors until the expiration of that term.

**Section 4.** Resignation from an office shall be submitted to the Board of Directors.

**Section 5.** An officer may be removed from office by a vote of three-fourths of the total number of Directors then serving.

**Section 6.** The President shall be the chief executive officer of the Organization. The President shall preside over the meeting of the Board of Directors and all membership meetings. The President's authority to independently have checks issued on behalf of the Organization shall be limited to \$2,500. When the President represents, or takes action on behalf of, the Organization in the capacity of the office, he/she must report to the Board.

**Section 7.** The President-Elect shall fulfill the duties of the President in the President's absence or disability or as directed by the President. The President-Elect shall be the chair of the Membership Committee.

**Section 8.** The Secretary shall be in charge of recording all minutes of the Board of Director and all meetings of the membership. The Secretary shall ensure that minutes of standing committees are being recorded. The Secretary shall keep the records and files of the Organization and pass such records and files on to his/her successor.

**Section 9.** The Treasurer shall be the person who is primarily responsible for the finances of the Organization. The Treasurer shall have access to all financial accounts owned by the Organization and shall manage the relationship with all financial institutions where such accounts are held. The Treasurer shall prepare and sign checks as authorized by the Board of Directors or the President, with the President's authority to independently have checks issued being limited to \$2,500. Signatures of either the President or Treasurer will be required on all checks. The Treasurer shall keep an accurate account of all receipts and disbursements of the Organization. The Treasurer shall, at all Board of Directors' meetings, report on the financial transactions since the previous meeting. The Treasurer shall make a full report at the membership meetings whenever requested by the President or Board of Directors to do so. An independent financial review shall be held prior to the departure from office of each current treasurer and at least once every two years.

**Section 10.** The Officers shall also be responsible for the governance of the Organization. This includes scheduling meetings of the Board; periodically reviewing and proposing updates to these Bylaws; strategic planning; drafting and reviewing job descriptions and other policy documents of the Organization; and ensuring the occurrence of the annual Organization filings. Specific filings: file with the Minnesota Secretary of State (approximately in October) and federally with the IRS (IRS Form 990-N filed in December).

## **Article VI – Board of Directors**

**Section 1.** The Board of Directors (also referred to as “the Board” and individually referred to as “Directors”) shall be the governing body of the Organization.

**Section 2.** All Directors must be Voting Members of the Organization. Only one Voting Member per riparian property may serve on the Board of Directors at a time. All Directors must sign a Conflict of Interest statement. Nominations for Directors shall be submitted to the Nominations Committee in writing no later than two (2) weeks prior to the annual meeting. Motions made from the floor to fill a Director position shall not be accepted.

**Section 3.** The Board of Directors shall not have fewer than nine (9) nor more than seventeen (17) voting Directors (which number shall include the President, President-Elect, Past President, Secretary, Treasurer, and various Directors). The President, President-Elect, Secretary, and Treasurer shall be considered voting members of the Board of Directors for as long as their terms as Officers remain in effect. The President may serve as a voting member of the Board as Past President for one full year after completing his/her term as President. The remaining Directors shall be elected annually by the Voting Members at the annual meeting. Such Directors shall serve for a term of four (4) years. No such Director may be re-elected to the Board until having been off the Board for at least one year.

**Section 4.** A Director may be removed from office by three-fourths of the Voting Members present and voting at a specially called meeting of the membership.

**Section 5.** The Board may vote to fill any vacancy occurring on the Board. A Director so elected shall serve until the next election of the Board of Directors, at which time a successor (including the person elected to fill the vacancy) may be elected by the Membership to a four year term.

#### **Article VII – Meetings of the Board of Directors**

**Section 1.** The Board of Directors shall meet a minimum of three (3) times per year. Meetings shall be held at such times and places as the Board of Directors shall determine. Special meetings of the Board may be held upon call of the President or upon written request to the President by any five (5) Directors.

**Section 2.** Action by the Board of Directors at a meeting of the Board cannot be taken without a quorum. A quorum of the Board of Directors shall be one half of the number of Directors then serving. Unless otherwise specified, a vote on a motion passes when a majority of the Directors present at the meeting vote in favor of the motion. A quorum to meet shall be lost in the event that fifty percent of those Directors attending when the meeting is called to order leave prior to adjournment. The only voting that can occur without a quorum is upon a motion to adjourn. Voting by proxy is not permitted.

**Section 3.** Except in the case of emergency, such as an immediate water quality threat to Cedar Lake, the Board shall be provided notice (by any reasonable means) of at least three (3) days prior to any meeting of the Board.

**Section 4.** Action by the Board of Directors can be taken without a meeting, including action by an electronic vote, provided such action is approved by, unless otherwise specified for a specific issue, a three-fourths majority of the total number of Directors then serving.

#### **Article VIII – Committees, Service Chairs and Committee Meetings**

**Section 1.** There shall be such committees and service chairs as established by the Board of Directors.

**Section 2.** Committee chairs and service chairs shall be appointed annually by the President. A committee chair or service chair can be removed by a vote of three-fourths of the total number of Directors then serving.

**Section 3.** The Nomination Committee shall be a standing committee. Committee members shall be Members of the Organization and shall include at least one Director. The committee shall nominate candidates for election as directors or officers at the annual meeting. Nominations for Directors will be accepted in writing no later than two (2) weeks prior to the annual meeting. The committee shall attempt to nominate Directors from unrepresented or all geographic areas of the lake.

**Section 4.** The Water Quality Committee shall be a standing committee. Committee members shall be Members of the Organization and shall include at least one Director. The Water Quality Committee shall be responsible for, but not limited to: monitoring the water quality of Cedar Lake; creating strategies and making recommendations to the Board for actions to maintain or improve the quality of Cedar Lake; monitoring and reporting to the Minnesota Department of Natural Resources the water level on Cedar Lake (i.e., reading the gauge on the dam near County Road 6); establishing and maintaining a working relationship with the Clearwater River Watershed District and other relevant governmental agencies; establishing and maintaining working relationships with water quality vendors; and educating Members, campers at Schroeder Park, and renters regarding actions that can be taken to maintain or improve the water quality of Cedar Lake.

**Section 5.** The Membership Committee shall be a standing committee. The President-Elect shall chair the Membership Committee. Committee members shall be Members of the Organization. The Committee is responsible for membership retention and growth, maintaining the Cedar Lake address and phone directories, fundraising efforts, and communications with the membership – including mail and email communications, website maintenance, social media site maintenance (if any), and newsletter distribution.

**Section 6.** The Events Committee shall be a standing committee. Committee members shall be Members of the Organization and shall include at least one Director. The Committee shall be responsible for planning and implementing at least one annual event for the Members (e.g., the 4<sup>th</sup> of July boat parade and/or an annual picnic).

**Section 7.** There shall be a Fish and Wildlife Service Chair. The Chair shall be a Voting Member and shall be responsible for overseeing such services as desired by the Board and may include, for example, loon habitat maintenance, fish stocking, and an annual fishing contest.

**Section 8.** Committee chairs and service chairs can appoint such subcommittee or subservice chairs as needed to assist in the performance of the responsibilities of the committee or service chair. Committee chairs shall work with the Secretary to ensure committee meeting minutes are recorded.

**Section 9.** Unless otherwise specified, votes at committee meetings shall be by a majority of the committee members present at the committee meeting. Voting by proxy shall not be permitted.

#### **Article IX – Privacy of Information**

**Section 1.** Mass correspondence shall be a representation of The Cedar Lake Conservation Club and its mission. Membership information is the property of the CLCC and shall not be sold or shared.

#### **Article X – Amendments**

**Section 1.** All proposed amendments to the Bylaws shall be physically or electronically provided to each Director at least fourteen (14) calendar days before presentation at a meeting of the Board. The Board shall provide notice to the membership of proposed Bylaw changes prior to a vote on such amendments.

**Section 2.** Adoption of any amendments to these Bylaws shall require a vote of three-fourths of the Directors present at the Board of Directors meeting at which the vote to adopt such amendments is made.

#### **Article XI – Expiration**

Should CLCC dissolve, all assets of The Cedar Lake Conservation Club will be donated to a nonprofit organization(s) approved as such by the Internal Revenue Service and as decided upon by the Board of Directors.

#### **Article XII – Fiscal Year**

The Organization's financial records are kept on a fiscal year basis covering the period January 1 through December 31.