

White Iron Chain of Lakes Association  
By-Laws

Written and Approved Adopted 9-17-93  
First Revision Approved on 8-13-98  
Second Revision Approved on August 8, 2004  
Third Revision Approved on June 17, 2006

Article I

- A. The name shall be White Iron Chain of Lakes Association, Inc., hereafter known as the Association.
- B. The Association shall be an entity in accordance with the State of Minnesota Statutes, Chapter 317A, known as the Minnesota Non-Profit Corporation Act, and Section 501(c)(3) of the United States Internal Revenue Code. The primary purpose of this Association is exclusively charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal law as may from time to time be applicable. This Association shall not be operated for profit but shall be operated exclusively for charitable purposes.
- C. It is the vision of WICOLA to see that the water of White Iron, Farm, South Farm, and Garden lakes is maintained and enhanced forever. A beautiful place to live and visit. A safe place to swim, boat and fish. A lake system where the recreational users are courteous and responsible to each other and the residents of its shores. An area where everyone will work together for the common good of the community.

To this end, WICOLA wishes to be an organization where all residents of the WICOLA lakes and their back lots can work together for the good of all, now and in the future.

Article II. Purpose

The White Iron Chain of Lakes Association (WICOLA) was founded in 1993. Its purpose is to enhance, promote and protect the interests of property owners of White Iron, Farm, South Farm, and Garden Lakes, the continuous waterways, and the surrounding watershed. It promotes good lake management through testing, education and support. The Association cooperates with the Minnesota Pollution Control Agency, the Minnesota Department of Natural Resources, the U.S. Soil and Water Conservation Authority and other agencies to maintain these high standards.

- A. To promote good lake management and the general welfare of lakeshore property ownership for shoreline owners and those on the watershed areas of the White Iron Chain of Lakes through such activities as:
1. Actively monitoring the lake water for water clarity, level and purity
  2. Working directly with other agencies to assure that the water is maintained and enhanced
- B. To disseminate information to the Members that will help to improve the quality of living by the lakes, through such activities as:
1. Providing education for the Members through meetings, and other media
  2. Publishing a regular Newsletter to inform members of current news and activities
- C. To enhance, promote, represent, and protect the interests of property owners on the White Iron Chain of Lakes, through such activities as
1. Recommending ways to improve the ecology of the White Iron Chain of Lakes system
  2. Representing the Members of the Association in various forums which might affect the quality of the White Iron Chain of Lakes

Article III. Membership and Dues

- A. Membership in the Association shall be open to any individual, family, institution, organization, or business who subscribes to the purposes of WICOLA, as outlined in Article II. Persons, businesses, or organizations with multiple properties on the White Iron Chain of Lakes will only be allowed one membership in the Association.

B. The operation of this Association shall rest in the hands of the membership and its duly elected Officers and Directors.

C. There shall be the following categories of membership:

1. Family (including individual, couples, and families with dependent children)
2. Business/organization

D. Dues are payable by January 1 of each year and no later than May 1 of the membership year. Annual dues are not pro-ratable. Dues shall be established and revised from time to time by the Board of Directors. Recommended adjustments in dues amounts shall be presented to the Board. Revision of the membership dues must be approved by a majority of the Board present and voting.

E. Persons, businesses, or organizations whose dues are either paid for the current fiscal year or exempt for promotional purposes are entitled to full participation in the activities of the Association, including the right to vote at the Annual Meeting or at special meetings of the members, including voting by proxy.

F. The right to vote is limited to one vote per membership of record. A Business/organization membership shall appoint one voting representative to cast the Member's vote.

G. Members shall be entitled to:

1. Voting privileges in all Board of Directors elections and matters brought before the membership at the Annual Meeting or any Special Meeting
2. Access to minutes of all Board of Directors meetings and other matters of interest to the membership
3. All rights and privileges granted by the Board of Directors

H. The fiscal and operational year shall be from January 1 to December 31 of each year.

#### Article IV. Meetings of Members

A. There shall be an Annual Meeting held each summer, the date and location of which shall be determined by the Board and announced to the membership.

B. Special Meetings of the Association may be by petition of not less than 20% of the Association Members or may be called by the Board when, in the opinion of the Board, there is business which should be brought before the Association membership for action prior to the next Annual Meeting. In the notice to Members of this special meeting, the purpose of the special meeting will be identified. No business may be transacted at the Special Meeting other than that stated in the notice.

C. Ten per cent (10%) of the total membership of the Association, present in person or via proxy, shall be necessary to constitute a quorum for the transaction of business at any meeting of Members. If a quorum is not present, the meeting of Members may be adjourned from time to time for that reason. When a quorum has been present at a meeting and Members have withdrawn from the meeting so that less than a quorum remains, the Members present may continue to transact business until adjournment.

D. Voting by proxy by Members is permitted under the following rules:

1. A Member may vote by proxy for Officers and other elected members of the Board of Directors and on any issues submitted to the membership for vote at the Annual Meeting and any Special Meeting of the membership.
2. A proxy authorization is a signed and dated piece of paper using the word "proxy". It must state that the Member has the authority to vote and that their paid dues are a matter of record with the Association.

E. Membership meetings of the Association shall be run by "Robert's Rules of Order".

#### V. Board of Directors

A. The affairs of the Association shall be managed by a Board of Directors, also known as the Board, under such rules as the Board may determine, subject to the specific conditions of these By-Laws and the Articles of Incorporation. They should conduct the affairs of the Association in accordance with the majority views of the Association membership, as expressed in Annual and/or Special Meetings of the membership.

B. The Board of Directors shall consist of nine (9) to twelve (12) members in good standing with the proviso that a given business or organization may not have more than one Member at a time on the Board. The elected Board members shall include the President, the Vice President, the Secretary, and the Treasurer. In addition, four representatives, two from White Iron (preferably one from each side of the lake) and one each from Garden and Farm Lakes shall be elected to serve as Directors. The Board shall appoint Members, based upon the person's expertise and interest, to fill three additional at-large Director positions, specifically the Membership Chair, the Publicity Chair, and the Editor of the WICOLA Newsletter. One or two at-large Director positions may be filled, by the appointment by the Board, by chairs of other regular or ad-hoc committees.

C. The Board shall meet at the call of the President. At meetings of the Board a quorum shall consist of a one-third of its members.

D. All Officers and Directors shall serve terms of two years duration, starting on January 1 in the year after they are elected at the Annual Meeting. Newly elected Officers and Directors will be invited to attend any Board meetings between their election and when they take over as active Board members.

E. In order to provide continuity in administration, the Officers and Directors shall serve staggered terms.

1. President, Vice-President, Garden Lake Representative, and one White Iron Representative shall be elected in the even number years and serve starting the following January.

2. Secretary, Treasurer, Farm Lake Representative, and the other White Iron Lake Representative shall be elected in the odd number years and serve starting the following January.

F. No elected Director, except the Treasurer, may serve more than two consecutive terms in the same position. The Treasurer serves until a new Treasurer is elected and begins his or her term the following January. For the purposes of this Section, filling an unexpired term previous to being elected to that position is not included in this calculation.

G. Vacancies for unexpired terms shall be filled by the Board of Directors.

H. The Board shall serve without pay but may be reimbursed actual expenses while conducting Association business providing that these expenses receive authorization by the Board.

I. Meetings of the Board shall be open to the Association Members, but anyone wishing to speak on any topic not under consideration must secure a place on the agenda.

J. Among its other responsibilities, the Board has the following specific duties:

1. Appointing one or more persons to serve as a Nominating Committee for elections to fill Board positions

2. Approving any committee appointments made by the President

3. Filling the at-large positions on the Board

4. Providing adequate notice of Annual and Special Meetings to the members

5. Reviewing and approving any changes in the dues structure, including different dues and benefits for certain categories of membership

6. Approving the legal depository for the Association

7. Authorizing Board member reimbursements for actual expenses while conducting Association business

8. Accepting voluntary contributions above a certain limit set by the Board

9. Evaluating the need for insurance

10. Arranging to have an annual audit of the books of the Association

11. Upon dissolution of the Association, determining which charity or charities to which the remaining funds will be dispersed

K. The Members, by an affirmative vote of two-thirds of all the Members of those entitled to vote at an election of Officers and Directors, may, with or without cause, remove an Officer or Director or the entire Board from office. Neither an Officer or a Director nor the entire Board shall be removed from office unless the notice of the Annual or Special Meeting at which removal is to be considered states such purpose. When the Board or an Officer or Director has been removed, new Officers or Directors may be elected at the same meeting.

#### Article VI. Duties of Officers and Directors

A. The President shall preside at all Annual, Board, and Special Meetings of the Association and shall represent the

Association at all official functions or find a suitable representative from among the membership of the Association. He or she is responsible for nominating for Board approval all committee memberships, except for those already provided for in these By-Laws.

B. The Vice-President, in the absence of the President, shall fulfill the duties of the President. Further, the Vice President shall fulfill other duties as designated by the President, the Board, or the general membership.

C. The Secretary shall take and distribute minutes for all Annual, Board, and Special Meetings and shall manage all routine correspondence of the Association.

1. The Secretary is responsible for the permanent records of the Association. These include the Articles of Incorporation; the official sets of By-Laws, past and current; minutes of all Annual, Special, and Board meetings; other legally required documents, such as those to comply with the Internal Revenue Service 501(c)(3) requirements.

2. The Secretary shall assure that the minutes of the Board and Annual Meetings and other important documents are posted on the White Iron Chain of Lakes Association web site (or future iterations of this technology).

3. The Secretary shall serve as the Historian for the Association and is responsible for keeping, organizing, and maintaining other materials relating to the history of the Association.

D. The Treasurer shall maintain all revenues of the Association and shall disperse expenditures as required, reporting such expenditures to the Board.

1. The Treasurer may be bonded at the expense of the Association.

2. The Treasurer will determine the legal depository for the Association for approval by the Board.

3. The Treasurer will disperse expenditures as designated by the Board or the general membership.

4. The Treasurer will provide the official records and necessary documents for the annual audit of the Association record.

5. The Treasurer shall present a yearly report of income and expenditures to the Members either at the Annual Meeting of the Association or through the Newsletter.

E. The Membership Chair shall be responsible for recruiting the membership of the Association.

F. The Publicity Chair shall be responsible for keeping the general public informed of the activities of the Association. The Publicity Chair shall perform such other duties as may be assigned by the Board.

G. The Editor of the WICOLA Newsletter will be responsible for issuing a regular Newsletter to the membership. The Newsletter will not only inform the membership of the activities of the Board and the Association, but will also provide information in support of the Purpose of the Association. The Editor may call upon other Members to assist in the production of the Newsletter.

H. The Lake Representatives are each considered to be the spokesperson for the lake represented. The Lake Representative will bring the problems and suggestions for the areas represented to the attention of the Board. Elected Lake Representatives will discharge the duties of said office keeping the good of both the areas represented and the Association as a whole in mind. They are responsible for participating in the management of the business of the Association and performing other duties as prescribed by the Board.

#### Article VII. Committees

A. The Board of Directors or the President may establish and define the duties of such committees as may be necessary to carry out the business of the Association, such as fund raising, public relations, data collection, etc. Members of committees shall be nominated by the President and approved by the Board of Directors. Such committees may be continued or dissolved by the Board.

B. No committee may spend funds of the Association without approval by the Board.

C. Committee membership is restricted to Association Members; however, non-Members may serve in a non-voting capacity.

D. One or more Members may be appointed by the Board to form the Nominating Committee. The Committee may nominate one or more candidates for each Board position to be elected. The Nominating Committee shall submit

its nominations to the membership at the Annual Meeting. The membership may also nominate candidates from the floor at the Annual Meeting.

E. The Hospitality Committee is in charge of the arrangements for the social activities of the Association.

#### Article VIII. General and Other

A. The location and Post Office address of the Association's registered office in this state shall be P.O. Box 493, Ely MN 55731.

B. The Association shall be a nonprofit, non-stock organization.

C. Its duration shall be perpetual.

D. No asset of the Association shall benefit any Member.

E. Voluntary contributions by Members or others whose interest is consistent with the mission of the Association may be accepted by the Board of Directors.

F. The need for insurance will be evaluated by the Board on an ongoing basis.

#### Article IX. Amendment of the By-Laws

A. By-Laws of the Association can be altered at an Annual Meeting by two-thirds majority of those Members present and voting at the Annual Meeting, including proxy votes submitted prior to the Annual Meeting.

B. The By-Laws of the Association can also be amended by a mail vote of the Members, in which two-thirds of those voting affirm the changes.

#### Article X. Dissolution of the Association

A. Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as the Board shall determine.

The original By-Laws were written and adopted by the elected officers of the above named Association on September 17, 1993.

The first revision to the By-Laws was approved by the membership of the Association at its Annual Meeting on August 13, 1998.

This second revision to the By-Laws was approved by the membership of the Association at its Annual Meeting on August 8, 2004.

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