

AMENDED AND RESTATED BYLAWS OF
CEDAR LAKE CONSERVANCY
(A Nonprofit Corporation)

ARTICLE I – NAME & IDENTIFICATION

The name of this organization shall be "Cedar Lake Conservancy", a nonprofit corporation, hereinafter referred to as the "Conservancy". The Conservancy is organized in accord with Article 317A.111 of the Minnesota Nonprofit Corporation Act. These bylaws apply to the Cedar Lake that is located in Aitkin County and Crow Wing County, Minnesota. The Minnesota Department of Natural Resources Identification number for this lake is 010209.

ARTICLE II - PURPOSE

Section 1. The Conservancy is formed for charitable, scientific, testing for public safety, literary or educational purposes as appropriate for organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended. Such purposes shall include, but not be limited to, the promotion and improvement of the understanding and comprehensive management of Cedar Lake and its watershed. The objectives of the Conservancy shall be to preserve, maintain, protect, improve the quality of the lake, clean water, recreation, fishing, support of government services, sociability, through education and demonstrated action.

Section 2. For the above purposes, and not otherwise, this Conservancy shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expand, make gifts, grants and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation hereinabove set forth or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to the Conservancy by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

Section 3. The Conservancy shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended.

Section 4. No part of the net earnings of the Conservancy shall be used to the benefit of any member, director, officer of the Conservancy, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Conservancy effecting one or more of its purposes), and no member, director, officer of the Conservancy, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Conservancy. Upon dissolution of the Conservancy, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 a Court of Competent Jurisdiction of the county in which the principal office of the Conservancy 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 purposes.

ARTICLE III - MEMBERSHIP

Section 1. The membership of the Conservancy shall consist of and be open to all individuals, institutions, and organizations whose interests are consistent with the purposes and objectives of the Conservancy.

Section 2. Members shall pay membership dues annually in the amount set by the Board of Directors. Those dues are non-refundable.

Section 3. Each paid up membership is entitled to one vote.

Section 4. Any member of the Conservancy may withdraw from membership by notice thereof in writing lodged with the Secretary of the Conservancy. If any such member is also a Director of the Conservancy, the resignation shall also include resignation as Director.

ARTICLE IV - MEETINGS OF THE CONSERVANCY

Section 1. The Annual Meeting of the Conservancy shall be held at such time and place as may be designated by the Board of Directors for the purpose of electing directors, receiving the annual director's reports and committee reports and the transaction of such other business as is deemed appropriate by the Board. The Secretary shall provide written notice of such meeting to each member at least 30 days before the meeting.

Section 2. Special meetings of the Conservancy may be called by the Board of Directors or any ten members of the Conservancy upon not less than 15 days written notice to each member stating the purpose(s) of such meeting.

Section 3. Twenty percent of the membership of the Conservancy shall constitute a quorum for the transaction of business at any duly called meeting of the Conservancy.

Section 4. At every meeting of the Conservancy each paid up membership present is entitled to one vote per person up to a maximum of two votes per membership as prescribed by Article III, Section 3. A majority vote of those present is required to carry any motion brought to the floor.

Section 5. In the absence of the President or Vice President, one of the members of the Board of Directors shall preside at all meetings of the Conservancy as designated by the President of the Board. If no Directors are present, any other member present at the meeting may be designated to preside.

ARTICLE V - BOARD OF DIRECTORS

Section 1. A Board of Directors shall manage the business affairs of the Conservancy.

Section 2. The Board of Directors shall consist of a minimum of five individuals, but not to exceed nine, elected by and from the membership of the Conservancy. Elections shall be held at the Annual Meeting of the Conservancy.

Section 3. Directors Terms shall be three years. Terms shall be staggered so that three directors shall normally be elected each year at the Annual Meeting of the Conservancy. At least three nominees for each election shall be selected and presented to the membership by the Nominating Committee in the notice of the Annual Meeting of the Conservancy. In addition to these nominees, other nominations shall be solicited and

allowed from the floor at the Annual Meeting. Members present will vote for 3 or more nominees from the final slate. The nominees receiving the most votes will be elected. In the case of a tie, a run off election will be held between tied nominees before the adjournment of the meeting.

Section 4. The responsibilities of the Board of Directors shall include but not be limited to the following:

- a. Elect the Officers of the Conservancy.
- b. Exercise all of the powers of the Conservancy that are conferred upon it by law and by its Articles of Incorporation and enforce the provisions of these by-laws.
- c. Determine who shall be authorized to make and sign all instruments on behalf of the Conservancy and the Board of Directors.
- d. Further the purposes of the Conservancy and manage its business and affairs.
- e. Create and dissolve committees as it deems appropriate.
- f. Amend these bylaws after and subject to the approval of the general membership at a duly called meeting of the Conservancy.
- g. Annually appoint a nominating committee of up to five members of the Conservancy, consisting of up to three members not currently serving on the Board and up to two from the Board. This committee shall select a slate of nominees for the Director positions to be filled each year at the Annual Meeting of the Conservancy.

Section 5. Any member of the Board of Directors may resign therefrom by resignation in writing lodged with President. If any such director is also an officer of the Conservancy, the resignation shall also include resignation as officer.

Section 6. Any member of the Board of Directors may be removed from the position because of failure for any reason to perform the duties as such member. Such a removal shall be made and approved by a vote of two-thirds of the Board members present at a regular Board of Directors meeting or at a special meeting duly called for that purpose.

Section 7. Vacancies on the Board of Directors, however arising, may be filled for an unexpired portion of a term by majority vote of the directors present at any regular or special meeting of the Conservancy or of the Board of Directors.

ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the Board of Directors shall be held at least quarterly or more often as decided by the Board. These meetings shall be held on any day and time as the Board may designate. The meetings of the Board may be held at the home of one of the Directors or elsewhere as the Board may designate. At least 5 days written or verbal notice of such meetings shall be given each director.

Section 2. Special meetings of the Board of Directors may be called by the President or any two members of the Board upon at least 2 days written or verbal notice which shall state the Purpose(s) of such meeting. Any

meeting may also be held without notice provided that all the members of the Board waive notice thereof in writing.

Section 3. Three members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If such number is not present at any meeting, the presiding officer may adjourn the meeting until such number is present. A majority vote of the Directors present at a meeting or a minimum of two votes, whichever is more, is required to adopt any motion brought to the floor.

Section 4. In the absence of the President or Vice President, any meeting of the Board shall be presided over by any other Director designated by the President or by the Board.

ARTICLE VII - OFFICERS

Section 1. The Officers of the Conservancy shall consist of the President, Vice President, Secretary, and Treasurer. Officers shall be elected annually by and from the members of the Board of Directors at an organizational meeting held directly after the annual meeting. Terms of service will start on that date.

Section 1a. No individual board member shall serve more than two consecutive years as board President. Board members who have served as president may be reelected to that position after another board member has served as president for at least one year.

Section 2. President: The President shall be the chief executive officer of the Conservancy. The President shall have all of the powers and duties which are usually vested in the Office of the President of a conservancy including but not limited to presiding at all Board and Conservancy meetings and appointing committee chairpersons from among the members of the Conservancy, as may be deemed appropriate. The President may make contracts and incur liabilities in connection with the exercise of any of the powers and duties delegated by the Board and as approved by the Board. The President may employ attorneys, accountants, and other persons or firms reasonably necessary to carry out the provisions of the Articles of Incorporation and these Bylaws with the approval of the Board of Directors.

Section 3. Vice President: The Vice President shall, in the absence of the President, perform the duties of the President. The Vice President shall also generally assist the President and exercise other powers and perform other duties as shall be prescribe by the Board.

Section 4. Treasurer: The Treasurer shall have custody of all properties of the Conservancy including funds, securities, and evidences of indebtedness. Conservancy funds shall be kept in an appropriate financial institution. The Treasurer shall keep the financial records and books of account following good bookkeeping practices. The Treasurer shall also perform all other duties incident to the Office of Treasurer.

Section 5. Secretary: The Secretary shall keep the minutes of all proceedings of the Directors and Conservancy. The Secretary shall attend to the giving and serving of notices to the members and Directors and other notices as required by law. The Secretary shall keep records of the Conservancy including member names and addresses, and shall perform all other duties incident to the Office of Secretary of a conservancy as may be required by the Directors or the President.

Section 6. Any officer may resign the office by resignation in writing lodged with the President.

Section 7. Any officer may be removed from office because of failure for any reason to perform the duties of the office. Such a removal shall be made and approved by a vote of two-thirds of the members of the Board at a meeting duly called for that purpose.

Section 8. Vacancies in the offices, however arising, may be filled for an unexpired portion of a term by majority vote of the Directors present at any duly called meeting of the Conservancy or of the Board of Directors or any regular or special meeting duly called for that purpose.

ARTICLE VIII - COMMITTEES

Section 1. Committees may be created or dissolved by the Board of Directors as the Board deems appropriate.

Section 2. Vacancies on the Board of Directors, however arising, may be filled for an unexpired portion of a term by majority vote of the directors present at any regular or special meeting of the Conservancy or of the Board of Directors.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended at any duly called meeting of the Conservancy by a two-thirds vote of the members present at the meeting. Proposed Bylaws amendments must be included in the written notice of that meeting.

ARTICLE X - PARLIAMENTARY RULES

Roberts Rules of Order (latest edition) shall govern the conduct of the Conservancy meetings when not in conflict with these Bylaws or the Articles of Incorporation.

CERTIFICATION

These bylaws were approved at a meeting of the general membership on 6/11/16.

Katie Kraft
Secretary

6/11/16
Date