

BY-LAWS
COCOLALLA LAKE ASSOCIATION, INC.
AMENDED 21 JUNE 2006

PREAMBLE

THE COCOLALLA LAKE ASSOCIATION is an Idaho non-profit organization composed of citizens dedicated to the reversal of eutrophication and preservation of the public and private benefits of Cocolalla Lake located in Cocolalla, Idaho.

ARTICLE 1

STATUTES AND LIMITATIONS

To carry out the program of the Association and to make effective representation on behalf of its members, the association shall be organized as a non-profit , non-stock corporation under Idaho Title 30,Corporations Chapter 3, Idaho Nonprofit Corporation Act.

ARTICLE 2

MEMBERSHIP

SECTION 1: MEMBERSHIP. Any person or persons interested in the objectives of Cocolalla Lake Association, as set forth in the preamble, may become a member by paying the current annual dues prescribed by the board of directors. Membership shall include the entire household, entitling it to one vote.

SECTION 2: DUES. Dues shall become due on January 1st and will be delinquent on April 1st of that same year. Delinquent members shall no longer be in good standing after April 1st of the same year and shall not be entitled to vote at that year's annual meeting. They will be dropped from the rolls on January 1st of the following year.

ARTICLE 3

VOTING

SECTION 1: MULTIPLE VOTING: Any membership may cast only one vote on any question called to a vote.

SECTION 2: CASTING BALLOTS: A member must be present at the meeting at the time the vote is called in order to vote. No member may vote by proxy or absentee ballots. All votes shall be counted by a show of hands unless otherwise specified in these bylaws.

SECTION 3: REFERENDA: The Board of Directors may at any time solicit reactions from members through a mail survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may initiate an advisory or a binding referendum and shall specify the exact wording of the question and the required follow-up by the Board. Members shall have 30 days to return response forms. Results of the referendum shall be announced at a membership meeting or in printed form within 90 days of the response deadline.

ARTICLE 4

MEMBERSHIP MEETINGS

SECTION 1: ANNUAL MEETING: *The annual meeting of the Association shall be held in the vicinity of the Lake in the month of June. The time and place shall be arranged by the Board of Directors unless specified by the previous annual meeting.* The agenda of the annual meeting shall include elections, discussion of projects, adoption of a budget, member concerns, and an educational program.

SECTION 2: SPECIAL MEETINGS: A special meeting of the Association may be called any time by the President, by majority vote of the Board of Directors, or by written request of one-twentieth of the members or six members, whichever is greater. The agenda of a special meeting may include any items properly brought before an annual meeting. However, only those matters described in the notice shall be discussed at the meeting. In the case of such a request, a special meeting will be held within 45 days of the regular meeting of the board. (See Notification requirements, section 4)

SECTION 3: INFORMATIONAL MEETING OR SOCIAL EVENT: The Association may sponsor a variety of meetings and events designed to provide educational, recreational, and social opportunities for its members and their guests. It may also sponsor fund-raising activities. If business is to be conducted at such events, the notice requirement for special meetings must be met.

SECTION 4: NOTIFICATION: Every annual or special meeting must be preceded by notice to paid members and members from the preceding year who have not yet renewed their membership. Notification may be by hand delivery, email, or by mail at least 30 days, but not more than 50 days prior to annual meetings and at least 15 days, but not more than 50 days, prior to special meetings. The notice shall summarize any proposed changes in the bylaws, shall highlight any proposals to dissolve the Association, and shall include a description of the matter or matters for which the meeting was called.

SECTION 5: *QUORUM*: No formal business may be conducted at membership meetings unless at least 10 percent of the members in good standing, or 15 members, whichever is less, are present.

SECTION 6: PROCEDURE: Roberts Rules of Order, in the current revised edition, shall be in force at the meetings of the Association, of the Board of Directors, and of the Association committees. Non-members may be recognized to speak at Association functions at the discretion of the presiding officer, who may also serve as parliamentarian.

ARTICLE 5

BOARD OF DIRECTORS

SECTION 1: AUTHORITY: Subject to directives of annual and special meetings and these By-Laws, the Board of Directors shall have authority over the activities and assets of the Association.

SECTION 2: COMPOSITION: THE Board of Directors shall include the President, Vice-President, Secretary, Treasurer, four (4) at large directors, and the past President.

SECTION 3: ELIGIBILITY: Any person may become eligible for membership on the Board of Directors by paying their yearly dues and by being a member in good standing. Nomination and election to the position on the Board are required as set forth in these by-laws, Article 5, Section 4, 4a, and 4b.

SECTION 4: ELECTIONS: The Membership Committee chairman shall act as chairman of the Nominating Committee. The Nominating Committee shall consist of the chairperson, the Past President another Board Member, and 2 members in good standing from the general membership. This committee shall meet sixty (60) days prior to the June Annual Meeting and select nominees for the offices to be filled. Nominees shall be presented at the meeting of the Board of Directors preceding the annual meeting. The nominees' names shall be published in the Annual Meeting notification. The intent will be to have a board comprised of a diverse group, representing as many memberships as possible while utilizing the skills of those best suited to the board positions.

Section 4a: At the annual meeting, members may nominate, from the floor, candidates whose names do not appear on the list of nominees presented by the nominating committee. If not present at the meeting, the candidate must have given written consent to serve if elected.

Section 4b: Election of Board members shall be by ballot and a majority vote elects the Board members. Only members in good standing shall be eligible to vote.

SECTION 5: TERMS OF OFFICE: Directors are elected for two (2)-year terms, for a maximum of three(3) consecutive terms. Their terms expire after the annual meeting or upon the election of new Directors, whichever occurs later. The terms of office of President, Vice-President, and two at-large directors expire in even-numbered years. The terms of office of Secretary, Treasurer, and two at-large directors expire in odd-numbered years.

SECTION 6: BOARD MEETINGS: The board shall meet monthly. Regular meetings shall be held at places, dates, and times established by the Board. Special meetings may be held on the call of the President, or any three Directors after at least 24 hours notice by telephone, mail, email, or personal contact. Four directors shall constitute a quorum for the transaction of business. The meetings shall be open to the members. Decisions shall be made by majority vote of directors present, with the President voting only to break ties. Between meetings, the President may solicit decisions from the board through written communications.

SECTION 7: VACANCIES: Any director who misses two consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. Any vacancy may be filled for the remainder of the term by the affirmative vote of a majority of the directors then in office, although less than a quorum, but at least two.

SECTION 8: COMPENSATION: Directors shall not be compensated for their time and effort. The Board may authorize officers, directors, and committee members to be paid actual and necessary expenses incurred while on Association business.

ARTICLE 6

OFFICERS

SECTION 1: PRESIDENT: The President shall preside over all membership meetings and Board meetings. The President shall be the chief executive officer of the Association, responsible for day-to-day administration of the affairs of the Association and supervision of any employees or contractors. The President shall appoint all committee members who shall serve until the end of that President's term. The President is an ex-officio member of all committees.

SECTION 2: VICE PRESIDENT: The Vice President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice President shall arrange for the educational segment of the annual meeting and carry out other assignments at the request of the President.

SECTION 3: SECRETARY: The Secretary shall maintain the official records of the Association as well as any archives. The Secretary shall record and distribute the minutes of member meetings and Board meetings. He or she shall have the minutes available to the Board members within 14 days of the conclusion of the meeting. The minutes will be provided to all members who request them and provide an E-Mail address. The Secretary shall maintain a current record of the names and addresses of members entitled to vote and shall send out notices of membership meetings. The Secretary shall prepare publicity for the Association.

SECTION 4: TREASURER: The Treasurer shall maintain the financial records of the Association and shall sign all checks authorized by the Board of Directors. In the Treasurer's absence, authorized checks may be signed by the designated assistant treasurer, or in the event of both their absences, by any Executive Board Signator.

SECTION 4A: The Treasurer shall prepare an annual budget proposal for presentation and approval at the Annual Meeting.

SECTION 4B: Review of the Treasurer's accounting books will be done annually by a non-Board member. If any discrepancy is noted, the Executive Board will determine what action, if any, will be taken.

SECTION 5: OTHER OFFICERS: Other officers may be appointed by the President, with concurrence of the Board. A legal counsel, an executive secretary, newsletter editor, or such other assistant officers as are deemed necessary need not be members of the Association.

ARTICLE 7

STANDING COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE: There is established an executive committee which shall consist of all the current officers of the Board and the Immediate Past President.

SECTION 2: STANDING COMMITTEES: The Board may establish or dissolve such standing committees as it deems necessary for the good of the Association. Each committee chairperson shall keep a file on his or her committee and make an annual report to the Board. Each chairperson shall receive notice of all Board meetings and shall attend such meetings upon the request of the President. The chairperson of a Standing Committee may establish such subcommittees as they deem necessary to fulfill the function of the committee. Standing Committees proposed in these bylaws are described in Article 5, Sections 3 through 7.

SECTION 3: MEMBERSHIP COMMITTEE: The Membership Committee shall initiate plans for recruiting of new members and retention of members. Membership chair shall also chair the Nominating Committee.

SECTION 4: FINANCE COMMITTEE: The Finance Committee shall recommend fund-raising activities to the Board and, after receiving Board approval, shall organize such activities. The Finance Committee shall also assist the Treasurer in developing the annual budget and may be asked to participate in the annual review of the financial records of the Association. The CLA President shall appoint one member of the committee who will act as assistant treasurer, assuming the duties of treasurer in the absence of the treasurer, and who shall be a designated signator. The treasurer shall be an ex officio member of the finance committee.

SECTION 5: LAND USE COMMITTEE: The Land Use Committee shall represent the Association at local public hearings and informational meetings relating to zoning, sanitation codes, subdivision ordinances, pollution sources, and changes in land use which might affect water quality. The Committee shall offer recommendations to the Board regarding land use issues.

SECTION 6: LAKE MANAGEMENT COMMITTEE: This committee shall oversee issues including those pertaining to boating safety, fishing and recreational use of the lake, water quality and levels, and invasive aquatic plants and algae.

SECTION 7: EDUCATION COMMITTEE: The Education committee shall work in partnership with appropriate local and state agencies in their efforts to provide information to watershed residents and visitors regarding best practices to prevent pollution of the lake. It shall also, with Board approval, develop outreach programs for local schools and youth groups.

SECTION 8: OTHER COMMITTEES: The President may appoint such other committees as are deemed necessary to support the efforts of the Board.

ARTICLE 8

MISCELLANEOUS PROVISIONS

SECTION 1: INDEMNIFICATION OF OFFICERS AND DIRECTORS: Per Idaho Code , Title 30, Corporations, Chapter 3, non-profit corporations act, 30-3-88, the Association shall indemnify any officer, director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Association. The Association shall purchase and maintain insurance on behalf of all such persons.

SECTION 2: FISCAL YEAR: The records and accounts of the Association shall be maintained on a July 1 to June 30 fiscal year basis.

SECTION 3: ACCOUNTS AND INVESTMENTS: Funds of the Association shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations shall be deposited in investment accounts or certificates as authorized by the Board of Directors.

ARTICLE 9

ADOPTION AND AMENDMENTS

These bylaws and any amendments thereto, may be adopted at any annual or special meeting of the Association by two-thirds vote of members present and entitled to vote. Proposed amendments to the bylaws must be summarized in the notice for the annual meeting at which the vote on the amendments is to be made.

ARTICLE 10

DISSOLUTION

The Board of Directors ,by a two-thirds affirmative vote of all directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of the members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan for subsequent approval by the members as provided under Idaho law. Dissolution of the Association shall not be final until the members, by majority vote, shall have approved the dissolution plan, either at a meeting or by a binding mail referendum.

In the event of dissolution of the Association, The Board of Directors shall authorize the Treasurer to close the bank accounts and donate all moneys to the University of Idaho, Moscow Idaho, for water quality research in North Idaho and inform the membership.

Amendments adopted this 21st day of June, in the year 2006,
Upon the vote of the members of the Cocolalla Lake Association, Inc.

President (signed) Charles F. Gladish

