

WASHINGTON LAKES WATERSHED ASSOCIATION BY-LAWS

Approved July 18, 1997

Amended August 21, 2008, July 16, 2014 and August 17, 2022

ARTICLE I: Name

The name shall be the Washington Lakes Watershed Association, herein after designated as the Association and abbreviated WLWA.

ARTICLE II: Purpose

The purpose of the Association shall be to promote understanding and management of the Little Medomak Brook watershed, Davis Stream and their ecosystems to include: Washington Pond (a.k.a. Medomak Lake), Crystal Lake and the network of small ponds and streams in the watershed. The organization is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III: Objectives

The objectives of the Association are to:

- Promote good lake and watershed management to include conservation, protection and/or restoration of water quality, wildlife and lands on, in or near the ponds and watershed.
- Promote and provide a forum for sharing information on proper lake and watershed management with Association members and the general public.
- Promote the welfare or lake and watershed management interests in any other ways that may be deemed appropriate by the Board of Directors.
- Serve as a voice of the local landowners and concerned citizens in matters under consideration by federal, state, or local governmental bodies and other agencies.

ARTICLE IV: Membership

Section A: Eligibility. The membership of the Association shall consist of and be open to all individuals, institutions, and organizations whose interests are consistent with the objectives of the Association.

Section B: Dues. Annual membership dues are payable on or before the 31st day of January of each year. Dues may not be prorated. No member may vote whose dues are not paid for the current year. Prior to the 1st day of January, the Treasurer shall send to each member a dues notice for the ensuing year. Dues are payable to the Washington Lakes Association for deposit by the Treasurer.

The member categories shall be as follows:

- Individual
- Family, two or more members of a household
- Student, attending an academic institution
- Association or Business

Membership dues shall be reviewed and set annually by the Board of Directors and published at least 60 days prior to becoming effective. The Board may add and define other member categories from time to time.

Section C: Voting Privileges. Each membership in good standing shall possess the right to one (1) vote, except Family members shall have up to two (2) votes, in all matters put before the membership and in the election of Directors.

ARTICLE V: Meetings

Section A: Annual Meeting. The Annual Membership Meeting will be held during the summer (prior to August 31) at a location, date and time to be determined by the Board of Directors. Meeting by electronic means shall be allowed. The Secretary shall provide notice of the Annual Meeting to members at least twenty-one (21) days prior to the date of the meeting. The notice shall include information that a vote for WLWA Directors will be on the agenda. The quorum for the annual meeting shall be a simple majority of board members, including electronic attendees.

Section B: Board Meetings. The Board of Directors shall conduct Board Meetings either in person or by electronic means, at least every four (4) months and shall also meet at the call of the President. The Secretary shall provide electronic or written notice of Board Meetings to Board members at least seven (7) days prior to the date of the meeting. The President may conduct an emergency meeting by electronic means with less than seven (7) days notice. At meetings of the Board, a quorum shall consist of a majority of Board members attending in person or by electronic means. Board meetings are open to members, who may observe and make public comment on agenda items at a time designated by the President. The Board may vote to go into executive session.

ARTICLE VI: Directors and Officers

Section A: Powers. The Association will be governed by a seven to eleven (7-11) member Board of Directors, herein designated as the Board, which shall have full power to manage the affairs of the Association to accomplish its purpose. The Board must approve expenditures of over \$250.00.

Section B: Board of Directors. The Board shall consist of the President and at least seven (7) Directors, all of whom shall be members in good standing. All Director positions are considered equal. All Board members serve on a voluntary and unpaid basis.

Section C: Officers. The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such other officers as the Board of Directors shall determine. The offices of Secretary and Treasurer may be held by the same person.

Section D: Duties of the President. The President shall preside at all meetings and shall be responsible for the management of the Association's business. The President shall carry out the orders and resolutions of the Board of Directors and shall have the authority to reasonably delegate responsibilities to others. The President shall report on the activities and well being of the Association at the Annual Meeting of the Association or in the newsletter immediately preceding the Annual Meeting.

Section E: Duties of the Vice-President. In the President's absence, the Vice-President shall carry out the President's duties.

Section F: Duties of the Secretary. The Secretary shall maintain the minutes, correspondence and records of the Association.

Section G: Duties of the Treasurer. The Treasurer shall collect, keep and disburse the funds of the Association, keep proper books, and render a report of the financial status of the Association at each Board of Directors meeting and Annual Membership Meeting. The Treasurer must approve expenditures up to \$250.00.

Section H: Terms and Term Limits. The term for all Board members shall be for one (1) year, beginning at the adjournment of each Annual Meeting of the Association and continuing until the adjournment of the following year's Annual Meeting of the Association, or until their successors are duly elected and qualified. Board members may succeed themselves

Section I: Vacancies. Vacancies for all unexpired terms of the Board shall be filled by elective action of the Board; except that a vacancy in the office of President shall be filled by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by elective action of the Board.

ARTICLE VII: Committees

Standing committees of the Association may include a Nominating Committee, a Publicity/Newsletter Committee, a Membership Committee, an Environmental Committee and such other committees as the Board may see fit to establish. Such committees shall always be subject to the final authority of the Board.

ARTICLE VIII: Nominations and Elections

Section A: Nominations. Nominations for Directors for the following year shall be presented by the Nominating Committee at least thirty (30) days prior to the Annual Meeting of the Association. The Committee shall submit a ballot including its nominations to the membership of the Association. The Committee may nominate one or more candidates for each position to be filled. Each candidate must be an individual, or family member of the Association in good standing or the officially designated representative of an association or business member of the Association in good standing. All Association members in good standing are eligible for election to the Board.

Section B: Elections. Elections shall be held at the Annual Membership Meeting. Members attending electronically may vote by electronic means, sent to the Secretary within the time period that voting is open. Directors shall be elected as those candidates receiving the most votes from among the Director candidates until all positions are filled. If only one candidate is nominated for each position, the Secretary may be instructed to cast a single ballot. The Board shall elect officers from among its members.

ARTICLE IX: Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31 of each year.

ARTICLE X: Not for Profit Status

The Association shall be organized as a not for profit entity as construed under Section 501(C)3 of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in

opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI: Dissolution

The Association may be dissolved by a two-thirds (2/3) vote of all members through mail balloting. If dissolution is favorably acted upon, all just debts shall be paid out of the funds of the Association, and all remaining assets if any shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

ARTICLE XII: Liability

Section A: It is implicitly understood that the Association assumes no responsibility or liability for the well-being of any member or representative of a member attending, managing or participating in meetings or any other functions of the Association.

Section B: No officer or Director, former officer or Director nor any authorized agent of the Association shall be liable in any manner to the Association or any person or group for any loss or damage sustained as a result of action taken or omitted to be taken by said officer, Director or agent in good faith if he/she exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs.

ARTICLE XIII: Amendment Procedures

Section A: Proposal. Amendments to these Bylaws may be proposed by a majority of the Board or by written petition of at least twenty percent (20%) of the members of the Association.

Section B: Adoption. These Bylaws may be amended by two-thirds (2/3) of the members voting at any membership meeting of the Association, or via mail-in ballot, which has been authorized by the Board. If notice of the Bylaw amendments was provided to members at least thirty (30) days prior to the Meeting, a majority of those voting shall be required to adopt amendments.

ARTICLE XIV: Order of Business

Section A: Membership Meetings. At meetings of the Association, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Call to Order
- Minutes of the last meeting (if not previously published)
- Report of the President (if not previously published)
- Report of the Secretary (if not previously published)
- Report of the Treasurer (if not previously published)
- Reports of Committees (if not previously published)
- Election of Directors (at Annual Meeting)
- Unfinished Business
- New Business and/or informational presentations(s)
- Adjournment

Section B: Board Meetings. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Call to Order
- Minutes of the last meeting
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

ARTICLE XV: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the Association may adopt.

Signed: Dale C. Huff, Secretary
Date: 10/8/22