

Crescent Lake Watershed Association By-Laws

Amended and restated 7/18/2015

ARTICLE 1 – Name

1.1 The name of the voluntary association shall be called the Crescent Lake Watershed Association, hereinafter referred to as "CLWA".

ARTICLE 2 – Purpose

2.1 The Association is formed to promote the protection and enhancement of the water quality of Crescent Lake and to preserve its ecological, economic, recreational and aesthetic value.

CLWA will work closely with the other organizations that share this purpose and will coordinate its activities in order to minimize duplication of efforts.

ARTICLE 3 – Objectives

3.1 Foster a partnership for the mutual benefit of individuals and organizations concerned with lake and watershed improvement and protection.

3.2 Promote and provide a forum for sharing of information and experiences on scientific, administrative, financial aspects of lake and watershed management and to promote good stewardship of the lake.

3.3 Assist in the development and execution of lake restoration and protection programs in accordance with appropriate management strategies and techniques. Specific actions may include education, volunteerism or political action.

3.4 Encourage support and development of local, state and national programs promoting lake and watershed management.

ARTICLE 4 - Membership

4.1 Membership is open to all persons who wish to further the purposes and objectives of the Crescent Lake Watershed Association.

4.2 Membership dues and policies relating thereto shall be reviewed as needed by the Advisory Board and any recommended revisions to the dues structure shall be voted on by the Association members.

4.3 Special Assessments may be recommended by majority vote at any Annual or Special meeting of the membership.

4.4 Any member, all dues and assessments having been paid, may withdraw or resign by notice in writing to the Secretary, losing all the rights and privileges of membership and waiving all claims against CLWA

ARTICLE 5 – Advisory Board and Officers

5.1 The Association will be governed by an Advisory Board consisting of up to twelve (12) members. The Advisory Board shall have full power to manage the affairs of the Association to accomplish its purpose and objectives, subject to the specific conditions of these by-laws. From the members of this Advisory Board five Officers will be elected. The officers shall be President, Vice President, Environmental Coordinator, Secretary and Treasurer. A single Board Member may simultaneously serve in more than one Officer position if so desired by the Association and agreed to by the board member.

5.2 All Advisory Board members and Officers will be elected at the annual meeting and will take office immediately following the annual meeting. The term of each Officer and Advisory Board member is one year. However, there is no restriction on how many total terms or consecutive terms an Officer or Advisory Board member may be nominated and elected to serve.

5.3 The President shall have general supervision of the affairs of the Association. He/She shall preside at all meetings of the Association. He/She, with other Officers approval, shall appoint the members of all Committees and may serve as an ex-officio member of any and all Committees. He/she shall see that all Bylaws and any rules and regulations as may be adopted by the Association are enforced. He/She shall execute all contracts and other instruments, which shall have been first approved by the Advisory Board.

5.4 The Vice President's primary role is to perform the duties of the President in case of his/her absence or inability to attend the duties of the office. In addition, the VP will play an integral role in negotiating/executing all contracts for the Association.

5.5 The Environmental Coordinator shall be the technical expert on the biology and chemistry of Crescent Lake and lakes in general. He/she will use his/her scientific understanding of lakes to assist the board members, committees, and volunteers to better conduct their respective activities. He/She will also be the liaison with other individuals and organizations concerned with lake improvement and protection.

5.6 The Secretary shall keep the minutes of the Association meetings and shall maintain all permanent records of the Association. He/She will also play an active role in the communication of information throughout the Association by maintaining a listing of names, mailing addresses, phone numbers and email addresses of the members of the Association

5.7 The Treasurer shall collect and manage the funds of the Association to support its objectives and projects, prepare an annual financial report for the Association membership to review, and be responsible for filing the annual tax return.

5.8 If an Advisory Board member can no longer fulfill their duties, a temporary appointment for such vacancy may be made by the power of the existing Board Members and made permanent by an affirmative vote of the membership at the next annual meeting.

5.9 The Advisory Board, acting in conjunction with the President, shall submit a ballot of all Advisory Board members and Officer nominees to the general membership of the Association for election at each annual meeting. The Advisory Board may nominate one or more candidates for each vacant position to be filled. Each candidate must be a voting member of the Association.

5.10 Advisory Board members and Officers shall be elected by a plurality vote (less than 50% if more than two candidates are running for an election) of the Association members voting.

5.11 Additional nominations for Advisory Board members and Officers may also be made from the membership by entering the name of a "write-in" candidate in the space provided on the official ballot. If a write-in candidate is elected by a plurality vote and chooses not to serve, then the candidate with the next most votes shall be elected to that office.

5.12 The Advisory Board and the Officers shall strive to achieve the objectives of the Association. Each Officer shall be responsible for preparation and presentation of pertinent lake and watershed management topics for Association consideration, and shall act upon the business of the Association in a thoughtful and conscientious manner. Advisory Board members are expected to take an active role in the promotion and development of the Association. They should engage in planning and carefully consider the long-run future purpose and objectives of the Association.

5.13 An Advisory Board member or an Officer may be recalled by a two-thirds (2/3) vote at any Annual or Special Meeting, provided that written notice has been sent to members at least ten (10) days in advance of the meeting date.

5.14 No two members of the same household shall serve as Officers with check writing authority during the same term of office.

5.15 The Officers and Advisory Board members shall create and adhere to a set of policies dictating the appropriate behaviors and actions of the Officers and Advisory Board members in their capacity representing CLWA.

ARTICLE 6 – Committees

6.1 Standing committees of the Association may be the Lake Education Committee, the Membership Committee, the Lake Monitoring Committee, and other such committees as the Advisory Board may see fit to establish. Committee membership is appointed by the Advisory Board and shall include a cross-section of the Association. Any Association member may request to serve on any committee. Members of Standing Committees and other established committees shall serve for two (2) years and shall be eligible for reappointment. Each committee shall elect their own chairperson except the Lake Monitoring Committee which shall be chaired by the Environmental Coordinator.

6.2 If established by the Advisory Board, the primary purpose of the Lake Education Committee is to inform and educate the membership about water quality issues and the activities of the Association. A newsletter and educational meetings are two of the key ways to achieve this task.

6.3 If established by the Advisory Board, the Membership Committee 1) encourages members to actively pursue the purpose and objectives of the Association, 2) meets and welcomes new members of the watershed, shares with them a recent CLWA newsletters and materials about best practices lake management techniques and invites them to participate in the Association..

6.4 If established by the Advisory Board, the Lake Monitoring Committee 1) collects data to monitor the short-term and long-term health of Crescent Lake and adjoining water bodies and 2) is vigilant of lake management practices within the watershed and reports poor or questionable management practices to the Officers for appropriate action.

6.5 Each established committee shall provide a status report of their activities at the annual meeting of the Association.

No committee may expend Association funds without authorization by the Treasurer and the President.

ARTICLE 7 – Compensation

The Advisory Board, Officers and Committee members shall serve without pay, but may be reimbursed actual expenses while conducting Association business, providing that these expenses receive prior authorization from the President.

ARTICLE 8 – Meetings of the Association

8.1 The Association will hold an annual meeting once each calendar year. The Secretary will give at least thirty (30) days notice of this meeting to the CLWA membership.

8.2 Special meetings can be called by the President upon written petition of not less than ten (10) Association members, or may be called, when in the opinion of the President, there is business which should be brought before the membership for action prior to the next regular meeting. No business may be transacted at a special meeting other than that stated in the petition. The Secretary should attempt to give at least seven (7) days notice of all special meetings to the Association membership.

8.3 All actions (motions, resolutions, elections, etc.) voted on by the Association membership shall require that a quorum of Association members vote. Ten (10) percent of the Association members are necessary to form a quorum. Unless specified otherwise, actions voted on by the quorum require a simple majority (greater than 50%) of the Association members voting in order to pass. If a vote is tied then the President shall cast the deciding vote.

8.4 Absentee voting will be permitted for registered members. Members wishing to vote absentee should give a written note to one of the Officers prior to the regular vote. The note should indicate that they wish to absentee vote, indicate what issues (or elected positions) they are voting on and how (for or against) they would like to vote. The Officers will then present the absentee ballot for inclusion in the vote count when the issue (or election) is voted on by the general membership.

8.5 All meetings of the Association shall be conducted in accordance with "Robert's Rules of Order".

ARTICLE 9 – Association Calendar

9.1 The fiscal year of the Association shall begin on January 1 and end on December 31st of each year.

9.2 The annual meeting of the Association shall be held once each calendar year at a time and place established by the Advisory Board.

9.3. The term of each Officer is one (1) year, with the Officer's term running from one annual meeting until the subsequent annual meeting.

The outgoing Advisory Board members, Officers and Coordinators of the various committees should provide a year-end report of the activities completed, still in progress and the success of those activities.

ARTICLE 10 – Not For Profit Status

The Association may be organized as a not for profit corporation in accordance with Section 501(c) (3) of the United States Internal Revenue Code, pending a vote of the membership.

ARTICLE 11- Dissolution

11.1 In the event of the dissolution of the Association, its assets shall be given to Raymond Waterways Protection Association, otherwise known and referred to as RWPA.

ARTICLE 12 – Liability

12.1 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.

12.2 No Advisory Board member, Officer, former Officer nor any authorized agent of the Association shall be liable in any manner to the Association or any persons or group for any loss or damage sustained as a result of action taken or omitted to be taken by said Advisory Board member, Officer or agent in good faith if they 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 their own affairs.

ARTICLE 13 – Amendment

13.1 These By-Laws may be amended by majority vote of the membership present (including absentee voting) at any Annual or Special Meeting, provided that written notice has been sent to members at least ten (10) days in advance of the meeting date.

ARTICLE 14- Enabling Clause

14.1 These By-Laws shall become effective as soon as adopted.