



**CONSTITUTION AND BYLAWS  
OF THE  
NORTH CAROLINA LAKE MANAGEMENT SOCIETY**

Adopted: January 12, 1994

Revised: March 31, 1995; September 28, 1996;

May 9, 2003; November 4, 2006;

November 17, 2008; November 12, 2009

5/6/2010

## ARTICLE 1. NAME

The name of this organization shall be the North Carolina Lake Management Society; hereinafter designated as the Society or abbreviated as "NCLMS".

## ARTICLE 2. PURPOSE

The purpose of the Society shall be to promote the understanding, protection, and comprehensive management of lakes, reservoirs, and their watershed systems in North Carolina. Notwithstanding any other provision herein, the Society is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

## ARTICLE 3. OBJECTIVES

The objectives of the Society are to:

- a. Provide a forum for exchanging information and experience on the technical, administrative, recreational, and financial aspects of lake, reservoir, and watershed management;
- b. Foster the cooperation and interaction of public and private individuals, agencies, organizations, and units of government involved with lake, reservoir, and watershed management; and
- c. Assist in the development of local lake and reservoir protection programs consistent with appropriate management strategies and techniques.

## ARTICLE 4. MEMBERSHIP POLICY AND DUES STRUCTURE

- 4.1 The North Carolina Lake Management Society is affiliated with the North American Lake Management Society (NALMS). Membership in NCLMS is open to all individuals, institutions, organizations, and corporations whose interests are consistent with the objectives of the Society.
- 4.2 The Society shall have four categories of voting membership as listed and defined:
  - a. Individual-a single individual;
  - b. Group-not for profit groups, organizations, or public agencies, such as lake associations, municipalities, conservation organizations, publicly-owned utilities, governmental agencies and businesses or corporations that have an interest in lake and reservoir management;
  - c. Student-full time high school, college, or university students who are interested in lake and reservoir management; and
  - d. Contributor-individuals, industries, organizations, or corporations that have a special interest in the activities and future of the Society.
- 4.3 All Society members are urged to become, if not one already, a member of NALMS.
- 4.4 Payment of dues will entitle each Individual, Student, and Contributor member one vote on all Society matters.

4.5 Membership dues shall be reviewed annually by the Board of Directors. Any recommended revisions to the dues structure must be approved by a majority of the Board of Directors and shall be approved by a majority of the Society members voting at the Society's annual meeting.

4.6 The membership year shall end on December 31<sup>st</sup>. Annual membership dues are not prorated. Dues are payable to the NCLMS for deposit by the Treasurer.

## ARTICLE 5. BOARD OF DIRECTORS

- 5.1 The affairs of the Society shall be managed by a Board of Directors, hereinafter designated as the Board. The Board shall have the authority to engage in activities and programs that are consistent with, and appropriate to accomplish, the purpose and objectives of the Society.
- 5.2 The Board shall consist of the President, President-Elect, Past-President, Secretary, Treasurer and two (2) At Large Directors. The Board positions of President, President-Elect, Past-President, Secretary, and Treasurer shall otherwise be referred to as Officers, and shall also comprise the Society's Executive Committee. **The Treasurer position will be elected or appointed by the Board from the membership of the Society.** All other Board members shall be elected from the membership of the Society. Only Society members with valid individual memberships shall be eligible for election to the Board.
- 5.3 The Board shall conduct Board Meetings at least biannually, and shall also meet at the call of the President. At meetings of the Board, a quorum shall consist of a majority of its members.
- 5.4 The terms of the President, President-Elect, and Past-President shall be for one (1) year, beginning at the adjournment of the Annual Meeting of the Society, and continuing until the adjournment of the following year's Annual Meeting of the Society, or until their successors are elected and qualified. **The term of the Treasurer will be for two (2) years if elected, or at the pleasure of the Board if appointed.** The terms of the Secretary and Directors shall be for two (2) years, beginning at the adjournment of the Annual Meeting of the Society, and continuing until the adjournment of the following year's Annual Meeting of the Society, or until their successors are elected and qualified. Board members may succeed themselves, but may not serve consecutively in the same position for more than two (2) terms. with the exception of the Treasurer. Treasurers may serve 3 consecutive terms if so approved by the Society members.
- 5.5 Between meetings of the Board, the affairs of the Society shall be conducted by the officers functioning as the Executive Committee.
- 5.6 The Board or Executive Committee can approve motions, seconds and votes by electronic means or conference calls with a simple majority vote.

## ARTICLE 6. DUTIES of OFFICERS and DIRECTORS

- 6.1 The PRESIDENT shall have general supervision of the affairs of the Society. He/she shall preside at all meetings and conferences of the Society and the Board. He/she may serve as an *ex officio* member of any and all Committees. He/she shall see that all By-Laws and any rules, regulations and policies as may be adopted by the Society and the Board are enforced. He/she shall execute all contracts and other instruments that shall have been first approved or ratified by the Board. He/she shall prepare and deliver, or appoint a Board member to deliver, the annual report and any other communications to NALMS. The PRESIDENT, with the consent of the Board, may appoint an individual to serve as a Chapter Representative. He/she shall appoint a committee to assist the President-Elect in developing a slate of nominees for the yearly elections.
- 6.2 The PRESIDENT-ELECT shall assist the President and shall preside at meetings of the Society and the Board in the absence or vacancy of the President and may serve as an *ex officio* member of any and all Committees. He/she shall be the chair of a committee that will develop a slate of nominees for the yearly elections. He/she shall perform other duties as may be assigned by the Board and/or President. The PRESIDENT-ELECT shall advance to the office of the President when the President's term expires.
- 6.3 The PAST-PRESIDENT shall perform a review of all by-laws and any rules, regulations and policies of NCLMS. He/she shall present a report and any recommendations to the Board for appropriate action. He/she will review the archive of official NCLMS records and present a report to the Board. He/she will perform an annual financial review of the Society's financial records, or shall appoint a person other than the Treasurer to perform the review. He/she will present the financial review report to the Board. He/she will perform other duties as may be assigned by the Board and/or President.
- 6.4 The TREASURER shall be responsible for the financial affairs of the Society. He/she shall receive all funds paid to the Society and shall pay all bills incurred by the Society, as authorized by the Board. He/she shall make a report at the Annual Meeting of the Society on the financial affairs of the Society. He/she shall be bonded as required by the Board and shall perform all other duties as may be assigned by the Society. All checks issued by the Society shall be signed by the TREASURER or the **Board members on the bank signature card (President plus one other)**. All Society checks payable to the TREASURER must be signed by the **other board member(s) on the signature card**. All Society funds shall be deposited to the credit of the Society in a financial institution approved by the Board.
- 6.5 The SECRETARY shall prepare minutes of all meetings of the Society and the Board. He/she shall maintain all permanent records of the Society, including minutes of Committee meetings. The SECRETARY shall be responsible for the preparation of the Society's annual report required by NALMS. He/she shall maintain an accurate listing of members of

the Society, and shall perform such other duties as may be assigned by the Board.

- 6.6 The DIRECTORS AT LARGE shall strive to achieve the objectives of the Society. DIRECTORS are expected to take an active role in the promotion and development of the Society. Each DIRECTOR shall serve as a liaison between his/her region or vocation and the Board. His/her responsibilities shall be to coordinate activities between the Society and members of the region or vocation represented.
- 6.7 Regular attendance at Board and Society meetings by all Officers and Directors is expected. In the event of a Board Member's absence at three (3) or more consecutive Board meetings, the Board, at its discretion, may act immediately to declare the absentee Board Member's position on the Board as vacant. The vacancy may remain intact for the remainder of the Board's term, or the board at its discretion, may act to fill the vacancy with a Society member receiving approval from a majority of the Board's members.

## ARTICLE 7. COMMITTEES

- 7.1 Standing Committees of the Society shall be a Conference and Membership Committee, a Publications Committee, a Technical/Education Committee, and such other Committees as the active membership may see fit to establish.
- 7.2 Duties of Standing Committees shall be primarily, but not limited to, the following:
- Conference and Membership Committee-Solicit new Society members, maintain sufficient active members, and advise the Society on membership-related issues; and coordinate all major conferences held by the Society;
  - Publications Committee-Coordinate the development, duplication, and distribution of all Society publications, including newsletters, reports, ballots, agendas, etc. and assist the Secretary as requested; and
  - Technical/Education Committee-Provide technical guidance on lake, reservoir, and stream management to the Society and the general public; encourage and facilitate educating the general public on the importance of water and ways of protecting this limited resource.
- 7.3 Any Society member may request to serve on any Committee. The following Officers will, for the duration of their elected term, serve as chairpersons of their committee: President will chair the Conference and Membership Committee; the President-Elect will chair the Technical/Educational Committee; and the Secretary will chair the Publications Committee. Members of Standing Committees and other established committees will serve for a term of one (1) year, concurrent with the term of the Officers, and shall be eligible for reappointment.
- 7.4 No Committee may expend Society funds without authorization by the Board.

## ARTICLE 8. NOMINATIONS and ELECTIONS

- 8.1 Nominations for Officers and Directors for the following year shall be received by the President-Elect at least ninety (90) days before the Annual Meeting of the Society. He/she shall submit a ballot containing the nominations received and/or made by the President-Elect to the membership for voting. He/she may nominate one or more candidates for each office to be filled. The ballot shall also contain spaces for write-in candidates. All candidates must be an individual member or the officially designated representative of a group or organization member of the Society. Candidates for Officers and Directors must reside in the State of North Carolina.
- 8.2 Officers shall be elected by a majority vote of the Society members voting.
- 8.3 Each Society member shall be considered as only one (1) voting membership, regardless of how many other individuals or groups a member may represent. It is incumbent upon each group and organization that is a member of the Society to determine on its own how to exercise its single voting privilege.
- 8.4 Ballots shall be provided to all members by mail or email, starting within sixty days of the Annual Meeting, up to the day of the Annual Meeting. Voting will take place at the Annual Meeting by the majority vote of the Society members attending and including votes submitted prior to the Annual Meeting by members in good standing. mailed out to all members at least sixty (60) days before the Annual Meeting of the Society, and shall be returned to the President-Elect at least fifteen (15) days before the date and time of the call-to-order of the Annual Meeting.
- 8.5 Society members may cast one (1) vote by mail for one (1) candidate for each of the Officer and Director Positions. In case of a tie vote, the outgoing Board will vote to determine who will fill the position.
- 8.6 For 2005, 2006, 2007, 2008 and 2009, the 90 and 60 day ballot requirements in Articles 8.1 and 8.4 are waived to allow election of Officers and Directors during the 2005, 2006, 2007, 2008 and 2009 Annual Meetings. All other articles related to elections are to be met during the 2005, 2006, 2007, 2008 and 2009 Annual Meeting vote.

## ARTICLE 9. VACANCIES

Vacancies for all unexpired terms of the Board shall be filled by the elective action of the Board.

## ARTICLE 10. COMPENSATION

The Board of Directors shall serve without pay, but may be reimbursed actual expenses while conducting Society business, providing that these expenses receive prior authorization from the Board. Required expenditures for bonding of the President and Treasurer shall be paid by the Society.

## ARTICLE 11. MEETINGS of the SOCIETY

- 11.1 An Annual Meeting of the Society shall be held at a time and place approved by the Board, but shall not conflict with the NALMS Annual Meeting or the Southeastern Lakes Management Conference unless

co-hosted. The Secretary shall give at least thirty (30) days notice of the Annual Meeting to the Society membership.

- 11.2 Special meetings shall be called by the President upon written petition of not less than ten percent (10%) of the Society members, or may be called when in the opinion of the President there is business that 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 call. The Secretary shall give members at least fifteen (15) days notice of all special meetings.
- 11.3 A quorum at any authorized Society meeting shall consist of the members present, but shall not consist of less than ten percent (10%) of the Society membership.

## ARTICLE 12. RULES of ORDER

All meetings of the Society and the Board of Directors shall be conducted in accordance with the latest edition of "Robert's Rules of Order", except where in conflict with these bylaws.

## ARTICLE 13. FISCAL YEAR

The fiscal year of the Society shall end on December 31<sup>st</sup> of each year.

## ARTICLE 14. DISSOLUTION

The Society may be dissolved by a two-thirds (2/3) vote of all members responding through mail balloting. In the event of dissolution or other final liquidation of the organization, the Board shall, after paying or making provision for the payment of all lawful debts and liabilities of the organization, distribute all the assets of the organization to one or more of the following categories of recipients as the Board shall determine:

- 14.1 A nonprofit organization or successor organization, as long as all such organizations shall then qualify as a government unit under Section 170 (c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in Section 501 (c) (3) of such Code; or
- 14.2 A nonprofit organization having similar aims and objectives as the Society and which may be selected as an appropriate recipient of such assets, as long as such organization shall then qualify as a government unit under Section 170 (c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in Section 501 (c) (3) of such Code

## ARTICLE 15. LIABILITY

- 15.1 It is implicitly understood that the Society assumes no responsibility or liability for the well-being of any member, representative, or invitee attending, managing, or participating in meetings or any other functions of the Society.
- 15.2 No current Officer or Director, nor any authorized agent of the Society shall be liable in any manner to the Society or any person or group for any loss or damage sustained as a result of action taken or omitted by said

Officer, Director, or agent in good faith, if he or 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 or her own affairs.

**ARTICLE 16. AMENDMENT or SUSPENSION PROCEDURES**

- 16.1 Amendment of these bylaws may be initiated by any member of the Bylaws Committee or by a majority of the Board or its Executive Committee. Proposed amendments shall then be considered by the Past-President, who shall make a report and recommendation to the membership.
- 16.2 Bylaw amendments shall be presented to members prior to any duly noticed Meeting. A majority of those voting shall be required to adopt amendments.
- 16.3 These bylaws or any part, except for those parts qualifying this organization for exemption from federal income taxation as a charitable entity, may be suspended for policy by a three-fourths (3/4) majority vote of the members present at any duly noticed meeting of the membership.

**ARTICLE 17. PROHIBITION for EXEMPTION**

No part of the net earnings, gains, or assets of the organization shall inure to the benefit of or be distributable to its Directors, officers, other private individuals or organization formed and operated for a profit (except that the organization shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall be empowered to make the election authorized under Section 501 (h) of the Internal Revenue Code of 1954. The organization 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 herein, the organization shall not carry on activities not permitted to be carried on:

- a. by any organization exempt for federal income taxation under Section 501 (a) of Internal Revenue Code as an organization described in Section 501 (c) (3) of such Code;
- b. by an organization described in Sections 509 (a) (1), (2), and (3) of the Internal Revenue Code of 1954 (as the case may be); or
- c. by an organization, contributions to which are deductible under Sections 170 (c) (2), 2055 (a) (2), or 2522 (a) (2) of the Internal Revenue Code of 1954.

All reference herein to sections of the Internal Revenue Code of 1954, as amended, are to provision of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

Duly adopted by the membership on the 5<sup>th</sup> day of May 2010.

Attested to: North Carolina Lake Management Society

By its Secretary

By its President

Rev. 0 January 12, 1994

Rev. 4 November 4, 2006

Rev. 1 March 31, 1995

Rev. 5 November 17, 2008

Rev. 2 September 28, 1996

Rev. 6 November 12, 2009

Rev. 3 May 9, 2003

Rev. 7 May 6, 2010