

BYLAWS OF THE
MICHIGAN CHAPTER OF THE NORTH AMERICAN LAKE MANAGEMENT SOCIETY

December 18, 2006 version which supersedes the December 12, 2005 version

BYLAWS OF THE
MICHIGAN CHAPTER OF THE NORTH AMERICAN LAKE MANAGEMENT SOCIETY
December 18, 2006

ARTICLE I – NAME AND OFFICES

- Section 1. The name of this organization shall be the Michigan Chapter of the North American Lake Management Society, hereinafter referred to as McNALMS.
- Section 2. The principal office of McNALMS shall reside with the Chapter Secretary, or as otherwise designated, upon periodic review by the Board of Directors.

ARTICLE II – MISSION AND OBJECTIVES

Mission Statement: The purpose of McNALMS shall be to promote understanding and comprehensive management of Michigan's inland lake ecosystems.

- Section 1. This organization is organized exclusively for educational and scientific purposes as related to water resource management, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purposes for which it is organized are as follows:
- 1.1 To encourage the cooperation and interaction of professionals and citizens to address the various problems impacting Michigan's lakes.
 - 1.2 To provide a forum for sharing of information and experiences in scientific, administrative, financial, legal, and legislative aspects of lake and watershed management.
 - 1.3 To foster development of local lake restoration and protection programs in accordance with appropriate management strategies and techniques.
 - 1.4 To promote wise management of Michigan's lakes by sharing information among government agencies, other professional groups, academia, and lake users; and by increasing public awareness of laws and policies designed to protect lakes and watersheds.

- 1.5 To work collaboratively in partnership with state and local agencies, educational institutions, and other interest groups to collectively promote issues of concern and the management of lakes.

ARTICLE III – MEMBERSHIP

- Section 1. The membership of McNALMS shall consist of, and be open to, all individuals, institutions, and organizations whose interests are consistent with the purposes and objectives of McNALMS. Members are defined as those who have a paid membership in the Society.
- Section 2. Membership dues are set by the Board of Directors and can be reviewed annually.
- Section 3. No person shall be excluded on the grounds of race, color, gender, creed, religion, national origin, political persuasion, sexual orientation, marital status, disability, height, weight, veteran status, age, or familial status, from participation in, denied the benefits of, or be otherwise subjected to discrimination in any activity. McNALMS shall take all measures necessary to effectuate these assurances.
- Section 4. The list of members will not be released for public distribution.

ARTICLE IV – BOARD OF DIRECTORS

- Section 1. The authority, responsibility, and the structure of the Board of Directors shall be as follows:
- 1.1 The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, Past-President, and up to a maximum of four (4) Directors at Large, and;
 - 1.2 The general management of the affairs of McNALMS shall be vested in and exercised by, or under the authority of the Board of Directors, and;
 - 1.3 The Board of Directors shall, when deemed necessary, take applications for staff positions (such as Executive Director, Administrative Assistant, etc.) and shall by a simple majority vote select and hire such personnel, and;
 - 1.4 The Board of Directors shall fix the salaries of all employees of McNALMS, and;

- 1.5 The Board shall authorize the creation and structure of all ad hoc committees, and shall appoint committee chair persons and;
- 1.6 The Board of Directors, shall, by resolution, retain the services of all resource personnel as deemed necessary, for the purposes of technical counsel to the Board, and;
- 1.7 A member of the Board of Directors may be excused from attendance at any regular or special meeting of the Board of Directors, by notifying the Secretary at least three (3) calendar days prior to such meeting. Unexcused absence from two (2) consecutive meetings of the Board of Directors may be a basis for removal from the Board of Directors, and;
- 1.8 Regular meetings of the Board of Directors shall be conducted as frequently as deemed necessary but at least biannually, at a date, time, and location as selected by the President, and;
- 1.9 Special meetings of the Board of Directors may be called by the President, or at the request of any two (2) members of the Board of Directors, and;
- 1.10 Each member of the Board of Directors shall be provided notice of any regular or special meeting, as well as the business to be considered, no less than five (5) calendar days prior to the meeting.

ARTICLE V – OFFICERS AND DUTIES

- Section 1. The President shall preside at all McNALMS meetings, and shall have general supervision over the affairs of the Society and its employees. S/he may serve as an "ex officio" member of any and all ad hoc committees. The President shall coordinate agendas for all Board meetings from information submitted by committees, other Board members, staff, and advisory personnel, as well as those topics pertinent to the membership. S/he shall be the authorized signatory of all contracts on behalf of the Society. In general, the President shall perform all such duties as normally considered incident to the office of President, and on any specific question of order, these duties, powers, and authorities shall be broadly construed. Finally, the President shall have the right to vote, to make motions, and to support motions at all meetings of the Society. The term of President is one (1) year.

- Section 2. The President-Elect shall succeed the President. As President-Elect, s/he shall serve as liaison with other organizations in Michigan which have similar purposes or objectives as McNALMS. The President-Elect may be assigned to sit on ad hoc committees as deemed appropriate by the President, in place of the President. The President-Elect shall preside at meetings, and shall assume the duties of President, should the president be absent temporarily. The term of President-Elect is one (1) year.
- Section 3. The Past-President shall serve on the Board of Directors for one (1) year following his/her term as President. In the event a vacancy occurs in the office of President, the Past-President shall assume the duties of President for the remainder of the term of the President.
- Section 4. The Secretary shall issue notices of all Board of Directors and membership meetings, and shall attend and keep minutes of same. The Secretary shall have custody of all Chapter records. S/he shall help prepare an annual report on the status of McNALMS, in conjunction with the President and Treasurer. The Secretary shall have access to a listing of all McNALMS members, and in general shall perform those duties normally considered incident to the office of Secretary. The term of Secretary is two (2) years.
- Section 5. The Treasurer shall have custody of all monies and securities of the Chapter, shall keep regular books, and shall submit them, together with all vouchers, receipts, records, and other papers, to the Board of Directors for examination and approval, as often as the Board may require. S/he shall be the authorized signatory for all corporate checks, drafts, and other financial accounts. Unless otherwise stipulated by the Board of Directors, the Treasurer shall normally be named as the contact person or representative for any grants, stipends, or loans to the organization. The Treasurer shall perform all such duties as are normally considered incident to the office of Treasurer. The term of Treasurer is two (2) years.
- Section 6. Directors at Large are appointed by the Board of Directors from the membership of the Society for a term that is two (2) years.
- Section 7. Should the office of President-Elect, Past President, Secretary, or Treasurer, or any Director at Large position become vacant, the Board of Directors may appoint a replacement for the remainder of that term.

ARTICLE VI – SELECTION AND REMOVAL OF OFFICERS

- Section 1. The Board will appoint an Election Committee that will develop a ballot of officers who are members of the Society. The Board will approve the ballot and all members of the Society will be provided a ballot for voting

purposes. The individual receiving the greatest number of votes for any position will assume the duties of that office. In the case of a tie for any elected position, the Board of Directors will act as the tie breaker. All elected positions will commence on the 1st day of January.

Section 2. Any officer of McNALMS may be removed from office, by a simple majority vote of the entire Board of Directors, for any reason, including (but not limited to), the following:

2.1 Any act of malfeasance or nonfeasance of office;

2.2 Any repetitive act of behavior which is intended to be disruptive, and/or counterproductive to the business of McNALMS's meetings or events; or

2.3 Any intentional disregard for McNALMS's established policies and procedures.

ARTICLE VII – DISTRIBUTION OF ASSETS

Section 1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 set forth in Article II.

ARTICLE VIII – LOBBYING AND POLITICAL ACTIVITIES

Section 1. 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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization 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 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 corresponding section of any future federal tax code.

ARTICLE IX – AD HOC COMMITTEES

Section 1. Ad hoc committees of McNALMS may be established as necessary by the Board of Directors who will appoint the committee chair. The committee chairs shall appoint all committee members. Any current member of McNALMS is eligible for appointment to a committee, and, normally, committee members shall be current members of McNALMS, however, on occasion, the committee chair may deem it appropriate to appoint a non-member of McNALMS to join a given committee, on a temporary basis, in an advisory capacity, and such advisor shall not have a vote on that committee. No committee shall expend McNALMS funds without authorization by the Board of Directors.

ARTICLE X – CONTRACTS AND INSTRUMENTS

Section 1. Contracts and other instruments to be executed by McNALMS shall be signed by the President and by the Secretary or Treasurer. On specific occasions, the Board of Directors may, by resolution, authorize another member of the Board to sign a specific contract or instrument, but must authorize, in writing, all or any part of such authority assigned to said member.

Section 2. All checks, drafts, and orders for payment or transfer of monies, shall be signed by the Treasurer or, in the absence of the Treasurer, by the President.

2.1 The Treasurer is authorized to pay, by check or draft, any and all bills and expenses incident to operating McNALMS up to \$1,000.00.

2.2 All expenditures in excess of \$1,000.00 shall require approval of the President.

Section 3. All funds and monies of McNALMS shall be turned over to the Treasurer, who then shall deposit such funds, to the credit of McNALMS, in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE XI – FINANCES

Section 1. The fiscal year of McNALMS shall begin on the 1st day of January and end on the 31st day of December, in each year.

Section 2. The Society will have an annual internal review, or at any time the Board of Directors deems necessary, of its financial activities.

ARTICLE XII – MEETINGS

- Section 1. All meetings will be conducted following Robert’s Rules of Order.
- Section 2. The annual business meeting of McNALMS may be held at a time, date, and location as determined by the Board of Directors. This annual meeting shall be a general meeting of McNALMS membership, and the primary purposes of this meeting should include (but may not be limited to) the following agenda items:
- Review of the annual budget and activities for the current fiscal year; and
- Review of McNALMS activities for the new fiscal year.
- Section 3. Regular meetings of the Board of Directors shall be held at a time, date, and location as determined by the Board of Directors. Board meetings may be held via teleconference.
- Section 4. The Board of Directors may also select a time, date, and location for a technical meeting that may be held.
- Section 5. Special meetings of the Board of Directors may be called by the President, or upon the request of any two (2) Board members, at a time, date, and location as determined by the President, or by those Board members requesting such a meeting.
- Section 6. Special meetings of the entire membership of McNALMS may be called, by a simple majority vote of the Board of Directors.
- Section 7. Any meeting may be canceled, or postponed, by a simple majority vote of those Board members who are present and voting.
- Section 8. All meetings of McNALMS, whether Board of Directors, general, or committee meetings, shall be open to any McNALMS member.
- Section 9. The Secretary shall provide minutes for all Board meetings and the annual business meeting, if so held, to all members of the Board of Directors, to all McNALMS employees, and to any McNALMS member who requests said minutes.

ARTICLE XIII – QUORUM AND VOTING

- Section 1. A quorum shall exist at any meeting of the Board of Directors, or at any meeting of a duly authorized committee, when greater than 50% of the

currently seated members of that body are present (in person or via teleconference) and voting. Should a quorum not exist at such a meeting, then the members of that body may discuss agenda items, but may NOT take any action, except to schedule the next meeting, and to adjourn. When a quorum exists passage of a vote is by simple majority.

Section 2. Voting shall be by voice, or by roll-call, or by email, or by secret ballot, as decided by the meeting Chair, and shall be recorded as yeas and nays.

Section 3. A roll-call vote may also be requested by any two (2) members of the Board of Directors, at a Board meeting.

ARTICLE XIV – COMPENSATION OR REIMBURSEMENT

Section 1. No officer or Board member of McNALMS shall receive any salary or compensation from McNALMS by reason of his/her office.

Section 2. An officer or member of McNALMS may apply for, and receive, reimbursement for normal expenses incident to his/her duties to McNALMS, as approved by the Board of Directors. Such application for reimbursement must provide the Treasurer with appropriate bills, verification of expenses, etc., before any reimbursement shall be considered.

Section 3. All such requests for expense reimbursement shall be submitted to either the President or to the Treasurer of McNALMS, no later than sixty (60) calendar days after the end of the activity at which said expenses were incurred.

Section 4. Nothing contained herein, shall be construed to prevent an officer or member from receiving compensation from McNALMS for duties other than as an officer or member, and as approved by the Board of Directors.

ARTICLE XV – INDEMNIFICATION

Section 1. As all officers/directors of McNALMS are unpaid volunteers, no officer of McNALMS shall be personally liable to McNALMS for monetary damages for breach of duty arising under applicable law. However, this Article shall not eliminate, nor limit the liability of an officer who is found by a court of competent jurisdiction, or determined by the Board of Directors, to have committed any of the following:

1.1 An act or omission, not in good faith, or that involves intentional misconduct or knowing violation of the law;

- 1.2 A violation of Section 551(1) of the Michigan Nonprofit Corporation Act, Act 162 of 1982 (Michigan Compiled Laws Section 450.2551);
- 1.3 A transaction from which the officer derived an improper personal benefit;
- 1.4 An act or omission occurring before the date on which these Articles and Bylaws were adopted by McNALMS; or
- 1.5 An act or omission that is grossly negligent.

Section 2. An officer of McNALMS shall only be personally liable for monetary damages for a breach of fiduciary duty as an officer, to McNALMS and its members, to the extent set forth in this Article, and any repeal or modification of this Article shall not adversely affect any right or protection of any officer of McNALMS existing at the time of, or for, or with respect to, any acts or omissions occurring before such repeal or modifications.

Section 3. McNALMS assumes all liability to any person, other than to members of McNALMS, for acts or omissions of an officer occurring on or after the date of adoption of these Articles and Bylaws, which occurred in the good faith performance of the officer's duties. Notwithstanding, the foregoing, an officer shall be personally liable to McNALMS for monetary damages for a breach of fiduciary duty as an officer, to the extent set forth in the preceding Section 1. of this Article, and McNALMS shall not be precluded by this, Section 3., from bringing or maintaining a claim against the officer to the extent not inconsistent with the preceding Sections 1. and 2.

ARTICLE XVI – AMENDMENTS

Section 1. These Bylaws may be amended, by resolution, and adopted by a majority vote of the entire Board of Directors. Written notice of such proposed amendment shall be issued to each member of the Board, no less than ten (10) calendar days prior to any meeting of the Board at which such amendment is to be considered.

ARTICLE XVII – DISSOLUTION

Section 1. In the event of dissolution of the charter of McNALMS, in no event shall any of the monetary or physical assets or properties of McNALMS be distributed to any member or officer of McNALMS.

Section 2. In the event of dissolution of the charter of McNALMS, all debts and liabilities shall first be satisfied according to their respective priorities. Any remaining monetary or physical assets or properties, shall be given to any

eligible 501(c)(3) organization, as may be designated by a majority vote of the Board of Directors or in the absence of such, a court of competent jurisdiction.

ARTICLE XVIII – ADOPTION

Section 1. These revised Articles and Bylaws for the McNALMS, Inc. are hereby adopted on this date: December 18, 2006

Pam Tying, President

Ann St. Amand, Secretary

Amended 2/9/2012 (Article XIII, Section 2)