

**BYLAWS OF THE  
LEESVILLE LAKE ASSOCIATION, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is LEESVILLE LAKE ASSOCIATION, INC. and is sometimes referred to in these bylaws as "the corporation" or "the association".

**ARTICLE II  
PURPOSE**

Section 1. The Leesville Lake Association fosters stewardship of Leesville Lake by conducting activities and educational programs which support maintenance of water and environmental quality, safe recreational use, and optimum water levels

Section 2. The purposes for which the corporation is formed are those set in the Articles of Incorporation, as amended. The corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the corporation shall be distributed to, or inure to the benefit of the directors, officers or members. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

**ARTICLE III  
BASIC POLICIES**

Section 1. The corporation shall be non-commercial, non-sectarian, non-partisan and will comply with federal, state, and local anti-discrimination laws.

Section 2. The name of the corporation or names of any members in their official capacity shall not be used in connection with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the corporation.

Section 3. The corporation may cooperate with other organizations and agencies concerned with Leesville Lake, its waters, watersheds, and environs, but persons representing the corporation in such matters shall make no commitments that bind the corporation, without prior authorization of the Board of Directors.

Section 4. The fiscal year of the association shall begin September 1 and end August 31.

**ARTICLE IV  
MEMBERSHIP**

Section 1. **Membership.** Membership is open to all persons who support the purposes of the association. Membership is granted by a completed membership application, and payment in advance of current annual renewal dues. Membership will be sustained for members in good standing whose dues are paid as in Section 2 below. Voting rights for members are addressed in Section 4.

Section 2. **Dues.** The amount of dues and period of membership shall be determined by the Board of Directors. All dues shall be payable in advance. Members in arrears more than thirty (30) days after renewal payment is due, will be deemed to be not in good standing, and shall be removed from the membership roll.

Section 3. **Meetings.** Meetings will be held in January, April, July, and October. The July meeting shall be considered the "annual meeting of the corporation." The date and location of all meetings will be set by the Board of Directors, and be announced in writing and/or by electronic



notice to the members. A member may submit a written proposal for consideration at least 30 days in advance of the meeting.

**Section 4. Agenda, Quorum Majority Voting, and Proxy Voting.** Any member may submit topics for agendas, in writing to the Board President, to be received within 10 days following announcement of a meeting. Five percent of the members in good standing (dues paid) voting in person, shall constitute quorum for all purposes. Each paid household shall be entitled to one vote. A majority vote of those voting in person or by proxy shall be sufficient to pass any action by the members. Members may vote by written proxy dated the date of the meeting or earlier and stating the name of the party who is to cast the member's vote. The voting authority granted by the proxy may be general or specific.

## **ARTICLE V BOARD OF DIRECTORS**

### **Section 1.**

A. Elected Directors. All members of the Board of Directors shall be members of the corporation. The Board of Directors shall consist of not fewer than five (5) members nor more than nineteen (19) members. The Board of Directors shall be elected by the members of the corporation at the annual meeting of the corporation. The elected directors shall each serve a term of 2 years.

B. Appointed Directors. The Board of Directors shall also be permitted to appoint new [additional] members to the Board without exceeding the maximum number of nineteen (19), between Annual meetings of the general membership if necessary to:

1. maintain an odd number of members on the Board; or,
2. serve in an elected office when no current Board member is willing to serve; or,
3. address other reasons not listed but determined by the Board to be necessary to strengthen and/or increase the effectiveness of the Board.

**Section 2. Election of Directors and Terms of Office.** The annual election of directors shall be held at the annual meeting of the corporation. The term of the elected directors shall commence on the following September regular meeting of the Board of Directors, and end on August 31 of the second year thereafter, or until their successors have been elected.

**Section 3. Removal.** Any member of the Board of Directors may be removed from office for good cause by unanimous vote of all the remaining Board of Directors.

**Section 4. Vacancies.** Board of Director vacancies for any reason, shall be filled for the unexpired term, by two thirds affirmative vote of the remaining Board members.

**Section 5. Powers.** The Board of Directors is the governing body of the corporation and as such, shall manage and administer all of its affairs, elect its officers, create committees and shall be the final reviewing authority with respect to all matters which may arise with respect to the corporation. The Board of Directors may delegate portions of their authority to any one or more of the officers or directors.

**Section 6. Meetings.** Regular meetings of the Board of Directors shall be held monthly. The President or his designated representative shall provide each Board member an agenda electronically in advance of each meeting and indicate those items that require a motion and/or the amount of financial support if any. Regular meetings which are cancelled may be rescheduled at the discretion of the President or three Board members, upon three (3) days written or electronic notice. Special meetings of the Board may be called by the President or any three (3) members of the Board of Directors, upon three (3) days written or electronic notice.



Section 7. **Quorum.** A simple majority of the Elected Directors present is a quorum. Likewise, a simple majority of those voting constitutes a majority and shall be the same as the act and decision of the entire Board.

## ARTICLE VI OFFICERS

Section 1. The Officers of the Corporation shall be the President, the Vice President, the Secretary, and the Treasurer. The officers shall be elected annually by the Board of Directors at the August meeting. The President and Vice President will continue as directors and in their respective offices until the new President and Vice President are elected at the August meeting. All officers must be members of the Board of Directors. The offices of the Secretary and the Treasurer may be held by the same person.

Section 2. The duties and authority of the officers are as follows:

A. The President shall:

- (1) Have the executive supervision over the activities of the corporation within the scope of these bylaws.
- (2) Preside at all meetings.
- (3) Report annually on the activities of the corporation.
- (4) Appoint the chairmen and members of committees not otherwise provided within these bylaws. In the event he fails to appoint such members, the Board of Directors may do so.
- (5) Be an *ex-officio* member of all committees.
- (6) Be responsible for all correspondence addressed to the corporation.

B. The Vice President shall:

- (1) Assume the duties of the President in the event of absence, incapacity, or resignation of the president.
- (2) Be an *ex-officio* member of all committees.

C. The Secretary shall:

- (1) Keep the minutes of the meetings of the members of the corporation and the Board of Directors and distribute all minutes.
- (2) Keep the records of the corporation, except for the financial records which are maintained by the Treasurer.
- (3) Promptly distribute approved copies of the Articles of Incorporation and a copy of the current bylaws to each new candidate for office.

D. The Treasurer shall:

- (1) Collect dues.
- (2) Be responsible for the safe keeping of corporation funds.
- (3) Maintain adequate financial records for the corporation.
- (4) File all required federal, state, and local government reports and returns.
- (5) Pay out funds by signed numbered checks, electronic checks, debit card, credit card or bank transfer (ACH).
- (6) Provide the fiscal year Final Budget Report.
- (7) Deposit all funds received in the name of the corporation.
- (8) Be an *ex-officio* member of the Finance Committee.



## ARTICLE VII

### TRI-COUNTY LAKES ADMINISTRATIVE COMMISSION REPRESENTATIVE

Section 1. **TLAC Representative.** The Board shall annually, at the October General Membership meeting, recommend to the membership a TLAC representative. The membership shall ratify that recommendation for approval to the local Board of Supervisors.

## ARTICLE VIII

### COMMITTEES

Section 1. **Standing Committees.** The corporation shall have the following standing committees:

A. The Executive Committee which shall consist of the President, Vice President, Secretary, and Treasurer, (or Secretary/Treasurer combined position.) In the event of a vacancy in any of these offices the remaining officers will make up the Executive Committee. The Executive Committee may exercise all of the powers of the Board of Directors in the management of the affairs of the corporation during the intervals between the meetings of the Board of Directors. The Executive Committee shall exercise this authority only if the actions to be taken cannot wait, without penalty or prejudice to the corporation, for action of the Board at the next meeting of the Board. In no event shall the Executive Committee act contrary to actions previously taken by the Board. Any meetings held or actions taken by the Executive Committee shall be reported to the Board of Directors and made a matter of record at the next Board meeting.

B. At the October meeting the President shall announce the chairman and two members of the standing Nominating Committee and encourage members to recommend members as candidates for the Board by sending their names to the Nominating Committee prior to the March meeting of the Board. The committee shall submit the slate of candidates to the Board at the April meeting. The committee shall provide a candidate for each vacancy in the Board of Directors, for election by the members at the annual meeting of the corporation. The committee shall make a diligent effort to (1) keep membership on the Board reasonably balanced by representation based on corporation membership by county and (2) provide at least one candidate who has indicated a willingness to accept election as President, and provide at least one candidate who has indicated a willingness to accept election as Vice President, both positions are to be filled as provided for in Article VI hereof. Vacancies on the Board of Directors occurring between elections will be filled by action of the remaining Board members.

C. The Finance Committee shall be appointed by the Board of Directors and shall be composed of a chairman and two others and shall be responsible for seeking grants and funding sources, or oversight thereof, and the annual review of the financial records of the corporation. The Treasurer of the corporation may not serve as the Chair of the Finance Committee.

Section 2. **Other Committees.** The Board shall establish committees necessary to carry out the purposes of the association and appoint chairpersons thereto. The committee chairs shall recommend committee members to the Board for approval. The minutes of the board meeting shall list approved committee members.

## ARTICLE IX

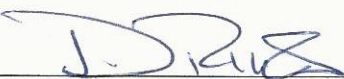
### PARLIAMENTARY AUTHORITY


Roberts Rules of Order shall govern the proceedings of this corporation except as they may conflict with the Articles of Incorporation or these bylaws. The President may appoint a Parliamentarian.

**ARTICLE X**  
**AMENDMENTS TO THE BYLAWS**

These bylaws may be amended at any regular or special meeting of the General Membership of this corporation. Notice pertaining to proposed amendments to the bylaws must be given to the Membership at least ten (10) days prior to the meeting at which such action is to be taken. All proposed amendments shall be submitted in writing. A simple majority of those members present is required to pass an amendment by roll call vote.

Signed this 13 day of JUNE, 2019 on behalf of Board of Directors.

  
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President

  
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Secretary