

**Greater Pushaw Lake Association
Bylaws**

April 30, 2012

**ARTICLE I
NAME AND PURPOSE**

- Section 1: The name of the organization shall be the Greater Pushaw Lake Association.
- Section 2: The Greater Pushaw Lake Association shall be a tax-exempt public charity under Section 501(c)(3) of the IRS code.
- Section 3: The purpose of the Greater Pushaw Lake Association shall be to preserve and improve the quality of Pushaw Lake and Little Pushaw Pond.

**ARTICLE II
MEMBERSHIP/DUES**

- Section 1: The membership of the Association shall consist of and be open to individuals and organizations whose interests are consistent with the purpose of the Association.
- Section 2: The Association may have one or several categories of membership. The categories shall be reviewed annually by the Board of Directors and any recommended revisions shall be voted upon by Association members at the Annual Meeting.
- Section 3: Each membership shall have one (1) vote.
- Section 4: The Association shall have a membership dues structure that shall be reviewed annually by the Board of Directors and any recommended revisions shall be approved by the Board.
- Section 5: The membership year of the Association shall run from January 1 through December 31 of each year. Dues are applied for the year in

which they are paid. Dues are payable to the Greater Pushaw Lake Association.

ARTICLE III BOARD OF DIRECTORS

- Section 1: The Association will be governed by a Board of Directors that shall have full power to manage the affairs of the Association to accomplish its purpose.
- Section 2: The Board of Directors shall consist of five (5) to fifteen (15) members, including the Officers. Current Association members are eligible to be nominated for the Board.
- Section 3: The Board members shall be elected for two (2) year terms in such a way that approximately one-half of the Directors shall be elected each year. At the 2012 Annual Meeting only, the membership shall elect at least one-half of the Directors for a term of two years, and the remainder of the Directors for a term of one year.

Vacancies occurring between Annual Association Meetings may be filled until the next Annual Association Meeting by a vote of the Board of Directors. At the next Annual Association Meeting the interim Director will be subject to re-nomination and election by the membership for the remainder of the vacancy's term, if any.

- Section 4: Meetings of the Board shall be held at least four (4) times a year and are open to Greater Pushaw Lake Association members and to the public. Any member or any person wishing to speak must secure a place on the agenda. Additional meetings of the Board may be called by the President or upon written request of three (3) members of the Board.
- Section 5: Sixty percent (60%) of members of the Board shall constitute a quorum. Board members shall attend or have excused absences for seventy-five percent (75%) of all Board meetings. Non-excused absences from more than twenty-five percent (25%) of Board Meetings shall result in a warning from the Board and possible removal from office.

ARTICLE IV OFFICERS

- Section 1: The Officers of the Greater Pushaw Lake Association shall consist of a President, Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be held by the same person.
- Section 2: Officers shall be Board of Director members and shall be elected by the Board of Directors for a two year term or until their successors are elected.
- Section 3: The President shall preside at all Board and Association meetings and shall be responsible for the management of the Association's business. The President shall carry out the instructions and resolutions of the Board of Directors and shall have the authority to delegate responsibilities to others.
- Section 4: In the President's absence the Vice President shall carry out the President's duties. In the absence of both the President and Vice President the Secretary shall carry out the duties and in the absence of all three Officers the Treasurer shall carry out the duties.
- Section 5: The Secretary shall maintain the minutes, correspondence and records of the Association.
- Section 6: The Treasurer shall collect, deposit and disburse the funds of the Association as directed by the Board, maintain proper financial records and the Association membership lists. The Treasurer also shall submit necessary reports to maintain non-profit status, render financial reports at each Board of Directors meeting, and submit records for audits as requested by the Board of Directors.
- Section 7: The President shall present an annual state of the lake Association report and the Treasurer shall present an annual financial report at the Annual Meeting.
- Section 8: The office of President shall be limited to three (3) consecutive terms.

ARTICLE V COMMITTEES

- Section 1: The Board of Directors shall establish committees as needed to carry out the work of the Association. The President in consultation with the Board of Directors shall appoint the Committee Chairs and members and include representation from the membership as a whole whenever possible. Any Association member may request to serve on any committee. Members of committees are eligible for reappointment when there is a change in Presidents.
- Section 2: The President in consultation with the Board of Directors may establish a special advisory committee on a specific subject and appoint experts who may not be members of the Association.
- Section 3: No Officer, Board Member or Member of the Association may commit or expend Association funds without authorization of a quorum of the Board.

ARTICLE VI NOMINATIONS AND ELECTIONS

- Section 1: Nominations for Board of Directors shall be received at the Annual Association Meeting. New Board members shall be elected at this meeting by a majority vote of those Association members present at the meeting.
- Section 2: New Officers shall be elected at the first Board meeting following the Annual Meeting by a majority vote of the Board members constituting a quorum.
- Section 3: The term of office for newly elected Directors shall begin at the close of the Annual Meeting at which they are elected.

ARTICLE VII MEETINGS

- Section 1: An Annual Meeting of the Association shall be held in the summer months at a time and place determined by the Board of Directors. The Secretary shall give at least thirty days written notice of the Annual Meeting to Association members.
- Section 2: The President shall call a special meeting when twenty percent or more of the membership call for a meeting and submit their request in writing to the President or any Board member or when the Board determines there is business requiring a meeting of the membership. Only the business stated in the agenda may be transacted at the special meeting. The Secretary shall give at least ten days written notice of the special meeting to Association members.
- Section 3: A quorum at any Annual Association meeting shall consist of the members present.

ARTICLE VIII PARLIAMENTARY AUTHORITY

- Section 1: The Association shall use Robert's Rules of Order in the meetings of the Association. The President may appoint a Parliamentarian if necessary.

ARTICLE IX AMENDMENT PROCEDURE

- Section 1: The Bylaws may be amended by a two-thirds vote of the members present at an Annual Meeting or a special meeting called for such purpose and on the agenda for such meetings.
- Section 2: In the event of uncertainty concerning the meaning or intent of the Bylaws, the Board of Directors shall make the final decision.

FINAL DRAFT (4-30-12)