

Massachusetts Congress of Lake and Pond Associations, Inc. Bylaws

Mission Statement

The purpose of the Massachusetts Congress of Lake and Pond Associations, Inc. is to preserve, protect, maintain and enhance the environmental, aesthetic, recreational and economic values of lakes and ponds, and to promote watershed management, within the Commonwealth of Massachusetts.

Objectives

Promote the formation of lake and pond associations.

Support the activities of lake and pond associations.

Promote sound watershed ecology.

Promote excellence in water quality standards.

Promote control of nuisance aquatic vegetation and species.

Promote water and boating safety.

Promote the development of standards, legislation and regulations beneficial to lakes and ponds.

Provide a unified voice for the benefit of lakes and ponds.

Article I - Name and Location

Section 1. Name

The name of the organization is the Massachusetts Congress of Lake and Pond Associations, Inc., hereafter designated as COLAP.

Section 2. Location

The location of COLAP for mail delivery purposes, and the location of COLAP records, shall be the COLAP office, or the home address of an elected officer or executive director. A post office box located in the Massachusetts community may also serve as the mail address for COLAP.

Section 3. Incorporation

COLAP shall be incorporated as a not-for-profit membership corporation pursuant to the provisions of the laws of the Commonwealth of Massachusetts.

Article II - Not-For-Profit Purposes

COLAP is organized exclusively for one or more of the purposes as specified in section 501 © (3) of the Internal Revenue Code. COLAP shall use its funds only to accomplish the objectives and purposes specified in its Mission Statement, Objectives, and these Bylaws, and no part of net earnings, gains, or assets shall inure to the benefit of or be distributed to officers, directors, other private individuals, or organizations organized and operated for profit, except to pay reasonable compensation for services rendered by outside providers.

Article III - Organizational Structure

COLAP is the parent, statewide organization of lake and pond associations and districts, hereafter referred to as “member associations,” in the Commonwealth of Massachusetts. The organizational structure allows for, and encourages, local chapters. Such chapters shall conduct their affairs in conformity and harmony with the Mission Statement, Objectives, and Bylaws of COLAP. The affairs of COLAP shall be managed by the Board of Directors, hereafter designated as the Board.

Article IV - Geographic Chapter Boundaries

The Board of COLAP shall approve the geographic boundaries of chapters. Such boundaries may be changed from time-to-time as necessary at the initiative of the Board or in response to a petition from a chapter.

Article V - Memberships

Section 1. Chapter Memberships

Chapter members shall be members of COLAP and all members within the geographic boundaries of a chapter shall be members of that chapter.

Section 2. Membership Categories

The categories of memberships are defined as follows:

1. Chapter Member Association - A lake or pond association or district that maintains a non-profit status, has at least 10 members and is a member of a COLAP chapter.
2. At-Large Member Association - A lake or pond association or district that maintains a non-profit status, has at least 10 members and is not within the geographic boundaries of an established COLAP chapter.
3. Individual Member - A non-voting member from a lake or pond association or district which is a member of COLAP who pays the required additional individual membership dues.
4. Associate Member - A non-voting member from another association or not-for-profit organization with an interest in lakes and ponds.
5. Corporate Member - a contributing non-voting member of a for-profit organization whose primary purpose is water management.
6. Student Member - A non-voting member who is currently enrolled in a high school or college, and who is interested in the ecology and management of lakes and ponds and their watersheds.

Section 3. Multiple Representation

If more than one association wishes to represent a particular body of water, each association must have at least twenty (20) individuals on the membership roster.

Section 4. Non-Voting Members

Non-voting members shall be allowed to serve on certain committees, and will be allowed to participate in other activities of COLAP as deemed appropriate by the Board. Non-voting members shall not, however, be allowed to hold office.

Section 5. Services

All categories of members shall be entitled to receive COLAP publications and the attend workshops and other educational functions.

Article VI - Meetings of Membership

Section 1. Annual Meetings

The Annual Meeting of the membership shall be held during March, April, or May at a date, time, and location fixed by the Board. The purposes of the Annual Meeting, in addition to those prescribed by these Bylaws, shall be to elect officers and directors, receiving reports of officers and committees, and other business as determined by the Board. If no Annual Meeting has been held on during the months fixed above, a Special Meeting in lieu thereof may be held and such Special Meeting shall have the purposes of these Bylaws and have all the force and effect of an Annual Meeting.

Section 2. Special Meetings

A Special Meeting of the membership may be called at any time by a majority of the Board. A Special Meeting of the membership shall also be called by the Secretary, or in the case of death, absence, incapacity, or refusal of the Secretary, by any other Officer, upon written application by not less than 5% of the member associations.

Section 3. Notice of Meetings

A written notice of the place, date, and hour of all meetings of the membership shall be given at least thirty (30) days before the meeting to each member association. Inclusion of such notice in COLAP's newsletter shall constitute proper notice. All notices shall be mailed to the address designated by each member association.

Section 4. Quorums

At any Annual or Special Meeting of the membership, a quorum shall consist of the members present.

Section 5. Voting

Each member association shall be entitled to one vote at an Annual or Special Meeting of the membership. Voting at any meeting of the membership shall be by raised hand or voice, unless otherwise directed by ballot by the Board or request of the majority of the members present.

Section 6. Proxies

Two types of proxy votes shall be allowed; a) responses to requests for mailed in votes for the annual election of officers, and b) hand carried proxies to vote at Annual and Special MEetings from member associations carried by representative of other member associations.

Article VII - Officers and Board

Section 1. Powers

The business of COLAP shall be managed by a Board who shall have or may exercise all the powers of COLAP except as otherwise reserved to the membership by these Bylaws.

Section 2. Officers: Enumeration, Election, and Term of Office

The officers of COLAP shall be a President, Vice President, Secretary, and Treasurer. These officers shall be members in good standing of their respective member associations and will be elected for a term of one year at the Annual Meeting and shall serve until the next Annual Meeting of COLAP.

Section 3. Duties of Officers

The President shall act as Chairman of the Board of Directors and preside over meetings of the members and the Board, shall be the primary spokesperson for COLAP, shall represent the Board between Board meetings, and shall perform such duties as pertain to the office. The President shall be responsible for appointing committees that report the results of their activities to the Board. The President is responsible for executing documents, deeds, leases, contract, mortgages, bonds, notes, releases, drafts, and other obligations on behalf of COLAP with the approval of the Board. The President shall serve ex-officio on all standing committees.

The Vice President shall assist the President in the conduct of his or her duties. In the absence of the President, the Vice President shall perform the duties of the President.

The President and Vice President shall not serve more than two consecutive one year terms in the same office.

The Secretary shall serve as the Clerk of the corporation and shall be a Massachusetts resident. The Secretary shall assume all the powers and perform all the duties of the President in the absence of the President and Vice President, and of the Treasurer in his or her absence. The Secretary shall cause to be published and distributed all notices which are required by COLAP, its Officers, Directors, and Bylaws. The Secretary shall be responsible for timely filing of reports to the Commonwealth of Massachusetts, for keeping the Minutes of all meetings, and shall be the repository of all COLAP documents.

The Treasurer shall ensure the fiscal integrity of the COLAP and be responsible for signing all checks, notes, and drafts drawn by COLAP. The Treasurer shall have custody of the cash, securities and books of accounts of COLAP, and said books shall be open at all times for inspection by the Board. The Treasurer shall be responsible for developing an Annual Budget, securing Budget approval of the Board prior to presenting the Annual Budget for approval of the membership at the Annual Meeting. The Treasurer shall be authorized to make payment in accordance with the approved Budget without further authorization. All non-budgeted expenses must be approved by the Board. A report of all expenditures shall be presented by the Treasurer at each meeting of the Board. The Treasurer shall, within a reasonable period of time after receipt of funds, deposit all monies in the bank prescribed by the Board. The Treasurer shall prepare an Annual Report for presentation to the membership at the Annual Meeting. All funds collected on behalf of the COLAP by any member, and all proceeds from activities of the COLAP, shall be turned over to the Treasurer.

Section 4. Board: Enumeration, Election, Term of Office

The Board shall consist of not less than nine (9) members, including the immediate past president and elected officers of COLAP plus one authorized representative from each chapter, described as a Chapter Director, as determined by vote of the membership of each chapter. The immediate past president may also be a Chapter Director. If the immediate past president prefers not to or cannot serve on the Board, then an additional Board member shall be elected if necessary to bring the Board complement to nine (9) members. Chapter Directors shall serve terms of not less than one year as determined by the individual chapters. Chapters may provide an alternate Director at any meeting of the Board if the respective Chapter Director cannot attend the meeting. Members may, at their discretion, vote at the Annual Meeting to elect at-large members to the Board to serve a term of one year or until the next Annual Meeting of the membership.

Section 5. Meetings

The Board shall meet at least four (4) times annually. Meetings of the Board may be held at such times and places as determined by the Board provided that forty-eight (48) hours notice is given. When necessary, special meetings of the Board may be called by the President with as little as twenty-four (24) hour notice.

Section 6. Quorums

At any meeting of the Board, a quorum shall consist of the majority of the Board then in office.

Section 7. Resignations, Removal, and Vacancies

Any Officer or member of the Board may resign at any time by delivering a letter of resignation to the Secretary, or in the absence of the Secretary, the President. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the Secretary or President. Any Officer or member of the Board may be removed with or without cause at any time by majority vote of the membership. Vacancies, with the exception of the office of President, resulting from resignations, or the failure of chapters to appoint chapter directors, occurring before the expiration of the term of office shall be filled by the Board and persons chosen shall serve until the term expires.

Article VIII - Executive Director and Other Staff

Section 1. Executive Director

The Board may employ any qualified person to serve as part-time or full time Executive Director of COLAP. The Executive Director shall work under the supervision of the Board. The Board shall establish personnel policies governing the conditions of employment, and the terms of employment shall be agreed upon in advance as to salary, expense allowances, duties, and privileges.

Section 2. Other Staff

The Board may employ other staff members as the need arises or may delegate the responsibility of hiring other staff members to the Executive Director.

Article IX - Committees

There shall be a number of standing committees including:

Section 1. Executive Committee

The Executive Committee shall be composed of the officers as identified above in these bylaws. The duties of the Executive Committee shall be; interim decision-making when necessary between meetings of the Board, subject to subsequent ratification of the Board; setting the agenda for the Board; and fiduciary overview of the operations and budget of COLAP. The Executive Committee shall convene upon the call of the President or Secretary as needed. A quorum shall constitute at least three (3) officers. Executive Committee votes by telephone conference call shall be allowed.

Section 2. Nominating Committee

The Nominating Committee shall consist of three (3) members of the Board appointed by the President and shall meet in person or electronically and shall be responsible for submitting a slate of officers and at-large directors to the Board forty-five (45) days prior to the Annual Meeting. When considering the slate of officers, the Nominating Committee shall strive for geographic distribution if at all feasible. Additional nominations may be made from the floor of the Annual Meeting. The Nominating Committee shall mail a slate of nominees to all member associations at least thirty (30) days prior to the Annual Meeting. The Nominating Committee shall recommend to the Board persons to replace officers or directors that have resigned or been removed from office before the end of their terms.

Section 3. Other Committees and Working Groups

The President may appoint other committees and working groups as the need arises with the approval of the Board.

Section 4. Limitations

Under no circumstance shall any committee or individual member of a committee commit COLAP resources without prior approval of the Board.

Article X - Indemnification of Officers and Directors

COLAP shall, to the extent legally permissible, indemnify any person serving, or who has served as an officer, a member of the Board, or Executive Director. Officers, members of the Board, and the Executive Director shall not be personally liable for the debts, liabilities, or other obligations of COLAP.

Article XI - Dues

A dues structure for the upcoming year shall be proposed by the Board and presented to the membership for their approval at the Annual Meeting. Chapters may elect to assess annual chapter dues in addition to COLAP dues. COLAP and chapter dues will be assessed to each member or member association by COLAP and be payable to COLAP. COLAP will, in turn, pay chapter dues to each chapter along with any portion of the COLAP dues voted by the membership to be allocated to chapters.

Article XII - Donations and Grants

COLAP may accept donations and in-kind services from private individuals or organizations and grants from private organizations or government agencies.

Article XIII - Fiscal Year

The fiscal year of COLAP shall commence on October 1 and terminate on September 30 of the following year.

Article XIV - Parliamentary Authority

All procedural questions not resolved by formal Articles herein shall be determined in accordance with “Robert’s Rules of Order Revised.”

Article XV - Amendments

Amendments to these Bylaws may be made at the Annual Meeting provided:

1. Receipt of a written proposal has been submitted as a petition to the Board signed by chapter member associations or at-large member associations representing at least 10% of member associations.
2. Presentation of the above petition shall be made to the President or another officer at least sixty (60) days prior to the Annual Meeting.
3. The reason for the proposed change must be placed in writing and presented with the petition by the person or persons offering the petition.
4. The petition and the rationale shall be mailed by the Secretary with the Annual Meeting agenda to the Board at least thirty (30) days prior to the Annual Meeting. This same information shall be contained in the notice of the Annual MEeting or Special Meeting of the membership.
5. The petition shall be presented by the persons or persons offering the petition at the Annual Meeting. An officer or member of the Board shall state the position of the Board with respect to the petition.
6. The proposed amendment or amended amendment shall be accepted by a minimum two-thirds ($\frac{2}{3}$) majority vote of the voting members present at the Annual Meeting. Amendments to the proposed amendment may be made by any voting member at the Annual Meeting.

Article XVI - Dissolution

Upon dissolution, or final liquidation, of COLAP, any remaining assets shall, after payment or making of provisions for payment of all lawful debts and liabilities of COLAP, be distributed to a non-profit successor organization or, if no such successor exists, to the New England Chapter of the North American Lake Management Society.