

# **Massachusetts Coalition of Lakes and Ponds, Inc. Bylaws**

## **Mission Statement**

The purpose of the Massachusetts Coalition of Lakes and Ponds, Inc. (MA COLAP) is to preserve, protect, maintain and enhance the environmental, aesthetic, and recreational values of lakes and ponds, and to promote sustainable watershed management, within the Commonwealth of Massachusetts.

## **Objectives**

Act as a liaison between state and local lake and pond associations.  
Promote the formation and activities of other non-profit lake and pond associations.  
Promote sustainable watershed ecology and management.  
Provide a unified voice for the benefit of lakes and ponds across Massachusetts.

## **Article I – Name and Location**

### ***Section 1. Name***

The name of the organization was formerly called Massachusetts Congress of Lake and Pond Associations, Inc. From this time forward, the organization will be named the Massachusetts Coalition of Lakes and Ponds, Inc. Hereafter Massachusetts Coalition of Lakes and Ponds, Inc. shall use MA COLAP as a practice or useful acronym.

### ***Section 2. Location***

The mailing address for MA COLAP shall be as follows:  
P.O. Box 6555  
Holliston, MA 01746

### ***Section 3. Incorporation***

MA COLAP shall be incorporated as a not-for-profit (501.c.3) membership corporation pursuant to the provisions of the laws of the Federal Government.

## **Article II – Not-For-Profit Purposes**

Use of MA COLAP funds is only for the purpose of accomplishing the objectives and purposes specified in its Mission Statement, Objectives, and these By-Laws. No part of net earnings, gains, or assets shall be distributed to the officers, directors, other private individuals, or for-profit organizations, except to pay reasonable compensation for services rendered.

## **Article III – Organizational Role**

MA COLAP serves as the liaison of statewide lake and pond associations and districts in the Commonwealth of Massachusetts. The affairs of MA COLAP shall be managed by the Board of Directors, (“the Board”).

## **Article IV – Membership Article**

### ***Section 1. Membership Categories***

The categories of membership are defined as follows:

#### **Individual Member** (Voting)

A lake or pond enthusiast, who may or may not be a member of a lake or pond association.

#### **Board of Director** (Voting)

An elected member of the MA COLAP Board of Directors.

#### **Student Member** (Voting)

A High School Student, College Student, or Recent Graduate, who has an interest in ecology and management of lakes and ponds and their watersheds.

#### **Lake or Pond Association** (Voting)

A lake or pond association located within Massachusetts.

#### **Corporate Member** (Non-Voting)

A contributing organization or company whose primary purpose is lake or pond management.

#### **Supporter** (Non-Voting)

A contributing organization or company who is not directly involved in lake or pond management, but has an interest in preserving and maintaining environmental resources.

### ***Section 2. Voting Members***

All voting members receive one vote to be used on matters discussed at the Annual Meeting and any Special Meetings.

Board of Directors, (“the Board”), receive one vote on matters discussed during Board of Directors Meetings.

### ***Section 3. Non-Voting Members***

All non-voting members can volunteer and participate in other MA COLAP activities deemed appropriate by the Board.

### ***Section 4. Services***

All categories of members shall be entitled to receive mailings, emails, newsletters, publications, and attend workshops and other educational functions that the organization holds.

## **Article V – Meetings of Membership**

### ***Section 1. Annual Meetings***

The Annual Meeting of the membership shall be held during the Spring at a date, time, and location fixed by the Board.

The purpose of Annual Meeting is to elect officers and directors, receive reports of officers and committees, and other business determined by the Board.

Special meeting may be held in lieu of annual meeting if Annual Meeting was not held in the above mentioned time.

***Section 2. Special Meetings***

A Special Meeting of the membership may be called at any time by a majority of the Board in order to address a time sensitive matter that requires the attention of all members.

***Section 3. Notice of Meetings***

A written notice (electronic or hard copy) of the place, date, and hour of Annual Meetings of the membership stating the purpose of the meeting shall be given to each member at least thirty (30) days before the meeting. A written notice (electronic or hard copy) of the place, date, and hour of Special Meetings of the membership stating the purpose of the meeting shall be given to each member at least ten (10) days before the meeting.

***Section 4. Quorums***

At any Annual or Special Meeting, a quorum will consist of any members present.

***Section 5. Voting***

Each Board Member, Lake/Pond Association, Individual Member, and Student Member is entitled to one vote at Annual or Special Meetings of the membership.

While all Annual and Special Meetings are open to the public, non-voting members and the public are prohibited from voting on MA COLAP matters.

Voting at any meeting will consist of raised hand or voice vote, unless otherwise directed by ballot or by the Board, or by a request of the majority of the members present.

***Section 6. Proxies***

Two types of proxy votes shall be allowed as follows:

1. Mailed in votes for the annual election of officers.
2. Hand carried proxies to vote at Annual or Special Meetings from voting members carried by other voting members.

Proxy votes must be received on or before an Annual or Special Meeting in order to be recognized.

**Article VI – Officers and The Board of Directors**

***Section 1. Powers***

The business of MA COLAP shall be managed by the Board. The Board may have or exercise all powers of MA COLAP except as otherwise designated to the membership through these bylaws.

## ***Section 2. Officers: Enumeration, Election, Term of Office***

The officers of MA COLAP shall include: President, Vice-President, Secretary, and Treasurer. Officer positions may be held either by members of the Board in good standing, MA COLAP members in good standing, or individuals deemed qualified by the Board.

Officers will be elected for a term of two years at the Annual Meeting. They can hold office in the same position for a maximum of two consecutive terms.

## ***Section 3. Duties of Officers***

### 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 MA COLAP.
- Shall represent the Board between Board meetings.
- Shall perform such other duties as pertain to office.
- Shall be responsible for appointing committees, and shall serve ex-officio on all standing committees.
- Shall be responsible for executing documents, deeds, leases, contracts, mortgages, bonds, notes, releases, drafts, and other obligations on behalf of MA COLAP with prior approval of the Board.

### Vice President

- Shall assist the President in the conduct of his or her duties.
- Shall, in the absence of the President, perform the duties of the President.
- Shall, in the absence of the Secretary at a meeting, perform the duties of the Secretary at that particular meeting.

### Secretary

- Shall serve as the Clerk of the corporation.
- Shall assume all powers/responsibilities of the President in the absence of both the President and Vice President.
- Shall assume all powers/responsibilities of the Treasurer in the absence of the Treasurer.
- Shall be responsible for timely filing of reports to the Commonwealth of Massachusetts.
- Shall be responsible for keeping roll call of those present at all meetings.
- Shall be responsible for keeping the Minutes at all meetings.
- Shall be the repository of all MA COLAP documents.

### Treasurer

- Shall be responsible for signing all checks, notes, and drafts drawn by MA COLAP.
- Shall have custody of cash, securities, and books of accounts of MA COLAP.
  - Said books shall be open at all times for inspection by the Board.

- Shall be responsible for developing the Annual Budget and securing the Budget for approval of the Board prior to presenting the Annual Budget for approval of the membership at the Annual Meeting.
- Shall be authorized to make payments in accordance with the approved Budget without further authorization.
  - Non-budgeted expenses must be approved by the Board prior to purchase or payment.
- Shall present a report of all expenditures at each meeting of the Board.
- Shall, within a reasonable period of time after receipt of funds, deposit all monies in the bank prescribed by the Board.
- Shall file required tax forms.
- Shall prepare an Annual Report for presentation to the membership at the Annual Meeting.
- Shall be given all funds collected on the behalf of MA COLAP by any member and shall be given all proceeds from activities of MA COLAP.
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***Section 4. Board of Directors: Enumeration, Election, Term of Office***

The Board shall consist of not less than nine (9) members including:

- The immediate past president.
  - If immediate past president prefers not to, or is unable to serve on the Board, an additional Board member shall be elected if necessary to bring the Board up to nine members.
- All elected officers of MA COLAP.
- At-large members of the Board, who do not have a list of specific duties, but assist the president and other elected officers of MA COLAP with their list of duties and special projects.

Board Members may be voted in either during any Annual or Special Meeting of the membership, or temporarily voted in at any of the board meetings held by the Board of Directors. If voted on at a board meeting, the new Board Member will act as a temporary Board Member until they are officially voted in at the next following Annual Meeting of the membership. They will hold all of the same powers granted to the Board of Director during their temporary status.

Board Members will serve for a term of three years. Each Board Member may continue to renew their position at the Annual Meeting. There is no limit on the number of terms a Board Member may serve.

***Section 5. Meetings***

The Board shall meet at least four (4) times annually. Meetings may be held at such times and places as determined by the Board, provided that forty-eight-hour (48 hour) notice is given to each Board Member.

Special Meetings of the Board may be called by the President with as little as twenty-four-hour (24 hour) notice, when necessary.

***Section 6. Quorums***

A quorum shall consist of the majority of the Board present at any meeting of the Board (no minimums necessary).

***Section 7. Resignations, Removal, 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 of the resignation letter 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, shall be filled by the Board and persons chosen shall serve until the term expires.

**Article VII – Other Staff**

The Board may employ any qualified person or persons to serve part-time or full time as the need arises to provide a service to the organization. They shall be hired on a temporary basis. The staff 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.

**Article VIII - Committees**

There shall be an Executive Committee as follows. Additionally, the President may appoint other Committees as the need arises with the approval of the Board.

***Section 1. Executive Committee***

Shall be comprised of the officers identified above (President, Vice President, Secretary, and Treasurer).

Shall be responsible for interim decision-making when necessary between meetings of the Board.

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 or video conference call shall be allowed.

***Section 2. Other Committees and Working Groups***

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

### ***Section 3. Limitations***

No committee or individual member of a committee may commit MA COLAP resources without prior approval of the Board.

### **Article IX – Indemnification of Officers and Directors**

Officers, members of the Board, and the other MA COLAP personnel shall not be personally liable for the debts, liabilities, or other obligations of MA COLAP.

### **Article X - Dues**

The dues structure for the upcoming year, proposed by the Board, shall be presented to the membership for approval at the Annual Meeting.

Dues will be made payable to Massachusetts Coalition of Lakes and Ponds.

The dues record of the membership will be examined at least once a year two months prior to the Annual Meeting.

Any member who has not paid in full will be notified. Complete payment must be received prior to the Annual Meeting. If payment is not received, the membership becomes inactive and any voting ability will be eliminated. The membership will become active again once payment is received, in which case, voting ability will be returned.

### **Article XI- Donations and Grants**

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

### **Article XII – Fiscal Year**

Commence on January 1 and terminate on December 31.

### **Article XIII – Parliamentary Authority**

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

### **Article XIV - Amendments**

Amendments to these Bylaws shall be made as follows:

#### **Amendments by the Membership**

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

- Receipt of a written proposal has been submitted as a petition to the Board signed by at least 10% of the voting membership at least ninety days (90) prior to the Annual Meeting.
- The reason for the proposed change must be placed in writing and presented with the petition by the person(s) offering the petition.
- Presentation of the above petition shall be made to the Officers and Board Members at least sixty (60) days prior to the Annual Meeting.

- The petition and the rationale shall be contained in the notice of the Annual Meeting of the membership.
- The petition shall be presented by the person(s) offering the petition at the Annual Meeting.
- The President, or another Officer, shall state the position of the Board with respect to the petition at the Annual Meeting after the presentation.
- The proposed amendment shall be accepted by a minimum two-thirds ( $\frac{2}{3}$ ) majority vote of the voting members present at the Annual Meeting.

#### Amendments by the Board

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

- The Board distributes proposed changes of the bylaws to all voting members at least sixty (60) days prior to the Annual Meeting. The Board may also distribute these proposed changes to non-voting members, though it is not required.
- At the Annual Meeting, the membership will have the opportunity to comment on the suggested changes,
- Following comment on the changes, voting members will vote to accept or deny the suggested changes.
- The amended bylaws will be accepted by a minimum of two-thirds ( $\frac{2}{3}$ ) majority vote of the voting members present at the Annual Meeting.

#### **Article XV - Dissolution**

Upon dissolution, or final liquidation, of MA COLAP, any remaining assets shall, after payment or making of provisions for payment of all lawful debts and liabilities of MA 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 (NEC NALMS).