

**BY-LAWS of the
OREGON LAKES ASSOCIATION**

Amended and Restated ~~November 2, 2014~~ December
xx, 2021

ARTICLE I

NAME

The name of this organization shall be the Oregon Lakes Association, hereinafter designated as the Association, and abbreviated "OLA" and is a State Affiliate of the North American Lake Management Society (NALMS).

ARTICLE II

GOAL

The Association shall promote the understanding, protection, and thoughtful management of lakes and their watershed ecosystems in Oregon.

ARTICLE III

OBJECTIVES

The objectives of the Association are to:

- ~~Monitor and assess the condition and use of Oregon lakes.~~
- Provide a means for education and for dissemination of information related to lake and watershed ecosystems management.
- Encourage, assist, and support the development of local, state, and national programs promoting lake and watershed protection, restoration and management.
- Foster communication and working relations among lake associations, local, state, national, and tribal government agencies, organizations, universities, consultants and individuals concerned with lake and watershed protection, restoration and management.
- Encourage the development of legislation and the enforcement of laws designed to protect lakes and watersheds.
- Promote and foster the formation of local lake associations and encourage all interested organizations and individuals to become actively involved in the Association.
- Encourage and assist monitoring and assessment of the condition and use of Oregon lakes.

ARTICLE IV

MEMBERSHIP

SECTION A. The membership of the Association shall consist of and be open to all individuals, families, institutions, corporations and organizations whose interests are consistent with the goal and objectives of the Association.

SECTION B. The Association shall have ~~six~~ four categories of voting membership as listed and generally defined below:

Individual - one person.

~~Family – a family.~~

~~Lake or Homeowner Association – a lake or homeowner organization.~~

~~Public/Not for Profit – lake or homeowner groups, organizations or agencies, tribes, municipalities, conservation organizations, and publicly-owned utilities. not for profit groups, organizations or agencies,~~

~~municipalities, conservation organizations and publicly-owned utilities.~~

~~For Profit Group Corporate~~ - organizations or corporations intended as profit-making entities.

Student - full time high school or university students.

~~Sustaining – individuals, organizations or corporations which have a dedicated interest in the activities and future of the Association and wish to contribute more dues than required under their appropriate membership category.~~

SECTION C. The annual membership dues for each of the membership categories shall be set by the Board of Directors and reviewed annually. Notice of any revisions to the membership dues shall be provided to the membership and published on the Association's website.

SECTION D. Memberships shall be for one year and begin on the date of a member's initial sign up. Member's renewal date shall be on the anniversary of their initial sign up. Dues are payable to the Oregon Lakes Association for deposit by the Treasurer into the OLA account.

ARTICLE V

BOARD OF DIRECTORS

SECTION A. The Association shall be managed by a Board of Directors, hereinafter designated as the Board, under such rules as the Board may determine, subject to the specific conditions of these By-laws. In addition, the Board shall be responsible for soliciting candidates for nominations for officers and shall periodically review and suggest revisions to the By-laws.

SECTION B. The Board shall consist of the President, Treasurer, Secretary, and a minimum of four (4) additional Directors. A Vice President, Past President, and Student Director shall be optional positions. ~~All officers shall be Directors of the Board.~~ The Board positions of President, Treasurer, Secretary, Past President, and Vice President shall be otherwise referred to as Officers and shall comprise the Association's Executive Committee. All Executive Committee members shall be elected from the membership of the Association. All Directors shall be members of the Association. ~~Any member of the Association, or an officer, director, member, partner, agent, or employee of a member, is eligible for election to the Executive Committee or to serve as an appointed Director.~~

SECTION C. The Board shall conduct Board Meetings at least every six months and shall also meet at the call of the President. At Board Meetings, a quorum shall consist of a majority of the Board members. All Board actions requiring a vote must be approved by a majority of the Board. Between meetings of the Board, the affairs of the Association shall be conducted by the Executive Committee.

SECTION D. The terms of all Board members shall be for two (2) years, excepting one (1) year for the Student Director, or until their successors are duly elected and qualified. Board members may succeed themselves. All Director positions are considered equal. Officer positions shall be held for no more than two (2) consecutive terms unless otherwise approved by the Board.

ARTICLE VI

DUTIES OF OFFICERS AND DIRECTORS

SECTION A. The PRESIDENT shall have general supervision of the affairs of the Association and shall preside at meetings of the Association and the Board. He/She/They shall serve on the conference committee, appoint the Chairs and members of all Committees, and may serve as an ex-officio member of any and all Committees. He/She/They shall see that all By-laws and any rules, regulations and policies as may be adopted by the Association and the Board are enforced. - He/She/They shall execute all contracts and other instruments which shall have been first approved by the Board. He/She/They shall be bonded if required by the Board in its sole discretion.

SECTION B. The TREASURER shall be responsible for the financial affairs of the Association. He/She/They shall receive all funds paid to the Association and shall pay all bills incurred by the Association, as authorized by the Board. - He/She/They shall make a report, including the audit or biannual review, at the Annual Meeting of the Association on the financial affairs of the Association.- He/She/They shall be bonded if required by the Board in its sole discretion, and shall perform such other duties as

may be assigned by the Board. The Treasurer's signature shall be required on all checks payable to the Association. All checks issued by the Association shall be signed by the Treasurer. All Association checks payable to the Treasurer must be co-signed by the President or have separate approval from the President. All Association funds shall be deposited to the credit of the Association in financial institutions approved by the Board. A review or audit of the Association's financial records shall be conducted periodically, based on the Board's judgment, by a qualified accountant or audit committee selected by the Board.

SECTION C. The SECRETARY shall prepare minutes of all Meetings of the Association and the Board. He/She/They shall maintain all permanent records of the Association, including minutes of Committee meetings. He/She/They shall maintain an accurate listing of members of the Association, and perform such other duties as may be assigned by the Board, shall develop an annual chapter report to NALMS, if requested, and shall serve as a member of the Communications Committee. The Secretary shall preside at meetings of the Association and the Board in the absence or vacancy of the President and Vice President, if any.

SECTION D. The PAST PRESIDENT, if the office is filled, shall serve on the Board as parliamentarian, and as President in absence of both the President and the Vice President. He/She/They shall serve as an OLA liaison promoting the Association to other organizations. He/She/They shall also serve as the Chair of the Nominating Committee developing slates of candidates for Directors and Board positions. In the event of his/hers/their resignation, the Board may reappoint a previous Past President to serve the remainder of the term.

SECTION E. The VICE PRESIDENT shall act for the President in the President's absence. He/She/They shall also serve as the Conference Committee Chair or in consultation with the Board appoint a suitable replacement.

SECTION F. The DIRECTORS shall strive to achieve the goals and objectives of the Association. Each Director shall be responsible for preparation and presentation of pertinent lake and watershed management topics for Board consideration and shall act upon the business of the Board in a thoughtful and conscientious manner. Directors are expected to take an active role in the promotion and development of the Association.

SECTION G. The STUDENT DIRECTOR will serve in the same manner as other DIRECTORS, but with a focus on promoting student involvement with the Association and with a 1-year term.

SECTION H. Regular attendance at Board and Association meetings by all Officers and Directors and furtherance of OLA's goals and objectives is expected. Board members not serving in the best interest of the organization may be removed from the Board based on a 2/3 majority vote of the Board.

ARTICLE VII

COMMITTEES

SECTION A. Standing committees of the Association shall be a can

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a Communications Committee (newsletter, website, membership and social media), a Conference Committee, a Scholarship and Outreach Committee, ~~a Nominating Committee~~, and other such Committees as the Board may see fit to establish. The Committee Chairs and members shall be appointed by the President in consultation with the Board of Directors and they shall endeavor to secure a representative cross-section of the Association membership on the Committees. Any Association member may request to serve on any Committee. Members of Standing Committees and other established committees shall serve until the end of the Board's term and shall be eligible for reappointment. A Director must serve on any Committee to which the Board delegates decision-making authority on behalf of the Board.

SECTION B. The President may establish and appoint a special advisory committee having regard only to its competence on the special subject and without regard to membership in the Association.

SECTION C. No committee may expend Association funds without authorization by the Board unless so authorized by the Board by resolution.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

SECTION A. Nominations for Officers and potential appointments for Directors for the following year may be received by the Board ~~no more than ninety (90) days before the Annual Meeting of the Association or may be made from the floor prior to the vote, typically~~ at the Annual Meeting. The Board shall notify members of its nominations. The Board may nominate one or more candidates for each office to be filled. Each candidate must be a member of the Association, ~~or an officer, director, member, partner, agent, or employee of a member.~~

SECTION B. Officers shall be elected by a plurality vote of the Association members voting as provided in Article XI below or as follows: A vacancy of one or more of the officers which may occur during the year may be filled on an interim basis by majority vote of the Board. Such election shall only stand until the next association wide election at which time the officer position(s) shall be elected by a plurality of the vote of the Association members as provided in Article XI below.

SECTION C. Directors will be appointed by the Board drawing from the general membership. Consideration for appointment should include but not be limited to: ability to assist in attainment of OLA's goals and objectives; representation of lake or homeowner associations; statewide and regional representation; representation of differing sizes and types of lakes; representation for types of issues that OLA is facing.

SECTION D. Each Association membership (e.g., individual, non-profit organization, etc.) shall have only one (1) vote, regardless of how many other individuals or groups that membership may represent. It is incumbent upon each group and organization that is a member of the Association to determine on its own how to exercise its single voting privilege.

SECTION E. The Board of Directors proposes Officers for confirmation by vote of the membership annually. Association members may cast one (1) vote for one (1) candidate under each Officer position. In the case of a tie vote, the outgoing Board will vote to determine who will fill the position. The Slate of Officers and Directors for the coming year will be announced following the vote.

ARTICLE IX

VACANCIES

Vacancies for ~~all~~ unexpired terms of the Board, whether for officers or directors, shall be filled by an appointment by the Board.

ARTICLE X

COMPENSATION

The Board shall serve without pay but may be reimbursed actual expenses while conducting Association business providing that these expenses receive authorization from the Board. Required expenditures for bonding of the President and the Treasurer shall be paid by the Association.

ARTICLE XI

MEETINGS OF THE ASSOCIATION

SECTION A. An Annual Meeting of the Association shall be held at a time and place approved by the Board. ~~The Secretary shall give a~~ At least thirty (30) days notice of the Annual Meeting shall be given to the Association membership.

SECTION B. Special Meetings shall be called by the President upon written petition of not less than twenty percent (20%) of the Association members or may be called at the Board's discretion. No business may be transacted at a Special Meeting other than that stated in the call. The Secretary shall give members at least fifteen (15) days notice of all Special Meetings.

SECTION C. A quorum at any authorized Association meeting shall consist of the members present, but shall not consist of less than twenty percent (20%) of the Association's membership.

SECTION D. VOTING.

D.1 _ Casting of Votes and Consents. The voting rights or consent of a member may be cast in person at a meeting of the Association or, at the discretion of the Board of Directors, by proxy in accordance with paragraph (D.2) of this Section, by absentee ballot in accordance with paragraph (D.3) of this Section, by written ballot in accordance with paragraph (D.4) of this Section, or by any other method specified in these Bylaws or the Oregon Nonprofit Corporation Act.

D.2 Proxies. A proxy must be dated and signed by the member, is not valid if it is undated or purports to be revocable without notice, and terminates one year after its date unless the proxy specifies a shorter term. The Board may not require that a proxy be on a form prescribed by the board. A member may not revoke a proxy given pursuant to this paragraph except by actual notice of revocation to the person presiding over a meeting of the Association or to the Board if a vote is being conducted by written ballot in lieu of a meeting. A copy of a proxy in compliance with this paragraph provided to the Association by facsimile, electronic mail or other means of electronic communication utilized by the Board is valid.

D.3 Absentee Ballots. An absentee ballot, if authorized by the Board, shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by absentee ballot shall include instructions for delivery of the completed absentee ballot, including the delivery location and instructions about whether the ballot may be canceled if the ballot has been delivered according to the instructions. An absentee ballot shall be counted as a member present for the purpose of establishing a quorum. Even if an absentee ballot has been delivered by a member, the member may vote in person at a meeting if the member has returned the absentee ballot and canceled the absentee ballot, if cancellation is permitted in the instructions given under this paragraph.

D.4 Ballot Meetings. At the discretion of the Board, any action that may be taken at any annual, regular or special meeting of the Association may be taken without a meeting by written ballot to the extent and in the manner provided in the Oregon Nonprofit Corporation Act.

D.5 Electronic Ballots. To the extent authorized by the Board and permitted by the Oregon Nonprofit Corporation Act, any vote, approval or consent of a member maybe given by electronic ballot.

ARTICLE XII

RULE OF ORDER

All members of the Association and the Board shall be conducted in accordance with the latest edition of "Robert's Rules of Order, Revised", except where there are conflicts with these By-laws.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Association shall end on December 31st of each year.

ARTICLE XIV

NOT FOR PROFIT STATUS

The Association shall be organized as a not-for-profit corporation in accordance with the Oregon Nonprofit Corporation Law, Chapter 65 of the Oregon Revised Code and Section 501 (c)(3) of the United States Internal Revenue Code (the "Code"), or other tax exempt status under the Code as may succeed to such section or as the Board deems appropriate.

ARTICLE XV

DISSOLUTION

The Association may be dissolved by a two-thirds (2/3) vote of all members through mail balloting. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or non-profit organization whose purpose is consistent with OLA.

ARTICLE XVI

Liability and Indemnification of Directors and Officers

SECTION A. A member of the Board or an officer of the Association shall not be liable to the Association, any member, or any third party for any damage, loss or prejudice suffered or claimed on account of any action or failure to act in the performance of his or her duties as long as the individual acted in good faith, believed that the conduct was in the best interest of the Association, or at least was not opposed to its best interests, and in the case of criminal proceedings, had reason to believe the conduct was lawful.

SECTION B. If any member of the Board or any Officer of the Association is threatened with or made a party to any proceeding because the individual was or is a Director or Officer of the Association, the Association shall defend the individual against such claims and indemnify the individual against liability and expenses incurred to the maximum extent permitted by law.

ARTICLE XVII AMENDMENT

PROCEDURES

SECTION A. Amendments to these By-laws may be initiated through a majority of the Board, or its Executive Committee, or by written petition of at least twenty percent (20%) of the members of the Association. Proposed amendments shall then be

considered by the Board, which may make a report and recommendation to the membership.

SECTION B. These By-laws may be amended by two-thirds (2/3) of the members voting at any Meeting of the Association which has been duly authorized by the Board. If a notice of the By-law amendments was provided to members at least thirty (30) days prior to the Meeting, then a majority of those voting at such Meeting shall be required to adopt amendments.

SECTION C. These By-laws may be amended by a referendum prepared by the Board. The referendum shall include a brief explanation of the need for the proposed amendments, and a copy of the affected By-laws ARTICLE(s) which clearly shows both the original wording and the proposed additions or changes. Ballots shall be made available to all Association members, and shall be returned no later than thirty (30) days after distribution. A majority of those voting shall be required to adopt the amendments.

These By-laws have been amended according to Section XVII of the By-laws of the Oregon Lakes Association, effective ~~November 2, 2011~~ December xx, 2021.

Date: _____

~~Andrew Schaedel~~ Theo Dreher, President

Date: _____

~~Karen Font Williams~~ Lara Jansen, Secretary