

Adopted April 19, 1986  
Amended May 23, 1989  
Amended April 18, 1996  
Amended May 1, 1997  
Amended February 2, 2002  
Amended November 13, 2007

**BY-LAWS  
of the  
OHIO LAKE MANAGEMENT SOCIETY**

**ARTICLE I. NAME.** The name of this organization shall be the Ohio Lake Management Society, hereinafter designated as the Society and abbreviated "OLMS."

**ARTICLE II. PURPOSE.** The purpose of the Society shall be to promote understanding and comprehensive management of lakes and reservoirs and their watersheds.

**ARTICLE III. OBJECTIVES.** The objectives of the Society are to:

- \* Promote and provide a forum for sharing of information and experiences on scientific, administrative, legal and financial aspects of lake and watershed management.
- \* Foster the development of local lake restoration and protection programs in accordance with appropriate management strategies and techniques.
- \* Encourage support and development of local, state and national programs, policies and legislation promoting lake and watershed management.
- \* Encourage the cooperation and interaction of organizations, agencies, units of government, and individuals concerned with lake and watershed improvement and protection.
- \* Encourage development and enforcement of laws and legislation designed to protect lakes and watersheds.

**ARTICLE IV. MEMBERSHIP**

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

SECTION B. The Society shall have seven categories of membership as listed and generally defined below:

INDIVIDUAL – a single individual entitled to full benefits of membership.

ORGANIZATIONAL/CORPORATE – organizations or corporations, intended as profit-making entities, which have an interest in lake and watershed management.

SUSTAINING – Any groups, organizations, or agencies, such as lake associations, municipalities, conservation organizations, utilities and government agencies entitled to full benefits of membership.

STUDENT – Full-time high school or university student entitled to full benefits of membership.

EMERITUS – Must be 65 years of age with five years membership in the Society or be approved by the executive board entitled to full benefits of membership.

CITIZEN/PUBLIC – citizens, public/not for profit groups, organizations, or agencies such as lake associations, municipalities, conservation organizations, and publicly owned utilities and government agencies. Benefits are limited to newsletters and mail or email announcements.

LIFE – individuals, organizations, or corporations which have a dedicated interest in the activities of the Society, and wish to invest in the future of the Society entitles to full benefits of membership.

SECTION C. The membership year of the Society shall end on December 31st of each year.

## **ARTICLE V. BOARD OF DIRECTORS**

SECTION A. The affairs of the Society 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.

SECTION B. The Board shall consist of the President, President-Elect, Treasurer, Secretary, Past President, and four (4) Directors. The Board positions of President, President-Elect, Treasurer and Secretary shall be otherwise referred to as Officers and together with the Past President, shall comprise the Society's Executive Committee. All Board members shall be elected from the membership of the Society. All Society members are eligible for election to the Board.

SECTION C. The Board shall conduct Board Meetings at least quarterly, and shall also meet at the call of the President. At meetings of the Board, a quorum shall consist of a majority of its members.

SECTION D. The terms of the Executive Committee Board members except the Treasurer shall be for one (1) year beginning at the adjournment of each Annual Meeting of the Society, and continuing until the adjournment of the following year's Annual Meeting of the Society, or until their successors are duly elected and qualified. The term of the Treasurer shall also be for one (1) year but shall begin three (3) months following the adjournment of the Annual Meeting of the Society. The Treasurer and Secretary may succeed themselves but may not serve consecutively in the same position for more than five (5) terms. The terms of the Directors shall be for two (2) years beginning at the adjournment of each Annual Meeting of the Society, and continuing until the adjournment of the second following year's Annual Meeting of the Society, or until their successors are duly elected and qualified. The President and the Directors may not succeed themselves, All Director positions are considered equal. Directors shall be elected on a rotating basis. Two directors shall be elected each year to serve a two (2) year term.

SECTION E. Between meetings of the Board, the affairs of the Society shall be conducted by the Officers and the Past President as the Executive Committee.

SECTION F. In the first election and continuing until the Board position of Past President is occupied, a total of five (5) Directors shall be elected by the membership. The Director receiving the most votes on the election ballot will be a member of the Executive Committee, thereby filling the vacant Past President position. In the first election the Directors receiving the second and third most votes on the election ballot will serve the first full two (2) year Directors' terms.

SECTION G. The Board of Directors shall be responsible for arranging an independent annual audit of the financial records of the Society.

## **ARTICLE VI. DUTIES OF OFFICERS AND DIRECTORS**

SECTION A. The PRESIDENT shall have general supervision of the affairs of the Society. He/she shall appoint the Chairs and members of the Committees, and may serve as an *ex officio* member of any and all Committees. He/she shall see that all By-laws and any rules, regulations and policies as may be adopted by the Society and the Board are enforced. He/she shall execute all contracts and other instruments which shall have been first approved by the Board. He/she shall be bonded as required by the Board.

SECTION B. The PRESIDENT-ELECT shall assist the President and shall preside at meetings of the Society and the Board in the absence or vacancy of the President and

may serve as an *ex officio* member of any and all Committees. He/she shall perform such other duties as may be assigned by the Board and/or President.

SECTION C. The TREASURER shall be responsible for the financial affairs of the Society. He/she shall receive all funds paid to the Society and shall pay all bills incurred by the Society, as authorized by the Board. He/she shall make a report at the Annual Meeting of the Society on the financial affairs of the Society. He/she shall be bonded as required by the Board 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 Society. All checks issued by the Society shall be signed by the Treasurer. All Society checks payable to the Treasurer must be co-signed by the President. All Society funds shall be deposited to the credit of the Society in financial institutions approved by the Board.

SECTION D. The SECRETARY shall prepare minutes of all meetings of the Society and the Board. He/she shall maintain all permanent records of the Society, including minutes of Committee meetings, and shall transfer copies of those records on a regular basis to the OLMS office for permanent storage. He/she shall maintain an accurate listing of members of the Society, and shall perform such other duties as may be assigned by the Board and/or President.

SECTION E. The PAST PRESIDENT shall serve on the Board for one year following his/her term as President. In the event of his/her resignation, the Board may reappoint the previous Past President to serve the remainder of the term.

SECTION F. The DIRECTORS, generally, shall strive to achieve the objectives of the Society. 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 Society. Each Director shall serve as a liaison for approximately a quadrant of the state of Ohio, a specific area assigned by the Board. Directors are not required to reside within the quadrant he/she serves.

SECTION G. Regular attendance at Board and Society meetings by all Officers and Directors is expected. Two or more absences from OLMS Board meetings and/or non-feasance of the duties described in previous sections shall be grounds for removal from office.

SECTION H. Removal from office shall follow these steps: at a regular or special board meeting, called by certified mail, the delinquent board member shall have the opportunity to defend himself or herself. A written, but anonymous ballot of the other board members shall be taken and a unanimous vote of the board shall be required to effect immediate removal.

## **ARTICLE VII. COMMITTEES**

SECTION A. Standing committees of the Society shall be Nominating Committee, Publications Committee, a By-laws and Policy Committee, a Membership Committee, a Conference Committee, an Awards Committee and such other 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 Society membership on the Committees. Members of the Standing Committees shall serve until the end of the Board's term and shall be eligible for reappointment.

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 on the Society.

SECTION C. No committee may expend Society funds without authorization by the Board.

## **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

SECTION A. Nominations for Officers and Directors for the following year shall be received by the Nominating Committee at least sixty (60) days before the Annual Meeting of the Society. The Committee shall submit a ballot including its nominations to the membership of the Society. The Committee may nominate one or more candidates for each office to be filled. All candidates must be an individual member or the official designated representative of a group or organization member of the Society. Candidates for Officers and Director must reside or have their primary place of business in the state of Ohio.

SECTION B. Officers shall be elected by a plurality vote of Society members voting.

SECTION C. The two (2) Directors shall be elected as those two (2) candidates receiving the most votes from among the Director Candidates.

SECTION D. Each Society member shall be considered as only one (1) voting membership, regardless of how many other individuals or groups a member may represent. It is incumbent upon each group and organization which is a member of the Society to determine on its own how to exercise its single voting privilege.

SECTION E. Ballots shall be mailed to all members at least forty-five (45) days before the Annual Meeting of the Society, and shall be returned to the Chair of the Nominating Committee at least five (5) days before the date and time of the call-to-order of the Annual Meeting.

SECTION F. Society members may cast one (1) vote for one (1) candidate under each Officer position. Members may cast one (1) vote each for two (2) different Director candidates. Ballots will provide space for a write-in candidate for each Board position. In the case of a tie vote, the outgoing Board will vote to determine who will fill the position.

**ARTICLE IX. VACANCIES.** Vacancies for all unexpired terms of the Board shall be filled by a majority vote of the Board.

**ARTICLE X. COMPENSATION.** The Board shall serve without pay but may be reimbursed for actual expenses while conducting Society business, providing that these expenses received authorization from the Board. Required expenditures for bonding of the President and Treasurer shall be paid by the Society.

**ARTICLE XI. MEETINGS OF THE SOCIETY.**

SECTION A. An Annual Meeting of the Society shall be held at a time and place approved by the Board. The Secretary shall give at least sixty (60) days notice of the Annual Meeting to the Society membership.

SECTION B. Special meetings shall be called by the President upon written petition of not less than twenty percent (20%) of the Society members, or may be called when in the opinion of the Board there is business which should be brought before the membership for action prior to the next regular meeting. No business may be transacted at the Special Meeting other than that stated in the call. The Secretary shall give members at least fifteen (15) day notice of all special meetings.

SECTION C. A quorum at any authorized Society meeting shall consist of the members present, but shall not consist of less than ten percent (10%) of the Society's membership.

**ARTICLE XII. RULES OF ORDER.** All Meetings of the Society and the Board shall be conducted in accordance with the latest edition of "Robert's Rules of Orders," except where such conflicts with these By-laws.

**ARTICLE XIII. FISCAL YEAR.** The fiscal year of the Society shall end on December 31st of each year.

**ARTICLE XIV. NOT FOR PROFIT STATUS.** The Society shall be organized as a not for profit corporation in accordance with the Ohio Nonprofit Corporation Law,

Chapter 1702 of the Ohio Revised Code and Section 501(c)(3) of the United States Internal Revenue Code.

**ARTICLE XV. DISSOLUTION.** The Society may be dissolved by a two-thirds (2/3) vote of all members through mail balloting. Upon 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, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XVI. LIABILITY.**

SECTION A. It is implicitly understood that the Society assumes no responsibility or liability for the well-being of any member or representative of a member attending, managing, or participating in meetings or other functions of the Society.

SECTION B. No officer or Director, former Officer or Director, nor any authorized agent of the Society shall be liable in any manner to the Society or any person or group for any loss or damage sustained as a result of action taken or omitted to be taken by said Officer, Director, or agent in good faith, if he/she exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs.

**ARTICLE XVII. AMENDMENT PROCEDURES.**

SECTION A. Amendments to these By-laws may be initiated by the By-law Committee, by a majority of the Board or its Executive Committee, or by written petition of at least ten percent (10%) of the members of the Society. Proposed amendments shall then be considered by the By-laws Committee, which will make a report and recommendation to the membership at the next meeting of the Society which has been authorized by the Board.

SECTION B. These By-laws may be amended by two-thirds (2/3) of the members voting at any Meeting of the Society which has been authorized by the Board unless a notice of the by-law amendments was provided to members at least sixty (60) days prior to the meeting, then a majority of those voting shall be required to adopted amendments.