

"The Voice of Lake Murray"



Association
Established 1994

CONSTITUTION and BYLAWS

February 26 2014

Article I - NAME

The name of this association shall be the Lake Murray Association Incorporated hereinafter designated the Association and abbreviated LMA. The corporation Charter Number is 944-012355BC.

Article II - PURPOSE

This Association is organized exclusively for educational and scientific purposes.

It shall operate to:

- * Provide education and communication for its membership and the general public in matters of the protection, **and** safety and use of the waters of Lake Murray.
- * Provide constructive and friendly association, mutual understanding and cooperation among parties interested in the well-being of Lake Murray.
- * Insure the continued use and viability of Lake Murray for public recreational purposes.
- * Provide a means of representation for its membership on issues that pertain to the development and management of Lake Murray.

* Encourage a community spirit for resident businesses and other groups associated with Lake Murray.

Article III - OBJECTIVES

The objectives of the Association include, but are not limited to, the following:

- To sponsor meetings with informative programs including speakers who have relevant and diverse interest in Lake Murray.
- To provide information to LMA member on the status of current issues and events concerning Lake Murray through the publication of a newsletter and various means of electronic communication.
- To address issues including shoreline and watershed management, recreation, water usage, legislative issues, testing for water quality and boating safety.

Article IV - NONPROFIT

No part of the net earnings of The Lake Murray Association, Inc. shall inure to the benefit of, or be **D**istributed to its members, trustees, officers, or other private persons, except that the corporation **S**hall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or reimbursements in furtherance of the purposes set forth in Article II hereof.

Article V - OFFICERS AND DIRECTORS

Section A. The business of the Association shall be managed by a Board of Directors, hereinafter designated as the Board, under the rules and policies determined by the Board.

Section B. The Board shall consist of the President, Vice President, Secretary(s), Treasurer and Directors.

Section C. The number of Board Members shall not be more than thirty-two (32) at any time. Ex officio Board members are not included in these limitations.

Section D. The Board positions of President, Vice President(s), Secretary(s) and Treasurer shall be referred to as Officers and shall comprise the Executive Committee of the Board. The officers of the Association will be elected by the Board of Directors. Nominees for Officer Positions shall have demonstrated a willingness and ability to promote and develop the Association. All Association members are eligible for election to the Board and may be nominated by a member of the Board or from the membership at large.

Section E. The Board of Directors shall be responsible for arranging a review of the financial records of the Association on an annual basis. The results of the review will be reported to the membership.

Section F. Regular attendance at Board and Association meetings by all Officers and Directors is expected. In the event of a Board member's absence at three (3) consecutive Board meetings, the Board may declare the absent Board member's position vacant. The board, at its discretion, may fill the vacancy with an active member upon the approval of a majority of the Board members. The term for Board positions filled in this manner shall be for the remainder of the previous Board member's term.

Article VI - DUTIES OF OFFICERS AND DIRECTORS

Section A. The President shall have general supervision of the business of the Association, and shall, in consultation with the Board of Directors, appoint the Chairs of all committees. The President may serve ~~Aas~~ as an ex-officio member of Association committees. The President shall see that all Bylaws and/or rules regulations, or policies adopted by the Association or the Board are followed. The President shall Execute all contracts and other instruments which have been approved by the Board. The President shall serve as the Chair of the Board of Directors. The President, upon completion of the two year term shall serve as an ex-officio, non-voting Board member for a period of one (1) year. If, however, the Past President has not completed two years on the Board, the Past President shall complete the balance of the term with all rights and privileges, to include voting, until the two year term is completed.

Section B. The Vice President(s) shall assist the President and shall preside at meetings of the Association and the Board in the absence of the President or in the event of a vacancy in the position of President. The Vice Presidents may serve as ex-officio members of any and all committees and shall ~~P~~perform such other duties as assigned by the President or Board.

Section C. The Treasurer shall be responsible for financial transactions. All checks issued by the Association shall be supported by appropriate documentation and signed by the Treasurer.

Expenditures above \$1,000.00 shall be pre-approved by the Board. **The Treasurer shall: (1) deposit all funds in a bank or banks approved by the Board, (2) submit a written financial**

report to the Board and the membership on an annual basis, and (3) prepare special reports as requested by the Board.

Section D. The Secretary(s) shall: (1) conduct the correspondence of the Association; (2) issue notices of and prepare minutes of all meetings of the Association and Board; (3) be custodian of the Association's records; (4) maintain a roster of the membership of the Association; (5) become the association's registered office agent handling the collection and distribution of incoming mail; and (6) collect incoming renewal funds and turn them over to the Treasurer for deposit. The Secretary(s) shall perform other duties as assigned by the President or the Board. These duties may be discharged by one Individual or may be divided among two or more individuals that share the title of Secretary.

Section E. The Directors shall be responsible for achieving the objectives of the Association through the **P**preparation and presentation of pertinent topics for Board and membership consideration, acting upon **T**the business of the Board in conscientious manner and taking an active role in the promotion and development of the Association.

Section F. Vacancies for all unexpired terms of the Board may be filled by majority vote of the Board.

Article VII - MAILING ADDRESS

The Association shall have and shall continuously maintain in the State of South Carolina a registered Agent for that mailing address, as required by South Carolina Non-profit Corporation

Article VIII - AMENDMENTS

Section A. Members of the Association may propose amendments to the Constitution and By-laws in writing to the Executive Committee.

Section B. Proposed amendments shall be considered by the Executive Committee which shall make **R**recommendations to the Board of Directors. Proposed Amendments shall then be submitted to the Membership. Upon approval of the Board, the amendment will be voted upon by the membership.

Section C. Upon receipt of a simple majority of those voting, the amendment is approved

Article IX - MEMBERSHIP

Section A. The association shall have two membership categories — Family and Affiliate.

Family membership is available for individuals who have interest in the lake. Family members shall be voting members.

Affiliate members may be civic or non-profit organizations; clubs and activities; businesses; or government agencies or governing bodies. Affiliate member shall be voting members with one vote and shall have all other privileges of membership.

Section B. Any Family or Affiliate member in good standing (meaning not delinquent in dues) shall be entitled to all privileges and voting rights as follows: Family-one (1) vote; Affiliate-one (1) vote.

BYLAWS

Article I - DUES

Section A. The annual dues for each member of the Association are payable in advance. Initial notification of annual dues will be by LMA Newsletter. If a member fails to pay the dues within 30 days after notification, one additional written notice will be sent by the Treasurer as a reminder that dues are past due. If payment is not received within 30 days of the second notice, membership in the Association will be terminated

Section B. The dues structure shall be governed by the Board of Directors and reviewed annually by the Board in consultation with the Treasurer. Recommendations for change shall be approved by a majority of the Board. Approved changes shall be put into effect the first of the next fiscal year.

Section C. The fiscal year of the Association shall commence on the 1st day of January and shall end on ~~T~~the 31st day of December.

Article II - COMMITTEES

Section A. Appointment and Authority: The President, with the concurrence of the Board of Directors, shall appoint all standing committees and committee chairs, and may from time to time appoint such ad-hoc committees and their Chairs as deemed necessary.

Section B. Executive Committee: The Executive Committee shall consist of the President, Vice President(s), Secretary(s), Treasurer, and the most recent Past President (Ex Officio). In the event of an urgent matter, the Executive Committee may address the matter by a poll of the Board of Directors. Three members shall constitute a quorum for the transaction of **Bbusiness**. Meetings may be called by the President or by two members of the Executive Committee.

Section C. Nominating Committee: The Nominating Committee shall consist of four (4) to six (6) Board Members. The Chair and members shall be appointed by the President and approved by the Board.

Article III - LIABILITY

Section A. Limitation of Authority: No action by any Director or Member of the Association shall be **Bbinding** upon or constitute an expression of the policy of the Lake Murray Association, Inc. until it shall have been approved or ratified by the Board of Directors.

Section B. It is understood that the Association 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 Association.

Section C. No Officer or Director, former Officer or Director, or any authorized agent of the Association shall be liable in any manner to the Association 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 or she exercised or used the same degree of care and skill as a prudent person would have exercised or **Used** under the same circumstances in the conduct of his or her affairs.

Article IV - TERMS, NOMINATIONS AND ELECTIONS

Section A. Terms for Directors will normally be two (2) years. The terms for the President, Vice President(s), Secretary(s), and Treasurer shall be two years.

Section B. Where possible, Directors shall be nominated so that there will be representation from the four counties around Lake Murray. Directors shall serve two (2) year terms.

Section C. Elections: Nominations for Directors will be proposed by the Nominating Committee. The proposed nominations will be submitted to the membership for their vote. The Directors shall be elected by a majority of the votes cast.

Section D. Nominations: Any member who would like to nominate someone, including themselves, as a Director should contact the Recording Secretary of the Association so his or her name can be **Ssubmitted** to the Nominating Committee for review

Article V - MEETINGS

Section A. Meetings: The Board shall conduct Board meetings at least six (6) times per year and shall also meet at the call of the President. A quorum shall consist of a majority of those in filled positions of the Board. Meetings of the Board shall be open for attendance by any member of the Association.

Section B. Semi-Annual Meetings: The Association shall conduct semi-annual and regular meetings as necessary to carry on the business of the Association.

Article VI - RULES OF ORDER

All meetings of the Board and/or Association shall be conducted in accordance with the latest edition of "Roberts Rules of Order."

Article VII - DISSOLUTION

The Association may be dissolved at any time by a majority vote of the membership and by due process as provided by the laws of the State of South Carolina relating to such matters. Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the measures of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of 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 a Court of Competent jurisdiction 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.