

# ***LGA – 2023 Proposed Bylaws Changes***

## **BYLAWS OF THE LAKE GASTON ASSOCIATION, INCORPORATED**

June 14, 2003 (revised) - June 12, 2004 (revised) - June 9, 2007 (revised) - June 13, 2009 (revised) - June 11, 2011 (revised)

### **ARTICLE 1 – GENERAL**

#### **Section 1**

This organization is Incorporated under the laws of the State of North Carolina and shall be known as the Lake Gaston Association, Inc. (Hereinafter the "LGA). It shall be a nonprofit, nonpartisan, and nonsectarian organization.

#### **Section 2**

The LGA is organized to further the long-range good and general welfare of the property owners of the Lake Gaston area. The LGA shall encourage all property owners to become LGA members. The LGA shall be involved in projects which promote safety, maintain the natural environment, support aquatic weed management, and participate in local government programs that work toward the economic and social benefit of the property owners and others as deemed necessary by the Board of Directors.

### **ARTICLE II - MEMBERSHIP**

#### **Section 1 - Eligibility**

Any property owner having an interest in the objectives and/or projects of the LGA (Article I, Section 2) shall be eligible for membership.

#### **Section 2 - Application**

Application for membership shall be in writing, on forms provided for that purpose. Any applicant(s) shall become a member upon payment of the regularly scheduled dues as provided in Article II, Section 3.

#### **Section 3 - Dues**

A. Membership dues shall be at such rates, schedules, or formula as may be, from time to time, prescribed by the Board of Directors. Annual dues must be paid to be a "Member in Good Standing".

B. Each membership shall include all adults within the household.

C. Dues will be refunded upon written request of the member and subsequent approval of the Board of Directors.

#### **Section 4 - Limitations on use of Membership Lists**

Without the prior written consent of the Board of Directors, the membership list or any part thereof shall not be used to solicit money or property, for any commercial purpose, or sold to or purchased by any person or group.

### **ARTICLE III - MEMBERSHIP MEETINGS**

#### **Section 1 - Annual Membership Meetings**

A. The Annual Membership meeting shall be on a Saturday in June. The date, time, and place of the Annual Membership Meeting shall be fixed by the Board of Directors, and notice thereof shall be ~~mailed~~ (Insert: transmitted) to each member at least thirty days before the Meeting. ~~Each member present, in Good Standing,~~

~~shall have the right to vote at this meeting.~~ (Insert: The membership shall vote on the appointment of directors, and changes to by-laws.)

**B.** Any member wishing to make a presentation to the membership shall submit a written request and topic Statement to the Vice President at least ten days prior to this meeting.

**C.** A list of Members in Good Standing shall be checked off as members enter the Annual Membership Meeting.

### **Section 2 - Additional Meetings**

Special meeting(s) of the membership of the LGA, other than the regularly scheduled Annual Membership Meeting, may be called by the President of the Board of Directors at any time with thirty days' notice. (Insert: The regular Monthly Membership meeting will be held every month on the first Wednesday at 9:30 a.m. Other regular or standard meetings may be established by the Board of Directors.)

### **Section 3 - Quorums**

**A.** At any duly called Annual Membership Meeting, those members present Shall constitute a quorum.

**B.** At any duly called Special Membership Meeting(s), those members present shall constitute a quorum.

### **Section 4 – Manner of Acting**

Except as otherwise provided in these Bylaws, the act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is present at the commencement of a Board meeting, the validity of the acts of the Board at that meeting cannot be defeated if the number of Directors thereafter present is reduced below the number which constitutes a quorum.

### **Section 5 – Presumption of Assent**

A member of the Board of Directors of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### **Section 6 – Informal Action by Directors**

Action taken by a majority of the Board of Directors without a meeting is nevertheless Board of Director's action if written consent to the action in question is signed by all the members of the Board of Directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken. A consent signed under this section has the effect of a meeting vote and may be recorded as such in any document. A Director's consent to action taken without meeting or revocation thereof may be in electronic form and delivered by electronic means.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **Section 1 – Composition of the Board of Directors**

The Board of Directors (Hereinafter the "Board") shall be composed of not more than twenty-five Directors, four members from each county bordering Lake Gaston, and five members chosen at large from these five counties. The "at large" Directors may be moved into county seats as they become available. Each member shall serve a term of three years, not to exceed two consecutive terms, except ~~that a Director serving as President, Vice President, Secretary, Treasurer or Past President may serve one additional three year term if there is no Director available to assume his/her position at the end of that officer's second term.~~ (Insert: when there are no new

Directors nominated by either the membership nor the current Board of Directors.) Nomination and election for this ~~third~~ (Insert: additional) term will be in accordance with the procedures contained in Section 5 of this Article.

## Section 2 - Meetings of the Board

A. The Board shall elect officers at the July Board Meeting.

B. Special Board Meetings may be called at any time, either by the President of the Board or by written application to the President of the Board by three Board Members. Notice of Special Board Meetings shall be given by the President of the Board in writing to all Board Members not less than three days prior to said Special Board Meeting.

C. The regular meeting of the Board (Insert: of Directors (Directors' Monthly Meeting)) shall be the ~~first~~ (Insert: last) Wednesday ~~morning~~ of every (Insert: the) month at ~~9:30~~ (Insert: 8:30) a.m. ~~Any variation is to be advertised 1 month ahead of the meeting, publicized on the website, printed in the events calendar in newspapers, and presented to members by email.~~

## Section 3 - Quorums

~~(Remove: A. At the Annual Organizational Meeting of the Board (July), a quorum of the Board shall be more than one half (1/2) of the elected Directors of the Board.)~~

~~(Remove Letter Only: B.)~~ At any Regular or Special Board Meeting, a quorum shall be more than one-half (1/2) of the Directors of the Board.

## Section 4 - Powers of the Board

The government and policy-making responsibilities of the LGA shall be vested in the Board, which shall control its property, be responsible for its finances and direct its affairs.

## Section 5 - Selection and Election of Directors

A. At the September Board Meeting of each year, the President of the Board shall appoint a Board member as Chairman of the Nominating Committee. Other Directors and non-Directors may be asked to serve on the Nominating Committee.

B. At the May Board Meeting, the Nominating Committee shall present a slate of candidates to serve as Directors. Each candidate must be a Member in Good Standing and must have agreed to accept the responsibilities of a Directorship.

C. ~~A~~ (Insert: The) Nominating Committee ~~list of vacancies shall be published in the Bulletin and distributed at least 30 days prior to the~~ (Insert: a list of Director vacancies in the final Bulletin before) the Annual Membership Meeting.

D. Additional name(s) of candidate(s) may be nominated by petition(s) bearing the genuine signature of at least fifteen members, in Good Standing, by April of each year. The petition(s) are to be presented to the Chairman of the Nominating Committee. The determination of the Nominating Committee as to the validity of the petition(s) shall be final. At the Annual Membership Meeting, the Nominating Committee shall present for election the candidates to fill vacant seats on the board of Directors and Directors nominated to serve ~~a second three year~~ (Insert: an additional) term.

## Section 6 - Vacancies

A. Any Director whose conduct is inconsistent with the objectives of the LGA, for any reason whatsoever, shall be automatically removed from his/her position.

- B. A member of the Board who shall be absent from Board Meetings for three consecutive meetings without a valid excuse, shall be notified by the President and dropped from the Board.
- C. Resignation of a Board Member shall be in writing to the President.
- D. Vacancies on the Board shall be filled by the Nominating Committee and presented to the Board for approval.
- E. The Director filling the vacancy shall serve out the unexpired term and shall be eligible to serve two full consecutive terms in addition to the unexpired term.

## ARTICLE V - OFFICERS

### Section 1 - Determination of Officers

At the July Board Meeting, the following officers shall be elected: President, Vice President, Secretary, and Treasurer. All officers shall serve a term of one year or until his/her successor assumes the duties of the office.

### Section 2 - Duties of the Officers

- A. **PRESIDENT OF THE BOARD:** The President of the Board shall serve as the executive head of the LGA and shall preside at all Annual, Board, and Executive Committee Meetings. The President of the Board shall determine all Committees and select all Chairmen.
- B. **VICE-PRESIDENT:** The Vice-President shall preside at all meetings in the President's absence, shall handle the preparation for the Annual Membership Meeting, and shall perform duties assigned by the President.
- C. **SECRETARY:** The Secretary shall accurately record, sign, and distribute minutes of all (Insert: Membership) meetings to each Board member. After ten days these minutes shall be available on the website. The Secretary shall be responsible for recording and distributing Board and Executive Committee meeting minutes and accomplishing other duties assigned by the President.
- D. **TREASURER:** The Treasurer shall be responsible for the safeguarding of all funds received by the LGA and their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board, subject to checks signed by the Treasurer or, in his/her absence, by the President. The Treasurer shall present a monthly and annual financial report to the Board and shall perform other duties assigned by the President.
- E. **EXECUTIVE DIRECTOR:** An Executive Director position is established to provide continuity of effort for the organization. This is a paid position and reports directly to the President. The Executive Director works from and is responsible for operating (Insert: the smooth and efficient operations of) the LGA. office. Duties include but are not limited to maintaining all files and records of the organization, answering routine email and telephone inquiries, or redirecting them to the appropriate Director, advising the Board on policies and procedures, and carrying out other duties as assigned. The Executive Director is expected to be knowledgeable on all LGA programs, priorities, functions, and issues. The Executive Director serves as a non-voting advisory member of the Executive Committee and as an informational resource to all Directors.

### ~~(Remove: Section 3 – Executive Committee~~

~~The Executive Committee shall act for and on the behalf of the Board when the Board is not in session but shall be accountable to the Board for its action and shall report to the Board at the next Board Meeting as appropriate. It shall be composed of the Officers of the Board, the Chairmen of the Standing Committees, and the immediate Past President. The President shall serve as Chair.)~~

**(Rename: Section 4 to Section 3) – Vacancies**

All vacancies of the Officers shall be filled by the Board. If the President's office becomes vacant, the Vice-President shall succeed to that office for the duration of the president's term.

**ARTICLE VI - COMMITTEES**

**Section 1 - Appointment and Authority**

The President, by the September meeting, shall appoint all Standing Committees and Committee Chairmen. The Standing Committees shall be listed in the Director's Handbook. As an objective, all Committees should consist of a minimum of one Board member from each county surrounding Lake Gaston. The President may appoint other Committees and their Chairmen as necessary.

**Section 2 - Limitation of Authority**

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the LGA until it shall have been approved or ratified by the Board.

**Section 3 - Testimony**

Once committee action has been approved by the Board it shall be incumbent upon the Committee Chairman or his/her delegate, to give testimony to, or make presentation before, civic, and governmental agencies or other concerned entities.

**ARTICLE VII - FINANCES**

**Section 1 - Funds**

A. The LGA shall operate under the non-profit tax-exempt status. Within three months of the close of the fiscal year, the appropriate tax forms shall be filed with the IRS as needed.

B. All money paid to the LGA during the current year shall be placed in a general operating account. Funds excess to budget will be placed in an investment account.

C. No stock shall be issued, and no dividends shall be paid.

**Section 2 - Disbursements**

Disbursements shall be recorded and made by check or electronic funds transfer (EFT).

**Section 3 - Fiscal Year**

The Fiscal Year of the LGA shall be January 1 through December 31.

**Section 4 - Budget**

The ~~Executive Committee~~ (Insert: President, Vice President, and Treasurer) shall compile a budget of estimated expenses (Insert: for operations) for the coming fiscal year and submit it to the Board (Insert: of Directors for review) on or before October 30 (Insert: 31<sup>st</sup>) of each year. The proposed budget shall be reviewed by the Board of Directors and (Insert: will then be) published in the next issue of the Bulletin (Insert: for Member review and comments.) After allowing for member comments, the (Insert: The) Budget (Insert: will need to be approved at the January Board) shall be presented for approval by the Board at the next Board Meeting and shall be reported at the Annual Membership Meeting.

**Section 5 - Financial Review**

The accounts of the LGA shall be given a complete annual financial review as of the close of business at the end of the fiscal year. The Financial Review Committee shall consist of three Members in Good Standing, excluding Board Members. The members of the Financial Review Committee shall be appointed by the President. The

Treasurer shall be available throughout the review. The report from the financial review shall be available to Members in Good Standing and published in the next bulletin.

**Section 6 - Annual Financial Report**

An annual written financial report for the most recent complete fiscal year and a report of the partial fiscal year as of the date of the Meeting shall be presented to the membership at the Annual Membership Meeting.

**ARTICLE VIII - DISSOLUTION**

**Section 1 - Procedure**

The LGA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall be distributed to the members of the LGA. On dissolution of the LGA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

**ARTICLE IX - MISCELLANEOUS**

**Section 1 - Parliamentary Authority**

The current edition of "Roberts Rules of Order" shall be the final source of authority on all questions of parliamentary procedure when such questions are not specifically covered in the Bylaws of the LGA.

**ARTICLE X - AMENDMENTS**

**Section 1 - Revisions**

These Bylaws may be amended or altered by a two-thirds vote of the members present at the Annual Membership Meeting. Any proposed amendment or alteration(s) shall be submitted to the Board in writing, at least ~~thirty~~ **(Insert: sixty)** days before the Annual Membership Meeting at which they are to be acted upon.