

BYLAWS of the WASHINGTON STATE LAKE PROTECTION ASSOCIATION

ARTICLE I. NAME.

The name of this organization shall be the Washington State Lake Protection Association, hereinafter designated as the Association, and abbreviated [WALPA].

ARTICLE II. GOAL.

The goal of the Association shall be to promote and encourage the understanding, protection, and management of lake and watershed ecosystems in Washington State.

ARTICLE III. OBJECTIVES.

The objectives of the Association are to:

--Promote and foster the formation of local lake associations, and to encourage all organizations and individuals interested to become actively involved in the association.

--Provide means for education, and for dissemination of information related to scientific, administrative, financial, and legislative aspects of lake and watershed ecosystems management.

--Encourage, assist, and support the development of local, state, and national programs promoting lake and watershed protection, restoration, utilization, and management.

--Foster communications and working relations among lake associations, local, state, and national governmental agencies, organizations, universities, consultants, and individuals concerned with lake and watershed protection, restoration, utilization, and management.

ARTICLE IV. MEMBERSHIP.

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

SECTION B. A member, includes any person who has fulfilled the requirements for membership, and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership after appropriate proceedings consistent with WALPA bylaws.

SECTION C. An up-to-date record of members will be maintained and reviewed annually by the Board of Directors. Any member may resign their membership by providing notice to the

secretary or ceasing payment of annual membership dues. A member may also have their membership terminated by a majority vote of the board.

SECTION D. The Association shall have two categories of membership as listed and generally defined below:

Individual -- a single individual who may be a lake professional, resident, student, or other person.

Organization or Lake Association -- lake organizations, public agencies, and other organizations or corporations, both profit-making and not for profit, which have an interest in lake and watershed management. The entity shall have a single (1) designated voting member.

SECTION E. The annual membership dues for each of the membership categories shall be set by the Board for the following calendar year. Membership, regardless of when dues are paid, is for the calendar year.

SECTION F. Membership status is conferred on those individuals or organizations who pay annual membership dues. Payment can occur at any time during the calendar year.

SECTION G. All members are eligible to vote.

ARTICLE V. BOARD OF DIRECTORS.

SECTION A. The affairs of 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 the Bylaws.

SECTION B. The Board shall consist of the President, President-elect, Treasurer, Secretary, Past-President, and ten (10) Directors, and one (1) Alternate Director. 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 Association's Executive committee. All Board members shall be elected from the membership of the Association. Only individual members are eligible for election to the Board.

SECTION C. The Board shall conduct Board Meetings at least biannually, 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. If Board Meeting attendance does not constitute a quorum, the President will contact the Board for voting.

SECTION D. The terms of all Directors shall be for two (2) years, except for the initial year the number of Directors is increased, in which half of the increase in number of Directors shall be elected to serve two (2) years, and half of the increase in the number of Directors shall be elected to serve one (1) year, beginning at the adjournment of the Annual Meeting of the Association at which they are elected, and continuing until their successors are duly elected and qualified. The terms of the President, President-elect, and Past-President shall

be for one (1) year, beginning at the adjournment of the Annual Meeting of the Association at which they are elected and continuing until their successors are duly elected and qualified. The terms for the treasurer and secretary shall be for two (2) years. Officers may succeed themselves, but may not serve consecutively in the same position for more than two (2) terms. No Director may serve as Director for more than two (2) consecutive terms. In the case where the President succeeds himself/herself, the position of Past-President shall be offered to the current Past-President; if the Past-President declines, the Board may appoint a previous Past-President to serve the term.

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

ARTICLE VI. DUTIES OF OFFICERS AND DIRECTORS.

SECTION A. The PRESIDENT shall have general supervision of the affairs of the Association. He/she shall preside at all meetings of the Association and the Board. He/she shall appoint the Chairs and members of all Committees, and may serve as an ex-officio member of any and all Committees. He/she shall see that all Bylaws and any rules and regulations as may be adopted by the Association 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 Association and the Board in the absence or vacancy of the President. He/she shall be responsible for coordinating the activities of all Association committees, 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. The President-elect shall advance to the office of President when the President's term expires.

SECTION C. The TREASURER shall be responsible for the financial affairs of the Association. He/she shall receive all funds paid to the Association and shall pay all bills incurred by the Association, as authorized by the Board. He/she shall make a report, including the audit, at the Annual Meeting of the Association on the financial affairs of the Association. 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 Association. All checks issued by the Association shall be signed by the President, or signed by the Treasurer with record of approval from the President

SECTION D. The SECRETARY shall prepare minutes of all meetings of the Association and the Board. He/she shall maintain all permanent records of the Association, including minutes of Committee meetings. He/she shall maintain an accurate listing of members of the Association, and shall perform such other duties as may be assigned by the Board.

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 re-appoint the previous Past-President to serve the remainder of the term.

SECTION F. The DIRECTORS generally shall strive to achieve the 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. The Alternate Board Director shall attend board meetings, serve on a committee, and in the absence of a Director from a Board meeting shall fill in for the absent Director during a vote.

SECTION G. Resignation and Absences. Resignation from the Board must be in writing and received by the Secretary. Regular attendance at Board and Association Meetings by all Officers and Directors is expected. An Officer or Director may be removed by a vote of the Board if he/she has three consecutive unexcused absences from meetings of the Board or Association. Replacements for resigned or removed Board members shall be selected as set forth in ARTICLE IX.

ARTICLE VII. COMMITTEES.

SECTION A. Standing Committees of the Association shall be a Nominations and Membership Committee, a Communications Committee, a Bylaws Committee, Public Policy and Legislative Committee, a Scholarship 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 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 re-appointment.

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. Continuance and/or alteration of Standing Committees will be reviewed by the Board annually.

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

ARTICLE VIII. NOMINATIONS AND ELECTIONS.

SECTION A. A call for nominations for Officer and Director positions will be distributed to the membership no later than 30 days before the Annual Meeting, via the quarterly newsletter and other media outlets. Nominations for Officers and Directors for the following year shall be received by the Nominations Committee seven (7) days before the Annual Meeting of the Association. To be eligible, each candidate must be an individual member of the Association and willing to accept the duties of the position. The Nominations Committee shall review the eligibility of all nominees. The Nominations Committee may nominate one or more candidates for each position to be filled. The Nominations Committee will attempt to maintain regional representation on the proposed ballot. The Nominations Committee will provide a ballot including its nominations to the membership of the Association for voting, either at the Annual Meeting or via email.

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

SECTION C. The five (5) Directors eligible for election each year shall be elected as those five (5) Director candidates receiving the most votes from among the Director candidates.

SECTION D. Each Association 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 the Association to determine on its own how to exercise its single voting privilege.

SECTION E. Ballots will be provided to all members on the first day of the Annual Meeting of the Association. Ballots shall be returned to the Chair of the Nominations and Membership Committee prior to the conclusion of the final day of the Annual Meeting.

SECTION F. Association members may cast their votes for one (1) candidate under each officer position. Members may cast their votes for five (5) different Director candidates. Ballots will provide space for a write-in candidate for each Board position.

ARTICLE IX. VACANCIES.

Vacancies for all unexpired terms of the Board shall be filled by elective action of 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 at least forty-five (45) days' notice of the Annual Meeting to the Association membership.

SECTION B. Special meetings shall be called by the President upon a written petition of not less than twenty percent (20%) of the Association members, or may be called when in the opinion of the President there is business which should be brought before the membership for action prior to the next regular meeting. 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.

ARTICLE XII. RULES OF ORDER.

All Meetings of the Association and the Board shall be conducted in accordance with the latest edition of "Robert's Rules of Order", except where such conflicts with these Bylaws.

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 Section 501(c)(3) of the United States Internal Revenue Code.

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 the state or local government, or non-profit organization whose purpose is consistent with WALPA.

ARTICLE XVI. AMENDMENT PROCEDURES.

SECTION A. Amendments to these Bylaws may be initiated through the Bylaws Committee by 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 Bylaws Committee, which will make a report and recommendation to the membership.

SECTION B. These Bylaws may be amended by two-thirds (2/3) of the members voting at any Meeting of the Association or electronic vote, which has been authorized by the Board. If notice of the By-law amendments was provided to members at least thirty (30) days in advance of the vote, a majority of those voting shall be required to adopt amendments. A vote to adopt an amendment of the Bylaws shall require a response from a quorum (majority + one) of the membership.