

**BY-LAWS**  
**OF THE**  
**ILLINOIS LAKE MANAGEMENT ASSOCIATION**

**As Ammended and Ratified 01 March 2016 as Revision D**



**BY-LAWS OF THE ILLINOIS LAKE MANAGEMENT ASSOCIATION**  
**Revision D**

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**ARTICLE I. NAME.** The name of this organization shall be the Illinois Lake Management Association, hereinafter designated as the Association, and abbreviated "ILMA."

**ARTICLE II. PURPOSE.** The purpose of the Association shall be to promote understanding and comprehensive management of the lake and watershed ecosystems.

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

- Promote and provide a forum for sharing of information and experiences on scientific, administrative, and financial aspects of lake and watershed management.
- Assist in 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 promoting lake and watershed management.
- Foster a partnership for the mutual benefit of organizations, agencies, local units of government, and individuals concerned with lake and watershed improvement and protection.

### **ARTICLE IV. MEMBERSHIP.**

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

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

**Individual** -- a single individual

**Family** -- members of the same household

**Public/Not-for-Profit** -- not-for-profit groups, organizations, or agencies, such as lake associations, municipalities, conservation organizations, and publicly-owned utilities

**Corporate** -- organizations or corporations, intended as profit-making entities, which have an interest in lake and watershed management

**Student** -- high school or university students who are interested in lake and watershed management

**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 as follows:

Individual	\$ 20.00/year
Family	\$ 25.00/year
Public/Not-for-Profit	\$ 50.00/year
Corporate	\$ 75.00/year
Student	\$ 10.00/year
Sustaining	\$100.00/year

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SECTION D. The membership dues shall be reviewed annually by the Board of Directors, and any recommended revisions to the dues structure shall be put before the Association members as prescribed in the By-law Amendment Procedures.

SECTION E. The membership year of the Association shall be on a calendar year basis. The membership dues are not pro-ratable.

### 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 these By-laws.

SECTION B. The Board shall consist of eleven (11) Directors. The Board members shall elect annually from amongst themselves a President, Vice President, Recording Secretary, Membership Secretary, and Treasurer; and together as the Association's Officers, they shall comprise the Executive Committee. All Board members shall be elected from the membership of the Association. All Association members are eligible for election to the Board. All Board members must be Association members in good standing **\*\*throughout their entire term\*\*** of office.

SECTION C. The Board shall conduct Board meetings at least quarterly, and shall also meet at the call of the President. By no later than their first meeting following the installation of new Directors the new Board will establish its meeting schedule for the coming year and distribute it to the membership. At meetings of the Board, a quorum shall consist of a majority, or six, of its members.

SECTION D. Directors or non-director committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION E. A board member may initiate a motion for a vote on an issue via e-mail. The presiding Director will e-mail a request to second the motion when sending out the vote request to the board of directors. Once the board members receive the email request for a vote, they shall reply to the presiding Director, using the "Reply to All" option. If a board member is seconding the motion when replying to the presiding Director's email, they shall insert "second" in front of the text in the subject line of the email. When a board member replies to the presiding Director's email to vote, they shall insert "approve", "oppose", or "abstain" in front of the text in the subject line. Directors are encouraged not to abstain from voting, and may be asked to explain their reasoning. After the third business day, the votes will be tallied and the results will be announced via email to the board of directors. If a majority vote is reached prior to the third business day, then the results will be announced via email to the board of directors. If, after the third business day, there are no votes, or the motion does not pass, this information will be sent via email to the board of directors. The secretary will include a record of all motions transmitted to Board members electronically and the results of the votes cast electronically and enter both the motion and the resulting votes of the Board into the minutes of meetings presented to the Board for approval.

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SECTION F. The terms for all Board members shall be for three (3) years, beginning with the adjournment of the Annual Meeting of the Association and continuing through the adjournment of the Annual Meeting three (3) years hence, or until their successors are duly elected and qualified. Board members may succeed themselves, but may not be elected, by the membership, to more than two (2) successive terms. Beginning with the elections of 2005, Board members will be elected to staggered terms of 3 members, 4 members, and then 4 members.

SECTION G. Between meetings of the Board, the affairs of the Association shall be conducted by the Executive Committee.

### **ARTICLE VI. DUTIES OF THE 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 By-laws 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. He/she must have served at least one year on the board before self-nominating for president. The immediate past president shall serve ex-officio as an advisor to the Board for one year following expiration of his/her term as President.

SECTION B. The VICE-PRESIDENT 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.

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 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 Treasurer. All Association checks payable to the Treasurer must be co-signed by the President. All Association funds shall be deposited to the credit of the Association in a financial institution approved by the Board.

SECTION D. The RECORDING SECRETARY shall prepare minutes of all meetings of the Association and Board of Directors. He/she shall maintain all permanent records of the Association, including minutes of the Committee meetings; correspond with the Board of Directors and Committee Chairs; and perform other secretarial duties as directed by the Board.

SECTION E. The MEMBERSHIP SECRETARY shall maintain an accurate list of the members of the Association, prepare the membership directory, communicate with and mail information to the general membership, and perform other secretarial duties as directed by the Board.

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

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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. 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 or more consecutive Board meetings, the Board, at its discretion, may act immediately to declare the absentee Board Member's position on the Board as vacant to remain vacated or filled in accordance with Article IX.

### **ARTICLE VII. COMMITTEES.**

SECTION A. Standing Committees of the Association shall be a Nominating Committee, a Publications Committee, a By-laws Committee, a Membership 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 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 in the Association.

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

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

SECTION A. Nominations for Officers and Directors shall be received by the Nominating Committee by November 1 of each year. The Committee shall submit a ballot including its nominations to the membership of the Association by December 1 of each year. The Committee may nominate one or more candidates for each office to be filled. All candidates must be an individual member or the officially-designated representative of a group or organization member of the Association.

SECTION B. Members may nominate only themselves.

SECTION C. The Directors shall be elected from those candidates receiving the most votes from among the 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 each group and organization which is a member of the Association to determine on its own how to exercise its single voting privilege.

SECTION E. Ballots shall be mailed to all members in good standing by December 1 of each year. Ballots must be returned to the Chair of the Nominating Committee by December 31 of each year. The Nominating Committee shall promptly announce the results of the election to the membership. Successful candidates will be expected to attend, as observers, the first Board meeting of the New Year. The terms for new Directors and officers begin at the conclusion of the Board Meeting held in conjunction with the Association's Annual Meeting.

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SECTION F. Association members may cast one (1) vote for each vacancy on the Board. Ballots will provide space for write-in candidates for each Board vacancy.

**ARTICLE IX. VACANCIES.** Vacancies for all unexpired terms of the Board may be filled by the elective action of the Board. A vacancy may remain intact for the remainder of the Board's term or the Board, at its discretion, may act to fill a vacated unexpired term with an Association member receiving approval from a minimum of seven (7) Board members. The election by the Board shall be for the full unexpired term of the Board position being filled. The newly elected Board member shall remain eligible for two (2) additional elected terms by the membership of the Association in accordance with Article V, Section D.

**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 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 thirty (30) days notice of the Annual Meeting 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 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 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 General Not-for-Profit Corporation Act of the State of Illinois, Chapter 32, 163a of the Illinois Revised Statutes, and Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XV. DISSOLUTION.** The Association may be dissolved by a two-thirds (2/3) vote of all members through mail balloting. If dissolution is favorably acted upon, all assets will be distributed to an organization of the type described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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**ARTICLE XVI. LIABILITY.**

SECTION A. It is implicitly 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 any other functions of the Association.

SECTION B. No Officer or Director, former Officer or Director, nor 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/she exercised or used the same degree of care and skill as a prudent person would have exercised or used under circumstances in the conduct of his/her own affairs.

**ARTICLE XVII. AMENDMENT PROCEDURES.**

SECTION A. Amendments to these By-laws may be initiated through the By-laws 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 By-laws Committee, 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 authorized by the Board. If notice of the By-laws amendments was provided to members at least thirty (30) days prior to the Meeting, a majority of those voting shall be required to adopt amendments.

**ARTICLE XVIII. STUDENT CHAPTERS.**

SECTION A. Illinois Lake Management Association shall charter a Student Chapter at any Illinois educational institute.

SECTION B. Prospective Student Chapters must be sponsored by a Director of the Board to obtain consideration for a charter.

SECTION C. Student Chapters shall be represented on the ILMA Board of Directors by the Affiliation Chair.

SECTION D. Student Chapters shall observe all ILMA core objectives and goals.

SECTION E. Student Chapters bylaws must be approved by the ILMA Board of Directors prior to adoption.

SECTION F. Student Chapters shall be composed of a President, Vice President, Secretary, and Treasurer.

SECTION G. Student Chapters may assign a membership fee to fund the operations of the charter.

SECTION H. Student Chapters may organize fundraisers to finance projects and educational expenses related to core objectives and goals of ILMA.

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<b>DOCUMENT CHANGE INFORMATION</b>		
<b>Description of Change</b>		
1) Document: Corrected typos and font & formatting inconsistencies throughout. 2) Article V, Section B, and throughout: Deleted prior document amendment references. 3) Article V, Section C: Simplified allowable board meeting day definition. 4) Article V, Section D: Simplified quorum of Directors definition. 5) Article V, Section E: Clarified board member voting procedures, including the allowance of voting by email.		
<b>Reason for Change</b>		
1) Address needed formatting fixes. 2) Prior references replaced with this document change control table. 3) Provide greater board meeting flexibility to accommodate board member's diverse personal and business commitments. 4) Definition further clarified. 5) Voting procedures revised to align with current technology usage and to accommodate challenge of a board made up of members located far from each other.		
<b>Approval</b>		
Draft amendments routed to ILMA membership 27 January 2016 for review. Ratification pending vote on or about the 2016 ILMA annual conference scheduled for February 29 to March 2, 2016.		
By-laws were ratified by the membership in attendance at the Annual Meeting, which took place during the 2016 ILMA Conference in Springfield, IL on 01 March 2016. Minor adjustments were made during the meeting to Article V, Section E, replacing "presiding officer" with "presiding Director", and replacing "without using the Reply to All option" with "using the Reply to All option".		
<b>HISTORY</b>		
<b>Revision</b>	<b>Approval Date</b>	<b>Change</b>
A	April 1999	Misc. content edits to enhance clarity.
B	April 2013	Allowance for Student Chapters to ILMA added.
C	26 March 2014	Changed the number of board members elected from 13 to 11, and the number of board members elected in succeeding years to allow for a more efficient and effective board.
D	01 March 2016	Misc. content edits to enhance clarity around the use of email voting.