

**By-Laws
Of the
FRIENDS OF CLAM LAKE, INC.**
(Amended - March 6, 2007)
(Amended - August 1, 2010)
(Amended - September 8, 2011)

ARTICLE I – NAME

The name of the corporation is FRIENDS OF CLAM LAKE, INC., hereinafter referred to as the Association.

ARTICLE II – MISSION

To be a responsible advocate of reality, truth and vigilance, with a focus on the continued quality of Clam Lake and the safe public and private use of this wonderful treasure in the Chain-of-Lakes.

ARTICLE III – GOALS

Protection of the water quality, safety, environment, wildlife and quality of life of all who live and/or play on Clam Lake through the dissemination of information and taking action on issues which impact Clam Lake.

ARTICLE IV – MEMBERSHIP

Section 1:

Membership shall be available to any and all persons desiring to maintain and improve the environmental quality and integrity in the Association's area of prime concern.

Section 2:

Active members are those who meet the qualifications of Article IV, Section 1, and whose dues are currently paid up. Dues cover the year beginning January 1 to December 31.

Section 3:

Duties of members include keeping informed of water-related issues, communicating and working with their directors and township officials to further the Association's goals, and voting at the annual meeting for Directors and Officers.

ARTICLE V – BOARD OF DIRECTORS

Section 1:

It is the responsibility of the Board of Directors to manage the affairs of the Association.

Section 2:

The Board of Directors shall be active members and consist of the following: the elected officers and five (5) Directors elected at-large. For a period of one (1) year following his/her serving as President, the Immediate Past President shall be a non-voting member of the board.

Section 3:

Should any Director, for any reason, be unable to fill out the term of office, the Board of Directors shall fill the vacancy, provided the designated individual meets the requirements of Article IV, Section 2.

Section 4:

Three (3) members of the Board of Directors shall constitute a quorum for scheduled meetings of the Board of Directors, provided one is the President or the Vice President.

Section 5:

If a special situation arises and the Board of Directors approves, a vote of the membership or a vote of the Board of Directors may be conducted by mail or electronically. The vote shall have the same effect as if taken at any meeting of the membership or the Board of Directors.

Section 6:

Directors shall serve without compensation.

ARTICLE VI – OFFICERS

The officers of the Association shall be **President, Vice-President, Secretary, and Treasurer**. They shall be presented as nominees by the Nominating Committee, or as nominations from the floor, elected at the annual meeting, and shall assume office upon their election.

Section 1:

The President shall preside at all meetings and perform such other duties as are incident to the office.

Section 2:

The Vice President shall assume the duties of the President in the absence of the President.

Section 3:

The Secretary shall prepare a written record of all meetings of the Association to include the annual meeting, Board of Directors and report to the membership at its annual meeting.

Section 4:

The Treasurer shall keep records of receipts and disbursements, report the financial condition at Board meetings and annual meetings and carry out the policies as adopted by the Board of Directors and/or the membership at the annual meeting.

ARTICLE VII – EXECUTIVE DIRECTOR

The Board may appoint an Executive Director.

ARTICLE VIII – COMMITTEES

Section 1: Standing Committees

The President may establish Committees as deemed necessary and shall appoint the Chair of each Committee, subject to the approval of the Board of Directors. Committee Chairs shall appoint their committee members.

ARTICLE IX – MEETINGS

Section 1:

Meetings of the Board of Directors shall be held at the call of the President, or a majority of the Board, providing that a minimum of two (2) meetings of the Board of Directors shall be held during the period of May 1 to October 31 of each year. Ten (10) days' notice shall be given.

Section 2:

The Board of Directors shall hold the annual meeting of the members in July or August each year at such time and place as approved. Written notices of said annual meeting shall be sent to all members fifteen (15) days in advance.

ARTICLE X – FINANCES

Section 1:

There shall be a Finance Committee appointed in accordance with Section VIII. The Finance Committee shall annually review the association's books and records and shall have such other duties as assigned by the President.

Section 2:

Classification of dues other than individual membership may be established for those giving in excess of individual dues. No additional voting rights shall be accorded to members in such classifications, **except that in the case of a family membership, each adult member may vote and would be eligible to hold office.** Other organization and/or corporate (business) members shall have only one (1) vote.

Section 3:

Dues and donations shall be received by a Board designee and shall be reported to the Treasurer.

Section 4:

Fiscal year of the Association shall cover the period January 1 to December 31.

Section 5:

There shall be an annual budget approved by the Board setting forth the dues, other revenues, expenditures and projects for the upcoming year.

ARTICLE XI – AMENDMENTS

These By-Laws may be amended only by a majority vote of the active members voting; such vote may be conducted by mail or at any meeting of the members, provided notice of such proposed changes in the By-Laws are mailed to the members thirty (30) days prior to such meeting of the members.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Conduct of meetings shall be by *Robert's Rules of Order, Newly revised*, published by Scott, Foresman and Company, Glenview, Illinois, October 28, 1982.

ARTICLE XIII – INDEMNIFICATION

Section 1:

The Association shall indemnify its Officers, Directors or members who incur liability as a result of their efforts on behalf of the Association. This indemnification shall cover only efforts for which authorization from the Board of Directors has previously been secured.

Section 2:

The Association shall have the power to purchase and maintain **insurance** (including the duty to defend) on behalf of any person who is or was a Director, Officer, or agent of the Association against any liability asserted against the person and incurred by the person when acting in any such capacity for the Association or arising out of the person's status as such.

Amended and approved March 6, 2007

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