

## **BYLAWS**

### **Article I. NAME**

The name of this organization shall be the Connecticut Federation of Lakes, Inc. hereinafter designated as the Federation, and abbreviated "CFL".

### **ARTICLE II. Statement of Purpose**

The Federation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The specific purpose of the Federation shall be to promote understanding and comprehensive management of lake, pond and watershed ecosystems.

### **ARTICLE III. Objectives**

The objectives of the Federation are to:

- Promote and provide a forum for the sharing of information and experiences on scientific, educational, administrative, and financial aspects of lake, pond 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 relationships 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 Federation shall consist of and be open to all individuals, institutions, and organizations whose interests are consistent with the objectives of the Federation.

**Section B.** The Federation shall have four categories of voting membership as listed and generally defined below:

- Individual - a single individual; one-year; one vote per individual
- Family – two or more individuals; one-year; one vote per Family membership
- Association – organizations that represent or that serve the interests of our lakes; one-year; one vote per Association
- Lifetime - individuals or associations that have a dedicated interest in the activities and future of the Federation and wish to contribute more dues than required under their appropriate membership category. Lifetime memberships do not expire; one vote per Lifetime member.

**Section C.** The annual membership dues for each of the membership categories shall be determined by the Board annually

**Section D.** The membership year of the Federation shall end on December 31 each year. Annual membership dues are not proratable. Dues are payable on or before January 31 of each year. Members who have paid membership dues for the current year will be considered in “Good Standing”.

#### **ARTICLE V: Board of Directors**

**Section A.** The affairs of the Federation 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 Bylaws.

**Section B.** The Board shall consist of no fewer than seven (7) and not more than fifteen (15) Directors. The Board members shall elect, immediately following the adjournment of the Annual meeting from amongst themselves a President, Vice President, Secretary, and Treasurer, and together with the Immediate Past President they shall comprise the Executive Committee. All Board members shall be elected from the membership of the Federation. All Federation members in good standing are eligible.

**Section C.** Until the first Annual Meeting of the Federation, the Board of Directors shall be those individuals designated by the incorporators.

**Section D.** The Board shall conduct Board meetings at least quarterly and shall also meet at the call of the President. At meetings of the Board which have been properly noticed in advance, a quorum shall consist of those Board members present.

**Section E.** The terms of all Board members shall be for two (2) years, beginning at the adjournment of the Annual Meeting of the Federation and continuing until the adjournment of the Annual Meeting two years hence, or until their successors are duly elected and qualified. There will be no term limits.

**Section F.** Between meetings of the Board, the affairs of the Federation shall be conducted by the Executive Committee.

#### **ARTICLE VI. Duties of Officers and Directors**

**Section A.** The PRESIDENT shall have general supervision of the affairs of the Federation. He/she shall preside at all meetings of the Federation and the Board. He/she shall appoint the Chairs and members of all Committees and may serve as 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 Federation and the Board are enforced. He/she shall execute all contracts and other instruments that shall have been first approved by the Board. He/she shall be bonded as required by the Board.

**Section B.** The VICE PRESIDENT shall assist the President and shall preside at meetings of the Federation and the Board in the absence or vacancy of the President. He/ she shall be responsible for coordinating the activities of all Federation Committees and may serve as 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 Federation. He/she shall receive all funds paid to the Federation and shall pay all bills incurred by the Federation, as authorized by the Board. He/she shall make a report at the Annual Meeting of the Federation. He/she shall be bonded as required by the Board and shall perform such of the duties as may be assigned by the Board. The Treasurer's signature shall be required on all checks payable to the Federation. All checks issued by the Federation shall be signed by the Treasurer. All Federation checks payable to the Treasurer must be co-signed by the President. All Federation funds shall be deposited to the credit of the Federation in a financial institution approved by the Board.

**Section D.** The SECRETARY shall prepare minutes of all meetings of the Federation and Board of Directors. He/she shall maintain all permanent records of the Federation, including the minutes of Committee meetings. He/she shall maintain an accurate list of the members of the Federation, prepare the membership directory, communicate with and mail information to the general membership, and perform other secretarial duties as directed by the Board.

**Section E.** The DIRECTORS, generally, shall strive to achieve the objectives of the Federation. 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 Federation.

**Section F.** Regular attendance at Board and Federation meetings by all Officers and Directors is expected. In the event of a Board member's absence at three or more consecutive Board meetings, or upon the Board member's resignation, the Board, at its discretion, may act immediately to declare the absentee Board member's position as vacant. The vacancy may remain intact for the remainder of the absentee Board member's term, or the board, at its discretion, may act to fill the vacancy with a Federation member in Good Standing receiving approval from a majority of the Board's members. The term for this newly-filled Board position shall expire at the same time as the replaced Board member's term.

## **VII. Committees**

**Section A.** Standing Committees of the Federation shall be a Nominating Committee, a Publications Committee, a Bylaws 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 Federation membership on the Committees. Members of Standing committees and other established committees shall serve until the end of the President'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 Federation.

**Section C.** No committee may expend Federation funds without authorization by the Board.

### **VIII. Nominations and Elections**

**Section A.** Nominations for Directors for the following year shall be received by the Nominating Committee at least forty-five (45) days before the Annual Meeting of the Federation. The Committee shall submit a ballot including its nominations to the membership of the Federation. All candidates must be an individual member or the officially designated representative of a group or organization member of the Federation.

**Section B.** Members may nominate only members of the Federation in Good Standing.

**Section C.** The Directors shall be elected from those candidates receiving the most votes from among the candidates.

**Section D.** Each Federation member shall be considered as only one(1) voting membership, regardless of how many individuals or groups a member may represent. It is incumbent upon each group and organization that is a member of the Federation to determine on its own how to exercise its single voting privilege, and to notify in writing to the Secretary of the Federation, the identity of the individual.

**Section E.** Proposed ballots shall be mailed to all members at least (30) days before the Annual Meeting of the Federation. Ballots will be cast at the annual meeting by the members present.

**Section F.** Federation members may cast one (1) vote for each vacancy on the Board. Ballots will provide space for write-in candidates for each Board vacancy. Write-in candidates must be certified by the Secretary to meet all qualifications or they will be disqualified.

## **IX. Compensation**

The Board shall serve without pay, but may be reimbursed actual expenses while conducting Federation 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 Federation.

## **X. Meetings of the Federation**

**Section A.** An Annual Meeting of the Federation 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 Federation membership.

**Section B.** Special meetings shall be called by the President upon written petition of not less than twenty percent (20%) of the Federation members, or may be called when in the opinion of the President there is business that 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 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 Federation meeting shall consist of members present, but shall not consist of less than twelve (12) members of the Federation with a simple majority of the Board included in the twelve.

## **XI. Rules of Order**

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

## **XII. Fiscal Year**

The fiscal year of the Federation shall end on December 31st of each year.

## **XIII. Not for Profit Status**

The Federation shall be organized as a not for profit corporation in accordance with the rules and regulations of the State of Connecticut and Section 501(c)(3) of the Internal Revenue Code.

## **XIV. Dissolution**

The Federation may be dissolved by a two-thirds (2/3) vote of all members in Good Standing voting at a special meeting or polled by the Secretary 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.

## **XVI. Liability**

**Section A.** It is implicitly understood that the Federation 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 Federations.

**Section B.** No Officer or Director, former Officer or Director, nor any authorized agent of the Federation shall be liable in any manner to the Federation 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 the circumstances in the conduct of his/her own affairs.

### **XVII. 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 Federation. Proposed amendments shall then be considered by the Bylaws Committee, which may make a report and recommendation to the membership.

**Section B.** These bylaws may be amended by two-thirds (2/3) of the members in Good Standing voting at any meeting of the Federation that has been authorized by the Board. If notice of the Bylaw 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.

### **XVIII. Teleconferencing**

Whenever, in the view of the President, action is desired to be taken by the Board of Directors, or committees of the Board, and it is at the time impractical to convene a meeting in person, the matters may be acted upon via teleconference. Meetings and actions by teleconference shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors and committees, with such changes in the context of such Bylaw provisions as are necessary to substitute the teleconferencing provision.

### **XVI. Acton By Written Consent**

Whenever, in the view of the President, action is desired to be taken by the Board of Directors and it is at the time neither practical to convene a meeting in person nor practical to conduct a meeting via teleconferencing, the matters may be acted upon via the written consent. Such written consent may be via paper, via email, or other electronic means that provides for the recording of each Board member's individual vote. A majority of all Board members then serving will prevail.

Revised: 2/21/2018 Ratified at Annual Member Meeting 04/18/2018  
Revised on 1/6/2000