

LAKE INDEPENDENCE CITIZENS ASSOCIATION (LICA) BY-LAWS

Article 1:

NAME OF THE ORGANIZATION

The name of the Organization is the Lake Independence Citizens Association (LICA).

Article 2:

TYPE OF ORGANIZATION

LICA is a non-profit, registered 501(c)3 organization.

Article 3

MISSION STATEMENT

The Lake Independence Citizens Association, through education, advocacy and community involvement, is dedicated to the protection of Lake Independence's water quality, natural beauty, fish and wildlife habitat, and to encourage the lake's responsible use and enjoyment by all.

Article 4

MEMBERSHIP

- A. **QUALIFICATIONS:** Membership shall be open to anyone who supports LICA's purpose and mission. Individuals are limited to one voting membership.
- B. **DUES:** The annual dues of this association will be established by the Board of Directors and may be revised annually. Dues are for the calendar year, to be paid by February 15. Dues must be paid to maintain active membership.
- C. **REMOVAL:** Any member who is in arrears in dues beyond ninety days shall have no voice or vote in the proceedings of the Association. Lapsed members will be removed from the active membership. A member may be reinstated at any time by paying outstanding balance.
- D. **DONATIONS.** In addition to dues, donations and voluntary contributions may be accepted from any source.
- E. LICA strives to be inclusive, welcoming everyone who is interested in Lake Independence to participate. All members are expected to be respectful of different points of view.

Article 5

BOARD OF DIRECTORS

- A. **BOARD:** The Board of Directors shall consist of no more than thirteen (13) Directors.
- B. **DUTIES:** The Directors shall manage the business of the Association. Directors are considered fiduciaries of the organization.
- C. **QUALIFICATIONS:** Directors shall be members of the Association in good standing.
- D. **COMMITMENT:** Directors must be committed to supporting the organization's Mission Statement (Article 3 above).
- E. **EXPECTATIONS:** Directors are expected to actively work towards achieving the goals and objectives defined at LICA board meetings, and support agreed-upon initiatives.
- F. **ATTENDANCE:** Directors are expected to attend scheduled board meetings. Directors who miss more than three (3) meetings in a calendar year may be removed from the Board if a majority of Directors vote to do so.
- G. **PARTICIPATION:** LICA board members (Directors) are expected to be involved in at least one activity or event supporting LICA's mission, such as AIS inspections, channel maintenance, website content creation, representing LICA at community events, organizing LICA social events, etc. Directors who do not participate in any project during the calendar year will be reminded of this obligation, and may later be removed from the Board if a majority of Directors vote to do so.
- H. **TERM OF OFFICE.** Terms of office shall be three (3) years. Terms shall be rotating, with several directors up for election each year. If a Director resigns or is removed, the Board may appoint a new Director to fill the remainder of the term. The new Director will be confirmed at the next Annual Members Meeting and serve out the remainder of the term.

Article 6

ELECTION of DIRECTORS

- A. **ELECTION:** Election of Directors will take place at the Annual Members Meeting. (In the event that the Annual Members Meeting cannot be held, the election will be held online.)
- B. **NOMINATION FOR ELECTION:** Nominations for vacant Director positions can be made by a Director or any member in writing. All members are to be notified of nomination process at least four (4) weeks before the Annual Members Meeting. Deadline for nominations will be one (1) week prior to the Annual Members Meeting. If there are not enough nominees to fill vacant positions, additional nominations can occur at the Annual Members Meeting.
- C. **EXPECTATIONS:** Nominees are expected to understand and agree to the requirements listed in D., E., F., and G. above. A document listing these requirements shall be sent to every nominee before their name goes on the ballot.
- D. **VOTING:** If the number of nominees exceeds the number of open positions, paper ballots listing the nominees will be distributed at the Annual Members Meeting. Votes will be tallied and the winners announced at the conclusion of the meeting. If the number of nominees is sufficient to fill all vacant positions, no paper ballots will be necessary; the entire slate may be confirmed by acclamation with a voice vote at the Annual Members Meeting.
- E. **COMPENSATION:** Directors are unpaid volunteers. Directors shall receive no compensation except for authorized reimbursement of out-of-pocket expenses.

Article 7

BOARD MEETINGS

- A. **MEETINGS:** A quorum for a meeting of the Board of Directors shall require a majority of the active Directors.
- B. **MEMBER PARTICIPATION:** Members are welcome to attend Board Meetings and may participate when called on by the President.
- C. **PROCEDURES:** Meeting procedures will be guided by Robert's Rules of Order.
- D. **SPECIAL MEETINGS:** When necessary, the President may call for a special Board of Directors meeting. Directors must be notified at least three (3) days in advance of any special meeting.
- E. **BOARD ACTION WITHOUT A MEETING:** When necessary, any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing from a majority of Directors.

Article 8

OFFICERS

- A. **QUALIFICATIONS:** Officers must be Directors.
- B. **POSITIONS:** Officers shall include a President, Vice President, Treasurer and Secretary.
- C. **TERM OF OFFICE:** Officers shall be elected for one (1) year. In the event of a resignation or vacancy, a replacement is to be elected at the next meeting of the Board of Directors.
- D. **ELECTION:** Officers shall be elected annually at the first meeting after the Annual Members Meeting. Directors will nominate and vote on each position.
- E. **DUTIES OF OFFICERS:**
 - 1. The President shall preside over all Board meetings. The President is to prepare an agenda for each meeting. The President manages and controls the meeting, following traditional Robert's Rules of Order. The President appoints sub-committees as needed.
 - 2. The Vice President will assist the President and preside over Board meetings in the absence of the President.
 - 3. The Secretary shall record the minutes of all Board of Directors meetings and distribute draft minutes to Board members before the next meeting, to be approved at that meeting.
 - 4. The Treasurer shall have custody of all of the Association's funds, shall keep a full and accurate record of receipts and disbursements, and shall make disbursements when authorized by the Board of Directors. The Treasurer shall maintain a record of paid members.
- F. **FINANCIAL REPORTING:** The Treasurer shall present an updated financial statement at Board meetings and at the Annual Members Meeting. At the request of the Board of Directors, the Treasurer shall arrange for an independent review of the Association's accounts. The results of the review are to be distributed to all Directors.

Article 9

MEMBER MEETINGS

- A. **ANNUAL MEETING:** An Annual Members Meeting will be scheduled every year on an appropriate Saturday in March, April or May, at a convenient time and location. Members are to be notified in writing at least four (4) weeks before the meeting date. Potential new members and lapsed members may be invited to attend, and join or renew at the event.
- B. **EMERGENCY OR SPECIAL MEETINGS:** The Board of Directors may call for an emergency or special Members Meeting if necessary. Members must be notified in writing at least 1 week before the meeting date.
- C. **MEETING RECORD:** The Secretary shall maintain a record of all Member Meeting agendas and resolutions, if any.

Article 10

NON-DISCRIMINATION

The Directors and Members in the course of LICA business, shall not discriminate against anyone based on race, color, age, sex, religion, national origin, or physical handicap.

Article 11

AMENDMENT OF BY-LAWS

By-laws may be amended by a majority vote of members present at any Annual Members Meeting or Special Members Meeting, provided that notice of such meeting states that amendments are to be considered.