

**Constitution and By-Laws**  
**Lake Wateree Association**  
**A Nonprofit Corporation**  
July 8, 2017

**CONSTITUTION**

Article I. NAME

The name of this Association shall be Lake Wateree Association hereinafter designated the Association and abbreviated LWA. The corporation charter number is 57-0904895.

Article II. PURPOSE

This Association is organized exclusively for educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 c (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. It shall operate to:

- Provide a means of education, communication and enlightenment for its membership and the general public in matters that pertain to the protection, restoration and utilization of the waters of Lake Wateree;
- Provide various means of constructive and friendly association, mutual understanding, and cooperation between parties concerned with Lake Wateree, its development, use, and management.
- Strive for the continued use and suitability of Lake Wateree for public recreational purposes and as a source of drinking water for the community;
- Provide a means of collective representation for its membership on various issues that pertain to the development and comprehensive management of Lake Wateree;
- Foster a community spirit for residents, businesses, and other groups associated with Lake Wateree.

Article III. OBJECTIVES

The objectives of the Association include, but are not limited to, the following:

- To sponsor regular meetings with comprehensive and informative programs including featured speakers from various areas, who have relevant interests in Lake Wateree with diverse points of view;
- To publish a newsletter keeping members informed on the status of current issues and current events pertaining to Lake Wateree;
- To address issues which include shoreline and watershed management, water quality, recreation, water usage, legislative and legal issues, testing for public safety, safety for all users, and general public concerns;
- To maintain centralized information that has been collected by the projects of its membership;
- To develop informed, objective liaisons that will foster communication between the Association and educational and governmental entities, the public utility licensed to manage the water and other organizations and communities.

Article IV. NONPROFIT

No part of the net earnings of LWA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Association shall not participate in, or intervene in (including the publishing or contribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 c (3) of the Internal Revenue Code and the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under section 170 c (2) of the Internal Revenue Code and the corresponding section of any future federal tax code.

Article V. OFFICERS and DIRECTORS

Section A. The affairs and business 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 this **Constitution and By-Laws**. The **Board** shall conduct meetings at least quarterly and shall also meet at the call of the **Chairperson**, or by the Recording Secretary upon request of any (2) members of the Board of Directors. Five (5) days notice of special meetings of the Board shall be made known to all Directors and shall be deemed sufficient notice of each meeting. At meetings of the Board, quorum shall consist of a majority of its Board members.

Section B. The **Board** shall consist of the **Chairperson, preceding Chairperson, First and Second Vice Chairpersons, External Affairs Chairperson, Recording Secretary, Treasurer, Membership Group Representatives, and Alternate Representatives**. Chairperson and Vice Chairpersons will normally serve a **two (2) year** term and may serve multiple, non-consecutive terms, if elected. Where possible, Chairperson and Vice Chairpersons positions shall be filled with candidates to accomplish proportionate representation from the counties around Lake Wateree. The manner of selecting Representatives and Alternate Representatives shall be at the discretion of the individual Membership Groups. Each **Membership Group**, represented by a Membership Group Representative or Alternate Representative, and all Officers are entitled to one (1) vote in Board decisions.

Section C. The number of **Board Members** shall not be more than thirty (30) or less than twelve (12) at any time. Ex officio Board members are not included in these limitations.

Section D. The **Board** positions of **Chairperson, Vice Chairpersons, Secretary(s), and Treasurer** shall be otherwise referred to as **Officers**. The **Officers** of the Association may be elected from the **Board of Directors or from the membership at large**. All Association members are eligible for election to the **Board**. Board Members shall be nominated by the Nominating Committee according to the policies and procedures set forth in the By-Laws.

Section E. Regular attendance at **Board and Association Meetings** by all **Officers and Directors** is expected. In the event of the **Board Member's** unexcused absence at three (3) consecutive **Board Meetings**, the **Board**, at its discretion, may act immediately to declare the **Board Member's** position on the **Board** as vacant. All such vacancies may remain intact until the **Association's** next regularly scheduled election, or the **Board**, at its discretion, may act to fill the vacancy with an **Active Member** receiving approval from a majority of the **Board Members**. The term for this newly filled **Board** position shall be for the remainder of the past **Board Member's** term.

#### Article VI. DUTIES of OFFICERS and DIRECTORS

Section A. The **Chairperson** shall have general supervision of the affairs of the Association, and as chief executive shall, in consultation with the **Board of Directors**, appoint the **Chairs of all Committees** and may serve as an ex-officio member of said **Committees**. He/She shall see that all **By-Laws** and any rules, regulations, or policies as may be adopted by the **Association** or the **Board** are enforced. He/She and the **Treasurer** shall execute all contracts and other instruments, which shall have been first approved by the **Board**. He/She shall serve as **Chair of the Board of Directors**. The **Chairperson**, upon completion of the elected term shall serve as an **ex-officio, (voting) Board member**.

Section B. The **Vice Chairpersons** shall assist the **Chairperson** and shall preside at meetings of the **Association** and the Board in absence or vacancy of the **Chairperson** and may serve as an ex-officio member of any and all **Committees**. He/She/They shall perform such other duties as may be assigned by the **Chairperson** and/or **Board**.

Section C. The **Treasurer** shall be responsible for financial transactions, collection of renewal funds. All checks issued by the Association shall be signed by the **Treasurer** or by the **Chairperson**. All expenditures shall be pre-approved by the **Board**. The **Treasurer** shall deposit all funds in such bank or banks as may be approved by the **Board**. The **Treasurer** shall submit a written report at the **Annual Association Meetings**. He/She shall perform such other duties as may be assigned by the **Chairperson** and/or **Board**.

Section D. The **Secretary(s)** shall: (1) Conduct the correspondence of the Association; (2) Issue notices of and prepare minutes of all meetings of the **Association** and **Board**; (3) Be custodian of the **Association's** records. He/She/They shall perform other duties as may be assigned by the **Chairperson** or the **Board**. These duties may be discharged by one individual or they may be, at the discretion of the **Board**, divided among two or more individuals that may share the title of **Secretary**.

Section E. The **External Affairs Chairperson** shall represent the Association and Board in meetings and work processes involving (1) the Catawba River beyond Lake Wateree, (2) local, state, and federal governmental organizations/agencies as directed by the **Chairperson** and/or **Board**, (3) the utility licensed to manage the water. He/She/They shall perform other duties as may be assigned by the **Chairperson** or the **Board**.

Section F. **Directors** shall strive to achieve the objectives of the **Association**. Each **Director** shall be responsible for preparation and presentation of pertinent topics for Board consideration, and shall act upon the business of the **Board** in a thoughtful conscientious manner. **Directors** are expected to take an active role in promotion and development of the **Association**. In the event a **Board Member** fails to meet the objectives of the Association, the **Board**, at its discretion, may act immediately to declare that position vacant. All such vacancies may remain intact until the **Association's** next regularly scheduled election, or the **Board**, at its discretion, may act to fill the vacancy with an **Active Member** receiving approval from a majority of the **Board Members**. The term for this newly filled **Board** position shall be for the remainder of the past **Board Member's** term.

Section G. **Vacancies** for all unexpired terms of the **Board** may be filled by majority vote of the **Board**.

Section H. Management of the Association: The Board of Directors shall have general charge and management of the affairs, funds, and property of the **Association**. The Board of Directors shall have full power, and it shall be the Board's duty, to carry out the purposes of the **Association** according to its Articles of Incorporation and By-Laws.

Section I. Expenditure authority: The Board of Directors may vote the expenditure of monies as it deems necessary or advisable, and it may contract for the lease or purchase in the name of the Association of properties or facilities for the use of the Association. When needed, for an urgent matter that may inflict harm if delayed until the next Board meeting, the Executive Committee (described in Article 2, Section B of the By-Laws below, may approve an expenditure of up to \$500.00 without prior approval of the Board. The Board will be informed of such expenditures at the next Board meeting.

Section J. Liability and Assessments: The Board of Directors shall not impose any liability or levy any assessment upon the members.

Section K. Audits: The Board of Directors shall be responsible for arranging an audit of the financial records of the (Association) on an annual basis to be reported at the Annual Meeting of the (Association) membership. Any Board member may request of the Board permission to audit the financial records at any time. The Board may elect to pursue an audit by an outside firm at any time this is deemed appropriate.

Section L. Compensation: Officers, Directors, and members serving on committees shall **not** receive any salary or compensation for services rendered to the Association. Board approved expenditures shall be reimbursed.

#### Article VII. MAILING ADDRESS

The Association shall have and will continuously maintain in the **State of South Carolina** a registered mailing address, which is P. O. Box 2132, Camden, SC 29020, in Kershaw County, and a registered agent for that mailing address, as required by **South Carolina Nonprofit Corporation Code**.

#### Article VIII. AMENDMENTS

Section A. Amendments to the **Constitution** and **By-Laws** may be proposed in writing at any time by: (1) any LWA member to the Chairperson or at any Board meeting; or (2) any member of the Board of Directors.

Section B. Proposed amendments shall be considered by an **Ad Hoc Committee**, which shall make a report and recommendations to the **Board of Directors**. Proposed amendments shall then be submitted to the entire membership of record for their vote at the next meeting of the general membership.

Section C. To be adopted, proposed amendments shall require a majority approval of all members present in person or by approved proxy.

#### Article IX. MEMBERSHIP

Section A. Membership in LWA shall be open to all entities whose interests are consistent with the purpose and objectives of LWA.

Section B. The Board of Directors may establish such categories of membership and a level of annual dues for each such category, as they deem appropriate.

Section C. The Board of Directors shall designate the Section Areas. Sections shall be collections of members by geographical designation or any other criteria the Board may select to provide logical groups of members with common interests.

End of Constitution

### BY-LAWS

#### Article I. DUES

Section A. The **amount of dues** shall be governed by the Board of Directors. The dues amount will be reviewed annually by the **Board**, in consultation with the **Treasurer**, and any recommendations for change shall be approved by a majority of the **Board**. Any changes approved shall be put into effect the first of the next fiscal year.

Section B. The fiscal year of the Association shall commence on the 1<sup>st</sup> day of January and shall end on the 31<sup>st</sup> day of December.

#### Article II. COMMITTEES

Section A. Appointment and Authority: The Board of Directors and/or Chairperson shall appoint all **Standing Committees** and **Committee Chairs**, and may from time to time appoint such **Ad Hoc Committees** and their **Chairs** as they deem necessary to carry out the programs of the Association. Committee assignments can be made by nomination or by member request. Committee Chairs are entitled to one (1) vote on Board issues relative to their committee.

Section B. Executive Committee: The **Executive Committee** shall consist of the **Chairperson, Vice Chairpersons, Secretary(s), Treasurer,** and the most recent **Past Chairperson (Ex Officio)**. In the event of an urgent matter, the Executive Committee may address the matter by a telephone poll of the Board of Directors. **Three members** shall constitute a **quorum** for the transaction of business. Meetings may be called by the Chairperson or by two members of the Executive Committee. Transaction of such business shall be reported by the Secretary at the next scheduled Board meeting.

Section C. Elections: Nominations for Directors will be initiated by the Nominating Committee, the Board of Directors, or by written partition by the membership. The proposed nominations will then be submitted to the membership in attendance at the Annual Membership Meeting for their vote.

Section D. Nominations: Any member who would like to nominate someone, including themselves, as a Director, should contact the Secretary of the Association so his/her name can be submitted to the Nominating Committee for review and addition to the ballot.

#### Article III. LIABILITY

Section A. Limitation of Authority: No action by any **Director** or member of the Association shall be binding upon or constitute an expression of the policy of LWA, until it shall have been approved or ratified by the Board of Directors.

Section B. 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 other functions of the **Association**.

Section C. No **Officer** or **Director**, former Officer or Director, or 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 the same circumstances in the conduct of his/her affairs.

#### Article IV. MEETINGS

Section A. Meetings: The **Board** shall conduct **Board Meetings** at least **four (4) times per year** and shall also meet at the call of the **Chairperson**. At meetings of the **Board**, **quorum** shall consist of a **majority** of its members. **Meetings of the Board** shall be open for attendance by any **Member** of the **Association**.

Section B. General Membership Meetings: The **Association** shall conduct **Annual** and **Called** meetings as necessary to carry on the business of the **Association**. At all general meetings of the Association, either regular or called, a **quorum** shall consist of a majority of the Board plus the members present, including members represented by approved proxy.

Section C. Voting: In votes of the general membership, one (1) vote will be allowed per paid full membership.

#### Article V. RULES of ORDER

All **meetings** of the **Board** and/or **Association** shall be conducted in accordance with the latest edition of "**Robert's Rules of Order**."

#### Article VI. DISSOLUTION

The **Association** may be dissolved at any time by a **majority vote of the membership** and by due process as provided by the laws of the **State of South Carolina** relating to such matters. Upon dissolution of the (Association), assets shall be distributed for one or more exempt purposes within the measures of section 501 c 3 of the Internal Revenue Code, or the corresponding section of future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine or which are organized and operated exclusively for such purposes.

End of By-Laws    End of Document    9-12-17