



BY-LAWS

OKLAHOMA CLEAN LAKES and WATERSHEDS ASSOCIATION

Revised February 2019 * Approved April 5, 2019

ARTICLE I NAME AND PURPOSE

- Section 1. The name shall be Oklahoma Clean Lakes and Watersheds ASSOCIATION (hereinafter referred to as OCLWA).
- Section 2. Mission: The mission of the OCLWA is to provide a forum for scientists, citizens, and professionals to exchange ideas, receive education, and form partnerships to foster sound management and protection of lakes and watersheds.
- Section 3. The OCLWA is organized exclusively for charitable and educational purposes, more specifically to
- A. Promote sound lake and watershed management and the general welfare of waters in Oklahoma
 - B. Disseminate information to the membership and the public regarding policy and technical developments in the field of lake and watershed management and promote the exchange of information.
 - C. Support the development of research and standards for lake and watershed management.
 - D. Support activities promoting public awareness, education, and the protection of lakes and watersheds.
 - E. Support and encourage public participation in national, state, and local programs promoting citizen involvement in lake and watershed management.
 - F. Promote the welfare of lake and watershed management interests in any other areas deemed appropriate by the Board of Directors.

To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Sec. 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the make of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired

by gift or contribution or otherwise, shall be devoted to said purposes

ARTICLE II BUSINESS OFFICE

Section 1. The Board of Directors will establish the OCLWA business address.

ARTICLE III OFFICERS

Section 1. The Officers of OCLWA shall be members of the Board of Directors and shall consist of a President, a President-Elect, a Secretary, a Treasurer, the immediate Past President, and other such Officers, as the Board of Directors shall delineate. The total membership of the Board of Directors shall not exceed 17 members and should not be less than 11 members.

Section 2. The order of authority and responsibility for the affairs of OCLWA shall be: the President, the President-elect, the Secretary, the Treasurer, and the Immediate Past President.

Section 3. The President shall preside at all meetings and shall be responsible for the management of OCLWA's business. The President shall carry out the policies and resolutions of the Board and shall have the authority to delegate responsibilities to others.

Section 4. In the absence of the President, the President-elect shall carry out the President's duties. The President-elect, or designee, shall serve as Chairman of the Program Committee.

Section 5. The Secretary shall maintain the minutes, correspondence and membership records of the OCLWA.

Section 6. The Treasurer shall collect, keep, and disburse OCLWA funds, keep proper books, and render a report of the financial status at each Board meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The OCLWA shall be governed by a Board of Directors, which shall have full power to manage the affairs of the OCLWA to accomplish its intent and purposes. The Board will strive to have at least one student Board member appointed from a state university.

Section 2. The Nominating Committee shall strive for statewide participation in the Board of Directors for the OCLWA. Nominees must have been a member of the organization for at least one year. No more than four Directors shall be from the same agency or institution and no more than 2 officers may be from the same agency or institution.

Section 3. At the discretion of the Board of Directors, additional members may be selected from the membership to assist with OCLWA business.

Section 4. The OCLWA shall have a policy regarding conflicts, or apparent conflicts, of interest in affairs conducted by the Board and staff. This policy will be observed, and its observation will be duly recorded in the minutes of meetings.

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, OCLWA, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

- A. The interest of such officer or director is fully disclosed to the board of directors.
- B. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
- C. Payments to the interested officer or director are reasonable and do not exceed fair market value.
- D. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 5. The OCLWA shall indemnify every person who is or has been a Director of the Association and such persons' heirs and legal representatives where such person is a party or is threatened with being a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such person is or was a Director of the OCLWA, or is or was serving at the request of the OCLWA in any capacity for any other business organization, against expenses (including attorneys' fees), judgment, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the OCLWA, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of

any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which he/she reasonably believed to be in or not opposed to the best interests of the OCLWA or, with respect to any criminal action, suit or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful. The foregoing right of indemnification shall be in addition to all rights to which any such Director as extended under law.

ARTICLE V TERMS OF OFFICE

- Section 1. Officers shall be elected for ONE-YEAR TERMS but may serve consecutive terms as an Officer. Directors shall not be term-limited.
- Section 2. It is the responsibility of each officer and director to understand the organization's business finances, bylaws, proceedings, and other organizational knowledge to ensure the longevity of the organization.
- Section 3. Officers will meet monthly and must attend 9 of the 12 (or 75%) meetings annually. The full Board will meet every other month and Directors are required to attend 4 of the 6 (or 2/3) of scheduled meetings. Cancelled meetings will count as an attended meeting.
- Section 4. When an Officer or Director fails to fulfill the duties of his/her office without valid reason, the Executive Committee may bring a recommendation for removal of Officer or Director to the full Board. The Officer or Director may be removed from office by a two-thirds vote of the Board of Directors.

ARTICLE VI ELECTION OF OFFICERS AND DIRECTORS

- Section 1. Except for the Presidency, officers and directors of the OCLWA shall be elected by majority vote of the voting members present at the annual meeting of OCLWA and shall serve until the close of the next annual meeting or until the election of their successors. The President-elect shall automatically become President.
- Section 2. The slate of Officers and Board members must be nominated from the current Board of Directors. The Nominating Committee shall present a slate of Officers and Directors for consideration and approval by the membership at the annual business meeting. Directors will also be sought from OCLWA members during the annual business meeting.
- Section 3. The election of officers and directors shall be held as a part of the business meeting held in conjunction with the regular annual meeting.
- Section 4. Vacancies in the office of President between terms shall automatically be filled through succession in the following order: President-elect, Secretary, and Treasurer. All other vacancies shall be filled through appointment by the Board of Directors.

ARTICLE VII COMMITTEES

- Section 1. Committees shall be appointed by the President to serve during his/her term of office. The number of persons on each Committee shall be the prerogative of the President subject to the approval of the Board of Directors. Committees are as follows:
- A. The EXECUTIVE COMMITTEE shall be made up of the current Officers with responsibility and authority to conduct OCLWA business. This committee may make decisions on behalf of the entire Board when necessary, such action being subject to ratification by the Board at its next meeting. It is the responsibility of the Executive Committee to provide wise leadership for the successful continuation of the OCLWA
 - B. The NOMINATING COMMITTEE shall consist of the Board of Directors and shall be chaired by the immediate Past President, with the responsibility of presenting a slate of Officers and Directors as described in Article V, Section 2.
 - C. The PROGRAM COMMITTEE shall consist of the Executive Committee and other Directors or organization members as designated and shall be chaired by the President-elect, or designee, with the responsibility of program development for OCLWA meetings.
 - D. Ad hoc committees may be developed at the discretion of the Executive Committee. Ad hoc committees may consist of any Director or other OCLWA member, as appointed by the Executive Committee. All ad hoc committees shall be chaired by a Director.

ARTICLE VIII MEMBERSHIP, DUES, AND MEETINGS

- Section 1. Membership shall be open to lake, pond, reservoir, and watershed property owners, public institutions within the State of Oklahoma, and other organizations or individuals providing support services or interested in lake and watershed management.
- Section 2. Membership categories of OCLWA shall be one of the categories:
- A. Individual
 - B. Business/Organizations (consultants, businesses, public and private organizations, public institutions)
 - C. County and Lake Associations
 - D. Contributing (foundations and individuals)

E. Student

- Section 3. The amount of annual dues and the mode of payment shall be determined and established by the Board of Directors.
- Section 4. There will be an Annual Membership Meeting of the OCLWA; the time, place, and date to be set and announced by the Board of Directors. The meetings shall be held to inform the OCLWA membership of the accomplishments of OCLWA, and to receive suggestions from the membership as to future directions for the OCLWA. The Membership shall be informed of the Annual Meeting at least ten (10) days prior to the meeting date.

ARTICLE IX
PARLIAMENTARY AUTHORITY

- Section 1. OCLWA business shall be conducted in accordance with Robert's Rules of Order.

ARTICLE X
QUORUM

- Section 1. A quorum of the business meeting of the OCLWA membership shall consist of not fewer than ten percent (10%) of the membership, at least two (2) of whom shall be officers of the OCLWA.
- Section 2. A quorum at Board of Directors' meetings shall be greater than half the total number of Directors and OCLWA Officers. In the event of a lack of a quorum at a Board of Directors' meeting, two officers and one other Director may transact business subject to approval of the Board at the next Board meeting at which there is a quorum.
- Section 3. In absence of quorum, as defined in Article X Section 2, organizational business may be conducted through electronic means. However, all Board actions requiring an electronic vote must be approved by action of the full Board vote with a simple majority.

ARTICLE XI
FISCAL YEAR

- Section 1. The fiscal year of the OCLWA shall be the calendar year

ARTICLE XII
AMENDMENTS TO THE BY-LAWS

- Section 1. These By-laws, or parts thereof, may be amended or repealed by vote of the membership provided written notice is given to members at least thirty days in advance of the meeting at which action is to be taken.