

CALIFORNIA LAKE MANAGEMENT SOCIETY
Corporate #2745066
CONSTITUTION AND BY-LAWS

CONSTITUTION

Article I. Name.

The name of this organization shall be the California Lake Management Society, hereinafter designated as the Society and abbreviated "CALMS," a chapter of the North American Lake Management Society.

Article II. Purpose.

The purpose of the Society is to promote the understanding, protection, restoration and management of lakes, ponds, reservoirs, and impoundments, their watersheds and the ecosystem of which they are a part.

Article III. Objective.

The objectives of the Society are to:

- Section 1. Facilitate the exchange of information on the technical and administrative aspects of lake management.
- Section 2. Promote public awareness of lake ecosystems.
- Section 3. Encourage public support for national, state, regional and local programs promoting lake management.
- Section 4. Provide guidance to public and private agencies involved in or planning lake management activities.
- Section 5. Improve the professional status of all persons engaged in any aspect of lake management.
- Section 6. Identify needs and encourage research on lake ecology and watershed management.

Article IV. Membership.

The membership of the Society shall consist of individuals and organizations whose interests are consistent with the objectives of the Society.

Article V. Board of Directors.

- Section 1. The affairs of the Society 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 the By-Laws.
- Section 2. The Board shall consist of the President, President-Elect, Treasurer, Secretary, and four (4) Directors to be elected by the membership of the Society as specified by the By-Laws.
- Section 3. An Annual Meeting of the Board shall be held during the Annual Meeting of the Society, or at such other time as the Board may select.

Article VI. Officers.

- Section 1. The **President** shall have general supervision of the affairs of the Society. He/she shall preside at all conferences of the Society and meetings of the Board. He/she shall appoint the members of all Committees, and shall serve as ex officio member of all Committees. He/she shall perform such other duties as may be assigned by the Board.
- Section 2. The **President-Elect** shall assist the President and shall preside at conferences and meetings of the Board in the absence of the President. He/she shall act as President in the event of the resignation of the President. He/she may serve as ex officio member of any and all Committees. He/she shall maintain the legal non-profit status of the Society. He/she shall perform such other duties as may be assigned by the Board.
- Section 3. The **Treasurer** shall be responsible for the financial affairs of the Society. He/she shall receive all funds paid to the Society and shall pay all bills incurred by the Society, as authorized by the Board. He/she shall make a report at the Annual Meeting of the Board on financial affairs of the Society. He/she shall be bonded as required by the Board and shall perform such other duties as may be assigned by the Board.
- Section 4. The **Secretary** shall prepare minutes of all meetings of the Society and the Board. He/she shall maintain an accurate listing of members of the Society, and shall perform such other duties as may be assigned by the Board.
- Section 5. In the event of the resignation of the President, the President-Elect shall serve the remainder of the term.

Article VII. Executive Committee.

Between meetings of the Board, the affairs of the Society shall be conducted by the Officers as the Executive Committee, as provided by the By-Laws.

Article VIII. Amendments.

- Section 1. Amendments to the Constitution may be proposed through the By-Laws Committee, by a majority of the Board or its Executive Committee, or by written petition of at least ten percent (10%) of the active members of the Society.
- Section 2. Proposed amendments shall then be considered by the By-Laws Committee, which may make a report and recommendations to the membership. Proposed amendments shall be submitted to the entire membership at least thirty (30) days before the date of the Annual Meeting of the Society.
- Section 3. Amendments may be adopted by two-thirds (2/3) vote of the active membership present and voting at any Annual Meeting of the Society.
- Section 4. All amendments are to be consistent with the constitution of NALMS.

BY-LAWS

Section A. Activities. The Society encourages conferences, workshops, and seminars, and may

sponsor or co-sponsor such events as appropriate. The Board may communicate with Society members via its website, emails, and other electronic social media. In addition to providing a medium for exchange of information between its members, the Society may share information with decision-makers and with the broader public.

Section B. Membership Categories. The Society is open to all academic, professional, and non-professional individuals, institutions, and organizations which share a common commitment to the environmentally-sound lake management. Each member, whether an individual or an organization, shall be entitled to one vote, and to other rights of membership, upon payment of annual dues established by the Board.

Each member of CALMS is encouraged to become a member of NALMS. Annual dues and membership categories shall be reviewed by the Board at the Annual Meeting and subject to ratification by a majority of the member present and voting.

Section C. Meetings.

Subsection 1. Annual meetings of the Society shall be held at a time and place approved by the Board, where possible, in conjunction with a conference on lake-related matters sponsored by the Society, and/or other recognized organizations with interests in lake-related matters.

Subsection 2. At meetings of the Board, a quorum shall consist of a majority of Board members. Any member of the Board may designate a proxy to act for him/her, if he/she is unable to attend a Board meeting in person. Such proxies shall be designated by the absentee Board member in writing and shall be counted in determining a quorum.

Subsection 3. Additional Board meetings may be scheduled as determined by the Board or the Executive Committee.

Subsection 4. In elections for Officers and Directors any member may vote by proxy, if he/she is unable to attend in person. Such proxies shall be designated by the absentee member in writing.

Section D. Rules of Order. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Society as it deems proper. Unless the Board decides otherwise, all meetings of the Society and the Board shall be conducted in accordance with the latest edition of "Robert's Rules of Order".

Section E. Committees. Committees of the Society shall be a Scholarship Committee, an Executive Committee and such other *ad hoc* committees as the Board may see fit to establish to accomplish specific tasks of the Society.

Section F. Nominations and Elections.

Subsection 1. Nominations for Officers and Directors for the following year shall be received by the Nominating Committee at least ninety (90) days before the date of the Annual Meeting of the Board. The Committee shall submit a ballot including its nominations of one or more candidates for each office to be filled. All candidates shall be members of the Society.

Subsection 2. The Nominating Committee shall nominate at least three candidates from the Society-at-large to fill the positions of incumbent Directors whose terms are expiring. Members may vote for up to two (2) candidates. The two candidates receiving the most votes shall be elected to a two-year term.

Subsection 3. Directors shall be elected to the Board by the majority vote of all active members of the Society present at the Annual Meeting.

Subsection 4. Officers shall be elected by majority vote of all members of the Society present at the Annual Meeting.

Subsection 5. The terms of the Officers shall be for one (1) year, or until their successors are elected and qualified. The terms of the Directors shall be two (2) years, or until their successors are elected or qualified. Directors shall be elected for staggered terms, as provided for in these By-Laws.

Section H. Vacancies. The President shall fill any Board vacancies by appointment.

Section I. Compensation. The Board and Officers shall serve without pay, but may be reimbursed actual expenses while on Society business subject to the availability of funds. Within the budget constraints and program directions set by the Board, the President may contract for services and supplies. Required expenditures such as bonding for the Treasurer shall be paid by the Society.

Section J. Fiscal Year. The fiscal year of the Society shall end on December 31st of each year.

Section K. Non-Profit Status. The Society shall be organized as a non-profit corporation in accordance with Section 501(c)(3) of the U.S. Internal Revenue Code.

Section L. Amendments. The By-Laws may be amended by a majority of the members present and voting at any Annual Meeting of the Society. Proposed amendments to the By-Laws shall be submitted to the entire membership at least ten (10) days prior to the date of the Annual Meeting.

CALIFORNIA LAKE MANAGEMENT SOCIETY
CONSTITUTION AND BY-LAWS

AMENDMENT 1

The following modifications and additions are made to the By-Laws, by vote of the membership present at the annual meeting held on December 2, 1999. Deleted portions are designated by ~~Strike-out Text~~. New portions are designated by SMALL CAPS TEXT.

BY-LAWS

Section C. Meetings

~~Subsection 3. A minimum of two meetings per year will be held by Board of Directors. One meeting will be held in Northern California and one will be held in Southern California.~~ A MINIMUM OF ONE MEETING PER YEAR WILL BE HELD BY THE BOARD OF DIRECTORS IN CONJUNCTION WITH THE ANNUAL CONFERENCE. ADDITIONALLY, MEETINGS MAY BE SCHEDULED AS DETERMINED BY THE BOARD OF DIRECTORS OR THE EXECUTIVE COMMITTEE.

Section C. Meetings

SUBSECTION 4. IN ELECTIONS FOR OFFICERS AND DIRECTORS ANY MEMBER MAY VOTE BY PROXY, IF HE/SHE IS UNABLE TO ATTEND IN PERSON. SUCH PROXIES SHALL BE DESIGNATED BY THE ABSENTEE MEMBER IN WRITING.

Section E. Committees.

~~Standing Committees of the Society shall be a Policy Committee, a Nominating Committee, a Publications Committee, an Executive Committee, and such other committees as the Board may see fit to establish. The Board may also establish such ad hoc committees as may be needed to accomplish specific tasks of the Society.~~ THE STANDING COMMITTEES OF THE SOCIETY SHALL BE A LEGISLATIVE COMMITTEE, A NOMINATING COMMITTEE, A PUBLICATIONS COMMITTEE, AN EXECUTIVE COMMITTEE AND SUCH OTHER AD HOC COMMITTEES AS THE BOARD MAY SEE FIT TO ESTABLISH TO ACCOMPLISH SPECIFIC TASKS OF THE SOCIETY.

Section F. Nominations and Elections

~~Subsection 3. Directors shall be elected to the Board by the majority vote of all members of the Society voting. Ballots shall be mailed to all members at least sixty (60) days before the date of the Annual Meeting of the Board, and shall be returned at least fifteen (15) days before the date and time of the call to order of the Annual Meeting of the Board.~~ DIRECTORS SHALL BE ELECTED TO THE BOARD BY THE MAJORITY VOTE OF ALL ACTIVE MEMBERS OF THE SOCIETY PRESENT AT THE ANNUAL MEETING.

Section F. Nominations and Elections

~~Subsection 4. Officers shall be elected by majority vote of all members of the Society voting. Ballots shall be mailed to all members at least sixty (60) days before the date of the Annual Meeting of the Board, and shall be returned at least fifteen (15) days before the date and time of the call to order of the Annual Meeting of the Board.~~ OFFICERS SHALL BE ELECTED BY MAJORITY VOTE OF ALL MEMBERS OF THE SOCIETY PRESENT AT THE ANNUAL MEETING.

AMENDMENT 2

The following modifications and additions are made to the By-Laws, by vote of the membership present at the annual meeting held on October 13, 2016. Deleted portions are designated by ~~Strike-out text~~. New portions are designated by underlined text.

Article II. Purpose.

The purpose of the Society is to promote ~~further~~ the understanding, protection, restoration and management of lakes, ponds, reservoirs, and impoundments, their watersheds and the ecosystem of which they are a part; ~~and their protection, restoration and management.~~

Article III. Objective.

The objectives of the Society are:

Section 3. To encourage public support for national, state ~~or provincial,~~ regional and local programs promoting lake management.

Article V. Board of Directors.

Section 2. The ~~B~~board shall consist of the President, ~~Vice President-Elect~~, Treasurer, Secretary, and four (4) Directors to be elected by the membership of the Society as specified by the By-Laws.

Article VI. Officers.

Section 2. The ~~Vice-President-Elect~~ shall assist the President and shall preside at conferences and meetings of the Board in the absence of the President. He/she shall act as President in the event of the resignation of the President. He/she may serve as ex officio member of any and all Committees. He/she shall maintain the legal non-profit status of the Society. He/she shall perform such other duties as may be assigned by the Board.

Section 5. In the event of the resignation of the President, the ~~Vice-President-Elect~~ shall serve the remainder of the term.

Article VIII. Amendments.

Section 3. Amendments may be adopted by two-thirds (2/3) vote of the active membership present and voting at any Annual Meeting of the Society ~~on written ballots.~~

BY-LAWS

Section A. Activities. The Society encourages conferences, workshops, and seminars, and may sponsor or co-sponsor such events as appropriate. The Board may communicate with Society members via its website, emails, and other electronic social media. ~~The Society may provide its members with a newsletter and, through its Publication committee, explore the feasibility of a bulletin or technical journal, and may provide the same.~~ In addition to providing a medium for exchange of information between its members, the Society ~~will attempt to~~ may share information with decision-makers and with the broader public.

Section B. Membership Categories. The Society is open to all academic, professional, and

non-professional individuals, institutions, and organizations which share a common commitment to the environmentally-sound lake management. Each member, whether an individual or an organization, shall be entitled to one vote, and to other rights of membership, upon payment of annual dues according to the following categories: established by the Board.

Individual/Non-profit organization/Public	\$ 25.00
Student	\$ 5.00
Corporate Sponsor	\$ 250.00

Each member of CALMS ~~would be~~ is encouraged to become a member of ~~the~~ NALMS. Annual dues and membership categories shall be reviewed ~~and determined~~ by the Board at the Annual Meeting and subject to ratification by a majority of the member present and voting.

Section C. Meetings.

Subsection 2. At meetings of the Board ~~of Directors~~, a quorum shall consist of a majority of ~~its~~ Board members. Any member of the Board may designate a proxy to act for him/her, if he/she is unable to attend a Board meeting in person. Such proxies shall be designated by the absentee Board member in writing and shall be counted in determining a quorum.

Subsection 3. ~~A minimum of two meetings per year will be held by Board of Directors. One meeting will be held in Northern California and one will be held in Southern California. A minimum of one meeting per year will be held by the Board of Directors in conjunction with the annual conference. Additionally, Board meetings may be scheduled as determined by the Board of Directors or the Executive Committee. (Modified by amendment, December 1999)~~

Subsection 4. In elections for Officers and Directors any member may vote by-proxy, if he/she is unable to attend in person. Such proxies shall be designated by the absentee member in writing. ~~—(Added by amendment, December 1999)~~

Section D. Rules of Order. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Society as it deems proper. Unless the Board decides otherwise, all ~~All~~ meetings of the Society and the Board shall be conducted in accordance with the latest edition of “Robert’s Rules of Order”.

Section E. Committees. ~~Standing Committees of the Society shall be a Policy Committee, a Nominating Committee, a Publications Committee, an Executive Committee, and such other committees as the Board may see fit to establish. The Board may also establish such ad hoc committees as may be needed to accomplish specific tasks of the Society. Standing Committees of the Society shall be a Legislative Committee, a Nominating Committee, A Publications~~ Scholarship Committee, an Executive Committee and such other *ad hoc* committees as the Board may see fit to establish to accomplish specific tasks of the Society. ~~(Modified by amendment, December 1999)~~

Section F. Nominations and Elections.

Subsection 3. ~~Directors shall be elected to the Board by the majority vote of all members of the Society voting. Ballots shall be mailed to all members at least sixty (60) days before the date of the Annual Meeting of the Board, and shall be returned at least fifteen (15) days before the date and time of the call to order of the Annual Meeting of the Board.~~—Directors shall be elected to the Board by the majority vote of all active members of the Society present at the aAnnual mMeeting. (Modified by amendment, December 1999)

Subsection 4. ~~Officers shall be elected by majority vote of all members of the Society voting. Ballots shall be mailed to all members at least sixty (60) days before the date of the Annual Meeting of the Board, and shall be returned at least fifteen (15) days before the date and time of the call to order of the Annual Meeting of the Board.~~ Officers shall be elected by majority vote of all members of the Society present at the aAnnual mMeeting. (Modified by amendment, December 1999)

Subsection 5. The terms of the Officers shall be for one (1) year, or until their successors are elected and qualified. The terms of the Directors shall be two (2) years, or until their successors are elected or qualified. Directors shall ~~initially~~ be elected for staggered terms, as provided for in these By-Laws.

Section G. Terms for Directors.—~~In the first regular election, Directors shall be elected to 1 or 2 year terms with the two, 2 year terms being determined by drawing lots. All subsequent terms shall be for two (2) years.~~

Section H. Vacancies. The Presidents shall fill any Board vacancies by appointment.

Section I. Compensation. The Board and Officers shall serve without pay, but may be reimbursed actual expenses while on Society business subject to the availability of funds. Within the budget constraints and program directions set by the Board, the President may contract for services and supplies, ~~including the hiring of part-time secretarial assistance or other limited-term staff.~~ Required expenditures such as bonding for the Treasurer shall be paid by the Society.

Section L. Amendments. The By-Laws may be amended by ~~two-thirds (2/3)~~ a majority of the members present and voting at any Annual Meeting of the Society. Proposed amendments to the By-Laws shall be submitted to the entire membership at least ten (10) days prior to the date of the Annul Meeting. ~~If notice of the By-Laws amendments was provided at least thirty (30) days prior to the Annual Meeting, a majority of those present and voting shall be required to adopt amendments.~~