

ByLaws of the Federation of Vermont Lakes and Ponds, Inc.

Article I

NAME

The name of this organization shall be The Federation of Vermont Lakes and Ponds, Inc. also known as FOVLAP.

Article II

MISSION AND PURPOSE

MISSION: To preserve and protect Vermont's lakes, ponds and their watersheds for the benefit of this and future generations.

PURPOSE:

1. Educate the lake and pond associations and the general public on existing and new policies and best management practices.
2. Advocate to, and educate, public officials and organizations on state-wide water quality and watershed policies that benefit the general public.
3. Encourage lake and pond associations to share information with each other.

Article III

MEMBERSHIP

There are four types of membership in FOVLAP: individual, association, affiliate and lake representative.

1. **Individual:** Any person is eligible for membership.
2. **Association:** Any lake or pond association representing a bona-fide lake or pond is eligible for membership.
3. **Affiliate:** Any representative of a business adhering to the purposes of FOVLAP is eligible for affiliated membership. Affiliates are eligible to serve on the Board of Directors if elected by the membership.
4. **Lake Representative:** A person, with voting rights, for a lake or pond that does not have an association that is a member of FOVLAP.

VOTING REPRESENTATIVE

1. Each bona-fide lake or pond association, as defined in the Membership paragraph above, shall designate a single representative to vote on behalf of that association and notify FOVLAP at or before the FOVLAP annual meeting in writing or electronically that said member is authorized to vote the interest of said association.
2. Lakes and ponds with no association shall have no more than one voting representative upon payment of FOVLAP dues.
3. Affiliates shall not be eligible to vote at FOVLAP meetings nor designate a voting representative. However, if affiliates are elected or appointed to the FOVLAP board of directors, they do have voting rights on board matters.
4. A voter registration card is issued to the authorized person. It may be used for that one meeting and any postponement thereof, and must be returned at the conclusion of the meeting and at any postponement thereof.

DUES

1. The membership period shall be from January 1 to December 31 of each year.
2. The annual dues shall be fixed from time to time by the Board of Directors. Any association, person or business may become a member (as defined in Article III – MEMBERSHIP) upon payment of annual individual or association dues and shall continue as a member for succeeding years provided annual dues for each such succeeding year are paid on or before the Annual Meeting of such year. Directors, officers and auxiliary board members shall pay individual dues prior to the first director's meeting of the membership period.

Article IV

OFFICERS

1. List of Officers. The Officers of FOVLAP shall be a President, a Vice-President, a Treasurer and a Secretary.
2. Election of Officers. Election of officers at the Annual Meeting is for a three-year term. Any vacancy in these offices shall be temporarily filled by a vote of the Board of Directors. A person elected or appointed as an Officer must be current in association dues and remain so for the duration of the term.
3. Term of Officers. Terms for officers will rotate. The President and Treasurer will be up for election in one year, and the Vice-President and Secretary will be up for election in a different year. Officers may serve up to a maximum of two consecutive ELECTED three-year terms.

4. Duties of the President and Vice-President. The President of FOVLAP shall preside at all meetings of the membership and the Board of Directors, call special meetings as may be required, and have general administration over the affairs of FOVLAP. The President shall be an ex-officio member of all committees. The Vice-President shall assist the President in all matters wherever called upon and preside over meetings in the President's absence.

5. Duties of the Treasurer. The Treasurer shall have custody of the funds of FOVLAP, shall receive dues and make disbursements as directed, and make a financial report at all Board meetings and to the membership at the Annual Meeting. The Treasurer shall prepare the annual budget for approval by the Board and file the Federal and State tax returns as required for FOVLAP. The Treasurer shall compile a Biennial Report, which must be filed as required by the Secretary of State.

6. Duties of the Secretary. The Secretary shall take minutes of all meetings, have custody of all records of FOVLAP, except financial, and provide for all communications either among the members or to outside parties.

Article V

BOARD OF DIRECTORS

1. Composition. The Board of Directors shall consist of the Officers and nine Directors. Officers are in addition to the nine members elected to the Board of Directors and shall be voting members of the Board. A person elected or appointed to the Board of Directors must be current in Association dues and remain so for the duration of the term. Officers, Directors and Auxiliary Board members shall pay individual membership dues. All officers and directors shall, annually, sign a Conflict-of-Interest statement and a Code of Conduct statement provided by the board.

2. Term of Office. Directors shall be elected for a term of three years, one-third of the full Board being elected each year at the Annual Meeting. A Director having been ELECTED to two consecutive three-year terms may not serve again until one year has elapsed.

3. Vacancies on the Board of Directors. Vacancies on the Board of Directors may be temporarily filled by appointment with a majority vote of the remaining Officers and Directors until successor is elected at the next Annual Meeting. No person shall serve on the Board of Directors more than eight consecutive years combined without a one-year break in service.

4. Meeting of the Board. The Board of Directors shall hold at least three meetings a year including the Annual Meeting in September. One meeting shall be held in June before the Annual Meeting and one within two months after the Annual Meeting. The

President or any three other Directors may call additional meetings. Notice of all meetings of the Board shall be given to each Director, either personally or by mail and or e-mail two weeks in advance of the meeting. Meeting locations should be held at a site convenient for the majority of the board members.

5. Authority of the Board. The Board is empowered to manage the affairs of FOVLAP, subject to such restrictions as may be specifically imposed by the FOVLAP membership. It is authorized to vote the expenditure of FOVLAP funds as may be required.

6. Quorum of the Board. A majority of Directors shall constitute a quorum for the transaction of business at any Board meeting.

7. Auxiliary Membership. A person wishing to serve FOVLAP may be appointed by the Board of Directors as an "Auxiliary Member" of the Board of Directors, has no vote on the board and shall serve at the pleasure of the Board of Directors.

8. Board Members at Sponsored Events. Officers and Directors are expected to attend FOVLAP sponsored events, particularly the annual meeting of FOVLAP and the annual seminar.

Article VI

ANNUAL MEETING

Unless otherwise determined by the Board of Directors, the Annual Meeting shall be held in person and/or electronically on the first Thursday that follows Labor Day in September. At least thirty-days prior to the Annual Meeting, or in accordance with Vermont state law regarding advanced notice, notice of the Annual Meeting shall be mailed to all members via US mail and/or electronically. Nominations for the coming year shall be included in this mailing.

Article VII

STANDING COMMITTEES

There are three standing committees that provide direct support on a continual basis to the FOVLAP Board of Directors:

1, Executive Committee. This committee is chaired by the FOVLAP president and comprises the officers of FOVLAP plus two additional board members chosen by the officers. This committee meets as necessary and makes decisions between board meetings. It reviews and accepts other proposed items that committees plan to bring to a board meeting such as bylaws changes and

the annual budget. It arbitrates disputes and handles any grievances that might arise (e.g. harassment complaints).

2, Nominating Committee. This committee consists of three board members, the chair named by the FOVLAP president. At least one member should have prior experience serving on this committee. The committee will interview potential nominees to verify interest, background and qualifications and will present such documents as necessary (including bylaws and policies) so the potential nominee understands the organization and can determine fit. The committee will then develop a slate of officers and directors in accordance with these bylaws, and present the slate to the board two months before the Annual Meeting. The slate will be available to all members at least 30 days before the Annual Meeting, and the committee chair will present the slate, accept nominations from the floor and run the elections during the Annual Meeting.

3, Finance Committee. The finance committee, consisting of a minimum of three members, will review finances, review financial procedures, develop the proposed annual budget and suggest audits where appropriate. The Treasurer is automatically a member of this committee, but not chair. The chair must be a member of the board of directors. Other members need not be board members, but should have a financial background.

Article VIII

PERMANENT COMMITTEES

There are six permanent committees that are established for the immediate benefit of all members. In some cases, the committees' work results in benefit to all residents of, and visitors to, Vermont. Any FOVLAP member may be a member of a Permanent committee. The chair is chosen by the committee, but must be a member of the board of directors. Other committee members may be chosen from the FOVLAP membership. The board of directors will annually determine the number of members needed on each committee. Permanent committees may be added or deleted with the approval of the membership at an annual meeting.

1. Membership. This committee maintains a database of members, sends out invitations to potential new members, and reminds members in the early spring and summer to renew membership.
2. Legislative. This committee monitors legislation introduced into the VT legislature, keeps members informed about pertinent legislation, drafts positions and seeks to testify (with board and/or executive committee approval) on key bills of interest to FOVLAP. The committee chair (or co-chairs) should maintain appropriate contact with committee chairs in the House and Senate.
3. Events. This committee plans the Annual meeting and annual Lake Seminar events, and other FOVLAP-sponsored activities, and addresses specific lake issues as they arise.

4. Public Relations. This committee uses a variety of venues to inform FOVLAP's constituents and the general public about activities and information pertaining to VT lakes and associations. Sub-committees might include Facebook, website, legislative updates, newsletter and any other sub-committees as appropriate.
5. Grants. This committee, with executive committee approval, applies for funds to support the work of FOVLAP and VT lake/pond associations. Such applications will be signed by the FOVLAP President or authorized officer. The committee also oversees administration of the grant or ensures that it is properly administered. This committee also tracks available grants opportunities. All grant applications shall go through this committee.
6. Scholarships. This committee reviews applications for scholarship funds and provides feedback to the chair for final selection. The majority of the committee members should not be FOVLAP members, thus improving a wide range of applicants.

Article IX

AD-HOC COMMITTEES

The president may establish ad-hoc committees to address a specific need that is not covered by a standing or permanent committee. Each such committee can only be established to address a specific need or issue, and is terminated when either the assignment is complete or the president leaves office, whichever comes first. Committee members will be determined by the board and based on the committee's purpose.

Article X

LOBBYING AND ADVOCACY

Anyone representing FOVLAP, publicly or in government settings, is not permitted to participate in paid lobbying for or against any matter. A person may advocate for or against a matter as an individual, but cannot speak for FOVLAP on any matter without the approval of the FOVLAP Board of Directors.

Article XI

PARLIAMENT AUTHORITY

All procedural questions not resolved by the Articles herein shall be determined in accordance with Roberts Rules of Order.

Article XII

AMENDMENTS

These By-laws may be amended by a two-thirds vote of the members attending the Annual Meeting and eligible to vote as prescribed in Article III – MEMBERSHIP, provided that notice of the proposed amendment or amendments accompanies the call for the meeting. Unless otherwise provided in the amendment, an amendment to the By-laws shall take effect immediately.

Adopted at the Annual Meeting, July 23, 2001;

Amended July 23, 2007, July 26, 2010 July 25, 2011, July 27, 2015, July 27, 2020.

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