

# MOUNTAIN LAKE COMMUNITY ASSOCIATION & WATERSHED ADVISORY GROUP

## BY-LAWS

### Article I

#### Name and Location

The name of this corporation shall be The Mountain Lake Community Association and Watershed Advisory Group (MLCA & WAG), hereinafter called "The Association" located in the Mountain Lake Watershed, Liberty Township, County of Warren, New Jersey. Its principal office shall be in the firehouse of the Mountain Lake Fire Company (99 Tamarack Road Belvidere, NJ 07823).

### Article II

#### Statements of Identity, Vision, Mission, Goals, and Guiding Principles

Section 1: Identity Statement: The MLCA and WAG is the organization that serves as the advocate for the protection and restoration of the Mountain Lake Watershed.

Section 2: Vision Statement: Clean, safe water, a healthy watershed, and an educated citizenry.

Section 3: Mission Statement: To promote the conservation, preservation, and improvement of the Mountain Lake Watershed and to raise the awareness of all those who experience it so they share in the responsibility of helping to sustain it.

Section 4: Goal Statements: To support all efforts that result in the improved quality of local ecosystems; to form and maintain partnerships with all those willing to help the MLCA and WAG; to increase the level of environmental awareness via all available media for those living in and/or visiting the Mountain Lake Watershed.

Section 5: Guiding Principles: Respect, responsibility, knowledge, persistence, and cooperation

### Article III

#### Membership

Section 1: Any resident or property owner in the Mountain Lake Watershed may become a member upon application to the Association, approval by the Watershed Advisory Board, and upon payment of current dues. Other persons interested in the purposes of the Association who are not residents or property owners in the watershed shall be eligible for membership as well. They may attend meetings, receive written materials, have the privileges of voting, but are restricted from holding office.

Section 2: Only those members whose current annual dues are paid and who own property or live in the watershed shall have the privileges of voting and holding office.

### Article IV

#### Dues

Section 1: The Watershed Advisory Board shall determine dues for members annually.

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Section 2: Dues shall be in effect for the fiscal year starting January 1<sup>st</sup> and ending December 31<sup>st</sup>.

Section 3: Members whose dues have not been paid by July 15<sup>th</sup> shall be considered delinquent and shall not be included in the final membership directory distributed by August 1<sup>st</sup>.

## Article V

### Officers and Their Duties

Section 1: The officers of this Association shall be President, Vice President, Secretary, and Treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association.

Section 2: The *President* shall preside at all meetings of the Association and the Watershed Advisory Board; shall make appointments; serve as liaison to the Liberty Township Committee and other appropriate county, state, and national organizations; and fulfill such other duties as defined in the bylaws and determined by the Watershed Advisory Board. The President shall be an ex officio member of all committees except the Nominating Committee.

Section 3: The *Vice President* shall serve as chairperson of the Program Committee; serve as liaison to the Liberty Township Environmental Commission; and in the absence of the President, shall preside at meetings and perform incumbent duties.

Section 4: The *Secretary* shall keep a correct record of all proceedings at meetings of the Association and the Watershed Advisory Board; serve as historian of the Association; serve as liaison to the state Department of Environmental Protection; and handle all assigned correspondence.

Section 5: The *Treasurer* shall keep a full and accurate account of all monies received and expended: shall pay out funds in accordance with approved activities: shall furnish financial statements at every meeting of the Board and Association; shall be bonded for the amount of monies placed in his/her custody, the fee to be paid by the Association; shall be chairperson of the Finance and Fund Raising Committee; and serve as liaison to the Warren County Environmental Commission.

## Article VI

### Trustees and Officers: Nomination and Election

Section 1: The Nominating Committee, as delineated in Article IX, Section 5, shall nominate candidates for the four offices and three other trustees without elective assignment. Said slate shall be reported to the Watershed Advisory Board and included in the call to the Annual Meeting.

Section 2: Nominations may be made from the floor at the Annual Meeting provided such nominees indicate their consent, in person or in writing, to serve if elected.

Section 3: Three trustees and officers shall be elected for a term of one year at the Annual Meeting. They are eligible for reelection. Election shall be by secret

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ballot unless there shall be but one candidate for each position to be filled at which time election may be by voice.

## **Article VII**

### **Meetings of the Association**

Section 1: There shall be at least one general membership meeting of the Association during the year. Written notice of the meeting shall be given to members at least ten days prior to the meeting. In addition, notices shall be posted on the community's bulletin boards.

Section 2: A General Membership Meeting (held between May and September), also known as the Annual Meeting, shall be for the purposes of electing officers and trustees, receiving reports of officers and committees, and for any other business that may arise.

Section 3: Special meetings may be called by the President or upon the written request of ten members of the Association. These meetings may be held in cooperation with other agencies. The purpose of such meetings shall be stated in the Call.

Section 4: A quorum shall be ten members, including 3 officers.

Section 5: The usual order of business shall be: Call to Order, Approval of Minutes, Treasurers Report/Budget, Reports of Officers/Trustees, Reports of Committees, unfinished Business, New Business, Announcements/Appointments, Program, Adjournment

## **Article VIII**

### **Watershed Management Board: Members, Duties and Meetings**

Section 1: Officers and three other elected Trustees shall comprise the Mountain Lake Watershed Advisory Board of the Association, hereinafter called the Board. A vacancy during the year shall be filled by vote of the majority of the remaining members.

Section 2: The Board shall have general supervision of the affairs of the association, fix the hours and places of meetings, make recommendations to the Association, determine the amount of annual dues, and shall perform other duties specified in these Bylaws. Board duties and actions are subject to the review of the voting membership of the Association, and none of the acts of the Board shall conflict with action taken by the Association.

Section 3: The Board shall meet at least one week prior to any general meeting of the Association at a time and place to be determined by the President, with at least three days notice given to each member of the Board. Special meetings of the Board can be called by the President and shall be called upon the written request of three members of the Board. Four members shall constitute a quorum.

Section 4: The usual order of business for any meeting of the Board shall be the same as for the Annual Meeting.

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## Article IX

### Standing and Ad Hoc Committees

Section 1: The *Finance Committee* will be chaired by the *Treasurer* and will submit to the Board at their meeting preceding the Annual Meeting a budget for the fiscal year beginning January 1<sup>st</sup>. The Board will make recommendations to the membership who will vote on the budget at the Annual Meeting. The Finance Committee will be responsible for the collection of dues and will coordinate all fundraising activities. The committee can, from time to time, submit supplements to the budget for the current fiscal year.

Section 2: The *Program Committee* shall be chaired by the *Vice President* who shall present to the Board at their meetings prior to scheduled regular meetings of the Association, possible program activities.

Section 3: The *Membership Committee* shall be chaired by one of the three *Trustees* not elected to a specific office as appointed by the President. The Committee shall perform duties assigned by the Board. The size of the Committee and the selection of members shall be determined by the chairperson in consultation with the Board.

Section 4: An *Auditing Committee* of two members shall be appointed by the President and announced to the Board and membership. This committee shall present its report for approval by the Association at the Annual Meeting.

Section 5: The *Nominating Committee* shall consist of three members, the Chairperson to be appointed by the President from among the three Trustees who are not officers. The President is not eligible to serve on this committee.

Section 6: Other Standing Committees can include but are not limited to: Recreation, Clean Communities, Bylaws, Grants, Water Monitoring, Bulletin Boards, Mailings, and Governmental Relations. The President shall appoint members to these committees as needed. The Board will determine their duties and responsibilities.

## Article X

### Amendments to Bylaws

These Bylaws may be amended at any general membership meeting of the Association by two-thirds of those voting provided such amendments have been submitted to the membership in writing at least ten days prior to said meeting.

## Article XI

### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

## Article XII Dissolution

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Upon dissolution of the Association, the assets of this corporation shall, after the discharge of all corporate liabilities, or after adequate provision has been made for the discharge of the same, be distributed to or for the exclusive use of a charitable environmental, educational organization in Warren County, New Jersey which qualify for exemption under the provisions of Section 501 (c) (3) of the United States Internal Revenue Code and Regulations as they now or may hereafter exist, as designated by the Board. If no such designation is made by the Board, then such assets of the Association shall be disposed of by the Superior Court of New Jersey exclusively for such purposes, or to such organization or organizations as said Court shall determine are organized and operated for such purpose.

## **Amendment 1**

### **Protection and Indemnity of Executive Officers and Trustees**

Section 1. An Executive Officer or Trustee holds office with protection from the Association. The Association indemnifies each officer and trustee against all costs or charges that result from any act done in his/her role for the Association. The Association does not protect any Executive Officer or Trustee for acts of fraud, dishonesty, or bad faith.

Section 2. No Executive Officer or Trustee is liable for the acts of any other Executive Officer, Trustee, member, or employee.

Section 3. No Executive Officer or Trustee is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association.

Section 4. No Executive Officer or Trustee is liable for any loss due to an oversight or error in judgment, or by an act in his/her role in the Association unless the act is fraud, dishonest, or in bad faith.

Section 5. Executive Officers or Trustees can rely on the accuracy of any statement or report prepared by the Association's Treasurer, presented to and reviewed by the membership annually. Executive Officers or Trustees are not held liable for any loss or damage as a result of acting on that statement or report.

## **Amendment 2**

### **Executive Director**

The By-Laws for the Association allow for the hiring of an Executive Director whose duties and responsibilities shall be determined by the Watershed Advisory Board.

Bylaws 1966  
Bylaws Revised 7/27/67  
Bylaws Complete Revision 1981  
Bylaws Revised 1982  
Bylaws Complete Revision August 2003  
Amended (1 & 2) August 18, 2006