



# BYLAWS OF THE LAKE HARTWELL ASSOCIATION, INC.

## ARTICLE I. NAME

**1.1 Name.** The name of the organization shall be the Lake Hartwell Association, Incorporated, hereafter referred to as the Association and abbreviated as LHA.

## ARTICLE II. MEMBERSHIP

**2.1 Membership.** Upon written application to LHA in a manner prescribed by the Board of Directors, and payment of applicable membership dues, applicants become members in one of the following categories:

**2.1.1 ~~Individual Personal~~ Membership.** Any individual who has an interest in Hartwell Lake and its facilities may become ~~an individual member~~personal member of LHA. Each ~~individual dues-current personal~~ member shall be entitled to one vote in any matter requiring a ballot at the membership meeting.

~~**2.1.2 Family Membership.** Any family who has an interest in Hartwell Lake and its facilities may become a family member of LHA. Family membership shall be entitled to two votes in any matter requiring a ballot at the membership meeting.~~

**2.1.32.1.2 Community and Development Membership.** Any public or private corporation, authority, commission, governmental agency, or association with interests as prescribed in the LHA mission statement, may become a member of LHA. Each dues-current organization shall be entitled to one vote in any matter requiring a ballot at the membership meeting.

~~**2.1.4 Emeritus Membership.** Any individual who has rendered distinguished service to the precepts of Hartwell Lake or the Association may be elected an Emeritus Member of LHA. Nominations may be made by a General Member or a member of the LHA Board of Directors, in writing, to the President of LHA. Emeritus Members have no voting~~

~~privileges and are not required to pay annual membership dues.~~

### ARTICLE III. OFFICERS AND BOARD OF DIRECTORS

**3.1 Officers.** The officers of LHA shall consist of the CEO (also known as President), Vice- Ppresident (~~President Elect~~), Secretary, and CFO (also known as Treasurer).

**3.2 Board of Directors.** The Board of Directors of LHA shall consist of up to ~~fifteen~~ sixteen members.

**3.3 Executive Committee.** The Executive Committee of LHA shall consist of the officers and the immediate Past President, if willing and able to serve.

### ARTICLE IV. ELECTIONS AND TERMS OF OFFICE

**4.1 Nominations.** Nominations for Directors shall be initiated by ~~the~~ a Nominating Committee, the Board of Directors, or by written petitions from the membership. All nominees must have been a member of LHA for at least one year prior to nomination, unless waived by the Board of Directors.

**4.2 Elections.** The Director nominations will be submitted to the entire membership of record in a written (mail or email) ballot and shall be elected by a plurality of the votes cast. Officers shall be elected by the Board of Directors at the first meeting of the fiscal year and presented to the membership in (at) the (next) General Membership Meeting.

**4.3 Terms.** The Directors, ~~the Secretary and the Treasurer~~ shall serve three-year terms. The ~~President and Vice President Officers~~ shall be elected for a one-year term. All officers shall serve at the pleasure of the Board of Directors. Every attempt shall be made by the Board of Directors to have the terms of approximately one-third of the ~~Officers and~~ Board of Directors expire each year.

**4.4 Vacancies.** Vacant officer and Board member positions may be filled for the unexpired term by majority vote of the Board of Directors assembled at a regular meeting with a quorum.

**4.5 Attendance.** If a Board member misses more than fifty percent (50%) of the regularly scheduled meetings or three (3) consecutive meetings, the Board member will be notified, in writing, of excessesive absences. If

excessive absences continue, the Board member shall be removed by majority vote of the Board of Directors assembled at a regular meeting with a quorum.

## **ARTICLE V. DUTIES OF OFFICERS AND DIRECTORS**

**5.1 President.** The President shall preside at the General Membership meeting of the Association, and chair all meetings of the Board of Directors and the Executive Committee. The President shall appoint all committee chairs of LHA, and shall perform other duties incidental to the office of the President. The President is responsible to oversee the day-to-day work of any employees or independent contractors.

**5.2 Vice-President.** The Vice-President ~~shall serve as the President Elect of the Association and~~ shall assume the duties and responsibilities of the President when required. The Vice-President shall perform such other duties as may be assigned by the President and the Board of Directors and performs as Parliamentarian for the Association.

**5.3 Treasurer.** The Treasurer shall be responsible for the financial affairs of the Association. The Treasurer shall keep accurate records and accounts of the fiscal status of LHA. The Treasurer shall also perform such duties as may be assigned by the President and the Board of Directors. This officer ~~shall~~ may be bonded, at the discretion of the Board of Directors. At the discretion of the Board of Directors, the Treasurer may delegate some of his or her duties to another person (paid or unpaid).

**5.4 Secretary.** The Secretary shall be the custodian for all official records and files of the Association to include correspondence, minutes of meetings, and membership rosters. The Secretary shall perform such duties as may be assigned by the President and the Board of Directors. At the discretion of the Board of Directors, the Secretary may delegate some of his or her duties to another person (paid or unpaid).

**5.5 Board of Directors.** Subject to the provisions of these bylaws and to such action of LHA as may be taken at any General Membership meeting, the Board of Directors shall exercise control and supervision over the affairs of the Association and shall be empowered to determine all questions of policy as may arise.

**5.6 Executive Committee.** The Executive Committee shall be responsible for the day-to-day operations of the association and oversees the activity of

committees. At the discretion of the Board of Directors, the Executive Committee may delegate some of their duties to another person (paid or unpaid). If the Board of Directors chooses to hire an Executive Director, that person does not automatically become an officer. The Board of Directors may elect to make the Executive Director an officer.

~~**5.6 Past President.** The immediate Past President shall serve as the Vice Chair of the Board of Directors and the Executive Committee.~~

**5.7 Amended Duties.** If necessary, the duties of officers may be amended by a majority vote of the Board of Directors assembled at a regular meeting with a quorum.

## **ARTICLE VI. MEETINGS AND VOTING**

**6.1 General Membership Meetings.** LHA shall hold, as a minimum, an annual meeting of the membership. This and other meetings necessary to conduct business of the Association, shall take place at a time and place set by the Board of Directors with no less than 30 days advance written (mail or email) notice in the Association's newsletter or separate correspondence.

**6.2 Board of Directors Meetings.** The Board of Directors shall meet at least quarterly at such time and place as may be designated by the President or by a majority vote of the Board of Directors. A majority of the Board of Directors shall constitute a quorum, and each question considered shall be decided by a majority vote of those members of the Board in attendance. Directors are not allowed to vote by proxy. Directors must be present to vote. Being present may be: in person, virtual or hybrid (everyone must be able to hear and be heard).

**6.3 Executive Committee Meetings.** The Executive Committee shall have the authority of the Board of Directors at such time when the Board is not in session. A meeting of the Executive Committee may be called by any member of the Executive Committee at any time. These meetings are open to all members of the Board of Directors ~~who shall be notified of the proposed meeting at a regular meeting of the Board, phone call or email.~~ Recommendation to the full Board, however, can only be allowed based on a quorum vote from the Executive Committee members. A ~~quorum of five~~ majority of the Executive Committee shall be necessary to conduct business.

## ARTICLE VII. FINANCE

**7.1 Fiscal Year.** The fiscal year shall commence on January 1 of each year and shall end on December 31 of the same year.

**7.2 Dues.** The annual dues of LHA for each member classification shall be established by the Board of Directors and adjusted as necessary. Membership renewal notices shall be mailed on a quarterly schedule with payment due upon receipt. A second notice shall be sent for past due accounts. Any member that fails to pay annual dues within six (6) months shall be removed from the membership roll.

**7.3 Commitments.** For LHA financial obligations, approval is required by the President and Treasurer prior to commitment of LHA funds for up to five hundred dollars (\$500). Five hundred dollars (\$500) to one thousand dollars (\$1000) requires Executive Committee approval. Commitment of funds greater than one thousand dollars (\$1000) requires Board of Directors approval. After approval to commit funds, the Treasurer is authorized to pay upon presentation of a bill and written confirmation from a Director or Officer that the item/service was received as expected. Recurring commitments with an increase greater than ten percent (10%) require written approval from President and Treasurer.

**7.27.4 Checks Disbursements.** Checks Disbursements for payment of all LHA obligations ~~that are under two hundred dollars (\$200.00)~~ shall require only the Treasurer's signature. Checks Disbursements over five hundred dollars (\$500) ~~this amount~~ shall also require either the President or Vice-President's written approval. ~~two (2) signatures. The Treasurer shall sign all checks with either the President or Vice-President as cosigner.~~

**7.37.5 Audit Financial Review.** The Board of Directors shall be responsible for ensuring that may periodically, at their discretion, request an independent annual audit or financial review or agreed upon procedure review of the financial records of LHA is conducted. The Board shall approve the audit. An internal review of financial records will be done by officers, other than the Treasurer, every three (3) years. The Treasurer shall present the books for audit and at such times as required by the State of Georgia. The financial records of LHA shall be available for inspection by any LHA member in good standing. Reasonable written notice of not less than three business days to the Executive Committee is required prior to any inspection.

## ARTICLE VIII. LIABILITY

**8.1 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 LHA until it shall have been approved or ratified by the Board of Directors.

**8.2 Limitation of Responsibility.** 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 any meetings or any other functions of LHA.

**8.3 Liability.** 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 taken by said officer, director or agent in good faith, ~~if the individual exercised or used under the same circumstances in the conduct of his/her own affairs.~~

## ARTICLE IX. GENERAL PROVISIONS

**9.1 Incorporation.** LHA shall be incorporated as a nonprofit corporation under the Georgia Nonprofit Corporation Code for education, scientific, literary and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

**9.2 Amendment of Bylaws.** The Bylaws shall be amended at a general membership meeting by a majority of the ~~members in attendance~~ votes cast. Proposed changes to the Bylaws shall be sent to the membership at least 30 days prior to a general membership meeting.

**9.3 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 Georgia relating to such matters. The members of the Association consent and agree that any funds remaining after payment of any and all debts shall be distributed to such qualified charitable and/or educational institutions in the State of Georgia and/or the State of South Carolina as shall be determined by the Board of Directors.

END OF BYLAWS