



**Lake Improvement Association, Inc.
By-laws
Approved December 7, 2024**

The Lake Improvement Association, Inc., is a not-for-profit 501(c)(4) organization founded and incorporated on March 6, 1947. (See Appendix A.)

ARTICLE I. NAME

The name of the organization is the Lake Improvement Association, Inc. (LIA).

ARTICLE II. PURPOSE

The purpose of the Lake Improvement Association is to make improvements to Grand Lake St. Marys and its facilities and promote a clean and healthy lake for the general public's use.

ARTICLE III. STRUCTURE

The structure of the LIA will include the Board of Trustees and the general membership.

1. The Board of Trustees (Board) will consist of the five (5) officers: President, Vice President, Treasurer, Secretary, Sergeant of Arms; and a minimum of 6, but no more than 9 Trustees, as determined by the Officers and Trustees. They are elected by the general membership. The Officers will be elected to serve a one-year term or until successors are elected. Trustees will be elected to serve a term of two years or until successors are elected.
2. The Board will appoint Members in good standing to serve as chairpersons of the Standing Committees and any needed Ad Hoc Committees. All committee chairs will provide a report to the Board at each Board meeting or at the monthly LIA Membership Meeting;
3. The five (5) Standing Committees of the LIA are: Event/Fundraising, Membership, Political Advocacy, Communications, and Research and Development.

All Officers and Trustees are elected by a majority of the members in attendance at the December LIA Annual Meeting. No officer will hold more than one office. LIA Officers and Board of Trustees are non-paid members and must be in good standing with the LIA. The Board of Trustees will appoint a person to fill any vacancy on the Board until the next election. The position will then be filled during the next regular election process. Each member of the Board of Trustees is asked to attend at least sixty percent (60%) of "meetings/events" each year. "Meetings/events" to include board meetings, membership meetings, and fundraising events. Board meetings can be attended virtually if allowed by the President. With advanced notification, a trustee may be excused for failing to attend a meeting for good cause at the discretion of the President and Vice President.

Officers will perform the following duties:

1. The President:
 - a) Will be the executive head of the LIA and will exercise general supervision over LIA affairs.
 - b) Will sign with the Vice President or Secretary all contracts and formal papers on behalf of the LIA.
 - c) Will preside at all the meetings of the LIA unless delegated to the Vice President.
 - d) Will appoint ad hoc committees, as needed, and designate its chairperson.

If the President is unavailable to perform the duties of the office or is unable to complete the elected term, the Board of Trustees will designate an Acting President from among the remaining Board of Trustees.

2. The Vice President:
 - a) Will perform the duties of the President should the President be unable to complete his/her term and the responsibilities of such office.
 - b) Will perform other duties assigned by the President and the Board of Trustees.
3. The Secretary:
 - a) Will keep the records and minutes of all LIA business meetings. Monthly executive board and membership meeting minutes will be completed two weeks prior to the next Board of Trustees or Membership meetings. After approval, the minutes of the LIA Membership Meeting should be sent to the Communication Committee for posting on the website.
 - b) Will perform other duties as assigned by the President and the Board of Trustees, such as correspondence, assisting in publications, membership and IT support.
4. The Treasurer:
 - a) Will receive and disburse the LIA funds under the direction of the Board of Trustees and will deposit all LIA funds in such depository or depositories as the Board of Trustees has approved.
 - b) Will also have custody and preserve all records and documents relating to the property and finances of the LIA and will keep proper books of account.
 - c) Will sign all checks and other orders for the payment of money on approval by the Board of Trustees. The establishment of all checking and financial accounts will require the signature of the Treasurer and a designated Board member who is Board authorized to provide the second signature.
 - d) Will provide a monthly report of all LIA financial transactions and a statement of the financial condition of the LIA to the Board of Trustees and Membership.
 - e) Will ensure that all tax filings and reporting requirements necessary to maintain compliance with 501(c) 4 status are completed annually.

The Board of Trustees will make an annual review of the books of the Treasurer and a report of said review will be given to the members at the December meeting. A review will also be conducted when the Treasurer changes for any reason.

5. The Sergeant at Arms:
 - a) Will prepare and restore the meeting space for various meetings.
 - b) Will maintain order within the organization.

ARTICLE V – COMMITTEES

Standing Committees are responsible for developing, implementing, and managing an annual committee plan to support LIA goals. All committee activities should include a budget that is approved prior to any incurred costs. Committee Chairs will be appointed by the President and with the approval of the Board.

Section 1 – Event/Fundraising Committee

The Event/Fundraising Committee will lead the LIA in the raising of funds needed to carry out the goals of the organization. This Committee may be divided into sub-committees that work on various fundraising events/activities as needed.

Section 2 – Membership Committee

The Membership Committee will develop and implement strategies to recruit new members and retain current members. The Membership Committee will present plans for the annual membership drive to the Board for approval prior to the April 1st kickoff. The membership drive typically runs April through September. Key elements of the membership drive will be membership retention and new member recruitment.

Section 3 – Political Advocacy Committee

LIA is committed to keeping its membership informed of important and relevant political issues as it relates to LIA goals. The Political Advocacy Committee will provide educational and objective information to allow each member the opportunity to make informed decisions and encourage members to participate in LIA activities. The Committee will coordinate with local, state, federal governments and private companies in support of ODNR activities.

Section 4 – Communications Committee

The Committee is responsible for the preparation and editing of all materials published by the LIA and will ensure that all materials are consistent with the general purpose of the LIA and reflect LIA communication standards. The Committee will disseminate LIA information by way of the LIA website, LIA meetings, newspaper articles, television/radio broadcasts and other methods as approved by the Board of Trustees.

Section 5 – Research and Development Committee

The Research and Development (R&D) Committee will consider issues pertinent to the general public's use of the Grand Lake St. Marys and create strategies to resolve issues and promote the use of the Lake. The Committee will promote and encourage recreational usage of the Lake and support ODNR activities.

ARTICLE VI. MEMBERSHIP

Any person, business, family or community organization that is interested in the welfare and development of Grand Lake St. Marys is eligible for membership in the LIA. All members must pay the annual membership fee as established by the Board of Trustees. The Board may designate honorary members.

ARTICLE VII. ELECTIONS

The elections of the LIA will be conducted through the following process:

1. The President will establish a Nominating Committee consisting of three members of the Board of Trustees.
2. The Nominating Committee will present its slate of Officers and Trustees at the November Membership meeting. The President will call for additional nominations from the floor at the November Membership meeting so that additional nominees can be considered. Nominations for Officers and Trustees will be closed at the end of the November Membership meeting.
3. The election of LIA Officers and Trustees will take place at the Annual December Business Meeting and will be decided by a simple majority of votes cast. Distribution of ballots will begin 30 minutes before the start of the meeting to members present at the meeting location. Members may cast their ballots when they receive them or they may wait until after the candidates have had an opportunity to speak during the meeting. After the candidates have spoken, the outstanding ballots will be collected and tallied. After the ballots are tallied, the President will announce the winners. The Nominating Committee will provide ballots for the election.
4. The term of elected office is one year for Officers and two years for Trustees.
5. Three Trustees will be elected to two-year terms on the Board each year. Trustees’ terms can be extended by a majority vote of the Members.
6. Newly elected Officers and Trustees will assume office at the close of the Annual December Business Meeting.
7. If a candidate is running for Officer or Trustee unopposed, election can be confirmed by the majority vote of mid-term Trustees.

ARTICLE VIII. LIA MEETINGS

Meetings of the Membership will be conducted as follows:

1. Membership Meetings will be held on the first Saturday of each month and serve as the opportunity for members to learn of LIA goals, activities and issues related to Grand Lake St. Marys.
2. Special meetings of the LIA may be called at any time by the President, at the request of the Board of Trustees, or upon the written request of not less than ten (10) members of the LIA. Notice of such meetings will be posted on the LIA’s website, through news alerts, newspaper articles and radio announcements if time permits.
3. At the monthly Membership Meetings and at all special meetings, the Members present will constitute a quorum. A simple majority of those Members present is sufficient for elections and the passage of business.

Meetings of the Board of Trustees and Officers will be conducted as follows:

1. Monthly Board Meetings will be held at the time and place determined by the President and Vice president.
2. Motions can be passed by simple majority vote of Trustees and Officers in attendance. The quorum is achieved by 50% participation from the Board of Trustees and Officers either in-person, remote, or by proxy.

ARTICLE IX. BUSINESS YEAR

The LIA business year will coincide with the calendar year.

ARTICLE X. AMENDMENTS

These Bylaws may be amended in whole or in part only upon the written recommendation of the Board of Trustees and the affirmative vote of a two-thirds majority of the members present at a Membership Meeting.

ARTICLE XI. POLICY

Section 1 – General Policy

- A. LIA meetings may be conducted using Robert’s Rules of Order (see Appendix B), unless such Rules are suspended by agreement of the Board.
- B. The President and the Board of Trustees will secure the records, books and collections of the LIA unless otherwise ordered by the LIA Board of Trustees and approved by the Membership.

Section 2 – Conflict of Interest

No LIA Board member will take any official action on behalf of the LIA directly affecting (a) any business or other undertaking in which the person has a substantial financial interest; or (b) a private undertaking in which the person is engaged as legal counsel, advisor, consultant, representative, or in any other agency capacity.

Section 3 – Liability

The Board of Trustees will secure General Liability and Directors & Officers insurance coverage sufficient to protect the LIA’s assets and the personal assets of members of the Board of Trustees and individual Members of the LIA against any liability asserted against him/her when acting on behalf of the LIA.

ARTICLE XII. DISTRIBUTION OF ASSETS ON DISSOLUTION

Section 1 – Benefit to Members

No part of the net earnings of the organization will be used to the benefit of, or be distributable to, its Members, Trustees, Officers, or other private persons, except that the LIA is authorized and empowered to pay reasonable compensation for services rendered.

Section 2 – Distribution of Assets

Upon dissolution of the organization, assets will be distributed for one or more exempt purposes within the meaning of Section 501 (c)(4) of the Internal Revenue Code. The assets will be divided equally to the ‘Grand Lake St. Marys Project Fund’ at the St. Marys Community Foundation currently located at 146 East Spring Street, St. Marys, Ohio, 45885, and the ‘Grand Lake St. Marys Project Fund’ at the Mercer County Civic Foundation currently located at P. O. Box 439, Celina, Ohio, 45822.

APPENDIX A

Definition of a 501(c)(4)

501(c)(4) organizations are generally civic leagues and other corporations operated exclusively for the promotion of social welfare, or local associations of employees with membership limited to a designated company or people in a particular municipality or neighborhood, and with net earnings devoted exclusively to charitable, educational, or recreational purposes.

501(c)(4) organizations may lobby for legislation, and unlike 501(c)(3) organizations, they may also participate in political campaigns and elections, as long as campaigning is not the organization's primary purpose.

The tax exemption for 501(c)(4) organizations applies to most of their operations, but contributions may be subject to gift tax, and income spent on political activities – generally the advocacy of a particular candidate in an election – is taxable.

Contributions to 501(c)(4) organizations are not deductible as charitable contributions for the U.S. income tax. 501(c)(4) organizations are not required to disclose their donors publicly. This aspect of the law had led to extensive use of the 501(c)(4) provisions for organizations that are actively involved in lobbying and has become controversial. In 2010, a bill (the DISCLOSE Act) was passed by the U.S. House of Representatives that addressed identification of donors to organizations involved in political advocacy, but the bill failed to pass in the Senate.

APPENDIX B

Robert's Rules of Order

Parliamentary Procedure for Meetings

Robert's Rules of Order is the standard for facilitating discussions and group decision-making. Copies of the rules are available at most bookstores. Having an agreed-upon set of rules makes meetings run easier. Robert's Rules will help the LIA have better meetings, not make them more difficult. The Rules promote fairness and participation in the LIA meetings.

Here are the basic elements of Robert's Rules of Order, as used by most organizations:

1. Motion: to introduce a new piece of business or propose a decision or action, a motion must be made by a group member ('I move that ...'). A 'second' to the motion must then also be made (raise your hand and say, 'I second that motion'). After limited discussion, the group then votes on the motion. A majority vote is required for the motion to pass (or quorum as specified in your Bylaws).
2. Postpone Indefinitely: this tactic is used to kill a motion. When passed, the motion cannot be reintroduced at that meeting. It may be brought up again at a later date. This is made as a motion ('I move to postpone indefinitely ...'). A second to the motion is required. A majority vote is required to postpone the motion under consideration.
3. Amend: this is the process used to change a motion under consideration. Perhaps you like the idea proposed but not exactly as motioned. Raise your hand and make the following motion, 'I move to amend the motion on the floor'. This also requires a second. After the motion to amend is seconded, a majority vote is needed to decide whether the amendment is accepted. Then a vote is taken on the amended motion. In some organizations, a 'friendly amendment' is made. If the person who made the original motion agrees with the suggested changes, the amended motion may be voted on without a separate vote to approve the amendment.
4. Commit: This is used to place a motion in committee. It requires a second. A majority vote must rule to carry it. At the next meeting, the committee is required to prepare a report on the motion committed. If an appropriate committee exists, the motion goes to that committee. If not, a new committee is established.
5. Question: To end a debate immediately, the question is called (say, 'I call the question'). A second is required. A vote is held immediately (no further discussion is allowed). A two-thirds vote is required for passage. If it is passed, the motion on the floor is voted on immediately.
6. Table: To table a discussion is to lay aside the business at hand in such a manner that it will be considered later in the meeting or at another time ('I make a motion to table this discussion until ... In the meantime, we will get more information so we can better discuss the issue.') A second is required and a majority vote required to table the item being discussed.
7. Adjourn: A motion is made to end the meeting. A second is required for the meeting to be adjourned.

Note: If more than one motion is proposed, the most recent takes precedence over the one(s) preceding it. For example, if a motion is made to table the discussion (6), it must be voted on before a motion to amend (3) can be decided.

In a smaller meeting, like a Committee or Board meeting, often only four motions are used:

- 1) To introduce (motion)
- 2) To change a motion (amend)
- 3) To adopt (accept a report without discussion)
- 4) To adjourn (end the meeting)

Remember, these processes are designed to ensure that everyone has a chance to participate and to share ideas in an orderly manner. Parliamentary procedure should not be used to prevent discussion of important issues.

Tips in Parliamentary Procedure

The following summary will help you determine when to use the actions described in Robert's Rules of Order:

- A main motion must be moved, seconded, and stated by the Chair before it can be discussed.
- If you want to move, second, or speak to a motion, stand and address the chair.
- If you approve the motion as is, vote for it.
- If you disapprove the motion, vote against it.
- If you approve the idea of the motion but want to change it, amend it or submit a substitute for it.
- If you want advice or information to help you make your decision, move to refer the motion to an appropriate quorum or committee with instructions to report back.
- If you feel they can handle it better than the assembly, move to refer the motion to a quorum or committee with power to act.
- If you feel that the pending question(s) should be delayed so more urgent business can be considered, move to lay the motion on the table.
- If you want time to think the motion over, move that consideration be deferred to a certain time.
- If you think that further discussion is unnecessary, move the previous question.
- If you think that the assembly should give further consideration to a motion referred to a quorum or committee, move the motion be recalled.
- If you think that the assembly should give further consideration to a matter already voted upon, move that it be reconsidered.
- If you do not agree with a decision rendered by the Chair, appeal the decision to the assembly.
- If you think that a matter introduced is not germane to the matter at hand, a point of order may be raised.
- If you think that speakers are consuming too much time, you can move a time limit on such speeches.
- If a motion has several parts, and you wish to vote differently on these parts, move to divide the motion.

In the meeting to introduce a motion:

Stand when no one else has the floor – address the Chair by the proper title – wait until the Chair recognizes you.

- Now that you have the floor and can proceed with your motion, say 'I move that ...' (state your motion clearly and sit down).
- Another member may second your motion. A second merely implies that the seconder agrees that the motion should come before the assembly and not that s/he is in favor of the motion.
- If there is no second, the Chair says, 'The motion is not before you at this time'. The motion is not lost, as there has been no vote taken.
- If there is a second, the Chair states the question by saying, 'It has been moved and seconded that ... (state the motion) ... is there any discussion?'

Debate or Discussing the motion:

- The member who made the motion is entitled to speak first.
- Every member has the right to speak in debate.
- The Chair should alternate between those 'for' the motion and those 'against' the motion.
- The discussion should be related to the pending motion.
- Avoid using a person's name in debate.
- All questions should be directed to the Chair.
- Unless there is a special rule providing otherwise, a member is limited to speak once to a motion.
- Asking a question or a brief suggestion is not counted in debate.
- A person may speak a second time in debate with the assembly's permission.

Voting on a motion:

- Before a vote is taken, the Chair puts the question by saying, 'Those in favor of the motion that ...(repeat the motion), say 'aye'. Those opposed say 'no'. Wait, then say, 'The motion is carried' or 'The motion is lost'.
- Some motions require a 2/3 vote. A 2/3 vote is obtained by standing.
- If a member is in doubt about the vote, s/he may call out 'division'. A division is a demand for a standing vote.
- A majority vote is more than half of the votes cast by persons legally entitled to vote.
- A 2/3 vote means at least 2/3 of the votes cast by persons legally entitled to vote.
- A tie vote is a lost vote since it is not a majority.