

**BY-LAWS  
OF  
STEWARDS OF LAKE SEMINOLE, INC.**

**ARTICLE I.  
VISION AND MISSION**

**Section 1.1** The VISION is to preserve and enhance Lake Seminole, as a valuable resource, for all of its stakeholders.

**Section 1.2** The MISSION is to secure funding, as a 501c (3), to manage invasive species in Lake Seminole, in a collaborative but timely manner with the U.S. Army Corps of Engineers, for the benefit of the Lake Seminole stakeholders.

**Section 1.3** The STAKEHOLDERS are the U.S. Army Corps of Engineers (USACOE), property owners on Lake Seminole, bordering communities, and the federal, state and local governments that benefit from the recreation, revenue and taxes that the Lake Seminole resource generates.

**ARTICLE II.  
PREAMBLE**

Lake Seminole is a 37,500 acre impoundment created by the Jim Woodruff Lock & Dam, and borders the states of Georgia and Florida. Lake Seminole is managed by the USACE, and because of limited commercial boat traffic on the Flint and Chattahoochee Rivers, it ranks at the bottom of the USACE list when it comes to funding. As a lowland lake, the average water depth is ~10 feet making it favorable for invasive aquatic vegetation. Studies by the USACE have estimated over 70% of the 37,500 acres are covered by aquatic vegetation.

The Water Resources Development Act (WRDA) authorizes funding to the U.S. Army Corps of Engineers for flood control, navigation and ecosystem restoration activities. Management of invasive aquatic vegetation falls under ecosystem restoration. The annual budget for aquatic vegetation management is typically \$200,000. 00, or less, which is a small fraction of what is required. Funding is sporadic and inconsistent. . There are approximately 1000 permit holders on Lake Seminole. The USACE states it is not responsible for the control of aquatic vegetation around permitted property owners' docks.

Consequently property owners are currently spending tens of thousands of dollars on aquatic vegetation control, and removal, in uncoordinated and inefficient efforts.

Lake Seminole is a major economic resource to the surrounding communities. Invasive aquatic vegetation chokes off access to this resource, reduces property values, damages motors on boats, and reduces visitation by anglers. Whereas aquatic vegetation is beneficial for fish and wildlife under managed conditions, it becomes catastrophic under extreme conditions; choking off spawning areas, reducing oxygen, and creating fish kills as seen with hurricane Michael.

Lake Seminole is a dynamic ecosystem. The aquatic vegetation is critical to the health of this ecosystem. The Stewards of Lake Seminole want to be a complementary resource, working with the USACE, securing funding through non-traditional sources to better manage the invasive species, and to enhance and preserve Lake Seminole for the sustainable benefits of the economy, the environment and the communities.

### ARTICLE III.

#### OUR STEWARDSHIP PLAN

**Section 3.1** IDENTIFY, through our diverse team of knowledgeable stakeholders, areas of Lake Seminole negatively impacted by invasive species, and requiring consideration for corrective action. Invasive species may be aquatic vegetation, fish, or any other element negatively impacting the Lake Seminole ecosystem and its value to the surrounding communities.

**Section 3.2** EDUCATE the community about the issues negatively impacting the Lake Seminole ecosystem, the actions needed to correct or improve, and the results of those actions taken.

**Section 3.3** COLLABORATE with the USACE to assess and prioritize the needs for corrective action and determine if funding is available through the Water Resource Development Act (WRDA) for the USACE to correct. If not, USACE will provide authorization and permits for the Stewards of Lake Seminole to contract certified contractors for the corrective actions. Coordination of this 3<sup>rd</sup> party spraying with the activities of the USACE can substantially increase the effectiveness of an aquatic vegetation management program.

**Section 3.4** FUNDING of the Stewards of Lake Seminole to help manage invasive species may be accomplished in numerous ways, and is not limited to the following:

- Multi-level Memberships/Sponsorships
- Grant Money
- Community Activities

- **City/County and State Government Support**

**Section 3.5** COMMUNICATION of the combined activities of the Stewards of Lake Seminole and the USACE will be done on a regular basis to the communities. Additionally, the Stewards of Lake Seminole will petition our Federal government to increase funding for the USACE so that they can play a greater role in the management of Lake Seminole.

#### ARTICLE IV.

#### GENERAL PROVISIONS

**Section 4.1** Purpose of Bylaws. These Bylaws constitute the code of rules for the regulation and management of the Stewards of Lake Seminole, Incorporated, as authorized by its articles of incorporation. As used in these bylaws, this corporation is referred to as the “Corporation,” and the Georgia Nonprofit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia Annotated) is referred to as the “Code”(or ”Code section”). These bylaws are adopted in order to fulfill the objectives of the Corporation as stated in the articles and Code section 301, and to exercise the powers conferred upon the Corporation under Code section 302.

#### ARTICLE V.

#### OFFICERS

**Section 5.1** The officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer.

**Section 5.2** The officers of the Corporation shall be elected once a year and serve for a period of, not less than, one (1) year until a successor is elected. The election of the officers shall take place in the first quarter of the year.

**Section 5.3** The President will also serve as the Executive Director of the Board of Directors. The President, or in his absence, the Vice-President, shall preside over all meetings of the Corporation. A temporary presiding officer may be elected if required. The President shall appoint all committees with the exception of the Executive Committee. The President, or in his absence, The Vice-President, shall exercise general supervision over all affairs of the Corporation. The President is considered an ex-officio member of all committees other than the executive committee.

**Section 5.4** The Secretary shall attend all meetings and record proceedings thereof and provide copies of these proceedings to the members.

**Section 5.5** The Treasurer's duties include, but are not limited to: the collection and depositing of all monies due to the corporation in such banks as directed by the executive committee; the maintenance of account books; rendering of monthly and annual statements, as well as the payment of all bills and any other duties related to financial responsibility, as directed by the Executive Committee, shall be considered duties of the Treasurer.

**Section 5.6** The President/Executive Director, or his designee, will represent the Corporation in its relationship with state and federal agencies in all phases of planning, development, and implementing of its goals and objectives.

## **ARTICLE VI.**

### **EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer.

**Section 2.** The Executive Committee shall have such powers and authority as granted by the Board of Directors.

## **ARTICLE VII.**

### **BOARD OF DIRECTORS**

**Section 7.1** Establishment and Function. The Corporation is managed by a governing body known as the "Board of Directors." As used in these bylaws, a reference to the "board of directors" or "directors" refers to the entire board collectively or to a member of the board generically. The board of directors conducts its proceedings as provided in the articles of incorporation, these bylaws and the Code.

**Section 7.2** Composition and Term. The board of directors is composed of up to eight (8) persons elected for a term beginning on January 1 of the year following election and ending when the director resigns, vacates the office or is removed, or when their respective successors are elected and installed. Each director is elected by the board of directors at the last regular meeting of the board of directors occurring during any

calendar year. However, the initial election of Board Member may fall outside of the above referenced calendar, as may be required by the needs of the Corporation. The composition of the Board of Directors, outside of the Executive Committee, should have an evenly balanced representation from both Seminole and Decatur Counties.

**Section 7.3** Election, Nomination and Qualifications. The annual election of directors will be conducted in accordance with the procedures outlined in this Article or elsewhere in these bylaws, and the following:

(a) Any member of the board of directors for whom an election is required are chosen from a group of nominees, with those nominees who obtain the greatest plurality of votes being elected. Election of all positions is by plurality.

(b) Members of the Nominations Committee shall be appointed by the President, and the Nominations Committee will compile nominations for each position on the board, and may make nominations in its own right. Nominations may be made by any director, or by the Nominations Committee.

**Section 7.4** Powers. The board of directors may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Corporation, subject to the articles of incorporation, these bylaws, or the Code.

**Section 7.5** Ex-Officio Directors. Notwithstanding any other provision of these bylaws, the board of directors may from time to time appoint an individual to serve as an ex officio director. The board of directors shall select individuals who would benefit the charitable purpose of the Corporation to serve as ex officio directors. Unless otherwise specified in these bylaws, an ex- officio director shall be treated for all other purposes as a member of the board of directors except that an ex officio director shall not: (i) be counted in determining a quorum or (ii) have the right to vote. An ex-officio director may serve on a committee from time to time when appointed by the Board of Directors. An ex-officio director serves at the pleasure of the Board of Directors, and may be removed or replaced by the Board of Directors at any time.

**Section 7.6** Meetings. The board of directors will hold four (4) quarterly meetings during each calendar year, including without limitation an annual meeting, and may call other regular meetings of the board of directors, or special meetings of the board of directors at the call of:

- (a) the President,
- (b) the Vice President, or any
- (c) Two directors.

Following their election, but prior to the January 1 on which the terms of new directors begin, the newly-elected directors will meet in joint session with the board of directors for an organizational session, at which they will review all pending matters before the outgoing board, permit the new board to organize its affairs, and establish a fixed meeting schedule as to the regular board meetings. Any matter relating to the affairs of the Corporation may

be brought before the board, unless notice of the matter is required to be included in the notice of the board of directors meeting. Notice of each special meeting is to be sent to each director by United States mail, postage prepaid, email or by express mail or overnight delivery service, addressed to the address of record in the membership roster, at least two (2) days prior to a special meeting. Where circumstances require a meeting on less than two days' written and mailed notice, such notification to each member of the board of directors may also be made by any other reasonable method. At board of directors meetings, quorum consists of four (4) members.

**Section 7.7** Procedure Rules at Meetings. It is understood that in the transaction of its business, the meetings of the Corporation, its board of directors and its committees may be conducted with informality; however, this informality does not apply to procedural requirements required in the articles of incorporation, these bylaws, or the Code. When circumstances warrant, any meeting or a portion of a meeting may be conducted according to generally understood principles of parliamentary procedure as stated in the articles of incorporation, these bylaws, or a recognized procedural reference authority. The general guidance can be determined by reference to the latest edition of Robert's Rules of Order, Newly Revised.

**Section 7.8** Use of Contemporaneous Communications Systems for Board Meetings. The board of directors, or any Corporation committee, may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presence of the participant at the meeting.

**Section 7.9** Voting; Quorum. Each director has one vote on the board of directors. Once quorum is established, all matters put to a vote before the board of directors will require the affirmative vote of a majority of directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these bylaws, the articles of incorporation or the Code. The participation of a majority of the directors, whether present in person or through a contemporaneous communications system, constitute a quorum of the board in order to conduct business. Any director who is entitled to attend a regular meeting of the board of directors shall have the right to vote by proxy, but no proxy shall be valid eleven months after its date, unless such proxy provides for a longer period. Every proxy shall be revocable at the pleasure of the person executing it, except as otherwise provided herein. If a proxy expressly provides, any proxy holder may appoint in writing a substitute to act in his place. In the event that fewer than a majority, but at least one-third of the directors are participating, then the board is authorized to consider and make recommendations on any matter action upon which is viewed as appropriate in the circumstances for action either at a subsequent meeting, by mail ballot or by written consent or to call a special meeting of the board of directors.

**Section 7.10** Removal of Director.

(a) One or more directors may be removed for a stated cause by the affirmative vote of a two-thirds majority of the remaining members of the board of directors of the Corporation at a regular or special meeting of the board of directors, and in which notice

of a director's intention to present a motion for removal has been given prior to the meeting of the board of directors. A separate vote on removal must be made as to each director proposed for removal.

(b) Any director who has not participated in at least three consecutive regular meetings of the board of directors is removal for cause due to such absence under Section 7.10(a) hereof.

(c) In the event of removal, the provisions of Section 2.3 hereof will apply; however, the remaining directors shall organize and expedite the election of new directors to the vacancies

in the board of directors by convening a special meeting of the board of directors, on some later date at least ten but within thirty (30) days after the date of the meeting at which directors were removed, or after the vacancies arose, with all remaining directors voting either in person or by proxy, for the purpose of filling these vacancies.

#### **Section 7.11 Vacancies.**

(a) When a vacancy occurs, or will occur, on the board of directors prior to September 15, then that vacancy is filled on an acting basis for the balance of the calendar year by the vote of the remaining directors at the next regular or special meeting of the board of directors. The Nominations Committee will reconvene to accept, propose, verify and certify nominees for the special election within a thirty (30) day period after the vacancy is created. A special election will be conducted at the first board of directors meeting after the vacancy is noticed or has occurred. The position will be filled by a regular election for a term to begin on January 1 of the next following year.

(b) Whenever a vacancy occurs, or will occur, on the board of directors after September 15 in a year when the term of office expires, then that vacancy is to be filled by vote of the board of directors at a regular election for a term to begin on January 1 of the next following year, unless two or fewer directors remain, in which case, the expedited procedure in Section 7.10 hereof will be implemented by the Nominations Committee.

(c) If any director-elect declines election, or fails to assume the responsibilities of director, that position is considered vacant as of the January 1 of the year the term begins, and is filled under Section 7.11(a) hereof.

(d) If any office of the Corporation becomes vacant for any reason, the vacancy shall be filled by election of the board of directors in accordance with the provisions of this Section 7.11.

**Section 7.12 Written Consent Action by Board.** Any action required by law, or permitted to be taken at any meeting of the board of directors, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the directors. This consent is the equivalent to a vote of the board of directors during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's board of directors. The directors who did not sign the consent action shall be given notice of the

action as soon as practicable, but no later than the next meeting of the board of directors after the written consent action is signed by a sufficient number of directors approving the consent action.

**Section 7.13 Financial Regulations.** This section outline certain policies and practices as to the financial procedures of the Corporation:

(a) Any expenditure, totaling five hundred dollars (\$500.00) or more of Corporation funds, may not be made unless specifically approved by the board of directors of the Corporation, or unless the expenditure is part of an ongoing project approved by the board of directors of the Corporation.

(b) No other expenditure may be made unless approved by the board of directors by specific motion or as part of a general budget.

(c) Expenditures from a special account, based upon revenues into that account for a designated project or activity are subject to review only by the supervising committee, but the status of that account will be regularly reported to the board of directors.

The signatory on any bank account and the depository institution for that account is established by the board of directors by an appropriate resolution.

(d) Any director, committee chairman, or committee member of the Corporation may be reimbursed for their actual and necessary expenses when reasonably incurred on behalf of the Corporation. No director, committee chairman, or committee member of the Corporation may receive any salary, fees, compensation, commission or other payment for rendering specific services to the Corporation.

(e) The Corporation's fiscal year is the calendar year.

**Section 7.14 Board Committees.** The board of directors may establish such committees composed of at least one (1) member of the board of directors as it determines to be necessary and proper from time to time. A member of the board of directors shall serve as chairman of each committee. The membership of such committees shall be determined and appointed solely by the board of directors; but if the committee's charge and function does not involve the management responsibility for the affairs of the Corporation, then persons who are not currently directors may also be designated to serve on a board committee. Board committees may not exercise the authority of the board of directors when prohibited by the Code.

**Section 7.15 Corporation Committees.** Standing or temporary committees of the Corporation may be created by action of the board of directors. The charge of each standing committee is to be reflected within this Section 7.15. The board of directors is to designate the chair of each standing committee. The charge and chair of each temporary committee will be stated in the motion creating a temporary committee. The chair of each committee will appoint the remaining members of that committee, unless its full membership is designated at the time a temporary committee is created. Each committee will report regularly to the board of directors of the Corporation at meetings, or through the official newsletter of the Corporation, and make any recommendation to the board of



directors as it determines to be appropriate. The chair and membership of each committee serve at the pleasure of the board of directors. Each standing committee is to be established by the inclusion of its name, charge and appointing authority in the following paragraph of this Section 7.15:

(a) *Nominations Committee.* This committee will discharge the responsibilities delegated to it under Article 7 hereof. Members of the Nominations Committee shall be appointed by the President. The board of directors is the appointing authority of this committee, which shall consist of three (3) members. This committee is appointed annually not later than August 10.

The board of directors may expand the charge of any committee generally or for a specific project when circumstances warrant.

## ARTICLE VIII.

### PRINCIPLE OFFICE

The corporation shall maintain a registered office in the State of Georgia which registered office may be changed from time to time at the discretion of the Board of Directors. The principle meeting place for corporate business is designated as the principle city of resident of the President, although other meeting places may be utilized from time to time.

## ARTICLE IX.

### CORPORATE SEAL, BANK ACCOUNTS AND LOANS

**Section 9.1** Corporate Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on all appropriate papers.

### **Section 9.2** Bank Accounts and Loans.

(a) *Bank Accounts.* Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be

designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section 9.2(a), all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

(b) *Loans.* Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or re-discount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

**ARTICLE X  
REIMBURSEMENT BY CORPORATION EMPLOYEES**

Any payments made to an employee of the Corporation in the form of reimbursement, a salary, or bonus payment, that is disallowed, in whole or in part, as a deductible expense to the

Corporation for Federal or State income tax purposes by the Internal Revenue Service, or by the revenue department of any State, shall be reimbursed by such employee to the Corporation to the full extent of such disallowance within six (6) months after the date on which the Corporation is assessed a deficiency with respect to such allowance. It shall be the duty of the Board of Directors of the Corporation to enforce payment to the Corporation by any such employee for the amount disallowed. The Corporation shall not be required to legally defend any proposed disallowance by the Internal Revenue Service or by the revenue department of any State, and the amount required to be reimbursed by such employee shall be the amount, as finally determined by agreement or otherwise, which is actually disallowed as a deduction. In lieu of payment to the Corporation by any such employee, the Board of Directors may, in the discretion of the Board, withhold amounts from such employee's future compensation payments until the amount owed to the Corporation has been fully recovered.

**ARTICLE XI  
AMENDMENTS**

**Section 11.1 Amendments to Articles of Incorporation.** Any change in the articles of incorporation of the Corporation is not adopted unless each proposal is submitted to the board of directors for a vote as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the board's reasons for their recommendation. Proposals may be initiated by a vote of the board of directors, or by any two directors of the Corporation. No proposal to change the articles of incorporation is adopted unless two-thirds of the directors affirmatively vote, with a quorum present at a meeting. Once adopted, no change is effective until it is filed with the Georgia Secretary of State as required by the Code.

**Section 11.2 Amendments to Bylaws.** Any change in the bylaws of the Corporation is not adopted unless each proposal is submitted to the board of directors for a vote as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the board's reasons for their recommendation. Proposals may be initiated by a vote of the board of directors, or by any two directors of the Corporation. No proposal to change the bylaws is adopted unless a majority of the directors affirmatively vote, with a quorum present at a meeting. Once adopted, any change to these bylaws is immediately effective, unless some later date is designated in the proposal.