

**BYLAWS OF  
LAKE PAPAKEECHIE SUSTAINABILITY INITIATIVE (LaPSI)  
A DOMESTIC NONPROFIT CORPORATION**

**ARTICLE I — NAME AND PURPOSE**

1. ***Name.*** The name of the organization shall be Lake Papakeeche Sustainability Initiative, Inc. (“LaPSI”), a domestic nonprofit corporation incorporated under the laws of the State of Indiana.

2. ***Purpose.*** The Lake Papakeeche Sustainability Initiative (LaPSI) is comprised of volunteers (citizen scientists) who study, monitor, test, report and evaluate the waters and local environs in and around Lake Papakeeche, a small (~180 acre) private lake located in Syracuse, Indiana. LaPSI communicates its work and findings via a web site (currently resides at URL, [www.nd.edu/~aseriann/LAPSI.html](http://www.nd.edu/~aseriann/LAPSI.html)). LaPSI works with other lake management groups in Indiana and elsewhere to improve the quality of lakes in the US.

The corporation will request tax-exempt status from the Internal Revenue Service as an organization described in section 501(c)(3) as a Private Foundation.

**ARTICLE II — MEMBERSHIP**

1. ***Eligibility for membership.*** Application for membership shall be open to any volunteer that supports the purpose statement in Article I, Section 2. Membership may be granted after completion and receipt of a membership application and payment of annual dues. All membership applications shall be granted upon a majority vote of the Board.

2. ***Annual dues.*** The amount required for annual dues shall be \$50 each year, unless changed by a majority vote of the Board at an official Board meeting, upon proper notice. In addition to other requirements established by the Board, continued membership is contingent upon being up-to-date on membership dues.

3. ***Rights of members.*** Each member shall have the rights and obligations outlined by the Board. Voting members shall be eligible to vote at meetings and in elections, or to appoint a voting representative to cast the member’s vote at meetings or elections.

4. ***Resignation and termination.*** Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board.

5. ***Non-voting membership.*** The Board shall have the authority to establish and define voting and non-voting categories of membership.

### ARTICLE III — MEETINGS OF MEMBERS

1. **Regular meetings.** Regular meetings of the members shall be held quarterly, at a time and place designated by the Chair.
2. **Annual meetings.** An annual meeting of the members shall take place in the month of April on a specific date and at a time and location designated by the Chair. At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the organization, and determine the direction of the organization for the coming year.
3. **Special meetings.** Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by twenty-five percent (25%) of voting members may also call a special meeting.
4. **Notice of meetings.** Printed notice of each meeting shall be given to each voting member, by mail or electronically, not less than two (2) weeks prior to the meeting.
5. **Quorum.** The members present at any properly announced meeting shall constitute a quorum.
6. **Voting.** All issues to be voted on shall be decided by a simple majority of those present at the meeting during which the vote takes place.

### ARTICLE IV — BOARD OF DIRECTORS

1. **Board role, size and compensation.** The Board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the officers, staff and committees. The Board shall have up to ten (10), but not fewer than two (2) members. The Board receives no compensation other than reasonable expenses.
2. **Terms.** All Board members shall serve two-year terms, but are eligible for re-election for an unlimited number of terms.
3. **Meetings and notice.** The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice at least two (2) weeks in advance.
4. **Board elections.** New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.
5. **Election procedures.** The Board shall be responsible for the introduction of new prospective Board members representing the organization. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to five (5) available positions each year.

6. **Quorum.** Attendance by at least forty percent (40%) of Board members shall be required to constitute a quorum for business transactions to take place and motions to pass.

7. **Officers and Duties.** There shall be four officers of the Board, consisting of a President (unless otherwise designated, the “Chair”), Vice-President, Secretary and Treasurer. One person may serve multiple offices, provided the Chair and the Treasurer are two separate persons. Their duties are as follows:

*The Chair* shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Vice-President, Secretary, Treasurer.

*The Vice-President* shall chair committees on special subjects as designated by the Board.

*The Secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

*The Treasurer* shall make a report at each Board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fund raising plans, and make financial information available to Board members and the public.

8. **Vacancies.** When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from present Board members two (2) weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member’s term.

9. **Resignation, termination, and absences.** Resignation from the Board must be in writing and received by the Secretary. A Board member may be terminated from the Board due to excess absences, if such absences are unexcused. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

10. **Special meetings.** Special meetings of the Board shall be called upon the request of the chair, or upon motion of no less than one-third of the Board members. The Secretary shall send notices of special meetings to each Board member at least two (2) weeks in advance.

## ARTICLE V — COMMITTEES

1. **Committee formation.** The Board may create committees as needed, such as fund raising, public relations, data collection, etc. The Board chair appoints all committee chairs.

2. **Executive Committee.** If approved by a majority of the Board, an Executive Committee may be formed. Unless otherwise agreed, the four officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

3. **Finance Committee.** The Treasurer is the chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund raising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

#### **ARTICLE VI — DIRECTOR AND STAFF**

1. **Executive Director.** The Board hires the Executive Director. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

#### **ARTICLE VII — AMENDMENTS**

1. **Amendments.** These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

#### **CERTIFICATION**

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on May 25, 2017.

Date: May 25, 2017.

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Secretary