

SLMP By-Laws



BYLAWS

SOCIETY OF LAKE MANAGEMENT PROFESSIONALS

ARTICLE I: SOCIETY NAME

The name of this Society shall be the SOCIETY OF LAKE MANAGEMENT PROFESSIONALS.

ARTICLE II: SOCIETY PURPOSE

To foster an appreciation for and enhance the management of pond and lakes, managed by for profit companies, with particular concern for the aesthetic and recreational uses and stewardship of such waters. Using tools such as innovation, education, representation, accreditation, and standardization of best management practices. Advocate wise stewardship of privately owned water, promote and recruit fishing opportunities in private water environments, and protect profitability.

ARTICLE III: PLACE OF BUSINESS

The principle place of business shall be located at the address of the Treasurer or at such other place as the Board of Directors may decide.

ARTICLE IV: MEMBERSHIP

Section A. Categories. All memberships shall be subject to the approval of the Board of Directors. There shall be the following categories of membership:

1. Associate. Any person who is interested in the advancement of the Society and its goals. This may include but is not limited to the individual employees of lake and pond management companies, the general public, students, government entities, etc.
2. Accredited Member. Any Professional Lake and Pond Management Company who is interested in the advancement of the society and its goals, and is willing to meet or exceed the Society's established Professional Code of Ethics and Conduct (see Article XVI). These members will meet the accreditation criteria set forth by the board of directors and can be any privately held lake and pond management company. There is no limit to the number of Accredited Members serving on the board of directors at any given time.

MEMBERSHIP APPLICATION REQUIREMENTS FOR ACCREDITED MEMBERS

1. Refer to Addendum A for Membership Application requirements.
2. SLMP Accredited Member Companies can only apply for membership after being referred to by a current SLMP Accredited Member Company in good standing, and
3. Must fully and truthfully complete a membership application. The membership application shall at a minimum include, but not limited to, the following:
 - a. 4 years in business in the pond and lake management industry under the business name for which you're applying.

- b. All pertinent business licenses for city and state of in which the company conducts business and for all office locations.
- c. All required state and federal certifications, licenses, and permits for pond and lake management activities carried out by the company.
- d. All insurance required for the states the company works in including, but not limited to, general liability and workman's compensation for size and scope of said company.
- e. All employees must have appropriate licenses or certifications necessary for work carried out by the company and required by the state where work is conducted.
- f. Must agree to adhere to the SLMP Professional Code of Ethics and Conduct in Section XVI.
- g. The name of the SLMP Accredited Member Company in good standing who referred you for membership application.
- h. Must show physical proof of all licenses, permits, certifications, and insurance required by states of operation.

APPLICATION SUBMITTAL AND APPROVAL PROCESS

1. The SLMP Accredited Member application is submitted to the Board of Directors and/or a special Accreditation Committee (appointed by the BOD) for review.
2. Upon the successful completion of the information verification from the application, the membership application will become confirmed and the applicant will become a member with a majority BOD vote.
3. Should the applicant submit incorrect or unverifiable information on the application, SLMP will provide one additional opportunity to correct the application in good faith.

AN ACCREDITED MEMBER COMPANY IN GOOD STANDING

1. Pays annual dues on time,
2. Updates changes in company information, ownership, locations and disciplines with SLMP in a timely manner, and
3. Upholds the SLMP Professional Code of Ethics and Conduct

CHANGES TO MEMBER OWNERSHIP, LOCATIONS AND/OR DISCIPLINES

Should a confirmed Accredited Member Company have changes in ownership, add and/or move locations and add/modify disciplines while a member in good standing, it is up to that Accredited Member Company to update its membership information with SLMP within 120 days of the change to remain in good standing status.

TERMINATION OF MEMBER STATUS

1. An Accredited Member Company may lose its membership status and privileges if disciplines are added, physical location(s) are moved and/ or added and appropriate professional licenses, permits, certifications, registrations and/or insurance is not added support the added discipline or added/relocated locations within 120 days of the change.
2. A 6 month waiting period is required before a new application can be submitted to the SLMP BOD for review, verification and approval.

3. Corporate Sponsor. Any manufacturer, vendor or other business actively engaged in providing the products, services, or other support necessary for professional lake and pond managers to provide the services necessary to service their clients, who are interested in the advancement of the Society and its goals, willing to support the Society at a monetary level that is set forth by the board of directors. There may be no more than one (1) Corporate Sponsor serving on the board of directors of the society at any given time.

4. Honorary member. Before being considered for honorary membership a person must meet the following criteria:

- a. He or she must have contributed significantly to the field of private pond/lake management during his or her career.
- b. He or she must have been a voting member of the Society for no less than two years.
- c. He or she must have actively promoted the Society and its affairs during their membership.
- d. The criteria in a, b, and c above may be waived in conferring honorary membership to deserving persons who are not members of the Society. Honorary members shall hold in perpetuity all rights of active membership.
- e. Nominees for honorary membership shall be submitted to the Membership Committee in the form of a petition signed by no less than ten (10) active members or may originate with the Membership Committee. Nominees will be evaluated by the Membership Committee to ascertain that they meet the criteria for eligibility as an honorary member. Eligible nominees will be presented by the Membership Committee to the Board of Directors. Honorary membership shall be approved by a majority vote of the Board of Directors.

There may be no more than one (1) Honorary Member serving on the board of directors of the society at any given time.

6. Charter member. A charter member shall be defined as all members on the books no later than the first day of the annual meeting of 2015 that aid financially and structurally in the establishment of the Society and meet the accredited member criteria. A Charter Member can be from any of the above categories of membership. There is no limit to the number of Charter Members serving on the board of directors at any given time.

Section B. Voting Privileges. Only Accredited, Honorary, and Charter members in good standing with current, paid-up dues shall have the right to vote, with the exception that should there be an Associate Member or Corporate Sponsor Member serving on the board at the time, that member will also have a single vote.

Section C. Membership Dues. Dues amount for each membership category shall be proposed by the Board of Directors and voted upon by the membership at the Annual Business Meeting. Annual dues are due by the first full day of the annual meeting to qualify for the full rights and privileges of membership in that calendar year.

ARTICLE V: OFFICERS

Section A. The officers of the Society shall be the President, President Elect, Secretary, Treasurer, Editor, and Immediate Past President.

Section B. President. The President shall preside at all business meetings (annual and special), and at all meetings of the Board of Directors. The President shall, in consultation with the Board of Directors, appoint all committee chairs, and shall perform all other duties incidental to the office. The President shall prepare, in collaboration with the Secretary and Treasurer, an annual report of the Society's activities to be presented at the annual business meeting of the Society, including a report of each Board meeting.

Section C. President Elect. The President Elect shall perform the duties of President when the latter is absent, chair the Program Committee and perform other duties as may be assigned by the President or Board of Directors, and shall succeed the President.

Section D. Secretary. The Secretary shall maintain membership records and serve on the Membership Committee. The Secretary shall also keep minutes of all meetings, mail out minutes and notices as directed by the Board of Directors, and perform all other duties usually associated with the office.

Section E. Treasurer. The Treasurer shall be custodian of all dues and funds of the Society. The Treasurer shall pay all bills exceeding \$300.00, as authorized by the Board of Directors, and shall pay bills of less than \$300.00 at his or her discretion, and at the annual meeting give a true and complete report of the financial status of the Society. The Treasurer shall before assuming office be required to make and execute a good and sufficient surety bond in an amount of not less than Five Thousand (\$5,000.00) Dollars conditioned on the faithful performance of the duties of this office, the expense of said bond to be borne by the Society. The Treasurer shall deposit all receipts in a bank designated by the Board of Directors, and the signatures of the Secretary, Treasurer, or President shall be authorized on Society checks. An annual audit of the books shall be made by the Internal Audit Committee, and a report on the audit presented to the Society membership at the annual meeting. The treasurer will work with a licensed CPA annually to audit all monetary transactions.

Section F. Editor. The Editor shall prepare official publications of the Society.

Section G. Immediate Past President. The Immediate Past President shall serve as an advisor to the President and Board of Directors and shall serve as Chair of the Nominating Committee. This officer shall perform such duties as specified herein and as may be assigned by the President or the Board of Directors.

Section H. Directors/Liaison. The three (3) directors shall assist in administering the affairs of this Society. The one (1) liaison will assist in bringing member issues, partner issues, and corporate sponsor issues to the board.

Section I. Term of Office. The President, President Elect, and Immediate Past President serve for one (1) year in those capacities and may not succeed themselves. The Secretary, Treasurer, and Editor, elected annually, may be elected to six consecutive annual terms. Three (3) directors and one (1) liaison shall be elected each year for a two (2) year term of office, and may be elected for

a consecutive term, but then must relinquish said office of Director/Liaison for a like period of time equal to their term of office. Officers, Directors, and Liaisons elected at any annual meeting shall begin their duties at the close of said meeting.

Section J. Election of Officers. Society officers and directors shall be selected from the accredited membership and must be an active member of the Society. There shall also be one director, that is not an accredited member, that will only serve as a director. The President Elect shall be selected from the Board of Directors or may be nominated from the accredited membership. The Society officers and directors shall be nominated by a Nominating Committee which shall be chaired by the Immediate Past President. In addition nominations may be submitted from the floor at the annual business meeting. A candidate must receive a plurality of the votes cast to be elected to the office for which said person, was nominated. Election of officers and directors shall be at the discretion of the President by secret ballot or by voice vote.

ARTICLE VI: BOARD OF DIRECTORS

Section A. The President of the Society shall be Chair of the Board of Directors.

Section B. The Board of Directors shall meet upon the call of the President or upon written request to the Secretary by three or more members of the Board of Directors. At least fifteen (15) days prior to notice in writing shall be given to all members of the Board of Directors as to any meeting. The time and place of the meeting shall be designated by the President. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. An action of the Board of Directors shall be upon the vote of the majority of its members present. The Board of Directors shall meet no less than three (3) times annually. One meeting shall be held immediately before the annual meeting of the Society; and one additional meeting shall be held during the interim between the annual meetings.

Section C. The Board of Directors shall manage the affairs of the Society and shall have the power: (1) to fill any vacancies between annual meetings among the officers of the Society including the membership of the Board of Directors; (2) to prescribe the duties of the officers of the Society not otherwise prescribed in the Bylaws of the Society; (3) to provide rules and regulations for the conduct of the affairs of the Society as are consistent with the provisions of the Bylaws; (4) to accept or reject applications for membership in the Society. The Board of Directors shall have full power of the Society in all matters demanding action between meetings and shall submit at the next succeeding meeting of the Society a report of all actions taken by them under authority of this section.

ARTICLE VII: QUORUM

A quorum of the business meeting of the Society shall consist of not less than fifteen (15) voting members, or ten percent (10%) of the accredited membership, whichever is smaller and at least two (2) of whom shall be officers of the Society.

ARTICLE VIII: MOTIONS AND RESOLUTIONS

All motions and resolutions presented at any annual meeting of the Society involving matters of policy, administration, or business shall be referred to the Board of Directors who shall consider the same and report its recommendation back to the Society; provided, however, that should any matter require immediate action by the Society, such matter may be considered immediately by consent of three-fourths of the active accredited members present and voting.

ARTICLE IX: MEETINGS

Section A. There shall be an annual meeting of the Society for the election of officers, the presentation and discussion of pertinent information on pond and lake management, uses of pond and lake management and related subjects, and such other business as may be properly brought before it. Such annual meeting shall be held at such time and place as the Board of Directors may decide. At least thirty (30) days prior notice shall be given in writing to all members as to time and place of the annual meeting.

Section B. Special meetings of the Society may be held whenever the Board of Directors deem such meetings necessary or whenever a quorum of active members shall make a written request to

the Secretary. Such requests shall be placed with the Board of Directors which shall designate a time and place for such special meetings. The Secretary shall give written notice of all special meetings of the Society to all members at least fifteen (15) days prior to the date of such special meeting.

Section C. Web meetings shall be held, at the discretion of the board, in the event that too many board members cannot travel to the physical location where the meeting is to be held.

ARTICLE X: FISCAL YEAR

The fiscal year of the Society shall be the calendar year.

ARTICLE XI: COMMITTEES

Standing committee chairs shall be recommended by the President and approved by the Board of Directors to serve during his term as President as follows:

1. Membership Committee: This committee shall consist of not less than three (3) members, one of whom shall be the Secretary. This committee shall promote memberships in the Society.
2. Editorial/Website Committee: This committee shall consist of at least three (3) members who shall assist the Editor in generating and distributing newsworthy and educational items of the Society. Duties shall also include maintaining the Society's website to provide information and newsworthy items relevant to the mission of the Society and ensuring that all links and information are current and functional.
3. Program Committee: The program committee shall consist of the members of the Board of Directors, chaired by the President Elect and its duty shall be to provide programs for each annual meeting.
4. Nominating Committee: The nominating committee shall consist of not less than three (3) members, one of whom shall be the Immediate Past President, who shall serve as chair of this committee and recommend to the Society candidates for election to the several offices.
5. Special Committee: Such other committees as from time to time may be deemed necessary shall be appointed by the President with the concurrence of the Board of Directors.

6. Internal Audit Committee: This committee shall consist of at least two (2) members who shall audit all books and fiscal documents of the Society annually, prior to the annual meeting.

7. Scholarship Committee: This committee shall consist of a chair and at least two (2) other members. Duties of the committee shall include promoting awareness of scholarships to worthy candidates and their major professors, review and determination of qualified applicants and to make recommendations to the Board as to how scholarship(s) should be awarded.

8. Sponsorship Committee: This committee shall consist of a chair and at least two (2) other members. Duties of the committee shall include soliciting and securing donations/sponsorships for meeting functions from vendors and other potential donors, coordinating with Program Committee regarding funds available for annual meetings, and communicating possible changes to sponsorship levels.

ARTICLE XII: RULES OF ORDER

Business sessions of the Society shall be conducted in accordance with Roberts' Rules of Order.

ARTICLE XIII: PUBLICATIONS

All publications of the Society shall be issued under the direction of the Editor and shall become the property of the Society.

ARTICLE XIV: AMENDMENTS

These Bylaws may be amended by three-fourths vote of the active members present at any meeting, provided the notice of the proposed amendment has been given in writing to the Secretary and transmitted by him to active members thirty (30) days before such meeting.

ARTICLE XV: DISSOLUTION

The Society shall have perpetual existence, but if dissolved, its assets shall be donated to a non-profit organization focused on the mission statement of the Society and will be selected by the last Board of Directors.

ARTICLE XVI: PROFESSIONAL CODE OF ETHICS AND CONDUCT

PREAMBLE

Private lake management is an important and learned profession. As members of this profession, SLMP Accredited Member Companies are expected to exhibit the highest standards of honesty and integrity. Private lake management has a direct and vital impact on the quality of life for all people. Accordingly, the services provided by SLMP Accredited Member Companies require honesty, impartiality, fairness, and equity, and must be dedicated to the protection of the public health, safety, and welfare. SLMP Accredited Member Companies must perform under a standard of professional behavior that requires adherence to the highest principles of ethical conduct.

Fundamental Canons

SLMP Accredited Member Companies, in the fulfillment of their professional duties, shall:

1. Hold paramount the safety, health, and welfare of the public.
2. Issue public statements only in an objective and truthful manner.
3. Act for each client as faithful agents or trustees.
4. Avoid deceptive acts.
5. Conduct themselves honorably, responsibly, ethically, and lawfully so as to enhance the honor, reputation, and usefulness of the profession.