

**REVISED
BYLAWS
of the
TEXAS RIVER AND RESERVOIR MANAGEMENT SOCIETY**
being the
Texas Chapter of the North American Lake Management Society

- ARTICLE I NAME**
The name of the organization shall be the TEXAS RIVER and RESERVOIR MANAGEMENT SOCIETY, hereinafter designated as the SOCIETY, and abbreviated TRRMS.
- ARTICLE II GOAL**
The goal of this SOCIETY shall be to promote and encourage the understanding, protection and management of lake and watershed ecosystems in the State of Texas.
- ARTICLE III OBJECTIVES**
The objectives of the SOCIETY are to:
- Promote and foster the formation of local lake associations, and to encourage all organizations and individuals interested, to become actively involved in the SOCIETY;
 - Provide means for education and dissemination of information related to scientific, administrative, financial and legislative aspects of lake and watershed ecosystems management;
 - Encourage, assist and support the development of local, state and national programs promoting lake and watershed protection, restoration, utilization and management; and
 - Foster communications and working relations among lake associations, local, state, and national governmental agencies, organizations, universities, consultants, and individuals concerned with lake and watershed protection, restoration, utilization and management.
- ARTICLE IV MEMBERSHIP**
Section A The membership of the SOCIETY shall consist of and be open to all individuals, institutions, and organizations whose interests are consistent with the objectives of the SOCIETY.

Section B The SOCIETY shall have six categories of voting membership as listed and generally defined below:

Lake Association - a lake organization (includes membership in NALMS).

Individual - a single individual (includes membership in NALMS).

Public/Not for Profit - not for profit groups, organizations or agencies, such a municipalities, conservation organizations, and publicly owned utilities.

Corporate - organizations or corporations, intended as profit-making entities, which have an interest in lake and watershed management.

Associate - high school or university students, and other individuals interested in lake and watershed management.

Sustaining - individuals, organizations or corporations which have a dedicated interest in the activities and future of the SOCIETY, and wish to contribute more dues than required under their appropriate membership category.

Section C The Annual membership dues for each of the membership categories shall be as determined by the Board of Directors.

Section D Membership dues shall be reviewed annually by the Board of Directors, and any recommended revisions to the dues structure shall be put before the SOCIETY members for approval.

Section E The membership year of the SOCIETY shall end on December 31st of each year. Annual membership dues are not proratable. Dues are payable to the TRRMS for deposit by the Treasurer.

Section F Members joining the SOCIETY before or during the first year after the approval of the SOCIETY by the NALMS Board shall be registered as and be designated "CHARTER MEMBERS."

ARTICLE V BOARD OF DIRECTORS

Section A The affairs of the SOCIETY shall be managed by a Board of Directors, hereinafter designated as the Board, under such rules as the Board may determine, subject to specific conditions of these Bylaws.

Section B The Board shall consist of a minimum of nine members as follows:

The President,
The President-Elect,
The Treasurer,
The Secretary,
Past-President and
Regional Directors to represent regions of the State as established by the Board. Initially, there will be four at-large Regional Directors, to be elected by the SOCIETY membership. When a sufficient number of members of the SOCIETY in an area desire to for a Region of the SOCIETY for the further advancement of the objectives of the SOCIETY, they must submit an application to the Board through the SOCIETY's Secretary. The Region can be created upon the affirmative vote by the simple majority of the Board. The members of each Region shall be members in good standing of the SOCIETY and shall elect their own Regional Director.

Section C All members of the Board shall be eligible voting members in good standing at the time of their election or appointment and during their term of office. Only individual SOCIETY members are eligible for election to the Board.

Section D The Board positions of President, President-Elect, Treasurer, and Secretary shall be otherwise referred to as Officers.

Section E The Board shall conduct Board meetings at least twice per year, and shall also meet at the call of the President or if requested by two or more members of the Board. At meetings of the Board, a quorum shall consist of a majority of its members.

Section F Terms of office

1. The terms of the office of the President, President-Elect, and Past-President shall be for approximately one (1) year each, which terms shall begin at the adjournment of the Annual Meeting of the SOCIETY, and continue until the adjournment of the next appropriate annual Meeting of the SOCIETY, or until their successors are duly elected and qualified.
2. The President-Elect will automatically advance to President.
3. The terms of Secretary, Treasurer, and Regional Directors shall be for two (2) years, with half of these Board member positions being filled by election by the membership at the Annual Meeting of the SOCIETY in any one given year.

Section G Between meetings of the Board, the affairs of the SOCIETY shall be conducted by the Officers.

ARTICLE IV

DUTIES OF OFFICERS AND DIRECTORS

Section A The President shall have general supervision of the affairs of the SOCIETY. He/She shall preside at all meetings of the SOCIETY and the Board. He/She shall appoint the Chairs of all Committees subject to the approval of the Board, and appoint members of all Committees from recommendations made by Committee Chairs, and may serve as an ex-officio member of any and all Committees. He/She shall see that all Bylaws and any rules and regulations as may be adopted by the SOCIETY and the Board are enforced. He/She shall execute all contracts and other instruments, which shall have been approved by the Board. He/She shall be bonded as required by the Board. The President shall also abide by the following with regard to presiding at meetings:

1. He/She may only vote to break a tie;
2. He/She may not introduce motions while acting as presiding officer; and
3. He/She must relinquish the chair to the President-Elect or other officer to participate in debates or to introduce motions and may not regain the chair until such time as debate has concluded or the motion has been voted on.

- Section B The President-Elect shall assist the President and shall preside at meetings of the SOCIETY and the Board in the absence or vacancy of the President. He/She shall be responsible for coordinating the activities of all SOCIETY Committees, and may serve as an ex-officio member of any and all Committees. He/She shall perform such duties as may be assigned by the Board. The President-Elect shall advance to the office of President when the President's term expires.
- Section C The Treasurer shall be responsible for the financial affairs of the SOCIETY. He/She shall receive all funds paid to the SOCIETY and shall pay all bills incurred by the SOCIETY as authorized by the Board. He/She shall make a report, including the audit, at the Annual Meetings of the SOCIETY on the financial affairs of the SOCIETY. He/She shall be bonded as required by the Board and shall perform such other duties as may be assigned by the Board. The Treasurer's signature shall be required on all checks payable to the SOCIETY and all checks issued by the SOCIETY shall be signed by the Treasurer. All SOCIETY checks payable to the Treasurer must be co-signed by the President. All SOCIETY funds shall be deposited to the credit of the SOCIETY in a financial institution approved by the Board. An annual audit of the SOCIETY's financial records shall be conducted by a qualified accountant or CPA selected by the Board.
- Section D The Secretary shall prepare minutes of all meetings of the SOCIETY and the Board. He/She shall maintain all permanent records of the SOCIETY, including minutes of Committee meetings. He/She shall maintain an accurate listing of members of the SOCIETY, and shall perform such other duties as may be assigned by the Board.
- Section E The Past-President shall serve on the Board for two years following his/her term as President. In the event of his/her resignation, the Board may reappoint the previous Past-President to serve the remainder of the term.
- Section F The Directors generally shall strive to achieve the objectives of the SOCIETY. Each Director shall be responsible for preparation and presentation of pertinent lake and watershed management topics for Board consideration, and shall act upon the business of the Board in a thoughtful and conscientious manner. Directors are expected to take an active role in the promotion and development of the SOCIETY.

Section G Regional Directors shall represent the SOCIETY in numbers and in regions of the State of Texas as specified by the Board. The total area of all regions shall be equal to the area of the State. Each Regional Director shall:

1. Promote new membership in the SOCIETY in the region he/she represents by describing the merits of the SOCIETY and the advantages of being an Active Member.
2. Promote public education activities in his/her region;
3. Identify news items in his/her region and write them as articles for the SOCIETY publications;
4. Identify potential candidates for state and national awards;
5. Reside in the region he/she represents;
6. Attend the meetings of the SOCIETY and its Board; and
7. Perform such other duties as may be assigned by the President.

Section H Regular attendance at Board and SOCIETY Meetings by all Officers and Regional Directors is expected.

Section I No Officer or Director or member may vote on a motion which has a direct personal or monetary interest not common to other members of the SOCIETY.

Section J No Officer or Director may expend SOCIETY funds without authorization by the Board.

ARTICLE VII COMMITTEES

Section A Standing Committees of the SOCIETY shall be the Executive Committee, the Nominations Committee, the Publications Committee, the Bylaws Committee, the Membership Committee, the Public Policy and Legislative Committee, the Program Committee, the Awards Committee, and such other Committees as the Board may see fit to establish. The Committee Chairs and members shall be appointed by the President in consultation with the Board of Directors, and they shall endeavor to secure a representative cross-section of the SOCIETY membership on the Committees. Any SOCIETY member may request to serve on any Committee. Members of Standing committees and other established Committees shall serve for one year (Annual meeting to Annual meeting) and shall be eligible for reappointment.

Section B The President, upon approval of the Board of Directors, may establish and appoint a special advisory committee having regard only to its competence on the special subject and without regard to membership in the SOCIETY.

Section C No Committee may expend SOCIETY funds without authorization by the Board.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section A Nominations for President-Elect, Secretary, Treasurer, and Regional Directors for the respective terms shall be received by the Nominations Committee at least ninety (90) days before the Annual Meeting of the SOCIETY.

Section B The Nominations Committee, through its Chairman, shall report its selections for the offices to the President and the Secretary sixty (60) days prior to the Annual Business Meeting of the SOCIETY for the election of its officers. All nominees shall be eligible voting members and shall signify willingness to serve.

Section C The President shall have the report of the Nominations Committee read and it shall be his/her duty to ascertain from the floor if any other names are desired to be placed in nomination after which a ballot shall be taken of the eligible voting members in good standing attending the business meeting. When two or more names are submitted for the election, the ballot shall be written, otherwise elections shall be by vocal "yes" and "no" vote.

Section D Officers shall be elected by a simple majority vote of the SOCIETY members voting.

Section E Each SOCIETY member shall be considered as only one (1) voting membership, regardless of how many other individuals or groups a member may represent. It is incumbent upon each group and organization, which is a member of the SOCIETY to determine on its own how to exercise its single voting privilege.

Section F Starting 1994, ballots shall be mailed to all members at least forty-five (45) days before the Annual Meeting of the SOCIETY and shall be returned (postmarked) by at least fifteen (15) days before the date and time call-to-order of the Annual Meeting.

Section G SOCIETY members may cast one (1) vote for (1) candidate under each officer position. Members may cast one (1) vote for each different Regional Director position. Ballots will provide space for a write-in candidate for each Board position.

ARTICLE IX VACANCIES

Vacancies for all unexpired terms of the Board shall be filled by elective action of the Board.

ARTICLE X COMPENSATION

The Board shall serve without pay, but may be reimbursed actual expenses while conducting SOCIETY business, providing that these expenses receive authorization from the Board. Required expenditures for bonding of the President and the Treasurer shall be paid by the SOCIETY.

ARTICLE XI MEETINGS OF THE SOCIETY

Section A An Annual Meeting of the SOCIETY shall be held at a time and a place approved by the Board. The Secretary shall give at least forty-five (45) days notice of the Annual Meeting to the SOCIETY membership.

Section B Special meetings shall be called by the President upon written petition of not less than twenty percent (20%) of the SOCIETY members, or may be called when in the opinion of the President there is business which should be brought before the membership for action prior to the next regular meeting. No business may be transacted at a Special Meeting other than that stated in the call. The Secretary shall give SOCIETY members at least fifteen (15) days notice of all special meetings.

Section C A quorum at any authorized SOCIETY meeting shall consist of the members present, but shall not consist of less than twenty percent (20%) of the SOCIETY's membership.

ARTICLE XII RULES OF ORDER

All meetings of the SOCIETY and the Board shall be conducted in accordance with the latest edition of "Robert's Rules of Order," except where such conflicts with these Bylaws.

ARTICLE XIII FISCAL YEAR

The fiscal year of the SOCIETY shall end on December 31st of each year.

ARTICLE XIV NOT FOR PROFIT STATUS

The SOCIETY shall be organized as a not-for-profit corporation in accordance with Section 501 (c) (3) of the United States Internal Revenue Service Code.

ARTICLE XV DISSOLUTION

The SOCIETY may be dissolved by a two-thirds (2/3) vote of all members through mail balloting. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the United States Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to a non-profit organization whose purpose is consistent with the SOCIETY.

ARTICLE XVI LIABILITY

Section A It is implicitly understood that the SOCIETY assumes no responsibility or liability for the well-being of any member or representative of a member attending, managing, or participating in meetings or any other functions of the SOCIETY.

Section B No Officer or Director, former Officer or Director, nor any authorized agent of the SOCIETY shall be liable in any manner to the SOCIETY or any person or group for any loss or damage sustained as a result of action taken or omitted to be taken by said Officer, Director or agent in good faith, if he/she exercised or used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs.

ARTICLE XVII AMMENDMENT PROCEDURES

Section A Amendments to these Bylaws may be initiated through the Bylaws Committee by a majority of the Board or the Executive Committee, or by written petition of at least twenty percent (20%) of the members of the SOCIETY. Proposed amendments shall then be considered by the Bylaws Committee, which will make a report and recommendation to the membership.

Section B These Bylaws may be amended by two-thirds (2/3) of the members voting at any meeting of the SOCIETY which has been authorized by the Board. If notice of the Bylaw amendments has provided at least thirty (30) days prior to the Meeting, a majority of those voting shall be required to adopt amendments.