

**BY-LAWS**  
OF  
LAKE GASTON WEED CONTROL COUNCIL

Article One  
*Purpose*

The Lake Gaston Weed Control Council (hereinafter "The Council") is a non-profit corporation created under the laws of the State of North Carolina for the following express purposes:

A. To promote research, control and/or eradication of undesirable aquatic weeds in Lake Gaston and to improve the quality of the water and to control pollution in and around Lake Gaston, which is located partly in North Carolina and partly in Virginia, and is bounded by the counties of Halifax, Northampton and Warren in North Carolina, and Brunswick and Mecklenburg in Virginia.

B. To be an advisory council to the Board of County Commissioners and the Board of Supervisors of the counties surrounding Lake Gaston, both individually as to the counties and collectively as to the five counties authorizing said Lake Gaston Weed Control Council.

C. To meet and discuss with all local, state and federal agencies concerned with quality of human life, water, pollution, recreation, wildlife, fish and fishing conditions, in and around Lake Gaston, and to pass on to all governmental agencies on the local, state and federal level any recommendations believed feasible and necessary to accomplish the purposes of The Council.

Article Two  
*Membership*

Section 1. Members

The Council shall consist of fifteen (15) members, three (3) from each of the five member counties listed above. The Board of Commissioners (North Carolina Counties) and Board of Supervisors (Virginia Counties) of each of the five (5) member counties shall appoint said three (3) members, and such other alternates as each county deems appropriate, to serve for a term as specified by each county.

## Section 2. Voting

*Quorum and Voting:* The quorum for membership meetings shall be a majority of the members holding votes entitled to be cast at such meeting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of The Council. Each member shall have one vote at any membership meeting at which he/she is present. Proxy voting will not be permitted at any membership meeting or election.

## Section 3. Meetings

*Annual Meeting:* The annual meeting of the members of the Council shall be held during the month of January each year at a time and place designated by the President. The Secretary shall mail written notice of such meeting at least ten (10) days prior to the date of the meeting.

*Regular Meetings:* Membership meetings, in addition to the annual meeting, shall be held during the months of March and July each year at a time and place designated by the President. The Secretary shall mail written notice of such Meetings at least ten (10) days prior to the date of the meeting.

*Special Meetings:* Special membership meetings may be called by the President or by a majority of the members, and shall be called by the Secretary upon the receipt of a petition signed by the members calling for such meeting. The Secretary shall mail notice of such meeting at least ten (10) days prior to the date of the meeting, and the notice shall state the purpose of the meeting and no other business shall be transacted.

## Section 4. Termination of Membership.

*Resignation:* Any member in good standing may resign from The Council upon written notice to the Secretary and to the governing body which appointed the member.

*Termination:* Each of the five (5) member counties shall have the power to terminate the membership of any of its three (3) member representatives by written notice to the Secretary and the effected member.

*Vacancy:* Any vacancy in membership shall be filled by the governing body which appointed the vacant seat, as soon as practicable.

Article Three  
Officers

Section 1. Officers.

The officers of The Council shall be the President, Vice-President, Secretary and Treasurer, each of whom shall be a member, an alternate member or an ex officio member, except the Secretary, who may be a non-member.

The President shall preside at all meetings of the membership and shall perform such other duties as are incident to his or her office.

The Vice-President shall exercise the authority of the President in his or her absence and perform such other duties as may be assigned to him or her by the President. The Secretary shall be responsible for recording the minutes of the membership and maintaining such other records as may be required of him or her by the President. He or she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members with their addresses, and carry out such duties incident to his or her office as the President may request.

The Treasurer shall properly petition, collect and receive all monies due or belonging to The Council. He or she shall deposit the same in a bank designated by the members in the name of The Council. His or her books shall at all times be open to inspection by the members and he shall report to them at every meeting the condition of The Council's finances and every item of receipt or payment not before reported; and at the annual membership meeting he or she shall render an account of all monies received and expended during the previous fiscal year. There shall be an annual audit of books as directed by members.

The same person may serve as both Secretary and Treasurer of The Council. The officers of The Council shall serve without compensation.

Section 2. Elections.

Officers of The Council shall be elected at the annual meeting of the members of The Council.

The candidate receiving the greatest number of votes for each office shall be declared elected.

Officers shall hold office for a term of one (1) year and until their respective successors are elected.

### Section 3. Vacancies.

Any vacancies occurring among the officers during the year shall be filled for the unexpired term of office by a majority vote of the members at its first regular meeting following the creation of such vacancy, or at a special meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the members.

## Article Four *Committees*

### Section 1. Committees.

The members shall appoint a Nominating Committee to nominate a slate of candidates to be voted upon by the membership for election of officers at the annual meeting, and any other necessary standing committees to advance the work of The Council. Such committees shall always be subject to the final authority of the members. Special committees may also be appointed by the members to aid it on particular projects.

### Section 2. Termination of Committee Members

Any committee appointment may be terminated by a majority vote of the full membership of the members upon ten (10) days written notice to the appointee; and the membership may appoint successors to those appointees whose services have been terminated.

## Article Five *General Provisions*

### Section 1. Calendar.

The fiscal year of The Council shall begin on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June each year.

### Section 2. Amendments.

Amendments to the Articles of Incorporation may be proposed by a resolution of the members. The resolution shall be submitted to the membership at a regular or special meeting. The written notice of the meeting shall contain the date, time and place, and that the purpose of the meeting is to consider the proposed amendment. The notice shall be given to each member not less than twenty-five (25) days or more than sixty (60) days before the meeting. The amendment shall be adopted upon receiving more than two-thirds (2/3) of all votes entitled to be cast.

Amendments to the By-Laws may be made by a majority vote of the members at any meeting at which a quorum is present, provided ten (10) days written notice is given to the members of any proposed change.

Article Six  
*Dissolution*

The Council may be dissolved at any time by recommendation of the members approved in writing by more than two-thirds (2/3) of the members in good standing. In the event of the dissolution of The Council, whether voluntary or involuntary or by operation of law, none of the assets of The Council shall be distributed to any member, but after payment of all lawful debts of The Council, its property and assets shall be distributed so as to comply with Section 501 of the Internal Revenue Code of 1954.

Adopted at the meeting of the members of the Lake Gaston Weed Control Council on the 22<sup>nd</sup> day of February 2006

---

Secretary