

Crystal Lake & Watershed Association
Annual Meeting
Saturday, July 21, 2012
Assembly Hall, Congregational Summer Assembly
Pilgrim, MI

MINUTES

Attendance: 26 members present, including 21 who had not previously submitted proxy cards; 195 proxies submitted; total of 216 eligible votes. (Additional non-members in attendance were not counted).

Call to order:

President Ed Hoogterp called the meeting to order at 9:40 a.m. He announced that a quorum of members (including proxies) was present and designated Ellen Herscher, CLWA secretary, as parliamentarian for the meeting. He thanked the Congregational Summer Assembly for the use of its meeting space.

Minutes:

The minutes from the 2011 annual meeting have been reviewed and have been posted on the CLWA website. The only formal action taken was the election of new board members and officers. Reading of the minutes was waived without objection.

Treasurer's report:

Treasurer Bob Schmidt reported that the Association's finances are strong and referred to the financial statements published in the CLWA directory. Its success is due to its leadership and spirit of volunteerism, qualities exemplified by its outgoing President, Ed Hoogterp. Mr. Schmidt presented Mr. Hoogterp with a gift in appreciation of his outstanding service to the organization over the past four years

Committee Reports:

President Hoogterp briefly reviewed the work of the various CLWA committees.

Development and Membership: Current membership is around 850 and increasing. The recent Mexican Fiesta, a fund-raiser for the boat washing facility at the new Crystal Lake boat launch, successfully raised the amount needed for the project, about \$45,000.

Education and Communications: Responsible for numerous activities, including publication of the semi-annual newsletter, *Crystal Whitecaps*, and annual membership directory; maintenance of website <http://clwa.us/>, organizes Crystal Lake Walkabouts for school children, and information booth at public events (such as art fairs).

Water Quality: Conducts a regular program of water quality testing and is working to form a coalition of organizations within the watershed.

Boat Wash/Invasive Species: Leading the initiative to construct a boat washing facility at the new Crystal Lake Public Access Site in Benzonia Township, which should be operational by the end of August. Successfully promoted the passage of an ordinance in Benzonia Township that requires boat washing before launching in Crystal Lake. Active efforts regarding garlic mustard and phragmites control.

Zoning and Land Use: Partnered with regional government, Grand Traverse Regional Land Conservancy and other groups in successful application for a watershed planning grant. Will represent Crystal Lake watershed in developing the management plan.

Swimmer's Itch Partnership: Will present a full report later in the meeting.

President's report:

President Hoogterp expressed appreciation to all who have volunteered and worked in support of the organization. He recognized in particular the co-chairs of the Mexican Fiesta, Molly Appleford and Heather Perry.

In looking back over his presidency, Mr. Hoogterp observed that the CLWA has come a long way. Most of the problems the organization deals with are persistent and require ongoing vigilance. He sees the priorities for the future as: continuing offense against invasive species, including the full operation of the boat wash; development of the comprehensive watershed management plan; and the progress of the Swimmer's Itch Partnership.

He announced that the CLWA is establishing a new part-time paid position of Program Coordinator. Descriptions of the position were available at the meeting, and he urged all present to help find the right person for the job.

New Business: Bylaws amendments

The Board of Directors is proposing several amendments to the bylaws (attached). These are small technical updates, needed to conform to current practices and technology. Mr. Hoogterp explained each proposed change. Bob Schmidt moved the adoption of the bylaws amendments as proposed; seconded and approved.

Nominating committee report and election of officers and board members:

President Hoogterp expressed appreciation to the at-large board members whose terms are expiring: Jim Laarman, Julianne McKnight, and Sandra O'Neal.

The nominating committee, chaired by Hugh Walton, presented the following slate and had distributed brief résumés of the nominees.

Officers for two-year terms (to 2014):

President – Joel Buzzell

Secretary – Ellen Herscher (reelection to full term following board appointment to fill vacant office)

At-large board members for three-year terms (to 2015):

Alan Marble

Peter C. Payette
Phil Downs

The nominations were seconded; there were no nominations from the floor. The slate was elected.

Mr. Hoogterp introduced the new president, Joel Buzzell, who will take office at the conclusion of the meeting. Mr. Buzzell commented that he is looking forward to working with the organization.

Adjournment: the business meeting was adjourned at 10:10 a.m.

Informational program:

Members of the Crystal Lake Swimmer's Itch Partnership presented an overview of the problem of swimmer's itch in Michigan inland lakes and described the research and remediation initiatives they are carrying out. They are a lake-wide group that has been formed to work together to reduce and prevent swimmer's itch. Their PowerPoint presentation will be available on the CLWA website this fall and updated with additional information for 2013.

Chair Jana Way emphasized that swimmer's itch is both a health problem and an economic problem for the state. It has a longstanding presence, but is increasing. Combating it requires a united approach. She distributed an information brochure for property owners that the Partnership has prepared. Partnership member Ted Fisher is working to persuade the Michigan Department of Natural Resources to lead a multi-lake effort. They also are seeking support from the Michigan legislature. Member Al Flory described his current testing program of Swimmer's Itch Guard cream. A study of snails on Crystal Lake is seeking to further understanding of their life cycles.

Respectfully submitted,



Ellen Herscher, Secretary

(Minutes approved July 20, 2013)

CLWA Bylaws – Proposed Amendments

(Wording of the present bylaws is in roman type; proposed additions to the present language are in **bold**.)

Amendment A

This addresses the difficulty of getting a quorum at annual meetings. As membership grows, the present 25 percent requirement will be increasingly hard to achieve.

Article IV Section 5 (Quorum) is amended as follows:

Section 5 (Quorum)

A quorum for meetings shall exist when ~~at least twenty five percent (25%)~~ **the lesser of twenty percent (20 %) of the members or 150 members** are represented in person or by proxy. Unless thirty-three and one third percent (33 1/3 %) or more of the members are present in person or present by proxy, the only matters which may be voted on are those described in the notice of the meeting.

Amendment B

To correct the 2008 amendment: Entities in dissolution clause must be 501(c)3 non-profits.

Amendment No. 1, adopted July 19, 2008, is amended to read in full as follows:

DISSOLUTION (Amended July 21, 2012)

In the event the Association is dissolved, any remaining assets shall be distributed equally to the ~~Benzie Conservation District in Beulah, MI~~ **Grand Traverse Regional Land Conservancy in Traverse City, MI** and the Congregational Summer Assembly Education Fund in Frankfort, MI.

Amendment C

To clarify conference call participation and give future boards authority to take advantage of new communication technology.

Article VI, Section 5 is amended to add the following provision:

F. The Board of Directors shall have the authority to allow board members and officers to participate fully in meetings through conference calls, computer services or other remote connections, and to include such off-site participants in calculation of a quorum, so long as the meeting notice provisions in Article VI Section 6 are met. The board shall have authority to approve rules for remote participation and voting.

Amendment D

To clarify remote participation and voting for committees (including Executive Committee).

Article VII, Section 1 (Committees General) is amended to read in whole as follows:

SECTION 1. COMMITTEES – GENERAL

There shall be committees as provided in these bylaws and such others, standing or special, as established by the membership at annual meetings. The president and vice president shall be ex-officio members of all committees, except the nominating committee. **Committees are empowered to conduct discussions and votes via conference call, email or other media, with approval of the President and the committee chair.**

Amendment E

To resolve a conflict in what constitutes an Executive Committee Quorum (Article VII sec 2A and sec 2E are in conflict). This proposal amends 2A to match 2E.

Article VII Section 2 is amended to read in full as follows:

SECTION 2. EXECUTIVE COMMITTEE

A. Members – the executive committee shall be comprised of the president, vice president, secretary, treasurer and two board members appointed annually by the president and ratified by the board of directors. ~~A minimum of three executive committee members, two of whom must be officers, shall constitute a quorum of the executive committee.~~ **A majority of the members of the executive committee shall constitute a quorum of the Executive Committee.**

Amendment F

To formally recognize the position of Past President (earlier called “ex officio.”)

Article V (Officers and Authority) is amended to add the following section:

SECTION 11: PAST PRESIDENT

In the interest of continuity, the Board may confer the title of “Past President” on one or more persons who have completed a term as President of the Association. Holders of the title shall receive meeting notices and other board meeting materials and be welcomed as non-voting participants at all board functions. By mutual consent, the current President may delegate committee assignments and special project duties to a Past President.