

# **LAKE JAMES ASSOCIATION**

## **BY-LAWS**

### Lake James Association Mission Statement

Our mission is to aid and promote the enhancement and preservation of lake resources, land use, and safe recreation opportunities of the lake.

### ARTICLE I - NAME

The name of this association is Lake James Association.

### ARTICLE II – MEMBERSHIP

The membership of this association shall consist of those persons owning real property or leasing property on a yearly basis on, or about, Lake James. Any other supporting and interested person may be granted an associate membership who may not vote or be elected to the board.

### ARTICLE III – OFFICERS

#### SECTION 1 – PRESIDENT

The president shall be selected by, and from the membership of, the board of directors. He shall be the chief executive officer of the corporation. He shall preside over all meetings of the board and of the members. He shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried out. He shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the president of a corporation.

#### SECTION 2 – VICE PRESIDENT

The vice president shall discharge the duties of the president in the event of his absence or disability for any cause whatever. He shall perform such other duties as may be prescribed from time to time by the board of directors or by the by-laws.

#### SECTION 3 – SECRETARY

The secretary shall attend all meetings of the members, board, and executive committee: and shall preserve in books of the corporation true minutes of the proceedings of all such

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meetings. He shall safely keep in his custody the seal of the corporation and shall have the authority to affix the same to all instruments where its use is required. He shall give

all notices required by statute, by-law, or resolution. He shall perform other duties as may be delegated to him by the board of directors or by the executive committee.

#### SECTION 4 – TREASURER

The treasurer shall have the custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. He shall disburse funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, and whenever requested by them, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the board he shall deliver to the president of the corporation, and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the board, conditioned for the faithful performance of the duties of his office, and for restoration to the corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and property of whatever kind in his possession or under his control belonging to the corporation.

### ARTICLE IV – BOARD OF DIRECTORS

#### SECTION 1 – NUMBER AND TERMS OF DIRECTORS

The business, property and affairs of this corporation shall be managed by a board of directors composed of persons who are members in good standing of this corporation. Each director shall hold office for the term for which he or she is elected, or appointed, and until his or her successor is elected and qualified.

It is the intent that the composition of the board shall represent the various areas around the lake in approximate proportion to the number of members with in those areas. To accomplish this and limit the number of directors to a reasonable number, contiguous areas around the lake shall be grouped together into sections, each of which shall be assigned a number of seats on the board of directors. The formula for doing this shall be determined from time to time by the board of directors.

Directors' terms shall be for three years. To provide continuity, one-third of the board shall be elected each year.

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#### SECTION 2 – ELECTION OF DIRECTORS

The board of directors shall designate which sections will have elections in each year of a three-year period so that each section will have elections every third year. An exception to this will be the first year in which these Sections 1 and 2 of Article IV are implemented. In that year elections will be held in all sections with the board designating which sections will be electing directors for one, two, and three years.

Balloting for these elections shall be by mail, with the timing being such as to allow announcing the results at the year's annual meeting. Members in each of the sections in the district holding elections will vote only for candidates who would represent their section. The terms of the newly elected directors will begin immediately following the annual meeting in which their elections are announced.

Should there be any ties, the other newly elected directors, along with the incumbent directors, shall designate the winners.

Candidates for each election will be selected by the nominating committee. To the extent that it is practical, members of this corporation in each section will be consulted in selecting candidates from their section.

The ballots will provide for write-in candidates.

#### SECTION 3 – DIRECTORS AT LARGE

To provide some flexibility and allow taking advantage of special talents available from the membership, the President may designate up to six directors at large to serve for the duration of the President's term, subject to board approval.

#### SECTION 4 – ACTION BY UNANIMOUS WRITTEN CONSENT

If and when the directors shall severally or collectively consent in writing to an action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the board of directors.

This means of approval is to be used only when immediate action is needed to meet a legal requirement or other compelling situation at a time when it is not possible to convene a special meeting of the board. Whenever possible, such action should be deferred and reviewed in a regular or special meeting of the board.

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#### SECTION 5 - BOARD QUORUM

A majority of the members of the then existing board shall constitute a quorum and be able to transact any business except when otherwise specially provided by law or by the Articles of Incorporation of this corporation.

#### SECTION 6 - ELECTIONS AND TERMS OF OFFICERS

The board of directors shall elect a president, vice president, secretary, and treasurer. All officers must be members of the board to be so elected. A nominating committee shall be appointed by the president at the annual meeting to develop a slate of officers for the upcoming year, the slate will be due to the board by the September meeting and the board shall vote on this no later than the October meeting. The officers shall assume their official duties January 1 and shall serve for a term of one year or until the election and qualification of their successors.

#### SECTION 7 - POWER TO APPOINT OTHER OFFICERS AND AGENTS

The board of directors shall have the power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation.

#### SECTION 8 - REMOVAL OF OFFICERS AND AGENTS

Any officer or agent may be removed by the board of directors whenever in the judgment of the board the business interest of the corporation will be served thereby. A two-thirds majority vote is required.

#### SECTION 9 - POWER TO FILL VACANCIES

Should a vacancy occur on the board of directors, the president may appoint a replacement for the remainder of the term of that directorship. The person appointed shall own property in the Section of the lake for the vacated directorship and such appointments shall be subject to board approval.

#### SECTION 10 - DELEGATION OF POWERS

For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

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#### SECTION 11 - POWER TO APPOINT EXECUTIVE COMMITTEE

The executive committee is composed of the officers who, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the corporation between meetings of the board.

#### SECTION 12 - POWER TO REQUIRE BONDS

The board of directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

#### SECTION 13 - COMPENSATION

The compensation of directors, officers, and agents may be fixed by the board.

### ARTICLE V - EXECUTION OF INSTRUMENTS

#### SECTION 1 - CHECKS

All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be countersigned by such officers or agents as the board of directors shall from time to time designate for that purpose.

#### SECTIONS 2 - CONTRACTS, CONVEYANCES, ETC.

When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the president or vice president and secretary may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have the power to designate the officers and agents who shall have the authority to execute any instrument on behalf of this corporation.

### ARTICLE VI - MEMBERSHIP AND DUES

The annual dues of all members, associate members, and business members shall be established annually by the board and is payable by the Annual Meeting which shall determine a member in good standing.

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### ARTICLE VII - AMENDMENT OF BY-LAWS

These by-laws may be amended, altered, changed, added to, or repealed by affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting; or by the affirmative vote of a majority of the board of directors if the amendment, alteration, change, addition, or repeal be proposed at a regular or special meeting of the board and adopted at a subsequent meeting.

#### ARTICLE VIII - FISCAL YEAR

The fiscal year of this corporation shall be from January 1 to December 31 for each calendar year.

#### ARTICLE IX - MEMBERS MEETING QUORUM

The president, or in his absence the vice president, and no less than twenty-five members in good standing constitute a quorum at a members annual meeting.

#### ARTICLE X - COMMITTEES

##### SECTION 1 - SPECIAL COMMITTEES

Special committees may be appointed at any time by the president and shall serve for a designated time.

##### SECTION 2 - STANDING COMMITTEES

Standing committees may be appointed by the president and shall serve until terminated by the president.

##### SECTION 3 - NOMINATING COMMITTEE

A nominating committee of not less than two nor more than five members in good standing shall be appointed by the president at the annual meeting (see Art. IV section 6)

##### SECTION 4 - EXAMINATION OF CORPORATION BOOKS

The books of the corporation shall be examined at the end of each fiscal year by a third party qualified to look at books appointed by the president. The resulting report shall be made available at the following annual meeting.

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#### ARTICLE XI - ORDER OF BUSINESS

The order of business of all meeting of the board of directors shall be as follows:

1. Roll call
2. Minutes of preceding meeting shall be open for review, (but option to read shall be at the president's election) these minutes shall be distributed in time for personal review at least five days prior to the meeting.
3. Reports of officers
4. Old Business
5. New Business
6. Reports of committee
7. Visitor comments and miscellaneous.

The President may change the order of business for a particular meeting due to special circumstances such as guest speakers or time limitations with the approval of the board members present.

## ARTICLE XII - MEETING

### SECTION 1 - ANNUAL MEETING

The annual meeting of the members of this corporation shall be held at a designated place established by the board within ten miles of Lake James in Steuben County, Indiana. The meeting date shall be fixed by the board. The treasurer shall give written notice at least seven days in advance. This notice shall be addressed to each member at his address appearing on the records of this corporation.

### SECTION 2 - BOARD MEETINGS

Board meetings will normally be held on the third Saturday of each month from January through November at a time and place to be designated from time to time by the President. Special meetings of the board may be called by the president if immediate action is required. Board meetings are open to all members of LJA and guests.

### SECTION 3 - SPECIAL MEETINGS OF THE MEMBERS

Special meetings of the members may be called by a majority of the board of directors, by the president or by not less than twenty-five percent of the members in good standing of the corporation by filing with the recording secretary a written request for such meeting and stating the object, location of the meeting, date and place.

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Immediate notice of such meeting shall be mailed to each member at the address appearing on the records of this corporation. Such notice shall be mailed at least ten days prior to the time fixed for said meeting.

#### SECTION 4 - ALL MEETINGS

The president, and in his absence the vice president, and in their absence any member chosen by the members present, shall act as chairman of such meetings. The secretary of the corporation shall act as secretary of a meeting of the members, but in the absence of the secretary the presiding officer may appoint any member to act as secretary of the meeting.

#### SECTION 5 - PROXIES

No proxy shall be given nor shall any proxy be valid if given except in the event a proposal is involved to make an amendment to the constitution or by-laws. Members entitled to vote must be present to vote on any other matter.

#### SECTION 6 - WAIVER OF NOTICE

Any members, directors, or officers may, in writing, waive the mailing of notice required to be given or mailed by the State of Indiana, the Articles of Association of this corporation or the by-laws of this corporation.

#### ARTICLE XIII - GENERAL

In the preceding articles, the pronouns "he" and "his" represent "he/she" and "his/her" in context.

Any notice required by mail shall also mean e-mail.