

# **Bylaws of the Crystal Lake Improvement Association**

(as amended on May 17, 2016)

## **Article I — Name**

1.01. The name of this corporation is the Crystal Lake Improvement Association, Inc.

## **Article II — Purpose**

- 2.01. To develop an attitude of lake stewardship, which centers on thoughtful consideration of the intricate lake ecosystem and the interdependence between the lake and its surrounding watershed.
- 2.02. To develop a unique set of management objectives and strategies that considers all of the environmental, cultural and biological factors affecting the lake, both on-site and off-site.
- 2.03. To undertake any lawful activity pursuant to Chapter 317 which the Board feels will aid its members.
- 2.04. The corporation is organized and shall be operated exclusively for the charitable purpose within the meaning of section 501(c)(3) of the Internal Revenue Code.

## **Article III — Membership, Meetings and Rights**

- 3.01. Membership. Membership shall be conferred upon any individual or family who pays the membership fee for the calendar year and who owns lakeshore property on Crystal Lake and who supports the purposes of the Association. All applications for membership shall be subject to acceptance or disapproval by the Board.
- 3.02. Meetings. The Association shall have one annual General Membership Meeting to be held in the spring (April, May or June). This meeting will be held for the purpose of conducting elections of Board members and conducting general business.
- 3.03. Voting Rights.
- A. Each individual member shall have one (1) vote per membership.
  - B. Each family shall have one (1) vote per membership and this may be exercised by any family member over the age of eighteen (18) present at the meeting.
  - C. There will be no proxy voting permitted.

## **Article IV — Board of Directors**

- 4.01. Function. The management, conduct and control of the Association shall be vested in the Board of Directors, consisting of nine (9) members elected by a majority vote of the Association members at the General Membership Meeting held in the spring (April, May or June).
- 4.02. Term. In 2011, nine (9) Directors will be elected with terms as follows: three (3) Directors shall be elected for one-year terms; three Directors shall be elected for two-year terms; and three Directors shall be elected for three-year terms. The Board of Directors shall determine the tenures of each Director elected in 2011. In each year subsequent to 2011, three Directors shall be elected to serve three-year terms.

- 4.03. Compensation. The members of the Board shall not receive compensation for performing their duties as Board members.
- 4.04. Board Meetings.
- A. Regular meetings shall be held as such time and place as determined by the Board.
  - B. Special meetings may be called by the President, and shall be called upon a petition signed by any three (3) members of the Board. The notice requirements for a special meeting shall be at least three (3) days.
  - C. A quorum for transacting business at a Board meeting shall be at least three (3) Directors, except a quorum for transacting business to change membership dues or involving new or renewing contracts in a total amount of more than \$2,500 shall be at least five (5) Directors. No business may be conducted unless a minimum of one (1) of the President or Vice President is present.
  - D. Between regular meetings, resolutions may be proposed by any Director, and passed by electronic mail, provided that all Board members receive notice electronically and at least five (5) Directors vote in favor of the resolution, by electronic means. The votes shall be collected by the Secretary and recorded by the Secretary with the records of the next Board meeting.
- 4.05. Officers. The officers for the Association shall be chosen by the Board and shall consist of President, Vice President, Secretary and Treasurer. The officers shall serve at the pleasure of the Board with no set terms. At the option of the Board, one individual may serve as Vice President/Secretary or Vice President/Treasurer.
- 4.06. Officer's Duties.
- A. President. The President shall be the Chief Executive Officer of the Association; preside at all membership and Board meetings; and have all powers and duties generally associated with the office.
  - B. Vice President. The Vice President shall, in the absence of the President, perform their functions and any other functions designated by the Board.
  - C. Secretary. The Secretary shall record all votes, give notice of all meetings, and record all business conducted by the Association.
  - D. Treasurer. The Treasurer shall be the Chief Financial Officer of the Association and perform, or cause to be performed, all duties incidental thereto.
- 4.07. Vacancies. If the seat of any Director becomes vacant, the remaining members of the Board of Directors may appoint a successor who shall hold the position until the next General Membership Meeting in the spring (April, May or June) when the membership will elect a Director for the remaining period of the three-year rotation. To fill a vacancy on the Board between annual meetings, all sitting Board members must vote on a candidate, and the candidate will be appointed if a majority of sitting Board members vote in favor.

- 4.08. Removal of Directors. Directors may be removed by a majority vote of the Board at a regular or special meeting called for that purpose. A quorum for a meeting to consider removal of Director(s) shall be five (5) members. Directors may also be removed by a majority vote of membership present at a regular scheduled meeting or at a special meeting called for that purpose.
- 4.09. Committees. The Board shall establish the Association committees with a Board member as chairperson of each committee.

## **Article V — General Provisions**

- 5.01. Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any officer or agent to enter into any contract on behalf of the Association.
- 5.02. Loans. No loan shall be contracted on behalf of the Association and no negotiable papers other than checks shall be issued in its name, unless and except as authorized by the Board.
- 5.03. Deposits.
- A. All funds shall be deposited in such depositories as the Board may select or as may be selected by a designated agent of the Board.
  - B. Withdrawals shall only be by procedures prescribed by the Board.
- 5.04. Income. All income for the Association shall be collected by such officer or agent as the Board may designate for that purpose.
- 5.05. Checks, Drafts, Etc. All notes, drafts, acceptances, checks, endorsements or other evidence of indebtedness shall be approved by the Board and signed by the Treasurer.
- 5.06. Investments. Funds of the Association may be invested in any lawful purpose authorized by resolution of the Board.
- 5.07. Incurring Indebtedness. No member of the Association, officer, director or agent shall incur any indebtedness in the name of the Association or make any commitment involving the Association unless authorized to do so by action of the Board.
- 5.08. Legal Counsel. The Board may appoint legal counsel to act as the general legal consultants and have charge of the legal affairs of the Association.
- 5.09. Audit. The Board may appoint an independent certified public accountant or any other accountant to audit the financial records of the Association and submit an annual audit report.
- 5.10. Limitations of Liability. Nothing herein shall constitute members of the Association as partners for any purpose. No members, officer, agent or employees of this organization shall be liable for his act or failure to act, nor should any member, officer, agent or employee be liable for his act or failure to act under these Bylaws, excepting the acts or omissions to act arising out of his willful misfeasance.

5.11. Indemnification. Every member, officer or employee shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceedings to which he may be made party, or in which he may become involved, by reason of his being a member, officer or employee at the time such expenses are incurred except in such cases within, the member, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Provided however, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The forgoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member, officer or employee may be entitled.

## **Article VI — Bylaws and Articles of Incorporation Amendments**

6.01. These Bylaws and Articles of Incorporation may be amended at any regular or special meeting of the Association by a simple majority of those members present and voting.