

BYLAWS
WEST LAKES CONSERVATION INC.

PREAMBLE

This Association is organized for the purpose of establishing and keeping a water level; maintain good fishing, boating and swimming; good water condition, protection of shore lines, vegetation of the lakes, and etc. for the cottage owners or renters, and land owners on what is commonly known as West Lakes; which consists of Jones, Waldron, Steinbarger, and Tamarack Lakes.

NOTE: Bylaws read and approved at a regular meeting on June 22, 1980, at Brimfield Community Building by members of West Lakes Conservation Association.

ARTICLE I: OFFICES

The principal office of the Corporation in the State of Indiana shall be located at 102 W 1050 N, Rome City, County of Noble The Corporation may have such offices, either within or without the State of Indiana, as the Board of Directors and Officers may designate or as the business of the Corporation may require from time to time.

ARTICLE II: MEMBERS

Section 1. BIENNIAL MEETINGS: * Amended 8-11-91, 6-19-04.

The biennial meetings of the members shall be on the first (1st) Saturday after Memorial Day at 10 am. The August meeting will be held on the last Saturday prior to Labor Day weekend at 10 am. The meetings are for the transaction of such business and other matters that may come before the meetings. The August meeting will be designated for the election of Officers and Directors for the coming year. If the election of Officers and Directors shall not be held on the day designated herein, or at any adjournment thereof, the Board of Directors and Officers shall cause the election to be held at a special meeting of the members as soon after as may be convenient.

Section 2. SPECIAL MEETINGS:

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than one-tenth (1/10th) of all members entitled to vote at the meetings.

Section 3. PLACE OF MEETING:

The Board of Directors and Officers may designate any place, within ten (10) miles of any said West Lakes as the place of meeting; for any meeting, or special meeting called by the Board of Directors and Officers. A Waiver of Notice signed by all members entitled to vote at a meeting may designate any place as the place for holding such meeting.

Section 4. NOTICE OF MEETING:

Written or printed notice stating the place, day, and hour of meeting; and, in case of a special meeting, the purpose or purposes for which the meeting is called; shall be delivered not less than five (5) days nor more than thirty (30) days before the date of the meeting; either personally or by mail, by or at the direction of the President, or the Secretary, or the Officers, or persons calling the meeting; to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail, addressed to the member at his address as it appears on the books of the Corporation, with postage thereon prepaid.

Section 5. VOTING LISTS:

The Secretary having charge of the books of the Corporation shall make, at least five (5) days before each meeting of members, a complete list of the members entitled to vote at such a meeting, arranged in alphabetical order. Dues in the Corporation run July 1 of the year to July 1 of the following year. Any member in good standing shall be eligible to vote.

Section 6. QUORUM:

Ten (10) percent of the members of the Corporation entitled to vote shall constitute a quorum at a meeting of members.

If less than one hundred (100) percent of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting without further notice.

At such meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting, being originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to have less than a quorum.

Section 7. VOTING:

Subject to the provisions of Section 6 of these Articles, each regular and associate member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. You must have a valid membership card to vote or have a voice at a meeting of the membership.

Section 8. INFORMAL ACTION BY MEMBERS:

Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 9. DEFINITION OF MEMBER: * Amended 8-16-97

Any person, firm or corporation which is the owner in fee simple title individually or jointly with others of real estate in the West Lake area, Noble County, State of Indiana, is eligible for regular membership. In addition, a spouse of member as defined may hold regular membership.

Associate member is defined as any person, firm, or corporation that does not hold real estate in West Lakes area, Noble County, State of Indiana, who designs to support the purpose of the organization as defined in the by-laws. An associate member shall have all the voting rights, etc.

ARTICLE III: BOARD OF DIRECTORS AND OFFICERS:

Section 1. GENERAL POWERS:

The business affairs of the Corporation shall be managed by its Board of Directors and Officers.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS: * Amended 7-28-91, 8-16-97, 07-18-20, 08-09-22

- a. Officers shall consist of the President, Vice President, Secretary, Treasurer and Past President(s). Officers will be elected at the regular August meeting. Officers will be elected for a two (2) year ***term with a maximum of two (2) Officers being elected each year. Beginning in August 1997***, the Officers will be elected on the following rotation: 1997-President and Secretary shall be elected to a one (1) year term and thereafter be elected to a two (2) year term on ***even years***. Vice-President and Treasurer shall be elected to a two (2) year term on ***odd years***. Each Officer shall hold office until her/his successor shall have been elected and qualified, except when an Officer is unable to

complete her/his term, a successor will be elected to complete the original term. In the event the President is not re-elected, they shall assume the roll of Past President with full voting rights as the other officers. Past President(s) may serve with full voting rights at the discretion of the Board until such time as they resign or they are dismissed by the Board.

- b. Directors will be elected at the regular August meeting. Directors will be elected for a two (2) year term. Beginning in August 1997, the Directors will be elected on the following rotation:
 - 1997-One (1) year term, and thereafter shall be elected for a two (2) year term on **even years:**
 - Waldron – 1 of 2 positions
 - Tamarack
 - Jones
 - Director at Large
 - 1997-Two (2) year term on **odd years:**
 - Waldron – 1 of 2 positions
 - Steinbarger
- c. Each Director shall hold office until her/his successor shall have been elected and qualified, except when a Director is unable to complete her/his term, a successor will be appointed to complete the term of office as stated in ARTICLE III, SECTION 9.

Section 3. REGULAR MEETINGS:

A regular meeting of the Board of Directors and Officers shall be held without other notice than this Bylaw, immediately after, and at the same place as the June meeting of members. The Board of Directors and Officers may provide, by resolution, the time and place for the holding of additional meetings without other notice than such resolution.

Section 4. SPECIAL MEETINGS:

Special meetings of the Board of Directors and Officers may be called by, or at the request of the President, or any two (2) Directors. The person or persons authorized to call special meeting of the Board of Directors and Officers, may fix the place for holding any special meeting of the Board of Directors and Officers called by them.

Section 5. NOTICE OF SPECIAL MEETINGS:

Notice of any special meeting shall be given at least two (2) days previously thereto: orally or written, delivered personally, or mailed, to each Director and Officer at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail, so addressed, with postage thereon prepaid. Any Director or Officer may waive notice of any meeting. The attendance of Directors and Officers at a meeting shall constitute a waiver of notice of such meeting, except where a Director or Officer attends meeting for this expressed purpose of objecting to the transacting of any business because the meeting was not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors and Officers, need be specified in the notice or waiver of such meeting.

Section 6. QUORUM:

A majority of the number of Directors and Officers by the Articles shall constitute a Quorum for the transaction of business at any meeting of the Board of Directors and Officers, but if less than such a majority is present at a meeting; a majority of the Directors and Officers present may adjourn the meeting without further notice.

Section 7. MANNER OF ACTION:

The act of the majority of the Directors and Officers at a meeting in which a quorum is present shall be the act of the Board of Directors and Officers.

Section 8. REMOVAL OF DIRECTOR OR OFFICER:

Any Director or Officer or agent elected or appointed by the members may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby; but such removal shall be without prejudice to the right, if any, of the person so removed to appeal to the membership. Such removal will be made by calling a special meeting of the Corporation membership.

Section 9. VACANCIES:

Any vacancy occurring in the Board of Directors or Officers, except the office of President, may be filled by the affirmative vote of a majority of the remaining Directors, when less than a quorum of the Board of Directors and Officers is present. A Director or Officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any office or directorship to be filled by reason of an increase in the number of Officers or Directors shall be filled by election at an August meeting, or at a special meeting of members called for that purpose. If the office of President shall be vacated for any reason, the Vice-President shall complete the term of office.

ARTICLE IV: OFFICERS:

Section 1. PRESIDENT: * Amended 8-16-97

The President shall be the principle executive Officer of the Corporation and; subject to the control of the Board of Directors; shall in general, supervise and control all of the business and affairs of the Corporation. She/he shall, when present, preside at all meetings of the members and of the Board of Directors. She/he may sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors; certificates for membership of the Corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed; except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors , or by these Bylaws, to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. VICE-PRESIDENT: * Amended 7-28-91

The Vice –President will perform duties as delegated by the President and will assume certain responsibilities of the President as directed by the President. If the office of the President shall be vacated for any reason, the Vice-President shall complete the term of office.

Section 3. SECRETARY: * Amended 8-16-97

The Secretary shall (a) keep the minutes of the membership meetings, and of the Board of Directors meetings in one or more books provided for purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; (c) be custodian of the Corporate records and of the Seal of Corporation, and see that the Seal of the Corporation is affixed to all documents; the execution of which on behalf of the Corporation under its Seal is duly authorized; (d) such members; (e) sign with the President, certificates for membership of the Corporation; (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 4. TREASURER:

If required by the Board of Directors and Officers, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors and Officers shall determine. The Treasurer shall (a) have charge and custody of, and be responsible for, all the funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with provisions of Article V or these Bylaws; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 5. Past Presidents: *Amended 07-18-20, 08-09-22

After the election of a new President, the Past President will serve in an advisory position to the new President with full voting rights. Past Presidents will provide continuity and assist with the smooth transition to the new president. In addition, Past Presidents will serve as an ambassador to outside organizations at the request of the president, assist the president with committees as requested, mentor new board members, provide historical background information and other information and other duties as requested.

Section 6. DIRECTOR: *Amended 07-18-20

The Directors from the various lakes will act as the representatives of the residents of their respective lakes and voice the concerns of those residents at meetings of the board of Directors and Officers of the Association. The Director-at-large will coordinate the efforts of the Directors from the lakes to solicit membership in the association each year and act as the chairperson of the membership committee composed of the Directors from each of the lakes and the Director-at-large. The Directors from the various lakes will also distribute meeting notices and other information concerning the activities at the West Lakes as may be required by the President.

ARTICLE V: CONTRACTS, LOANS, CHECKS AND DEPOSITS:

Section 1. CONTRACTS:

The Board of Directors and Officers may authorize any Officer or Officers, Agent, or Agents, to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general, or confined to specific instances.

Section 2: LOANS:

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and Officers. Such authority may be general or confined to specific instances.

Section 3: CHECKS, DRAFTS, ETC:

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, and Agent or Agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and Officers.

Section 4: DEPOSITS:

All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors and Officers may select.

ARTICLE VI: SEAL:

The Board of Directors shall provide a Corporate Seal, which shall be circular in form and have inscribed thereon, the name of the Corporation and the State of Incorporation and the words; Corporate Seal.

ARTICLE VII: WAIVER OF NOTICE:

Whenever any notice is required to be given to any member or Director, or officer of the Corporation under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Secretary, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII: DISSOLUTION:

In the event The West Lakes Conservation, Inc. shall be no longer active, all remaining treasury funds after payment of all outstanding bills, shall be donated to another association devoted to conservation, such as the Isaac Walton League, or any such organization designated by a majority of the members or a majority of the Board of Directors and Officers.

ARTICLE IX: AMENDMENTS:

These bylaws may be altered, amended or repealed; and new Bylaws may be adopted by the Board of Directors and Officers at any regular or special meeting of the Board of Directors and officers.