

BY-LAWS

TRI-LAKES IMPROVEMENT ASSOCIATION

Incorporated May 2, 1955

As amended at Annual Meeting February 14, 1956

As amended at Special Meeting September 22, 1956

As amended at Annual Meeting February 13, 1978

As amended at Annual Meeting February 11, 1991

As amended at Annual Meeting February 3, 1992

As amended at Annual Meeting February 1, 1999

As amended at Annual Meeting February 4, 2002

As amended at Annual Meeting February 27, 2017

Article I – Annual and Special Meetings

1. Notice of Annual Meeting – Electronic notice of annual meeting shall be emailed at least ten (10) days prior to the meeting to each member of record at their email address as it appears upon the records of the Association. Failure to email such notice or any irregularity in such notice shall cause the meeting to be void and invalid. Upon the emailing of proper notice the annual meeting shall be held.
2. The annual meeting shall be held on a date specified by the Board of Directors.
3. Special Meeting of Members – A special meeting can be called by a majority of the Board of Directors or a majority of the members of record. A petition shall be submitted to the Board of Directors signed by a majority of members requesting the Board to call a special meeting. Notice of special meeting shall be in the same manner as in the case of annual meeting.
4. Quorum – At any Board meeting or Special meeting forty percent (40%) of the Officers or Directors shall constitute a quorum.
 - a. Voting – Each membership shall be entitled to two (2) votes, one (1) of which can be delegated to a spouse or issue over eighteen (18) years of age. At each meeting the polls shall be opened and closed by motion from the membership. Judges shall be appointed by the presiding officer and shall serve for all voting during that meeting. Voting shall be by secret

ballot unless waived by a majority vote of the membership. It is not necessary that the vote for such waiver shall be by secret ballot.

- b. On matters pertaining to lake maintenance and treatment the Tri-Lakes Improvement Association will work with the Demontreville / Olson Lake Association and/or Lake Jane Association.

Article II – Board of Directors

1. Election – The Board of Directors shall be elected by the membership at the annual meeting. All directors shall be elected individually by a majority vote of the members present, except that the immediate past president shall become a member of the Board of Directors for the succeeding year.
2. Vacancies – If a vacancy shall occur by death, resignation, or otherwise, the remaining directors by a majority vote may elect a successor until the next annual meeting.
3. The Board shall have no power to use membership funds for the purpose of lake maintenance and treatment.
4. Powers of a Director – Directors shall act only as a board and the individual director shall have no power as such. A majority of Board of Directors shall constitute a quorum for transaction of business at any meeting.
5. Place of meeting – Place of meeting shall be as the Board shall decide.
6. Notice and regularity of meetings – Notice of meetings shall be any means that the Board shall deem proper. The meetings shall be held at least every three (3) months or whenever the Board shall decide.
7. Order of Business –
 - a. Reading of minutes of last meeting.
 - b. Reports of committees.
 - c. Reports of officers.
 - d. Motions and resolutions.
 - e. Miscellaneous business.
8. Designation of Banks – The Board of Directors shall designate the bank or banks in which shall be deposited the money or securities of the Association.
9. The Board of Directors shall approve a budget not less than thirty (30) days prior to the Annual Meeting and make same available to the membership. Membership dues shall be determined by the Board of Directors according to the needs of the approved budget.

Article III – Executive Committee

1. Size and Composition of Committee – The Executive committee shall consist of the officers of the Association and the president shall act as chairman.
2. Functions of the Committee – During intervals between meetings of the Board of Directors, the executive committee shall have, and may exercise, all the power of the Board of Directors in the management and directions of the Association in all cases in which specific directions shall not have been given by the Board. All action shall be reported to the Board at its next meeting and shall be subject to revision and alteration, provided the rights of the third parties shall not be affected by such revision or alteration. Regular minutes of the executive committee shall be kept in a book provided for that purpose.
3. Rules – Majority of members shall constitute a quorum. Majority vote is necessary to pass a resolution. The committee shall meet at the call of the chairman. They shall form their own rules of procedure.

Article IV – Officers

1. Elections – The officers shall consist of: president, vice president, secretary and treasurer. Such officers shall be elected by a majority vote at the annual meeting and shall by such election become members of the Board of Directors.
2. Vacancies – Vacancies shall be filled by appointment of the Board of Directors, and such officers shall serve until the next annual meeting.
3. Duties of the President –
 - a. Preside at the annual meeting.
 - b. Act as chairman of the executive committee and of the Board of Directors.
 - c. Sign contracts in the name of the Association together with the secretary.
 - d. Make report at the annual meeting.
 - e. The President shall perform such other duties as may be assigned from time to time by the Board of Directors.
 - f. The President shall appoint such committees as he/she deems necessary, or as directed in Article III.
 - g. Send out notice of the annual meeting.
4. Duties of the Vice President –
 - a. Serve in absence of president.
 - b. Perform such other duties as may from time to time be assigned to this position by the Board of Directors.

5. Duties of Secretary –

- a. Keep minutes of all meetings.
- b. Attend and keep minutes of Board of Directors' meetings and annual meetings. c. Sign contracts in the name of the Association, together with the president. d. Permit records of the Association to be opened for examination by any director. e. Perform other duties incident to the secretary's office, subject to control of the Board of Directors.

6. Duties of the Treasurer –

- a. Maintain custody of all funds. b. Endorse checks on behalf of the Association and deposit same to the credit of the Association. c. Sign all checks on behalf of the Association for monies paid out. d. Keep full and accurate account of receipts and disbursements of the Association, and permit them to be opened for inspection by any director of the Association. e. Act as chairperson of the membership committee. f. Have charge of roster of the members, papers and documents of the Association.

Article V – Amendments of By-Laws

1. Notice of Amendment – These By-Laws can be amended only by a majority of vote of the membership at the annual meeting or a special meeting. Notice of the meeting must comply with Article I, Section 1 or with Article I, Section 2 of these By-Laws, and must state that an amendment of the By-Laws will be considered at such meeting.

Article VI – Membership

1. Qualifications – membership in Tri-Lakes Improvement Association is limited to those persons living on streets previously used for mass circulation of Association notices. Additional membership may be added by a 2/3 majority of the Board present at a meeting when a quorum is declared.
2. Voting – All members of record shall have the right to two (2) votes. There shall be no proxy voting except a member may delegate his or her spouse or issue over the age of eighteen (18) years.

Article VII – Adoption

1. These By-Laws shall become effective upon approval of membership by a majority vote at a special meeting called for that purpose.