

LOON LAKE PARK DISTRICT ASSOCIATION

BY-LAWS

Mission Statement

The purpose of the Loon Lake Park District Association (“LLPDA”) is to represent and protect the interests of the residents and property owners within the district. To this end, the LLPDA seeks to protect the ecology of the lake and the surrounding area, the preservation of the natural beauty of the lake and surrounding area, and the promotion of safe boating, swimming, and recreational opportunities and activities for all residents.

Article I: Membership

- Section 1: Any person at least eighteen (18) years of age and owning property in the Loon Lake Park District may become a member of the Loon Lake Park District Association (hereinafter referred to as “the Association”).
- Section 2: Any person at least eighteen (18) years of age and not owning property in the Loon Lake Park District may become a member of the Association only upon approval by a vote of at least two-thirds of the Board of Directors.
- Section 3: If one member of an immediate family is a member of the Association, then membership status, obligations, and privileges shall be extended to all members of that member’s immediate family. (Immediate family shall be defined to include spouses, children and grandchildren at least eighteen (18) years of age).
- Section 4: Any company, firm, or other form of business located within the Loon Lake Park District may become a member of the Association. If membership is in the name of the company, firm, or business, then said company, firm, or business shall be considered as a single member for all purposes.

Article II: Dues

- Section 1: Membership in the Association shall require the payment of annual dues of an amount to be set by the Board of Directors.

- Section 2: The annual dues shall be paid on or before the first day of January of each year.
- Section 3: The membership year shall be from the first day of January through and including the last day of December of each year.
- Section 4: Members that are delinquent in payment of dues shall not have the right to vote or serve on Committees during the period of delinquency.

Article III: Meetings

- Section 1: **Annual Meetings:** there shall be at least one (1) annual meeting of the Association during each membership year. The annual meeting shall be held during the period between June 1 and August 31. The need for additional meetings along with the date(s) of said meetings will be at the discretion of the Board of Directors.
- Section 2: Election to the Board of Directors, presentations of annual reports by committees and officers, and an accounting by the treasurer shall occur at the annual meeting.
- Section 3: Notification of the date, location, and time of the annual meeting shall either be posted on the Association's website, sent to all members in the Association's annual mailing, or via any other reasonable method.
- Section 4: **Special Meetings:** special meetings of the Association may be called from time-to-time as deemed necessary. Said meetings may be called by the President or a majority of the Board of Directors.
- Section 5: Special meetings shall be called to consider specific subjects and/or issues. No business other than that specified in the notification for the special meeting shall be discussed and/or transacted at said special meeting.
- Section 6: Notification of the date, location, and time of special meetings shall be given in the same manner as the annual meeting.
- Section 7: **Quorum:** a quorum shall consist of 25 members of the Association. The annual meeting and any special meeting shall

require a quorum for the meeting to be called to order and for business to be transacted.

Section 8: Voting: Each member of the Association is entitled to one vote.

Section 9: Proxies: Each and every member of the Association may vote by proxy. The proxy must be in writing (excluding E-mail) and must be presented to the Board at the start of the meeting.

Section 10: Order of Business: The items in the order of business shall be at the discretion of and set by the President and/or the Board of Directors. At a minimum, the order of business for the annual meeting shall include;

- a. Call of membership roll
- b. Verification of time & method of notification for meeting
- c. Reading of minutes from previous meeting
- d. Report of officers (including treasurer)
- e. Official business
- f. New business

Article IV: Board of Directors

Section 1: There shall be a minimum of seven (7) and a maximum of eleven (11) members of the Board of Directors. The Board of Directors may exceed eleven (11) members at the discretion of the President or the Board of Directors and only upon a majority vote of the members present at the annual or a special meeting.

Section 2: Duties: the Board of Directors (hereinafter “the Board”) shall have the power to:

- Hold meetings at such times, frequency, and locations as the Board deems necessary; however, the Board shall meet at least two (2) times per calendar year;
- Admit, suspend, or expel members. Suspension or expulsion of members shall require a two-thirds (2/3) vote of the Board;
- Create committees and appoint committee chairpersons;
- Audit bills, and collect and disburse funds on behalf of the Association;
- Print and circulate documents and/or articles;
- Carry on correspondence with other Associations and/or government entities/agencies;

- Employ agents or independent contractors and/or professionals on behalf of the Association;
- Discuss, devise, and carry-out other measures, actions, or activities as they deem appropriate or in the best interest of the Association, or to promote the objectives of the Association, or to protect the interests and welfare of the Association.

Section 3: Term and Election: Each member of the Board shall serve for a three (3) year term. Election or re-election of Board members shall occur at the annual meeting.

Section 4: Vacancies: If a Board member is unable to complete his/her term and, as a result, the number of Board members will fall below the minimum seven (7) members required under Article IV, Section 1, then a new Board member may be elected at the next Annual Meeting or a Special Meeting to complete the remainder of the term. If the remaining term is less than one-year, then a new Board member may be appointed by a majority of the existing Board to complete the term.

Section 5: Quorum: A minimum of five (5) members of the Board must be present at a meeting in order for the Board to conduct business.

Article V: Officers

Section 1: The Officers of the Association shall be constituted of the following: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer.

President: The President shall preside at the meetings of the Association and the Board of Directors. The President shall also be a voting member of all committees. The President shall also communicate to the Association or the Board of Directors such matters and make such suggestions as may tend to promote the prosperity, welfare, and effectiveness of the Association. The President shall perform such other duties as are necessary and incident to the office of President of the Association.

Vice President: In the case of absence, incapacity, inability to act, or death of the President, the First Vice President shall perform the duties of the office of President. If the First Vice President is absent, or otherwise unable to perform, then the Second Vice President shall perform the duties of the office of President.

Secretary: It shall be the duty of the Secretary to give notice to members of all Association meetings and to attend said meetings and keep the minutes of said meetings. The Secretary shall also keep the membership records, voting records for Association meetings, and conduct correspondence on behalf of the Association.

Treasurer: It shall be the duty of the Treasurer to keep an accounting of all money received and disbursed on behalf of the Association. The Treasurer shall also receive and keep records of all membership dues and shall deposit as soon as practicable all funds received on behalf of the Association into an account approved by the Board of Directors. The Treasurer shall be required to immediately produce an accounting of all financial records upon request of the Board of Directors. Funds may only be dispersed from the Association account upon signature of the Treasurer and President.

Section 2: Election: All Officers of the Association shall be elected by the members of the Association. Elections shall take place at the annual meeting and the term of office for all Officers shall be three (3) years. Nominations for candidates for all Officer positions shall be presented to the Board of Directors at least eight (8) weeks prior to the date of the election. The Board of Directors shall have the right to screen potential Officer candidates and may reject nominees that the Board deem to be unable to effectively carry out the duties of the office to which the candidate was to be nominated. A majority vote of the Board of Directors is required for a candidate to be placed on the ballot for election as an Officer.

Section 3: Vacancies: All Officer vacancies shall be filled as soon as practicable by the Board of Directors. Such appointments shall be temporary until the next Annual Meeting wherein the position shall be filled pursuant to the terms herein.

Section 4: Duties and Powers of Officers: Except as otherwise provided specifically above, all Officers shall have the power and obligation to carry out their duties to the best of their abilities and to promote the goals and mission statement of the Association.

Section 5: Removal: Officers may be removed from their position upon a majority vote of the Board of Directors. Officers can be removed from office if they have been derelict in their duties, or have

conducted him/herself in such a manner inconsistent with the goals and/or mission statement of the Association, or have engaged in conduct violative of their duties, or have been convicted of a crime of moral turpitude.

Article VI: Committees

- Section 1: **Creation:** From time-to-time the Board of Directors may create committees to deal with issues faced by the Association or to further promote the goals and mission of the Association. Creation of a Committee may be at the request of any member or Officer; however, only the Board may actually create and/or approve a Committee.
- Section 2: **Committee Members:** Whenever a Committee is created, members of said Committee shall be approved by and serve at the pleasure of the Board of Directors.
- Section 3: **Funding:** If a Committee requires funding to carry-out its purpose or objectives, said funding must be requested from the Board of Directors. Funding will be approved by a majority vote of the Board and the Board may request production of estimates, receipts, or other documentation prior to approving funding. Committee members must keep records of all funds received and disbursed in connection with the conduct of its business and must present same to the Treasurer on a schedule and with such frequency as designated by the Board for said Committee. The Treasurer has the right to demand an accounting from the Committee at any time and said accounting must be provided as soon as practicable.

Article VII: Amendments to the By-Laws

- Section 1: The Association By-Laws may be amended, repealed, or altered in whole or in part by a majority vote of Association members present at the annual meeting. Any proposed changes, amendments, or alterations must be distributed to the members at least ten (10) days prior to the date of the annual meeting whereat said changes, alterations, or amendments are to be considered.

Adopted: July 2007