

**AMENDED BY-LAWS OF
THE LAKE NORRELL AREA ASSOCIATION (LNAA)**

These By-Laws are hereby adopted as the Amended By-Laws of the LNAA and replace the existing By-Laws.

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Lake Norrell Area Association (LNAA).

Section 2: The purpose of the organization is the protection and general improvements of the Lake Norrell area

ARTICLE II - MEMBERSHIP

Section 1: Membership is divided into two categories, Voting and Non-Voting.

Voting Members shall consist of persons, partnerships, corporations, limited liability companies, other entities or trusts that own lakefront property on Lake Norrell and are current on their annual membership dues. At an election, up to two (2) persons per lot that are joint owners, or one person if a single owner or the representative of an entity, may vote on any issue put for a vote and enjoy full voting membership status. If a person, couple, or entity own more than one (1) lakefront property they can only vote as if they own one property.

Non-Voting Members shall consist of persons, partnerships, corporations, limited liability companies or trusts that own non-lakefront property in the Lake Norrell area current on their annual membership fee.

Annual dues are established at twenty-five dollars (\$25) per member per year regardless the number of properties owned. Dues are due on January 1 each year. Members are allowed thirty (30) days from the date of the transmitting of membership dues statements to pay the annual fee prior to being considered disqualified as a member. Upon payment the member's status is reinstated.

The amount of the annual membership dues may be increased or decreased by the Board.

ARTICLE III – MEMBERSHIP MEETINGS AND NOTICE

Section 1: An annual meeting of the membership shall be held yearly. The date of the annual meeting shall be set by the Board of Directors who shall also set the time and place. The preferred place of the meeting shall be the LNAA community center.

Special meetings of the membership may be called by vote of the board.

Section 2: At least thirty (30) days before the annual meeting or any special meeting, notice shall be given to the membership by posting on the LNAA Facebook page and other social media outlets, if there are any, and by signage in a conspicuous place in the Lake Norrell Area, such as the intersection of Lake Norrell, West Lake and North Lake roads and in front of the LNAA community center. Notice may also be given by mail.

Section 3: All membership meetings shall be chaired by the President, and the business at an annual meeting shall include:

- a) a reading of the minutes of the prior annual meeting and approval of the minutes by the board,
- b) reports of the officers including the treasurer,
- c) an opportunity for the membership to inquire of the board about the ongoing business of the LNAA,
- d) unfinished business,
- e) new business,
- f) the election of any Board positions for vacated or expired terms.

The Board may determine by resolution if an inadequate number of members are present to constitute a quorum. The Board may consider proxy votes in determining if a quorum is present.

ARTICLE IV-ELECTIONS

Section 1: At least thirty (30) days prior to an annual meeting the President shall appoint a nominating committee of at least three (3) members to nominate at least one member for each vacant or unexpired Board position.

Section 2: After nominations from the nominating committee have been placed before the members, the President shall call for nominations from the floor to the positions up for election. When nominations are closed, a voting by written ballot will be conducted and collected for each position up for election.

Proxy votes will also be counted provided same must be in writing or by email from the email address of the member giving the proxy and verifiable by the Board, and must state which meeting the proxy is valid for. Any question regarding the validity of a proxy shall be determined by the Board.

The votes will be counted, and the results announced.

ARTICLE V - BOARD OF DIRECTORS

Section 1: The Board of Directors (the Board) shall consist of seven (7) voting members who will be elected to three-year (3) terms and will serve until the election and qualification of their respective successor. The present 2019 board and their respective terms are Doug Hendricks (expire end of 2020), Barbara Howell (expire end of 2019), Lee Gentry (expire end of 2021), Scott Salmela (expire end of 2021), Robin Ashmore

(expire end of 2021), Robyn Steppig (expire end of 2019) and Brian Steppig (expire end of 2020) and all terms expire at the end. At the 2020 election Board candidates will be elected to 1, 2 and 3 year terms so the terms can be staggered going forward. Board members shall not receive compensation for their service.

The Board shall determine the general direction and control of the LNAA and oversee the day-to-day operation of the LNAA.

Section 2: The terms of the Board members shall be staggered so that a 3 2 2 equal number of Board terms, two (2), expire each year. Those serving at the time of the approval of these amended by laws shall enjoy the balance of their respective elected term, provided that the Board may vote to organize the existing terms to satisfy this requirement.

Should a vacancy occur by resignation, disqualification, inability to serve or death, the Board, by majority vote, may fill the position until the next annual meeting. At the next annual meeting the position shall be considered a vacated position and shall be filled by election of the membership to the remaining term of the vacated position.

A Board member may only serve two consecutive full terms provided that the Board members serving at the time of the passage of these amended by laws shall begin counting their service at the time of the passage of the amended by laws. To be eligible to be reelected to the Board they must step down from Board service for at least one year.

Section 3: The Board shall elect annually, following the annual membership meeting, by majority vote, a President, Vice-President, Secretary and Treasurer.

The President shall preside over all Membership and Board meetings and also perform such other duties as are customary for the office of President. The Vice-President shall preside in the event of the absence of the President.

The Treasurer shall be responsible to keep, maintain and report on the financial resources and records of the LNAA. For accountability purposes no check may be written upon the account(s) of the LNAA and no money may be transferred from an LNAA account without the approval of at least two (2) Board members. The Board may also require that the bank or other financial statements of the LNAA be sent to multiple Board members for accountability purposes. The Treasurer will supervise the preparation of the budget and fundraising plans.

The Secretary shall keep, maintain and report on the records of the LNAA including the taking of minutes, sending out meeting announcements, distribute copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary shall prepare within seven (7) days after any meeting minutes of the respective meeting and provide it to the Board for review. The minutes will be approved or disapproved at the next Board meeting.

Section 4: The Board shall meet at least quarterly at a time and place designated by the President or a majority of the Board, at an agreed upon time and place. Board members shall be provided with at least seven (7) days' notice of the meeting. Notice may be by mail, text, internet, fax or phone.

Section 5: A quorum of four (4) members of the Board must be present or assent before business can be transacted and/or motions made or passed. The Board may elect to call a Board Member not present to obtain a quorum if necessary, and may have meetings by phone, internet or other conferencing method. The Board will act only by resolution by majority vote.

Section 6: Resignation, Termination and Absences. Resignation from the Board may be in writing, by email fax or text received by the Secretary, and verified by the President. A Board member shall be dropped for excess absences from the Board if s/he has two unexcused absences from Board meetings in a year. Absences may be granted by the president or a majority of the Board.

Section 7: Special meetings of the Board shall be called upon the request of the President or one-third of the Board. The Secretary shall send out notices of special meetings to each Board member as provided in Article V Section 4.

Section 8: The Board shall approve an annual budget, and all major expenditures must be within the budget. The Board or a Committee so authorized by the Board must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board by the Treasurer showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership and Board members.

Section 9: LNAA funds and investments shall be deposited in a FDIC licensed institution.

ARTICLE VI - COMMITTEES

The Board may create such committees as are needed, such as fundraising, budget, etc. The President shall appoint all committee chairs.

ARTICLE VI - AMENDMENTS

Section 1: These By-Laws may be amended, when necessary, by a two-thirds majority of voting members present or by proxy at a meeting called for such purpose. Any proposed amendments to the By-Laws shall be posted on the LNAA Facebook, website and any other social media forums of the LNAA within 30 days.

These Amended By-Laws were approved by a majority vote of the Members on the _____ day of _____, 2021.