

## BY-LAWS

# SNOW LAKE COTTAGERS ASSOCIATION, INC.

### **ARTICLE I NAME AND PURPOSE:**

This Organization shall be known as the Snow Lake Cottagers Association, INC. and is a 501c3 Non for Profit Company

**Section 1. PURPOSE:** To encourage, foster and promote the quality of life and the natural resources of Snow Lake, in Steuben County, Indiana, thru sharing of information, education and safety.

### **ARTICLE II BOARD OF DIRECTORS:**

**Section 1.** The Board of Directors shall be composed of seven (7) of which (4) are membership elected Officers.

The (3) At Large Board members will be appointed by the elected officers.

All Board members must be in good standing in the current membership year.

**Section 2:** All past Presidents will be Honorary Lifetime Board Members with Board voting privileges, with no attendance requirements however, must be in good standing in the current membership year.

### **ARTICLE III ELECTION AND TERMS OF OFFICE:**

**Section 1. TERM:** The term of each elected office shall be two (2) years. The elected terms will alternate with President and Secretary being elected at one time and Vice-President and Treasurer at another. Elected offices are for President, Vice-President, Treasurer and Secretary. Nominations shall be made at a General Membership meeting. Nominees must be in good standing in the current membership. Appointed Board Members shall have a Term of 1,2 and 3 years. Alternating their term every year. Board members may resign at anytime. If any one Board Member misses 3 meetings in one calendar year they **may** be asked to resign depending on individual circumstances on a majority vote of remaining Board Members.

**Section 2. ELECTIONS:** Election of officers will be held at a General Membership meeting. Election of officers will be by written ballot by the membership present at that meeting (Article V; Section 1). One vote per paid membership will be allowed. Installation will be held in January the following year.

The newly installed president will appoint a nominating committee for the next year. The newly appointed nominating committee shall present a slate of office nominees from the current membership at the General Membership Meetings.

**Section 3.** If an elected officer can not fulfill his or her term the elected Board of Directors shall appoint a replacement from the membership the appointee must be in good standing.

### **ARTICLE IV DUTIES OF OFFICERS:**

**Section 1. President:** It shall be the duty of the President to preside at all regular and special meetings of the Association; he shall call all Special Meetings, appoint all committees, and sign all official documents. He is ex officio member of all committees. The office is responsible to keep (i.e.: Corporation papers, nonprofit reports etc.) current.

**Section 2. Vice President:** It shall be the duty of the Vice President to fulfill the duties of the President in his absence. He shall also assist the President in the performance of his duties.

**Section 3. Treasurer:** It shall be the duty of the Treasurer to take charge of the moneys of the Association, pay all routine bills, and present for approval at the next board meeting any non routine bills, and compile membership list.

**Section 4. Secretary:** It shall be the duty of the Secretary to keep a correct record of the proceedings of all meetings, present all communication concerning the Association, send meeting notice, to residents and conduct correspondence as instructed by the Governing Board,. The Secretary has flexibility to use any help offered.

**Section 5 Area Representative:** It shall be the duty of each area representative to bring to each meeting anything concerning the association of interest to it and should attend all meetings if possible.

**Section 6 Secretary and Treasurer's Record:** It shall be the duty of the secretary and the treasurer to keep records up to date and make in permanent record form to be turned over to new officers at the beginning of each year. All committee records shall be kept in the same manner.

**Section 7 Committee Chairman:** Committee Chairmen shall report their findings and conclusions at the meeting so designated. They shall submit in writing a Profit and Loss Statement.

**Section 8:** The elected officers are charged with the day to day business operations of the SLCA.

**ARTICLE V MEETINGS:**

**Section 1.** General Membership: There shall be at least one (1) Annual Association Meetings each year. The General Membership Meeting shall be held during the months of June, July or August with dates and times to be determined by the elected officers. Fifteen (15) members shall form a quorum not counting elected officers. If a quorum is not assembled at the general membership meeting a mailing to all paid members (current year) may be used to vote on resolving elections, by-law changes or any issues determined by the elected board.

**Section 2.** Board Meetings: Board meetings are to be held at a minimum once a quarter with dates and times to be determined by the elected officers. Special meetings can be called at the discretion of the President.

Three (3) elected board members shall be required for a Board Meeting. Board meetings can be rescheduled or canceled by a quorum of elected officers. Officers are to notify the President prior to a meeting if they are unable to attend.

**ARTICLE VI DUES:**

Dues run from January 1 to December 31. The amount of dues will be determined at a meeting by the Board, and will be presented to the membership for approval at the next General Membership meeting.

**ARTICLE VII AMENDMENTS:**

Section 1. On request of a member, stating the nature of, and the reason or, adaptation of an amendment to the By-Laws, the secretary will submit copies of the proposed amendment change of the by-laws to all board members for their consideration. Approval of an amendment to the By-Laws must comply with Article V: Section 1.

**ARTICLE VIII FISCAL YEAR:**

The fiscal year will be from January 1 through December 31,

**ARTICLE IX RULES OF ORDER:**

The Association shall be guided in its deliberations by using as a guide line Robert Rule' of Order.

**ARTICLE X Order of Business:**

- |  |                               |
|--|-------------------------------|
| 1. Roll call of Officers and Representatives | 6. New business               |
| 2. Reading of minutes                        | 7. Reports of Representatives |
| 3. Report of Treasurer                       | 8 Membership Report           |
| 4. Reading of communication                  | 9. Good of the Association    |
| 5. Unfinished business                       | 10. Adjournment               |

**ARTICLE XI** Certificates of Money Deposit (CD's) a quorum of the membership shall be present in casting a vote for any cashing/changing or dissolving of existing Certificates of Money Deposits in the name Of Snow Lake Cottagers Association, Inc. for ANY reason.(Article V; Section 1).

**ARTICLE XII** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. The property of this corporation is irrevocably dedicated to purpose as described in Article I and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual

**ARTICLE XIII** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including The publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE XIV** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE XV INDEMNIFICATION**

**Section 1. (a)** The Corporation may indemnify any person who is or was a director, officer, or employee of this Corporation, or is or was serving as a director, officer, or employee of another corporation, partnership, or other enterprises at the request of the Corporation, against expenses (including attorney's fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil criminal, administration, or investigative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a director, officer, or employee of the Corporation or of such other organization; provided such person acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding, in a manner which he had no reasonable cause to believe was unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement (whether with or without court approval), conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action, suit, or proceeding, in a manner which he had no reasonable cause to believe was unlawful.

**(b)** Any director, officer, or employee of the Corporation who has been successful as a party on the merits in his defense of any claim, action, suit, or proceeding referred to in the first sentence of Clause (a) shall be indemnified as of right against expenses (including attorney's fees) reasonably incurred by him in connection therewith (except to the extent covered by insurance).

**(c)** Except as provided in Clause (b) above, any indemnification under Clause (a) shall be made by the Corporation only upon a determination that indemnification of the particular director, officer, or employee is proper in the circumstances because such person has met the applicable standards of conduct set forth in Clause (a). Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, or (ii) if such a quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, by independent legal counsel (who may be regular counsel of the Corporation) in a written opinion, or (iii) by vote of the Directors.

**(d)** Expenses incurred in defending a civil or criminal claim, action, suit, or proceeding shall not be paid by the Corporation in advance of the final disposition of such claim, action, suit, or proceeding.

**(e)** The indemnification provided by this Article XV shall not be deemed exclusive of any other rights to which a director, officer, or employee may be entitled under any by-laws, resolution, agreement, vote of the directors, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or employee of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of any such person. The indemnification provided by the Article XV shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption thereof, arising from acts or omissions to acts occurring whether before or after the adoption hereof.

(f) This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XV, together with expenses actually and reasonably incurred by him in connection with his defense thereof; provided that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty under this Article XV to indemnify any such person to the extent such liability is covered by such insurance.

**ARTICLE XVI BYLAWS**

**Section 1.** The Board of Directors shall have the power to adopt and amend the by-laws of the Corporation, which may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Corporation.

**ARTICLE XVII POWERS OF BOARD OF DIRECTORS**

**Section 1.** Subject to any limitation or restriction imposed by law or by these Articles of Incorporation, the Board of Directors of the Corporation is hereby authorized to exercise, in furtherance of the purposes of the Corporation, all the powers of the Corporation

**Lake Areas with Representation too Association**

Deer Island	North Snow Bay
Mobile Home Park	Lake View East
Morley Addition North	Lake view
Morley Addition South	East Shore
Pokagon Bay Estates	Hickory Island
Sprague Addition	Timber Bay

_____	President	Jim Alles
_____	Vice President	Gary Hohenberger
_____	Secretary	Kay Faulkner
_____	Treasurer	Ken Carteaux
_____	Board	Judy Lynn Gunkel
_____	Board	Bill Scheele
_____	Board	Laura Issen

Rev. A Revised: 08/93  
 Rev. B Revised: 05/95  
 Rev. C Revised: 10/01  
 Rev. D Revised: 07/04  
 Rev. E Revised: 07/10  
 Rev. F Revised: 12/13  
 Rev. G Revised: 12/14