

Jimmerson Lake Association, Inc.

Article 1 Name

The name of this association is Jimmerson Lake Association, Inc. Our mission is to aid and promote the enhancement and preservation of lake resources, land use, and safe recreational opportunities of the lake.

Article 2 Membership

The membership of this association shall consist of all persons who have paid their current membership dues and are interested in the quality and best interests of Jimmerson Lake.

Article 3 Officers

Section 1...President

The president shall be selected by, and from the membership of, the board of directors. The president shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried out. This officer shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 2...Vice President(s)

The vice president(s) shall be selected by, and from the membership of, the board of directors and shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 3...Secretary

The secretary shall be selected by, and from the membership of, the board of directors and shall attend all meetings of the members and of the board of directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The secretary shall safely keep the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. This office shall give all notices required by statute, by-law or resolution. The secretary shall perform other duties as may be delegated by the board of directors or by the executive committee.

Section 4...Treasurer

The treasurer shall be selected by, and from the membership of, the board of directors and shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; This office shall deposit all moneys, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors within 5 business days of receipt. The treasurer shall disburse funds of the corporation as may be ordered by the board, and shall provide and review at the regular meetings of the board. All checks, drafts and orders for payment of money shall be signed in the name of the corporation and shall be signed by the treasurer and president or agents as the board of directors shall determine. Whenever requested, an account of all transactions as treasurer and of the financial condition of the corporation shall be presented. Treasurer shall keep in force a bond to the satisfaction of the board conditioned for faithful performance of the duties of this office. In case of this officer's death, resignation, retirement or removal from office, all books, papers, vouchers, money and property of whatever kind in this officer's possession or under the treasurer's control belonging to the corporation shall be returned to the board within 7 days. The treasurer shall also provide a list of members in arrears for dues by June 1 to the lane leader coordinator for follow-up.

Article 4 Board of Directors

Section 1...Number and Term of Directors

The business, property and affairs of this corporation shall be administered by a board of managing directors composed of a minimum of nine persons who shall be members of this corporation. Additional directors may be appointed. Each director shall hold office for the term for which they are elected and until a successor is elected and qualified. It is the intent that the composition of the board shall represent the various areas around the lake in approximate proportion to the number of members within those areas.

Section 2...Classification of Directors

The board will consist of "directors" and "managing directors." At all of the annual elections, directors shall be elected by members for a term of one year to succeed the directors whose term then expires; provided that nothing herein shall be construed to prevent the election of a director to succeed in that office.

Section 3...Vacancies

Vacancies in the board of directors shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director until a successor has been elected by the members, who may make such election at the next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

Section 4...Action by Unanimous Written Consent

If and when the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the board of directors.

That before J.L.P.O. Assn., Inc., goes on record as supporting any rule or regulation or limitation of any person's use of Jimmerson Lake or the channels connected to Jimmerson Lake that is more restrictive than the applicable State of Indiana law that:

- A meeting will be held at a location within ten (10) miles of Jimmerson Lake;
- Said meeting will be held on a Saturday or Sunday after 9 a.m., and before 3:00 p.m.;
- Written notice of said meeting, showing time and place the proposed rule or regulation or limitation of use being proposed be sent to all of the owners of record (as shown on J.L.P.O.A. secretary's directory of real estate adjoining the lake and adjoining channels and all owners of mobile homes attached to leased land adjoining said waters):
- Said notice to be deposited in the U.S. mail to said persons at least three (3) weeks prior to said meeting;
- All of the above parties so notified shall be entitled to one (1) vote per dwelling unit whether they are members of the J.L.P.O.A., Inc. or not;
- A single majority vote by said parties will determine whether said rule or regulation or limitation of use will be supported by said Association.

Section 5...Power to Make By-Laws

The board of directors shall have power to make and alter any by-law or by-laws, including the fixing and altering of the number of directors, provided that the board shall not make or alter any by-law or by-laws fixing the qualifications, classifications or term of office of any member or members of the then existing board.

Section 6...Power to Elect Officers

The board of directors shall select a president, one or more vice-presidents, a secretary, and a treasurer. These officers by their title will be managing directors.

Section 7...Power to Appoint Other Officers and Agents

The board of directors shall have power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation. This shall include but not be limited to appointment of an alternate(s) for purposes of constituting a quorum. An alternate's appointment will terminate at the end of the meeting.

Section 8...Removal of Officers and Agents

Any officer or agent may be removed by the board of directors whenever in the judgment of the board the business interests of the corporation will be served thereby.

Section 9...Power to Fill Vacancies

The board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 10...Delegation of Powers

For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 11...Power to Appoint Executive Committee

The board of directors shall have power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the corporation between meetings of the board.

Section 12...Power to Require Bonds

The board of directors may require any office or agent to file with the corporation a satisfactory bond conditioned for faithful performance.

Section 13...Compensation

Jimmerson Lake Association is a not-for-profit organization and thus all officers, directors and agents volunteer their time. The compensation of directors, officers and agents may, however, be deemed appropriate with approval from all the board of directors.

Article 5 Execution of Instruments

Section 1...Checks, Etc.

All checks, drafts and orders for payment of money shall be signed in the name of the corporation by such officers or agents as the board of directors shall from time to time designate for that purpose.

Section 2...Contacts, Conveyances, Etc.

The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

Article 6 Membership and Dues

JLA membership dues shall be payable annually within a calendar year. Any dues received between January 1 and December 31, will be applied for that year. In order to take advantage of special discounts that may be offered periodically for paid-up members, there may be specific deadlines for dues payment in order to be eligible to receive those discounts. For example, in order to take advantage of the weed spray pricing for JLA members, dues would need to be paid by May 1st. These special programs will be discussed in the monthly meetings and published in the annual newsletter.

Article 7 Amendment of By-Laws

These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the board of directors if the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the board and adopted at a subsequent regular meeting; provided, that any of the by-laws made by the affirmative vote of a majority of the board of directors as provided herein may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members; also provided, however, that no change of the date for the annual meeting of members shall be made within thirty days before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

Article 8 Fiscal Year

The fiscal year of this corporation shall be from January 1 to December 31, each year.

Article 9 Quorum

A majority of the managing board of directors will constitute a quorum. Each director shall have one vote.

Article 10 Committees

Section 1

Special committees may be appointed by the president at any time, and shall serve for a designated time.

Section 2

Standing committees may be appointed by the president and shall serve on a yearly basis from annual meeting to annual meeting.

Section 3

A Nominating committee of not less than two (2) active members in good standing shall be appointed by the president at the June meeting. This committee will recommend directors and officers for the board of directors to be voted on at the next annual meeting.

Section 4

An Auditing committee of not less than two (2) active members in good standing, none of whom shall be the officers of this association, shall be appointed by the president, not less than thirty (30) days prior to the annual meeting. Their duties shall be those usually allocated to such a committee. They shall surrender their report in writing at the next annual meeting.

Article 11 Order of Business

The order of business at all meetings of the board of directors shall be as follows:

1. Roll Call
2. Reading of minutes of preceding meeting and action thereon
3. Reports of officers
4. Reports of committees
5. Unfinished business
6. Miscellaneous
7. New business

Article 12

Section 1...Annual Meetings

The annual meeting(s) of the members of this association shall be held the 2nd Saturday in August. A reminder will be included in the annual spring newsletter mailing to each resident at their address of record. If it is determined that meeting should occur other than 2nd Saturday in August, written notice thereof shall be sent to the post office address of each member's first address as it appears upon the records of the corporation, which notice includes the time, place and reason for change of meeting. Such notice shall be mailed at least three (3) weeks prior to the time fixed for annual meeting meeting.

Provided, however, failure to give such notice shall not affect the validity of such annual meeting or of any of the proceedings at such meeting.

Section 2...Special Meetings

Special meetings may be called by the majority of the board of directors or by the president or by not less than twenty-five percent in number of the members of the corporation entitled to vote at that meeting, filing with the secretary a written request for such meeting and stating the objective, date and hour. Upon the filing of such request, the secretary shall give immediate notice of such meeting by mailing written notices thereof to the post office address of each member's first address as it appears upon the records of the corporation, and shall state in said notice the time, place and purpose of holding such meeting. Such notice shall be mailed at least ten (10) days prior to the time fixed for said meeting. If all members attend in person, no notice shall be required.

Section 3...All Meetings

The president, and if absent the vice-president(s), and in their absence any member chosen by the members present, shall act as chairman of such meetings, and the secretary of the corporation shall act as secretary of a meeting of the members but in the absence of the secretary the presiding officer may appoint any member to act as secretary of the meeting.

All meetings in the absence of by-law instructions to the contrary shall be conducted in accordance with Roberts Rules of Order.

Section 4...Proxies

A proxy may be given and be valid in the event a proposal is involved which intends to make an amendment to either or both the constitution and the by-laws. A majority of the members and/or the board of directors shall be entitled to vote any other meeting of the members of this corporation.

Article 13

Section 1...Membership

The association recognizes a member-in-good-standing verified by a cancelled check of yearly paid membership dues.

Section 2...Waiver of Notice

Any members, director, or officer may in writing waive and give the mailing of any notice required be given or mailed either by the State of Indiana, the Article of Association, or the by-laws of this corporation.

Section 3...Intent of By-Law Wording

All language in these by-laws is meant to note female and male participation. This is assumed in any inadvertent wording to the contrary.