

BYLAWS

LAKE WEATHERFORD COMMUNITY ASSOCIATION

ARTICLE I

Name

1.01 The name of the organization shall be the LAKE WEATHERFORD COMMUNITY ASSOCIATION.

ARTICLE II

Objectives

2.01 The objectives of the Association are to promote the best interests of its Members, to foster a sense of community, to sponsor social activities, to facilitate cooperation among all members for the benefit of the lake community and to advance representation and active communication between the members and the City of Weatherford.

ARTICLE III

Membership

3.01 The Association shall consist of General and Associate Members as defined below without regard to race, creed, color, gender or national origin.

3.02 Each dues-paying licensee of property owned by the City of Weatherford which fronts, abuts, or adjoins Lake Weatherford shall become a General Member of the Association and shall remain so until such time as he/she is no longer a licensee. Residents of property adjacent to or on East Lake or West Lake Drive with a common interest in the wellbeing of the lake and the community are eligible to join as an Associate Member. Persons renting property owned by a licensee are eligible to join as an Associate member. Associate members pay dues at the same rate as General Members. Associate members may attend all social events and membership meetings but are not voting members.

3.03 Each General Membership shall be entitled to one (1) vote on each matter submitted to the General Membership of the Association by the Board of Directors. If a license is held in the name of two (2) or more persons, only one (1) of the co-licensees may vote as the General Member. Only one (1) vote is eligible per license for multiple properties held in the same name.

3.04 Conduct of Members: If the conduct of any Member shall be found to be in willful violation of the Bylaws of the Association, or to be prejudicial to the interests of this Association, the Board of Directors may, by a two-thirds (2/3) vote of the entire Board, suspend or expel such member.

ARTICLE IV

Government

4.01 The affairs of the Association shall be managed by its Board of Directors.

4.02 To be eligible to serve on the Board of Directors, a person must be a general member in good standing.

4.03 The Board of Directors shall consist of the following members:

- (a) A President, 1st Vice-President, 2<sup>nd</sup> Vice-President, Secretary and Treasurer. These Officers comprise the Executive Committee within the Board of Directors. All officers shall be elected by the General Membership in an even year at an Annual Meeting of the General Membership, each officer to serve for a period of two (2) years.
- (b) Directors. For the purpose of assigning areas of responsibility for each director, Licensees shall be divided into groups of contiguous properties as determined by the Board of Directors. Associate members will be assigned to the group in closest proximity to their property. Directors assigned to even number groups shall be elected at the annual membership meeting in even numbered years and directors assigned to odd number groups shall be elected at the annual membership meeting in odd numbered years. Directors shall be elected at large by the general membership to serve for a period of two (2) years. Directors must live in the group they represent(c) Past Presidents shall be eligible to serve in a non-voting advisory capacity to the Board of Directors.
- (d) It shall be the duty of the Board of Directors to make decisions pertaining to any and all activities and to guide the actions of the Association. The President of the Association will act as Chairperson of the Board.
- (e) Duties of the Officers shall be as follows:
- (1) President: The President shall supervise the Association's affairs and activities and shall make an annual report to the Members.
  - (2) 1<sup>st</sup>Vice-President: In the absence of the President, the 1<sup>st</sup>Vice-President shall assume all duties of the President and shall work with the President on such affairs as directed.
  - (3) 2<sup>nd</sup> Vice-President: Serves at the direction of the President.
  - (4) Secretary: The Secretary shall give notice of all regular and called meetings, shall keep a permanent record of the minutes of such meetings, shall furnish written copies of such minutes to all board members in a timely manner, shall be the custodian of all official records, and shall establish a quorum for the Board of Directors Meetings and the Annual Meeting.
  - (5) Treasurer: The Treasurer shall keep an accurate account of all funds received and disbursed, shall pay such bills that are budgeted or approved by the President and/or Finance Committee, shall provide a written itemized report of deposits and expenditures at all Board meetings and the annual membership meeting, and shall prepare such tax and financial reports as may be required or designate a member of the Executive Committee to do so.
- (f) Duties of Group Directors shall be as follows:
- (1) Attend regular and special called Board meetings.
  - (2) Assist membership in welcoming new residents and soliciting new members.
  - (3) Serve on the Membership Committee to assist in maintaining accurate contact information for owners and Associate Members in their assigned group.

(4) Establish an effective means of communication for information flow to assigned group, either by email, mail, phone, flyers or in person.

(5) Directors shall act as a contact for their group members for questions and/or suggestions for the Board.

4.04 Board of Director Meetings: Regular or special meetings of the Board of Directors may be called by or at the request of the President or by a simple majority of the Board of Directors. Notice of Board of Directors meetings shall be given by the Secretary at least five (5) days prior in writing delivered personally or sent by mail or email to the Officers and Directors at his/her address as shown on the records of the Association. Non-board members attending the Board meeting may not vote.

4.05 A simple majority of the total number of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum of the Directors is present at said meeting, a majority of those Directors present may adjourn the meeting.

4.06 The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

4.07 Any vacancy occurring for the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by appointment by the Board of Directors. A Director or Officer appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor; all other Directors shall serve for a period of two (2) years from the date they assume said office.

4.08 Any action requiring a vote of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a formal meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. This consent can be accomplished by email. Such actions must be duly noted in separate minutes and read at the next meeting.

4.09 Additional duties: In addition to the foregoing specified duties, the duties of the Board of Directors shall be such as their titled general usage or assignments would indicate.

4.10 Association property: Each outgoing Member of the Board shall deliver any Association property and records to a successor or to the President within one (1) month after the Annual Meeting or resignation from office.

## ARTICLE V

### Meetings of Members

5.01 An annual business meeting of the general membership shall be held in the fall of each year for the purpose of electing officers and/or directors, presenting officer and committee reports and conducting such other business as may come before the meeting. The Annual Meeting of the Membership shall be held at such time and place as is designated by the Board of Directors.

5.02 Special meetings of the General Membership may be called as required by the President, by a simple majority of the Board of Directors, or not less than sixty percent (60%) of the General Membership. A written

request for such meetings must be filed with an Officer of the Association and all Members must be notified of the meeting and its purpose at least fifteen (15) days in advance of the meeting. Approval of a proposed action requires a simple majority of voting members present.

5.03 Written or printed notice stating the place, date, and time of the Annual Meeting of the Members shall be delivered either personally, by email or by mail to each Member entitled to vote at such meeting not less than ten (10) nor more than thirty (30) days before the date of such meeting. The newsletter containing notice of a meeting shall qualify as written notice if it meets this stated time requirement.

5.04 Ten percent (10%) of the eligible votes which may be cast by mail or in person for the election of officers at an Annual Meeting shall constitute a valid election.

## ARTICLE VI

### Committees

6.01 Executive Committee: The Executive Committee shall consist of the President, 1st Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer. The Committee is responsible to meet regularly, establish agendas for Director's meetings, and provide insight and leadership to the organization. The President shall serve as Chairman of this committee.

6.02 Bylaws Committee: The President shall appoint a Bylaws Committee as necessary consisting of five (5) members, three (3) Directors and two (2) General members and shall elect their own Chairperson. This Committee shall receive and draft proposed amendments and present them to the Board of Directors prior to presenting them to the Membership for approval. This Committee disbands after acceptance by the membership of the revised bylaws.

6.03 Nominating Committee:

(a) The Nominating Committee shall consist of five (5) General Members. They shall be appointed by the President and Executive Committee. All members except Officers are eligible to serve and at least two (2) shall be non-board members. The Committee shall serve for two (2) years and shall elect their own Chairperson.

(b) Not less than thirty (30) days prior to the annual meeting, the Committee shall prepare and present to the Board of Directors a slate with nominations.

1. In even numbered years the committee will provide nominees for President, 1st Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer to the General Membership for election.

2. In even numbered years the committee will provide nominees for Directors representing even numbered groups and in odd numbered years the committee will provide nominees for Directors representing odd numbered groups.

6.04 Finance Committee: The Finance Committee shall consist of three (3) members: 1st Vice President, Treasurer and one general member appointed by the President and shall serve for one (1) term of two (2) years. The 1st Vice President serves as chairman.

(a) The Committee shall develop an annual budget to present to the Board for approval before January 1<sup>st</sup> of each year.

(b) The Committee shall be responsible for approving all unbudgeted expenditures. Any member proposing to commit to spend unbudgeted funds must contact the Chairman for Committee approval. The Treasurer will budget a discretionary fund of two thousand dollars (\$2,000) for unbudgeted items of \$200 or less in each business year and maintain a record of disbursements from this fund.

(c) The Committee shall conduct an audit of each year ending and approve the Treasurer report which will then be reported to the Board and to the membership at the annual business meeting. Written reports may be requested to be emailed or mailed by contacting the treasurer or any member of the finance committee.

6.05 Membership Committee: The membership Committee consists of the Treasurer, the database manager, and the area directors with the Treasurer serving as the Chairman.

(a) The Committee shall be responsible for maintaining a current paid members list to include name, lake address, lot number (s), mailing address, telephone number (s) and email address.

(b) The Chairman or designate shall report on current membership at each Board meeting and the annual membership business meeting.

(c) The Committee shall assist the Treasurer with the annual membership drive and renewal mailing.

## ARTICLE VII

### Voting

7.01 Only General Members shall participate in elections and other voting. A License constitutes one vote. Proxy voting is eliminated.

7.02 Nominations:

(a) Only General Members in good standing shall be eligible for nomination.

(b) Verbal consent of a candidate must be obtained before his/her name may be placed for nomination.

7.03 Method of Voting: The election of Officers shall be made at the even numbered year Annual Meeting by written ballot. Directors are elected in odd or even numbered years at the Annual Meeting by written ballot based on the number of their assigned group. Absentee ballots may be requested from the Secretary no later than two weeks prior to the election. Completed ballots must be sealed and returned to the Secretary prior to the election.

7.04 Tellers: Three (3) tellers shall be appointed by the President and shall be responsible for counting and validating ballots including absentee ballots and for making an official report to the Membership.

## ARTICLE VII

### Fiscal Year

8.01 The fiscal year of the Association shall be set by the Board of Directors.

## ARTICLE IX

### Dues

9.01 The amount and due date for annual dues to be paid by the Members shall be determined by the Board of Directors. Renewal notices shall be sent out thirty (30) to forty-five (45) days prior to due date.

## ARTICLE X

### Contracts, Checks, Deposits and Funds

10.01 The Board of Directors may authorize any Officer or Officers, Agent or Agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

10.02 All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by Officers, agent or Agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or 1st Vice-President of the Association.

10.03 All funds of the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

10.04 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## ARTICLE XI

### Amendments to Bylaws

11.01 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Membership present at the annual meeting or at any special meeting. Ten (10) days notice must be given to the General Membership.

## ARTICLE XII

### Parliamentary Authority

12.01 Roberts Rules of Order Revised shall be the authority for the Association unless otherwise specified in the Bylaws.

## ARTICLE XIII

### Indemnification of Officers and Directors

13.01 The Association shall have the power to indemnify any Director or Officer or former Director or Officer of the Association for expenses and costs (including attorney's fees), actually and necessarily incurred by him or her in connection with any claim asserted against him or her by action in court or otherwise, by reason of his being or having been such Director or Officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

13.02 If the Association shall fail or refuse for any reason to indemnify any Officer or Director as set out above, said Officer or Director may pursue any and all remedies as may be afforded him or her to recover said expenses and costs (including attorney's fees).

## STANDING RULES

1. Committees: The Association has the authority to establish committees not identified in the bylaws as deemed necessary to pursue its stated objectives and/or special needs. The Chairman of these committees shall be appointed by the President. All committees shall coordinate and communicate with the newsletter and website.
  - a. Social Committee: This committee is responsible for the planning of all Association sponsored events. The Chairman may maintain a standing committee as well as recruit volunteers for each event.
  - b. Community Outreach This committee monitors community needs suitable for Association support, coordinates activities and solicits membership for suggestions of projects.
  - c. Lake Angels: This committee provides benevolence and support to members in need.
  - d. Newsletter: This committee is responsible for gathering information and publishing the Association newsletter. The editor is the Chairman of this committee.
  - e. Other committees as are deemed necessary may be added.
2. Newsletter Editor and Webmaster shall serve as non-voting members of the Board.

## BUSINESS MEETING

## Rules of Order

1. Call to Order
2. Roll Call (establishment of a quorum)
3. Approval of Minutes
4. Reports of Officers
5. Reports of Standing Committees
6. Reports of Special Committees
7. Unfinished Business
8. New Business
9. Announcements
10. Program (If any)
11. Adjournment

We certify that this is a true and correct copy of the revised Bylaws of the LAKE WEATHERFORD COMMUNITY ASSOCIATION as submitted by this committee to the Membership for consideration and approval September 17, 2016.

THE BYLAWS COMMITTEE:

Kathleen Lee, Chairman      /s/ Kathleen Lee

Orbry Chamblee              /s/ Orbry Chamblee

Patti Erwin                      /s/ Patty Erwin

Larry Kellerman              /s/ Larry Kellerman

Pam Skripsky                  /s/ Pam Skripsky

Vern Skripsky                  /s/ Vern Skripsky

I, the Secretary of the LAKE WEATHERFORD COMMUNITY ASSOCIATION, certify that this is a true and correct copy of the Bylaws as revised and approved by the Membership on September 17, 2016.

Von Hale, Secretary              /s/ Von Hale