

CANADARAGO LAKE IMPROVEMENT ASSOCIATION, INC.  
CONSTITUTION & BY-LAWS (Revised and adopted 8/25/2007)

OBJECT & PURPOSE

1. To assist in having the water level of Canadarago Lake controlled so as to provide its users the convenience of a properly regulated lake level at all times, and in doing so, to cause no property owner hardship or inconvenience.
2. To assist in preventing any pollution of the lake so as to preserve its water fresh and clean for health and safe usage by the area inhabitants and the general public and to prevent any pollution in the future.
3. To study and consider other improvement features, such as drainage, irrigation and improvement of the fish and game habitat in the area,
4. To these ends, it is intended to unite its members in the bonds of friendship, good fellowship and mutual understanding about the lake and its maintenance problems so that the entire membership will go forward wholeheartedly in carrying out the above goals.

ASSOCIATION MEETINGS

1. Dates and places as announced by officers and board of directors to be mailed to each member in good standing at least seven (7) days in advance of meeting, or by a written petition by fifteen (15) individuals of the association and presented to the board.
2. There shall be no less than two (2) meetings a year and as many more as deemed necessary. If only two are held, they are to be held in June and August of each year, so as to allow members to know of the happenings at the beginning of the summer season and the end of the summer season. A quorum shall consist of fifteen (15) members of the organization in good standing.

Board of Directors

1. The Board of Directors for the Canadarago Lake Improvement Association shall consist of at least nine Directors.
2. Members of the Board of Directors shall be nominated by the Nominating Committee, presented at a general membership meeting, and elected by majority vote of those present.
3. Terms of Office: Board members can be elected to serve two consecutive three year terms. They must be off the Board for one year before serving again. Each year, one-third of the Directors will be elected. An officer in place may serve his/her term of office.
4. A Director's term of service shall start on June of the year elected.

5. Unexpired Term. In the event that a Director resigns before the end of his/her term, the Board shall appoint a member to serve out the balance of the year until the next general membership meeting. Appointed Board members will be presented to the membership at a general membership meeting and elected by majority vote of those present to fill the balance of the unexpired term.

6. Ex-Officio Members: The president, at his/her discretion, may appoint one or more ex-officio members of the Board of Directors; these ex-officio members will bring a specific skill(s) to the service of the Board. The term of office for such appointments shall be limited to the President's term of office, or until the specific task of the ex-officio appointment has been completed. The appointment of any ex-officio members shall be subject to ratification by the full Board of Directors at their next regularly scheduled meeting. Ex-officio Board members have no voting rights.

#### BOARD OF DIRECTORS MEETINGS

1. Directors meetings to be called and presided by the president. (Roll call of its directors and officers must be six (6) or more). A quorum shall consist of 6 or more Officers and Directors.
2. If any member of the Board of Directors does not attend meetings or carry out their responsibilities of office, the Board of Directors may, by unanimous vote with seventy-five percent (75%) of the directors and officers present, remove said member from office,

#### MEMBERSHIP

1. Any person may be considered for membership upon showing an active interest in and participation in the activities of the organization and upon paying a membership fee of \$25.00 per year, and their application is approved on or before the June membership meeting each year. (Fee changed to \$25.00 per minutes of meeting dated 8/09/2004.)
2. Only members shall have the right to hold office and to vote at any general meeting.

#### OFFICERS OF THE ASSOCIATION

The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer.

#### ELECTIONS

1. The Officers of the Association shall be elected for three, two year terms. An officer, upon election, becomes a Board member
2. The outgoing President will serve as an ex-officio member of the Board of Directors for one year after leaving office, (if they so choose, before having to run for election), The ex-officio Director will have no voting rights.

### QUALIFICATIONS OF OFFICERS

Any person who is a member in good standing in the association may serve as an officer, director, or serve on a committee.

### DUTIES OF OFFICERS

**PRESIDENT:** The president shall be chief executive officer of the Association- The president shall call for and preside at all meetings. If for any reason the president is unable to perform the duties of the president, then the vice-president shall occupy the position and perform the duties, having the same authority as the president.

**VICE-PRESIDENT:** The vice-president will assume the office of president when the president is unable to carry out duties of the office for any reason.

**SECRETARY:** The secretary shall be under the supervision and direction of the President and the Board of Directors, and shall act as liaison officer between the Association and its officers. The secretary shall keep written records of all regular and special meetings, The secretary shall be responsible for creating and maintaining a file of the members and of prospective members and shall be responsible for obtaining new members and annual renewals; receive all membership monies and make a record of such, then turn it over to the treasurer, receiving a receipt of same.

**TREASURER:** The treasurer shall receive all monies from the secretary, giving a receipt for same, and deposit it in a bank designated by the board of directors. The treasurer has authority to pay out monies for normal operating and office expenses. All other expenditures must be pre-approved by the president and the board of directors. Treasurer reports will be submitted monthly to the Board of Directors, and to the membership at regularly scheduled membership meetings.

### COMMITTEES

The following committees shall be appointed at the meeting following the annual election:

**NOMINATING COMMITTEE:** There shall be a Nominating Committee appointed by the president, with the approval of the board of directors, consisting of five (5) members, not more than two (2) of whom shall be members of the board of directors. This committee shall be responsible for nominating a

slate of officers and directors, when needed.( Notice of election will be mailed to each member at least ten (10) days before the election.) Elections will be held at the general membership meeting.

Audit Committee: There shall be an Audit Committee appointed by the president with the approval of the Board of Directors. The committee shall be responsible for an annual audit of the Association books. The Association's fiscal year will be a calendar year.

(Added & adopted 8/9/03 - Summer meeting)

If a director or officer of the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of Ms or her duties, for or on behalf of the corporation, upon affirmative vote of the Board of Directors, a quorum of directors being present at the time of the vote, shall:

1. Advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense or appeal in the action or proceeding; and
2. Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to Clause 1 of this paragraph.

## AMENDMENTS

These By-Laws may be amended at any regular membership meeting of the Association at which time there is a quorum of fifteen (15) members, by a two-thirds vote of the members present, provided that a copy of the proposed amendment has been mailed to each member with a seven-day notice of the meeting.