

# Portage Lake Association, Inc.

## By-Laws

### ARTICLE I – GENERAL

#### Section 1 Name

This organization shall be known as the Portage Lake Association, Incorporated.

#### Section 2 Purpose

The Portage Lake Association is a non-political organization formed to advance, support and promote the welfare of Onekama and the Portage Lake area.

#### Section 3 Limitations

This association shall be non-profit, non-sectarian, non-partisan and non-political.

### Article II – Membership

#### Section 1 Qualification

Any family, individual, reputable business firm, corporation, partnership, or estate having an interest in the above purpose shall be eligible for membership.

#### Section 2 Voting

There shall be one vote per membership. In the event the membership is anything other than an individual or family, the business, firm corporation, partnership or estate must designate who has the voting power. All members shall be entitled to vote in any election if their dues are current or not more than ninety (90) days delinquent. Voting by proxy shall not be permitted. Balloting shall be done by mail as prescribed in Article IV-Section 7: Nomination and Election Procedures.

#### Section 3 Dues

The Board of Directors shall prescribe membership dues. Dues shall be payable annually in advance.

### ARTICLE III – MEETINGS and QUORUMS

#### Section 1 Meetings

- a. General meetings of the Association may be called by the President at any time.
- b. Board meetings may be called by the President or upon written application of three (3) members of the Board. Notice (including purpose of meeting) shall be given to each Director at least one (1) day in advance.
- c. The Annual meeting should be held by November 30 of each year.

#### Section 2 Quorums

- a. A simple majority of the members present at any duly called general meeting of the association shall constitute a quorum.
- b. A majority of the members of the Board of Directors shall constitute a quorum at any duly called meeting of the Directors.

### ARTICLE IV – BOARD OF DIRECTORS

#### Section 1 Composition of the Board

The Board of Directors shall consist of up to ten (10) members: a President, a Vice-President, a Secretary, a Treasurer, five (5) Directors and the immediate Past President.

#### Section 2 Authority

The government of the Association, the financial responsibility, the direction of its work and the control of its property shall be vested in the Board of Directors.

#### Section 3 Duties and Responsibilities

Board members shall serve in accordance with and subject to these Bylaws. They shall be subject to removal from office, upon vote of a majority of the Board members, in the event they have three (3) consecutive unexcused absences from the Board meetings within a fiscal year. An unexcused absence shall be defined as an absence where no verbal or written notification is received by the President prior to the meeting.

#### Section 4 Selection of Directors and Term of Office

- a. Each year in October the general membership shall be mailed ballots for the election of the officers and the directors whose terms have expired. Elected officers and directors shall assume their positions the following January 1.
- b. All officers shall serve one (1) year terms.
- c. Board members shall serve one (1) or three (3) year terms. The terms shall be staggered.
- d. The President and the Vice-President shall be limited to two (2) consecutive one (1) year terms.

**Section 5** Candidates

Each candidate for the Board of Directors must be a member in good standing with the Association and be willing to accept the responsibilities as described in Section 3 of this Article.

**Section 6** Vacancies

In the event of a vacancy on the Board, a person who holds an active membership in the Association shall be nominated by the President and approved by the Board. The new Board member shall serve the remainder of the vacant term.

**Section 7** Nomination and Election Procedure

A nominating committee of three (3) members shall be appointed by the Board President, subject to the Board's approval, at least forty-five (45) days prior to the election. It shall be the duty of the Committee to present a slate of candidates to replace those retiring officers and directors. Each candidate must be a member in good standing with fully paid dues. Said Committee shall file a list of those candidates with the Board President not later than thirty (30) days before the election. There may be more than one (1) candidate for each position.

Upon receipt of the list of candidates the Board President shall notify the membership by mail of those names nominated as candidates for Officers and Directors on an official ballot. Such ballot shall provide the names of the candidates and shall be marked by the members in accordance with the instructions printed on the ballot. The ballots must be returned to the Association within four (4) weeks after the date they were mailed to the members in order for them to be counted as official votes.

## ARTICLE V – OFFICERS

**Section 1** President

The President shall be the head of the Association and shall preside at all of the general membership meetings and the Board members. With approval of the Board, the President shall sign all deeds, contracts, and other instruments of the Association or any of its properties. The President shall be on all bank accounts so as to sign in the absence of the Treasurer.

**Section 2** Vice President

The Vice President shall perform the duties of the President in the absence of the President

**Section 3** Treasurer

The Treasurer shall receive and disburse the funds of the Association, and keep all monies deposited in its name. The Treasurer shall be authorized to sign all checks and bank accounts of the Association. The Treasurer must make regular reports to the Board of Directors reporting the status of all the finances of the Association.

**Section 4** Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and the General Meetings. The Secretary shall keep such other records as are necessary for the operation of the organization.

## ARTICLE VI – COMMITTEES

**Section 1** Appointments and Authority

The President shall appoint all committees. It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board and to carry on such activities as may be delegated to them by the Board of Directors.

**Section 2** Limitation of Authority

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Association on a question of policy without first receiving the approval of the Board.

Special committees shall be discharged by the President when their work has been completed and their reports accepted, or when the board deems it wise to discontinue the committee.

**ARTICLE VII – FINANCES**

**Section 1** Funds

All money paid to the Association shall be placed in the proper accounts as determined by the Board of Directors.

**Section 2** Disbursements

No obligations or expense shall be incurred and no monies in excess of \$100.00 shall be appropriated without prior approval of the Board. Special expenditures of \$100.00 or less can be approved by the President without Board approval.

**Section 3** An annual budget for the organization shall be developed for approval no later than February of each year. It will contain estimated revenues and expenses for the year.

**Section 4** Fiscal Year

The fiscal year of the Association shall be the calendar year beginning January 1 and ending December 31.

**ARTICLE VIII - AMENDMENTS**

Amendments may be adopted at the annual meeting provided that 30 days prior notice of the exact text of the changes being proposed has been mailed to the general membership. The vote required for amendments shall be two-thirds (2/3) of attending members.

**ARTICLE IX – INDEMNIFICATION**

The Association will provide for the indemnification of any and all of its directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action suit, or proceeding, in which they or any of them are made parties or party by reason of having been directors of the Association, except in relation to matters as to which such directors shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled to agreement predicated on the existence of such liability for negligence or misconduct.

**ARTICLE X – DISSOLUTION**

In the event of the dissolution of the Portage Lake Association the Board shall oversee the retirement of the outstanding liabilities of the Association. The remaining assets including money, funds and other property belonging to the group shall be paid and transferred to local non-profit organizations in Onekama as designated by the Board of Directors for the betterment of the community.