

## Changes and Additions to the Middle Lake By-laws

The following underlined changes and additions were approved at the General Meeting on March 11, 2008.

### Article XII - Meetings

Change Item #3 to read: Regular meetings of the Board of Directors shall be held at least quarterly at a time and place designated by the President. No Board of Directors meeting shall be required for the third quarter (July, August and September).

The reason for this change is to relieve the board of the requirement to meet monthly when action is not otherwise needed. A meeting of the Board may be called at any time such a meeting is needed.

### Article V Board of Directors

Change item #1 to read: There shall be a Board of Directors composed of the Officers of the Association, five elected Area Representatives and the immediate past president. The immediate past President shall serve in an advisory, non-voting capacity.

The reason for this change is to reduce the voting board members from ten to nine to be consistent with the Articles of Incorporation which state in part "The affairs of the corporation shall be managed by its Board of Directors, which shall consist of not less than three (3) or more than (9) individuals, the precise number to be fixed by the By-laws or by the Board of Directors of the Association from time to time.

### Addition:

In the event that a member wishes to have an issue addressed by the Board of Directors, such member shall submit the request for action, in writing, to the Secretary of the Association. The Board will review and address the issue within thirty (30) days.

The reason for the amendment is to formalize any complaint or concern voiced by a member and to assure it receives full consideration by the Association leadership.

## MIDDLE LAKE ASSOCIATION

### BYLAWS

#### ARTICLE I - NAME

The name of this organization shall be: Middle Lake Association, Inc.

#### ARTICLE II - PURPOSE

The purpose of this nonprofit association shall be the general betterment of the community in which we live.

#### ARTICLE III - MEMBERSHIP

1. All owners of a home on Middle Lake shall be members of the Association and must pay prescribed dues and assessments. The collective owners of each lot shall be considered as one member when collecting dues and assessments, determining a quorum, petitioning for a special meeting of the Association or voting at Association meetings.

2. It shall be the responsibility of all homeowners to maintain their Middle Lake property in accordance with neighborhood standards. In cases where a property is not maintained within such standards, the Board of Directors may send a certified letter, signed by three Board of Directors members, to the owner requesting that corrective steps be taken.

#### ARTICLE IV - OFFICERS

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

#### ARTICLE V - BOARD OF DIRECTORS

1. There shall be a Board of Directors composed of the Officers of the Association, five (5) elected Area Representatives and the immediate Past President. Each Area Representative shall have an alternate with full power to

act and vote in his or her absence.

2. All Officers and Area Representatives shall be elected as provided in the Bylaws.

3. In case of a vacancy on the Board of Directors, with the exception of the immediate past President, the President with the approval of the Board, is empowered to fill such vacancy from members in good standing to serve until the next annual election.

#### ARTICLE VI - THE PRESIDENT

1. The President shall be the chief executive officer. It shall be his or her duty to preside at all meetings of the Association and of the Board of Directors, and to see that all orders, rules, and regulations relating to the administration of the business of the Association are placed in effect and enforced.

2. The President will call special meetings of the Board of Directors when it is deemed necessary or when requested by at least three (3) members of the Board of Directors. The President will call special meetings of the Association when it is deemed necessary, or at the request of the Board of Directors or upon written request of not less than ten (10) members of the Association. For request purposes, the collective owners of each lot shall be considered as one member.

3. The President shall appoint all Chairpersons of standing and special committees and shall be an ex-officio member of all such committees.

#### ARTICLE VII - THE VICE PRESIDENT

The Vice President shall assume such duties and responsibilities as assigned by the President. In the absence of the President, the Vice President shall have all the powers, prerogatives and duties of the President. Should the office of President become vacant, the Vice President shall succeed to the office of President for the unexpired term.

#### ARTICLE VIII - THE SECRETARY

1. The Secretary shall enter in proper books all resolutions and proceedings of meetings of the Association and of the Board of Directors and shall report thereon at the next such meeting.

2. The Secretary shall issue notices of all meetings, maintain necessary files and assume such other duties and responsibilities as assigned by the President.

#### ARTICLE IX - THE TREASURER

1. The Treasurer shall collect or receive, keep an accurate account of, and be responsible for all funds of the Association.

2. The Treasurer shall deposit all Association funds to the account of the Middle Lake Association, Inc. in a bank designated by the Board of Directors, and shall disburse such funds as directed by the Board of Directors on checks signed by himself or herself as Treasurer. In the absence of the Treasurer, checks may be signed by either the President or the Vice President.

3. The Treasurer shall make a report of the Association's financial condition at all regular meetings of the Board of Directors and regular membership meetings of the Association.

4. The Treasurer shall submit records, prior to the March meeting, for audit by a member appointed by the President who shall not be a member of the Board of Directors.

5. The Treasurer shall assume such other duties and responsibilities as assigned by the President.

#### ARTICLE X - BOARD OF DIRECTORS

1. It shall be the duty of the Board of Directors to manage and control the business of the Association according to its established policies.

2. The Board of Directors shall supervise all the finances of the Association.

3. The office of a member of the Board of Directors may be considered vacated by absence from two consecutive regular meetings of the Board without good and sufficient reason satisfactory to the other members of the Board of Directors.

#### ARTICLE XI - STANDING AND SPECIAL COMMITTEES

1. Chairpersons of the following Standing Committees shall be appointed by the incoming President: Boating, Christmas Decorations,

Entertainment, Environment, Health and Safety, Membership, Nominating and Publicity. Other Special Committees may be established by the Board of Directors as found necessary.

2. Chairpersons of Standing Committees and any Special Committees shall be prepared to report, in person or by prior written or verbal contact with the President, at all meetings of the Board of Directors or the Association on all matters which have been referred to them or which may be their responsibility or concern.

#### ARTICLE XII - MEETINGS

1. Regular membership meetings of the Association shall be held in March and October on a date, at a place and at a time selected by the Board of Directors with not less than ten (10) days written notice to the Association membership delivered to each home on Middle Lake prior to the meeting date.

2. All Officers and Area Representatives shall be elected at the regular membership meeting of the Association in March of each year.

3. Regular meetings of the Board of Directors shall be held monthly, at a time and place designated by the President. At the discretion of the President, three (3) monthly meetings in May, June, July, August, or September may be omitted.

4. Special meetings of the Association shall be called at a place and at a time selected by the Board of Directors with not less than ten (10) days written notice to the Association membership delivered to each home on Middle Lake prior to the meeting date.

#### ARTICLE XIII - QUORUM

1. Twenty-five (25) members in good standing shall constitute a quorum for the transaction of business at all meetings of the Association. For quorum purposes, the collective owners of each lot shall be considered as one member.

2. Six (6) members of the Board of Directors shall constitute a quorum for the transaction of business at all regular and special meetings of the Board of Directors.

## ARTICLE XIV - RULES OF PROCEDURE

All meetings of the Association and the Board of Directors shall be conducted in accordance with this Constitution and these Bylaws and/or "Roberts Rules of Order, Revised" whichever may apply.

## ARTICLE XV

### NOMINATION AND ELECTION OF OFFICERS AND AREA REPRESENTATIVES

1. The Nominating Committee, at the Board of Directors meeting in February and at the March meeting of the Association, shall present a list of one candidate for each position.
2. Any member in good standing may make additional nominations from the floor, provided such nominee has agreed to serve.
3. All Officers and Area Representatives shall be elected for a term of one (1) year, beginning with their installation and ending with the installation of their successors. With the exception of the President, all Officers and Area Representatives may be re-elected to the same or another position on the Board of Directors for as long as they agree to serve. The President may be re-elected for a second successive full term.
4. Elections shall be held at the March Meeting of the Association as provided in ARTICLE XII, Section 2 of these Bylaws.

## ARTICLE XVI - DUES AND ASSESSMENTS

1. The annual dues of this Association shall be proposed by the Board of Directors and voted on by the members present at the October membership meeting. Dues shall be payable as of January 1. Annual dues shall be used for paying the expenses incident to the operation of the Association.
2. If, in the opinion of the Board of Directors, it becomes advisable to levy a special assessment during the year, notice of such proposed assessment must be furnished to each member at least ten (10) days before a general or special meeting called to discuss this matter. A majority vote of all members present will be necessary to approve such assessment. For voting purposes, the collective owners of each lot shall be considered as one member.

## ARTICLE XVII - ORDER OF BUSINESS

The order of business to be followed at meetings of the Association and of the Board of Directors shall be substantially as follows:

1. Call to Order and determine if a quorum is present.
2. Read and approve the Minutes of the previous meeting.
3. Treasurer's Report.
4. Reports of Standing Committees.
5. Reports of Special Committees.
6. Reports of Officers and Area Representatives.
7. Old Business.
8. New Business.
9. Election of new Officers and Area Representatives. (March)
10. Vote on next year's dues (October)
11. Adjournment.

## ARTICLE XVIII - AMENDMENTS

1. Amendments to the Bylaws of this Association shall be made only at regular membership meetings or at a special meeting called for that purpose, by the affirmative vote of two-thirds of the members present. For voting purposes, the collective owners of each lot shall be considered as one member.

2. A copy of such amendment or amendments shall be presented to every member of the Association at least ten (10) days prior to the date of the meeting at which the amendment is to be voted on.

3. No amendment proposed by a member shall be acted upon unless such proposal has been submitted, in writing, to the Association Secretary at least forty-five (45) days prior to a regular membership meeting or a special membership meeting called for the purpose of voting on such amendment. A special membership meeting shall not be called for this purpose during the months of May thru September.