



Greenbriar Lake Owners Association Bylaws

Revised: August 27, 2023

ARTICLE I. NAME OF GLOA

The name of the corporation is Greenbriar Lake Owners' Association (GLOA).

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

Greenbriar Lake Owners' Association is a Non-profit corporation with the express purpose of being responsible for the upkeep, promotion, and maintenance of Greenbriar Lake, the roads, and all land owned by the Association. This corporation, including, for such purposes, the making of distributions to GLOAs that qualify as exempt GLOAs under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Greenbriar Lake Owners' Association provides

The specific objectives and purpose of this GLOA shall be:

- a. to ensure the safety and security of owners' through maintenance and upkeep of the lake, shelter house, beach, roads, spillway, dam, culverts, etc.

ARTICLE III. MEMBERSHIP and ASSESSMENTS

Section 1. Eligibility for Membership

Any current lake owner(member), in good standing (current on all assessment fees), shall have voting rights. All memberships shall be reviewed by a majority of the board of directors, annually, to determine members' standings.

Section 2. Annual Assessments

Assessments will be established by the Executive Board of Directors. The amount required for annual assessment fees shall be \$250.00 each year for the first lot and \$30 each year for each subsequent lot unless changed by a majority vote(50% + 1) of the members in good standing, present, and voting at one of the annual meetings. Continued membership is contingent upon being current on membership assessment fees. At the Board of Directors' discretion, an owner(s) whose assessment(s) is one year or more in arrears may be assessed a 30% penalty which will be added to the original assessment fee. Lake assessments in arrears 2 or more years will incur a Property Lien and or Small Claims Court Proceedings. All cost associated with those actions will be the responsibility of the Lot Owner.

Section 3. Rights of Members - Proxy

Each lake owner shall be eligible to appoint one voting representative (Proxy) to cast the member's vote in association elections.

Section 4. Resignation and Termination

Any member may resign membership for voting purposes by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their voting rights terminated by a majority vote of the voting eligible membership.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

Section 1. Regular Meetings

The Spring Regular meeting of the GLOA shall be held at the GLOA Shelterhouse at 3pm EST on the Sunday before the Memorial Day Weekend. Any other regular meeting of the Associate shall be on the same day (Sunday) and at the same time (3pm EST). The frequency of meetings, to be determined by the Executive Board.

Section 2. Annual Meetings

The Fall annual meeting of the members shall take place at the GLOA Shelterhouse at 3pm EST on the Sunday before the Labor Day Weekend. At the Fall annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Meetings

Special meetings may be called by the President, the Executive Committee, or a simple majority of the board of directors. A petition signed by 10 percent (10%) of voting eligible members may also call a special meeting. The petition must contain:

- a) description of the purpose for which the meeting is to be held;
- b) is signed by the members requesting the special meeting;
- c) the date, time, and place for special meeting; and
- d) must be sent out to all members

Section 4. Notice of Meetings

Printed notice of each meeting shall be given to each voting member, by mail or electronic transmission, not less than two weeks prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least ten percent (10)% of the active membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Treasurer, the Assistant Treasurer, and the Secretary.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a lake owner of the Greenbriar Lake Owners' Association whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three year terms, with the exception of the Executive Officers of the Board who shall serve one year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least one of the two yearly meetings (Spring or Fall) of the Board per year. If a member of the Board of Directors fails to attend at least one of the two meetings in the same calendar year, the absent member may be removed from the Board by a majority vote of the board members present and voting.

Section 3. Regular and Annual Meetings

Semi-annual meetings of the Board of Directors shall be held at 1pm EST on the Sunday before the Memorial Day Weekend and at 1pm on the Sunday before the Labor Day Weekend and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member

attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members 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 by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action

so taken, shall be signed by two-thirds (2/3) of all of the Board Members following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Board Members shall not discuss or disclose information about the Association or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Association's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Association by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 14. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of GLOA would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action, except in the case of gross misconduct (ie: fraud, theft, misrepresentation, sexual harassment, etc) An officer who has been removed as a member of the Board of Directors for misconduct shall be removed from office, immediately.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Treasurer, Assistant Treasurer and Secretary. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Advisory Board.
- c. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- d. He/She shall have general superintendence and direction of all other officers of this association and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- g. He/She shall retain a key to the GLOA post office box and regularly check for mail, processing all mail received as deemed appropriate.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.

Section 3. Treasurer

The Treasurer's duties shall be:

- a. He/She shall submit for the Board of Directors approval of all expenditures of funds, proposed capital expenditures (equipment and furniture), legal fees, bank fees, etc., together with the Assistant Treasurer.
- b. He/She shall present a complete and accurate report of the finances at each meeting of the members, or at any other time upon request by the Board of Directors or a member in good standing with GLOA.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds according to funding source guidelines and generally accepted accounting principles.
- d. It shall be the duty of the Treasurer to send out all annual assessment notices.

e. He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

f. He/She shall be a co-signer on the GLOA bank checking account.

g. He/She shall collect all assessments and other income and deposit into the GLOA checking account and provide monthly reconciliations to the Board of Directors.

Section 4. Assistant Treasurer

The Assistant Treasurer's duties shall be:

a. He/She shall submit for the Board of Directors approval of all expenditures of funds, proposed capital expenditures (equipment and furniture), legal fees, bank fees, etc. together with the Treasurer.

b. It shall be the duty of the Assistance Treasurer to publish the semi-annual newsletters. c. He/She shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

d. He/She shall be a co-signer on the GLOA bank checking account.

e. He/She shall collect all assessments and other income and deposit into the GLOA checking account and provide monthly reconciliations to the Board of Directors.

f. He/She shall retain a key to the GLOA post office box and regularly check for mail, processing all mail received as deemed appropriate.

Section 5. Secretary

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the GLOA.

b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.

c. He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

d. He/She shall ensure that the Association's status with the Secretary of State remains in good standing.

Section 6. Election of Officers

The Executive Board shall submit at the annual fall meeting the names of those persons approved for the slate of Officers. Nominations shall also be received from the floor after the slate of Officers has been read by the Secretary. The election shall be held at the annual fall meeting of the GLOA. Those Executive

Officers elected shall serve a term of one (1) year, commencing immediately following the election. The general Board Members elected shall serve a term of three (3) years, commencing immediately following the election.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for unlimited terms.

Section 7. Removal of Officer

The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion except in the case of gross misconduct (ie: fraud, theft, misrepresentation, sexual harassment, etc) An officer who has been removed as a member of the Board of Directors for misconduct shall be removed from office, immediately.

Section 8. Vacancies

The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as finance, fundraising, beautification, data collection, etc. The board president appoints all committee chairs.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the association are public information and shall be made available to the membership, board members, and the public.

ARTICLE VIII. CORPORATE STAFF

Section 1: Executive Director

The Association has no corporate staff and the Board of Directors reserve the right to amend this as any time as deemed necessary and through proper voting procedures.

ARTICLE IX. - Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Organization's (GLOA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the GLOA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Organizations.

Section 2: Definitions

a. Interested Person

Any board member or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the GLOA has a transaction or arrangement.
2. A compensation arrangement with the GLOA or with any entity or individual with which the GLOA has a transaction or arrangement.
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the GLOA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing

board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the GLOA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the GLOA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements

Each board member or member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that GLOA is a not-for-profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

Section 6. Periodic Reviews

To ensure the GLOA operates in a manner consistent with not-for-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with any Organization conform to the GLOA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the GLOA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Indiana, the GLOA shall indemnify any board member, former board member, member, or former member, of the GLOA or any person who may have served at the GLOA's request as an officer, against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such a board member or member, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or

proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The GLOA may purchase and maintain insurance on behalf of any person who is or was a board member or member against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the GLOA would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The GLOA shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors meetings and the general meetings.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Executive Officer at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of executive officers then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of the board of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the Executive Officers of the Greenbriar Lake Owners' Association (GLOA) and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the _____ preceding pages, as the Bylaws of GLOA.

ADOPTED AND APPROVED by the Board of Directors on this _____ day of 20_____.

Kyle Wagers, President - GLOA

Mark Riley, Vice-President - GLOA

Michelle Roberson, Treasurer - GLOA

ATTEST: Kyle Shelborne, Secretary - GLOA