

CONSTITUTION AND BY-LAWS OF THE PRETTY LAKE CONSERVATION CLUB, INC.

ARTICLE I – NAME AND INCORPORATION

Section 1. The name of this organization is: the Pretty Lake Conservation Club, Incorporated (“PLCC”).

Section 2. The Articles of Incorporation of the Pretty Lake Conservation Club were filed with the State of Indiana, Department of State (now known as the Indiana Secretary of State) on November 8, 1949. The Pretty Lake Conservation Club is a Domestic Nonprofit Corporation.

ARTICLE II – PURPOSE

The purposes of the Pretty Lake Conservation Club are to:

Section 1. Preserve, protect, and manage the natural environment within the Pretty Lake watershed for future generations through education, advocacy, and action;

Section 2. Encourage good sportsmanship by educating its members regarding Indiana’s fish and game and boating laws;

Section 3. Promote social activities among the Pretty Lake Conservation Club members and their families; and

Section 4. Cooperate with the Indiana Wildlife Federation, area lakes councils, the Indiana Department of Natural Resources and other conservation organizations to further the purposes of The Pretty Lake Conservation Club.

ARTICLE III - DEFINITIONS

Section 1. The terms “PLCC” and “club” mean the Pretty Lake Conservation Club.

Section 2. The terms “Board of Directors,” and “Board” mean the Board of Directors of the Pretty Lake Conservation Club.

Section 3. The term “Director” means a member of the Board of Directors of the Pretty Lake Conservation Club.

Section 4. The term “President” means the President of the Pretty Lake Conservation Club.

Section 5. The term “Officers” means the President, Vice-President, Secretary and Treasurer (the “Executive Board”) of the PLCC.

Section 6. The term “member” means dues-paying member of the PLCC who is in good standing. “Good standing” means dues are currently paid.

Section 7. The term “Annual Meeting” means the annual Family Picnic of the PLCC, as set each year by the PLCC Board.

ARTICLE IV – MEMBERSHIP AND VOTING

Section 1. Members. The PLCC shall be composed of anyone interested in carrying on the purposes of the PLCC, who is current in payment of the required membership dues and fees as established by the PLCC Board.

Section 2. Voting. Each person that is current in the payment of the established dues shall have voting rights for election of the PLCC Board of Directors. More than one person per household may pay a separate dues amount to become a voting member of PLCC.

Section 3. Dues. An annual dues amount shall be established by the Board. Each dues amount is for one membership in PLCC and is due by April 30 each year to cover membership for the period from May 1 to April 30 the following year.

ARTICLE V - MEETINGS OF PLCC MEMBERS

Section 1. General Meeting. The General Meeting of the members of the PLCC shall be held no less than two (2) weeks prior to the Annual Meeting, on a date selected by the Board of Directors. The purpose of the General Meeting is to discuss the activities of the Board, to report on the financial condition of the PLCC and to select a slate of nominees for election to the Board.

Section 2. Annual Meeting. The Annual Meeting (“Family Picnic”) of the members of the PLCC shall be held in the summer each year, on a date as selected by the Board of Directors. The purpose of the Annual Meeting is to elect the PLCC Board of Directors.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or other designated Officer, through U.S. mail, email, or other such similar means as determined by the Board of Directors. Notice of meetings of the members shall be provided to the members at least 7 days before such meeting. The notice shall specify the place, day, and hour of the meeting. In the case of a special meeting, such notice shall also specify the purpose of

the meeting.

Section 5. Quorum. The presence of 20 members entitled to cast votes shall constitute a quorum for any Board elections by the membership at the Annual Meeting or a special meeting. If, however, such quorum shall not be present, the meeting may be postponed until a quorum shall be present.

Section 6. Absentee Ballots. Any member in good standing may vote in the election of Board members at the Annual Meeting by absentee ballot. The Board will make absentee ballots available by member request. For an absentee ballot to be counted in the election, it must be signed by the member and received by the President no later than 5:00 p.m. the day before the Annual Meeting.

ARTICLE VI – PLCC GOVERNMENT

Section 1. Board Powers and Duties. The PLCC Board shall be responsible for conducting the business of the PLCC. The care, control and disposition of the property and funds of PLCC, the management of its affairs, and the determination of its general policies are vested in the PLCC Board. The PLCC Board may delegate powers to committees, officers, attorneys or agents. The decisions of the PLCC Board shall be binding upon the general membership.

Section 2. Board Composition. The PLCC Board shall be composed of not less than nine (9) nor more than fifteen (15) members, including the President, Vice President, Secretary and Treasurer.

Section 3. Transition. The newly elected Officers and Members of the PLCC Board shall take office at the first meeting subsequent to their election.

ARTICLE VII – BOARD MEETINGS

Section 1. Regular meetings. Regular meetings of the PLCC Board shall be held on a regular interval as directed by a majority of the PLCC Board. Regular meetings of the PLCC Board shall be conducted a minimum of four (4) times each calendar year.

Section 2. Special meetings. Special meetings of the PLCC Board shall be held as directed by the President or by a majority of the PLCC Board.

Section 3. Quorum. A quorum for meetings of the Board shall consist of a simple majority of members of the PLCC Board.

Section 4. Open meetings. All meetings of the PLCC Board (regular and special meetings) are open to all members, unless an executive session for a stated purpose is declared by a majority of the Officers who are present at that meeting. Any member who wishes to address the Board must request to be added to the agenda at

least 2 weeks prior to the meeting.

Section 5. Actions by Voting. Some actions set forth in this Constitution and By Laws require a majority vote of the Directors present at a Board meeting, while other actions require a majority vote of all of the Directors.

ARTICLE VIII – ELECTION OF BOARD MEMBERS

Section 1. Nominating Committee. The Nominating Committee shall consist of three individuals. The chairperson shall be a member of the Board who is appointed by the President. Two additional members of this committee shall be appointed by the Board, at least one of whom must not be a Board member. Before the General Meeting, the Nominating Committee shall obtain the names of any members in good standing who want to serve on the Board.

Section 2. Nominations. During the General Meeting of the PLCC, the Board will announce the number of vacancies there will be for the next term. Current Board members who seek to remain on the Board are automatically nominated for election. Additional nominations for election to the Board shall be presented by the Nominating Committee. Nominations may also be made from the floor by any member in good standing.

Section 3. Voting. Election of Board members shall be by members in good standing, by secret ballot, at the Annual Meeting of the PLCC. At such election, all members in good standing of the PLCC may vote for no more than fifteen (15) nominees. The fifteen (15) persons receiving the largest number of votes for the Board shall be elected. If the total number of Board nominees does not exceed fifteen (15), all of the nominees are automatically elected by acclamation.

Section 4. Term of Office. Directors shall serve until such time as the Director resigns, loses an election or is removed by Board action. There shall be no limit on the number of terms a Director may serve. Terms of departing Directors end at the start of the October meeting of the Board; and terms of new Directors begin at the start of the October meeting of the Board.

ARTICLE IX – DUTIES, ACTION, AND REMOVAL OF BOARD MEMBERS

Section 1. Duties of Directors. The duty of the Board of Directors of the PLCC shall be to:

1.1 Cause to be kept a complete record of all its acts and affairs of the PLCC, and to present a statement thereof to the members by regular publication of a PLCC newsletter, and at the General Meeting of the members.

1.2 Hold accountable all Officers and agents of the PLCC, to make sure that the duties of Officers and agents are properly performed.

1.3 Act in good faith and in the best interests of the PLCC, and promote the interests of the PLCC to the members and to the general public.

- 1.4 Attend all of the regular meetings of the Board of Directors unless excused for good cause and attend the General Meeting of members unless excused for good cause.
- 1.5 Approve an annual budget for the PLCC.
- 1.6 Approve an annual calendar of events for the PLCC.
- 1.7 Establish an amount of annual dues to be paid by members.
- 1.8 Conduct themselves in accordance with the Member and Director Code of Conduct and Ethics Policies set forth in this Constitution and By-Laws.
- 1.9 Keep informed on local, state, and national conservation matters.
- 1.10 Look after the general interests of the PLCC.
- 1.11 Fill any vacancies on the Board created by having less than fifteen (15) Board members.

Section 2. Board Process.

- 2.1 Unless otherwise required elsewhere in this Constitution and By-Laws, the business of the Directors shall generally be by consensus of those present at Board meetings, unless the matter before the Directors is such that clear consensus is not readily discernable by the President, or unless any Director calls for a vote by those Directors present and eligible to vote on such an issue.
- 2.2 Each member of the Board of Directors shall have one (1) vote on all issues, with the exception of the President, who shall vote only in the event of a tie vote.
- 2.3 All financial matters of the PLCC that require approval of the Directors shall be by vote.
- 2.4 All actions of the Board, unless otherwise required elsewhere, shall be by majority vote of the Directors present and voting when a quorum is present.
- 2.5 All elections required by this Constitution and By-Laws shall be by vote.
- 2.6 Roberts Rules of Order shall otherwise determine the procedures to be employed when this Constitution and By-Laws are silent on such procedure.
- 2.7 Voting by proxy is not permitted.

Section 3. Action Taken Without a Meeting.

- 3.1 The Directors shall have the right to take any action without a meeting of the PLCC Board if the PLCC delivers a written ballot to every Director. The written ballot may be delivered by hand or by electronic transmission. The Directors shall have 24 hours to discuss the proposed action, and must vote on the proposed action within 48 hours of receiving the written ballot. The written ballot shall be deemed delivered and received when sent to the Director by hand or by electronic transmission.
- 3.2 The written ballot must do the following:
 - 3.2.1 Set forth each proposed action, and
 - 3.2.2 Provide an opportunity to vote for or against each proposed

action.

3.3 Approval by written ballot under this section is valid only when the following occur:

3.3.1 The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and

3.3.2 The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

3.4 A solicitation for votes by written ballot must do the following:

3.4.1 Indicate the number of responses needed to meet the quorum requirements,

3.4.2 State the percentage of approvals necessary to approve each matter other than the election of directors, and

3.4.3 Specify the time by which a ballot must be received by the corporation to be counted.

3.5 This procedure for action without a meeting applies only to meetings of the PLCC Board, and does not apply to meetings of the PLCC Members.

3.6 Sample Written Ballot:

Written Ballot For A Vote Without A Meeting

[Name] has proposed that the PLCC Board of Directors take the following action without a meeting: [Here, describe the proposed action.] [Name] proposes this action be taken without a meeting because: [Here, describe why this should be taken without a meeting].

Please note:

- *A quorum for the proposed action identified in this written ballot consists of a simple majority of the members of the PLCC Board. As there are [] members of the Board, a simple majority of the members of the Board (a quorum) is [].*
- *The proposed action identified in this written ballot shall be adopted as an action of the PLCC only if the quorum requirement is met, and only if the proposed action is approved by a simple majority of the members who are timely voting on this proposed action without a meeting.*
- *This written ballot is deemed delivered at: [state date and time of delivery.]*
- *The time for voting on this proposed action will expire: [state the date and time.]*
- *You must hand deliver or electronically transmit this written ballot back to [name] before the voting time expires, or your vote will not be counted.*

Name of the Board Member Who is Casting this Ballot:

_____ *Time and date this ballot is cast:* _____

Vote:

_____ *APPROVE*
_____ *DO NOT APPROVE*

_____ *ABSTAIN*

Section 4. Resignation and Removal of Directors; Vacancies.

4.1 Upon a Director's failure to perform the duties of a Director as outlined at Section 1 of this Article, the President shall request the resignation of the Director. Any Director may be removed from the Board, with or without cause, by a majority vote of all of the members of the Board. Such a vote shall be by secret ballot.

4.2 In the event of death, resignation or removal of a Director, the successor shall be selected by a majority of the Board present at the meeting where the vacancy is addressed. Such a vote shall be by secret ballot. Such successor shall serve for the unexpired term of the predecessor.

4.3 At any time there are less than fifteen (15) Board members, the Board, by majority vote, may select members in good standing who are willing to serve to fill the vacancies up to the total number of fifteen (15) Board members.

Section 5. Compensation. No Director shall receive substantial compensation for any service rendered to the PLCC as a Director. However, any Director may be reimbursed for actual expenses incurred in the performance of the duties of a Director. Upon approval of the Board, a Director may be paid reasonable compensation for services rendered for special service provided the PLCC in a role other than as a Director in furtherance of the purposes of the PLCC set forth above in Article II.

ARTICLE X - OFFICERS AND THEIR DUTIES

Section 1. Officers. The Officers of the PLCC shall be a President, a Vice President, a Treasurer, a Secretary, and such other Officers as the Board may create. The Officers must be members of the Board of Directors.

Section 2. Terms of Office. Each Officer shall be elected by the Board and shall hold office for one (1) year unless the Officer shall sooner resign or be removed. The terms of office for departing Officers end at the October meeting of the Board upon the election of the new Officers; and the terms of office for new Officers begin upon their election at the October meeting of the Board.

Section 3. Election of Officers. The election of Officers shall take place at the October meeting of the Board of Directors as follows:

3.1. Officers Must Be Board Members. Officers shall be selected only from those Directors elected at the most recent Annual Meeting.

3.2. Election. Election of the Officers shall be by the Board of Directors, and shall be by secret written ballot. At such election, all members of the PLCC Board of Directors then present may cast one vote for each Office. The Secretary shall receive and count the votes for each office. The person receiving a simple majority of the votes cast for each particular Office shall be elected. If no nominee receives a simple majority, the voting procedure shall be repeated until

a person has been elected to the Office. If there is only one nominee for an office, that nominee shall be declared the elected office holder, without the need for a secret ballot.

Section 4. Resignation and Removal of Officers; Vacancies.

4.1 Upon an Officer's failure to perform the duties of a Director as outlined at Section 5 of this Article, the President shall request the resignation of the Officer. Any Officer may be removed from the Board, with or without cause, by a majority vote of all of the members of the Board. Such a vote shall be by secret ballot.

4.2 In the event of death, resignation or removal of an Officer, the successor shall be selected by a majority of the Board present at the meeting where the vacancy is addressed. Such a vote shall be by secret ballot. Such successor shall serve for the unexpired term of the predecessor. If there is only one nominee for the office, that nominee shall be declared the elected office holder, without the need for a secret ballot.

Section 5. Duties of Officers. The duties of the Officers of the PLCC are those required of Board Members, and the following additional duties:

5.1 President. The President shall: act as the Chief Executive Officer of the PLCC and have general daily supervision of the direction and affairs of the PLCC; control and preside at all meetings of the Board of Directors; advance an agenda of the business for regular meetings to the Directors; appoint Committee Members; see that orders and resolutions of the Board are carried out; sign all leases, contracts, and other written instruments; conduct all elections in a fair manner, consistent with this Constitution And By Laws.

5.2 Vice President. The Vice President shall act in the place and stead of the President in the event of the President's absence or incapacity, and shall exercise and discharge such other duties as required by the Board. The Vice President shall learn the duties of the President, in preparation for becoming President when the President no longer serves in that role.

5.3 Secretary. The Secretary shall: record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; and perform such other duties as required by the Board.

5.4 Treasurer. The Treasurer shall: receive and deposit in designated bank accounts all monies of the PLCC; disburse PLCC funds for normal operating expenses, and disburse other funds only as directed by resolution of the Board of Directors; keep proper books of all PLCC accounts; cause an audit of PLCC books to be made annually by at least two members in good standing, only one of whom can be a current Board member; prepare budgets and statements of income and expenditures to be presented at regular Board of Directors meetings; provide a copy of the annual budget and expenses to the members at the General Meeting; oversee the budget planning process; ensure adequate income is available to achieve the budgeted expenses; anticipate and report financial problems; timely submit any membership dues and insurance

payments; and along with one other Officer, is authorized to sign all checks issued by or to the PLCC.

ARTICLE XI - MEMBER AND DIRECTOR CODE OF CONDUCT AND ETHICS POLICIES

Section 1. Members. PLCC members shall: support the purposes of the PLCC; show respect to fellow club members at all times; show respect and appreciation for the volunteers who give their time to help the club; and always model neighborliness and good citizenship at club events.

Section 2. Board Ethics Policy.

2.1 Directors shall: be honest and ethical in their conduct; comply with applicable laws, rules and regulations governing the PLCC; deal fairly with PLCC members, sponsors, and volunteers; address all conflicts that arise proactively and professionally; provide information to members and other Directors that is accurate, objective, relevant, and timely; and promote ethical behavior as a responsible partner among peers in the club environment.

2.2 Directors must protect and ensure that matters discussed in an Executive Session of the Board that are determined by the Board to be confidential or sensitive may only be disclosed to others when authorized by the Board.

2.3 A Director might not always agree with the outcome of every decision made by the Board as a whole. In such cases, the Director may express his or her personal views on the issue, but such expressions must be balanced with acknowledgment that the outcome is the decision of the Board, and therefore must be accepted by the Director.

ARTICLE XII - RECORDS

Section 1. Upon reasonable notice to the Secretary of no less than 30 days, Constitution and By-Laws, minutes and financial records of the PLCC shall be subject to inspection by any member. Copies of these documents of the PLCC shall be available for members at reasonable cost to the requesting member.

ARTICLE XIII - PROCEDURE

Section 1. Roberts Rules of Order shall otherwise determine the procedures to be employed when this Constitution and By-Laws are silent on such procedure.

ARTICLE XIV – LIMITATIONS

Section 1. No part of the net earnings of the PLCC shall inure to the benefit of, or be distributed to its members, officers, directors, or other private persons, except that the PLCC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. The PLCC shall not participate in any political campaign on

behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the PLCC shall not carry on any other activities not permitted to be carried on by an entity exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any other law.

ARTICLE XV – AMENDMENTS

Section 1. This Constitution and By-Laws may be amended by a majority vote of the Board of Directors.

ARTICLE XVI - DISSOLUTION

Section 1. Upon dissolution of the PLCC, the PLCC Board of Directors shall distribute the PLCC assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall distribute the assets to the state, local, or federal government, for a public purpose, which purposes are generally consistent with the purpose of the PLCC.

Section 2. Any such assets not so disposed of shall be disposed of by the LaGrange Circuit or Superior Court, LaGrange County, Indiana, in a manner generally consistent with the above purposes.

ARTICLE XVII - AUTHORIZATION

Section 1. This Constitution And By-Laws Of The Pretty Lake Conservation Club, Inc. was approved and adopted on April 4, 2018. Further amendments were made by vote of the Board of Directors on September 8, 2020, and June 7, 2022.

Section 2. This Constitution And By-Laws Of The Pretty Lake Conservation Club, Inc. supersede and replace all prior Constitutions and By Laws of The Pretty Lake Conservation Club, Inc.

Section 3. As a historical note, the original By-Laws of the PLCC were adopted on August 17, 1941, and revised in 2013.

MISSION STATEMENT

The Pretty Lake Conservation Club, Inc. is dedicated to provide a unified voice for the concerns of members of the Pretty Lake Community; to insure that their rights and interests are protected; and to protect and enhance the environment and our natural resources.