



RECORD BOOK
OF
BLUE LAKE ASSOCIATION, INC.

A corporation (not for profit) duly organized and existing under and by the laws of
the

State of Indiana

And by the

Certificate of Incorporation

Issued by the Secretary of State of Indiana under the great seal of the State of
Indiana

By-laws established 1st Day of November, 2021

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ARTICLE 1: MEETINGS

Section 1.1: Place of meeting

Any or all meetings of the members, and of the board of directors, of this corporation shall be held within the state of Indiana, provided that no meeting shall be held at a place other than the Blue Lake Community Building in Churubusco, Indiana except pursuant to resolution adopted by board of directors.

Section 1.2: Annual Meeting of Members

An annual meeting of the members shall be held in each year on the **last Saturday of April** at 10:00 am, one of the purposes of which shall be the election of a board of directors.

Section 1.3: Notice of Annual Meeting of Members

At least ten days prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of members, written notice of the time and place of such meeting shall be mailed, emailed, or electronically posted, as hereinafter provided to each member entitled to vote at such meeting.

Section 1.4: Delayed Annual Meeting

If, for any reason, the annual meeting of the members shall not be held on the day hereinto fore designated, such meeting may be called and held as a special meeting, and the same proceedings may be held as at an annual meeting, provided however, that the notice of such meeting shall be the same herein required for the annual meeting. Namely, not less than a ten-day notice shall be given.

Section 1.5: Order of Business at Annual Meeting

The order of business at the annual meeting of the members shall be as follows:

- a. Roll call
- b. Reading the Notice and Proof of Mailing
- c. Reading of minutes of last preceding meeting
- d. Report of President
- e. Report of Secretary
- f. Report of Treasurer
- g. Election of Board of Directors
- h. Transaction of other business mentioned in the notice.
- i. Adjournment (provided that, in the absence of any objection, the presiding officer may vary the order of business at their discretion.

Section 1.6: Special meeting of Members

A special meeting of the members may be called at any time by the President, or by a majority of the board of directors. The method by which such meeting may be called is as follows: upon receipt of a specification in writing, setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the board of directors, the secretary or an assistant secretary shall prepare, sign, mail, or deliver electronic notices requisite to such meeting. Such notice may be signed by the stamped, typed, electronic, or printed signature of the secretary.

Section 1.7: Notice of Special Meeting of Members

At least ten days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place, and purposes of such meeting shall be mailed, emailed, or electronically posted, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 1.8: Organization Meeting of Board

At the place of holding the annual meeting of members and immediately following the same, the board of directors as constituted upon final adjournment of such annual meeting shall convene for electing officers and transacting any other business properly brought before it, provide that the organization meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the directors of such new board.

Section 1.9: Regular Meetings of Board

Regular meetings of the board of directors shall be held not less frequently than once in each month at such time and place as the board of directors shall from time to time determine. No notice of regular meetings of the board shall be required. Monthly meetings are held on the first Tuesday of the month at 7 p.m. at the Blue Lake Community Building.

Section 1.10: Special Meeting of Board

Special meetings of the Board of Directors may be called by any board member with the approval of at least two officers of the board of directors and shall be called by order thereof upon the written request signed by the parties making a request, which request shall be set forth the business to be conducted at such meeting.

Section 1.11: Notices of Mailing

Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mail, email, telephone, electronically, or delivered personally at least two (2) days before the meeting to the usual business or residence address of the board member as shown upon the records of the Corporation.

Section 1.12: Waiver of Notice

Notice of the time, place, and purpose of any meeting of the members or of the board of directors, may be waived by written or electronic notification either before or after such meeting has been held.

Section 1.13: Policies

The Board of Directors may adopt from time to time such policies for the conduct of the affairs of the Corporation as it deems advisable.

ARTICLE 2: QUORUM

Section 2.1: Quorum of Members

A quorum of board members at any meeting of the Board of Directors for any transaction of all business shall be 51% (majority) of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than two (2) officers present. The act of a majority of the board members present at a meeting who constitute a quorum shall be the act of the Board of Directors.

If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action. Directors shall be elected by a plurality of the votes cast (provided a quorum exists). Unless otherwise provided by law or in the Corporation's Articles of Incorporation, and subject to other provisions of these Bylaws, each board member shall be entitled to one vote on each matter, in person or by proxy.

Section 2.2: Action without meeting

Under special circumstances, any action required or permitted to be taken at any meeting of the Board of Directors or at any committee meeting thereof may be taken without a meeting if the action is approved by the majority of the Board of Directors or of such committee. The action can be approved by email or text which will serve as each member's written consent. The approval will be included in the minutes reflecting the action taken.

Section 2.3: Meeting by Telephone.

If unable to make a board or committee meeting in person, members of the board or of any committee designated by the Board may occasionally participate in a meeting by phone or video conference. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 2.4: Special Meetings of the Board

Under special circumstances, any action required or permitted to be taken at any meeting of the Board of Directors or at any committee meeting thereof may be taken without a meeting if the action is approved by the majority of the Board of Directors or of such committee. The action can be approved by email which will serve as each member's written consent. The approval will be included in the minutes reflecting the action taken.

ARTICLE 3: ELECTIONS

Section 3.1: Who is entitled to vote

Except as may be otherwise provided, each member shall, at every meeting of the members, be entitled to one vote in per or by proxy upon each subject properly submitted to a vote. Multiple persons within a household may serve, volunteer, and otherwise enjoy the membership, and vote in matters calling for or requiring a vote from the membership.

Section 3.2: Proxies

No proxy shall be deemed operative unless and until signed by the member and filed with the association. A proxy may not serve for more than one year from the date of written notice unless a shorter period is stated.

Section 3.3: Elections

To vote in any election of the board of directors, a person must be 18 years old, reside within the Blue Lake Association boundaries outlined in Article 8, and be a current paid member of the Association in good standing.

To be a candidate for the board of directors, a person must be a current paid member for at least 12 prior months before they can be considered for nomination unless otherwise approved by a majority of the Board of Directors.

Section 3.4: Nominations

Nominations for candidates for the board of directors shall be accepted between September 1 and October1. Dues must be paid and current by September 1 to be eligible for nomination.

The board of directors will verify all eligible members who will be included on the ballot.

Section 3.5: Inspectors

Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote thereafter shall appoint not more than three inspectors who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be correct until proven otherwise.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1: Number and term of directors

The business, property, and affairs of this corporation shall be managed by a board of directors composed of 7 persons who shall be member of this corporation. Each director shall hold office for the term for which he is elected and until his/her successor is elected and qualified.

Section 4.2 Officers

The Officers of the Corporation shall consist of a President, Vice-President, Treasurer, and a Secretary, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person, except the offices of President, Secretary and Treasurer shall be held by different persons. The Board of Directors may, by resolution, create, appoint and define duties as deemed necessary, convenient or expedient for carrying out the purposes for which the Corporations is formed.

All officers shall be chosen by the Board of Directors at the annual meeting. Each officer shall hold office (unless the officer resigns, is removed or dies) for a rotating term of three years or until a successor is chosen and qualified.

An officer of the board may not run against another officer while serving their three- year elected term unless there is an officer that has resigned, died, or been removed from office by the board. In this case, an officer may resign their post to run for election of the vacated post. The board will choose a replacement for the vacated seat for the remainder of their three-year term. This vacated seat will be an at large position, not an officer. Officers should be from the existing board, and the seat vacated by the board member becoming an Officer shall be filled as an at large position.

The board should hold a special meeting or election to resolve any open seats in this case. In the case of any open seat on the board following an election, the board should hold a special meeting to discuss appointing a new board member for the vacated seat to fulfill the remainder of their elected term. At the end of the three-year term being filled, the appointed board member may run for election in that position, opt out of that position, or run for an Officer position.

Elected board members will serve a 3 year term, with rotating terms such that every year, the board shall have two terms expiring and every third year, three terms shall expire. Any appointed board member shall serve the remainder of the vacated position before seeking election.

Section 4.3: Vacancies

Attendance is expected by all board members at every meeting. If a member cannot attend a meeting, it is expected that their absence is communicated to other board members or officers before the meeting occurs. Any absence that is not communicated to other members of the board will be considered an unexcused absence.

Two consecutive unexcused absences will merit a letter from the board warning that a third consecutive unexcused absence will merit the removal of said board member and the appointment of a replacement to maintain a 7-member board.

If no response is received in the 3rd month, the position will be vacated and the board will appoint a replacement.

Except as otherwise provided By-laws, any vacancy in the Board of Directors occurring by reason of an increase in the authorized number of directors or by reason of the death, withdrawal, removal, disqualification, inability to act, or resignation of a director shall be filled by a majority of directors then in office. The successor shall serve until the next annual meeting.

Section 4.4: Power to Elect Officers:

The board of directors shall select a president, vice-president, secretary and treasurer. All officers must be members of the board of directors.

Section 4.5: Power to Appoint Officers and Agents:

The board of directors shall have power to appoint such officers and agents as the board may deem necessary for transaction of the business of the corporation.

Section 4.6: Power to Remove Officers and Agents:

Any board member may be removed with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Section 4.7: Delegation of Powers

For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 4.8: Power to Appoint Executive Committee

The board of directors shall have power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the corporation between meetings of the board.

Section 4.9: Power to Require Bonds

The board of directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of their duties.

Section 4.10: Compensation

The compensation of directors, officers, and agents may be fixed by the board.

ARTICLE 5: OFFICERS

Section 5.1: President

The president shall be selected by, and from the membership of, the board of directors. The officer shall be the chief executive officer of the corporation. The officer shall preside over all meetings of the board and of the members. The officer shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. The officer shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 5.2: Vice-President

One vice-president shall be chosen from the membership of the board. The officer shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 5.3: Secretary

The secretary shall attend all meetings of the members and of the board of directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. The officer shall safely keep in their custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. He/she shall give all notices required by statute, by law, or by resolution. He/she shall perform such other duties as may be delegated to him/her by the board of directors or by the executive committee.

Section 5.4: Treasurer

The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements. The officer shall deposit all moneys, securities, and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. The officer shall disburse funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, and whenever requested by them, an account of all their transactions as treasurer and of the financial condition of the corporation. If required by the board, the officer shall deliver to the president of the corporation, and shall keep in force, a bond in form, amount, and with a surety or sureties satisfactory to the board, conditioned for faithful performance of the duties of the office, and for restoration to the corporation in case of their death, resignation, retirement, removal from office, of all books, papers, vouchers, money, and property of whatever kind in his possession or under his control belonging to the corporation.

ARTICLE 6: EXECUTION OF INSTRUMENTS

Section 6.1: Checks, etc.

All checks, drafts, and orders for payment of money shall be signed in the name of the corporation and shall be countersigned, by such officers or agents as the board of directors shall from time to time designate for that purpose.

Section 6.2: Contracts, conveyances, etc.

When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the president, vice-president, or secretary may execute the same in the name and behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

ARTICLE 7: POWER OF BOARD TO BORROW MONEY

The board of directors shall have full power and authority to borrow money whenever, in the discretion of the board, the exercise of said power is required in the general interests of this corporation. In such case the board of directors may authorize the proper officers of this corporation to make, execute, and deliver in the name and behalf of this corporation such notes, bonds, and other evidence of indebtedness as said board shall deem proper. Said board shall have full power to mortgage the property of this corporation or any part thereof, as security for such indebtedness, and no action on the part of the membership of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

ARTICLE 8: MEMBERSHIP AND DUES

Any property owner or renter, with maximum membership of renters to be 25% of membership and/or board of directors, of the Blue Lake Association, Whitley County, Indiana, with boundaries to the North to Highway 33 North, south to Anderson road, west to 550 East, East to Highway 33 North, may become a member in this corporation by paying annual dues as determined annually by the Board of Directors, payable annually by the first day of June of each year. Membership payments received after April 1st shall be considered payment for the current year, ending on the following March 31st.

While membership may be offered to persons outside the boundaries mentioned above, VOTING membership shall require residency or rental of property within the designated area.

As membership is designated by property address, be it known that multiple persons residing at one address, meeting the criteria outlined in Article 3, shall have the right to vote in elections and any other actions calling for or requiring a vote.

ARTICLE 9: AMENDMENT OF BY-LAWS

Section 9.1: Amendments, How effected

By-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members at any regular or special meeting if notice of such proposed change are contained in the notice of the meeting. Or likewise, such amendment/change to the By-Laws, may be passed by the Board of Directors with appropriate affirmative vote, and adopted at a subsequent regular meeting, provided that any By-laws changes/amendments pass by majority vote and quorum rules.

Also, provided, however, that no change of the date for the annual meeting of members shall be made within thirty days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting by all members entitled to vote at the annual meeting.