

BYLAWS OF THE Crooked Lake Association, INC.

Adopted by the Board of Directors June 2003; Revised June 7, 2014; November 17, 2019; March 8, 2020; May 15, 2025, Approved June 19, 2025

Definitions:

Crooked Lake: The term “Crooked Lake” refers to approximately 200 acres in Noble and Whitley Counties, Indiana, the larger basin consisting of approximately 160 acres and the smaller basin consisting of approximately 40 acres. The terms “Crooked Lake” and “Little Crooked Lake” may also be used to refer to both basins together or to distinguish one basin from the other. As the headwaters of the Tippecanoe Watershed, the water quality of Crooked Lake impacts the water quality of the entire watershed.

Corporation: The Crooked Lake Association, Inc. (hereafter Crooked Lake Association, Association or Corporation) is a public benefit corporation organized for public, charitable, and scientific purposes to restore and preserve the water quality of Crooked Lake. The Articles of Incorporation were issued on December 21, 1994; however, a lake association has been in effect since the 1970s.

Article I Purpose and Objectives

The following are the purposes and objectives of the Corporation

The purposes for which the Corporation is formed are exclusively charitable, scientific and educational within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. The purposes shall include the following:

- (a) Restore Crooked Lake as closely as possible to its clean and natural state.
- (b) Preserve the natural beauty and uniqueness of Crooked Lake for the future use and benefit of the public.
- (c) Implement proven scientific land and water management practices to reverse shoreline erosion, sediment build up, pollution, and any other environmental threats to healthy water in Crooked Lake and the Tippecanoe Watershed into which it flows.

(d) Provide informational and educational programming to stakeholders and the public to improve the awareness and knowledge of land and water management best practices.

(e) Work cooperatively with the Indiana Department of Natural Resources, owners of land in the Crooked Lake sub watershed, and other entities to conserve the health of the Crooked Lake Nature Preserve, including prevention of soil erosion and sediment run off into the lake, and fund raising to purchase adjacent farm property polluting the lake.

Article II

Members

Section 2.01, Members of the Crooked Lake Association shall be persons who live in the Crooked Lake sub watershed or property owners in the sub watershed (located in Whitley & Noble counties in Indiana) and who have paid the annual dues as established by the Board of Directors. Membership shall cease when a person no longer lives or owns property in the sub watershed.

Section 2.02, Each Crooked Lake Association paid member shall have one vote.

Article III

Meeting of Members

Section 3.01, An annual meeting of the members shall be held for the purpose of hearing reports from all officers and standing committees and for electing directors. Interested persons who are not members may attend meetings but will have no voting rights.

Section 3.02, Special meetings shall be held at such times and at such places as shall be determined by the officers of the corporation's board of directors.

Section 3.03, Only persons who have paid their dues for the current fiscal year are members of the Association and are in attendance at an annual or special meeting have voting rights.

Article IV

Board Of Directors

Section 4.01, Directors shall be members of the Corporation.

Section 4.02, The number of directors shall be a maximum of twelve (12), each to serve a three (3) year term. Terms shall be staggered to ensure continuity by minimizing the number of directors that enter and exit the Board each year.

Section 4.03, Any mid-term vacancies on the Board shall be filled by the Board. Appointments to these mid-term vacancies will be for the remainder of the term that was vacated. Directors appointed to fill mid-term vacancies shall be eligible to serve up to two full three-year terms immediately following the end of their mid-term vacancy appointment.

Section 4.04, The Board shall meet as often as determined by the officers of the Board.

Section 4.05, The Board of Directors shall manage the business of the Corporation.

Section 4.06, A quorum is required to conduct Corporation business in a board of directors meeting. A quorum is reached when at least fifty-one percent of the current directors are present at a meeting.

Section 4.07, The Corporation shall maintain and pay for directors' and officers' insurance. Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 4.08, The term limit of each Board member shall be three (3) years, but one additional three-year term may be served if both the Board and the individual agree. After a maximum of six (6) years or two complete three-year terms, the person must leave the Board for at least one (1) year before being allowed to rejoin.

Section 4.09, Any current member of the Association can attend meetings of the Board of Directors. These individuals may participate in the meeting discussion only at the invitation of the president, time dependent. These individuals do not have the right to vote.

Section 4.10 A director can be removed from their position by a vote of 75% of all the directors who serve on the Board of Directors.

Article V

Officers

Section 5.01. Officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer.

Section 5.02. The officers shall be members of the Corporation, shall be elected by the Board of Directors, and shall serve for a term of one year, with a maximum of six consecutive one-year terms possible. All officers shall be directors on the Board of Directors.

Section 5.03. The president shall preside at all meetings of the Corporation and of the Board of Directors. The president shall exercise general supervision of the affairs and activities of the Corporation. The president shall serve as an ex officio member of all standing committees. The president shall be the custodian of all corporate records.

Section 5.04. The vice-president shall assume the duties of the president during the president's absence.

Section 5.05. The secretary shall keep the minutes of all meetings of the Corporation and the Board of Directors, which shall be an accurate and official record of the business transacted.

Section 5.06. The treasurer shall receive all Corporation funds, keep them in a financial institution approved by the Board of Directors. The treasurer may pay out funds up to \$1,000 under the treasurer's own signature upon proper invoice. Payments above this amount will require a signature (including electronic signature) by the board president. The treasurer shall serve as the registered agent for the Corporation and shall inform the Board of Directors of any notices received as the registered agent.

Section 5.07. A vacancy in an office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5.08 An officer can be removed from their position by a vote of 75% of all the directors who serve on the Board of Directors.

Article VI

Committees

Section 6.01. Executive Committee. There shall be an Executive Committee composed of the president, vice-president, secretary and treasurer. The president shall be chairperson of the Executive Committee. A majority of the members constitute a quorum. The Executive Committee shall be a standing committee. As needed, it shall have the authority to meet and act on behalf of the Board in the absence of the Board. All such decisions made by the Executive Committee must be reported to and considered by the Board at its next meeting and recorded in the board minutes.

The Executive Committee shall serve as the Board's Nomination Committee for the selection of Board members and officers unless otherwise determined by the Executive Committee.

Section 6.02. Other Committees. Standing Committees are permanent committees of the Association. Standing Committees, other than the Executive Committee, may be created and abolished by the Board, which shall define their duties and powers. The chairperson of each standing committee shall be selected by the Board president or the Executive Committee, need not be a director, but must be a current member of the Corporation. Other committee members need not be directors or members of the Corporation. Each committee chairperson may select additional members. A majority of the committee members present constitute a quorum.

Ad hoc committees are created for specific and limited purposes, and end when their purpose is completed. Ad hoc Committees may be established by the corporation president, Executive Committee and/or the Board of Directors. Ad hoc Committee Chairs need not be a director but must be a member of the corporation. Chairs may be appointed by the corporation president,

Executive Committee and/or the Board of Directors. Other committee members need not be directors or members of the Corporation. Each ad hoc committee Chair may select members in addition to those appointed by the president, Executive Committee and/or the Board of Directors. A majority of committee members present constitute a quorum.

All standing and ad hoc committees shall report their activities to the board on a regular basis.

Section 6.03. Actions a Committee May Not Take. A committee may not authorize a distribution; but the Executive Committee may authorize reasonable compensation for services to the Corporation and, in carrying out the Corporation's purposes, may make payments and donations not inconsistent with the Restated Articles of Incorporation, these Bylaws or law.

With the exception of the Executive Committee acting in the absence of the Board of Directors, a committee may not authorize financial distributions or transactions.

A committee, including the Executive Committee, may not approve the dissolution or merger of the Corporation or the sale, pledge or transfer of any corporate assets.

Section 6.04. Minutes of Committees. Each committee shall report its activities to the Board which are to be recorded in Board minutes.

Article VII

Fees, Dues and Additional Funds

Section 7.01. The Board of Directors shall determine the amount of the Crooked Lake Association membership annual dues. The membership year shall be July 1 to June 30.

Section 7.02. The fiscal year shall be July 1 to June 30.

Section 7.03. The Board of Directors may request additional funds from association members as may be determined to be needed by a vote of the Board of Directors.

Article VIII

Gifts, Funds, & Dissolution

Section 8.01. Limitation on Acceptance of Gifts, Devices and Bequests. The Corporation may accept gifts consistent with the charitable purposes of the corporation and its policies related to gifts, and section 501(c)(3) of the Internal Revenue code.

Section 8.02. Investment of Gifts. Individuals or entities may designate gifts to the general fund or restrict their donation for a specific purpose approved by the Corporation and consistent with these bylaws. The Corporation may invest general and restricted funds consistent with the need and purposes for these funds. Earnings from restricted funds shall be allocated to the general fund.

Section 8.03. Depository. The funds of the Corporation shall be deposited in financial institutions selected by the Board of Directors. The funds may be withdrawn and disbursed by such officers as are designated by the Board of Directors.

Section 8.04. Disposition of Assets Upon Dissolution. Upon dissolution of the Corporation, its assets, remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or its successor, including to the federal government or a state or local government if required by law, but with preference to the following 501(c)(3) organizations in the following order:

1. To a 501(c)(3) successor entity whose purposes are consistent with the purposes stated above.
2. To The Watershed Foundation in Indiana which is a 501(c)(3) entity to be used exclusively for the restoration and preservation of Crooked Lake and Little Crooked Lake to their natural states.
3. To the Crooked Lake Conservation Fund est. by John and Aileen Meier, a 501(c)(3) endowment fund which is an asset of the Community Foundation of Whitley County in Indiana.

Article IX

Corporate Records

Section 9.01. Corporate Records. The Corporation shall keep its records in written form or other form capable of conversion into written form within a reasonable time.

The Corporation shall keep all Corporate records for ten years or in accordance with its Records Retention Policy.

Section 9.02. Location of Records. Copies of Corporate records shall be kept in the office or home of the current board president. Upon election of a new president the records shall be labeled, boxed and transferred to the new president.

Section 9.03 The Corporate records may be listed in a Records Retention Policy and may include any of the following: Articles of Incorporation, Bylaws, Minutes of Board Meetings and attached Treasurer Reports, approved and signed grants in contract form, Board of Directors Insurance Policies.

Article X

Miscellaneous

Section 10.01, Amendments. These Bylaws may be amended in whole or part, by the affirmative votes of two-thirds (2/3) of the members of the Board at any meeting of the Board if notice of the proposed amendment has been given in writing to each director at least ten (10) days before the action on the proposed amendment is taken.

Section 10.02 Constructions and Terms.

- (a) If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.
- (b) Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.