

SILVER LAKE ASSOCIATION, INC. BY-LAWS

ARTICLE 1 – NAME AND PURPOSE

The name of the organization shall be the Silver Lake Association (SLA). The purpose of SLA shall be to protect and improve the environmental quality of Silver Lake and its watershed, and the quality of the life around the lake (recreational, commercial, industrial, and social).

ARTICLE 2 – ASSOCIATION MEETINGS

Section 1. Meeting Attendance

All members whose dues are currently paid-in-full and “Invited Guests” are entitled to attend all SLA Meetings.

Section 2. Regular Meeting

Regular Board Meetings will be held the second Saturday of every month from April to September at some convenient place within the vicinity of Silver Lake. Minutes of each meeting will be provided 14 days after the previous meeting. The Agenda of each meeting will be provided seven (7) days prior to each meeting. Seven (7) days’ notice shall be given to change any scheduled meeting.

The general order of Business at all meetings shall be:

Pledge to the Flag

Previous meeting minutes

Treasurer’s Report

President’s Report

Committee Reports

Old Business

New Business

Miscellaneous Business scheduled on the Agenda

Section 3: Annual Meeting

The SLA Annual Meeting shall be held on the second Saturday in August each year. The election of Officers, Tract Directors and Alternate Tract Directors, SLA by-laws amendments, and other meeting items, as may come to the membership, occurs at this meeting. Said meeting shall be held at some convenient place and time within the vicinity of Silver Lake. Notice of the Annual Meeting shall be published and communicated to the members in the most convenient way at the time of disbursement.

This includes the regular meeting order of business and:

Election of Tract Directors, Alternate Tract Directors (Annual Meeting Only)

Election of Officers (Annual Meeting Only)

By-Law Amendments (Annual Meeting Only)

Section 4. Special Meetings

Special Meetings may be called at any time by:

- a. the President
- b. the Executive Board
- c. any five (5) Tract Directors, or
- d. the President at the written request of ten (10) active SLA members. Such request shall state the proposed meeting purpose(s).
- e. Notice of each special meeting of the Board, stating the time, place, and purpose or purposes, shall be given by the SLA President or by the Secretary or by any five (5) Tract Directors, to each member of the Board, at least ten (10) days prior to the date fixed for such meeting.
- f. No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meeting.
- g. Special Meetings of the Executive Board may also be held at the request of any Executive Board member at any place and time, with at least five (5) days' notice, if it involves a personnel problem.

Section 5. Quorum

At any Executive Board meeting, four (4) members shall constitute a quorum. A majority of such quorum shall decide any question that may come before the meeting. In the absence of a quorum, a majority of the Board present, at any regular or special meeting may adjourn the meeting without further notice other than announcement at the meeting, until a quorum is present. At such an adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

At any SLA Meeting regular and/or annual meeting, ten (10) members eligible to vote shall constitute a quorum. A majority of such quorum shall decide any question that may come before the meeting. In the absence of a quorum, the members eligible to vote, which are present in person, shall have the power to adjourn the meeting without further notice other than announcement at the meeting, until the needed number of voting members shall be present.

Section 6. Voting

Only Active members (see Article 6) may vote at the SLA Annual Meeting. At Regular and Special Meetings of the Board, only the Officers, Tract Directors or the designated Alternate Tract Directors, who have paid their dues for the current year, may vote. At all meetings votes shall be by voice or show of hands. Upon the request by any member entitled to vote, the vote on any question before the SLA, or the vote for electing officers, Tract Directors, or Assistant Tract Directors, may be by secret ballot.

Section 7. Means of Electronic Communication

Notwithstanding any provision in these By- Laws that provides that a meeting be held in person or at any particular location, the President or the Executive Board is authorized to determine that any meeting be held by means of electronic communication as would be permitted by the not-for-profit corporations' law.

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ARTICLE 3 – TRACT DIRECTORS

Section 1. Tract Directors and Term of Office

The SLA business shall be managed by Tract Directors consisting of a minimum ten (10) members together with the SLA Officers. A Tract Director or Alternate Tract Director must be an active SLA member (see Article 6). Each Tract Director shall be elected for a term of one year. As near as practicable, one Tract Director shall be elected for each tract and that Tract Director represents their tract. One or more Alternate Tract Director(s) shall be elected for each Tract, depending on the size of the Tract and the need for help by the Tract Director in collecting dues, communicating SLA information with members and distributing SLA materials (e.g. directories, flares, pie tins). In the event that any Tract Director is unable to attend any meeting, he/she may designate one of the Alternate Tract Directors to act in the place of the absent Tract Director and vote at such meeting, with the same effects as if the Tract Director was present in person. Voting is limited to Tract Directors or the designated Alternate Tract Director in the absence of the Tract Director, one vote per Tract. The Tract Directors as such shall not receive any stated salary for their services.

Section 2. Election of Tract Directors

The Tract Directors and Alternate Tract Directors of the SLA shall be elected at Annual Meeting of the SLA, or at any meeting of the SLA held in lieu of such Annual Meeting, which meeting, for the purpose these By-Laws shall be deemed the Annual Meeting. The election shall be by plurality vote.

Section 3. Vacancies

Resignation from the position of Tract Director or Alternate Tract Director must be in writing and received by the SLA Secretary and the SLA President. Vacancies of Tract Director and Alternate Tract Directors shall be filled by a vote of the majority of the remaining members of the Board for the balance of the year at a regular meeting or a duly called Special Meeting of the Board. If at any time the number of Tract Directors shall be increased, the additional Tract Directors shall be elected by the affirmative vote of a majority of the Board then in office at any Regular or Special Meeting called for that purpose.

Section 4. Removal of Tract Directors

A Tract Director or Alternate Tract Director may be removed from his/her position when sufficient cause exists for such removal. Failure to perform the duties is sufficient cause. Duties include and are not limited to collecting dues, selling flares, and distributing materials, representing his/her Tract. The Tract Director(s) involved in such an action would be notified one month prior to taking action. A two-thirds (2/3) majority vote of the Board is required for removal of a Tract Director.

ARTICLE 4 – OFFICERS

Section 1. Officers

The SLA Officers, shall consist of a President, Vice President(s), Secretary, Treasurer, Assistant Treasurer, and Immediate Past President (one year only). The Officers shall constitute the Executive Board. If an Officer holds more than one position, he/she is entitled to only one vote. The Executive Board may also appoint members-at-large- who has (have) special skills/knowledge that would benefit the Executive Committee in their deliberations.

Officer Terms- The President, Vice President(s), Secretary, and Treasurer, shall serve terms of two (2) years, staggered such that the elections of President, second Vice President and treasurer occur in alternate years as those of 1st Vice President, and Secretary. To set a two (2) year staggered pattern, the President, 2nd Vice President and Treasurer shall be elected in odd years and the 1st Vice President and Secretary, shall be elected in even years. The Assistant Treasurer is for a term of two (2) years, staggered with Treasurer.

Section 2. President

The President of the Executive Board shall be the SLA Chief Executive Officer (CEO); he/she shall sign such instruments as may be authorized by the Board; he/she shall have the general powers and duties of SLA management which usually pertain to the office, and shall performs such other duties as are required by the Board. The President shall convene regularly scheduled meetings, shall preside at or arrange for other members of the Executive Board to preside at each meeting in the following order in his/her absence: 1st Vice President, 2nd Vice

President, Secretary, Treasurer and Assistant Treasurer. The President shall be an ex officio member of all committees.

Section 3. Vice President

The Vice President(s) shall, in the absence of the President, perform the duties of that office, he/she shall have such powers and perform such other duties as usually pertain to such office or as properly required of him/her by the Board.

Section 4. Secretary

The Secretary shall issue notices of all SLA Meetings to the Board and its members, where notice of such meeting is required by law or these By-Laws; he/she shall keep the minutes of all Meetings; sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member and assuring the SLA records are maintained. He/She shall sign such instruments as require his/her signature. He/She shall provide critical and/or emergency notices to Lakers through whatever means he/she deems best. He/She shall serve as the liaison to the community and likewise bring community information back to the Silver Lake Association.

Section 5. Treasurer

The Treasurer shall have the care and custody of all monies and securities belonging to the SLA; he/she shall enter in the books of the SLA to be kept by him/her for that purpose, full and accurate accounts of all monies received and disbursed by him/her on account of the SLA; he/she shall sign such instruments as require his/her signature, and shall perform such other duties as usually pertain to his/her office or as properly required of him/her by the Board. If an Assistant or Assistants are required, the Executive Board shall appoint those required. The Treasurer shall provide a full and detailed financial report at each meeting.

Section 6. Assistant Treasurer

He/She shall assist the Treasurer with any duties as instructed above and authorized by the SLA Board.

Section 7. Salaries

No SLA Officer or Member as such shall receive any salary or payment for his/her duties as an SLA Officer, Director, or Member.

Section 8. Vacancies of Officers

Upon receiving a letter of resignation from an SLA Officer, the Executive Board by affirmative vote of the majority thereof, expressed at a duly called Meeting of the Executive Board may fill such vacancy for the unexpired term.

Section 9. Contracts

All legal documents, contracts, and agreements obligating the SLA, shall be signed by two (2) current SLA Officers.

ARTICLE 5 – FINANCES

The funds of the SLA shall be deposited in its name with such bank or banks, trust company or trust companies as the Board from time to time may designate. All checks, notes, drafts, and other negotiable instruments of the SLA shall be signed by the President or Treasurer or others in their stead as the Board shall designate. No Officer, member, or agent of the SLA, either individually or together, shall have the power to make any check, note, draft, or other negotiable instrument in the Name of the SLA or to bind the SLA thereby unless authorized by the Board. An Internal Review of financial transactions shall be completed annually upon written request of 2 or more Board members prior to the Annual Meeting of the SLA. A detailed Yearly Report will be communicated to the Membership at the Annual Meeting. To effectively address potential off-season expenses and needs, the Executive Board may spend up to three-hundred unbudgeted dollars (\$300) between the September and April meetings without Board approval.

ARTICLE 6 – MEMBERSHIP

There shall be three (3) membership categories: Active, Business, and Supporting. Only Active members have voting rights at an Annual Meeting.

Active: A paid-in-full individual adult owner of real property within the Silver Lake Vicinity. If a person ceases to be a property owner in the Silver Lake Vicinity, then

that person is not an active member. If multiple persons own a single property, they are only allowed a single vote at the Annual Meeting. It is a property-owning group's responsibility to determine who among their group casts their single vote.

Business: Paid-in-full persons or organizations having business operations within the Silver Lake Vicinity and having an interest in the well-being of Silver Lake.

Supporting: Any paid-in-full individual adult renting a dock space, a campsite, or a cottage/home, not owning real property within the Silver Lake Vicinity.

ARTICLE 7 – DUES

The Board may set dues schedules for Membership. The Membership and Fiscal Year shall be January 1 to December 31 with the payment due on or before the Annual Meeting and reported in the SLA Directory the following year. The Board may recommend an increase or decrease in the annual dues. Such recommendation or amended version of the recommendation shall not become effective until approved, by a simple majority vote of the membership at the Annual Meeting.

ARTICLE 8 – COMMITTEES

Section 1. Appointing of Committee Chairpersons and Committee Members

The President of the SLA shall review the previous committees and reappoint them as required. Committee Chairpersons and Committee Members shall be active SLA Members. The Water Quality Committee is a permanent Committee. The President of the SLA may form a new committee and appoint Committee members subject to the approval of the Board at the next regularly scheduled or specially called Meeting. Committee Chairpersons shall provide an activity report at each Meeting, if applicable. The report may be delivered in person, by a Committee member assigned by a Committee Chairperson, or by a written report given to the President or Secretary to be read at any Meeting. The written report shall be submitted seven (7) days prior to the meeting, when possible, to allow the subject to be added to the Agenda.

Section 2. Removal of Committee Members

A Committee Chairperson or Committee Member may be removed from his/her position when a sufficient cause exists for such a removal. The Committee Chairperson or Committee involved in such an action would be notified one month prior to taking action. A two-thirds (2/3) majority vote of the Executive Board in attendance is required for the removal of a Committee Chairperson or Committee Member.

ARTICLE 9 – AMENDMENTS

These By-Laws may be amended by two-thirds (2/3) of members eligible to vote who are present at the Annual Meeting, provided that such amendment(s) shall have been published at a regular or special meeting prior to the Annual Meeting, and that a quorum, as defined in these By-Laws, is present at such meeting.

ARTICLE 10 – PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be the authority on Parliamentary Procedure covering all matters not provided for by the constitution and By-Laws.

ARTICLE 11- DEFINITIONS

Active Member - *A member of the SLA in good standings with dues paid for the current calendar year.*

Annual Meeting – *The Silver Lake Association Public Meeting held the second Saturday in August.*

Alternate Tract Director – *An Active Member voted in by the SLA's membership to assist Tract Directors with their duties.*

The Board – *The Board consists of Tract Directors, Alternate Tract Directors, and the Executive Board.*

Executive Board - *The Officers of the SLA consisting of the President, Vice President(s), Secretary, Treasurer, and Assistant Treasurer.*

Invited Guests - *Anyone not a member of the SLA invited to any of the SLA monthly meetings by an Active Member.*

Members in Good Standing-Members with dues paid for the current year.

Monies- Any cash assets belonging to the SLA.

Tract- A specific division of properties within the Watershed of SLA.

Tract Director/ Assistant Tract Directors- An Active Member of the SLA elected by the SLA membership to represent their Tract or a Tract assigned to them by the Board. Their duties are: to collect dues, to communicate SLA information, and to distribute-materials and flares to their respective Tract members. They will represent their Tract in the best interest of the majority of the Tract members. Members are not allowed to distribute materials to any Tract without the express consent of said Tract Director.

ARTICLE 12- CONFLICT OF INTEREST

Section 1.

(a) The purpose of this Conflict of Interest Policy is to ensure that Officers, Executive Board Members, Committee Members and Tract Directors of the Association act in the best interests of the Association ~~and~~ as would be required by Section 715 of the Not-for-Profit Corporation Law.

(b) A conflict of interest arises when an Officer, Executive Board Member, Committee Member, Tract Director/Assistant Tract Directors of the Association, or a close relative -- (a) spouse or domestic partner, (b) parent, or (c) sibling, child, grandchild or spouse thereof -- or business associate of such person, has a financial interest in, or a business, employment or fiduciary relationship with, an entity with which the Association has or is considering a transaction or arrangement.

(c) Promptly upon learning of such a transaction or arrangement, a person having such interest or relationship ("Interested Person") shall promptly disclose the material facts concerning such interest to the Executive Board. Such disclosure may be made by written or electronic communication to the President, who shall refer it to the Executive Board, either orally, or in a meeting of the Executive Board, in which case it shall be recorded in the minutes of the meeting.

(d) The "Interested Person" may explain the circumstances of the conflict

of interest to the Board, but shall not be present at or participate in the deliberation or vote on the matter by the Board, and shall not attempt to influence the deliberation or vote on the matter.

(e) The existence and resolution of the conflict shall be documented in the minutes of the meeting of the Board at which the conflict was discussed or voted upon.

(f) If a conflict of interest arises from any transaction, agreement or any other arrangement in which an Officer, Committee Member or Tract Director of the Association, or a relative, or an entity in which such person or relative has a financial interest -- all as further defined by Section 102 of the Not-for-Profit Corporation Law -- then the Board shall: (i) prior to entering into the transaction, consider alternatives to the extent available; (ii) approve the transaction by not less than a majority vote of the Board Members present at the meeting; and (iii) contemporaneously document in writing (either in the text of or attached to the minutes of the meeting) the basis for the Committee's approval, including its consideration of alternative transactions.

(g) Upon initial election of any Officer, Member of the Executive Board, Tract Director/Assistant Tract Director, and/or Committee Member, each must sign and submit to the President and/or Vice President a Disclosure Statement (see appendix 1) identifying, to the best of his or her knowledge, any entity (a) of which he or she is an officer, director, trustee, member, owner (either as sole proprietor or partner) or employee and (b) with which the corporation has a relationship, and any transaction in which he or she might have a conflicting interest.

Section 2. Confidentiality

Every Officer and Member of the Executive Board of the Association shall take care not to disclose to any other person confidential information relating to the Association, except as required in the performance of his or her duty or by applicable law.

Section 3. Gifts

No Officer, Member of the Executive Board or Committee Member shall accept any gift from or on behalf of an employee, prospective employee, or person or organization that does or proposes to do business with the corporation.

By- Laws were updated and Approved by the Membership at the August 11, 2018 Annual Meeting.

By- Laws were updated and Approved by the Membership at the July 9, 2022 Annual Meeting. *RGC*

By- Laws were updated and Approved by the Membership at the August 10, 2024 Annual Meeting.

By- Laws were updated and Approved by Membership at the August 9 and September 13, 2025 Annual Meeting.