

CONSTITUTION AND BY-LAWS

THE LOON LAKE PROPERTY OWNER'S ASSOCIATION INCORPORATED

[Indiana Secretary of State Corporation Control ID 1995040464] ⁽²³⁾

ARTICLE I

NAME

The name of the Association shall be: THE LOON LAKE PROPERTY OWNER'S ASSOCIATION INCORPORATED.

ARTICLE II

AIM AND PURPOSE

It shall be the aim and purpose of this organization to conserve land, maintain the natural beauty and resource of LOON LAKE, to supervise, protect and save from loss, injury or decay:

- A. Fish and game
- B. Property
- C. Community rights and interests
- D. The rights and interest of individuals
- E. To develop and preserve a good will and fellowship among the residents and visitors at LOON LAKE. For such purpose the President shall be empowered to appoint such committees as may be authorized by the Association to accomplish the above aim and purpose.
- F. No profit motive is intended in the activities of this Association, except in the promotion of the general community welfare.

ARTICLE III

SECTION I

OFFICES

Officers

The officers of this Association shall be President, Vice President, Secretary, Treasurer and seven (7) Directors of the Board.^(6.)

Footnote: (6.) Article III Section I, Offices-Officers -Changed from (5) to (7) Directors of the Board 8/30/08
(23) Constitution and By-Laws – Add Indiana Secretary of State Corporation control number. 8/24/13

SECTION II

TERMS OF OFFICE

Terms of Offices

- A. All officers shall serve for a one year period or until their successors have been regularly elected and qualified.
- B. The President and Vice President may serve for a second term if regularly re-elected by the Association. They are not eligible to serve again in the same capacity until one year has elapsed.
- C. The Secretary may serve for an unlimited number of terms if regularly re-elected by the Association.
- D. The Treasurer may serve for an unlimited number of terms if regularly re-elected by the Association.
- E. Vacancies: Any office may be declared vacant for good and sufficient reason by a majority vote of the Board of Directors. ⁽¹⁴⁾ Sickness, continued absence or failure to function shall be considered good and sufficient reasons for declaring a vacancy. All vacancies shall be filled by the Board of Directors and they shall serve until the next annual meeting.

SECTION III

DUTIES

Duties

- A. The President shall preside over all meetings of the Association, He/She shall have the authority to set the date and place for all meetings of the Association. He/She shall cause the Secretary to notify all paid-up members of general and special membership meetings at least five (5) days in advance. ⁽²⁴⁾ He/She shall approve any bill over \$500.00 ^{(1) (28)} by signature before they can be paid. He/She shall assure all minutes are read, corrected as required and approved by all present at all Board, special and general membership open meetings. ⁽¹⁵⁾ He/She shall be an Ex-officio member of all committees, except the executive committee of which He/She shall be chairman. He/She shall become a member of the Board of Directors for one year following His/Her term of office.

Footnotes: (1.) *Article III Section III, Offices-Duties A. -Amount changed from \$25 to \$100 8/25/2007*

(14.) *Article III Section II, Term of Office-E. -Clarify vacancy approved by Board of Directors. 8/24/13*

(15.) *Article III Section III, Duties-A. Eliminate signature requirement – assure minutes are approved during meeting. 8/24/13*

(24) *Article III, Section III, Duties- A. Clarify notification for general and special membership meetings. 8/24/13*

(28) *Article III, Section III, Duties –A . Changed co-sign level from \$100 to \$500. 8/25/2018*

- B. Vice President shall, in the absence of the President, preside of all meetings of the Association. Additionally, he/she shall be authorized to perform all other duties of the President as noted in Section III-A when the president is unable to perform them. ⁽¹⁶⁾**
- C. The Secretary shall keep accurate minutes of all meetings of the Association. The minutes shall include the names of the members presenting a motion, text of the motion, the name of the second, and final disposition of the motion, He/She shall keep an accurate record of all minutes and present them at the next meeting. He/She shall keep a record of all committees and names of said members of said committees**
- D. The Treasurer shall have the custody of and be responsible for the safekeeping of all funds belonging to the Association and coming into His/Her hands. He/She shall notify the membership of dues and when due and shall collect all membership dues. ⁽¹⁷⁾ He/She shall pay all bills up to \$500.00^{(2,)(30)}. He/She shall get approval of the President by signature of all checks over \$500.00 ^{(2,)(30)}. Any withdrawals or transfers of funds require two signatures, one by the President and one by the Treasurer. Any bill over \$500 shall be pre-approved ⁽¹⁸⁾ by a majority of the Board of Directors. He/She shall allow a mandatory audit of the books once per year by the Board of Directors. The Treasurer shall also be responsible for filing with the Indiana Secretary of State at Business Services Division 302 West Washington Street, Room E - 018, Indianapolis, IN 46204 the annual Business Entity Report. This shall be done on the anniversary of our incorporation (on or around April 3rd). A fee is required. ⁽²¹⁾**
- E. There shall be no less than five (5) Directors appointed by the President and approved by the membership at the Spring membership meeting. The Directors shall be assigned to various geographic divisions as designated by the President for the purpose of assisting in the functioning of the affairs of promoting general goodwill among members and non-members in his/her division. One of the Directors shall be assigned by the President the responsibility of maintaining the “The LLPOA Constitution and By-Laws”⁽²²⁾ ⁽³¹⁾ The Directors shall act as a nomination committee. They will assist in assuring a smooth transition from year to year and advise officers during any project. A quorum at any meeting of the Board shall consist of a majority of the entire membership of the board. A majority of such a quorum shall decide any question that may come before the board or meeting.**

Footnotes:

(2.) Article III Section III, Offices-Duties D. -Amount changed from \$25 to \$100 8/25/2005

(16.) Article III Sections III, Duties- B. Assign VP full President responsibilities in their absence. 8/24/13

8/24/13

(17.) Article III Section III, Duties-C. & D. Move Secretary dues notification and collection to Treasurer.

8/24/13

(18.) Article III Section III Duties-D. Increase bill payment from \$100 to \$500 with pre-approval required.

(21.) Article III Section III Duties-D Add Business Entity filing requirement. 8/24/13

(22.) Article III Section III Duties-E Add By-Laws filing requirement. 8/23/13

(30) Article III, Section III, D – Revised approval level to \$500 from \$100. Also require President to cosign any checks over \$500 Eliminated “upon written order from the Secretary” 8/24/2019

(31) Article III, Section III, E – Remove Secretary of State Filing requirement 8/24/2019

- F. All officers and elected officials shall serve without conflict of interest in accordance with the Aim and Purpose cited in Article II. The President, Vice President ⁽¹⁹⁾ and Treasurer may not be from the same household.
- G. The Board shall assure that The Loon Lake Property Owners Association shall not provide or pay for alcohol of any type at an LLPOA sponsored event. ⁽²⁵⁾

ARTICLE IV

FISCAL YEAR

The fiscal year for this Association shall be from October 1st to September 30th and so on.
(27) (32)

ARTICLE V

ELECTION

- A. At the Spring meeting the President shall appoint, with approval by the membership, six (6) ^(7.) Directors of the Board. The seventh (7)^(8.) Director of the Board of Directors shall be the recent past President of the Association.
- B. At the Fall meeting, the Board of Directors shall present their recommendations of the nominees with their consent for the various offices after which, additional nominations may be made from the floor. Following this, nominations will be closed and elections can proceed.
- C. Election shall be made by paper ballot ^(9.) as governed by Roberts Rules of Order.
- D. Newly elected officers will be installed at the conclusion of the Fall membership meeting. The past President shall immediately be installed as a Board of Director replacing the previous past President.
- E. Those seeking to run for an office must be a member in good standing prior to the election as per Article VIII of the Constitution and By-Laws. (3.)

Footnotes: (3.) Article V Election, E. -New addition 5/28/2005

(7.) Article V Election, A. -Changed from (5) to (6) Directors of the Board 8/30/2008

(8.) Article V Election, A. -Changed from (5) to (7) Directors of the Board 8/30/2008

(9.) Article V Election, C. -Changed wording to paper ballot 8/30/2008

(19.) Article III Section III Duties-F. Add Vice President to conflict of interest list. 8/24/13

(26.) Article III Section III Duties – G. Added LLPOA cannot provide alcohol at events 8/23/14

(27) Article IV - Changed financial year from Sunday preceding Labor Day to September 30th
8/27/2016

(32) Article VI – Correct Fiscal year to start October 1 8/24/2019

ARTICLE VI

QUORUM FOR MEETINGS

SECTION I

QUORUM FOR MEMBERSHIP MEETINGS

The President and ten (10) members in good standing shall constitute a quorum.

SECTION II

QUORUM FOR SPECIAL MEETINGS

The President and ten (10) members in good standing or two (2) Officers and five (5)^(10.) Directors of the Board shall constitute a quorum.

ARTICLE VII

MEMBERSHIP

SECTION I

Membership in this Association is one of good repute, taxpayer (or joint ownership) with one vote who owns real^(4.) property at LOON LAKE, with deeded easement, and/or on perimeter roads as listed on Attachment A. ⁽²⁰⁾

SECTION II

A current member is in good standing when their dues are paid prior to or at the spring membership meeting. All current members in good standing are entitled to one vote per household. Joint property owners in good standing will be entitled to one vote. Ownership of multiple properties does not allow anyone more than one vote.^{(11.)(12.)}

Footnotes: (4.) Article VII Membership -Changed by adding real (real estate) 5/26/2006

(10.) Article VI Section II, Quorum for Special Meetings -Changed from (3) to (5) Directors of the Board 8/30/2008

(11.) Article VII Section II -Changed-added per household. Added (3rd) & (4th) sentences 8/30/2008

(12.) Article VII Membership Section II -Revised whole paragraph. 8/28/2010

(20.) Article VII Section I Membership - Deleted map and added list of roads. 8/24/13

SECTION III

Proof of membership shall be established at all membership meetings for voting rights.

ARTICLE VIII

DUES

The dues for membership shall be \$30.00^(25.) per year, payable prior to or at the Spring membership meeting.^(13.) Any change in the amount of dues to be charged will be voted on at the Fall membership meeting.

ARTICLE IX

MEETINGS

The meetings of this Association shall consist of Regular Membership Meetings and Special Meetings.

- A. The Regular Membership Meetings shall be held in the Spring and Fall of each year. The exact date, place and time to be left to the discretion of the President. Place shall mean within the geographical area of LOON LAKE.
- B. Special Meetings can be called anytime by the President or upon written petition signed by not less than ten (10) members in good standing. Petitions must include information as to the reason for such meeting and only discussion for such reasons will be discussed. Any other matter will be considered out of order. The President will decide the place and date of such meetings

ARTICLE X

COMMITTEES

Special committees as outlined in Article II may be appointed by the President at anytime.

ARTICLE XI

ORDER OF BUSINESS

SECTION I

Robert's Rule of Order shall be observed at all times.

(5.) Article VIII Dues -Changed amount from \$10 to \$20 8/25/2007

(13.) Article VIII Dues -Revised first sentence only. 8/28/2010

(25.) Article VIII – Changed amount from \$20 to \$30. 8/23/2014

SECTION II

Regular Membership Meetings

- A. Call to Order by the President
- B. Reading of the last Membership Meeting Minutes
- C. Reports of Officers
- D. Committee Reports
- E. Unfinished Business
- F. New Business
- G. Board of Directors Reports
- H. Appointment of Board of Directors (Spring Meeting)
- I. Election of Officers (Fall Meeting)
- J. Adjournment

SECTION III

Special Meetings

- A. Call to order by the President
- B. Statement of Special Business at Hand
- C. Such Action as may be necessary to dispose of such Special Business
- D. Adjournment

ARTICLE XII

AMENDMENTS

SECTION I

This document and/or Articles of Constitution and By-Laws supersede all other matter pertaining to THE LOON LAKE PROPERTY OWNER'S ASSOCIATION INC. All amendments and changes shall be indicated with a revision date.

SECTION II

All proposed amendments to this Constitution and By-Laws shall be submitted in writing by any member in good standing at any membership meeting.

SECTION III

The amendment or change can be made a part of the Constitution and By-Laws by a two-thirds vote majority of those present at the next membership meeting.

SECTION IV

This Constitution and By/Laws shall be reviewed annually by the Board of Directors.

SECTION V

All past By-Laws shall be dated and kept on file by the current President of the Association.

By-Laws must be approved and submitted annually to the State in order to maintain incorporated status.

SECTION VI

This Constitution and By-Laws was approved and adopted by THE LOON LAKE PROPERTY OWNER'S ASSOCIATION INC. at their membership meeting held on: August 25, 2018 ⁽²⁹⁾

CONSTITUTION AND BY-LAWS

THE LOON LAKE PROPERTY OWNER'S ASSOCIATION INCORPORATED

ARTICLE I

NAME

ARTICLE II

AIM AND PURPOSE

ARTICLE III

OFFICES

ARTICLE IV

FISCAL YEAR

ARTICLE V

ELECTION

ARTICLE VI

QUORUM FOR MEETINGS

ARTICLE VII

MEMBERSHIP

ARTICLE VIII

DUES

ARTICLE IX

MEETINGS

ARTICLE X

COMMITTEES

ARTICLE XI

ORDER OF BUSINESS

ARTICLE XII

AMENDMENTS

(29) Article VI Corrected approval date to 8/27/16 and then updated to 8/25/2018. 8/25/2018

Footnotes (Revisions)

- (1.) Article III Section III, Offices-Duties A. -Amount changed from \$25 to \$100 8/25/2007
- (2.) Article III Section III, Offices-Duties D. -Amount changed from \$25 to \$100 8/25/2005
- (3.) Article V Election, E. -New addition 5/28/2005
- (4.) Article VII Membership-Changed by adding real (real estate) 5/26/2006
- (5.) Article VIII Dues-Changed amount \$10 to \$20 8/25/2007
- (6.) Article III Section I, Offices-Officers -Changed from (5) to (7) Directors of the Board 8/30/2008
- (7.) Article V Election, A. -Changed from (5) to (6) Directors of the Board 8/30/2008
- (8.) Article V Election, A. -Changed from (5) to (7) Directors of the Board 8/30/2008
- (9.) Article V Election, C. -Changed wording to paper ballot 8/30/08
- (10.) Article VI Section II, Quorum for Special Meetings -Changed from (3) to (5) Directors
of the Board 8/30/2008
- (11.) Article VII Section II -Change -Added per household. Added (3rd) & (4th) sentences
8/30/2008
- (12.) Article VII Membership Section II -Revised whole paragraph. 8/28/2010
- (13.) Article VIII Dues -Revised first sentence only. 8/28/2010
- (14.) Article III Section II, Term of Office-E. –Clarify vacancy approved by Board of Directors. 8/24/13
- (15.) Article III Section III, Duties-A. Eliminate signature requirement – assure minutes are approved during
meeting. 8/24/13
- (16.) Article III Sections III, Duties- B. Assign VP full President responsibilities in their absence. 8/24/13
- (17.) Article III Section III, Duties-C. & D. Move Secretary dues notification and collection to Treasurer.
8/24/13
- (18.) Article III Section III Duties-D. Increase bill payment from \$100 to \$500 with pre-approval required.
8/24/13
- (19.) Article III Section III Duties-F. Add Vice President to conflict of interest list. 8/24/13
- (20.) Article VII Section I Membership - Deleted map and added list of roads. 8/24/13
- (21.) Article III Section III Duties-D Add Business Entity filing requirement. 8/24/13
- (23.) Constitution and By-Laws – Add Indiana Secretary of State Corporation control number. 8/24/13
- (24.) Article III, Section III, Duties- A. Clarify notification for general and special membership meetings.
8/24/13
- (25.) Article VIII – Changed amount to \$30 8/23/2014
- (26.) Article III Section III Duties – G. Added LLPOA cannot provide alcohol at events 8/23/14
- (27.) Article IV - Changed financial year from Sunday preceding Labor Day to September 30th 8/27/2016
- (28.) Article III, Section III, Duties –A . Changed co-sign level from \$100 to \$500. 8/25/2018
- (29.) Article VI. - Corrected approval date to 8/27/16 and then updated to 8/25/2018. 8/25/2018

Footnotes (Revisions)
Continued

(30) Article III, Section III, D – Revised approval level to \$500 from \$100. Also require President to cosign any checks over \$500 Eliminated “upon written order from the Secretary” 8/24/2019

(31) Article III, Section III, E – Remove Secretary of State Filing requirement 8/24/2019

(32) Article VI – Correct Fiscal year to start October 1 8/24/2019

The Constitution and By-Laws are up to date as of August 24, 2019

THE LOON LAKE PROPERTY OWNER'S ASSOCIATION INCORPORATED
CONSTITUTION AND BY-LAWS – Attachment A ⁽²⁰⁾

Properties part of ARTICLE VII Section I

- **W 700 N - from Noble S 600 W to and including 2780 W 700 N**
- **N Brown Road – entirety**
- **N Pin Oak Court – entirety**
- **W. White Oak Drive –entirety**
- **W Sycamore Drive – entirety**
- **N. Maple – entirety**
- **Thompson Road – entirety [Legal address is N. Brown Rd for all properties]**
- **Buckles Road – from intersection of N Brown Rd to intersection of Whitely W 250 S.**
- **N. Arnold Rd – entirety**
- **Whitely W 250 S - from Buckles Rd to Noble S 600 W**
- **Noble S 600 W – from Whitely W 250 S to Whitely W 700 N.**
- **Whitely W 250 N – Addresses 6960 and 6995**
- **Red Bud Lane – entirety.**

Footnotes: (20.) Article VII Section I Membership - Deleted map and added list of roads. 8/24/13

