

Bylaws of the Tulaby Lake Association

Article I: NAME

Section 1. The name of this organization shall be the Tulaby Lake Association.

Article II: PURPOSE

Section 1. The Association shall promote, protect and maintain the environmental and recreational values of the Tulaby area.

Section 2. The Association shall work in conjunction with federal, state, local agencies and associations, public and private to maintain the quality of the lake and surrounding environment and to uphold the legal rights and privileges of property ownership.

Section 3. The Association shall inform the general membership of concerns relating to the purpose of the Association.

Section 4. The Association shall be a nonprofit, non-stock organization. No member shall have any ownership interest, legal or equitable, in the corporation.

Article III: MEMBERSHIP

Section 1. Membership is open to all interested parties who share a concern for the purposes of the Association. Membership will be considered activated upon payment of annual dues.

Section 2. The number of the members in the Association shall be unlimited.

Section 3. Membership shall consist of two (2) categories: Regular: Those who own lakeshore property, including residents who reside in the Cooperative, and can vote on Association business. Associate: Those who do not own lakeshore property but care about Tulaby Lake and wish to contribute to its welfare with no voting privileges. Dues are the same for both.

Article IV: DUES

Section 1. Annual dues shall be determined from time to time by majority vote of the membership.

Article V: MEMBERSHIP MEETINGS

Section 1. The meetings of the members shall be held in May and August (Annual Meeting) of each year. The place and time will be designated by the President of the Association. The Directors may also call a regular fall meeting at a place and time determined by the President.

Section 2. Special meetings of the members may be called by the Board of Directors.

Section 3. Notice of meetings of members shall be given by written notice at least five (5) days before the date set for the meeting, unless an Amendment to these bylaws will be bylaws voted on at the meeting. Any bylaw amendment shall require at least thirty (30) days written notice.

Section 4. At all meetings of the members, each membership shall be entitled to cast two (2) votes.

Section 5. the presence of 10 members present in person shall constitute a quorum. Motions shall be approved by majority vote.

Article VI: BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of nine (9) directors who must be members of the Association. Three Directors shall be elected by the members at each annual meeting who shall hold office for three years and until their successors are elected and have qualified. Directors may serve more than two (2) consecutive terms.

Section 2. The Board of Directors shall have entire control and management of, and shall make all contracts affecting all of the affairs, business and property of the Association, and all the corporate powers, business and property of the Association shall be exercised, conducted and controlled by such Board. The Board shall elect all officers and shall have power to remove the same and shall designate a depository bank or banks. Unless a quorum is present and acting no business performed or act done is valid against the Association. Any vacancies shall be filled by majority vote of the remaining members of the Board unless less than a quorum, in which event, by the members. Replacement directors shall serve for the remaining term to which the replaced director had been elected.

Section 3. All director's meetings shall be held in such a place as a majority of the Board may direct. Special meetings may be called at any time by the President or any three directors, by notice given by mail, telephone, telegram, e-mail, or orally to each director at least three (3) days before the meeting.

Section 4. At any regular or special meeting of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business.

Section 5. The Board of Directors, by majority vote, shall have the authority to create standing or ad hoc committees to accomplish the purposes of the Association. Members of the committees need not be directors.

Article VII: OFFICERS

Section 1. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, who shall be elected by the directors at the annual meeting immediately after the members meeting. They shall hold office for one year or until their successors are elected and qualified. Officers can serve consecutive terms.

Section 2. Duties

A. The President shall preside at all annual board and special meetings of the Association and shall represent the Association at all official functions.

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B. The Vice-President shall, in the absence of the President, fulfill the duties of the President. Further, the Vice-President shall fulfill other duties as designated by the President, the Board or the general members.

C. The Secretary shall record and maintain minutes of all annual and special meetings of the Association and its Board, and shall manage all routine correspondence of the Association.

D. The Treasurer shall maintain all revenues of the Association and shall disperse expenditures as approved by the board or the general membership. The Treasurer shall present a yearly report of income and expenditures at all regular meetings of the members. Expenditures in excess of \$500.00 requires membership approval.

Section 3. The Board of Directors shall have power by majority vote to remove all officers with or without cause and to fill all vacancies.

Article VIII: INDEBTEDNESS

Section 1. This Association shall incur no indebtedness except as may be from time to time authorized or approved by the Board of Directors. No member, director or officer of this Association shall be personally liable on account of any Association debt or obligation which has been duly authorized or approved by the Board of Directors.

Article IX: AMENDMENTS

These by-laws may be amended in whole or part at any regular or special meeting of the members provided that two-thirds of the members then present and voting shall vote for such amendment or amendments. Any membership meeting at which an amendment to these by-laws is being voted on shall require thirty (30) days written notice regarding the proposal to the members.

Article X: PARLIAMENTARY RULES

Section 1. The proceedings of any meeting of the members of the Association and of the board and the committees thereof shall be governed by the conducted according to the latest edition of "Robert's Rules of Order" so far as the same may be made to apply.

Adopted August 3, 2003

Updated May 5, 2012