

**BYLAWS  
LAKE LUCERNE ADVANCEMENT ASSOCIATION, INC.**

**ARTICLE I  
MEMBERS**

Section 1.1 **QUALIFICATIONS OF MEMBERSHIP.** The Corporation will have one class of members. Any person who supports the mission and purposes of the Corporation and who owns real estate or resides on or within one mile of Lake Lucerne for a least one month each year may become a member upon ~~acceptance by the Board of Directors and annual~~ **or lifetime** payment of the membership dues. Members shall include individuals and families, not group associations or co-operatives.

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Section 1.2 **VOTING RIGHTS.** Each paid membership shall be allowed two votes. Voting members and a membership address must be designated at the time dues are paid, or whenever changes occur. Members must be present to vote. ***If a couple, then they each get a vote. If single, then another adult (age 18 and over) family member may also vote.***

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Section 1.3 **TERMINATION OF MEMBERSHIP.** The board of Directors, by affirmative vote of two thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

Section 1.4 **RESIGNATION.** Any member may resign by filing a written resignation with the Secretary.

Section 1.4 **TRANSFER OF MEMBERSHIP.** Membership in the Corporation is not transferable.

Section 1.6 **MEMBERSHIP DUES.** The membership dues shall be established by the Board and voted on by the membership at the annual meeting. Dues shall be payable by the first meeting of the year. A \$200.00 non-transferable lifetime membership is also available.

**ARTICLE II  
MEETINGS OF MEMBERS**

Section 2.1 **ANNUAL MEETING.** The annual meeting shall be set on or about Labor Day weekend with the date and time designated by the President.

Section 2.2 **REGULAR MEETINGS.** Regular meetings shall be held at a date and time designated by the President.

Section 2.3 **SPECIAL MEETINGS.** Special meetings of the members may be called by the President, the Board of Directors, or by not less than one-third of the members.

Section 2.4 **PLACE OF MEETING.** All meetings of the members and the Board of Directors shall be held at the Association building on County highway W unless otherwise designated by the President or the Board.

Section 2.5 **NOTICE OF MEETINGS.** Notice of meetings shall be stated in the Association newsletters, the Association signboard, and the local newspaper.

Section 2.6 **QUORUM.** A Quorum shall consist of 35 voting members. If there is not a Quorum at a regular scheduled meeting, it will be the Board's responsibility to carry out the business of the Association.

Section 2.7 **MANNER OF ACTING.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof.

### **ARTICLE III BOARD OF DIRECTORS**

Section 3.1 **POWERS AND DUTIES.** The property, business and affairs of the corporation shall be vested in the Board of Directors.

Section 3.2 **NUMBER.** The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and four At-Large directors.

Section 3.3 **TERM.** Directors shall be elected for two-year terms *(with the two at-large directors being elected each year)* beginning immediately upon their election and ending upon the election and qualification of their successors, or upon their prior death, resignation, or removal.

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Section 3.4 **ELECTION.** The President, Vice-President, Secretary, Treasurer and At-Large Directors shall be elected at the Annual Meeting of members as provided in Section IV.

Section 3.5 **VACANCIES.** A vacancy in the office of Director shall be filled by majority vote of Directors until the expiration of the term of the vacant office.

Section 3.6 **REMOVAL AND RESIGNATION.** Any Director may be removed from office by the affirmative vote of two-thirds of the Directors then in office if, in the sole discretion of such directors, the best interests of the corporation would be served thereby. A Director may resign at any time by filing his or her resignation with the secretary of the corporation.

Section 3.7 **MEETINGS.** Regular or special meetings of the board may be called by the President, the Secretary or a majority of directors, to be held at such date and time as is determined by the **Officers and/or Directors calling** such meetings. ***The meetings shall be open to the members.***

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Section 3.8 **QUORUM.** Five Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.9 **COMPENSATION.** Directors shall serve without pay or other compensation, but, may be reimbursed for expenses incurred in the performance of their duties.

Section 3.10 **CONDUCT OF MEETINGS.** The president, and in his or her absence, the Vice-President, and in his or her absence, any Director chosen by the Directors present shall conduct the meeting.

### **ARTICLE IV OFFICERS**

Section 4.1 **NUMBER AND QUALIFICATION.** The principal officers of the corporation shall be as stated in the Articles of Incorporation. All shall be members of the corporation.

Section 4.2 **NOMINATION AND ELECTION.** Officers and At Large Directors shall be elected by majority vote of the members in attendance at the Annual Meeting of the members. Any member may nominate a qualified person to serve as an officer or as At Large Director.

Section 4.3 **TERM.** Officers shall be elected for two-year terms beginning immediately upon their election and ending upon the election and qualification of their successors, or upon their prior death, resignation, or removal. ***The president and secretary shall be elected on odd years while the vice president and treasurer shall be elected on even years.***

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Section 4.4 **REMOVAL.** Any Officer or agent of the corporation may be removed by the Board of Directors, whenever in its best judgment the interest of the corporation will be **better** served thereby.

Section 4.5 **VACANCIES.** A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

## **ARTICLE V ADMINISTRATION**

Section 5.1 **RECEIPT OF PROPERTY.** The corporation may receive and accept such property, whether real, personal or mixed so long as it is not conditioned or limited in a manner which is inconsistent with the purposes of the corporation or maintenance of its tax-exempt status.

Section 5.2 **OPERATIONS.** All property received and accepted by the corporation shall be held, administered and invested to advance the purposes of the corporation. Distributions from income or principal, or both, to advance the purposes of the corporation, shall be made in such amounts and at such times as shall be determined by the Board of Directors.

Section 5.3 **AGENTS.** The corporation is authorized and empowered to retain and engage such agents, attorneys, accountants, investment counsel and other firms or persons as may be determined from time to time by the Board of Directors.

Section 5.4 **FISCAL YEAR.** The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

Section 5.5 **CORPORATE SEAL.** The Corporation shall have no seal.

## **ARTICLE VI AMENDMENT**

The bylaws may be amended by the proposed amendments being submitted in writing only at regular meetings, same to be laid over for consideration until the next regular meeting. A majority vote of the members **being is** necessary to approve the amendment.

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