

**Silver Lake Association, Inc.**  
**By-Laws**

**Article 1 – Name and Purpose**

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

**Article 2 – Association Meetings**

**Section 1. Meeting Attendance**

All members whose dues are all currently paid and “invited guests” are entitled to attend all regularly scheduled or special meetings of the Silver Lake Association.

**Section 2. Annual Meeting**

The annual meeting of the Association shall be held on the second Saturday of July at 9:00 AM of each year for the election of Directors, Assistant Directors and Officers, by-law amendments, and for the transaction of such other business as may properly come before the meeting. Said meeting shall be held at some convenient place within the vicinity of Silver Lake. Notice of the annual meeting shall be published in the Association Winter Newsletter and posted on the Association website. The Winter Newsletter shall be mailed to each member entitled to vote at his/her address, as shown on the books of the Association. The order of business shall be:

- Reading of past annual meeting minutes
- Treasurer’s Report
- Report of President
- Report of Committees
- Election of Directors, Assistant Directors
- Election of Officers
- By-law Amendments
- Miscellaneous Business

**Section 3. Regular Meetings**

Regular meetings of the Board of Directors will be held the second Saturday of every month from March through November at 9:00 AM at some convenient place within the vicinity of Silver Lake. The agenda and minutes of the previous meeting will be provided to the Directors at least fourteen (14) days prior to the meeting. Seven days notice shall be required to be given of any change in the regular scheduled meeting of the Board of Directors.

**Section 4. Special Meetings**

Special meetings may be called at any time by the Board of Directors, by the President, by any five members of the Board of Directors, or shall be called by the President at the written request of ten members of the Association in good standing. Such requests shall state the purpose or purposes of the proposed meeting. Notice of each special meeting of the board of Directors, stating the time, place and purpose or purposes, shall be given by the President of the Association or by the Secretary or by any five members of the Board, to each member of the Board, at least (10) days prior to the date fixed for such meeting. 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. Special meetings of the Board of

Directors may also be held at the request of the Executive Committee at any place and time, without notice, by consent of all the Directors present if it involves a personnel problem.

### **Section 5. Quorum**

At any meeting of the Board of Directors, six members of the Board 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 Directors 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 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 the Annual Meeting of the Association ten voting 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, the members entitled to vote, who 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**

At the annual meeting of the Association one representative of each active family membership and one representative of each business membership, whose dues are paid for the current year, shall be entitled to vote. At the regular meetings or special meetings of the Board of Directors only the Officers, Directors or the designated Assistant Director 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 of any member entitled to vote, the vote on any question before the Association, or the vote for electing officers or directors, may be by ballot.

## **Article 3 – Directors**

### **Section 1. Directors and Term of Office**

The business of this organization shall be managed by a Board of Directors consisting of a minimum of ten, and a maximum of thirty members in good standing together with the officers of this organization. A Director must be an active member of the Association. Each Director shall be elected at the annual meeting for a term of one year. As near as practicable, one Director shall be elected for each of the tracts designated on a map of Silver Lake, which member is to usually represent all of such tract. One or more Assistant Directors 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 and distributing materials and flares. In the event that any Director is unable to attend any meeting of the Board of Directors he/she may designate one of the Assistant Directors to act in the place of the absent Director and vote at such meeting, with the same effects as if the Director was present in person. Voting is limited to Tract Directors or the designated Assistant Director in the absence of the Tract Director, one vote per tract. The directors as such shall not receive any stated salary for their services.

### **Section 2. Election of Directors**

The Directors and Assistant Directors of this Association shall be elected at the annual meeting of the Association, or at any meeting of the Association held in lieu of such annual meeting, which meeting, for the purposes of these by-laws shall be deemed the annual meeting. The election shall be by a plurality vote.

### **Section 3. Vacancies**

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

### **Section 4. Expenditures by Directors**

The Board of Directors shall have no authority to create any obligation or obligation in excess of the cash in the treasury.

### **Section 5. Removal of Board Members**

A Director may be removed from office when sufficient cause exists for such removal. Absence from three (3) consecutive regular meetings of the Board during the Summer season (May-September) without excuse and/or failure to perform the duties (including but not limited to collecting dues, selling flares, distributing materials, representing their tract) are examples of sufficient cause. The person(s) involved in such an action would be notified one month prior to taking action. A two-thirds (2/3) majority vote is required.

## **Article 4 – Officers**

### **Section 1. Officers**

The Officers of the Association shall consist of: President, Vice President(s), Secretary, Treasurer, Immediate Past President (for one year only). The unpaid officers and the chair of the Water Quality Committee shall constitute the Executive Committee. If an officer holds more than one position, he/she is entitled to only one vote. The Executive Committee may appoint a member-at-large who has special skill or knowledge that would benefit them in their deliberations.

### **Section 2. President**

The President of the Board of Directors shall be the chief executive officer of the Association; he/she shall sign such instruments as may be authorized by the Board of Directors; he/she shall have the general powers and duties of management of the Association which usually pertain to the office, and shall perform such other duties as are properly required by the Board of Directors. The President shall convene regularly scheduled Board meetings, shall preside at or arrange for other members of the Executive Committee to preside at each meeting in the following order: first Vice-President, second Vice-President, Secretary and Treasurer.

### **Section 3. Vice President(s)**

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 officer or as properly required of him by the Board of Directors.

### **Section 4. Secretary**

The Secretary shall issue notices of all meetings of Directors and members, where notice of such meeting are required by law or these by-laws; he/she shall keep the minutes of the annual meeting and of the Board of Directors meetings; sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that Association records are maintained. He/she shall sign such instruments as require his/her signature.

### **Section 5. Treasurer**

The Treasurer shall have the care and custody of all monies and securities belonging to the Association; he/she shall enter in the books of the Association 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 Association; 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 are properly required of him/her by the Board of Directors. If an assistant or assistants are required the Board of Directors shall appoint those required. The Treasurer shall provide a written report at each Board meeting.

### **Section 6. Salaries**

No officer as such, shall receive any compensation unless so fixed by a 2/3 vote of the Board of Directors at a regularly scheduled meeting. The Board of Directors may establish a schedule of payments to be made to the Secretary of the Association based upon specific tasks assigned him/her or upon a per page rate for correspondence and/or minutes.

### **Section 7. Vacancies**

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

### **Section 8. Contracts**

All legal documents, contracts, and agreements obligating the Association, shall be signed by two current Officers of the Association.

## **Article 5 – Finances**

The funds of this Association shall be deposited in its name with such bank or banks, trust company or trust companies as the Board of Directors may from time to time designate. All checks, notes, drafts, and other negotiable instruments of the Association shall be signed by the President or Treasurer or others in their stead as the Board of Directors shall designate. No officer, agent, or employee of the Association, either singly or together, shall have the power to make any check, note, draft, or other negotiable instrument in the name of the Association or to bind the Association thereby unless authorized by the Board of Directors. An internal audit will be completed each year by the Budget and Finance Committee prior to the Annual Meeting of the Association.

## **Article 6 – Membership**

There shall be four categories of membership: active, business, supportive, sustaining. Active and business member shall have voting rights at the annual meeting.

Active – an individual adult owner or occupant of real property within the Silver Lake watershed. If a person should cease to be an occupant and/or property owner then that person would not be considered an active member and could possibly change to a supportive membership level.

Business – persons or organizations having business operations directly related to Silver Lake

Supportive – any person interested in supporting the mission of the Association, but not owning or occupying real property within the watershed.

Sustaining – special recognition membership for persons/organizations who wish to support the Association at a patron level.

### **Article 7 – Dues**

The Board may set dues schedules for memberships. The membership and fiscal year shall be January 1, to December 31 with payment due on or before the regular August meeting and reported in the SLA Directory the following year. The Board of Directors 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 of the membership at the Annual Meeting.

### **Article 8 – Committees**

The President shall review the previous committees and reappoint them as required. Members of committees shall be Tract Directors and/or Assistant Tract Directors in good standing. The Water Quality Committee is a permanent committee. The President may form a new committee and appoint committee members subject to approval of the Board of Directors at the next regularly scheduled or specially called Board of Directors meeting.

### **Article 9 – Amendments**

These by-laws may be amended by a two-thirds vote of members eligible to vote who are present at the annual meeting, provided that notice of such amendment(s), shall have been published two weeks prior to the annual meeting, and that a quorum as defined in these by-laws be 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.

Approved by the SLA Members at the July 14, 2007, Annual Meeting and ordered to be published.