

FRIENDS OF ISTOKPOGA LAKE ASSOCIATION, INC.
36 Bald Cypress Street Lake Placid, FL 33852

By-laws

The following By-laws shall be and are hereby adopted as the official by-laws for the governing of the Friends Of Istokpoga Lake Association, Inc., a Florida Corporation, not for profit.

By-law I - Name

Section 1

The name of the association shall be Friends Of Istokpoga Lake Association, Inc.

By-law II - Principle Office

Section 1

The principle address of the Association shall be 36 Bald Cypress Street, Lake Placid, Florida 33852. The principle office of the Association is subject to change and may be located at a location as established by the Board of Directors.

By-law III - Purpose

Section 1

The objectives of the association shall be to engage in activities related to maintenance, restoration, preservation and beautification of Lake Istokpoga, Highlands County, Florida, in an effort to sustain Lake Istokpoga in a pristine environmental and ecological state at present and in the future. The association will work in a cooperative effort with other organizations both public and private to ensure the continued optimum quality of water, aquatic vegetation and shores of Lake Istokpoga. While working to achieve the goals of the association, equal consideration shall be given to all persons having an interest in the maintenance and preservation of Lake Istokpoga. Members shall be encouraged to actively participate in volunteer work to the benefit of Lake Istokpoga and the Association.

By-law IV - Election of Officers

Section 1

Seven directors will be elected by the association membership in an election conducted at a meeting of the membership as scheduled annually by the board of directors. The officers of the corporation shall consist of a President, a Vice-president and a Secretary/Treasurer. Officers shall be elected from the standing directors, by these directors. Officers are elected annually from the Board of Directors immediately following the election of the Board of Directors.

Section 2

The terms of office shall be for one year, beginning the first day of March and ending the last day of February the following year. There shall be no limitation on the number of consecutive terms served by officers or members of the Board of Directors provided they are duly elected to serve.

Section 3

It shall be the duty of the President to preside at all Association meetings; to call at least nine regular meetings of the Board of Directors during the fiscal year; provided, however, that no more than seventy-five days shall elapse between any two such meetings; to call special Board meetings

whenever the President shall consider them necessary or at the written request of two Directors, or at the written request of ten members. Notice of regular meetings shall be given one week prior to the meeting. Notice of Special Meetings of the Board shall be given. Notices shall contain the purpose of the meeting. The President shall have a full report of all property belonging to the Association, both real and personal and condition thereof, and present such report at the fall membership meeting.

Section 4

It shall be the duty of the Vice-president to assist the President in the discharge of duties of the President in the Presidents absence. It is also the responsibility of the Vice-president to maintain property belonging to the Association, both real and personal.

Section 5

The Secretary/Treasurer shall have general supervision of the Association accounts and shall report thereon at each regular meeting of the Board of Directors and at the meetings of the Association. Issue statements as to payments of dues, other accounts and collect such dues and accounts. The Treasurer shall give notice to members who are delinquent in any of said accounts and to those who have been suspended or expelled from the association. The Treasurer shall not be bonded.

The Secretary/Treasurer shall keep minutes of all meetings of the Association and of the Board of Directors and shall issue notices of such meetings. The Secretary shall submit the minutes of the previous monthly meeting to the members of the Association.

Section 6

All corporation checks require two signatures; any of the three officers are authorized to sign (President, Vice-president, and Treasurer).

By-law V - Board of Directors

Section 1

The Board of Directors shall consist of seven members elected by the voting membership at a meeting as scheduled annually by the Association officers. Members of the Board of Directors shall serve a term of one year. There shall be no limitation on the number of consecutive years served by a member of the Board of Directors. The Past President shall be a member ex officio of the Board of Directors.

Section 2

There shall be a nominating committee appointed by the majority of the officers and members of the Board of Directors. Nominations from the committee shall be presented to the Association membership no less than one week prior to the scheduled meeting for the election of Officers.

Section 3

Nominees must agree to accept the nomination of office and be willing to serve if elected.

Section 4

Any voting member in good standing may place another qualified member in nomination from the floor at the meeting scheduled for nomination of officers.

Section 5

Elections of the Association shall be conducted in a method determined by the nominating committee.

Section 6

Any combination of Officers and members of the Board of Directors consisting of a majority as long as one of these is an officer shall constitute a quorum.

Section 7

Officers and members of the Board of Directors shall be expected to attend all meetings. Board of Directors meetings will be held the first Monday of each month; Meetings may be rescheduled by the Board of Directors to accommodate holidays, or schedule conflicts; rescheduling of any meeting shall require a majority vote from the Board of Directors. Officers or Directors who fail to attend three consecutive Board of Directors meetings without prior approval by the majority of the remaining Directors shall be considered to have resigned, and shall be replaced.

Board of Directors meetings shall be conducted no less than nine times annually with a duration of no more than seventy-five days having expired between the currently scheduled and previous meeting.

At any Board of Directors meeting, a Director entitled to vote may vote by proxy executed in writing by the Director. No proxy shall be valid after six months from the date of its execution unless otherwise provided in the proxy.

Section 8

At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after six months from the date of its execution unless otherwise provided in the proxy.

By- Law VI - Membership

Section 1

Membership classification shall be determined and regulated by the membership committee.

Section 2

Dues shall be set annually by the Board of Directors with the goal being to keep the cost of dues at an acceptable level.

Section 3

Applications for membership shall be submitted to the membership committee on forms provided by the membership committee.

Section 4

Applications for membership shall be accepted on an equal opportunity basis and no applicant shall be rejected with out just cause.

Section 5

Members joining after October 31st of each year shall pay the set dues and shall be considered paid in full for the following year.

Members joining after September 15th of each year and before October 31st, shall have the option of paying an additional \$2 (two dollars) and will then be paid in full for the following year.

By-law VII - Delinquency

Section 1

Any member who shall neglect to pay their dues in full to the Association within sixty days after March first, such membership shall be automatically forfeited, and all privileges shall be terminated and upon action by the Board of Directors their name(s) shall be removed from the membership roll.

By-law VIII - Suspension and Expulsion

Section 1

Any member who is considered guilty of a violation of Association rules or conduct prejudicial to the good name of the Association can, upon complaint in writing, be suspended from the Association, by majority vote of the Directors. Notice of such complaint shall be given to the offending member in writing within fourteen days from the making of the complaint. Within thirty days from giving notice to the member. The Board of Directors shall act on the complaint. Any member found guilty after a hearing may be disciplined by the Board and may be suspended for a period not to exceed six months, or may be expelled from the Association. A majority of three-fourths of the members of the Board of Directors shall be necessary for expulsion.

By-law IX - Meetings

Section 1

The number of meetings per any calendar year shall be determined by the Board of Directors; however there shall be no less than two general membership meetings per calendar year. Notification of meetings will be published in the Newsletter immediately preceding the next scheduled meeting when possible.

Section 2

The election of Directors of the Association shall be held in February or March and the Directors will elect Officers immediately following the election of the Board of Directors.

Section 3

The President may call a special meeting of the membership at any time and shall call a special meeting upon written request of the majority of the Board of Directors.

Section 4

The President or Vice-president and the majority of the voting members present and voting shall constitute a quorum for transaction of business.

Section 5

The following shall be the order of business at meetings of the Association, subject to variations by a vote of the members present at the meeting.

- 1 Call to Order
- 2 Acceptance of the Preceding Meeting Minutes
- 3 Acceptance of the Treasurers Report
- 4 Reports of Committees
- 5 Reading of Communications
- 6 Unfinished Business
- 7 New Business
- 8 Adjournment

Section 6

The rules contained in the Scott, Foresman current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, or the by-laws of the Friends of Istokpoga Lake Association, Inc. or any special rules of order the Association may adopt.

By-law X - Committees

Section 1

The President shall appoint immediately after election of Officers the following standing committees, and throughout the year such other Special Committees as may be deemed appropriate:

A. Membership: Shall have charge of all applications for membership and shall direct the proper publication of same, conduct correspondence and investigations regarding them. All solicitation of applications from prospective members shall be under direction of this committee. The Chairman of the Membership Committee shall maintain all membership rosters available for review of the Board of Directors.

B. Public Relations: This committee shall serve as historian, maintain a scrapbook of Association events, and generate all news releases and relations with the news media.

C. Fund Raising: This committee shall serve as fund raiser for the Association. The Treasurer shall be a member of this committee.

D. Legislative: This committee shall represent this Association in all matters dealing with federal, state and local agencies.

E. Financial: This committee shall keep an up-to-date record of the financial status and all financial

transactions of the Association. The Associations Treasurer shall be the chairperson of this committee. This committee shall meet at least one time per year and review the financial records with the president or vice-president.

F. Newsletter: This committee shall produce regular newsletters to update the membership on information and activities regarding Lake Istokpoga or the Association.

G: Zoning: This committee shall maintain a vigil on county zoning activities to insure such activities do not negatively affect Lake Istokpoga. This committee will alert the Board of Directors if any such activity is discovered.

H: Weed Control: This committee is responsible to keep watch over Lake Istokpoga and the weeds within the lake. This committee will work closely with the Board of Directors and the county weed control departments.

By-law XI - Fiscal Year

Section 1

The fiscal year shall be from January first to December thirty-first.

By-law XII - Amendments

Section 1

A change of by-laws may be proposed by the Board of Directors and approved by a majority vote of the voting membership. Membership meetings for the purpose of changing the by-laws will be announced in advance with a notice of the change proposed. Twenty-five percent of the voting membership, by petition can call for a special meeting for the purpose of a by-law change by presenting such petition to the Board in writing.

By-law XIII - Indemnification

Section 1

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall only apply when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.