

Springfield Lake Shore Improvement Association

Bylaws Motions to be presented to Membership at the Annual Meeting

January 20, 2021

The following motions to amend the Bylaws of the SLSIA are presented to the SLSIA Membership by the Board of Directors. According to Article XI of the Bylaws, the Board of Directors may submit Bylaw changes to the Members at least thirty days in advance of the Annual Meeting. To take effect, the amendments must be approved by at least two-thirds of the members in good standing present at an annual meeting.

Motion 1 – To allow postponement of the Annual Meeting in case of emergency, a new paragraph 5 is proposed to be added to Article V. Meetings and Voting.

5. In the event of a national or local emergency, including a weather emergency, the Annual Meeting may be postponed to a later date with the approval of a majority vote of the Executive Committee. Notification of the postponement shall be provided in accordance with Article XIII, except that the emergency notification shall be provided as soon as practical, which may be less than the number of days otherwise required.

Motion 2 – To allow removal of a Director due to an outstanding violation, fine or judgement on their lease, a new paragraph 13 is proposed to be added to Article VI. Board of Directors.

13. In the event a Director has an outstanding violation, fine, or judgment related to the Director's leasehold at Lake Springfield, the Director may be removed from the Board by a majority vote of the Board of Directors. Prior to such a vote the Executive Committee shall review the facts and make recommendations to the Board.

Motion 3 – To require Officers and Directors, to provide any Association documentation to the Secretary or President upon expiration of their term, or removal or resignation, a new paragraph 14 is proposed to be added to Article VI. Board of Directors.

14. Within fifteen (15) days of the expiration of a term or removal or resignation of an officer or Director, the officer or Director, shall provide all Association documentation to the Secretary. Upon the expiration of a term or removal or resignation of the Secretary, all documentation shall be provided to the President or the incoming Secretary, if one has been elected. Documentation includes emails, records, passwords, and any other pertinent information belonging to the Association.

Motion 4 – To specify limitation of liability, indemnity, and insurance authorization for the Association and its Officers and Directors, a new Article XI is proposed to be added to the Bylaws. If added, subsequent articles will be renumbered.

ARTICLE XI
Limitation of Liability,
Indemnity, and Insurance

1. Liability. No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as an officer or Director of the Association if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances and in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or confirmation furnished by an officer of the Association which she or he had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which such person may be entitled as a matter of law.
2. Indemnity. Each officer and Director, whether or not then in office, shall be held harmless and indemnified by the Association against all claims and liabilities and all expenses reasonably incurred or imposed upon the officer or Director in connection with or resulting from any action, suit or proceeding, civil or criminal, or the settlement or compromise thereof, to which such person may be made party by reason of any action taken or omitted to be taken as an officer or Director of the Association, in good faith, if such person, in the opinion of a court or of the Board of Directors (a) exercised and used the same degree of care and skill as a prudent person would have exercised and used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or confirmation furnished by an officer of the Association which she or he had reasonable grounds to believe.
3. The Association shall maintain directors and officers insurance and general liability insurance.

Motion 5 – To specify that written notifications required under the Bylaws may be provided by electronic means (email), Article XII is proposed to be amended as follows.

ARTICLE XII (ADOPTED 1/29/91)
Notices

1. When written notice is required it shall be hand-delivered, transmitted by electronic means to the email address appearing on the records of the Association, or deposited in the United States mail not less than seven nor more than thirty days before the date of the meeting. If mailed, the notice shall be with postage prepaid, and shall be addressed to the members at their address as the address appears on the records of the Association. Actions required to be 'written' may be accomplished by communications transmitted or received by electronic means.