

SPRINGFIELD LAKE SHORE IMPROVEMENT ASSOCIATION BYLAWS

As Amended January 18, 2023

ARTICLE I Name and Organization

1. The name of this organization shall be the Springfield Lake Shore Improvement Association.
2. It shall be maintained as an Illinois Not-For-Profit Corporation.
3. The fiscal year shall end December thirty-first of each year.

ARTICLE II Purpose and Objectives

4. The purposes for which the corporation is organized are to further the educational, civic and social interests of leaseholders in the area of Lake Springfield in Sangamon County of Illinois.
5. The objectives of this association shall be:
 - a. To promote the preservation and beautification of Lake Springfield and its marginal lands.
 - b. To promote safety in the use and enjoyment of Lake Springfield.
 - c. To represent the common interests of lease holders at Lake Springfield.
6. To attain these ends, the Association proposes to cooperate with the City Council, City, Water, Light and Power, the general public and other organizations with a common interest or purpose.

ARTICLE III Membership

1. Membership of Springfield Lake Shore Improvement Association shall be composed of lease holders at Lake Springfield.
2. Each entire leasehold shall be considered to be one member.
3. A member in good standing is one whose dues are paid for the current year.

ARTICLE IV Dues

1. Dues shall not be considered a condition of membership, but shall be assessed annually against all members.
2. Dues shall be established by the Board of Directors.

ARTICLE V
Meetings and Voting

1. The Annual Meeting of the Association shall be held during January at such a place and on such date as the Board may determine. Written notice to the members is required.
2. Special meetings may be called by the Board of Directors at any time; or shall be called by the President upon a written request of at least twenty-five members in good standing. The business to be transacted at any Special meeting shall be stated in the notice thereof, and no other business may be considered at that time. Written notice to the members is required.
3. Only members in good standing, personally present, are entitled to vote. Each such member (leasehold) is entitled to one vote only on each item for which votes are cast.
4. The meetings and the proceedings of this Association shall be regulated and controlled according to the current edition of ROBERTS RULES OF ORDER for parliamentary procedure, except as may be otherwise provided by these bylaws.
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.

ARTICLE VI
Board of Directors

1. The governing body of this Association shall be the Board of Directors.
2. Within the bounds of the law, the Association's Charter and these Bylaws, the Board of Directors shall be responsible for:
 - a. determining objectives and policies of the Association, and expressing them in resolutions, adopted by vote and recorded in Board minutes;
 - b. supervising, in general terms, its operations and general affairs;
 - c. supervising and directing, in general terms, the activities of its officers and committees.
3. Supervising, in general terms, the collection and disbursements of its funds.
4. Within the bounds of the law, the Association's Charter, these Bylaws, and resources available, the Board of Directors shall possess all authority required to pursue the purposes of the Association.
 - a. Such authorities shall include, but not be limited to:
 - delegation of its authority and responsibility to the Executive Committee and;
 - limiting the authority of the Association's officers and committees, including the Executive Committee.
5. The Board of Directors shall consist of not less than ten nor more than twenty-five Directors. The number of directors to be elected at the Annual Meeting shall be determined in advance by the Board. The general membership at the Annual Meeting may, however, modify the number of directors to be elected by

- a majority vote cast before a vote is taken for election of the directors.
6. Manner of Election and Terms:
 - a. One Director shall be appointed each year by the Council of Lake Clubs for a term of one year.
 - b. The balance of Directors shall be elected at the annual meeting by majority vote of the members present. One-third of the Directors shall be elected each year for a term of three years or until their successor has been elected.
 7. The Nominating Committee, acting in accordance with article X, Section 1 of these Bylaws, shall present to the membership not less than seven nor more than thirty days before the Annual Meeting one nomination for each seat on the Board which is vacant or is about to expire. Additional nominations may be made from the floor at the Annual Meeting. Nominees to the Board of Directors should represent, when feasible, all geographic areas of the Lake.
 8. Seven Directors shall constitute a quorum for the purpose of conducting the business of the Board.
 9. A regular meeting of the Board of Directors shall be held no less than four times during each calendar year at such time and at such place as the Board may prescribe. Written notice to Directors is required.
Special meetings of the Board may be called by the President or at the request of any three Directors by a notice mailed, delivered or telephoned to each member of the Board of Directors not less than seventy-two hours nor more than thirty days before the meeting is held.
 10. Voting rights of a Director shall not be delegated to another nor exercised by proxy.
 11. Any officer or Director who shall have been absent from four consecutive regular Board meetings may be removed from office by majority vote of the Board of Directors.
 12. Any vacancy occurring on the Board of Directors may be filled by vote of the members and board of the Association present at any of the Board of Directors meetings subsequent to the vacancy. Any person so elected shall serve the unexpired term of the vacated position.
 13. In the event a Director has an outstanding violation, fine, or judgment related to the Director's leasehold at Lake Springfield, the Director maybe 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.
 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.

ARTICLE VII Officers

1. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer to be elected by the membership of the Board at the first regular meeting of the Board of Directors following the Annual meeting.

2. Any member of the Association Board of Directors in good standing shall be eligible for nomination and election to any elective office of the Association.
3. Each officer shall take office immediately upon election and shall serve for a term of one (1) year or until their successor is duly elected. Each officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.
4. Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting of the Board of Directors.
5. The Board of Directors, by a majority vote of all of its members, may remove any officer from office. Any officer who is removed from office as Director because of absenteeism under Article VI, Section 11 shall also be removed from the office to which they were elected.
6. Any officer is authorized, on behalf of the Association, to execute a contract committing the Association up to \$500. Contracts from \$500.01 to \$1,000 may be authorized by a majority of the Executive Committee. Contracts in excess of \$1,000 shall require approval by a majority of the Directors at a board meeting; alternatively, such approval may be granted without a board meeting if approval is obtained individually from a majority of all board members.

ARTICLE VIII Duties of Officers

1. The President shall be the chief executive officer of the Association, subject to direction and control by the Board of Directors. The President shall be responsible for:
 - a. serving as chairman of both the Board of Directors and the Executive Committee;
 - b. making all required appointments of standing and special committees with the approval of the Board of Directors;
 - c. communicating at the Annual Meeting of the Association and at such other times as they shall deem proper, to the members such matters and making such suggestions as in their opinion tend to promote the welfare and increase the usefulness of the Association;
 - d. performing such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.
2. The Vice President shall be responsible for:
 - a. performing the duties of the President in the event of their temporary, absence or inability to serve;
 - b. Performing such duties as are assigned to them by the President or by the Board of Directors.
3. The Treasurer shall be the principal financial and accounting officer of the Association. The Treasurer shall be responsible for:
 - a. maintaining books of account and preparing financial statements in conformity with generally accepted account accounting principles, on a cash basis;
 - b. collecting all member dues and/or assessments;

- c. keeping the funds in such banks, trust companies and/or investments as are approved by the Executive Committee or by the Board of Directors;
- d. reporting on the financial condition of the Association at all meetings of the Board of Directors and at other times when called upon by the President;
- e. maintaining a list of members who have paid their dues for the current year;
- f. preparing, at the end of each fiscal year, an annual report which shall present fairly the financial condition of the Association.

At the expiration of the Treasurer's term of office, the Treasurer shall deliver all books, money and other property in good order to their successor or in the absence of a successor, to the President.

- 4. The Secretary of the Association shall be responsible for:
 - a. seeing that all notices are given in accordance with the provisions of these Bylaws or as required by law;
 - b. recording properly the proceedings of meetings of the Association, Board of Directors, and Executive Committee;
 - c. executing all resolutions, not otherwise assigned;
 - d. invoicing the membership for dues and other assessments;
 - e. keeping accurate and current membership records;
 - f. filing the Annual Report required by the Secretary of State of Illinois;
 - g. collecting and maintaining custody of the originals of the corporate records of the Association.

At the expiration of the Secretary's term of office, the Secretary shall deliver all of the Association's corporate records in good order to their successor or in the absence of a successor, to the President.

ARTICLE IX Executive Committee

- 1. The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all matters, except those specifically reserved by the Board of Directors. Actions of the Executive Committee shall be reported to the Board at the next Board meeting.
- 2. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and one other Board member appointed by the President with the concurrence of the Board.
- 3. The Executive Committee shall act as a liaison from Board to all meetings between public officials of the City, County and State.
- 4. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the Association may require, or a meeting shall be called by the Vice President on request of two members of the Executive Committee.

ARTICLE X Special and Standing Committees

1. A Nominating Committee shall be appointed by the President, consisting of three members, not officers of the Association. The Nominating Committee shall invite suggestions from the membership for those directorships which are vacant or about to expire, allowing at least fifteen days for suggestions. The Nominating Committee shall then nominate candidates for the required directorships as provided in these Bylaws and report such nominations to the membership at the Annual Meeting. The Nominating Committee shall notify the members of the Board of Directors, in advance of the Annual Meeting, of its nominations. The Board may or may not, in its discretion, endorse some, all or none of the nominations. Board approval is not required for submission to the Association of the Committee's nominations. Nominations may be made from the floor, at the Annual Meeting. Said nominations shall be voted upon at the Annual Meeting by the members as these Bylaws prescribe.
2. A Lake Clean-up committee chair and co-chair shall be appointed by the President. This committee shall have the sole responsibility to secure a launch site (a place to sign in and receive clean-up assignments), to organize, and to advertise for the annual lake clean-up day, which should be held in the spring each year. A rain day is optional.
3. An Audit Committee shall be appointed by the Board. This Committee shall conduct an annual audit after the end of the calendar year, but before the Annual Meeting.
4. A Budget and Finance Committee, whose Chairman shall be a Director, may be appointed by the President. If appointed, this committee shall be responsible for:
 - a. preparing the annual budget of the Association to be presented to the Board of Directors for their approval;
 - b. performing such other duties in connection with the finances of the Association as the Board may determine.
5. A Membership Committee, whose Chairman shall be a Director, may be appointed by the President. If appointed, such committee shall be responsible for performing such duties as necessary to increase participation in the Association.
6. Special Committees: The membership of Special Committees may or may not be members of the Board of Directors, but must be members of the Association. However, each Special Committee shall have a Director of the Board as its liaison to the Board.

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.

ARTICLE XII Amendments

These Bylaws may be amended or repealed by at least two-thirds vote of the members in good standing present at any annual meeting of the Association duly called and regularly held. Written notice to the members of such proposed changes is required.

Amendments may be proposed by the Board of Directors on its own initiative, or upon petition of any twenty-five members in good standing, addressed to the Board at least thirty days before the Annual Meeting. All such proposed amendments must be presented by the Board to the membership with or without recommendation.

ARTICLE XIII Notices

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.

ARTICLE XIV Dissolution

On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, environmental, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XV
Transition Schedule

ADOPTION OF BYLAWS. These Bylaws shall become effective immediately upon adoption.

Approved by the General Membership
Date: January 29, 1991
William L. Blaser, Secretary

Last amended by the General Membership
Date: January 18, 2023
Cynthia Lamar, Secretary and Bylaws Committee Chair