

BY-LAWS OF THE WEBSTER LAKE CONSERVATION ASSOCIATION, INC.

ARTICLE I NAME AND LOCATION

The name of this organization shall be Webster Lake Conservation Association, Inc. (the "Association"). The Association was incorporated on October 5, 1950. The principal address of the Association shall be Post Office Box 79, North Webster, Indiana 46555, until and unless changed in accordance with the law by the Board of Directors.

ARTICLE II MISSION STATEMENT

The Webster Lake Association mission is designed as an organization designated to represent and cultivate the best interests of its membership and property owners, in accord with the purpose stated in Article III below.

ARTICLE III PURPOSE

The purpose of this Association shall be to control the inlet and outlet of Webster Lake; endeavor to keep the lake clean and safe for fishing, swimming and boating; and encourage the property owners and members to work together for the improvement of the lake in order to make the region healthful, restful and attractive, in the belief that doing so will help to enhance enjoyment of the lake and maintain and/or increase lake property values as well as benefit local businesses and the community as a whole.

ARTICLE IV MEMBERSHIP

Section 1. The membership of this Association shall be open to all property owners, businesses and local organizations of the North Webster community. The Board of Directors must approve any other membership.

Section 2. Membership dues paid by a family, single resident, business or organization shall constitute a single membership entitling the member to all rights and privileges of the Association including, without limitation, the right to vote, hold office, receive newsletters and participate in all activities and functions of the Association. However, voting privileges will be granted to the head of the household, property owner, business owner, and appointed representative of the organization as listed on the Association's records.

Should any entity representing a collection of owners of real property or personal property such as mobile homes, travel trailers, etc. elect to pay for more than one (1) membership with the intent that the extra payment is to cover dues of other residents related to the entity and provide them with voting right, that entity must provide a list identifying the owner, renter, or lessee, the mailing address of each, and the corresponding lake address or lot number for the additional locations of any real or personal property to which said dues apply.

Section 3. In any election, one vote shall be allowed for each membership whose dues are paid for the current year. A list of members entitled to vote for the Board of Directors shall be open for inspection by any member prior to the Annual Meeting.

Section 4. All members paid for the current year shall be entitled to attend the Annual Meeting, any special meetings, participate in any election, and be elected to any office. Members will receive notice of the Annual Meeting not less than thirty (30) days prior to the scheduled meeting date. Publication of the date and time of the Annual Meeting in the Association's newsletter published and/or distributed not less than thirty (30) days prior to the scheduled meeting date shall constitute notice of the Annual Meeting. Electronic publication and/or distribution of the newsletter, such as by email, shall have the same effect as a mailed copy.

Section 5. Members who attend such a meeting as listed in Section 4 above shall constitute a quorum. Members shall elect Directors from the ballot presented at an Annual Meeting or as nominated from the floor. Any person so nominated must be present at said meeting and agree to serve as a director. All Directors and members present at said meeting may question said nominees as to their background, experience, and connection to Webster Lake prior to voting. Members shall also vote on any proposed amendments to the bylaws of the Association. All questions will be decided by a majority vote of those members present and voting. Additionally, members shall vote on any issue placed before the membership as a Special Meeting call pursuant to Article IX, Section III.

ARTICLE V OFFICERS AND DIRECTORS

Section 1. The Board of Directors shall consist of no less than ten (10) and no more than nineteen (19) elected members, and each will serve a three (3) year term. A director may serve additional three-year terms at the discretion of the nominating committee and upon election at the Annual Meeting. To ensure experience and stability, the membership of the Board shall be divided into three classes with one class being elected each year for a three-year term. If more than one member of a household is elected to the Board of Directors, said household shall be entitled to one (1) vote only on all matters considered by the Board. Any person serving as a Director must be a paid member of the Association. All vacancies on the Board may be filled by appointment of the President and ratification by a majority vote of the remaining Directors present and voting at any regularly scheduled Board meeting.

Section 2. The President of the Association will be the Chair of the Board of Directors.

Section 3. The Officers of the Association shall be four (4): President, Vice President, Secretary and Treasurer.

Section 4. Eligibility: The Board of Directors shall elect Officers from members of the Board of Directors. Any officer elected must be a paid member of the Association and be a member of the Board of Directors while serving as an officer. Said election shall be held at the September meeting of the Board or at any regularly scheduled meeting to fill the unexpired term of any Officer unable or unwilling to complete the term to which such Officer was elected.

Section 5. Terms: The President, Vice President, Secretary and Treasurer shall serve for two (2) years beginning with the September board meeting following each election. The Vice President shall, upon confirmation of the Board, become President for two (2) years immediately following completion of serving as Vice President. Anyone elected to fill the unexpired term of any Officer unable or unwilling to complete the term to which said Officer was elected shall serve the remainder of said Officer's term.

Section 6. Other agents and employees may be appointed and their duties and compensation fixed by the Board of Directors.

Section 7. The Board of Directors shall transact all business during the year. Business and activities of the Association shall be reported to the membership through newsletters and meetings.

ARTICLE VI DUTIES OF OFFICERS

Section 1. President: The President shall preside at all meetings of the Board of Directors. They shall see that orders and resolutions of the Board of Directors are carried out; shall sign all written instruments on behalf of the Association; shall appoint the Chairs of all standing committees and shall be the Chair of the Board of Directors. They shall have the power to appoint ad hoc committees from among the members of the Board of Directors or Association from time-to-time as deemed appropriate. The President shall have and discharge all the general powers and duties usually vested in the office of the President.

Section 2. Vice President: The Vice President shall preside in the absence of the President and exercise and discharge such other duties as may be required by the President. They shall serve as the Chair of the Nominating Committee.

Section 3. Secretary: The Secretary shall record the votes and the minutes of all meetings, specify Directors in attendance or absent, furnish a copy to all Directors, and act as custodian of the records. The Secretary will maintain a current copy of the By-Laws and furnish a copy to each new Director; serve notice of meetings of the Board of Directors and of the members; and shall perform all other duties usually vested to the office. All records will be delivered to the successor within thirty (30) days, when there is a change in officers.

Section 4. Treasurer: The Treasurer has the general responsibility of financial control representing the Association's interest. The Treasurer shall keep an accurate record of receipts and disbursements of the Association's funds. All funds shall be deposited in the name of the Association in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall disburse funds only upon authorization by the Board of Directors, except for mandatory bills that are a part of the approved budget. Disbursements shall be made only by check, signed by the Treasurer, unless other signatory authority is provided by resolution of the Board of Directors. The President may sign checks in the event the Treasurer is not available and payment is required, thus notifying Treasurer of such action. All proper signature cards and documents shall be current at the banks in use, as to the proper signatures authorized. The Treasurer shall prepare an annual budget at a time designated by the Board of Directors to be approved by the Board of Directors. The Treasurer is required to make a report at each Board of Directors meeting and an annual statement of income and expenditures for the Annual Meeting. The fiscal year of the Association is from January 1 to December 31. The Treasurer shall meet at the appropriate time with an outside accountant to review all required books and documents, and to prepare the not-for-profit tax information for submission by May 14 of each year. All records are to be prepared for audit by the Audit Committee for the accounting period ending August 31 and shall be delivered to the Audit Committee prior to September 20 of each year. When a change of Treasurer occurs, the Audit Committee will audit the books, with the Treasurer present, then all funds and records in the Treasurer's keeping will be delivered to the successor within thirty (30) days of appointment.

ARTICLE VII

BOARD OF DIRECTORS' DUTIES AND POWER

The Board of Directors shall transact all business during the year. Business and activities of the Association shall be reported to the membership through newsletters and meetings. The Directors are to exercise for the Association all powers, duties and authority vested in or delegated to this Association by other provisions of the Articles, these By-Laws, or by statute. No Director or Officer shall receive compensation for any service they may render to the Association. However, they may be reimbursed for actual receipted expenses that are reasonable and necessary in the performance of his or her duties. Any Director may be paid and compensated for services to the Association in a capacity other than a Director. All members of the Board of Directors are covered during their terms of service by Board Liability Insurance.

ARTICLE VIII

STANDING COMMITTEES

Standing Committees: Each standing committee shall consist of not less than one (1) Director appointed by the President, with the consent of the Board of Directors. The Chairs of the Standing Committees shall be as determined in these By-Laws, or otherwise as appointed by the President with the consent of the Board of Directors. Members of Standing Committees are not required to be Directors of the Association but must be paid members of the Association.

The Standing Committees are Membership Committee, Weed Control Committee, Webster Lake Dam Control Committee, Nominating Committee, Public Relations Committee, Audit Committee, Fireworks Committee, Safety Committee, Water Testing Committee, and Projects Committee. An updated detailed job description of what is involved with each committee shall be kept on file at all times with the Secretary.

Section 1. Membership Committee: The Membership Committee shall consist of at least three (3) members, with the Chair being appointed by the President with the consent of the Board of Directors. The committee will be responsible for maintaining the membership roster, securing new members, publishing and mailing membership dues statements, and keeping abreast of property sales for changes in membership.

Section 2. Weed Control Committee: The Weed Control Committee shall consist of at least three (3) members, with the Chair being appointed by the President with the consent of the Board of Directors. The committee will be responsible for the management and control of weeds within Webster Lake. Any recommendations are to be presented to the Board of Directors for approval.

Section 3. Webster Lake Dam Control Committee: The Webster Lake Dam Control Committee shall consist of at least three (3) members, with the Chair being appointed by the President with the consent of the Board of Directors. The committee shall select a controller, and an alternate controller of the dam that will inform and report to the Board of Directors of the condition of the dam and its utilization. The committee will abide by the contract between the Association and the Department of Natural Resources established September 7, 1993, and the guidelines supplied by the State of Indiana, to the extent that it remains in effect at any given time, and otherwise by the requirements of the Indiana Code and other regulations.

Section 4. Nominating Committee: The Nominating Committee shall consist of at least three (3) members, with the Vice President serving as the Chair. The committee shall submit a slate of candidates to the Board of Directors for review no later than ten (10) days prior to the Annual Meeting. At the Annual Meeting, the Nominating Committee shall submit the slate of candidates to the members present. Additional nominations for the Board of Directors may be made from the floor following the

procedures set forth in Article IV, Section 5, of these bylaws. After nominations are closed, members shall cast their vote for the candidates for the Board of Directors. If only one candidate for each directorship is nominated, the Secretary may cast a unanimous ballot for the entire slate upon motion properly made and seconded. The Nominating Committee shall submit a slate of candidates for officers at the September Board meeting. The slate shall be in conformance with the officer progression as stated previously. Additional nominations for any open officer position may be made from the floor. The Directors shall cast their vote for the officers. If there is only one candidate for the offices nominated, the Secretary may cast a unanimous ballot for the entire slate upon motion properly made and seconded. All candidates being nominated to a position must be willing to serve.

- Section 5. Public Relations Committee: The Public Relations committee shall consist of three (3) members, with the Chair appointed by the President with the consent of the Board of Directors. The committee will establish public relations functions to promote greater awareness of the Webster Lake Conservation Association with both property owners and the community at large through newsletters, electronic communication and activities including the Dixie Boat Ride.
- Section 6. Audit Committee: The Audit Committee shall consist of at least two (2) members, one of which will be the Treasurer. The other member(s) of the committee will consist of at least one qualified person with accounting knowledge and expertise. If the Association cannot locate a member or non-member volunteer to fill this role, it shall hire an individual or entity to assist with the audit in their place. An audit of the Association's books will take place during the month of September each year. The officers involved are to prepare the Association records for this audit, which should take place in a timely manner. The report of the audit committee shall be delivered to the Board no later than the October Board Meeting.
- Section 7. Fireworks Committee: The Fireworks Committee shall consist of three (3) members, with the Chair appointed by the President with the consent of the Board of Directors. The committee will manage the July Fireworks presentation.
- Section 8. Safety Committee: The Safety Committee shall consist of three (3) members, with the Chair appointed by the President with the consent of the Board of Directors. The committee will focus on safety issues involving Webster Lake. Responsibilities may include placement of buoys, provision of safety information to lake users regarding boating and fishing regulations, safe operation of boats and other recreational watercraft, and general safety issues.
- Section 9. Water Testing Committee: The Water Testing Committee shall consist of three (3) members, with the Chair appointed by the President with the consent of the Board of Directors. The committee will periodically test the water of Webster Lake and report their findings to the Board of Directors.
- Section 10. Projects Committee: The Projects Committee shall consist of three (3) members, with the Chair appointed by the President with the consent of the Board of Directors. The committee will address specific projects and initiatives deemed beneficial to Webster Lake, the Association, and/or the members, which do not otherwise fall within the purview of the other committees, and as determined by the Board of Directors, the President, or the committee members.
- Section 11. Ad Hoc Committees: The President, with the consent of the Board of Directors, may appoint an Ad Hoc Committee for such purpose as deemed necessary. In making the appointment of the Ad Hoc Committee the President shall specify in writing the purpose of the committee, the powers of the committee and the duration of the committee's existence.

ARTICLE IX ELECTIONS AND MEETINGS

- Section 1. Robert's Rules of Order shall be followed in conducting the business of the Association.
- Section 2. Annual Meeting: The Annual Meeting of the members of the Association shall be held in North Webster, Indiana, on the second Saturday in August of each year at a place and time to be established by the Board of Directors, or upon such other date as is determined by the Board of Directors, but in any event no less than once-per year, and with no less than sixty (60) days advance notice to the members of the Association if not occurring on the second Saturday in August. Said meeting shall be for the purpose of electing Directors for the Association and the transaction of such other business as may lawfully come before the meeting pursuant to these bylaws. Those who attend such a meeting shall constitute a quorum and shall conduct the business of the Association that comes before it.
- Section 3. Special Meetings: A special meeting of the members may be called by the President or by a vote of the majority of the Directors or by petition of not less than twenty (20%) of the members of the Association. Such meeting shall be called by any means that adequately makes contact with the members. No business shall be transacted at a special meeting except as stated at the time of notification. Those who attend such a meeting shall constitute a quorum and shall conduct the business of the Association that comes before it.
- Section 4. Directors shall be elected at the Annual meeting in this manner: The President shall appoint, not later than May 1 of each year, a nominating committee that will follow the guidelines under Nomination Committee, Article VIII, Section 4.
- Section 5. Newly elected Directors will assume office at the September Board meeting following each election. A new Director orientation will take place at that time.
- Section 6. Vacancies - Officers: The Vice President shall fill the vacancy of the President. The Board shall elect a replacement for any vacancy that occurs in the office of Vice President, Secretary or Treasurer. All officers elected to fill the vacancies shall serve for the unexpired term of office. Any vacancy in any office is to be filled by a majority vote of the Board of Directors.
- Vacancies – Directors: Vacancies on the Board shall be filled by appointment of the President, with consent of the Board of Directors. Such Director shall serve until the next Annual Meeting, at which time a Director shall be elected to serve the remainder of the unexpired term.
- Section 7. Removal of an Officer or Director: Three consecutive unexcused absences from a Board of Directors Meeting are grounds for removal, at the discretion of and upon the majority vote of the remaining members of the Board of Directors. Removal may also be for just cause in the event a Director or Officer does not faithfully and honorably discharge his or her duties. Said Director or Officer may only be removed by a two-thirds vote of the Board of Directors.
- Section 8. The Board of Directors shall meet monthly on a date and time approved by the majority of the Board of Directors. The Board of Directors shall endeavor to hold the monthly meetings on a set date and time each month, and a schedule of meetings must be published in advance on the Association's website.
- The meetings may be held in-person in North Webster, Indiana, or virtually via any commonly available video conferencing software/application. These meetings are open to all Association members and the general public.
- Section 9. Quorum: A quorum of the Board of Directors at any meeting shall consist of a majority of the Board members. Members may attend by phone or video conference and their attendance would count toward the quorum. If a quorum is not present at any meeting, those present shall have the power to

adjourn the meeting, without notice, other than an announcement of the meeting's continued date, until a quorum shall be present.

Section 10. Majority Required: A majority of the votes of members present at a meeting at which a quorum is present shall be sufficient for the transaction of all business of the Association except on matters where a greater vote is required by the Articles of Incorporation, these By-Laws or by statute.

Section 11. Books of Account: All books of account, records, copies of Articles of Incorporation, Bylaws and any other papers of the Association shall be available for inspection under reasonable circumstances by the members, Board of Directors or any other persons having a legitimate interest in the Association.

ARTICLE X DUES

Annual members' dues shall be calculated on a calendar year basis in such an amount as shall be determined from time-to-time by the Board of Directors. There shall be no pro-ration or partial refund of dues for partial calendar years. Setting of annual dues and approval of the annual budget shall occur no later than the November Board Meeting. Annual dues notice will be sent with or within twenty (20) days of the publication and distribution of the Spring Newsletter. Any other special requests for funding, as determined by the Board of Directors, should be stated separately on the dues notice.

ARTICLE XI ASSOCIATION PROPERTY AND ASSETS

Three (3) underwater land tracts – property tax exempt:

0 EMS W22 Lane, North Webster; Parcel #005-050-037
Legal Description: PT NW PT W ½ SW & SW NW 13-33-7 (31.83 acres)
Brookshaven

0 EMS W14 Lane, North Webster; Parcel #005-046-006
Legal Description: W PT SW 12-33-7 (41.96 acres)
Point Weimer's Park – St. Joseph Holiness Park

0 North Webster; Parcel #005-043-020
Legal Description: Pt Lot 1 11-33-7 (6.50 acres)
Between Kline's Island and Epworth Forest

Additional assets subject to change are on file with Secretary and Treasurer; such as boats, motors, etc.

ARTICLE XII RIGHTS AND POWERS

The Association and the Directors shall have all the rights and powers given to not-for-profit corporations under the laws of the state of Indiana.

The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section for any future federal tax code.

ARTICLE XIII

DISSOLUTION OF THE ORGANIZATION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court(s) of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

AMENDMENTS

All proposed amendments to these Bylaws shall be made in writing and submitted to the Board for its examination. The Board of Directors shall submit all proposed Bylaws to a meeting of the members of the Association, either at the Annual Meeting, or at a special meeting called for the purpose of voting on the proposed amendment. Members attending such a meeting shall receive a copy of the proposed amendments at said meeting. The Bylaws shall be amended by a majority vote of the members present at the meeting.