

BYLAWS
OHOP LAKE IMPROVEMENT CLUB, INC.

Original by-laws were adopted in 1967
Amended July 1980, July 1981, July 1999 and June 25, 2011

ARTICLE I
NAME and LOCATION

- Section 1. Name. This volunteer organization is incorporated under the laws of the State of Washington as a Non Profit Corporation [IRS 501 c (4)] and shall be known as the Ohop Lake Improvement Club, Inc. It is referred to as OLIC in these Bylaws.
- Section 2. Location. The OLIC maintains no permanent office. The OLIC will maintain a Post Office box for correspondence. The location of any meeting of the officers, Trustees, or the general membership, shall be designated by the Board of Trustees, as needed.

ARTICLE II
PURPOSE

- Section 1. The purposes for which the OLIC is formed are to maintain and improve Ohop Lake, with the view of rendering Ohop Lake and the adjoining lands more amenable to and conducive to the education of the inhabitants of these lands and their children in swimming and all other aquatic arts and sciences, and to render these lands and lake more pleasurable and conducive to social intercourse, and to promote scientifically the propagation of fish in said water and to do all things reasonable, necessary, or appropriate to the achieving of the above ends.
- Section 2. Term of Existence: The term of existence of the OLIC shall be perpetual.

ARTICLE III
MEMBERSHIP

- Section 1. Membership in the OLIC shall be open to all individuals who own property abutting, or with private access, on Ohop Lake. Property ownership is considered to mean legal owners and does not include children, relatives, heirs, etc.
- Section 2. Upon payment of annual dues, all persons falling within Section 1 shall be considered members in good standing. Each member will be entitled to one vote, per parcel of property for which dues have been paid, on each matter submitted to a vote of members.
- Section 3. A member may resign from the OLIC at any time.

- Section 4. Membership in the OLIC shall be terminated for non-payment of dues. Membership may also be terminated for any reason whatsoever by a three-quarter vote of all the members at any regular or special meeting.
- Section 5. Upon cessation of any person's membership in the OLIC, he or she shall automatically forfeit all right, title or interest in and to the corporation's property and assets.

ARTICLE IV OLIC ORGANIZATION

- Section 1. General Organization: The OLIC shall consist of the membership as a whole. From this membership there shall be a President, a Vice President, a Secretary, a Treasurer, plus three to six Trustees.
- Section 2. Board of Trustees: The Board of Trustees shall consist of up to 9 trustees, including the President as Chair, Vice President, Secretary, and Treasurer.

ARTICLE V OFFICERS AND TRUSTEES

- Section 1. The Board of Trustees (hereafter referred to as the "Board" in these bylaws) shall manage the affairs of the OLIC. There shall be no less than three and no more than nine trustees. Four trustees shall be designated by the following titles: President, Vice President, Secretary, and Treasurer. The balance shall be designated "Trustees". At the discretion of the Board, the Secretary and Treasurer may be the same person.
- Section 2. The Board shall be elected by the members at their annual meeting and shall hold office for terms of three years, or until their successors shall be elected and qualified. Trustee positions will be designated so that only one-third of them expire in any one year. Candidates for the various trustee positions shall be nominated by any member in good standing at the annual meeting held for that purpose. A majority of votes cast for any candidate shall cause his/her election. President, Vice President, Secretary and Treasurer will be elected by trustees at the first meeting following election of trustees at the June annual meeting. If none of the Trustees are willing to serve as Secretary or Treasurer, the Board can recruit and appoint another person to serve in these roles.
- Section 3. The President shall preside at all meetings of the OLIC and of its Board, and shall appoint all committees and shall carry on those other responsibilities assigned to him/her by these by-laws and by the Board.
- Section 4. During the absence or temporary incapacity of the President, the Vice President shall perform the duties and have the powers of the President.

- Section 5. The Secretary shall keep all records of the OLIC, keep accurate minutes of all meetings, send out notices and communications; have charge of all books and other records of the OLIC; keep a file of the members and perform other general secretarial duties relative to the OLIC.
- Section 6. The Treasurer shall keep all accounts of the OLIC and have charge of its funds. He/she shall keep all funds in a bank account approved by the Board and in the name of the OLIC, subject to withdrawal by check signed in such a manner as may from time to time be approved by the Board. He/she shall disburse the funds of the OLIC under direction of the Board. An annual audit shall be prepared and submitted to the membership. The Treasurer may expend up to but not more than Five Hundred dollars (\$500.00) without prior approval of the Board and/or the President. The Treasurer shall keep safely all monies and securities and make disbursement thereof under the direction by the Board. The Treasurer shall, at the annual meeting or when directed by the Board, issue and present a full statement showing in detail the financial affairs of the OLIC.
- Section 7. All instruments of acquisitions or conveyance of OLIC property, or evidence of indebtedness, shall be signed by the President, together with any two members of the Board of Trustees.
- Section 8. Vacancies in any elective office may be filled by the members at any meeting of the OLIC at which a quorum is present. The successor so chosen shall serve for the unexpired term of his/her predecessor.
- Section 9. A trustee may be removed from office by a vote of the majority of the members present at any regular or special meeting called for that purpose. Missing three consecutive meetings may be considered grounds for termination.
- Section 10. A majority of the Board shall constitute a quorum at any meeting of the Board.
- Section 11. The Board may employ whatever personnel they deem necessary and for which funds are available to aid in the management of the OLIC.
- Section 12. Regular meetings of the Board shall be held a minimum of twice a year at a time and place designated by the President.
- Section 13. Special meetings of the Board may be called by the President, notice of which shall be given in sufficient time to permit members to be present, taking into consideration all factors.
- Section 14. The President may call for a special meeting of, or vote by, the Board to be conducted electronically, e-mail or telephone, provided that a quorum of the trustees concurs. Any electronic meeting shall be for the purpose of conducting routine business which may require a decision before a regular meeting can be arranged. Electronic meetings will not be conducted to merely bypass the regular

meeting process. Notwithstanding the foregoing, no electronic voting shall be allowed for matters involving the discipline or removal of members, officers or Trustees. The Secretary will produce and maintain a written record of any electronic meeting or vote.

Section 15. At no time will the club relinquish the right or authority to a second party to collect, disburse or account for funds owed, owing or promised. The OLIC Treasurer will be responsible for all collections, disbursements and accountability. Further, no Board member, single or in unanimity, without a proper motion and acceptance, has the authority to commit, involve or contract with any other person or party without full consent of the Board and a recording of such action on the OLIC's records.

Section 16. In the event of death, resignation or obvious lack of concern of an existing officer or member of the board, it shall be the responsibility of the Board to appoint a replacement to serve the remainder of the term.

ARTICLE VI FISCAL YEAR

Section 1. The fiscal year of the OLIC shall commence on the first day of January and end on the 31st day of December.

ARTICLE VII DUES

Section 1. The dues of each member of the OLIC and the method of payment thereof shall be determined by a majority vote of the Board.

Section 2. Dues are due and payable on January 1st of each year. Dues must be paid at, or before, any OLIC meeting in order for the member to be eligible to vote on any business brought before the OLIC.

ARTICLE VIII MEETINGS

Section 1. Regular meetings of the members of the OLIC shall be held at least once a year, additional meeting as determined by the Board.

Section 2. The annual meeting of the members of the OLIC shall normally be held in the month of June. The exact date will be designated by the Board.

Section 3. Written notice of the place, day and hour of the annual and all regular meetings of the members shall be prepared and mailed or e-mailed to each member by the Secretary.

- Section 4. Special meetings of the members of the OLIC may be called by the President or by the Board upon giving a minimum of two weeks written notice, which shall state the place, day, hour and purpose of the meeting.
- Section 5. At any duly called meeting of the membership of the OLIC, twenty percent (20%) of the members in good standing shall constitute a quorum and a simple majority of the quorum shall prevail on any vote taken.
- Section 6. Any vacancy on the Board shall be filled by appointment by a majority of the remaining Board. The person so appointed shall hold office until the next regular annual meeting of the OLIC at which time the members of the OLIC shall fill by election any vacancies or unexpired terms.

ARTICLE IX RECORDS

- Section 1. The Secretary and Treasurer will maintain all official records for the OLIC. Records will be maintained in compliance with applicable Federal, State, and local laws, etc. Records will be maintained for a period of 5 years beyond the end of the OLIC's fiscal year, or longer if required by law.

ARTICLE X DISOLUTION

- Section 1. Procedure: The OLIC shall be dissolved by two-thirds vote of a quorum of the membership at a meeting called with seven days advance notice to address dissolution. A meeting to consider dissolution shall be called by the President when directed by the Board or requested in a written petition signed by fifty percent (50%) of the OLIC members in good standing.
- Section 2. Any surplus funds remaining in the treasury upon dissolution of the OLIC shall be distributed pro-rata to the members in good standing as of the date of dissolution.

ARTICLE XI AMENDMENTS

- Section 1. These by-laws may be amended at any meeting of the OLIC by a majority vote of the members attending such meeting, providing that a notice of said proposed amendment, or amendments, shall have been mailed, delivered electronically, or delivered physically to each member with notice of the meeting at which the amendment, or amendments, are to be considered.