

**BY-LAWS  
OF  
COUNCIL GROVE CITY LAKE ASSOCIATION**

**ARTICLE 1 - OFFICES**

The official/principal office of the corporation in the State of Kansas shall be located at 323 Poyntz, Suite 204, Manhattan, Riley County, Kansas. The corporation may have such other offices and places of business, either temporary or permanent, either within or without the state of Kansas as the board of directors may designate or as the business of the corporation may from time to time require. Such other offices and places of business may include residences of members of the corporation for the purpose of conducting meetings and other official business of the corporation.

**ARTICLE II - MEMBERS**

**1. MEMBERSHIP.**

Members of the Association shall be limited to those persons, or entities, that are the owners of a leasehold interest (the "Owner") in a residential lot (a "Lot") within the Council Grove City Lake Park. No person, or entity, shall become a Member of the Association until they have notified the Association, in writing, that they are the Owner of a Lot, and they have provided satisfactory evidence to the Association of such ownership. A Lot shall only be entitled to one Member and the Member must be an individual. If the lease of such Lot reflects more than one Owner, or if the lease reflects an entity as such Owner, the Owners of such leasehold interest shall designate, in writing to the Association, the name, and mailing address, of the Member for that particular Lot. The Association shall keep on record the names, mailing addresses of all Members of the Association and the Lots to which such Members apply. Such information shall be available, upon request, to any Owner. All such Members so designated must be one of the Owners of the leasehold interest, or if the Owner is an entity, the Member, must be an individual who is a partner if the Owner is a partnership, or an officer of a corporation if the Owner is a corporation, or a Trustee, or beneficiary, if the Owner is a trust, or an owner of the entity if the Owner is an entity other than an individual, a partnership, a corporation or a trust. Once an individual has been specified by an Owner as the Member for the applicable Lot, a new Member may only be specified for that Lot upon at least 15 days written notice to the Association, prior to any meeting. A Member's rights to cast a vote shall automatically terminate at such time as the Owner that designated them no longer is an Owner. No Member shall be entitled to cast a vote on any issue, unless the dues for the Lot they represent are current. Provided, any person, or entity, which is a member in good standing of the informal

Council Grove City Lake Association, a volunteer, unincorporated organization comprised of owners of lake lots, shall automatically be deemed to be a Member of this Association, as long as they otherwise qualify for membership, until the next assessment of annual dues is due for the applicable lot for that member.

## **2. ANNUAL MEETING.**

The annual meeting of the members shall be held on the second Saturday in June in each year, beginning with the year 2008 at the hour of 9:00 o'clock A.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday such meeting shall be held on the next succeeding Saturday at 9:00 A.M. Any Owner or Member may attend the annual meeting; however, only Members shall be entitled to vote at such meetings. The annual meeting shall be at a location determined by the Board of Directors but within a twenty (20) mile radius of Council Grove City Lake Park.

## **3. SPECIAL MEETINGS.**

a. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the Board of Directors, and shall be called by the president at the request of not less than fifty-one percent of all the Members of the corporation. Any Owner or Member may attend special meetings; however, only Members shall be entitled to vote at such meetings.

b. The Board of Directors may call for regularly scheduled special meetings of the Members, such as by way of example but not limited to, a meeting on the second Saturday of every month. Written notice of the dates, time and location of regularly scheduled special meetings shall be provided to all Members and Owners no less than thirty (30) days prior to the first such meeting. No further notice of regularly scheduled meetings shall be required unless, or until, the regular dates, time or location of such meetings changes. Regularly scheduled meetings shall be for any purpose of soliciting opinions and information from the Members and to provide information to the Members. No official action shall be taken at any regularly scheduled meeting unless it has also been noticed as a special meeting.

## **4. PLACE OF MEETING.**

The directors may designate any place within a twenty (20) mile radius of Council Grove City Lake Park as the place for any annual meeting, any special meeting or any regularly scheduled meeting.

## **5. NOTICE OF MEETING.**

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each Member and Owner. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member and Owner at his/her/its address as it appears in the records of the corporation, with postage thereon prepaid. This provision shall not apply to regularly scheduled meetings, unless it is intended to use a regularly scheduled meeting as a special meeting.

#### **6. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE.**

For the purpose of determining those persons, or entities, who are entitled to notice of or to vote at any meeting of the members or any adjournment thereof, the directors of the corporation may provide that the list of Members and Owners shall be closed for a stated period but not to exceed, in any case, twenty days. If the lists shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the lists, the directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than fifteen days and, in case of a meeting of members, not less than ten days prior to the date on which the particular action requiring such determination of members is to be taken. If the lists are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

#### **7. VOTING LISTS.**

The officer or agent having charge of the records of the corporation shall make, at least ten days before each meeting of members, except a regularly scheduled special meeting, a complete list of the Members, entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each, which list, for a period of ten days prior to such meeting shall be kept on file with the Secretary of the corporation and shall be subject to inspection by any Owner at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Owner during the whole time of the meeting.

#### **8. QUORUM.**

At any meeting of members, twenty-five percent (25%) of the Members, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than said number of Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at a meeting as originally notified.

## **9. PROXIES.**

At all meetings of members, a Member may vote by proxy executed in writing by the Member, or by his/her duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. Only Members shall be eligible to receive the proxy of another Member.

## **10. VOTING.**

Each Member entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these bylaws shall be entitled to one vote, in person or by proxy, for each Lot represented by such Member. Upon the demand of any Owner or Member, the vote for directors and upon any question before the meeting shall be by ballot. All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or the laws of this State.

## **11. ORDER OF BUSINESS.**

The order of business at all meetings of the members, except regularly scheduled special meetings, shall be as follows:

1. Roll Call, which may be conducted by a written "sign-in" sheet.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of Officers.
5. Reports of Committees.
6. Election of Directors.
7. Unfinished Business.
8. New Business.

## **12. DUES/SPECIAL ASSESSMENTS.**

All Members shall pay annual dues to belong to the Association. The dues shall be established by the Board of Directors in such amounts as the Board deems adequate to conduct the business of the corporation and shall be paid at such times as the Board deems appropriate. All Members shall pay such special assessments as imposed by the Board of Directors. The Board of Directors shall have authority to

impose special assessments that the Board deems necessary to conduct the business of the corporation and shall have further authority to determine the time and manner of payment of such special assessments. The failure of a Member to pay annual dues when due or to pay special assessments as required shall cause that Member to lose his/her voting privileges until such failure is corrected.

### **ARTICLE III - BOARD OF DIRECTORS**

#### **1. GENERAL POWERS.**

The business and affairs of the corporation shall be managed by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these by-laws and the laws of this state.

#### **2. NUMBER, TENURE AND QUALIFICATIONS.**

The number of the directors of the corporation shall be eleven. Such directors shall be elected by the Members at the annual meeting of the Members. The directors shall serve for a term of two years, and until his/her successor shall have been elected and qualified; provided, however, five of the first Board of Directors, as elected at the first annual meeting of the Members, shall serve for only a term of one year, so that at least five members of the Board of Directors will stand for election at every annual meeting of the Members.

#### **3. REGULAR MEETINGS.**

A regular meeting of the directors shall be held without other notice than this by-law immediately after, and at the same place as the annual meeting of members. The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

#### **4. SPECIAL MEETINGS.**

Special meetings of the directors may be called by or at the request of the president or any director. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them.

#### **5. NOTICE.**

Notice of any special meeting shall be given at least ten days previously thereto by written notice delivered personally, or by email or regular mail to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered as of the date sent. The attendance of a

director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**6. QUORUM.**

At any meeting of the directors, six shall constitute a quorum for the transaction of business, but if there are no directors present at a meeting, the meeting shall be deemed to be adjourned without further notice.

**7. MANNER OF ACTING.**

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

**8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the Members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

**9. REMOVAL OF DIRECTORS.**

Any or all of the directors may be removed for cause by vote of the Members or by action of the board. Directors may be removed without cause only by vote of the Members.

**10. RESIGNATION.**

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

**11. COMPENSATION.**

No compensation shall be paid to directors, as such, for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

**12. PRESUMPTION OF ASSENT.**

A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

### **13. EXECUTIVE AND OTHER COMMITTEES.**

The Board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

## **ARTICLE IV - OFFICERS**

### **1. NUMBER.**

The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

### **2. ELECTION AND TERM OF OFFICE.**

The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the members. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

### **3. REMOVAL.**

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **4. VACANCIES.**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

### **5. PRESIDENT.**

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall, in general, supervise and control all of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the members and of the directors. He/she may sign, with the secretary or the treasurer or any other proper officer of the corporation thereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

#### **6. VICE-PRESIDENT.**

In the absence of the president or in the event of his/her death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him/her by the president or by the directors.

#### **7. SECRETARY.**

The secretary shall keep the minutes of the members' and of the directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office address of each member; have general charge of the record books of the corporation; be responsible for composing printing and mailing a Newsletter to all Members/Owners.

#### **8. TREASURER.**

If required by the directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws; and in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the directors.

### **ARTICLE V - CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**1. CONTRACTS.**

The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, and such authority may be general or confined to specific instances.

**2. LOANS.**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

**3. CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

**4. DEPOSITS.**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

**ARTICLE VI - FISCAL YEAR**

The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

**ARTICLE VII - WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member, owner or director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE VIII - AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a vote of a majority of the Members, representing a majority of all Lots, at any annual members' meeting or at any special members' meeting when the proposed

amendment has been set out in the notice of such meeting. These by-laws may also be altered, amended or repealed and new by-laws may be adopted by a vote of a majority of the Directors at any meeting of the Directors.