

# FOX LAKE PRESERVATION ORGANIZATION, INC.

## BY-LAWS

### Article 1 – Name and Purpose

The name of the organization shall be Fox Lake Preservation Organization, Inc. The purpose of the Fox Lake Preservation Organization, Inc. is to preserve and improve Fox Lake and its surroundings, and to enhance the water quality, fishery, boating safety, and aesthetic values of Fox Lake as a public recreational facility for today and for future generations.

#### Section 1. Status and Limitations

To carry out the program of the Fox Lake Preservation Organization, Inc. and to make effective representations on behalf of its members, the Corporation shall be organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued hereunder. No asset of the association shall benefit any officer or member.

### Article 2 – Meetings

#### Section 1. Meeting Attendance

All members whose dues are all currently paid and invited guests are entitled to attend all regularly scheduled or special meetings of Fox Lake Preservation Organization, Inc.

#### Section 2. Annual Meeting

The annual meeting of the Corporation shall be held on the first Saturday of June each year for the election of Directors, by-law amendments, and for the transaction of such other business as may properly come before the meeting. Said meeting shall be held at the Fox Lake Town Hall. Notice of the annual meeting shall be published on the Corporation website. The Board of Directors shall meet immediately after the Annual Meeting for the purpose of electing officers for the following year. Said officers shall take office immediately upon their election.

#### Section 3. Regular Meetings

Regular meetings of the Board of Directors will be held every other month from February through December.

#### Section 4. Special Meeting

Special meetings may be called at any time by the Board of Directors, by the President, by any five members of the Board of Directors, or shall be called by the President at the written request of ten members of the Corporation in good standing. Such requests shall state the purpose of the proposed meeting.

#### Section 5. Quorum

A quorum of for the Annual Meeting or a special meeting of the membership shall consist of at least fifteen (15) members. At any meeting of the Board of Directors, five members of the Board shall constitute a quorum.

#### Section 6. Voting

At the Annual Meeting of the Corporation, one representative of each active Single Unit and a maximum of two votes for a Family, whose dues are paid for the current year, shall be entitled to vote.

## **Article 3 – Board of Directors**

### **Section 1. General Powers**

The business of this organization shall be managed by a Board of Directors consisting of a minimum of nine members in good standing together with the Officers of this organization.

### **Section 2. Vacancies**

Resignations from the Board must be in writing and received by the Secretary and the President. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year at a regular meeting or a duly called special meeting of the Board of Directors. If at any time the number of directors shall be increased, the additional directors shall be elected by the affirmative vote of a majority of the directors then in office at any regular meeting or at a special meeting called for that purpose.

### **Section 3. Expenditures by Directors**

The Board of Directors shall have no authority to create any obligation in excess of the cash in the treasury.

### **Section 4. Removal of Board Members**

A Director may be removed from office when sufficient cause exists for such removal such as absence from three (3) consecutive regular meetings of the Board during the summer (May-September) without excuse and/or failure to perform the duties. A two-thirds (2/3) majority vote is required.

## **Article 4 - Officers**

### **Section 1. Officers**

The Officers of the Corporation shall consist of: President, Vice President, Secretary, and Treasurer. They shall serve terms of two years, staggered such that the elections of President and Secretary occur in alternate years as those of the Vice President and Treasurer.

### **Section 2. President**

The President of the Board of Directors shall be the chief executive officer of the Corporation; he/she shall sign such instruments as may be authorized by the Board of Directors; he/she shall have the general powers and duties of management of the Corporation which usually pertain to the office, and shall perform such other duties as are properly required by the Board of Directors. The President shall convene regularly scheduled Board meetings.

### **Section 3. Vice President**

The Vice-President, shall in the absence of the President, perform the duties of that office, he/she shall have such powers and perform such other duties as usually pertain to such officer or as properly required of him by the Board of Directors.

### **Section 4. Secretary**

The Secretary shall issue notices of all meetings of Directors and members, where notice of such meeting are required by law or these by-laws; he/she shall keep the minutes of the annual meeting and of the Board of Directors meetings; sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that Corporation records are maintained. He/she shall sign such instruments as require his/her signature.

### **Section 5. Treasurer**

The Treasurer shall have the care and custody of all monies and securities belonging to the Corporation; he/she shall enter in the books of the Corporation to be kept by him/her for that purpose, full and accurate accounts of all monies received and disbursed by him/her on account of the Corporation; he/she shall sign such instruments as require his/her signature, and shall perform such other duties as usually pertain to his/her office or as are properly required of

him/her by the Board of Directors. The Treasurer shall provide a written report at each Board meeting.

#### **Section 6. Salaries**

No officer shall receive any compensation.

#### **Section 7. Vacancies**

Upon receiving a letter of resignation from an Officer of the Corporation, the Board of Directors, by affirmative vote of the majority thereof, expressed at a duly called meeting of the Directors, may fill such vacancy for the unexpired term.

#### **Section 8. Contracts**

All legal documents, contracts, and agreements obligating the Corporation, shall be signed by two current Officers of the Corporation.

### **Article 5-Finances**

The funds of this Corporation shall be deposited in its name with such bank or trust company as the Board of Directors may from time to time designate. All checks, notes, drafts, and other negotiable instruments of the Corporation shall be signed by the President or Treasurer or others in their stead as the Board of Directors shall designate.

### **Article 6-Membership**

There shall be two classes of membership: active and honorary. All members will have voting rights at the annual meeting. The active members must pay an annual membership fee.

### **Article 7-Dues**

The Board may set dues schedules for memberships. The membership and fiscal year shall be June 1 to May 31. The Board of Directors may recommend an increase or decrease in the annual dues. Such recommendation or amended version of the recommendation shall not become effective until approved, by a simple majority of the membership at the Annual Meeting.

### **Article 8-Committees**

The President shall review the previous committees and reappoint them as required. Committee members shall be a member of the Corporation in good standing. The President may form a new committee and appoint committee members subject to approval of the Board of Directors at the next regularly scheduled Board of Director's meeting.

### **Article 9-Amendments**

These by-laws may be amended by a two-thirds vote of members eligible to vote who are present at the annual meeting, provided that notice of such amendment(s), shall have been published two weeks prior to the annual meeting, and that a quorum as defined in these by-laws be present at such meeting.

### **Article 10-Parliamentary Procedure**

Robert's Rules of Order shall be the authority on Parliamentary Procedure covering all matters not provided for by the constitution and by-laws.

#### **Certification**

These By-laws were amended by at the Corporation's Annual Meeting on June 8, 2024.

*Phil Hansen*

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Phil Hansen, Treasurer

Fox Lake Preservation Organization, Inc