

GREATER LAKE PALESTINE COUNCIL

BY LAWS

ARTICLE I

The principal office of the Greater Lake Palestine Council, hereinafter abbreviated as GLPC, for its fiscal year of July 1 through June 30 shall be designated annually by the Board of Directors.

ARTICLE II

1. GLPC may require documentation from Property Owners Association (POA) and Neighborhood Watches (NW) of a subdivision's designation of its voting members, as defined in the Constitution. The annual dues must be paid in order for registered voting delegate(s) to cast votes. A registered voting delegate must be a member in good standing of his POA or NW.
2. Associate Membership, as defined in the Constitution, shall be any non-commercial property owners or a property owner. Associate Members may participate in all GLPC functions, but without the right to vote.
3. Commercial Membership, as defined in the Constitution, shall be commercial property owners or operators of a business. Commercial Members may participate in all GLPC functions, but without the right to vote.

ARTICLE III

1. Regular Council Meetings shall be held at 7 p.m. the second Tuesday of January, March, May, July, September and November each year, at a place to be chosen by the Board of Directors, provided that at least two weeks written notice shall be given to all members before the regular meeting.
2. Special Meetings may be called by the Board of Directors or at the written request of one quarter (25%) of the voting delegates, at a time, date and place chosen by the Board of Directors, provided that at least two weeks written notice shall be given to all members before any such special meeting.
3. Each member shall register a mailing address with the Secretary. Notice of any Regular Council or Special Meeting shall be given to the members by, or at the direction of, the Secretary by postage paid mail to the member address appearing in the records of GLPC, and at least two weeks in advance of the meeting.
4. In the case of Regular Council Meetings or Special Meetings at which an action described in ARTICLE V of the Constitution will be voted upon, the meeting notice to all members shall also include a detailed description of the proposed action, and a quorum for such meetings shall be 51% of the registered voting delegates.

5. In all other Regular Council Meetings or Special Meetings, a quorum shall be 25% of all registered voting delegates and a majority of the voting delegates present shall decide any question.
6. At any Regular Council or Special Meeting, votes may be cast by registered voting delegate(s) or by proxy. Proxies shall be in writing and filed with the Secretary and shall expire at the adjournment of that meeting.
7. All GLPC regular meetings shall be open to the public, with only registered voting delegates having a vote.

ARTICLE IV

1. The Charter Voting Members shall decide the amount of annual dues for each member classification for the period through June 30, 2000. Such dues must be paid by July 1, 1999.
2. Annual dues for members, once agreed and established by the voting delegates, may not be increased until authorized by 51% of the Voting Members.
3. Voting Members may authorize a special assessment only upon themselves.
4. The Board of Directors is authorized to receive on behalf of GLPC the annual dues and special assessments approved by the Voting Members.
5. The Board of Directors is authorized to receive funds such as donations or grants that it deems appropriate to accept.
6. The Board of Directors is authorized to disburse funds on behalf of GLPC.

ARTICLE V

1. The minimum notice and the requirement that annual dues be paid in order to vote shall be waived for the First General Council Meeting to be held immediately after the inception of GLPC. Nine Directors shall be elected by the Charter Voting Members present at the First General Council Meeting. The Directors shall decide among themselves which three Directors will have terms expiring June 30, 2000; which three Directors will have terms expiring June 30, 2001; and which three Directors will have terms expiring June 30, 2002. The Directors shall elect initial officers whose terms will expire upon election of new officers in July, 2000.
2. At the May General Council Meeting each year, the registered voting delegates shall elect from among the nominees suggested by a Nominating Committee and any nominees from the floor, three Directors for a term beginning the following July 1 and ending on June 30 three years later.
3. One or two vacancies on the Board of Directors shall be filled by the remaining Directors at the next meeting of the Board of Directors for the unexpired term.

4. Three or more vacancies on the Board of Directors shall be filled by conducting a special election at the next General Council Meeting in the same manner as the annual election.
5. Regular meetings of the Board of Directors shall be held at least quarterly at such times and places as it may decide. Minutes of each regular Board of Directors meeting shall be available to all members within thirty days after the meeting.
6. Special meetings of the Board of Directors shall be held when called by any three Directors after not less than three days notice to each Director. The Directors may waive notice. Minutes of special Board meetings shall be available to all Board Members, at least along with the minutes of the next regular meeting.
7. A majority of the Directors shall constitute a quorum for a meeting of the Board of Directors. Each Director shall have one vote in each meeting of the Board of Directors. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE VI

1. The Board of Directors shall elect at its first meeting in July of each year the following officers: President, Vice President, Secretary and Treasurer. Each officer will serve until removed by resolution of the Board of Directors or until a successor is elected.
2. The President shall be the chief executive officer, shall preside at all meetings of GLPC, shall ensure that orders and resolutions of the Board of Directors or Member Directives are carried out, and shall sign such documents as authorized by resolution of the Board of Directors.
3. The Vice President shall perform all the duties of the President in his/her absence and shall assist the President in the performance of his/her duties.
4. The Secretary shall keep the minutes of all meetings, shall maintain a current record of all members and their addresses, shall give required notices of meetings and minutes of meetings to members, and shall perform all duties required of a secretary.
5. The Treasurer shall receive and deposit in appropriate bank accounts all funds. The Treasurer shall disburse funds as directed by the Board of Directors. The Treasurer shall keep proper books of account and shall advise the Secretary of dues received from new members. The Treasurer shall prepare balance sheets and income and expense statements as often as requested by the Board of Directors.

6. In addition to the specific duties listed above in this Article, each officer shall perform such other duties as the Board of Directors may, by resolution, determine to be appropriate.
7. GLPC shall not enter into any contract to pay, and shall not pay, any salary or other remuneration to any Director, Officer or Committee member for services rendered to GLPC in any capacity. GLPC shall reimburse any Director, Officer or Committee Member for his personal payment of any authorized GLPC expenditure.

ARTICLE VII

1. The Board of Directors shall open a bank account owned by GLPC. All funds received by GLPC shall be deposited to that bank account.
2. Any check drawn against GLPC's bank account shall bear the signatures of two authorized Directors.
3. The Board of Directors shall appoint an Audit Committee to provide a written report within 30 days of the end of each fiscal year.

ARTICLE VIII

1. The books, records and papers of GLPC shall be open for inspection by any member during reasonable business hours by appointment.

ARTICLE IX

1. The Board of Directors may create Committees, appoint members to those Committees, direct those Committees to perform specific functions, authorize the Committee to expend specific funds, remove members from the Committees and dissolve Committees.
2. Any Committee created shall have at least one Director appointed as a member of the Committee, and that Director shall have responsibility for ensuring the reporting of the Committee's activities to the Board of Directors.

ARTICLE X

1. Notwithstanding the foregoing, every person who acts as a Director or Officer of GLPC shall be indemnified by GLPC for any judgement or award obtained against him, as well as expenses actually and necessarily incurred by him, including legal fees if counsel is not provided by GLPC, in connection with the defense of any claim, action, suit or proceeding in which he is made a party by reason of his being or having been a Director or Officer of GLPC, except in relation to matters as to which he shall be adjudged or determined in such claim, action, suit or proceeding to have acted in bad faith and outside the scope of his authority or to have acted in a grossly negligent manner or with willful misconduct. In the event any such claim, action, suit or proceeding is instituted against a Director or Officer of GLPC, then GLPC shall have the right to enter into settlement or compromise in regard thereto as may be deemed advisable by the Board of Directors. The right of indemnification provided in this Section shall be in addition to any rights to which any such Director or Officer

may otherwise be entitled by contract or as a matter of law. Further, nothing herein contained shall be deemed to restrict the right of GLPC to indemnify the Directors, officers or any agents or employees of GLPC in such cases as it deems appropriate even though not specifically provided in this Section.

ARTICLE XI

These By-Laws conforming to the Constitution may be changed by a majority vote of the registered voting delegates present at a meeting at which a quorum is present and notice of the proposed adoption or change is provided to all members at least two weeks and not more than thirty days prior to the meeting.

Adopted by a majority vote of the Charter Voting Members this 11th day of May, 1999.

Attest: _____

Acting Secretary of the Initial Meeting

ARTICLE II, Paragraph 2. was amended and Paragraph 4. was added at a regular meeting of GLPC on 25th day of March, 2003 as follows:

ARTICLE II

- 2. Associate Members shall be any non-commercial property owner in the greater Lake Palestine area. Associate members may participate in all GLPC functions and shall have one vote.**

- 4. GLPC Board of Directors, as its own discretion, may initiate and/or approve reciprocal honorary memberships with other non-profit organizations which have compatible goals with GLPC. The reciprocal memberships will be at no cost to either GLPC or the other non-profit organization. There will be no voting rights with the honorary memberships.**