

BY-LAWS OF
TRI LAKES PROPERTY OWNERS ASSOCIATION
TRI LAKES ALLIANCE, INC.
2026

ARTICLE I

MEMBERSHIP

SECTION 1. DEFINITION OF AREA - The Tri-Lakes area shall be defined for membership as follows:

The area bounded on the south by Road 500N, on the east by Road 450E, on the north by the County Line Road, and on the west by State Road 9. ~~Membership within these boundaries shall be limited to those property owners in the area zoned L-1 (Lake Residential Districts), S-1 (Suburban Residential District), and Retail Businesses.~~ See attached map in Exhibit A.

SECTION 2. MISSION STATEMENT

~~The purpose of the Tri-Lakes Property Owners Association is to represent and cultivate the best interests of its membership and property owners. We endeavor to keep the lakes clean and safe for fishing, swimming and boating. We encourage the property owners and members to work together for the improvement of the lakes in order to make the region healthful, restful and attractive in the belief that doing so will help to enhance enjoyment of the lakes and benefit local businesses and the community as a whole.~~

The purpose of the Tri Lakes Alliance (The Alliance) is to:

- Support environmental sustainability, focusing on the health of the lands and waterways impacting the Tri Lakes watershed and water quality.
- Provide information and recommendations for safety on Tri Lakes.
- Maintain infrastructure and collaborate with regulatory agencies to ensure long-term compliance for the Tri Lakes watershed and lake amenities.

We endeavor to keep the watershed healthy and Tri Lakes clean and safe for fishing, swimming and use of watercraft. We encourage the property owners and members to work together for the improvement of the lakes in order to make the region healthful, restful and attractive in the belief that doing so will help to enhance enjoyment of the lakes, the community and watershed as a whole.

SECTION 3. MEMBERSHIP - Membership in shall be divided into general and associate membership.

- A. General memberships shall be available only to property owners within the various sections of the Tri Lakes area as described in Section 1. A membership “in good standing” is defined as one where the annual dues have been paid for the current year as described in Section 5. ~~All memberships will be assigned to a specific lake in the Tri Lakes region.~~
- B. Associate memberships shall be available to residents who are not property owners who reside in the Tri Lakes area as described in Section 1.
- C. Corporate associate membership shall be available to business owners outside the various sections of the Tri Lakes area as described in Section 1.

SECTION 4. RIGHTS OF MEMBERSHIPS - The rights of various memberships are as follows:

- A. General memberships in "good standing" shall be entitled to all rights and privileges including voting.
- B. Associate memberships in "good standing" shall be entitled to rights and privileges excluding voting rights.
- C. Corporate associate membership in "good standing" shall be entitled to rights and privileges excluding voting rights.
- D. General membership shall have only one vote based on their primary Tri Lakes area ~~residence~~ property and regardless of the number of properties/lots owned.

SECTION 5. DUES - The membership period extends from June 1 through May 31 All memberships must have paid their annual dues by the first of June with the grace period extending for one month. Failure to pay dues will result in membership "good standing" status being removed until arrangements can be made with the treasurer to be reinstated. Dues received past December 31 will be applied toward the following membership period. Dues are determined during the annual meeting for the next membership period.

SECTION 6. REMOVAL FROM MEMBERSHIP - Any member may be removed from membership by a majority vote of the members present at any annual meeting or at any special meeting of the members called for that purpose for conduct deemed prejudicial to this corporation, provided that such member shall have first been served with written notice of the accusations against such member, and shall have been given an opportunity to produce witnesses, if any, and to be heard at the meeting at which such vote is taken.

ARTICLE II

MEETINGS

SECTION 1. MEETING ORDER - Roberts Rules of Order shall be followed in conducting the business of **The Alliance**.

SECTION 2. ANNUAL MEETING - The annual meeting of the membership shall be held at a place and time designated by the Board of Directors for the election of ~~Lake~~ Directors, Officers, approving or disapproving the reports of the President, Secretary, Treasurer and Membership Chair and receiving concerns/recommendations from the membership regarding any other business to come before the meeting. It shall be the duty of the Secretary to give fourteen (14) days written notice of such meetings to all memberships in "good standing" stating that it is the annual meeting, the business to be voted on, if any, and the time and place of said meeting.

SECTION 3. SPECIAL MEETINGS - Special meetings may be called by a majority of the officers and/or ~~Lake~~ Directors or upon petition of sixty (60) general memberships in "good standing." Upon any of the above calls, it shall be the duty of the Secretary to give Ten (10) days written notice to all memberships in "good standing" stating the purpose of the meeting, along with the time and place of said meeting. The President shall select the place and time of the meeting and will do so within fourteen (14) days of receiving said petition. No other business shall be considered or transacted during a Special Meeting other than the original stated purpose thereof.

SECTION 4. MONTHLY MEETINGS OF OFFICERS/BOARD OF DIRECTORS – The Officers and Board of Directors will meet monthly to conduct ongoing business of **The Alliance**. Business may be conducted as long as a quorum is present as defined in Article II, Section 9. Monthly meetings may be cancelled when agreed upon by the Officers.

- A. Special Meeting of the Board of Directors may be called by any board member with the approval of at least two officers of the Board of Directors and shall be called by order thereof upon the written request signed by the parties making a request. This request shall be set forth the business to be conducted at such meeting.

SECTION 5. NOTICES - All written notices may be hand- delivered to the members in "good standing" or deposited in the United States Postal Service or delivered via email. A notice directed through the mail or hand delivered to each member in "good standing" at member's last physical address or email address as it appears on **The Alliance's** official membership lists shall be deemed to be sufficient delivery.

SECTION 6. VOTING - The voting rights of each membership is as follows:

- A. General memberships attending or represented by a written proxy at any annual or special meeting will be entitled to one vote per membership providing the membership is of "good standing" as defined in Article I Section 3.
- B. Associate memberships may attend any annual or special meeting but shall not have voting privileges.
- C. Voting for election of Directors and Officers will be conducted by confidential ballot or by show of hands at the discretion of the President, except as otherwise provided in these By-Laws. Ballots must be submitted by the close of voting, as announced by the President during the meeting at which the election occurs Proxies must be submitted in accordance with Article II, Section 7. Absentee Ballots must be submitted in accordance with Article II, Section 8.
- D. Voting for any other issues to be voted on by the membership of **The Alliance** will be conducted by confidential ballot or by show of hands at the discretion of the President, except as otherwise provided in these By-Laws. Ballots must be submitted by the close of voting, as announced by the President during the meeting at which the election occurs Proxies must be submitted in accordance with Article II, Section 7. Absentee Ballots must be submitted in accordance with Article II, Section 8.
- E. When confidential balloting is used, The Tally Committee shall be composed of three (3) general memberships in "good standing" present at the meeting and appointed by the President to count and record all ballots.
- F. Specific voting procedures will be determined by the nominating committee with acceptance by a majority of the Board of Directors which will provide for the allowance of absentee voting procedures.

SECTION 7. PROXIES - General Memberships, providing they are in "good standing", may vote by proxy at any special or annual meeting and shall be entitled to one vote per membership. Proxies must be filed with the Secretary of **The Alliance** at least twenty-four (24) hours before the meeting in order to be valid and effective. No proxy shall be valid and effective except for the meeting for which said proxy was given.

- A. A proxy can be simple in form, naming the proxy and stating the meeting for which the proxy is valid and dated and signed by the general member, providing their

membership is in “good standing”. The proxy can either be handwritten or in the form of electronic media. An email from the voter stating such proxy will suffice as being signed.

SECTION 8. ABSENTEE VOTING- General Memberships, providing they are in “good standing”, may vote by absentee ballot at any special or annual meeting and shall be entitled to one vote per membership. Absentee ballots must be filed with the Secretary of the Alliance at least twenty-four (24) hours before the meeting in order to be valid and effective. No absentee ballot shall be valid and effective except for the meeting for which said ballot was given.

A. An absentee ballot can be simple in form, naming and stating the meeting for which the ballot is valid and dated and signed by the general member, providing their membership is in “good standing”. The ballot can either be handwritten or in the form of electronic media. An email from the voter stating such ballot will suffice as being signed.

SECTION 9. QUORUM - For Annual and Special Meetings; any sixty (60) general memberships in "good standing," except as otherwise provided in these By-Laws, shall constitute a quorum and such memberships shall be authorized to transact any business to come before said meeting except when otherwise restricted by the Statutes of Indiana, the Articles of Incorporation or these By-Laws.

For Monthly Directors’ Meetings, a majority of the Board of Directors shall constitute a quorum.

A. When a quorum is constituted, a majority of those present, in person or by proxy, may pass upon any business before the meeting except as otherwise restricted by law, the Articles of Incorporation or these By-Laws.

B. If unable to make a board or committee meeting in person, members of the board or of any committee designated by the Board may participate in a meeting by phone or video conference. Participation in a meeting using these means constitutes presence in person at the meeting.

SECTION 10. ORDER OF BUSINESS – ANNUAL MEETING- The order of business of membership meeting shall be as follows:

- A. Call to Order - quorum achieved
- B. Review and Approval of Minutes
- C. Reading and Approval of Treasurers Report
- D. Chairman Report
- E. Committee Reports
- F. Election of Officer and Director results
- G. Old or Unfinished Business
- H. New Business
- I. Adjournment

- ~~A. Roll Call of general memberships in "good standing"~~
- ~~B. Calling meeting to order if quorum is present~~
- ~~C. Reading of minutes of preceding meeting~~
- ~~D. Approval or correction of minutes as read~~
- ~~E. Report of the Treasurer~~
- ~~F. Approval or disapproval of Treasurer's Report~~
- ~~G. Report of the Membership Chair~~

- ~~H. Approval or disapproval of Membership Chair's Report~~
- ~~I. Reports of other officers or committees~~
- ~~J. Report of the President~~
- ~~K. Acceptance or rejection of President's Report~~
- ~~L. Approval of future annual dues.~~
- ~~M. Announcement of the results of the election of Officers and Directors.~~
- ~~N. Old or unfinished business~~
- ~~O. Miscellaneous business or discussion~~
- ~~P. Adjournment on motion~~
- ~~Q. —~~

SECTION 11. ORDER OF BUSINESS- MONTHLY DIRECTORS' MEETING - The order of business at all meetings of the Board of Directors/Officers shall be as follows:

- A. Call to Order - quorum achieved
- B. Review and approval of Minutes
- C. Reading and Approval of Treasurers Report.
- D. Chairman Report
- E. Committee Reports
- F. Old Business
- G. New Business
- H. Adjournment

- ~~A. Roll Call~~
- ~~B. Announcing quorum and calling meeting to order~~
- ~~C. Reading of minutes of preceding meeting and action thereon~~
- ~~D. Acceptance of minutes~~
- ~~E. Treasurer's Report~~
- ~~F. Acceptance or rejection of Treasurer's Report~~
- ~~G. Report of the Membership Chair~~
- ~~H. Approval or disapproval of Membership Chair's Report~~
- ~~I. President's Report~~
- ~~J. Approval or disapproval of President's Report~~
- ~~K. Committee Reports~~
- ~~L. Unfinished business~~
- ~~M. New business~~
- ~~N. Miscellaneous business or discussion~~

SECTION 12. ACTION WITHOUT MEETING - Under special circumstances, any action required or permitted to be taken at any meeting of the Board of Directors or at any committee meeting thereof may be taken without a meeting if the action is approved by the majority of the Board of Directors or of such committee. The action can be approved by email which will serve as each member's written consent. The approval will be included in the minutes reflecting the action taken.

ARTICLE III

BOARD OF DIRECTORS AND OFFICERS

SECTION 1. OFFICER POSITIONS - The officers of this Alliance shall be President, Vice President, Secretary, and Treasurer, and each must be a general membership in "good standing." Officers shall be elected by ballot at the annual meeting by a majority vote of the general membership in "good standing" present or by proxy.

SECTION 2. BOARD OF DIRECTORS POSITIONS - The Board of Directors shall consist of three (3) general memberships in "good standing" from Shriner, Big Cedar, Little Cedar, and Round Lakes, and up to (3) At-Large general memberships in "good standing" from the Tri Lakes watershed defined in Section I but not necessarily owning property on a lake. Each shall be elected during the annual meeting by a majority vote of the general memberships in "good standing." ~~from their respective lake.~~

SECTION 3. TERM OF OFFICE - All officers shall be elected to serve for a term of one (1) year or until their successors are duly elected or qualified. In case an officer is elected between annual meetings for the purpose of filling a vacancy or otherwise, such officer so elected shall serve only until the next annual meeting of the membership. The ~~Lake~~ Directors shall be elected as stated above for one- (1) year terms and shall hold office until their successors have been duly elected and qualified. In the event the number of ~~Lake~~ Directors is increased, as permitted in the Articles of Incorporation, it shall be by a vote of at least sixty (60) general membership in "good standing" at either an annual or special meeting and the notice of said meeting shall state the proposed increase.

SECTION 4. NOMINATION OF BOARD OF DIRECTORS AND OFFICERS - At least one month prior to the annual meeting of the memberships, the Nominating Committee (as defined in Article IV, Section 1) shall nominate a slate of officers and ~~Lake~~ Directors.

- A. The Secretary of **The Alliance** shall distribute by person or mail or by email to each general membership in "good standing" the list of nominees at least fourteen (14) days prior to the annual meeting.
- B. Any general memberships in "good standing" may be nominated for ~~Lake~~ Director or Officer by contacting an officer of **The Alliance** at least sixteen (16) days prior to the annual meeting.

SECTION 5. DUTIES AND POWERS OF THE DIRECTORS - The Board of Directors shall have complete control and charge of the management of this Alliance. It shall have complete authority over **The Alliance's** officers, property, and general affairs. It shall make all rules and regulations governing the management and control of all property of this Alliance, be it real, informational or personal, including expenditures of **The Alliance's** money. It may prescribe any additional duties and authority to the officers of this Alliance that are not inconsistent with Indiana law, the Articles of Incorporation or these By-Laws.

No Director or Officer shall receive compensation for any service they may render to **The Alliance**. However, they may be reimbursed for actual receipted expenses that are reasonable and necessary in the performance of their duties. Any Director may be paid and compensated for services to **The Alliance** in a capacity other than a ~~Lake~~ Director.

The Alliance may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee or agent of **The Alliance** for liability asserted against or incurred by such individual in that capacity or arising from the individual's status as a Director, Officer, employee or agent of **The Alliance**. Nothing herein shall limit **The Alliance's** obligation to indemnify a Director or Officer for reasonable expenses incurred or against any liability as may otherwise be provided under Indiana law.

SECTION 6. DUTIES OF THE OFFICERS - The duties of the various officers are as follows:

- A. President - The President shall preside at all meetings of the general memberships and verify all the records of the proceedings by signing his/her name. He/she shall sign all authorized contracts, deeds, mortgages, and other written instruments as required by the Board of Directors, in the name of and on behalf of **The Alliance**. He/she may sign all such instruments as directed by Board of Directors. He/she shall not sign any notes or be authorized to borrow in the name of or on behalf of **The Alliance** except by previous order of the Board of Directors.

The President shall appoint all committees and be an ex-officio member of same but without the power to vote. The President shall perform such additional duties as may be prescribed from time-to-time by the membership, Board of Directors and the By-Laws. He/she shall countersign all checks drawn against any account of this Alliance.

- B. Vice President - The Vice President is authorized, and by these By-Laws directed to discharge all of the duties of the President in event of his/her absence or his/her being rendered incapable of performing his/her duties for any reason.
- C. Secretary - The Secretary shall keep a correct and complete record of all proceedings of **The Alliance**, including such as related to the election of its Officers and Directors and sign all such records of proceedings. The Secretary shall safely and systematically keep all minute books, records, and papers belonging to **The Alliance**. The Secretary shall attend to the giving and serving of all notices of **The Alliance** whereby meetings of the membership, Board of Directors, and Officers are assembled.
- D. Treasurer - The Treasurer shall receive all fees, dues, and other funds of the Corporation and see that all funds are deposited timely in the authorized depository. In his/her capacity as custodian of all monies and securities of this Alliance, the Treasurer shall keep a correct written account of all monies that shall come into his/her possession from time-to-time. He/she shall sign all checks, drafts, or other obligations as the Board of Directors require. The Treasurer shall submit a true, complete accounting of the assets of **The Alliance** that are in his/her custody. He/she shall submit a financial statement at each membership meeting and board meeting. The Treasurer shall perform such additional duties as may be prescribed by the membership, President, Board of Directors or these By-Laws.
- E. General Duties - All Officers of **The Alliance** shall perform the duties and obligations usually incident to such office as such shall be required by the Board of Directors, by these By-Laws or by the laws of the State of Indiana.

SECTION 7. RESIGNATION - A ~~Lake~~ Director or Officer may resign at any time by filing a written resignation with the Secretary of this Alliance.

SECTION 8. REMOVAL OF ~~Lake~~ DIRECTORS OR OFFICERS - The general memberships in "good standing" ~~from each lake~~ may at any annual or special meeting announced for that purpose remove any ~~Lake~~ Director or Officer for just cause, but such ~~Lake~~ Director shall be given a hearing at such meeting. If, after the hearing, two-thirds (2/3) of the quorum vote for his/her removal, he shall be deemed to have been removed from office and his/her position shall be declared vacant. Any removal of a board member will be in

accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

The board of directors may remove any Director or Officer for just cause in the event a Director or Officer does not faithfully and honorably discharge his/her duties, but such Director or Officer shall be given a hearing at a special meeting of the board. Said Director or Officer may only be removed by a two-thirds vote of the Board of Directors. Any removal of a board member will be in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

SECTION 9. VACANCIES OF BOARD OF DIRECTORS OR OFFICERS - In case of any vacancy on the Board of Directors or Officers through death, resignation, removal, or other cause, the remaining Board of Directors and Officers by a majority vote, shall elect a successor to fill the vacancy until the next annual meeting.

SECTION 10. MISC. BUSINESS BY THE BOARD - The Board of Directors may adopt from time to time such policies for the conduct of the affairs of the Corporation as it deems advisable.

ARTICLE IV

COMMITTEES

SECTION 1. NOMINATING COMMITTEE – The President shall appoint a Nominating Committee consisting of five (5) memberships in "good standing" not including the President of **The Alliance**. The Nominating Committee shall consist of **at least** one (1) Officer, one (1) Director from each lake, **and/or one (1) At-Large Director**.

SECTION 2. AUDIT COMMITTEE - The President shall appoint an audit committee consisting of three (3) memberships in "good standing" not including an Officer of **The Alliance**. Said audit will review the financial reports and financial standing of **The Alliance**. Said audit is to be sent to the Board of Directors for review prior to the annual meeting of the memberships, at which meeting such audit will be presented as the financial report of **The Alliance**.

SECTION 3. MEMBERSHIP CHAIR – The Membership Chair shall be appointed by the Board of Directors. It is the duty of the Membership Chair to keep up-to-date lists of all memberships in "good standing" showing the names of those in the membership, the membership, place of residence, telephone, and email address along with other contact information deemed worthy. The Membership Chair shall be responsible for securing new members, publishing and mailing membership dues statements, and keeping abreast of property sales for changes in membership. The Membership Chair shall perform such additional duties as may be prescribed by the membership, President, Board of Directors or these By-Laws.

SECTION 4. OTHER COMMITTEES - The President shall have the power and authority to appoint any and all other committees of any size and made up of any memberships in "good standing" that he/she deems necessary to carry on the business and functions of this Alliance. The duties and responsibilities of the committee will be established and communicated by their charter.

ARTICLE V

INSPECTION OF RECORDS

SECTION 1. MEMBERSHIP RECORD INSPECTION RIGHTS - **The Alliance** shall maintain those corporate records as required by the Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1-1, *et seq.*), as amended (the "Act"), including minutes of the meetings of **The Alliance's** members and board of directors. **The Alliance's** corporate records may be inspected by any member in good standing, or by that member's agent or attorney, as otherwise permitted under the Act, at any reasonable time.

ARTICLE VI

AMENDMENTS

SECTION 1. ARTICLES OF INCORPORATION –

The Board of Directors reserves the authority to change and approve amendments or revisions to the Articles of Incorporation as deemed necessary. Upon approval by the Board, all updated bylaw provisions will be posted on the organization's website for member access and reference.

~~The Articles of Incorporation may be amended by having the proposed amendment adopted by the Board of Directors after which the proposed amendment shall be submitted posted or provided to the membership. at a special meeting requiring at least ten (10) days' notice of a designated time and place. Such notice shall include a brief statement of the proposed amendment. The covering resolution adopted by the Board of directors shall be submitted to the meeting of general memberships in "good standing" for vote. A quorum of Sixty (60) general memberships in "good standing" is necessary. If the majority of said general memberships in "good standing" attending said meeting vote in favor of the amendment, the President and Secretary shall execute the Articles of Amendment in triplicate and proceed to file same as required by the laws of Indiana.~~

SECTION 2. BY-LAWS

The Board of Directors reserves the authority to change and approve amendments or revisions to the bylaws as deemed necessary. Upon approval by the Board, all updated bylaw provisions will be posted on the organization's website for member access and reference. Such notice shall include a brief statement of the proposed amendment.

~~The By Laws of this Alliance may be amended or repealed by the Board of Directors at a special membership meeting requiring at least ten (10) days' notice of a designated time and place. after which the proposed amendment shall be posted or provided to the membership. Such notice shall include a brief statement of the proposed amendment. The proposed resolution amending or repealing the By Laws shall be submitted to the meeting of memberships in "good standing" for note. A quorum of sixty (60) general~~

~~memberships in "good standing" is necessary. If majority of said general memberships in "good standing" vote in favor of the resolution, the By-Laws are amended or repealed.~~

ARTICLE VII

MISCELLANEOUS AND REVISIONS

- SECTION 1. FISCAL YEAR - The fiscal year of this Corporation shall begin on the first day of January and terminate on the thirty-first day of December each year.
- SECTION 2. WAIVER OF NOTICE - Any Member, Director, or Officer may in writing waive the giving and/or mailing of any notice required by the Statutes of Indiana or these By-Laws.
- SECTION 3. AMENDMENTS - At the second Annual Meeting of the Tri Lakes Property Owners Association held at the Lions' Building on Sunday, July 13, 1975, the membership voted unanimously to amend the By-Laws (page 4) to increase the number of Directors per area from two (2) to three (3).

AMENDMENTS - At the Annual Meeting of the Tri Lakes Property Owners Association held July 10, 1993, the membership voted to amend their By-Laws clarifying voting membership, revising the order of business for the Annual Meeting, and minor revisions to the duties of the Secretary.

AMENDMENTS - At the Annual Meeting of the Tri Lakes Property Owners Association held July 8, 2006, the membership voted to approve the proposed amendments to the By-Laws changing the fiscal year to a calendar year; clarifying election of officers and updating articles to bring them in agreement with not-for-profit corporation requirements.

AMENDMENTS – At a special meeting of the Membership of the Tri Lakes Property Owners Association held August 8, 2020 the membership voted to approve the proposed amendments to the By-Laws as a general re-write to modernize the language of the document.

AMENDMENTS – At a special meeting of the Membership of the Tri Lakes Property Owners Association held on June 20, 2026, the membership voted to approve proposed amendments to the By-Laws and Articles of Incorporation. The changes were suggested as part of a proposal to change the organization name to Tri Lakes Alliance and apply for nonprofit status with the IRS. An updated mission statement and general re-write correspond to the change in organization status and up to (3) At-Large Directors were added to the Board of Directors who can represent the watershed. In addition, the process for updating organization By-Laws and Articles of Incorporation was streamlined.

EXHIBIT A

The Tri Lakes area shall be defined for membership as follows:

The area bounded on the south by Road 500N, on the east by Road 450E, on the north by the County Line Road, and on the west by State Road 9.

