



ARTICLE I

Fiscal Year

Section 1. The fiscal year of this Corporation for purposes of financial accounts, record keeping and membership dues, shall be a Calendar Year beginning on January 1st and ending on December 31st.

ARTICLE II

Meetings of Members

Section 1. Place of Meeting. Any or all meetings of the members, and of the board of directors, of the Corporation shall be held within the State of Indiana, provided that no meeting shall be held at a place other than as designated by the Board of Directors unless otherwise provided in the Articles of Incorporation.

Section 2. Annual Meeting of Members. An Annual Meeting of the members shall be held each year prior to the end of the second calendar quarter of that year at a time and at a place to be specified by the Board of Directors in an official notice to the membership given pursuant to these By-Laws. One of the purposes of the Annual Meeting shall be the election of a board of directors and officers.

- a.** The annual meeting shall be open to all qualified members of record without further requirement or consideration.

Section 3. Notice of Annual Meeting of Members. At least 60 days prior to the date fixed pursuant to this Article II of these By-Laws for the holding of the Annual Meeting of members, written notice of the time and place of such meeting shall be mailed as hereinafter provided, to each member of record entitled to vote at such meeting. Said Notice may be included in any other correspondence of the Corporation to the membership, provided that the notice shall be clearly identified and conspicuously placed in such correspondence.

Section 4. Delayed Annual Meeting. If, for any reason, the Annual Meeting of the members shall not be held on the day hereinbefore designated in a notice to members because of an emergency of any kind or character, the presiding officer shall without further notice adjourn the meeting from day to day until such meeting can be held and the same proceedings may be had thereat as at an Annual Meeting.

Section 5. Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:



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Roll call.
Reading of Notice and certification of mailing.
Reading of minutes of last preceding membership meeting.
Report of president.
Report of secretary.
Report of treasurer.
Transaction of other business as mentioned in the notice.
Election of Officers.
Election of Directors.
Adjournment.

In the absence of any objection, at the discretion of the presiding officer, the order of business may vary. In the event the agenda shall include amendment to the Articles of Incorporation or of the By-Laws then said amendment action shall precede the election of officers or of directors.

Section 6. Additional Business, Notice Thereof. No business not included in an Official Notice of any annual or special meeting shall be considered.

Section 7. Special Meeting of Members. A meeting of the members may be called at any time by the President, or by a majority of the Board of Directors, or by petition of not less than twenty percent (20%) of the membership. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the president, by a majority of the board of directors, or written petition as hereinbefore specified, the Secretary of this corporation, or an assistant secretary, shall prepare, sign and mail the notices requisite to such meeting.

Section 8. Notice of Special Meeting of Members. At least thirty (30) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed to the last address as posted in the official record of membership, as hereinafter provided, to each member entitled to vote at such special meeting.

ARTICLE III
Quorum and Rules of Order

Section 1. Quorum. The number of members present at any Annual or Special Meeting shall constitute a quorum for all matters to come before the members.



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Section 2. Rules of Order. All meetings of the members and board of directors shall be conducted in accordance with the latest edition of Roberts Rules of Order, except where such conflicts with any public law or these By-Laws.

ARTICLE IV

Board of Directors

Section 1. Number of Directors. The business, property and affairs of the Corporation shall be managed by a board of directors composed of 13 members including:

- President
- Vice-President
- Secretary
- Treasurer
- Eight (8) Directors
- Past President

All officers and directors shall meet the qualifications of the Articles of Incorporation for a Membership Class 1 voting member.

Further qualification for election to the board of directors, or to serve as an officer of the corporation shall be as follows:

Prior to election to the board, the individual shall first have been a qualified member of the corporation.

Prior to election to a position as an officer of the corporation, the individual must first have served not less than one full year as a member of the board of directors.

Section 2. Director's Pay. All elected officers and directors shall serve without pay, provided, however, that each officer and director may be reimbursed for actual expenses incurred while conducting Corporation business, upon approval of the board of directors.

Section 3. Terms of Office. All officers and directors shall serve a term of two years, beginning at the conclusion of the annual meeting during which elected, and continuing until the conclusion of the second successive annual meeting of the members, except as provided in Article XI, Section 9, of the Articles of Incorporation.

Staggered Terms. In order to provide for continuity of the administration and business of the Corporation, the eight directors shall be divided into two (2) groups for the purposes of staggering terms. The purpose of this subsection is to



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provide that not more than four directors and not more than two officers shall be elected at the annual meeting in any one year, except in the case of filling a term as provided in Article XI, Section 9, of the Articles of Incorporation. The President and Vice President shall be elected in odd number years. The Secretary and Treasurer shall be elected in even numbered calendar years.

Directors Group 1. There shall be four Directors in Directors Group 1 and they shall be elected in odd numbered years.

Directors Group 2. There shall be three Directors in Directors Group 2 and they shall be elected in even numbered years.

Initial Transition. If, upon approval of these By-Laws, the existing directors are not divided into two groups as to terms of office as provided in subsection c above, then the two groups of directors shall be determined and drawn by lot and the groups so determined shall continue henceforth. Accordingly, upon approval of these By-Laws, the terms of the four serving officers of this corporation shall be determined pursuant to Article IV, Section 3, subsection a, of these By-laws by the odd or even numbered calendar year existing at the time of adoption and the terms of each shall continue henceforth.

In order to assure this Subsection b is clear, the following interpretation will prevail: If these By-laws are adopted in an odd-numbered year, then the terms of the President and President Elect shall terminate and elections shall be held for President and Vice President immediately following adoption of these By-laws, pursuant to Article II, Section 5 of these By-Laws, and the terms of the Secretary and Treasurer shall continue. If these by-laws are adopted in an even-numbered year, then the terms of the President and President-elect shall continue with the title Vice President replacing the title "President Elect" and the terms of the Secretary and Treasurer shall terminate and elections shall be held for Secretary and Treasurer immediately following the adoption of these By-Laws, pursuant to Article II, Section 5 of these By-Laws.

Succession. Any officer or director may succeed himself or herself in that office, except in the case the President succeeds himself or herself, then the board of directors shall appoint a Past President Director pursuant to provisions of Article XI, Section 9 of the Articles of Incorporation.

Section 4. Area Represented. The board of directors may, from time to time at its sole discretion, designate geographical areas within the State of Indiana each to be represented



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by members of the board of directors as liaison. The board of directors may designate its members to each area of representation, but is not required to do so.

The President, Vice President, Secretary, Treasurer, and Past President, shall be excluded from the duties of area representation.

Nothing contained in this Section 4 shall require a director who is designated to represent a specific area to reside within the geographical area represented.

Section 5. Election of Board of Directors. All officers and directors of the Corporation shall be Membership Class 1 members.

Nominations to the Board of Directors must be made during an open Annual Meeting or open called Special Meeting. A nomination may be made by a nominating committee report or by any qualified Membership Class 1 member in attendance. Nominations shall not be closed until after the presiding officer has called for open nominations from the floor for any director or officer position to be elected.

Nominations may be made by a Nominating Committee which shall report its nominations during or prior to the Annual Meeting at which elections are to be held. The nominating committee shall be appointed by the president or by the Board of Directors.

An officer or director is elected upon casting of a simple majority of Corporation members voting at the time of election. Each voting member may cast only one vote under each position to be elected.

Ballots may be written or oral, at the discretion of the presiding officer.

All nominations must carry a second, including those by a nominating committee. Except, however, that nominations made by a nominating committee report may carry a single second for the entire report which shall stand as a second for each individual nominated.

In the case of written ballots, space shall be provided for any nominations from the floor as "write-in" candidates and the presiding officer shall appoint an Audit Committee of three Membership Class 1 members to safeguard, count, and certify all ballots. The Audit Committee shall immediately upon completion of tabulating ballots report the election results to the membership. Members of the Audit



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Committee need not be current members of the Board of Directors and no member nominated for election shall serve on the audit committee.

The meeting session during which elections are held shall not be adjourned until after the election results are publicly reported to the membership.

1. The Audit Committee need not report the number of ballots cast for each individual in contested races, except in the instance of a challenge from the floor by a qualified member.

In the case of a tie vote, the winner shall be determined by additional balloting.

Section 6. Power to Appoint Other Officers and Agents. The President with the majority vote by board of directors shall have the power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation and to fix their compensation.

Section 7. Removal of Other Officers and Agents. Any officer or agent may be removed by a majority vote of the board of directors whenever in the judgment of the board of directors the business interest of the corporation will be served thereby.

Section 8. Power to Fill Vacancies. The board of directors shall have the power to fill any vacancy in any office occurring from any reason whatsoever pursuant to Article XI, Section 9 of the Articles of Incorporation.

ARTICLE V

Meetings of Directors

Section 1. Organizational Board of Director's Meeting. At the place of holding the annual meeting of members and immediately following the same, the board of directors, as constituted upon final adjournment of such annual meeting, shall convene for the purposes of taking offices and transacting any other business properly brought before it. Provided further that the organizational meeting in any year may be held at a different time and place than that herein provided by consent of a majority of the directors of such new board.

Section 2. Regular Meetings of the Board. Regular meetings of the board of directors shall be held not less frequently than quarterly or at such time and place and at such frequency as the board of directors shall from time to time determine. No notice of regularly scheduled meetings of the board shall be required.



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Section 3. Special Meetings of the Board. Special meetings of the board of directors may be called at the discretion of the President of the Corporation at any time by means of any written or telephone notice stating the time and place thereof to each director as the President of the Corporation shall deem sufficient. Action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided. The purpose of such special meeting need not be stated.

For the purposes of this Section, telephone notice shall include, but not be limited to, electronic mail, provided further that all members of the board of directors have the capability to receive electronic notices.

Section 4. Means of Communication. The Board of Directors may (a) permit a director to participate in a regular or special meeting by, or, (b) permit a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be considered present in person at the meeting.

Section 5. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board of Directors, may be waived by telegram, electronic mail, or other writing either before or after such meeting has been held.

Section 6. Action by Written Consent. Any action required or directed to be taken at any meeting of the Board of Directors, or any committee hereof, may be taken without a meeting if a written consent describing such action is signed by each director or all committee members, as the case may be, and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 6 shall have the effect of a meeting vote and may be described as such in any meeting document.

a. Written Consent may also be given by electronic mail (e-mail) providing the board of directors, by resolution, has previously authorized such means of consent communication and all members of the board of directors are capable of participating in such electronic communication, and providing further, that complete copies of such electronic consent are included and recorded in the Minute Book of Records of this Corporation by the Secretary of the Corporation.



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ARTICLE VI
Officers

The terms of office of all officers of the Corporation shall be as set forth in the Articles of Incorporation for Directors.

Section 1. President. The President shall be elected by the voting membership of the corporation at an annual meeting. The President shall be the chief executive officer of the Corporation and shall have the general supervision of the affairs of the Corporation. The President shall preside over all meetings of the members and the board of directors, and shall have general and active management of the business of the corporation. The President shall see that all orders and resolutions of the board are carried into effect. The President shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be bonded at the option of the board of directors.

Section 2. Vice President. The Vice President shall be elected by the voting membership of the corporation at an annual meeting. The Vice President shall serve in the capacity of the President at all regularly called or special meetings in the absence of the President. In the event the President is incapacitated or unable to carry out the duties of President then the Vice President shall assume the duties of President. The Vice President shall be bonded at the option of the board of directors.

Section 2. Secretary. The Secretary shall be elected by the voting membership of the corporation at an annual meeting. The Secretary shall be the custodian of all official papers, books, and records of the Corporation, including the Official Minute Book, other than books of account and financial. The Secretary shall maintain an accurate and correct Official Record of Members. The Secretary shall attend all meetings of the members and of the board of directors and shall record, prepare, enter and preserve in books of the corporation true minutes of the proceedings of all such meetings. The Secretary shall give all notices required by statute, by-law, or resolution. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform such other duties as the President or Board of Directors may prescribe.

Electronic Records. The official record and books of the corporation shall be the written record. Nothing contained herein shall prohibit the Secretary from preparing official written records and books utilizing electronic media, providing that the written record shall prevail over electronic media.



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Section 3. Treasurer. The Treasurer shall be elected by the voting membership of the corporation at an annual meeting. The Treasurer shall prepare and maintain complete and accurate records of account showing accurately the financial condition of the Corporation utilizing generally accepted accounting practices (GAAP). All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the President or any member of the Board of Directors, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe. The Treasurer shall be bonded or insured against loss at the option of the board of directors.

Electronic Records. The official financial records of the Corporation may be maintained by electronic (computerized) means, provided, in the event of electronic financial record keeping, such records shall be in such form or forms as may be directed by the Board of Directors.

1. Security. In the event of electronic records, the Treasurer shall maintain duplicate electronic (back-up) copies of all records in a format permitting ease of audit and review as may from time-to-time be required by the Board of Directors.

2. Electronic Reports. The Treasurer shall prepare printed reports of electronic financial records at intervals and in a form usual and customary in financial record keeping, or as may be requested by the President or the Board of Directors.

Section 4. The Past President shall be an executive officer of the corporation for one (1) year following the completion of his or her term as President unless the President succeeds him or herself as President.

ARTICLE VII
Committees

Section 1. Executive Committees. The Executive Committee of the Corporation shall consist of the President, Vice President, Secretary, Treasurer, and Past President. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.



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Section 2. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed at any time by a majority vote of the Board of Directors with or without cause.

ARTICLE VIII
Members and Dues

Section 1. Amount of Dues. The dues for various classes of members shall be established or altered by the board of directors, subject to ratification by the members at any annual or special membership meeting, at any time.

Section 2. Default in Dues. Any member in default in payment of dues and if, after notice, such default is not cured within a period of 30 days, the membership and all rights and privileges thereof of such member shall automatically cease and terminate.

Section 3. 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, for conduct deemed prejudicial to this Corporation, provided, that such member shall have first been served with written notice of all accusations, shall have been given an opportunity to produce his witnesses, if any, and to be heard, at the meeting at which such vote is taken.

- a.** A member shall be deemed “served” within this Section 3 if the notice to the member has been placed in the United States Mail, addressed to the member’s last known official address of record on the books of the Secretary of this Corporation, not less than 15 days prior to the time of the meeting at which action is to be taken. Failure of member to receive said mailed notice shall not be sufficient to invalidate any action taken by the membership at such meeting.

ARTICLE IX
Contracts, Checks, Loans
Deposits and Gifts

Section 1. Contracts. The President, or other board member designated by the President, shall execute all contracts and other instruments, which shall have been first approved by the board of directors. Unless so authorized by the Board of Directors, no officer, agent,



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or employee shall have the power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution provided all such persons are bonded.

Section 3. Loans. Unless authorized by the Board of Directors by resolution, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE X

Amendments

Section 1. These By-Laws may be amended by a majority vote of the membership at any Annual or Special meeting of the membership upon not less than sixty (60) days written notice containing the entire text of the proposed amendment.

ARTICLE XI

Miscellaneous

Section 1. Unless the context otherwise requires, words of the masculine gender mean and include correlative words of the feminine and neuter genders and words imparting the singular number mean and include the plural number and vice versa.

Section 2. The term “board of directors” as used herein shall mean both officers and directors inclusively and collectively.

Section 3. Notices and Mailing. Unless otherwise provided, all written notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued (as “by order of the president”, or, “by order of the board of directors” as the case may be). Every mail notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his/her, or its last address appearing upon the Official Membership Record of this Corporation.