

BYLAWS OF HALLER LAKE COMMUNITY CLUB

ARTICLE I.

Purposes

Section 1. The purposes of this organization are as stated in the Articles of Incorporation as amended and shall apply to that section of the community which is generally defined as the area bounded on the West by Aurora Avenue North; bounded on the North by North and Northeast 145th Street; bounded on the East by 15th Northeast; and bounded on the South by Northgate Way.

ARTICLE II.

Membership

Section 1. Members shall consist of any persons expressing an interest in the Club and whose dues are current.

Section 2. Honorary life members may be approved by the Board and presented to the general membership. This honor will be given to persons who have been members for thirty years. Honorary life members are exempt from payment of dues and may enjoy all privileges of full membership.

Section 3. Dues shall be payable on or before October first and shall become delinquent on November first. The type of paid members and rates of annual dues shall be set by the Board and approved by the members.

Section 4. Regular meetings of the membership shall be held as determined by the Board, generally monthly.

Section 5. Special meetings may be called by the President or whenever the President is asked to call one by written request of ten or more members, who shall state the purpose for the requested meeting. In either event the general membership must be notified in advance of the special meeting.

Section 6. At any meeting of the membership at which a member vote will be taken, one tenth of the membership present in person shall constitute a quorum. Each member so present shall be entitled to one vote. Voting by proxy shall not be allowed.

Section 7. Roberts Rules of Order shall govern the proceedings of meetings of the general membership and the Board where they do not conflict with these Bylaws.

ARTICLE III.

The Board of Directors

Section 1. The Officers of the Club are the President, Vice-President, Secretary, Treasurer, and three Managing Trustees. The Board of Directors of the Club (the Board) is made up of the Officers of the Club, the Advisory Trustees, and the chairs of each permanent committee.

The Board shall hold in trust all the records, property and funds of the Club and oversee its operation.

Section 2. The Board shall meet regularly for the purposes of guiding the business and social activities of the Club and of transacting such business as to carry out the general purposes of the Club. The Board shall meet at least twice per year.

The President shall call meetings of the Board. Each meeting will be communicated to all members of the Board well in advance, and shall be at a time and place which is convenient to members of the Board. If the president is unwilling or unable to call a meeting and the majority of the board wishes to meet, they may call a meeting.

Section 3. Each member of the Board shall possess one vote in matters coming before the Board. All voting at meetings of the Board shall be by each member in person; voting by proxy shall not be allowed. A majority of the members of the Board shall constitute a quorum. Vacancies in the Board shall not be counted for the purpose of determining whether a quorum exists.

Decisions of the board are by majority vote of those present. In the event of a tie, if the vote is for a new initiative, it fails; otherwise, the vote is decided by the President, or the Vice-President if the President is absent. If neither is present, a new meeting of the Board must be called.

Section 4. The Board may instruct an Officer to write a letter of opinion representing the Club; no Officer should otherwise claim to represent the opinion of the Club.

ARTICLE IV.

Elections

Section 1. The offices of President, Vice-President, Secretary, Treasurer, and three Managing Trustees shall be filled by an election for a term of one year. No Officer shall hold the same office for more than two consecutive terms. No Officer shall hold more than one office.

The two Advisory Trustees shall consist of the immediate preceding past-President and the immediate preceding Senior Managing Trustee. In the event either or both of the Advisory

Trustees will not or cannot serve as trustees, a replacement shall be appointed by the President to fill such vacancy or vacancies. An advisory Trustee may also be an Officer of the Club.

The term of office of the Advisory Trustee filled by the past-President shall be until the present President becomes a past-President. Similarly, the term of office of the Advisory Trustee which was filled by the past Senior Managing Trustee shall be until the present Senior Managing Trustee becomes a past Senior Managing Trustee.

Section 2. A Nominating Committee shall be formed which will consist of the Senior and Second Managing Trustees, together with three members in good standing who shall be elected at the March meeting. This committee shall elect its own chair who shall present a slate of officers to the membership prior to the May meeting. The Nominating Committee shall submit the names of at least two persons insofar as possible for each office. Additional nominations of candidates for any office may be made from the floor prior to the election. The first meeting of the Nominating Committee will be called by the Senior Managing Trustee.

Section 3. The election of officers shall be held on the regular meeting night in May, the installation of officers will be at the June meeting. The term of office shall be July first through June thirtieth.

Section 4. Any Officer may be removed from office by a two-thirds majority vote of the membership at a regular or special meeting of the membership of the Club. Notice of the proposed removal of an Officer must be given to such Officer and the general membership at least ten days prior to the date of the meeting at which such removal is voted upon. Such notice to the Officer must state the cause for the proposed removal.

An Officer can be proposed for removal by a petition of ten members or by a vote of the Board.

Section 5. Any Officer vacancy occurring by reason of death, resignation, or removal of an Officer shall be filled by the Board, except that vacancies of Advisory Trustees are filled as stated in Article IV, Section 1. Such appointee shall serve during the unexpired term of the Officer whose position has become vacant.

ARTICLE V.

Duties of Officers

Section 1. President. The President shall supervise all activities of the Club; execute all instruments in its behalf; preside at all meetings of the Board and of the general membership of the Club; call special meetings of the membership as necessary; appoint all the committees with the exception of the nominating committee; act as ex-officio member of each committee except the nominating committee; and perform such other acts as the Board may direct.

Section 2. Vice-President. The Vice-President of the Club shall act for the President in the President's absence; serve as program chair for meetings of the general membership; and perform such other acts as the Board may direct.

Section 3. Secretary. The Secretary of the Club shall keep all records, record the business of the Club and of the Board; conduct all correspondence; and perform such other acts as the Board may direct.

Section 4. Treasurer. The Treasurer shall receive and be accountable for all funds belonging to the Club; pay all obligations incurred by and authorized by the Club; maintain bank accounts in depositories designated by the Board; and render periodic financial reports to the Board. The Treasurer shall manage a separate Security and Damage Account.

Section 5. Managing Trustees. The Senior, Second, and Third Managing Trustees shall, as a group, be charged with the reservations, maintenance, and control of the use of the physical assets, effects, and property belonging to the Club. Regarding such property, they shall keep a full and accurate account of all the receipts and disbursements and render a complete financial report to the Club at the close of each year. They shall further render periodic financial reports to the Board at the Board's request.

Section 6. Advisory Trustees. The Advisory Trustees shall, as their primary function, act as advisors to the Board and perform such other functions as the Board may from time to time direct.

ARTICLE VI.

Committees

Section 1. Permanent committees shall be those designated by the President who shall appoint the chair and members of such committees. The Board must approve the creation of any new permanent committee and any new chair of a permanent committee.

Section 2. All members of permanent committees shall hold office until the next President takes office.

Section 3. Special committees may be designated whenever the Board so orders and if not otherwise specified, shall consist of as many members as the President may deem necessary.

ARTICLE VII.

Disposal of Property

Section 1. Any real or personal property belonging to this corporation may be sold or encumbered only upon the affirmative authorization therefore by a vote at its general meeting by three-fourths of all the members of the Club present at the meeting who have been in good standing for five years immediately prior to said vote, after a written proposal of such sale or encumbrance shall have been filed with the Secretary and written notice of the time and place of hearing of such proposal mailed to all the members, and after such proposal shall have been presented at two previous regular meetings of the members. The net proceeds of the sale of any property (real or personal) shall be first applied to clear or to apply upon any legitimate indebtedness of the Haller Lake Community Club, and any remaining net proceeds or remaining property shall then be donated to the Haller Lake community for the general benefit of the entire community. The then existing Board shall make a determination as to the use which will best benefit the entire community and the Board shall apply such proceeds or property to that use.

"PAID-UP MEMBERS IN GOOD STANDING FOR FIVE YEARS IMMEDIATELY PRIOR TO VOTE," shall be defined as a member who has paid his annual membership dues each and every year when due or within a thirty (30) day grace period thereafter, for full five years prior to the time of definition.

ARTICLE VIII.

Amendments

Section 1. The Bylaws may be amended at any regular meeting or special meeting of the Club provided that notice of the amendments shall be given as a stated object of the meeting, and further provided that proposed amendments be presented to the membership at two successive meetings.

Section 2. Amendments to the Bylaws may be proposed by the Board or by a petition signed by five or more regular members.

Section 3. A motion to amend these Bylaws must be carried by a two-thirds majority vote of the members present, provided, however, to amend Article VII it shall require a three-fourths majority vote of all members of the Club present at the meeting who have been in good standing for five years immediately prior to said vote, plus a two-thirds majority vote of all other members present at the meeting.

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