

LAKE WINONA CIVIC ASSOCIATION

BY-LAWS (rev. 10/26/2011)

ARTICLE I - ORGANIZATION

SECTION I

The name of the organization shall be the "Lake Winona Civic Association", P.O. Box 177, Lake Hopatcong, New Jersey 07849-0177; herein referred to as "The LWCA" in these By-Laws.

SECTION II

The LWCA is incorporated as a non-profit organization.

ARTICLE II - PURPOSES

- A. To sponsor and administer recreational and educational programs and activities for the enjoyment of its Members and the Lake Winona community at large.
- B. To acquire, hold, administer, maintain, enlarge, improve and otherwise operate recreational and related facilities and other assets.
- C. To maintain all covenants, conditions and restrictions under which the properties in the Lake Winona Reservation are sold, excluding those of which these conditions do not apply.
- D. To formulate rules and regulations and provide for the enforcement thereof for the use and maintenance of all LWCA properties and assets, now or hereafter owned, leased or otherwise acquired.
- E. To provide for the disposition and management of debts legally incurred by the LWCA in the pursuance of the aforementioned.

ARTICLE III - MEMBERSHIP

SECTION I

Classes of membership: Membership in the LWCA shall be limited to three classes: Voting Membership, Associate Membership and Non-resident Membership. Each class of membership shall be a family household membership.

- A. "Voting" membership shall be limited to owners of real estate within the Lake Winona Reservation who have paid all required fees.
- B. "Associate" membership is a non-voting membership available to tenants of real estate located within the Lake Winona Reservation. All required fees must be paid.

- C. "Non-resident" is a non-voting membership by vote of the Officers and Board of Trustees. Memberships may be extended to family households in the vicinity of the Lake Winona Reservation. The decision will be based upon the conditions and capacities of the facilities to accommodate voting memberships. An annual fee is required and will be determined at the November Board meeting.

SECTION II

The membership year will begin January 1 and expire December 31 the same calendar year. All required fees must be paid in full before membership privileges and rights will be granted.

SECTION III

Rights of members:

A. Voting member rights:

1. Only members in good standing shall have the right to vote and hold office.
2. Each LWCA membership shall have a maximum of two votes, regardless of the amount of property owned. Only the principal owners of the property can cast votes. Property held by a husband and a wife gives each one vote. Property held jointly by persons other than husband and wife allows the two votes only and the votes may be divided in accordance with an agreement to be made between the joint property owners. In no case can there be more than two votes per property owner.
3. Use and enjoyment of the facilities of the LWCA shall be in accordance with the rules and regulations of the LWCA.
4. Any voting member may review the written records of the LWCA, including but not limited to official minutes of meetings and financial records, by prior request to the president of the LWCA.

B. Associate member rights: Use and enjoyment of the facilities of the LWCA in accordance with the rules and regulations of the LWCA with no voting rights.

C. Non-resident member rights: Use and enjoyment of the facilities of the LWCA in accordance with the rules and regulations of the LWCA with no voting rights.

D. Guests:

1. Members have the right to invite guests to enjoy the facilities of the LWCA. Members must accompany their guests and register them via our voice message box. Any member who plans to invite ten or more guests at one time must call the president or vice president prior to inviting these guests to make necessary arrangements for additional supervisory employees to be present, if necessary.
2. Members are responsible for any damage done to LWCA property by themselves or their invited guests.

ARTICLE IV - TERMINATION AND SUSPENSION

- A. the Board of Trustees may terminate or suspend membership for failure to pay designated dues.
- B. the Board of Trustees may suspend membership for failure to remain in good standing as herein provided.
- C. the Board of Trustees may suspend membership for cause, after notice and hearing by the Board of Trustees.
- D. When any member ceases to be the owner of real property within the Lake Winona Reservation, the membership of such member automatically terminates.
- E. Termination, without compensation, may result should any member conduct himself in a manner contrary to this document and the general good of the organization. Due notice of any such charges must be drawn by the Executive Committee, ratified by 2/3 of the full committee and forwarded to the member so charged. Charges must be heard at a Community Meeting and anyone so charged will have the right to be heard in full. Termination can be voted only by a 2/3 majority of such voting members that are present and voting at such meetings.
- F. the Board of Trustees may waive any penalties or reinstate any suspended or expelled member upon the payment of all indebtedness and charges owing and may also reinstate any member whose membership has for any reason been suspended or terminated.
- G. Any officer or trustee who shall violate any of the By-Laws or Rules and Regulations, or shall be found guilty of conduct detrimental to the welfare or best interest of the LWCA, as determined by the Board of Trustees, may be censured or removed from office by the Board of Trustees.

ARTICLE V - FEES, DUES AND ASSESSMENTS

SECTION I

| The LWCA calendar year shall run from January 1 through December 31.

SECTION II

Lake Rights Fees: In accordance with the provisions of the original contract of sale, referred to as "The Master Deed, revised April 1992", and the covenants and restrictions contained therein, each property owner within the geographical boundaries of The Lake Winona Reservation must pay an annual fee to the LWCA for the rights to use the waters, grounds and structures of Lake Winona, subject to the Rules and Regulations of the LWCA. The fee covers costs of owning and maintaining the waters of Lake Winona and its necessary dam and structures and surrounding lots and structures owned by the LWCA in a safe, healthful and compliant condition. The amount of which shall be voted upon by the Executive Committee, with approval of Lake Winona Reservation property owners in attendance at the Fall Community Meeting. Voting rights become active upon receipt of all past and current fees due.

SECTION III

Default in Payment: Upon default in payment, when due of the amounts provided by these By-Laws to be paid, the Board of Trustees may take such action as it deems necessary, for the collection thereof. A default in payment shall be defined as 60 days past the due date. All delinquent accounts shall bear a late fee of \$10 per month from the date the delinquency begins. All expenses incurred by the LWCA from the debt collection process will be charged to the delinquent account.

ARTICLE VI - RULES AND REGULATIONS

SECTION I

The Executive Committee may from time to time formulate and prescribe rules and regulations and the manner of enforcement thereof with respect to the use of all LWCA properties, facilities and activities. Each member of the LWCA shall be bound by and conform to and abide by the By-Laws, the amendments and supplements thereto and all rules and regulations adopted from time to time.

SECTION II

The Executive Committee from time to time may appoint, from among the LWCA membership, such committees as may be deemed advisable or desirable for administrative purposes or the welfare of the LWCA.

SECTION III

No membership privileges shall be granted to any LWCA member, his or her family, guests or tenants so long as any indebtedness or charges, including charges for Lake Rights Fees, affecting such member's properties or owing by him or her to the LWCA are due and unpaid.

ARTICLE VII - BONDS

The LWCA may issue non-transferrable bonds with interest.

ARTICLE VIII - RECORDS

The LWCA shall maintain a record of all persons who own property in the Lake Winona Reservation and of the payments to be made to the LWCA by such property owners pursuant to these By-Laws or any deeds or agreements. Said records, subject to rules fixed by the Board of Trustees, shall be open to inspection to only those persons having a lawful and proper interest therein.

ARTICLE IX - SALARIES

No officer or trustee shall be an employee of the LWCA. No officer, unless expressly provided by the Board of Trustees, will receive any salary or remuneration. Salaries and remuneration may be paid to the employees of the LWCA.

ARTICLE X - MEETINGS

- A. Lake Winona property owner meetings shall be held twice per calendar year. Once during Fall and once during Spring.
- B. "Special" meetings may be called as needed by the President or by 10% of the voting membership. "Special" meetings of the Board of Trustees may be called as needed by the President or Secretary or by any two of the Trustees, on four days notice.
- C. Notice of all meetings shall be given to all members in good standing. In addition, all meetings will be announced through a notice posted at the clubhouse by a minimum of seven days before the meeting date.
- D. At such meetings the order of business shall be in accordance with Robert's Rules of Order, newly revised as follows:
 - 1. Minutes of previous meeting.
 - 2. Reports of Officers and Board of Trustees.
 - 3. Old business.
 - 4. New business.
- E. All voting shall be by simple majority of meeting attendees (by proxy or absentee ballot), unless otherwise stipulated.
- F. "Special" meetings of the Board of Trustees may be called as needed by the President or Secretary or by any two of the Trustees, on four days notice.

ARTICLE XI - OFFICERS

SECTION I

The officers of the LWCA shall be a President, Vice-president, Secretary, Treasurer and such assistants the Board of Trustees may deem necessary, each of whom shall be a voting member. The Executive Committee shall consist of all the above-mentioned officers and the trustees.

SECTION II

Duties:

A. President:

The President shall preside at all regular meetings, all executive board meetings and other meetings called by the President; have general supervision of the execution of the provisions of the By-Laws; authorize expenditures in complete with approved budgets; appoint committee chairmen, with the approval of the Board of Trustees; serve as a non-voting advisory member of each standing committee; create and appoint special committees as needed; with board approval submit reports at regular meetings; and perform other duties incidental to office.

B. Vice-President:

1. The Vice-president shall preside at all meetings in the absence or at the request of the President; succeed to the presidency in case that office is declared vacant by 2/3 vote of the Board of Trustees; and be responsible for coordinating the use of the facilities by the LWCA and groups within the LWCA; maintain a schedule of activities in the LWCA buildings and on the grounds; and administer to all standing committees.
2. In the absence or incapacity of the president, the Vice-president shall perform those duties. In the absence or incapacity of both, the Board of Trustees by majority vote may delegate one of the members of the board to perform those duties.

C. Secretary:

The Secretary shall be responsible for the minutes of all meetings and for the issuing of all membership identifications that may be required. The Secretary shall conduct all general correspondence of the LWCA and maintain a file of such correspondence; prepare letters or templates for committees. The Secretary shall issue all Lake Winona applications. This officer shall have custody of the corporate seal and shall affix same to any documents whenever required by law or by order of the Board of Trustees. Generally, the Secretary shall perform such duties as the board may assign; in addition, the Secretary shall have proxy ballots available for officer elections. These will be available to voting members at said property owner meetings.

D. Treasurer:

1. The Treasurer shall be responsible for custody of all funds of the LWCA and committees; shall record all income as received; maintain an itemized account of all receipts and disbursements; disburse funds for authorized expenditures; for billing and collection of dues; maintain all membership records; report delinquent members to the Executive Committee; chair the Finance Committee; submit an itemized written report to each meeting of the Executive Committee; and render a written itemized report to the regular meetings.
2. Disbursements: All disbursements in behalf of the LWCA shall be made by check or debit card, unless otherwise ordered by the Board of Trustees. All checks shall be signed by two officers authorized and designated by the Board of Trustees or other persons authorized by resolutions of the board.

ARTICLE XII - BOARD OF TRUSTEES

SECTION I

- A. the Board of Trustees shall administer all of the fiscal and financial affairs of the LWCA and determine in broad terms the financial needs of the LWCA. The trustees will have the right to approve or disapprove all fund raising activities from the point of view of the financial status of the LWCA.
- B. the Board of Trustees must approve the budget as presented by the finance committee. The Board of Trustees will have the final approval or disapproval in all

such matters and it shall be a prescribed duty of the Board of Trustees to institute policies that will assure the financial health of the organization. Non-budgeted expenditures shall require membership approval.

SECTION II

The Board of Trustees consists of a minimum of seven members. The immediate past president is required to serve of the board for a minimum of one year following resignation and/or termination. The Board of Trustees and the finance committee shall audit the LWCA books annually at the close of the fiscal year and at the time of any change of the LWCA treasurer.

SECTION III

The Board of Trustees shall have at least five members present to constitute a quorum. Voting shall be by a simple majority.

SECTION IV

The Board of Trustees shall appoint chairpersons as needed for standing committees.

ARTICLE XIII - STANDING COMMITTEES

- A. Beach (inactive): The beach committee shall implement the lifeguard program and shall purchase and maintain all water safety equipment. They shall provide a program to encourage swimming lessons, activities and competition. They shall also be responsible for the security of the facilities.
- B. Civic interest: The civic interest committee shall act as liaison between the Lake Winona Civic Association and the Township of Jefferson in all matters concerning the welfare of the LWCA membership. They shall serve as a central agency for the community in resolving problems of health, hazards and nuisances. They shall provide a program of public service activities for the betterment of the Lake Winona community.
- C. Entertainment (inactive): The entertainment committee shall provide entertainment for the LWCA membership and be responsible to the Board of Trustees for any equipment owned by the LWCA and used for entertainment.
- D. Finance: The finance committee shall prepare the proposed budget for presentation to the trustees by November 1, for further presentation at the November meeting.
- E. Maintenance: The maintenance committee shall be charged with the supervision and the construction of new or improvement of existing facilities. This committee shall provide for general maintenance of equipment, buildings and real property, including waterfront owned by the LWCA, and keep inventory of such equipment.
- F. Lake: The lake committee shall be responsible for monitoring the ecological health of Lake Winona, coordinating the weed control program and water sampling for quality testing.

- G. Newsletter: The newsletter committee shall be responsible for publishing and distributing the newsletter.
- H. Nominations: The nominations committee shall prepare a slate to be presented at said property owner meeting.
- I. Sports and Recreation (inactive): The sports and recreation committee shall provide sport features for the enjoyment of the members. The sports and recreation committee shall be held responsible to the Board of Trustees for all sports and athletic goods owned by the LWCA.
- J. Ways and Means: The ways and means committee shall be concerned with all fund raising activities of the LWCA.

ARTICLE XIV - NOMINATIONS

The procedure for election of officers and elected trustees is as follows: At said property owner meeting, the President will name a nominating committee, consisting of three voting members in good standing. The nominating committee will report its slate of officers for president, vice-president, secretary, treasurer and those positions available on the Board of Trustees at the said property owner meeting.

ARTICLE XV - ELECTIONS

SECTION I

Election of officers and elected trustees will be conducted at the Fall property owner meeting, at which floor nominations will be accepted. The officers for the coming year will be inducted following the election at said meeting. The new officers will assume the duties of their office on January 1, at the start of the year.

SECTION II

Elections will be a secret ballot or by a written proxy and a simple majority will be necessary to elect a nominee for any office. No person shall hold more than one elective office at any time.

SECTION III

Officers will be elected to a one-year term and may succeed themselves.

ARTICLE XVI - VACANCIES

Except for the presidency a vacancy in any office shall be filled by the president at appointment with the approval of a majority of the Board of Trustees present and voting, for the duration of the year.

ARTICLE XVII - BONDING

The Board of Trustees shall require the Treasurer and all parties who handle LWCA funds to be bonded. All fees for bonding of individuals shall be borne by the LWCA.

ARTICLE XVIII - PROPERTY

All property owned by the LWCA will be held in the name of the LWCA as a corporation. Any monies received for the sale of LWCA property, either real or personal, will revert without reservation to the LWCA treasury.

ARTICLE XIX - AMENDMENTS

These By-Laws may be amended at any regular or special meeting of the LWCA providing notice of the proposed change and a copy thereof shall be sent to all members in good standing at least two weeks before said meeting. A 2/3 vote of the members in good standing at said meeting (by proxy or absentee ballot) shall constitute a vote.

ARTICLE XX - DISSOLUTION OF THE CORPORATION

Definition of Dissolution

When the Executive Board decides to end the corporation's existence, for whatever reason (in the case of the sale of all assets or the completion of purpose), the LWCA must be "dissolved". Dissolution of the LWCA disposes of all its corporate debts and assets, creditors are paid, and the corporate entity is terminated.

Ways to Dissolve

Dissolution by Resolution

The LWCA may be dissolved by resolution with the consent of all its Voting Members entitled to vote thereon and in accordance with Article X, Sections E and F.

Dissolution upon Completion of Purpose

If the Executive Board finds that the purposes for which the LWCA was formed have been substantially complied with and that all bonds theretofore issued by the corporation have been fully paid, a resolution will be adopted with the consent of all its Voting Members entitled to vote thereon and in accordance with Article X, Sections E and F.

Notification to State

Pursuant to the New Jersey Nonprofit Corporation Act, 15A:12-3, a Certificate of Dissolution (C-159B) will be filed with the New Jersey Division of Revenue and the associated filing fees paid.

Distribution of assets on dissolution or final liquidation

On dissolution or final liquidation of the LWCA, its assets shall be distributed as follows:

All liabilities shall be paid and discharged, or adequate provision for payment and discharge shall be made.

Assets held on condition requiring return or transfer on dissolution of the LWCA shall be returned or transferred as required by the condition.

Assets received and held subject to a limitation permitting use only for charitable, religious, benevolent, educational or similar purposes, but not held on a condition requiring return or transfer on dissolution of the LWCA, shall be transferred to one or more appropriate domestic non-profit corporations, societies or organizations under a plan of distribution adopted by resolution with Membership consent.

Other assets shall be distributed equally among its Voting Members.

Any remaining assets may be distributed to persons, societies, organizations or domestic corporations engaged in activities not for profit, as provided in a plan of distribution adopted by the Executive Board and in compliance with LWCA By-Laws.