

# Put-in-Bay

## Property Owners Assoc.

### BY LAWS

August, 1983 / Amended September, 2019

P.O. Box 7, Put-in-Bay, Ohio 43456

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#### I. MEMBERSHIP

A) MEMBERSHIP. Membership in the association shall be open to any person or other entity who is the fee title owner of any real property on South Bass Island.

B) DURATION OF MEMBERSHIP. Membership in this association may terminate by voluntary withdrawal as herein provided or otherwise as provided in these rules. All rights, privileges, and interest of a member in or to the association shall cease on termination of membership. Memberships shall be transferable if title of property is transferred. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective on fulfillment of all obligations to date of withdrawal, but a withdrawing member shall not be entitled to any dues refund.

C) VOTING. The right to vote at any annual or other meeting of the association shall be limited to one vote regardless of the number of parcels of land owned by a member or several members. Members owning fractional interests in a parcel or parcels of land shall be required to appoint one of the owners to vote for the two or more owners. Only those members who have paid their annual dues in full at the date of the meeting at which a vote is to be taken may vote.

Two or more owners of any one of the parcels of land entitling them to one vote at any meeting of the members of the association may authorize an agent, by written proxy executed by all persons entitled to share in the one vote, to exercise their voting privilege. Said proxy shall be for a specific meeting and shall be filed with the Secretary of the association prior to voting.

#### II. ANNUAL DUES

AMOUNT OF DUES. The annual dues required for membership in the association shall be determined by the vote of the Board of Trustees. Dues may be structured in a manner to permit an annual fee for each parcel or parcels of land and an additional amount for each individual member.

#### III. MEETINGS

A) ANNUAL MEETING. There shall be an annual meeting of the association during the month of September each year, on a date established by the Board of Trustees at least 15 days prior thereto. Notice of the date of each annual meeting shall be mailed to the last recorded address of each member, at least 10 days prior to the meeting. At each annual meeting, there shall be an election of the required number of Trustees, the receiving of the President's and Treasurer's reports, and such other business as was specified in the notice of the meeting.

B) QUORUM. Twenty or more of the members of this association, when present at any meeting, shall constitute a quorum. and in case there are less than this number, the presiding officer may adjourn from time to time until a quorum is present.

C) ORDER OF BUSINESS. The order of business at the annual meetings shall be as follows:

- (1) Call to order.
- (2) Reading of minutes of previous meeting.
- (3) Receiving communications.
- (4) Reports of officers.
- (5) Reports of committee heads and committee members.
- (6) Unfinished business.
- (7) New business.
- (8) Election of Trustees.
- (9) Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the members present, The usual parliamentary rules as laid down in Robert's Rules of Order shall govern, when not in conflict with these Bylaws.

D) SPECIAL MEETINGS. Special meetings of the association may be called at any time by the President, and must be called at any time by the President, or in his absence by the Vice President or Secretary. on the written request Of a majority of the Trustees of not less than ten per cent (10%) of the members of the association.

Seven (7) days' notice of any special meeting must be given to the members of the association, and the notice must state the object of the meeting.

#### IV. BOARD OF TRUSTEES

A) AUTHORITY. The corporate powers, properties, and all of its affairs shall be exercised, conducted and controlled by its Board Of Trustees, provided that the Board may reserve any major policy question for decision by the members at an annual or special meeting.

B) NUMBER AND ELECTION OF TRUSTEES. The Board of Trustees shall consist of 12 members\*, which number can be changed to such lesser number divisible by three, but not less than three, as may be determined by the members at any meeting of the members. The term of office of each Trustee shall be three years. with one-third of the number of the Trustees elected by ballot each year at the annual meeting of the members. The Trustees so elected shall hold office until their successors have been elected and qualified. A vacancy in the Board of Trustees shall be filled by the remaining members of the Board, until the next annual meeting, at which meeting such vacancy shall be filled by ballot of the members, At the initial meeting of the membership, one-third of the required number of Trustees shall be elected for a one-year term, one-third for a two-year term, and the remaining one-third for a three-year term. Henceforth, all Trustees shall be elected for a three-year term.

\* By-Laws change from 9 Trustees to 12 Trustees approved at September 28, 2019 meeting.

C) MEETINGS, NOTICE AND QUORUM. Regular meetings of the Board of Trustees shall be held at such time and place as may be determined by the Board, and once such time and place is determined, no further notice of meeting shall be required. Special meetings may be called by the President upon five (5) days', or more, notice. A majority of the Trustees shall constitute a quorum.

## V. OFFICERS

A) ELECTIVE OFFICERS. The elective officers of the association shall be a President, a Vice President, a Secretary and a Treasurer. Other offices may be established by the members of the association at the regular annual meeting. The office of Secretary and Treasurer may be combined if so determined by Trustees. All officers shall be elected by the Board of Trustees at the first meeting of the Board of Trustees immediately following the annual membership meeting.

B) TERMS. The President, Vice President, Secretary and Treasurer shall take office immediately upon their election, and shall serve for a term of one (1) year and until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term thereof by the Board of Trustees.

C) PRESIDENT. The President shall be the chief officer of the organization, and shall be present at meetings of the association and of the executive committee. He shall be a member ex officio of all committees. He shall communicate to the association such matters and make such suggestions as may, in his opinion, tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office.

D) VICE PRESIDENT. The Vice President shall perform all duties of the President during the absence of the President. He shall be a member ex officio of all committees.

E) TREASURER. The Treasurer shall keep an account of all moneys received and expended for use of the association, and shall make disbursements authorized by the executive committee or such other persons as the active association members may prescribe. All sums received shall be deposited by him in the bank or banks approved by the executive committee, and he shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only on the signature of the Treasurer. The duties of the Treasurer, under the approval of the membership, may be delegated to an assistant treasurer. The funds, books, and vouchers in his hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection of the elective officers of this association. At the expiration of his term of office, the Treasurer shall deliver to his successor all books, money, and other property of the association.

F) SECRETARY. The administration and management of the association shall be vested in the Secretary. He shall direct the activities of the association and perform such other duties as may be defined by the executive committee.

It shall be his duty;

(1) To give notice of and attend all meetings of the association and all committees and to make provision for the keeping of a record of proceedings;

(2) To conduct correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed;

(3) To keep a list of the members of the association;

(4) To establish machinery for the collection of dues and their payment to the Treasurer;

(5) To keep records as to any agents retained by the association, and to take charge of and supervise the performance by them of their duties;

(6) To prepare, with the concurrence of the Treasurer, an annual report of the transactions and conditions of the association, and generally to devote his best interests to the association.

## VI. COMMITTEES

**STANDING COMMITTEES.** Standing committees may be established from time to time by the Board of Trustees. Each standing committee shall have a chairman, who shall be responsible for directing and coordinating the affairs of his committee. Vacancies that occur on any committee by reason of death, resignation, or otherwise may be filled by the Board of Trustees.

## VII. AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote at any duly organized meeting of the association.

## VIII. LIABILITIES

Nothing herein shall constitute members of the association as Partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the association, Nor shall any member, officer, agent, or employee be liable for his acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his willful misfeasance.

## IX. FUNDS

A) **FINANCES.** This association is not intended as a profit-making organization. nor is it founded with the expectation of making a profit. This association shall use its funds only for objects and purposes specified in these Bylaws.

B) **BONDING.** Persons entrusted with the handling of association funds may be required at the discretion of the Board of Trustees, to furnish, at association expense, a suitable fidelity bond.

## X. INSIGNIA

The executive committee may adopt insignia, colors, badges, and flags for the association, as it deems desirable.

## XI. DISSOLUTION

The association may be dissolved by the vote of a three-fourths majority of its active members.

In the event of dissolution, the property of the association shall be distributed pro rata to all fully paid members on the date of dissolution.