

BY-LAWS OF THE LAKESIDE PROPERTY OWNERS ASSOCIATION

Article I – Name

Section A.

The name of this organization shall be “The Lakeside Property Owners Association”- (the LPOA).

Section B.

The LPOA is a “Corporation not for profit” organized under the laws of the State of Ohio and is a tax-exempt organization as defined in Section 501(c)(7) of the United States Internal Revenue Code.

Article II – Purpose

The LPOA is a membership organization whose purpose-is the advancement of the interests of Lakeside property owners.

Article III – Membership and Voting Authority

Section A. Eligibility for Membership

To the extent they have paid their annual dues for the particular fiscal year and subject to the limitations in subparagraphs (e) and (f) herein, voting members of the LPOA shall consist of:

- (a) An individual person, who is named lessee under a 99-year lease, renewable forever without fee, with the Lakeside Association of a residential property and up to one (1) additional designated family member.
- (b) An individual person, who is a named licensee under a Seasonal License Agreement for a campground site, within the boundaries of Lakeside, and up to one (1) additional designated family member.
- (c) An individual person who holds title by warranty or quit claim deed to a residential property in Island View Subdivision and one (1) additional designated family member.
- (d) Whenever a leasehold interest in a Lakeside residential property, or title to a residential property in Island View is not held by an individual person(s), the people eligible for the membership(s) associated with that residential property interest will be the individual person(s) who has the primary beneficial ownership interest in, or, fiduciary obligation to the respective entity, corporation, partnership or trust.
- (e) No more than two (2) individual persons are eligible to be a member with respect to the same property. If more than the eligible number of members apply for membership with respect to the same property, the first two individual persons who submit their dues for the then current fiscal year, as determined by the LPOA Executive Committee in the sole discretion, shall be deemed to be the voting members for that property, and the non-eligible additional persons shall receive a refund of their membership dues.
- (f) An individual person is eligible to have only one membership and to have only one vote on LPOA matters, regardless of the number of properties in which they possess an interest.
- (g) Any application for the membership must identify their street address or campsite number of the eligible property and provide proof of the property interest if requested by the LPOA Executive Committee.

Article IV – Location

The headquarters and principal place of business of The Lakeside Property Owners Association shall be at Lakeside, Ottawa County, Ohio.

Article V – Membership Meetings

Section A. Regular Meetings

The Executive Committee will designate four regular meetings of the LPOA to be held each year on a weekend in May, July, August, and October at Lakeside.

Section B. Called Meetings

Called meeting may be held at any time upon the call of the President, or upon the request of three members of the Executive Committee submitted in writing, or upon written request of fifteen members of the LPOA. The call shall specify the object of the meeting. All meetings shall be announced at least one week before the stated day, giving the time, place, and object of the meeting. Such announcements shall be made (1) from the Lakeside Association platform, (2) by inclusion in the weekly summer publication of the Lakeside Association, (3) by publication in the local newspaper, (4) by first class mail, (5) by email, (6) by website notice or (7) by all six methods.

Section C. Quorum

Fifty (50) members shall constitute a quorum at regular or called meetings.

Article VI – Dues

The annual dues shall cover the period from April 1 to March 31. Annual dues may be modified at any regularly scheduled meeting of the LPOA by majority vote of members present representing a quorum.

Article VII – Elections

Section A. Time and Method of Elections.

The election of LPOA Officers and Trustees, including representatives to the Lakeside Association Board of Directors shall be held at the regular meeting of the Association held in August. The President and newly elected trustee representatives to the Association Board will begin their terms starting April 1 of the next calendar year, while all other elected positions will take office on November 1. All persons elected and nominated shall be members of the Lakeside Property Owners Association (LPOA). A slate of candidates, prepared by the Nominating Committee, shall be presented at the July meeting, at which nominations will also be accepted from the floor. Each candidate shall be permitted to prepare a brief statement in support of their candidacy, and these statements shall be made available on the LPOA website at least fourteen (14) days in advance of the election period. The election shall be by ballot. When there are two nominees for the same office, the decision shall be by majority vote. When there are more than two nominees for the same office, the decision shall be by preferential (ranking) vote. Upon completion of voting, a Teller Report shall be prepared and presented to the membership.

Section B. Officers

The following Officers shall serve for two years, or until their successors are elected or appointed and take office: President, Vice President, Secretary, Treasurer and Sargeant-at-Arms. The President, Vice President, and Sargeant-at-Arms shall be elected in even-numbered years. The Secretary and Treasurer shall be elected in odd-numbered years.

All Officers may be elected to no more than two consecutive terms in one office and must step off the Executive Committee after two terms served, remaining off the Executive Committee for at least one year before being nominated to another Officer or Trustee position.

Section C. LPOA Trustees

Trustees shall serve for three years, or until their successors are elected or appointed and take office. There shall be five (5) Trustees elected to a term of three years, two of whom will be elected as representatives of LPOA to the Lakeside Association Board of Directors. Each Trustee is eligible to be nominated to a second consecutive three-year term or to serve as an Officer. After completing two consecutive terms as a Trustee, the member must step off the LPOA Executive Committee for one year before being eligible to serve again in any Executive Committee position.

Section D. Trustee Representatives to the Lakeside Association Board of Directors

The LPOA President will be a member ex-officio of the Lakeside Association Board of Directors. Two additional representatives will be nominated to represent the LPOA on the Lakeside Association Board of Directors for a three-year term. The Lakeside Association Board of Directors will confirm the LPOA Representative at the Board's next meeting. Should the Lakeside Board vote not to confirm the nominated LPOA representative, there would be a special election at the next LPOA regular meeting, at which time another LPOA representative shall be elected.

Section E. Vacancies

Vacancies in any of the above-named offices except President shall be filled for the unexpired term by appointment by the President, such appointment being subject to confirmation by a quorum of the Executive Committee. In the case of a vacancy in the Presidency, the Vice President shall assume the position of President for the completion of the term. If a member fills a vacant term for more than one-half that term, they will be considered to have served a full term. If a member fills a vacant term for less than one-half of that term, they will be eligible to be reelected to serve up to two (2) more terms in that position.

Section F. Removal of Officers or Trustees

The Executive Committee may remove any Trustees and may remove any committee person with or without cause by a two-thirds vote of the Executive Committee.

Section G. Methods of Voting for the Election of Officers and/or Trustees

- a) In Person Voting. Provided a member has not already voted by one of the other available methods, a member may vote in person on any ballot issue fixed in advance of a meeting.
- b) Absentee Voting by Mail. Provided a member has not already voted electronically, a member may vote by absentee ballot on any ballot issue fixed in advance of a meeting. A member may vote by downloading and printing a blank ballot from the LPOA website. Ballots must be submitted within dual envelopes. The inner envelope must contain the ballot itself and should have no other identifying information (the "Ballot Envelope"). The second envelope, (the "Mailing Envelope"), must contain the Ballot Envelope and the ballot. The Mailing Envelope must be signed on the back by the member voting and must list the voter's name and the Lakeside property address as the return address on the envelope. Absentee ballots must be delivered via Regular Mail to the LPOA's P.O. Box and must be received no later than 48 hours prior to the start of the meeting. The LPOA will not be responsible for any delays in receipt of a ballot that falls outside the control of the LPOA. The Mailing Envelope will be used as a record of receipt of the member's ballot as well as to determine a quorum. If the Mailing Envelope is not signed on the back by the member or if the member's Lakeside property address is illegible, the ballot in the Ballot Envelope will not be

counted. A member voting by absentee ballot shall be counted as being in attendance at the meeting for purposes of determining quorum.

- c) Electronic Voting through the LPOA Website. The LPOA will endeavor to provide a means of electronic voting through the LPOA website that accurately and securely records the voting member's intent to cast a ballot on a matter in the way identified by the member, and provides for the counting of electronic votes submitted, including by means of internet, application, web, virtual, or other electronic technology. When such system is fully tested and available, a member may vote electronically through the LPOA website. Electronic ballots must be submitted no later than 72 hours prior to the start of the meeting. A member voting electronically shall be counted as being in attendance at the meeting for purpose of determining a quorum.

Article VIII – Duties of the Officers

Section A. President

The President shall preside at all meetings of the LPOA and of the Executive Committee and shall perform all the usual duties pertaining to the office. The President shall be a member ex-officio of all appointed committees. The President may also appoint a parliamentarian if he or she wishes to have assistance in maintaining order.

The President shall be a member ex-officio of the Lakeside Association Board of Directors.

Section B. Vice President

The Vice President shall assume the office of President should the office of President become vacant. The Vice President shall perform such other tasks as may be assigned by the President. The Vice President shall be charged with reviewing the LPOA By-Laws annually.

Section C. Secretary

The Secretary shall keep all records of the proceedings of the LPOA and the meetings of the Executive Committee, take care of all correspondence, and give notice of meetings as requested by the President. Records of the meeting proceedings shall be made available to the Executive Committee not more than 21 days after such meetings.

Section D. Treasurer

The Treasurer shall keep records of the membership, receive payment of dues and keep all funds, and shall pay the same out only upon the order of the Executive Committee or by action of the LPOA. The Treasurer also shall render account of the LPOA's funds at the LPOA meetings and whenever required to do so by the Executive Committee. The Treasurer shall annually make the records available for an audit by a reputable individual(s) who is (are) not a member(s) of the Executive Committee and is chosen by the Executive Committee.

Section E. Sergeant-at-Arms

The Sergeant-at-Arms shall arrange the place of meetings upon request of the President or the Executive Committee and, at such meetings, shall have charge of ushering and of the distribution of literature. The Sergeant-at-Arms shall confirm the presence of a quorum at all LPOA meetings. The Sergeant-at-Arms shall select a team to distribute, collect, and count votes on any paper ballot votes. In the absence of the Sergeant-at-Arms, the Vice President shall oversee the Sergeant-at-Arms' duties.

Section F. Representatives to the Lakeside Association Board of Directors

Persons holding this position shall faithfully attend meetings of the Lakeside Association Board of Directors and shall accept appointment to some of that Board's committees. Such representatives shall reflect the views of LPOA

at the Lakeside Association Board of Directors meetings and shall interpret Lakeside Association Board of Directors decisions at LPOA meetings.

Section G. Attendance at Meetings.

After two consecutive absences from regular LPOA Executive Committee meetings, and following consultation with the individual in question, the Executive Committee may remove the said individual from the Executive Committee for the remainder of their term, in accordance with Article IX, Section B of these by-laws.

Article IX – Executive Committee

Section A. Members

Officers, and Trustees of the Lakeside Property Owners Association shall constitute the Executive Committee.

Section B. Authority

The Executive Committee shall have charge of all affairs relating to the LPOA in the interim between the regular or called meetings. Decisions of the Executive Committee shall be final in all matters subject only to appeal to the LPOA.

Section C. Meetings

Meetings of the Executive Committee shall be held at the call of the President or of three members of said committee. At least twenty-four hours' notice of such meeting shall be given to the members of the Executive Committee, naming the time and place.

Section D. Quorum

A majority of the members of the Executive Committee shall constitute a quorum.

Article X – Nominating Committee

Section A. Membership

Membership of The Nominating Committee shall consist of five (5) members. The Nominating Committee shall be appointed by the Executive Committee prior to the May meeting of LPOA.

Section B. Term

The term for each member shall be no more than two (2) consecutive years and shall be staggered.

Section C. Duties

It shall be the responsibility of the Nominating Committee to present a single slate of Officers and Trustees at the July meeting at which time nominations for those offices may be made from the floor. Prior to the election in August, the Nominating Committee shall contact persons nominated from the floor for Officers and Trustees, including representatives to the Lakeside Association Board of Directors. The Nominating Committee shall determine if such persons are members of the LPOA and are willing to serve according to the duties in Article VIII.

Article XI – Committees

Section A. Appointment

The President shall appoint all standing and special committees, subject to approval by the Executive Committee. Appointment to a committee shall be for the term concurrent with that of the President making the appointment.

Article XII – Parliamentary Procedure

Whenever possible and practical, the LPOA will adhere to Robert's Rules of Order in its meeting conduct. However, should the President determine that Robert's Rules hinder discussion and participation s/he may (except in the case of by-law amendments) revert to a consensus model of decision-making. In this model: 1) a subject is introduced by a Trustee, committee, or member, 2) discussion of the pros and cons among all participants is encouraged and, 3) consensus among the members is reached. The President will then call for an official motion to be made, seconded and voted upon, following Robert's Rules of Order.

Article XIII – Indemnification

The LPOA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Trustee of the LPOA, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in a court or administrative proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the LPOA.

The indemnification provided hereunder shall be continuous and applicable to any heir, executors or administrators of a person entitled to indemnification under this Article. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article shall retroactively effect the right of an indemnified person under this Article, to the extent that those acts or omissions giving rise to indemnification occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified Officers and Trustees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Trustee, or employee under this Article shall apply to such Officer, Trustee, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XIV -Remote Participation in Executive Committee Meetings

Any meeting may be held by conference telephone, video screen communication or other communications equipment permitted by The Ohio Code, if all persons participating in the meeting can communicate with one another and all other requirements of the Code are satisfied. All such Executive Committee members shall be deemed to be present in person at such meeting.

Article XV – Fees and Compensation

Executive Committee members and members of committees may not receive any compensation for their services as such but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as may be fixed or determined by resolution of the Executive Committee.

Trustees or Committee members may be compensated for rendering services to the LPOA in any capacity other than Trustee or Committee Member if such compensation is reasonable and approved by the Executive Committee, with any conflicted Trustee abstaining from the vote for approval.

Article XVI – Execution of Corporate Instruments

The Executive Committee may, in its discretion, determine the method of designation of persons who may execute on behalf of the LPOA any corporate instrument or document, or to sign on behalf of the corporation the corporate name without limitation, or to enter into contracts on behalf of the corporation, except where otherwise provided by law or these By-laws, and such execution or signature shall be binding upon the LPOA. All checks and drafts drawn on banks or other depositories on funds to the credit of the LPOA or in special accounts of the LPOA shall be signed by such person or persons as the Executive Committee shall authorize so to do. Unless authorized or ratified by the Executive Committee or within the agency power of an Officer, no Officer, Trustee, agent, or member shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Article XVII – Loans and Contracts

No loans or advances shall be contracted on behalf of the LPOA, and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Executive Committee.

Without the express and specific authorization of the Executive Committee, no Officer, Trustee, or other agent of the LPOA may enter any contract or execute and deliver any instrument in the name of or on behalf of the LPOA.

Article XVIII – Standard of Care

Section A. General

A Trustee shall perform their elective duties, including duties as a member of any committee of the LPOA on which they may serve, in good faith and in a manner, they believe to be in the best interest of the LPOA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Trustee, they shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: one or more officers or committee of the LPOA whom they believe to be reliable and competent in the matters presented; counsel, independent accountants or other persons as to matters which they believe to be within such person's professional or expert competence; or a committee of the LPOA upon which they do not serve, as to matters within its designated authority, which committee they believe to merit confidence. So long as in any such case, the Director Trustee acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted, they shall have no liability based upon any failure or alleged failure to discharge their obligations as a Trustee, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section B. Personal Loans

The LPOA shall not make any loan of money or property to, or guarantee the obligation of, any Trustee, or Officer. The LPOA may only advance money to a Trustee or Officer of the LPOA for expenses reasonably anticipated to be incurred in the performance of the duties of such individual so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section C. Conflict of Interest

Whenever a Trustee or Officer has a financial or personal interest in any matter coming before the Executive Committee, the interest person shall:

- i) fully disclose the nature of the interest and

- ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested trustees determine that it is in the best interest of the LPOA to do so and the transaction was fair and reasonable as to the LPOA at the time the corporation enters the transaction. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article XIX – Amendments

The By-Laws may be amended or supplemented at any regular or called meeting of the LPOA, upon the concurrence of two-thirds of its members then present and representing quorum, provided that notice of the presentation of such amendments shall be contained in the notices of such meetings.

Adopted October 13, 1990

Amended Article XI 5/14/05 (Islands View elects its own committee)

Amended Article VI 8/12/06 (Lakeside Board Rep Reduced from 3 to 2)

Amended 8/11/07

Amended Article VII 5/29/10

Amended 10/02/16

Amended 3/15/17

Amended 8/10/24

Amended 5/16/26