

## **LAKE ELBO CLUB, INC., BYLAWS**

### **Section I - Name and Location**

The name of the corporation is **LAKE ELBO CLUB, INC.**, (hereinafter "Club"). The principal office of the corporation shall be located at 5629 Elbo Shore Drive, Manhattan, Pottawatomie County, but meetings of members and directors may be held at such places within the State of Kansas.

### **Section II - General Purpose**

The general purpose of the Club is to manage the collective affairs of the club, maintain club property, roads and the lake within the Lake Elbo Subdivision, Blue Township, Pottawatomie County, Kansas, more particularly described as:

Blocks 1-6 and all lots within, previously described as:  
A subdivision of land in Section 26 and 35, Township 9  
South of Range 8 East of the Sixth (6th) Principal Meridian  
in Pottawatomie County, Kansas

and to enforce the Lake Elbo Rules and Regulations covenants, conditions, restrictions and easements as adopted and amended.

### **Section III - Definitions**

(a) The Lake Elbo Club shall hereafter refer to Lake Elbo Subdivision, property owners, their successors or assigns. The Club shall be a not for profit corporation organized under the laws of the State of Kansas and governed by the Bylaws hereinafter defined. Any owner of property within the subdivision shall become a member

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automatically and immediately upon receiving title to any lot and become subject to Lake Elbo covenants, rules, regulations and restrictions.

(b) Subdivision shall refer to lots and lake encompassed with the Lake Elbo Subdivision recorded in Westmoreland, Kansas, Pottawatomie County, and more particularly described as:

Blocks 1-6 and all lots within, previously described as:  
A subdivision of land in Section 26 and 35, Township 9,  
south of Range 8 East of the Sixth (6th) Principal  
Meridian in Pottawatomie County, Kansas.

(c) Owner shall mean and refer to owner of record, his successors or assigns to any lot in the Lake Elbo Subdivision.

(d) Member shall mean an owner of record, his successors or assigns to any lot in the Lake Elbo Subdivision and all owners of record in the Lake Elbo Subdivision are members of the Lake Elbo Club for the purposes of dues and assessments, however, membership usage of the lake and other public areas of Lake Elbo Subdivision, except for the means of access and egress, shall be restricted to one single family residence per membership and the immediate members of that family in the Lake Elbo Subdivision without the written permission of the Lake Elbo Club Board of Directors as set forth in the rules and regulations.

(e) Lot shall mean and refer to each parcel of land delineated and numbered for ownership as described and recorded within Lake Elbo Subdivision and recorded in Pottawatomie County, Kansas as described above.

(f) Club Property shall mean and refer to plats of land and lake within the subdivision titled to Lake Elbo Club, Inc., maintained by the dues and assessments of all its members and maintained for the use and enjoyment of its members subject to the restriction(s) herein.

(g) Board of Directors or the Board shall mean and refer to the elected members established under these Bylaws to execute policies and decisions of the membership, procure the club's objectives and exercise the supervision, control and direction of the Club and to carry out those other duties and responsibilities as provided for in these Bylaws.

(h) Assessments shall refer to those assessments as referenced by the Deed Record Number 104 filed and recorded in the offices of the Pottawatomie County Register of Deeds at Book 104, Page 106.

(i) Dues shall refer to those dues which are assessed by the Board of Lake Elbo Club, Inc. as a membership and maintenance fee for the common areas of Lake Elbo Club, Inc.

#### **Section IV - Club Membership**

Part 1 - Every owner of a lot in Lake Elbo subdivision shall be a member of the Club. Membership shall be mandatory and irrevocable and may not be separated from ownership of any lot nor shall membership be assigned, leased or otherwise conveyed.

Part 2 - Membership in the Club shall provide protective rights and privileges for the owner, but shall also carry corresponding responsibilities, duties and liabilities as stated in the Lake Elbo Rules and Regulations and covenants.

Part 3 - The Club shall have one class of voting stock, Class A Stock. Each title or deed shall be entitled to one vote with the exception of one person owning title or deed to a number of lots in which case that person will be entitled to only one vote. In the case of more than one person holding title or deed, only one vote will be allowed as determined among the owners of said title or deed. In no event shall more than one vote be cast with respect to any member.

#### **Section V - Meeting of Members**

Part 1 - Annual Meeting. The annual meeting of the members shall be held in the month of January each year at a time and place designated by the Board of Directors.

Part 2 - Special Meeting of the members may be called at any time by the Board or upon written request of one-fourth (1/4) of the voting membership.

Part 3 - Notice of Meetings. Written notice of each annual or special meeting of the membership shall be given by, or at the direction of, the Secretary of the Board by mail to the last known address of each member at least ten (10) days before such meeting. Such notice shall specify place, date and time of meeting and in the case of a special meeting, the purpose of the meeting.

Part 4 - Quorum. At any meeting of the membership, both annual and special, fifty-one percent (51%) of those voting members present will constitute a quorum for any action except provided in the Articles of Incorporation or covenants.

**Section VI - Board of Directors**

As provided for in the Articles of Incorporation and these Bylaws, the affairs of the Club shall be managed by a duly elected Board of Directors.

(a) The Board shall consist of eight (8) Directors, at least 18 years of age and who are due paying member(s) of the Club and are current with all dues and assessments at the time of election.

(b) Term of Office - Each Director shall serve a three (3) year term unless elected to fill an unexpired term. Any active Board member shall be eligible for re-election. The members of the Board shall immediately, upon election at the annual meeting, enter on the performance of their duties and shall continue in office for the fulfillment of their term, resignation, or removal.

(c) Removal or vacancy of Directors. Any Director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the Directors by failing to attend three (3) consecutive meetings of the Board, or by failing to attend at least seven (7) regular meetings per year of the Board. In the case of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve the unexpired term of his/her predecessor.

(d) Compensation. No Director shall receive any compensation for any service he or she may render to the Club. However, any Director may be reimbursed for actual expenses incurred in the performance of their duties.

**Section VII - Nomination and Election of Board Members.**

Sec. 1 - Nomination. The existing Board will make nominations for election to fill vacancies at the monthly meeting prior to the annual meeting plus nominations will be taken at the annual meeting prior to the election.

Sec. 2 - Election. Election of Board members shall take place at each annual meeting by secret ballot. The person or persons receiving the largest number of votes shall be elected to fill a vacancy or vacancies.

**Section VIII - Meetings of the Board**

Sec. 1 - Regular meetings of the Board shall be held monthly without notice at such place and hour as may be fixed by resolution of the Board. Regular meetings may not be held from time to time if it is determined by the Board that there is no business to be conducted.

Sec. 2 - Special meetings of the Board may be called by the President or any two (2) members after no less than one (1) day notice.

Sec. 3 - Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Sec. 4 - Action without a regular meeting. The Directors shall have the right to take emergency action for the good of the majority of the Club by obtaining written approval or

disapproval of a quorum of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

### **Section IX - Officer Responsibilities and Terms**

Sec. 1 - The officers of this Club may be President, Vice President, Secretary, Treasurer and other such officers and Directors as the Board from time to time deem appropriate.

Sec. 2 - Election of officers shall be made by the Board members from the members following the election at the annual meeting of the membership.

Sec. 3 - Each officer shall hold that position for one (1) year following election unless removed by death, resignation or not qualified to serve for any reason, in which case the remaining members will elect a member to replace that officer. A new member will then be chosen by the Board to fill the remaining term of the member elected to the officer position.

Sec. 4 - Officer Responsibilities.

(a) President - The president shall preside at all meetings; shall see that orders and resolutions are carried out; shall sign all leases, mortgages, deeds, promissory notes and important papers of the Club.

(b) Vice President - The vice president shall act in place of the president in the event of his/her absence, inability or refusal to act, and shall perform other duties as may be required by the Board.

(c) Secretary - The secretary shall keep and record all records and accounts of

the Club. He or she shall record minutes, votes and all transactions of all meetings, keep the corporate seal, disburse stock, serve notice of meetings and keep current records of membership. The secretary shall assign boat numbers in accordance with the rules and regulations of the Club.

(d) Treasurer - The treasurer shall receive and deposit Club monies, disburse such funds as directed by the Board, keep proper books of account, and conduct an annual audit of the completion of each fiscal year to be presented to the membership at the annual meeting. The treasurer shall be bonded by the Club for the minimum sum of One Thousand Dollars (\$1,000.00).

(e) Other Officers and Directors - The Board may from time to time appoint such other officers and directors as are necessary to manage and direct the Club and the Board may designate or delegate such duties as it deems necessary to the position.

#### **Section X - General Powers and Duties of the Board**

The Board of Directors shall have power to:

(a) Adopt, publish and enforce the rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment or dues levied by the Club. Such rights may also be suspended after notice and hearing, for a period to be determined by the Board, for infraction of published rules and regulations.



(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the rules and regulations.

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent as stated herein, and

(e) Employ a manager, independent contractor, or such other employees or agents as they deem necessary and to prescribe their duties.

(f) The Board shall maintain, supervise, control and direct over the affairs of the Club, shall execute the policies and decisions of the active membership insofar as they are not in conflict with Lake Elbo Rules or Regulations or recorded Covenants; and shall execute the duties, responsibilities and requirements of the Lake Elbo Rules and covenants.

(g) The Board shall have the discretion in the disbursement of funds and may adopt such rules and regulations for the conduct of its business and its membership as shall be deemed advisable or required by the Rules or Covenants of the Club. In the execution of powers granted, the Board may appoint committees or agents to work on specific problems or reports and those committees or agents shall report back to and take direction from the Board. Those committees or agents shall exceed the scope of their authority if they fail to act within the direction of the Board.

The Board shall have the following duties:

(a) Keep a complete record of all acts and decisions of the Board and have this record available to the membership.

(b) Fix the amount of assessments (up to the limit in the covenants) and the dues for membership against each voting membership as defined in Section IV, Part 3 of these bylaws, and make known to the membership, before the annual meeting as provided by the covenants. Said assessments and dues shall be fixed at least thirty (30) days in advance of each annual assessment period and written notice of each assessment and dues shall be sent to every owner subject thereto at least fifteen (15) days in advance of each annual payment period.

(c) Take such necessary legal action to secure assessments and dues against property that has not been paid within sixty (60) days after the annual due date or to bring an action at law against the owner of said assessment or due if, in the discretion of the Board, such legal action is advisable.

(d) Levy special annual dues to defray, in whole or in part, the cost of any new construction, reconstruction, repair, maintenance or replacement of Club property. Special dues shall be authorized by fifty-one percent (51%) of the vote of those members present at the annual meeting of the Club except if the Board determines that an emergency exists, it may call a special meeting for the purpose of assessing additional dues to defray the costs and expenses of that emergency.

(e) Increases of membership dues. The "Board" shall have the authority to increase or decrease membership dues by ten percent (10%) per fiscal year by written notice to the membership prior to the annual meeting. Increases or decreases over ten percent (10%) shall be authorized by a vote of a majority of those members present at the annual meeting.

(f) Procure adequate liability and hazard insurance, and supervise maintenance and upkeep of Club property.

**Section XI - Liabilities of Officers and Directors**

The Officers and Directors of the Board of the Club shall have no liability for any action of the Board or its agents or assigns. The Club shall agree to defend and hold the members of the Board and its Officers and Directors harmless from all liability and will provide the cost of defense in any action brought against them in personal capacity.

**Section XII - Bylaw Amendment**

**Part 1.** These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

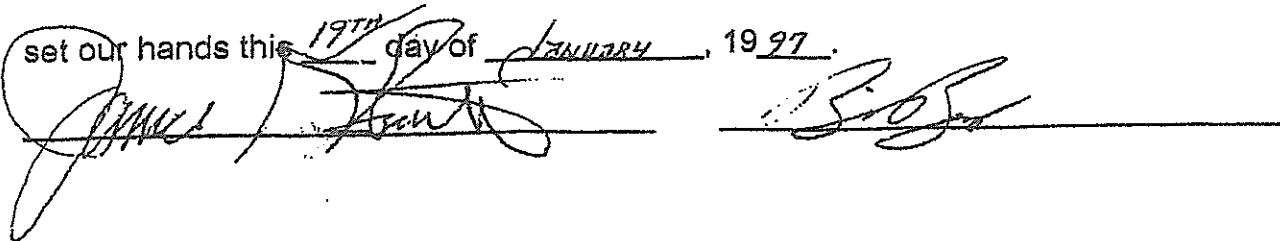
**Part 2.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Rules and Regulations and these Bylaws, these Bylaws shall control.

**Section XIII - Fiscal Year**

The fiscal year of the corporation shall be January 1 to December 31 of every year.

In Witness Whereof, we, being all of the Directors of the Lake Elbo Club Inc., have

set our hands this 19<sup>th</sup> day of JANUARY, 1997.



Mark D. Preter  
Neggy Snyder  
Pandora Ireland

Jan Harold  
Paul Hill  
Bob Ferguson

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Lake Elbo Club, Inc., a Kansas corporation, and ;

THAT the foregoing Bylaws constitute the original Bylaws of said Club, as duly adopted at a meeting of the Board of Directors, thereof, held on the 29<sup>th</sup> day of January, 1997.

In Witness Whereof, I have hereunto subscribed by name and affixed the seal of said Association this 29<sup>th</sup> day of January 1997.

Jan Harold  
Secretary

State of Kansas )  
County of Pottawatomie )  
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BE IT REMEMBERED, that on this 29<sup>th</sup> day of January, 1997, before me the undersigned a Notary Public in and for the county and state aforesaid, came Jan Harold, who is personally known to me to be the same person who executed this Certification as written above, and such person duly acknowledged the execution of the same.

IN TESTIMONY THEREOF, I have hereunto subscribed my name and

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affixed by official seal the day and year last above written.

Bew Joyce  
Notary Public

My Appointment Expires: 11/21/98

