Lake of the Woods Association, Inc.
Resolution 2018-14
A Policy Resolution
Amending the LOWA Bylaws Article IV. Meeting of Members, Article V. Board of Directors – Selection – Term of Office, and Article X. Committees

WHEREAS, Article XVI of the LOWA Bylaws gives the Board of Directors the authority to amend and adopt association Bylaws; and

WHEREAS, there is a need for clear, concise and consistent Bylaws on the matter of Member petitions and Member meeting agendas; and

WHEREAS, the Rules Committee modified language and the LOWA Attorney gave advice on the amendments.

THEREFORE, RESOLVED, the Board of Directors hereby approves the following amendment to Bylaws Article IV, V and X.

LOWA BYLAWS

Article IV. Meeting of Members

Section 2. Special Meetings. A Special Meeting of the Members of the Association may be called at any time by the President, or the Board of Directors, or upon a petition presented to the Secretary of the Association which is complete in accordance with this Section 2, signed and dated by at least eight hundred (800) of all the Voting Members of the Association in good standing who are eligible to vote, one signature per lot. For a petition entry to be valid, the Voting Member must print their name, lot, and section number on the petition, sign the petition, and date their signature, all of which MUST be on the same page on the petition as the specified purpose(s) for which the Special Meeting is to be held. The Board, or its designee, shall determine and verify, in its reasonable discretion the validity of each voting member’s entry including, but not limited to whether the Voting Member satisfied the petition criteria above. If deemed valid by the Board, any entry on a petition requesting a Special Meeting shall be valid only during the period between the date of the first signature and a signature one-hundred and eighty (180) calendar days after the date of the first signature. The petition must (1) specify the purpose(s) for which the meeting is being held; and (2) be delivered to the Secretary. No business other than that stated in the petition shall be transacted at such Special Meeting. A Special Meeting shall also be called to close referendum voting on amendments of the Articles of Incorporation and Declarations.

Section 4. Agenda of Meetings. At least one week prior to each Annual or Special Meeting of the Members of the Association, an agenda listing separately the matters to be discussed or voted upon at such meeting shall be published in a bulletin or other publication which the Association shall mail to its entire membership. Failure to so publish the agenda shall in no way affect the
validity of the action taken at the meeting. The agenda for the Annual Membership Meeting should be, when practicable, as follows:

- Call to order
- Pledge of Allegiance
- Secretary establishes a quorum of the membership
- President’s Remarks and Recognitions
- The Annual Report by the General Manager
- Awards, Certificates and Honors
- Comments from Members in attendance
- Announcement of Board Annual Meeting, date, time and location
- Announcement of next regular Board Meeting
- President announces closing of voting for election of Directors and/or other matters before membership
- Announcement of Voting Results, if available (if results are not available, they will be published the next business day)
- Adjournment.

The agenda for a Special Meeting of the Members of the Association should be, when practicable, as follows:

- Call to Order
- Pledge of Allegiance
- Secretary establishes a quorum of the membership
- Presentation and Discussion of the Purpose of the Special Meeting
- Secretary reports on ballots received
- President announces closing of voting on matter(s) before membership
- Announcement of Voting Results, if available (if results are not available, they will be published the next business day)
- Adjournment

Section 7. Quorum. At any Annual or Special Meeting of the Membership of the Association when the Membership is voting on any question, a quorum shall exist if Members holding 800 the votes entitled to be cast, in accordance with these Bylaws, shall be present in person or by proxy. If, however, such quorum shall not be present or represented by proxy at any meeting where a vote is to be taken, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, by majority vote of those present in person and by proxy, without notice, other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Article V. Board of Directors – Selection – Term of Office

Section 3. Removal. Any Director may be removed from the Board, with or without cause, at a Special Meeting of the Members of the Association called for that purpose by written petition
signed and dated by at least eight hundred (800) Voting Members, in accordance with Article 4, Section 2 of these Bylaws. The number of votes as of the date of the Special Meeting required to remove a Director is a majority of those attending in person and by proxy.

Article X. Committees

Section 9. Tenure. When a voting member’s term expires, resigns, or is removed from the committee the Board shall fill the vacancy, considering the Chair’s recommendations. The term begins at date of appointment as a voting member and ends three years after that date. After serving two three-year terms and at the sole discretion of the Board of Directors, a committee member may be reappointed for any additional period as determined by the Board at that time to ensure that a committee has a quorum of members or for any reason in the best interest of the Association. Once a Committee member’s tenure expires, they need wait for a one-year period before rejoining the same Committee.

Effective: August 15, 2018

LAKE OF THE WOODS ASSOCIATION, INC.

By: ___________________________
Leighton H. Cumming, President

ATTEST:

I, as Secretary for Lake of the Woods Association, Inc., hereby attest that the foregoing Policy Resolution 2018-14 was adopted by the Board of Directors at a duly-held and noticed Board of Directors meeting held on the 15th day of August 2018.

Jennifer Zukowski, Secretary