



BYLAWS OF THE LAKESIDE ASSOCIATION

REPEALED AND REPLACED AS OF APRIL 1, 2023

ARTICLE I – NAME AND PURPOSE

Section 1. Name:

The name of this organization is The Lakeside Association (“the Association” or “Lakeside Chautauqua”). The Association is a nonprofit organization incorporated under the laws of the State of Ohio and is a tax-exempt organization as defined in Section 501(c) (3) of the United States Internal Revenue Code.

Section 2. Purpose:

The Association is organized for educational, religious, cultural, and recreational purposes along the system known as the Chautauqua plan.

The Mission of the Lakeside Association is to enrich the quality of life for all people, to foster traditional Christian values and nurture relationships through opportunities for renewal and growth...spiritual, intellectual, cultural, and physical.... while preserving Lakeside’s heritage.

ARTICLE II – MEMBERSHIP

The members of the Board of Directors (“the Board”) shall be the voting members of the Association.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Board role, size, and compensation:

The Board is responsible for overall policy and direction of the Association, and delegates responsibility of day-to-day operations to the staff. The Board seeks to have a membership that

reflects the breadth of the Lakeside experience. The Board receives no compensation other than reimbursement for reasonable and documented expenses.

The Board shall consist of seventeen to nineteen voting members, including:

A) Six ex officio members with voting privileges, confirmed by a vote of the Board:

One each nominated by the Bishops of the East and West Ohio Conferences of the United Methodist Church;

The Minister of the Lakeside United Methodist Church or his or her designated congregant;

The President of the Lakeside Property Owners Association;

One person elected by the Lakeside Property Owners Association;

The chairperson of the Lakeside Chautauqua Foundation Board.

B) The President of the Lakeside Association shall be a member, ex officio, without vote.

C) The remaining Board voting members shall be elected at the annual meeting of the Board, subject to procedures set forth in this Article III. Two-thirds of the elected Board members, not including ex officio members, shall be leaseholders or Island View grantees (commonly called property owners).

Section 2. Terms:

Except for ex officio members, the term for all Board members shall be three years and each Board member shall be eligible to serve two terms. A person who has served two terms shall be eligible to be elected for an additional term, provided that at least one year has passed since the conclusion of his or her second term. Terms of office begin on the first day of the fiscal year. A person appointed to fill an unexpired term shall be considered to have served a full term if the unexpired term exceeds one and one-half years at the time of the appointment.

Vacancies for the ex officio members designated by the Bishops of the East and West Ohio Conferences of the United Methodist Church, the Lakeside Property Owners Association, and the Lakeside Chautauqua Foundation shall be filled by those organizations subject to a confirmation vote by the Board.

Section 3. Election procedures:

During the last quarter of each fiscal year of the Association, the Board may elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during the Annual Meeting of the directors. New directors shall be elected by a majority of directors present at the Annual Meeting. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

During the last quarter of each fiscal year of the Association, the Board will elect the Board officers. This election shall take place during the Annual Meeting of the directors. The new officers shall be elected by a majority of directors present at the Annual Meeting. The officers so elected shall serve a term beginning on the first day of the next fiscal year.

Section 4. Vacancies, resignations, and terminations:

For Board-elected members, when a vacancy on the Board exists mid-term, nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. The vacancies will be filled only to the end of the outgoing Board member's term. Candidates to fill vacancies for the ex officio positions shall be nominated by the member affiliates and are subject to confirmation by a vote of the Board.

Resignation from the Board must be in writing and received by the secretary.

A Board member may be removed from the Board due to excess absences. When a member fails to participate in two Board meetings during the fiscal year, the Board member's continued service will be reviewed by the Executive committee for possible replacement.

A Board member may be removed for excessive absences by a vote of two-thirds of the Board membership. Removal for other causes shall require a vote of two-thirds of the remaining Board membership.

Section 5. Quorum:

A meeting of the Board or a committee must be attended by least half of its members to constitute a quorum for business transactions to take place and for motions to pass. Unless otherwise specified herein, all business before the Board or committees shall be decided by the vote of a simple majority of the quorum.

Section 6. Officers and Duties:

There shall be four officers of the Board, consisting of a chair, vice-chair, secretary, and treasurer.

Officers shall be elected from among the members of the Board at the Annual Meeting of the Board for a term of one year to begin the first day of the fiscal year.

The chair and vice-chair shall be eligible to serve no more than two consecutive one-year terms in the same office.

A vacancy in any office shall be filled by appointment by the chair except that the vice-chair shall succeed the office of the chair.

Officers' duties are as follows:

The chair shall preside at all meetings of the Board and Executive committee or arrange for another officer to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair may chair committees on special subjects as designated by the chair. The vice-chair shall succeed to the office of the chair if that office becomes vacant due to death, resignation, or other cause.

The secretary shall provide oversight for keeping records of Board actions, the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of agendas to each Board member, promptly distributing copies of draft minutes to each Board member, following a meeting. The secretary shall ensure that corporate records are maintained.

The treasurer shall ensure that a financial report is provided at each Board meeting. The treasurer shall chair the Finance committee and provide oversight of the staff's preparation of the annual budget.

Section 7. Meetings and notice:

The Board shall meet at least quarterly at a time and place determined by the chair. The chair shall announce the meeting schedule for the upcoming year no later than thirty days following the Annual Meeting. Attendance at meetings of the Board shall be limited to directors, Lakeside Association executives, and invited participants.

Section 8. Special meetings:

Special meetings of the Board shall be called upon the request of the chair or the written request of one-third of the members of the Board.

Section 9. Annual Meeting:

The Annual Meeting of the Board shall be held in the fourth quarter of the fiscal year. The Association's fiscal year shall be April 1 to March 31. A budget, leaseholder assessments, service charges, and gate fees shall be adopted by the Board prior to the end of the fiscal year.

Section 10. Notice of meetings and voting:

All notices of meetings may be transmitted by personal delivery, ordinary mail, overnight delivery service, facsimile transmission, or other electronic means. Notices of regular Board meetings shall be sent out at least two weeks prior to the meeting date. Notices of special Board meetings shall be transmitted at least one week prior to the meeting date. The notice for a special meeting shall contain the time, place and purpose of the meeting and no action shall be taken which is inconsistent with that purpose. Special Board meetings deemed by the chair to be of an emergency nature may be held on forty-eight hours' notice.

Votes taken in meetings may be cast in person, electronically, by email, facsimile transmission, or other verifiable means at the discretion of the chair.

Section 11. Remote communication for meetings:

Any meeting of the Board may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given and if the number participating is sufficient to constitute a quorum as described in these bylaws. Remote communication includes but is not limited to telephone, video, internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12. Action without a meeting:

Any action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to each director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action.

Actions may be taken without a meeting with the affirmative vote, or approval of, and in a writing or writings signed by, all of the directors eligible to receive notice of a meeting. An email is considered a writing for purposes of this notification.

Section 13. Board member policies and agreements:

Board members shall be required annually to affirm compliance with the current Lakeside Association Conflict of Interest Policy, Confidentiality Agreement, Lakeside Board Member Agreement of Good Faith and any other policies and agreements approved by the Board to ensure the effective governance and management of the organization.

Policies adopted by the Board shall be memorialized in the Lakeside Association records. Such policies may be amended from time to time.

ARTICLE IV - COMMITTEES

Section 1. Standing committees:

There shall be five standing committees as follows: Executive committee, Finance committee, Audit committee, Governance committee, and Municipal Services committee.

Each committee will have at least three members.

Section 2. Committee membership:

Within thirty days after the Annual Meeting, the chair shall appoint committee chairs from among the Board membership. Additionally, in consultation with committee chairs, the Board chair shall appoint members to each committee. Vacancies on committees shall be filled by the chair.

The Board may remove a committee member from any committee at any time, with or without cause, upon a majority vote of the Board.

Section 3. Executive committee:

Purpose, responsibility, and actions:

The Executive committee shall monitor and evaluate the performance of the President and make recommendations to the Board regarding the President's compensation in line with the Board Approval of Compensation Policy.

The Executive committee may take such action as may be required between the meetings of the Board; provided, however that the Executive committee shall not have the power to amend the Articles of Incorporation and Bylaws of Association; adopt the budget; or to buy, sell or encumber any real property. All action taken by the Executive committee must be reported to the Board at its next regularly scheduled meeting.

Composition and size:

The four officers and the chairs of standing committees serve as members of the Executive committee. The chair may also appoint up to two at-large board members to serve on the Executive committee. The President of the Association shall be a member without vote. A quorum of the committee shall be a majority of the members.

Leadership and term:

The chair of the Board leads the Executive committee throughout their tenure as chair.

Section 4. Finance committee:

Purpose, responsibility, and actions:

The treasurer is the chair of the Finance committee. The Finance committee is responsible for overseeing fiscal procedures and the annual budget. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive committee. Quarterly reports are required to be submitted to the Board showing income, expenditures, and cash position. The audited financial statements and Forms 990 of the organization are public information and shall be made available to Board members and the public.

Composition and size:

In addition to the Board treasurer, the Finance committee shall consist of the chair of the Audit committee and at least three other Board members chosen by the chair of the Board.

Leadership and term:

The treasurer of the Board is the chair of the Finance committee and serves as long as that person holds the treasurer position.

Section 5. Audit committee:

Purpose, responsibility, and actions:

The Audit committee is responsible for the appointment, compensation, and oversight of the independent auditors' work; asking questions of management and the independent auditors to evaluate the audit process; meeting with independent auditors without staff present; receiving and considering actions to recommend to the Board as a result of recommendations from the auditors about actions the Association should take to improve its financial reporting and management practices, as needed; reviewing the Association's annual IRS Form 990 filing; and recommending policies and procedures to strengthen the Association's internal controls.

Composition and size:

The Audit committee shall be composed of Board members, each to serve for one-year terms. Appointment to the committee requires a majority vote of the Board. The committee may not include staff members, including the President or Chief Financial Officer. Members of the Finance committee may serve on the committee, provided, however, that Finance committee members cannot comprise fifty percent or more of the Audit committee.

Leadership and term:

The chair of the Audit committee is recommended by the chair of the Board and then must receive a majority vote of the full Board. The Board may fill vacancies on the committee. The Board may remove a committee member from the committee at any time, with or without cause, with a majority vote of the Board.

Section 6. Governance committee:

Purpose, responsibility, and actions:

The Governance committee shall provide oversight and review for bylaws, rules, regulations, and policies of the Lakeside Association. The committee will provide oversight and review on behalf of the Board for any potential or actual conflict of interest that may be disclosed by Board members or nominees. The Governance committee will lead recruitment, nominations, and orientation for new Board members.

Composition and size:

The Governance committee shall have at least three Board members.

Leadership and term:

The chair of the Governance committee is appointed by the chair of the Board and serves as long as the chair of the Board desires.

Section 7. Municipal Services committee:

Purpose, responsibility, and actions:

The Municipal Services committee shall recommend to the Board plans, policies, and rules and regulations related to Association owned or managed properties or lands. The committee will consider and rule on requests for setback, boundary, right-of-way and other property alterations delineated in Title 3 of the Lakeside Rules and Regulations. The committee shall serve as the appeal body for decisions made by the Historic Preservation and Design Review Board and by the Lakeside Tree Advisory committee. All decisions of the Municipal Services committee regarding such appeals shall be final and binding.

Composition and size:

The Municipal Services committee shall have at least three Board members.

Leadership and term:

The chair of the Municipal Services committee is appointed by the chair of the Board and serves as long as the chair of the Board desires.

Section 8. Committee governance:

All committees will operate in conformance with a committee charter for that committee. Committee charters shall be approved by the Board.

Committee chairs may appoint advisors, who are not Directors, to consult with committees as needed. Such advisors may participate in committee deliberations but shall not have a vote in any committee actions or be counted to constitute a quorum.

Section 9. Special Committees:

The Board may create special committees as needed. The Board chair shall appoint committee chairs and committee members. Special committees may include non-Board members as participants.

Such committees shall have purposes, charters and terms approved by the Board. Special committees may be disbanded by a vote of the Board at any time.

ARTICLE V – HISTORIC PRESERVATION & DESIGN REVIEW BOARD

Section 1. Membership:

The Board shall establish a Historic Preservation and Design Review Board (HP-DRB). The HP-DRB shall fulfill the duties, powers, and functions of the HP-DRB as outlined in Title 3 of the Lakeside Rules & Regulations.

The HP-DRB shall consist of five members nominated by the chair of the HP-DRB and elected by the Board. Potential candidates for the HP-DRB should reflect the criteria and experience described in the HP-DRB charter.

The chair of the HP-DRB shall be nominated by the Lakeside Association Board chair and elected by the Lakeside Association Board.

Section 2. Terms:

Members shall be elected to three-year terms with staggered expiration as practicable. Terms shall commence on the first day of the fiscal year. Each HP-DRB member shall be eligible to serve two terms. A person who has served two terms shall be eligible to be elected for an additional term, provided that at least one year has passed since the conclusion of his or her second term. Members shall be limited to two consecutive terms but may be elected to a third term after at least a one-year absence.

At least three members shall be Lakeside leaseholders or Island View property owners.

The Executive Director of the Lakeside Association or his or her designee shall serve the HP-DRB in a staff capacity without vote.

Section 3. Vacancies:

When a vacancy occurs, the chair of the Lakeside Association Board may nominate, and the Lakeside Association Board may elect, a member to serve the balance of the vacated term.

Section 4. Meetings:

The HP-DRB will meet regularly during the fiscal year. Special meetings of the HP-DRB may be called by the HP-DRB as deemed appropriate.

Section 5. Quorum:

A quorum shall consist of a majority of the members of the HP-DRB.

Section 6. Governance:

The HP-DRB will operate in conformance with a charter that shall be approved by the Board.

ARTICLE VI – PRESIDENT AND STAFF

Section 1. President:

The President is hired by the Board. The President has day-to-day responsibilities for the Association, including carrying out the Association’s goals and policies. The President will attend all Board meetings, report on the progress of the Association, answer questions of the Board members and carry out the duties described in his or her job description. The Board may designate other duties as necessary.

The President has the sole responsibility for all staff hiring decisions, with the exception of the Chief Financial Officer. For that position, the President shall present the final candidate to the Finance committee for approval. The candidate may be accepted contingent upon a majority vote of the Finance committee.

ARTICLE VII - INDEMNIFICATION

Section 1. Indemnity :

The Association shall indemnify its directors, officers, employees and agents, and the heirs, executors and administrators (hereafter collectively “Indemnitees”) of such persons against all costs, expenses, judgments, damages settlements, and other liabilities, including attorney fees, reasonably incurred by or imposed upon the Director, officer, employee or agent in connection with any claim or proceeding to which he or she may be a party, or in which he or she may be made a party, or in which he or she may become involved by reason of being or having been an Indemnatee, and any settlement thereof, whether or not the individual is an Indemnatee at the time such costs, expenses, judgments, damages, settlements or other liabilities may be incurred.

Section 2. Negligence or Misconduct:

No indemnification shall be made in respect to any claim, issue, or matter as to which the Indemnitee is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless, and only to the extent that, the Court of Common Pleas or the Court in which such action or suit was brought determines, upon application, that, despite the adjudication of liability, but in the view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity for such expenses as the Court of Common Pleas or such other Court shall deem proper.

Section 3. Maximum Indemnification:

The foregoing right of indemnification shall be in addition to all rights to which any such Indemnitee may be entitled as a matter of law, and shall be in addition to any right of indemnification which the Association may, under the laws of Ohio, give and extend to its director, officer, employee or agent, it being the intent hereof that said Indemnitee be indemnified by the Association to the maximum extent legally permissible.

Section 4. Contract Rights:

The rights conferred under this Article VII shall be deemed contractual and may not, by amendment of these regulations, be abrogated with respect to any director, officer, employee or agent, heir, executor, or administrator's right to indemnification relating to actions which were taken prior to the time of such amendment.

Section 5. Insurance:

The Association shall, at its expense, purchase and maintain insurance or similar protection to protect itself and any Indemnitee under the law of the State of Ohio.


ARTICLE VIII – AMENDMENTS

Section 1. Amendments:

These bylaws may be amended by a vote of the Board. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a regular meeting of the Board of Directors of the Lakeside Association by a vote on February 17, 2023, and are effective April 1, 2023.

Secretary  Date 8/4/2023

Board meeting dates when amendments to these Bylaws were approved:

June 29, 2023 Article I, Section 2

August 4, 2023 Article III, Section 1