

## BYLAWS OF THE TENMILE LAKES ASSOCIATION (TLA)

### 1. NAME

- 1.1. The name of this Association shall be the Tenmile Lakes Association, herein after referred to as the TLA or the Association.

### 2. MISSION

- 2.1. The Mission and Charter of the TLA shall be to preserve, protect, and promote the natural beauty of Tenmile Lakes and its waters and watershed; to maintain and improve the water quality and water quantity; and to ensure the recreational and economic vitality of Tenmile Lakes and its waters and watershed.

### 3. MEMBERSHIP

- 3.1. Membership in the TLA shall be open to anyone wishing to support our Mission to preserve, protect, and promote Tenmile Lakes and its waters and watershed.

### 4. BOARD OF DIRECTORS

- 4.1. The Board of Directors will be comprised of four (4) designated offices of the Association: President, Vice President, Secretary, and Treasurer and one (1) At-Large TLA member who is a lakefront owner on Tenmile Lakes. All officers of the board shall be members of the TLA. Elections of officers will regularly take place at each Annual Meeting of the Association.
- 4.2. The President shall be the Chair of the Board and serve as a general executive officer of the Association. The chair will preside at all meetings of the Board of Directors and be vested with such powers and duties as the Association delegates to the office.
- 4.3. The President will supervise the business and affairs of the Association and its other Offices of their respective duties. The Vice-President will be vested with all the powers of the President and charged with all of the duties in the event of absence or disability. The Vice-President will perform such other duties as may from time to time be delegated or assigned by the President or the Board of Directors. Except as may otherwise be specifically provided in a resolution of the Board of Directors, the President or Vice-President in Presidents absence, will be a proper office to sign on behalf of the Association any indebtedness, agreement, or other instruments of significance to the Association.
- 4.4. The Secretary will keep the minutes of meetings of the Association and the Board of Directors. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and be the custodian of the Association's records.
- 4.5. The Treasurer will keep the full and accurate account of receipts and disbursements in books belonging to the Association, and will cause all money and other valuable assets to be deposited in the name and to the credit of the Association in such depositories, subject to withdrawal in such a manner as may be designated by the Board of Directors. All officers will have signature authority on Association accounts and a two signature policy shall be in effect for all disbursements of Association assets. The Treasurer will render to the President and to the Association at the annual meeting, or whenever required, a financial condition of the Association. The Treasurer will open such accounts annually to an appointed Audit Committee as selected by the Board of Directors.

## BYLAWS OF THE TENMILE LAKES ASSOCIATION (TLA)

- 4.6. The officers shall be elected by ballot to serve for one year or until their successors are elected, and their term of office shall begin at the close of the Annual Meeting which they are elected.
- 4.7. No officer shall hold more than one office at any one time. No officer shall be paid a wage or honorarium for his or her service.

### 5. MEETINGS

- 5.1. The Regular meeting of the Association shall be on the First (1st) Wednesday of each month unless otherwise ordered by the Board of Directors.
- 5.2. The Regular meeting in August shall be the Annual Meeting and shall be for the purpose of electing officers, for receiving reports of officers and committees, for receiving the annual financial report, and for any other business that may arise.
- 5.3. Special meetings may be called by the President, or a member of Board of Directors, or shall be called upon written request of any ten TLA members. The purpose of the meeting shall be given in the call. Except in emergency cases, at least a three day notice shall be given for all Special meetings.

### 6. COMMITTEES

- 6.1. Only TLA members may serve as members of Association committees; however, special advisors and consultants may be called upon to provide expert advice without voter standing, unless also a TLA member. TLA members may serve on more than one but not more than three committees at the same time.
- 6.2. A Budget Committee composed of the Treasurer and four other members shall be appointed by the President promptly after each Annual Meeting. It shall be the duty of this committee to prepare a budget for the fiscal year beginning the first day of October and to submit it to the Association at its regular meeting in November. The Budget Committee can from time to time submit supplements to the budget for the current fiscal year.
- 6.3. An Audit Committee comprised of three TLA members shall be appointed by the Board of Directors at the Association's annual meeting whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to report its findings at the next regular meeting.
- 6.4. A Weed Control Committee of three TLA members shall be appointed with the charge of investigating alternative methods of weed control, algae and siltation reduction; evaluate alternatives; and make recommendations to the Board of Directors for possible further action.
- 6.5. The Grants Committee of three TLA members shall be appointed by the Board of Directors with the charge of identifying, applying for, and marketing federal, state, or local grant money available to improve Tenmile Lakes and its waters and watershed. Such grant recommendations shall be presented to the Board of Directors at regularly scheduled meetings and will be pursued based on the decision and delegation of the Board of Directors.
- 6.6. A Nominating Committee of three TLA members, not currently serving in any of the four TLA offices, shall be appointed by a majority of the Board of Directors of the Association two months prior to the annual meeting. This Committee shall nominate candidates of the offices to be filled by election of the Association at the Annual Meeting in August. Before the election at the annual meeting in August additional nominations from the floor shall be permitted.

## BYLAWS OF THE TENMILE LAKES ASSOCIATION (TLA)

6.7. Such other committees, standing or special, shall be appointed by the Board of Directors as shall from time to time be deemed necessary to carry out the affairs of the Association. The President shall be *ex officio* a member of all committees, except the Nominating Committee.

### 7. FISCAL YEAR

7.1. The fiscal year of the Association shall be from 1 October through 30 September.

### 8. DISSOLUTIONMENT

8.1. In the event a two-thirds majority of the Association votes for dissolution of the Association, the assets of the Association shall be applied and distributed in the following priorities:

8.1.1. All liabilities and obligations of the Association shall be paid and discharged or adequate provisions shall be made therefore.

8.1.2. The remaining assets of the Association will be given to the Oregon Lakes Association. If the Oregon Lakes Association is disestablished, then the remaining assets will be distributed to an IRS recognized non-profit organization concerned with protecting the natural resources of the Southern Oregon Coast.

### 9. PARLIAMENTARY AUTHORITY

9.1. The rules contained in the most current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

9.2. In the event of conflicts, these Bylaws shall take precedence over Robert's Rules of Order.

### 10. ABSENTEE VOTE

10.1 Any significant vote of the Association requiring a two-thirds majority will be accomplished by absentee ballot. No Proxies will be recognized or accepted. Any Board Member can call for the significant vote process to be invoked.

### 11. AMMENDMENT OF BYLAWS

11.1 The Bylaws of the Association shall be subject to alteration, amendment, or repeal, by the affirmative vote of a majority of the Board of Directors and members present at any Regular or Special meeting. Such alteration, amendment, revocation, so passed shall be subject to a simple majority vote of the Association present.

### REVISION HISTORY

Revision	Date	Description of change	Updated by
1.0	8/27/2012	Input original (1996) document into MS Word Format	John Reiss
2.0	10/27/2012	Bylaw changes per proxy vote	John Reiss
3.0	8/12/2015	Bylaw changes: remove officer restrictions, add at large property owner board member	John Reiss