AMENDED AND RESTATED LAKE CABLE RECREATION ASSOCIATION BYLAWS 2024

By written vote of the members of Lake Cable Recreation Association (hereinafter “LCRA”) held on \_\_\_\_\_\_\_\_\_\_\_\_, 2024 the amended and restated bylaws were adopted as follows:

I ORGANIZATION

The LCRA is a not-for-profit corporation organized and incorporated May 28, 1928 under the laws of the State of Ohio for the purpose of recreation and community welfare. The LCRA operates under a 501(c)(7) tax status.

II ADMINISTRATION

(A) The powers, duties and obligations of the LCRA shall be vested in and performed by a Board of Trustees (hereinafter “Board”), which shall consist of five (5) members elected in accordance with the Bylaws and Rules of the LCRA. The Board has sole power to make rules which may be changed or amended at any time. Such rules shall govern and control member privileges and responsibilities.

(B) Any and all capital improvements that require expenditures, whether in whole or in part, in excess of $75,000.00 (seventy-five thousand dollars) shall require a written ballot approved by Majority of Members as outlined in Voting Procedures Appendix B; or if time is of the essence, the Board may call a special meeting of LCRA Members called for that purpose, and the majority of the Members present may approve such expenditure by written ballot. In the event an emergency expenditure is needed, to prevent substantial damage, the Board can authorize the expenditure and report immediately to the Membership by mail. It is not permitted to split a project into multiple expenditures to fall below this limit. The Board has the authority to perform all repairs to the existing property as needed.

(C) Any and all sales, purchases, encumbrances on or transfers of real estate, whether in whole or in part, worth in excess of $50,000.00 (fifty thousand dollars) shall require a written ballot approved by a Majority of Members as outlined in Voting Procedures Appendix B.

(D) As per our letter from ODNR to LCRA dated 5/5/2023 it states, “additional development must not be allowed on the dam.” See attached letter attached as Appendix F.

III ELECTIONS OF OFFICERS

(A) Trustees shall be elected from Full Members in good standing of the LCRA for a term of two (2) years by the highest number of votes cast by the Membership per Appendix B. Two (2) such Trustees shall be elected on each even numbered year and three (3) such Trustees shall be elected on each odd numbered year as outlined in Appendix B.

(B) The term of office of members of the Board elected in any annual meeting shall commence on January 1 of the year following the election. If a Trustee loses his/her Full Membership status during their tenure, then they will automatically be removed from the Board. Any Trustee so removed from office shall be replaced by a Trustee appointed by the Board to serve the unexpired term of the removed Trustee.

(C) The officers of the LCRA shall be a President, Vice President, Treasurer, Secretary, and a Communication Trustee who shall be chosen annually by the Board, whose duties shall be the usual duties of such officers. A majority of the Board shall be a quorum for the transaction of all business, and a majority vote of any quorum shall be sufficient to decide any question. All Board members are required to be bonded by the LCRA. Any employees may be required by the Board to be bonded by the LCRA, conditioned for the faithful performance of his/her duties in a good and sufficient amount with sureties to be approved by the Board. The Board shall appoint a Finance Committee consisting of two (2) or more Full Members in good standing with financial knowledge and experience, that are not Trustees, whose duties and responsibilities shall consist of those enumerated in the Finance Committee Charter including regular review of the Treasurer’s books and records. The results of that review shall be reported to the Board and to the Membership not less than annually.

(D)

(1) Removal by Board

A Trustee may be removed by a unanimous vote of the Board, not including the Trustee subject to potential removal, for violation of their NDA (Non-Disclosure Agreement), violation of the Code of Ethics, or more than one (1) unexcused absence within a calendar year at meetings.

(2) Removal by Members Petition

Any Trustee may be removed from office by a vote, conducted by written ballot and mailed to the Membership as outlined in Appendix B, at the cost of the petitioners. The Trustee shall be removed if seventy-five percent (75%) of the votes cast approves the removal.

Any petition for the removal of a Trustee must be accompanied by the signatures of at least 15% of the total Membership of the Full Members in good standing as of the date of the submission of the petition to the LCRA office. The petition must contain detailed information as to why the removal is requested.

(3) Replacement of Removed Trustee

Any Trustee removed from office or otherwise unable to complete their term shall be replaced by a Trustee appointed by the Board to serve the unexpired term.

(E) In the event all Trustees are removed or resign, the general manager and two (2) Finance Committee members chosen by the general manager, will conduct all LCRA business. The general manager and those two finance committee members will also appoint, within 30 days, five individuals to the Board to fulfill the unexpired terms.

IV ANNUAL MEETING

(A) The annual meeting of the LCRA shall be held on the second Wednesday of November of each year, at such time and place as shall be determined by the Board.

(B) Notice of the Annual or any Special Meeting(s) of the Members of the LCRA shall be given not less than fifteen (15) days prior to the date of such meeting to all Members of the LCRA as the Board shall direct. Those present at such meeting shall constitute a quorum.

V MEMBERSHIP

(A) To be eligible for Membership in LCRA, a person must be an owner of one or more lots in the Lake Cable Allotment or additions thereto. Persons eligible for Membership in the LCRA desiring to become Members must make written application for Membership to the Board. Only one individual Membership to the LCRA will be issued to each eligible lot in the Lake Cable Allotment or additions thereto. See Section II of the Rules for classification of members and member types.

(B) A person approved to be a Member shall continue such Membership so long as he or she is an owner of one or more lots in the Lake Cable Allotment as plotted in Stark County records and the annual upkeep fee, dues, and other charges are paid; provided however that Members may at any time resign and Members may be expelled for violation of the bylaws and rules or other cause by unanimous vote of the Board at any time. In all cases, the Board, after consultation with the Lake Manager, shall be the sole judge of what constitutes misconduct and shall have the authority to censor, fine, suspend, or expel commensurate to the violation. Disciplinary procedures shall be followed in accordance with Section XIII of the Rules.

(C) A Member withdrawing or having been expelled desiring to renew such Membership, must make written application to the Board as a new Member.

(D) Persons eligible for Membership in the LCRA who are not desirous of becoming Members, or persons having been Members and are under expulsion, or any member of the above-mentioned person's family, shall not be permitted to enjoy the privileges of LCRA as a guest.

VI AMENDMENTS

(A) Amendment to Bylaws: These Bylaws, enumerated on pages 1, 2, 3 and 4, may only be amended by written ballot as outlined in the Voting Procedures Appendix B. The amendment shall pass if two-thirds (2/3) of the votes cast approve the amendment.

(B) Amendment to Rules:

(1) Amendment Initiated by Board: Per Section II(A) of the Bylaws, the Board has sole power to make rules which may be changed or amended at any time.

(2) Amendment Initiated by Members: An amendment to the Rules may be presented for a vote at any annual or special meeting or by written ballot as outlined in the voting procedures Appendix B, called for that purpose, by submitting a petition signed by forty-five (45) Full Members in good standing, to the Board. Members in good standing means one signature from each Membership. A yes vote of at least 51% of the Membership is required for approval.