

**BY-LAWS
OF
THE WINANS LAKE ASSOCIATION**

Incorporating revisions approved by the Board of Governors September 12, 2007.
Approved by the membership at the special general meeting October 2007.

Preface

The Winans Lake Association was founded in June 1984 to promote and maintain Winans Lake as private recreational facility for the benefit of the members of Winans Lake Association. An interim self-appointed Board of Governors volunteered to develop initial interest among Winans Lake residents and Lakelands Golf and Country Club (hereafter “Golf Club”) to prepare By-Laws for the governance of the Association, develop committees for monitoring lake water quality, fish population, unlawful lake encroachment, and such other matters as may require immediate attention prior to the scheduling of a first full membership meeting. The interim Board of Governors then serving were Messrs.: William Schulenberg, George Voegeli, William Fletcher, Herb Bednar, David Larwa, Richard Lerch, Greg Austin, and Doctor Harold Falls (Member-at Large).

Interim By-Laws were approved at a General Meeting held on September 25, 1984 subject to expansion and modification as determined by a By-Laws committee; said revisions were presented at the full membership meeting of May 1985. Further, the interim Board of Governors was duly elected to serve the respective terms as designated in the interim By-Laws.

A second revision was drafted in January 1990; said revision was presented at the full membership meeting held May 23, 1990.

A third revision was drafted and approved by the Membership at the annual meeting in May of 1992.

A fourth revision was drafted and approved by the Membership at the annual meeting held April 23, 1997.

A fifth revision was drafted and approved by the membership at the May 2001 annual meeting.

A sixth revision was prepared by the Bylaws Committee, accepted by the Board on March 31, 2006, and approved by the membership at the May 2006 annual meeting.

This seventh revision was prepared by the Bylaws Committee in September 2007, accepted by the Board, and approved by the full membership at the special meeting held in October 2007. All earlier By-Laws shall be deemed void.

ARTICLE I
MEMBERSHIP

Section 1. The following may qualify for membership in the Winans Lake Association:

(a) Winans Lake lakefront property owners, provided the owner is also a member, in good standing, of the Golf Club (holding any authorized class of membership designated by the Golf Club's Board of Directors).

(b) Winans Lake non-lakefront, Hamburg Township property owners who have derived title to residential land through the Lakelands Development Company (or its immediate predecessors or successor), provided the owner is also a member in good standing of the Golf Club as in Section 1 (a) above.

(c) Winans Lake lakefront property owners and Winans Lake non-lakefront, Hamburg Township property owners who have derived title to residential land through the Lakelands Development Company (or its immediate predecessors or successor) that do not hold membership in the Golf Club, provided the owner pays dues directly to the Association equal in amount to the dues paid by the lowest-cost Golf Club Lake (L) member.

(d) The Golf Club is deemed a Member of the Association, with one vote. This status is conferred in recognition of the Golf Club's right to use trust lands deeded by the Winans Lake Trust. The Golf Club shall maintain its duties and obligations with respect to the lake as previously undertaken for the boating, fishing, and swimming enjoyment of its Club members. To monitor such duties and obligations, to coordinate activities with this Association, and to promote and enforce rules for use of the Lake, the Golf Club will designate one of its members as a non-voting Association Board member to attend Winans Lake Association Board and Membership meetings. This member of the Association Board shall act as liaison between the Board of the Golf Club and the Association.

The Association will conduct its affairs in such manner as will not violate the rights and obligations of its members. (1) Among the rights enjoyed by the Golf Club are the rights (a) to maintain an access lot (adjacent to the present pump-house) for the purpose of storing not more than six boats thereon for rental to, and for Lake use by, its Club members, (b) to maintain a pump-house on an access lot and to draw reasonable amounts of water from the Lake for irrigation of the Golf Course, or for other purposes, and (c) to have access to the beach and its facilities for use as a beach and swimming club by its members. (2) Among the obligations assumed by the Golf Club are (a) the legal responsibilities which arise from the operation or use of the pump house or its access lots, and from the exercising of boating and swimming privileges on the Lake, (b) the payment of reasonable fees as mutually agreed by the Club and the Association assessed against the Lake and Access Lots, and (c) the duty to monitor boat rentals and beach facility to assure that non-members of the Golf Club (unless invited guests, in the presence of one of its Members) do not gain access to the Lake or Access Lots.

**ARTICLE II
PRIVILEGES OF MEMBERSHIP**

Section 1. All Members of the Association will have the full use of Winans Lake subject to certain restrictions as follows:

(a) Association members who are not abutting Winans Lake property owners cannot construct docking facilities or place swimming rafts on Winans Lake. In addition, such Members may not allow their boats to be moored on the water of the Lake overnight.

(b) All members shall assist in preserving the privacy of Winans Lake, shall take individual initiative to see that no motors are used on the Lake and that all persons using the Lake abide with Rules as adopted by the Association's Board of Governors, which Rules are attached to these By-Laws and made a part hereof.

Section 2. By deed and joint agreement between the Golf Club and the Winans Lake Association, administration of the Winans Lake property is deemed vested in this Association.

Section 3. This Association will develop long-term plans for the improvement of Winans Lake for the benefit of its Members.

Section 4. Members who fail to abide by the rules and regulations of the Association as established shall be subject to suspension of Lake privileges, as set forth in the Winans Lake control and use restrictions. Such member shall have thirty (30) days from notification on non-compliance to show cause to the Board of Governors as to why their privileges should not be suspended. Specifically, such member shall be cited to appear before the Board or a committee appointed therefrom, who shall investigate the member's conduct and may suspend lake privileges:

- Upon a first-time finding of conduct in violation of the rules and/or regulations, for not more than thirty (30) days;
- Upon a second finding with regard to such conduct, for up to sixty (60) days; and
- Upon a third finding of such conduct, for up to one (1) year.

**ARTICLE III
BOARD OF GOVERNORS**

Section 1. The Affairs of the Association shall be governed by a Board of Governors of the Association. The Board shall have the authority to establish Association rules which shall be binding on members of the Lakelands Golf and Country Club, the Winans Lake association, and their guests.

The Board shall consist of six (6) voting members, one (1) Club member, and one (1) member-at-large as set forth below.

The seventh (7th) Member, a non-voting Member, is appointed each year by the Board of Directors of the Golf Club. This appointed member represents the general interests of the Golf Club members. Should this 7th member fail to attend three consecutive Board of Governor

meetings duly called during the Spring, Summer, and Fall sessions, the Board shall inform the Golf Club and may, at its discretion, petition the Golf Club to appoint a different Member to serve.

The eighth (8th) Member of the Board, a non-voting Member, is appointed each year, for a term of one (1) year, by the six (6) voting Board Members. This “Member-at-Large” shall have a vote where necessary to break a tie among six voting Board Members. In order to provide continuity on the Board, however, when the outgoing President’s three-year term is ending, the eighth (8th) Member shall automatically be the outgoing President, provided he or she agrees to serve.

Section 3. A vacancy must be declared by the Board upon any of the following conditions:

- (a) Upon expiration of the elected term of a Board member
- (b) Upon loss of qualification status as required under Article I
- (c) Upon failure to remain in “good standing.” Good standing may be lost by (1) non-payment of assessed dues, (ii) failure to attend three consecutive Board of Governor meetings duly called during the Spring, Summer, and Fall sessions, and/or (iii) failure to comply with the rules of the Winans Lake Association.
- (d) The voluntary resignation of a Board member.

Section 4. A vacancy created under Section 3 (a) shall be filled only by an election at an Annual Meeting of the Association.

A vacancy created by any other condition shall be filled by vote of the remaining Board Members. Any new Board member so appointed shall hold office during the remainder of the then-current Board year. The unexpired term of the vacancy shall then be filled at the next duly called Annual Meeting.

Section 5. Regular meetings of the Board of Governors shall occur monthly at a time and location determined by the Board. A special meeting of the Board may be held at any time with seven days written notice.

Section 6. A majority of the Members of the Board shall constitute a quorum for the transaction of business.

Section 7. The Board of Governors will elect a President, Vice President, Secretary, and Treasurer each year, and such other officers as may be deemed necessary by the Board to conduct the business affairs of this Association.

Section 8. The Board shall establish standing Committees and delegate responsibilities to them. Volunteers for these committees shall elect a chairman for each respective committee from among its members. If possible, each committee should have at least one member from each quadrant of the Lake.

**ARTICLE IV
NOMINATION AND ELECTION
OF BOARD OF GOVERNORS**

Section 1. For any vacancy which has occurred which requires a general vote of the membership at the Annual Meeting, the President shall name a nominating committee composed of at least three (3) members, of which at least one but no more than two shall be current Board members.

Upon expiration of the term of each of the six (6) voting Board Members, the Board shall attempt to nominate at least two (2) Members for each available position. The General Membership will vote and elect one (1) of the Nominees to serve on the Board of Governors for a term of three (3) years. By this process, two (2) new Board Members will be elected each year at the Annual Meeting of the General Membership. If not enough candidates can be nominated to permit two or more to contest for each available position, the Board will appoint a temporary Board Member until such time as a special election may be held. Such special election must be held within 180 days, with the General membership having at least 21 days notice of such election. Nomination and election of Board members shall be made from General Members in good standing.

The Committee shall submit the names and statements of the nominees for each Board vacancy to the general membership at least twenty-one (21) days prior to the Annual Meeting. The nominees will be listed on ballots to be mailed to the membership. Names of the nominees for any vacancy shall be listed alphabetically on the ballot. These ballots are to be marked and returned to the then-current Board Secretary or placed in the ballot box provided at the Annual Meeting. The new Board will take office immediately following the Annual Meeting.

Section 2. Immediately following the Annual Meeting, the (6) voting Members of the Board shall elect officers from among their ranks to take office beginning at that time. The Secretary shall publish the roster of officers so elected and mail it to all Lake Association Members within thirty (30) days.

**ARTICLE V
DUTIES OF OFFICERS**

Section 1. The President shall preside over all meetings of the Board of Governors and at the Annual or special general membership meetings, and shall perform such other duties as the Board may direct or as may be necessary to preserve the interests of the Winans Lake Association.

Section 2. A Vice-President shall perform the duties of the President in the absence or disability of the President to act.

Section 3. The Secretary shall keep the minutes and records of the Board of Governors and shall have custody of the Association By-Laws, of which the copy maintained by the Secretary

shall stand as the official record. The Secretary shall be required to distribute a copy to each newly elected Board member at his or her first meeting. The Secretary shall also handle all correspondence, unless otherwise determined by the Board. A copy of all communications shall be given to the Secretary for archival purposes.

Section 4. The Treasurer shall hold and receive all monies due and belonging to the Association, and shall deposit these monies in such bank or banks as may be designated by the Board. The Treasurer shall keep regular and accurate accounts of the Association financial affairs and submit statements thereof when called upon by the Board; and must provide summary financial statements and budgets to the general membership at its Annual Meeting. The Treasurer shall also ensure that appropriate State and Federal Tax forms, and regulatory reports as required, are filed on a timely basis.

ARTICLE VI FISCAL POLICIES AND ANNUAL DUES

Section 1. The Association's fiscal (financial) year shall commence April 1 and end March 31.

Section 2. Members of the Association shall be assessed Annual Dues as approved by the voting membership at the Annual Meeting. The Dues shall be collected in a manner determined by the Board.

Section 3. At least twenty one (21) days prior to the Annual Meeting the Treasurer shall mail a financial report to the membership for the fiscal year ended March 31. The treasurer shall also include in such mailing a copy of the proposed budget for the ensuing year, as approved by the Board. The President may direct the Secretary to include the financial information in a common mailing with the Notice of Annual Meeting and the Ballots, which are to be mailed by the Secretary on the same date. The general membership will therefore be able to consider the budget requirements at the Annual Meeting.

Section 4. A listing of all Members in good standing as of March 31 (end of fiscal year), and who are thereby entitled to vote at the Annual Meeting will be made available by the Secretary at the Annual Meeting.

ARTICLE VII GENERAL AND SPECIAL MEETINGS

Section 1. The Annual Meeting shall be held in the month of May each year upon (21) days advance notice of the time and place mailed to General Membership by the Secretary.

Section 2. A special meeting of the general membership may be called by the President upon twenty-one (21) days written notice during the Spring, Summer, or Fall Seasons. No special meetings may be called during the months of November, December, January, February, or March in view of the absences from the state of so many Winans community residents during that period.

Section 3. Upon written demand of ten (10) or more members, the President must call a special meeting (during the same months as permitted in Section 2 of this Article). In so doing, the President shall recite the stated purpose(s) of the special meeting as expressed to the Board of Governors by the ten (10) or more Members.

ARTICLE VIII AMENDMENTS TO BY-LAWS

These By-Laws may be amended only by a quorum of Winans Lake Association Members voting by procedures set forth for the election of Board Members at the Annual Meeting or at any duly called Special Meeting of the general membership. A quorum shall consist of those members who vote pursuant to notice requirements. In either case, no less than twenty-one (21) days written notice of intention to amend the By-Laws shall be given to the Members, and the notice must include the changes or complete revisions as proposed.