

FRIENDS OF ISTOKPOGA LAKE ASSOCIATION, INC.
36 Bald Cypress Street Lake Placid, FL 33852

Articles of Incorporation

Article I: Name

Section 1

This corporation shall be known as Friends of Istokpoga Lake Association, Inc.

Article II: Principle Office

Section 1

The principle office and mailing address is Friends of Istokpoga, 36 Bald Cypress Street, Lake Placid, FL 33852.

Article III: Purpose(s)

Section 1

The objectives of the association shall be to engage in activities related to maintenance, restoration, preservation and beautification of Lake Istokpoga, Highlands County, Florida, in an effort to sustain Lake Istokpoga in a pristine environmental and ecological state at present and in the future. The association will work in a cooperative effort with other organizations both public and private to ensure the continued optimum quality of water, aquatic vegetation and shores of Lake Istokpoga.

Article IV: Election of officers

Section 1

Seven directors will be elected by the association membership in an election conducted at a meeting of the membership as scheduled annually by the board of directors. The officers of the corporation shall consist of a President, a Vice-president and a Secretary/Treasurer. Officers shall be elected from the standing directors, by these directors.

Section 2

The terms of office shall be for one year, beginning the first day of March and ending the last day of February the following year. There shall be no limitation on the number of consecutive terms served by officers or members of the Board of Directors provided they are duly elected to serve.

Section 3

It shall be the duty of the President to preside at all Association meetings; to call at least ten regular meetings of the Board of Directors during the fiscal year; provided, however, that no more than sixty days shall elapse between any two such meetings; to call special Board meetings whenever the President shall consider them necessary or at the written request of two Directors, or at the written request of ten members. Notice of regular meetings shall be given one week prior to the meeting. Notice of Special Meetings of the Board shall be given. Notices shall contain the purpose of the meeting. The President shall have a full report of all property belonging to the Association, both real and personal and condition thereof, and present such report at the fall membership meeting.

Section 4

It shall be the duty of the Vice-president to assist the President in the discharge of duties of the President in the Presidents absence. It is also the responsibility of the Vice-president to maintain property belonging to the Association, both real and personal.

Section 5

The Secretary/Treasurer shall have general supervision of the Association accounts and shall report thereon at each regular meeting of the Board of Directors and at the meetings of the Association. Issue statements as to payments of dues, other accounts and collect such dues and accounts. The Treasurer shall give notice to members who are delinquent in any of said accounts and to those who have been suspended or expelled from the association. The Treasurer shall not be bonded.

The Secretary/Treasurer shall keep minutes of all meetings of the Association and of the Board of Directors and shall issue notices of such meetings. The Secretary shall submit the minutes of the previous monthly meeting to the members of the Association.

Article V: Board of Directors

Section 1

The Board of Directors shall consist of seven members elected by the voting membership at a meeting as scheduled annually by the Association officers. Members of the Board of Directors shall serve a term of one year. There shall be no limitation on the number of consecutive years served by a member of the Board of Directors. The Past President shall be a member ex officio of the Board of Directors.

Section 2

There shall be a nominating committee appointed by the majority of the officers and members of the Board of Directors. Nominations from the committee shall be presented to the Association membership no less than one week prior to the scheduled meeting for the election of Officers.

Section 3

Nominees must agree to accept the nomination of office and be willing to serve if elected.

Section 4

Any voting member in good standing may place another qualified member in nomination from the floor at the meeting scheduled for nomination of officers.

Section 5

Elections of the Association shall be conducted in a method determined by the nominating committee.

Section 6

Any combination of Officers and members of the Board of Directors consisting of five or more shall constitute a quorum.

Section 7

Officers and members of the Board of Directors shall be expected to attend all meetings.

Article VI: Membership

Section 1

Membership classification shall be determined and regulated by the membership committee.

Section 2

Dues shall be set by the Board of Directors subject to a majority vote of approval by the voting members.

Section 3

Applications for membership shall be submitted to the membership committee on forms provided by the membership committee.

Section 4

Applications for membership shall be accepted on an equal opportunity basis and no applicant shall be rejected without just cause.

Article VII: Delinquency

Section 1

Any member who shall neglect to pay their dues in full to the Association within sixty days after March first, such membership shall be automatically forfeited, and all privileges shall be terminated and upon action by the Board of Directors their name(s) shall be removed from the membership roll.

Article VIII: Suspension and Expulsion

Section 1

Any member who is considered guilty of a violation of Association rules or conduct prejudicial to the good name of the Association can, upon complaint in writing, be suspended from the Association, by majority vote of the Directors. Notice of such complaint shall be given to the offending member in writing within fourteen days from the making of the complaint. Within thirty days from giving notice to the member, the Board of Directors shall act on the complaint. Any member found guilty after a hearing may be disciplined by the Board and may be suspended for a period not to exceed six months, or may be expelled from the Association. A majority of three-fourths of the members of the Board of Directors shall be necessary for expulsion.

Article IX: Meetings

Section 1

The number of meetings per any calendar year shall be determined by the Board of Directors; however there shall be no less than two general membership meetings per calendar year.

Section 2

The election of Directors of the Association shall be held in February and the Directors will elect Officers at their next meeting.

Section 3

The President may call a special meeting of the membership at any time and shall call a special meeting upon written request of the majority of the Board of Directors.

Section 4

The President or Vice-president and the majority of the voting members present and voting shall constitute a quorum for transaction of business.

Section 5

The following shall be the order of business at meetings of the Association, subject to variations by a vote of the members present at the meeting.

- 1 Call to Order
- 2 Acceptance of the Preceding Meeting Minutes
- 3 Acceptance of the Treasurers Report
- 4 Reports of Committees
- 5 Reading of Communications
- 6 Unfinished Business
- 7 New Business
- 8 Adjournment

Section 6

The rules contained in the Scott, Foresman current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, or the by-laws of the Friends of Istokpoga Lake Association, Inc. or any special rules of order the Association may adopt.

Article X: Committees

Section 1

The President shall appoint immediately after election of Officers the following standing committees, and throughout the year such other Special Committees as may be deemed appropriate:

A. Membership: Shall have charge of all applications for membership and shall direct the proper publication of same, conduct correspondence and investigations regarding them. All solicitation of applications from prospective members shall be under direction of this committee. The Chairman of the Membership [Committee shall maintain all membership rosters available for review of the Board of Directors].

B. Public Relations: This committee shall serve as historian, maintain a scrapbook of Association events, and generate all news releases and relations with the news media.

C. Fund Raising: This Committee shall serve as fund raiser for the Association. The Treasurer shall be a member of this committee.

D. Legislative: This committee shall represent this Association in all matters dealing with federal, state and local agencies.

Article XI: Fiscal Year

Section 1

The fiscal year shall be from January first to December thirty-first.

Article XII: Amendments

Section 1

A change of by-laws may be proposed by the Board of Directors and approved by a majority vote of the voting membership. Membership meetings for the purpose of changing the by-laws will be announced in advance with a notice of the change proposed. Twenty-five percent of the voting membership, by petition can call for a special meeting for the purpose of a by-law change by presenting such petition to the Board in writing.

Article XIII: Indemnification

Section 1

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall only apply when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

Article XIV: Initial Registered Agent and Address

Section 1

The initial registered agent is William E. Dwinell, 36 Bald Cypress Street, Lake Placid, Florida, 33852-5449

Article XV: Incorporator

Section 1

The Incorporator is William E. Dwinell, 36 Bald Cypress Street, Lake Placid, Florida, 33852-5449

Signature/Incorporator

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature/Registered Agent Date

Date