

BYLAWS OF THE PERRY PARK LADIES ASSOCIATION, INC.

ARTICLE I- NAME

The name of this association shall be the Perry Park Ladies Association, Inc. hereafter referred to as PPLA or the "Association".

ARTICLE II – PURPOSE

The PPLA shall be a non-profit charitable organization whose purpose shall be the enhancement of the community and life of the residents of Perry Park Resort and to assist other local charitable organizations.

ARTICLE III – MEMBERSHIP

Membership in this association shall be open to any owner of property within the Perry Park Resort.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The business and affairs of the Association shall be conducted by its Board of Directors, which shall consist of its Officers and an elected Member-at-Large.

Section 2. The Board of Directors shall receive no compensation for attendance at the Meetings of the Board of Directors.

Section 3. The acts of the majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 4. Fifty percent (50%) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. The term of office of all Directors shall be two (2) years ("term"). Any Director may be reappointed for additional terms.

ARTICLE V – OFFICERS

Section 1. The Officers of this Association shall be President, Vice-President, Secretary, Treasurer and Member-At-Large.

Section 2. Officers shall be elected every two (2) years. Nominations of officers shall be made by a nominating committee consisting of current officers. Voting shall be held the day of the year end meeting for the calendar year. The successful candidate shall be elected by a majority of the members present at that year end meeting.

Section 3. The terms of all officers shall be for two (2) years commencing on January 1st of the calendar year following the election. The period of time between the election and January 1st shall be used as a transition time in which the incoming officers will be informed and consulted on ongoing issues or events, but any decisions during that time are the responsibility of the incumbent officers.

Section 4. A vacancy in any office due to death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. Duties of Directors

President: Shall preside at all meetings and appoint committee chairpersons, sign PPLA checks in the absence of the Treasurer and perform other duties inherent to the office. The President will also keep the Vice-President informed of all actions so that the Vice-President can act effectively in the absence of the President.

Vice-President: Shall assume the duties and responsibilities of the President in the President's absence and be responsible for other duties as may from time to time be required.

Secretary: Shall keep the minutes of the PPLA meetings and provide electronic and/or hard copies to the PPLA file and to provide copies to the PPLA membership and the Perry Park Resort Owners Association (PPROA) as may be requested. The Secretary shall be responsible for preparing and maintaining a file copy of all PPLA correspondence and for notifying current and prospective members of upcoming PPLA meetings and events.

Treasurer: Shall keep an accurate account of the funds received and disbursed, provide a monthly financial report to be presented at PPLA meetings, and ensure that all checks are signed by the Treasurer or President. The Treasurer will also submit appropriate forms as required each year by the IRS and assist with all audits.

Member-At -Large: Shall attend meetings and assist in the business of the Association as needed.

ARTICLE VI – COMMITTEES

Committees shall be appointed by the Board of Directors. Committees are required for each function or event and may be a Standing Committee or Special Committee. A committee chairperson will be responsible for the conduct of the function or event for which they have been appointed. Chairpersons are responsible for the collection and expenditure of funds associated with the function or event and shall provide a summary of the event to the Secretary and a detailed account of collections and expenses to the Treasurer as soon as possible after conclusion of the function or event.

ARTICLE VII – AUDIT

An audit of the PPLA account(s) shall be conducted by an independent source every two (2) years following the year end meeting for the calendar year. An audit shall also be conducted within thirty (30) days of the election of a new Treasurer.

ARTICLE VII – MEETINGS

Section 1. There shall be no less than two (2) meetings each year in addition to the final meeting of the year. Unless otherwise specified, PPLA meetings will be held in the Glenwood Hall Community Center.

Section 2. The year end meeting of the year shall be in the month of December and shall be for the purpose of electing officers including the member-at-large, receiving reports of the officers and committees and for any other business that may arise.

Section 3. Meetings of the Board of Directors, other than the year end meeting, may be called at the request of the President or by written request of twenty-five percent (25%) of the Directors.

Section 4. The Board of Directors shall have the right to meet informally where single-issue matters of emergency nature are presented. This informal meeting shall be constituted if the President, or his/her agent, conducts a telephone, email or other electronic poll of the Directors for a vote on any matter which may come before the Board. A result of the informal meeting shall be communicated in writing within fourteen (14) days of the action to each Director, clarifying the nature of the emergency and the reasons for the action taken.

Section 5. Officers shall meet, formally or informally, prior to each meeting to plan an agenda. The agenda will be provided to the PPLA membership present at each meeting. The Robert's Rule of Order will govern all PPLA meetings.

ARTICLE VIII – AMENDMENT OF BYLAWS

Any and all proposed changes to the Bylaws shall be presented at any regular meeting and a vote of the majority of the members present shall be necessary for adoption.

ARTICLE IX – DISSOLUTION

If written notice is given fifteen (15) days in advance to the members, the PPLA may be dissolved at a year end meeting or at a special meeting called for that purpose, by the majority of the members present. Any existing funds will be donated to a charity selected by a majority of the PPLA members present at the time of dissolution.

Adopted this _____ day of _____, 20____.

President, Perry Park Ladies Association, Inc.