

# Bylaws

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#### ARTICLE I (1) - NAME OF ORGANIZATION

The name of this organization shall be “Kelleys Island Landowners Association” which hereinafter shall be referred to as The Association or KILA.

#### ARTICLE II (2) - PURPOSE

The purpose of The Association shall be:

1. To remain constantly alert and vigilant to any situation that could adversely affect the needs of members and the island itself **and to notify board leadership of such adverse situations when they arise;**
2. To provide to the members a forum where they would have the opportunity to present ideas, problems and information;
- ~~3. To obtain public and legislative recognition and action whenever the needs and rights of members of this organization are affected;~~
3. To provide appropriate channels for members to cooperate with government agencies in the solution of problems; and
4. To contribute monies for island projects and community organizations as funds are available.

#### ARTICLE III (3) - MEETINGS

1. ANNUAL MEETING – The Annual Meeting shall be held on a Saturday in September for the purpose of:
  - a. Nominating and electing Board Members;
  - b. Approving changes to By-Laws; and
  - c. **Conducting** any other business pertinent to the general membership.
  - d. The President shall present at each Annual Meeting, a report of the status of the organization and a financial report of the preceding year.
2. REGULAR MEETINGS-
  - a. Board meetings shall be held on the third Saturday during the months of April through October or as otherwise determined by the Board. For the purpose of electing officers, a meeting of the Board shall be held immediately following the annual meeting ~~in September~~. The terms of Officers shall commence on October 1<sup>st</sup> **following the election**.
  - b. Special meetings of the Board may be called by the President.
  - c. Any meeting of the Board shall require the presence of more than one-half (1/2) of the membership of the Board. This shall constitute a quorum. In the event a quorum is not present, the Board may continue the meeting as a work session, however, no decisions requiring a vote may be made and minutes of the work session shall be kept. A work session may also be called for fact gathering, assignment of tasks for an upcoming event, or to gather information for presentation at the next regular or special meeting at which a quorum is present.

#### ARTICLE IV (4) BOARD OF DIRECTORS

1. The Board of Directors (hereinafter referred to as the Board) shall be the governing body of the Association and shall be responsible for managing the Association in accordance with these Bylaws. The Board shall consist of not less than ten (10) members nor more than twenty (20).
2. A recommended slate of perspective Board Members, as proposed by the Nominating Committee, shall be presented at the annual meeting. Additional nominations for vacancies on the Board may be submitted by KILA members from the floor with the nominee(s)' consent.
3. The Board Members:
  - a. Shall be elected by the KILA members in good standing in attendance at the Annual meeting.
  - b. The term of office of each Board Member shall be two (2) years.
  - c. Any vacancies on the Board shall be filled by a vote of the majority of the Board. A newly elected Board Member shall occupy the remaining unexpired term but that (2 year) term shall not extend beyond the second September after appointment.

d. Regular attendance at Board meetings is one of the individual responsibilities of Board members, but the Board recognizes that extenuating circumstances occasionally arise. To be considered excused, a Board Member must notify the secretary prior to the meeting. However, any Board Member who misses three (3) consecutive meetings or a total of four (4) in a calendar year shall have his/her position declared vacant. The **offending** Board Member shall be notified of this action in writing by the Board. Upon written request of the **offending** Board Member, an exception to the above will be considered by the Board and subject to their approval.

e. At all meetings of the Board, each Board Member shall have one (1) vote and Board Members must be present to vote. **Remote presence is allowed by phone or online meeting, if available during the board meeting.**

f. The Board is authorized to adopt procedures and policies to carry out its duties as provided by these Bylaws.

**g. Any board member may be removed, at any time, by a ~~vote of three-quarters (3/4)~~ majority vote of all members of the Board of Directors if in their judgment the best interest of the Association would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. Written notice delivery may be by hand, by US mail, or by email.**

**h. Each board member shall execute a conflict-of-interest agreement annually or upon ~~being voted onto and~~ accepting appointment to the Board.**

#### ARTICLE V (5) – OFFICERS

1. The Officers of The Association shall be: President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. The positions of Recording Secretary and Corresponding Secretary may be held by the same Board Member.

2. Election – All Officers of The Association shall be elected biannually [every 2 years] from the Board membership at the regular Board meeting held after the Annual meeting ~~in September~~ and said Officers shall hold office for the term of two (2) years or until their successors are duly elected. The terms of the President and Vice President to expire in odd numbered years and the terms of Recording and Corresponding Secretaries and Treasurer expiring in even numbered years to assure continuity.

3. Duties of Officers: The duties and powers of the officers of the organization shall be as follows:

#### PRESIDENT:

1. The President shall preside at all meetings.
2. He/She shall present at each annual meeting a report of the status of the organization.
3. He/She shall call regular and special meetings of the Board in accordance with these Bylaws.
4. He/She shall have the power to make appointments as he/she deems necessary in accordance with these Bylaws.
5. He/She shall sign and make all contracts and agreements in the name of The Association, subject to the direction and approval of the Board.
6. He/She shall be responsible for all inventory of The Association
7. He/She shall enforce these Bylaws and perform all the duties incident to the position and office which are required by law.

#### VICE PRESIDENT:

In the absence or inability of the President to render and perform his/her duties or exercise his/her powers, the Vice President shall act in his/her stead and shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.

#### RECORDING SECRETARY:

The Recording Secretary shall be responsible for recording minutes of the meetings, dispersal of minutes to the Board, and maintenance of The Association records.

**CORRESPONDING AND MEMBERSHIP SECRETARY:**

The Corresponding and Membership Secretary shall be responsible for correspondence and giving and serving all notices of The Association.

**The Corresponding and Membership Secretary shall keep an accurate membership roster with up-to-date contact and member payment data.**

**TREASURER:**

1. The Treasurer shall have the care, custody and responsibility for all the funds of The Association in such bank or other financial institution as the Board may designate.
2. The Treasurer and the President shall have the authority to sign, make and endorse in the name of The Association, all checks, drafts, warrants and orders for the repayment of money, subject to approval by the Board.
3. The Treasurer shall collect all monies of the Association.
4. It shall be required that the Treasurer shall be bonded. The cost of the bonding shall be born by The Association.
5. The Treasurer shall keep account of all business transactions and such other accounts as the Board may deem necessary.
6. The Treasurer shall render a statement of the condition of the finances of The Association at each regular meeting of the Board.
7. The Treasurer's books shall be audited once a year by an Audit Committee in September and reported at the October Board meeting.
8. In the event the Treasurer is unable to continue in his/her office, the books shall be audited by an Audit Committee prior to the new Treasurer taking office.

**ARTICLE VI (6) – ASSOCIATION DUES AND BUDGET**

1. Any dues for membership shall be fixed by the Board. The Board of Directors may make such membership-wide adjustment of dues or assessments as it so determines by a vote of not less than two-thirds (2/3) of the full Board membership.
2. The President shall submit a financial report and proposed budget at the Annual meeting.
3. The Association shall have the following permanent funds:
  - a. Operating Fund – A fund to be used for operating expenses, comprised of donations, profits from activities, and other incomes, but not initial membership dues.
  - ~~b. Crimewatch – A special fund to which members may participate by monetary contribution. Crimewatch provides a reward to informants upon a conviction, depending on availability of funds and review and approval of the Board.~~
  - ~~c.~~ b. Legal Fund – A fund comprised of initial Membership Dues. Expenditures from this fund are limited to expenses incurred in legal actions involving the Board or The Association.
  - ~~d.~~ c. If extraordinary circumstances or events require access to the above funds for uses other than their defined purpose, a % majority vote of the full Board will be required to transfer the funds. Funds transferred from a permanent fund for another purpose must be paid back into the fund within one calendar year.

**ARTICLE VII (7)-MEMBERSHIP ELIGIBILITY**

1. MEMBER – Any Kelleys Island landowner shall be eligible for membership in The Association (Initial Membership Fee-\$25.00). To maintain active membership, dues established by the Board per Article VI 1. are payable each year to The Association. An active member shall have the right to vote at the annual meeting and an individual or the designated representative of a legal entity active member shall be eligible to become

a Board Member. Any person, organization or legal entity who has maintained a membership since the initiation of The Association (May 15, 1974) is classed as a MEMBER. Each ~~\$25.00~~ membership under Section 1 shall have no more than one vote at the annual meeting.

2. ASSOCIATE MEMBER – Any person who does not qualify, under Section I. above, shall be eligible to apply for Associate Membership (Membership Fee-\$25.00) which shall be subject to review and approval by the Board. He/She shall not have the right to vote or hold office.

3. EMERITUS MEMBERSHIP- A Member who is nominated for extraordinary service may have the honorary title of “Emeritus” conferred upon them after receiving unanimous approval from the board. This title hold no voting privileges.

4. TERMINATION OF MEMBERSHIP – Any person ceasing to be an active member of The Association forfeits all interest in or claim to the property or funds of The Association, and to the rights, privileges and prerogatives of membership.

#### ARTICLE VIII (8)-COMMITTEES

The President shall have the power to appoint Members to Special and Standing Committees as he/she deems necessary and these committees shall continue only for the duration of the need. The appointments shall be subject to review of the Board.

#### ARTICLE IX (9) – AMENDMENTS

The Bylaws may be amended at a regular or special meeting of the membership. A majority vote of those in attendance shall be required to amend the Bylaws. Any recommended changes or amendments shall be available prior to the meeting date.

#### ARTICLE X (10)-PUBLICITY AND PRIVACY

1. Any publicity copy or statements containing reference to, or specifying, the letters “KILA” or the words, “Kelleys Island Landowners Association” shall be required to have the approval of the President and Vice President. The President is the first contact for the media.

2. The membership list of the Association shall not be made available to any other organization or individual outside of the Board Members, except by a majority vote of the Board authorizing such disclosure.

3. Officers shall use discretion and good judgement ~~in~~ when discussing the affairs of the Association with third parties.

#### ARTICLE XI (11) – PARLIAMENTARY PROCEDURE

Robert’s Rules of Order ~~for Small Boards~~, as revised, shall be the authority on all questions of parliamentary usage and procedure arising at all meetings of the members, committees and Board of Directors of The Association and not otherwise provided for in the Bylaws or contrary to the intent thereof.

#### ARTICLE XII (12) – DISBANDMENT OF THE ASSOCIATION

Upon dissolution of the organization, assets shall be distributed as follows: 1/4 to the Zion Church, 1/4 to St. Michael’s Church, 1/4 to the Kelleys Island VFW Post 9908 and 1/4 to the Kelleys Island Historical Association.

**Revised 2003 [Articles IV, VIII, and XI]**

**Revised 2007 [general housekeeping and new Articles XII and VI-6-3]**

**Revised 2018 [Article IV Board of Directors 3. f.]**

**Revised 2020 [Article VII (1) Member] AM09192020TPB**

**Revised 2025 [general housekeeping; new Articles IV (3g) & IV (3h); removed Article VI (3b) - crimewatch; new Article VII (3); new Article X (3)]**