



Friday, March 18, 2005
INDIANA LAKES MANAGEMENT SOCIETY, Inc.
Articles of Incorporation
[Entire Document Amended in full 2005]

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, (hereinafter referred to as the "Act") as amended per 1991 or replaced, execute the following Articles of incorporation:

ARTICLE I

Name

The name of this corporation is:

INDIANA LAKES MANAGEMENT SOCIETY, INC.

ARTICLE II

Purpose

[The original Article II is amended in its entirety and rewritten in 2005, adding Sections 2-4.]

The purposes for which the Corporation is formed are:

Section 1. Promote and encourage the understanding and comprehensive management of lakes and reservoirs and their watershed ecosystems. This purpose shall be accomplished by achieving the following objectives:

- a. Promote and provide a forum for the sharing of information and experience on scientific, legal, administrative, and financial aspects of lake and watershed management.
- b. Foster and assist in the development of local lake restoration and protection programs in accordance with appropriate management strategies and techniques.
- c. Encourage the cooperation and interaction of organizations, agencies, units of government, and individuals concerned with lake and watershed management and protection.
- d. Encourage, support and assist in the development of local, state, and national programs, policies, and legislation promoting lake and watershed management.
- e. Encourage development and enforcement of laws and legislation designed to protect vital water resources and their environments.

Section 2. To do all things authorized under the Indiana Not-for-Profit Corporation Act as are necessary, convenient or expedient to accomplish its purposes and which are not repugnant to the law.

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, the trustees, officers, or other private persons, except that the



Corporation shall be empowered and authorized to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.

Section 4. Notwithstanding the other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) if the Internal Revenue Code of 1954 or corresponding provisions of any further United States Internal Revenue Code or by a Corporation, contributions to which are deductible under Section 170 under Section 170(c)(2) of the Internal Revenue Code of 1954 or corresponding provisions of any United States Internal Revenue Law.

ARTICLE III
Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
Registered Agent and Principal Office
[Revised and Amended 2005, adding Section 3.]

Section 1. Principal Office. The Post Office Street Address of the principal office where the Corporation is located is _____.

Section 2. Post Office Mail Address. The Post Office mail address of the Corporation is _____.

Section 3. Resident Agent. The resident agent of this Corporation is _____.

ARTICLE V
Members
[Amended in its entirety 2005]

A minimum of one (1) adult person shall have signed the membership list.

Section 1. The membership of the Corporation shall consist of and be open to all individuals, institutions, corporations and organizations whose interests are consistent with the purpose of Corporation.

Section 2. Membership Classes. There shall be two classes of memberships as follows:
Membership Class 1, Voting Members.
Membership Class 2, Non-voting Members.



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Section 3. Membership Class 1, Voting Memberships. There shall be five classes of adult voting memberships:

- a. **Individual Membership.** Upon payment of annual dues, an individual adult person.
- b. **Public/Not-for-profit Membership.** Upon payment of annual dues, public/not-for-profit organizations, groups or agencies, including lake associations, municipalities, conservation organizations and conservancy districts, publicly owned utilities and governmental units which have an interest in lake and watershed management. A Public/Not-for-profit member shall be entitled to a single membership and shall designate in writing one individual adult to exercise the entitlements of membership.
- c. **Corporate Membership.** Upon payment of annual dues, any public or private corporation incorporated within the United States of America. A Corporate Member shall be entitled to a single membership and shall designate in writing one individual adult, its Designee, to exercise the entitlements of membership.
- d. **Sustaining Membership.** Upon payment of annual dues, any commercial, public or private corporation, organizations, or individuals wishing to contribute at a higher level because of their dedicated interest in the activities and future of the Corporation. A Sustaining Member shall be entitled to a single membership and shall designate in writing one individual adult, its Designee, to exercise the entitlements of membership.
- e. **Family Membership.** Upon payment of annual dues, two individual adults sharing the same household and/or address, designated in writing at the time of paying dues, shall each be entitled to a single membership and to exercise the entitlements of membership.
- f. **Lifetime Membership.** Nothing herein contained shall preclude the membership or the Board of Directors from granting a Lifetime Membership to a deserving adult person. A Lifetime Member shall meet the requirements of and have all the rights of a Membership Class 1, Individual Membership.

Section 4. Membership Class 2, Non-voting Membership. There shall be three classes of non-voting memberships.

- a. **Student Membership.** Upon payment of annual dues, an individual person under the age of 18 years enrolled as a fulltime student in a K-12 or college-level curriculum for the majority of the year. Student members shall have no voting rights and shall not be entitled to hold elective office.
- b. **Associate Membership.** Upon payment of annual dues, any individual, group, agency or entity wishing to ally themselves with the Corporation in a supportive and openly communicative role. Associate members shall have no voting rights and shall not be entitled to hold office.



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- c. **Honorary Membership.** Nothing herein contained shall preclude the membership or the Board of Directors, from granting an Honorary membership to deserving adult persons. An Honorary member shall be a Membership Class 2 member.

Section 4. Removal of Entity Designee. Nothing contained herein shall preclude a Membership Class 1 member, as defined in Articles of Incorporation Article V, Section 2, Subsections b, c and d above, from removing the designee of the member at any time, provided, however, that once removed as designee of the member the designee may not be reinstated as designee during the same calendar year. Notice of designee removal shall be in writing and shall take immediate effect upon receipt of said notice by the Secretary of this Corporation. A replacement designee shall be named simultaneously with the Notice of designee removal.

ARTICLE VI

Voting Rights

[Amended in its entirety 2005]

Section 1. Voting for the elected officials and establishment of organizational policies shall be done by representative voting, based upon the following:

- a. **Membership Class 1 Members.** Each class one member shall have the full right to vote upon any question placed before the membership and shall have full and complete participation in the affairs of the Corporation, including, but not limited to, the right to hold elective office or serve on the board of directors of the Corporation.
- b. **Membership Class 2 Members.** Membership Class 2 members shall have no voting rights in any of the affairs of the Corporation, and, may not hold elective office of the Corporation.

Section 2. Plurality. A simple majority vote of the voting membership present shall be required on all policy matters. The election of officers and directors shall be based upon a simple majority vote of the voting membership present.

Section 3. Multiple Memberships/Votes Prohibited. No individual person, corporation or organization as defined in Article V and entitled to membership in this Corporation shall accumulate or maintain multiple voting memberships and no individual person, corporation or organization as defined herein shall be entitled to more than one single vote as an entitlement of membership regardless of the number of memberships held.

- a. If a designee pursuant to Article V of these Articles of Incorporation also holds an Individual Membership in this Corporation, then the Designee must designate another individual person for purposes of exercising the rights of membership.

Section 4. Proxy Voting. There shall be no voting by proxy at any meeting of the members.



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Section 5. Dues Payment. No Membership Class 1 member shall cast a vote in any proceeding of this Corporation without first having paid required membership dues.

ARTICLE VII

Directors

[Amended in its entirety 2005]

Section 1. Number of Directors. The number of directors, including officers, as specified in the By-Laws, shall not be more than thirteen (13) nor less than three (3), which exact number is to be specified by the By-Laws of this Corporation. The minimum number shall be three (3) directors. In the event that the directors are more than three, then the directors shall serve on staggered terms, on a rotating basis, as such may be set out in the By-Laws of the Corporation. The presence of seven (7) directors shall constitute a quorum for the conduct of business, except in the event there are not thirteen (13) directors serving in which case a simple majority shall constitute a quorum.

ARTICLE VIII

Initial Board of Directors.

[Re-numbered in 2005 Amendments]

The names and addresses of the Initial Board of Directors are:

Henry Baker, Rt. 7, Box 357, Angola, IN 46703
Ted Hege, 7555 No. Maple, Columbia City, IN 46725
Margaret Smith, Rt. 7, Box 358, Angola, IN 46703
Richard Smith, Rt. 7, Box 358, Angola, IN 46703
Janis Markusic, 5825 Ashvale, Indianapolis, IN 46250
Karen Dehne, 114 So. Main St., Culver, IN 46511
Paul Glander, R. R. 2, Box 67, Roachdale, IN 46172
Bill Jones, 1305 Richland Dr., Bloomington, IN 47401

ARTICLE IX

Incorporators

[Re-numbered in 2005 Amendments]

The name(s) and address(es) of the Incorporator(s) are as follows:

Janis Markusic, 5825 Ashvale, Indianapolis, IN 46250

ARTICLE X

Statement of Property

[Re-numbered in 2005 Amendments]

A statement of the property and an estimate of the value thereof to be taken over by the Corporation at or upon its incorporation is as follows:



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Treasury Balance: \$1,083.00

ARTICLE XI
Provisions for Regulation and Conduct
of the Affairs of the Corporation
[Amended in its Entirety 2005 and Re-numbered]

Other provisions consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation, the directors or the members of any class or classes of members are as follows:

Section 1. Power of the Board of Directors. Subject to any limitation or restriction imposed by the Indiana Not-for-profit Corporation Act, or any other law, or these Articles of Incorporation, the Board of Directors of the Corporation are hereby authorized to exercise, in furtherance of the purposes for which the Corporation was organized and as stated in Article II hereof, the power of the Corporation without previous authority or subsequent approval of the members of the Corporation.

Section 2. By-Laws. The Corporation, through its officers and directors shall have the power to enact all by-laws consistent with the operation of the Corporation and its purposes, providing for the procedure and rules upon which the Corporation shall thereafter operate.

Section 3. Dissolution. Upon dissolution of the Corporation the Board of Directors of the Corporation shall, after paying and making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. "Any assets not subject to those provisions will become property of the State of Indiana pursuant to I.C. 23-71.1-23, or corresponding provisions of any future Indiana law.

Section 4. Meetings of Members. Meetings of the members of the Corporation shall be held at such time and at such place as may be specified in the respective notice or waiver of notice thereof.

Section 5. Meetings of Directors. Meetings of the directors of the Corporation shall be held at such place as may be specified in the respective notice or waiver of notice thereof, as established by the Corporation.

Section 6. Dues. The amount of dues required to be paid by the members of the Corporation shall be fixed by the Board of Directors subject to ratification by the voting membership as specified in the By-Laws. Dues shall be due and payable upon the first day of the fiscal year of



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the Corporation, which is also the calendar year beginning January 1, and shall be considered delinquent thereafter and all rights and privileges of membership shall cease.

Section 7. Annual Meeting. The annual meeting of members of the Corporation shall be held in such time and at such place within the State of Indiana as may be called by the Board of Directors of the Corporation, and as further set forth in the By-Laws of the Corporation.

- a. **Quorum.** At any meeting of the members of the Corporation, the members present shall constitute a quorum.

Section 9. Vacancies in Office of Directors. A vacancy in the office of a Director of the Corporation shall be filled by appointment made by the remaining Directors, and any such Director so appointed shall hold office until the next annual meeting of the members of the Corporation. A vacancy in any of the elected officer positions of the Corporation shall be filled by the Board of Directors and the officer so appointed shall hold office until the next annual meeting of the members of the Corporation.

- a. In order to provide continuation of staggered terms, as may be set forth in the By-Laws, any officer or director elected mid-term to complete a term, as provided in Section 9 above, shall be elected only for the remaining un-expired balance of the term.

(Originally signed by:)

Janis Markusic