



BY-LAWS OF INDIAN LAKE COMMUNITY CLUB

A Non-Profit Organization Incorporated July 22, 1924 • Denville, New Jersey
Last revised 2022

ARTICLE I

NAME:

In accordance with the provisions of the Certificate of Incorporation of the State of New Jersey, filed in the office of the Clerk of Morris County, the name of this corporation shall be “INDIAN LAKE COMMUNITY CLUB”.

ARTICLE II

OBJECTS AND PURPOSES:

The objects and purposes for which this corporation is formed are to protect and promote the interests of the residents of the community, known as Indian Lake, located in Denville, New Jersey, and to acquire, erect and maintain such facilities as shall be expedient and proper for such objects and purposes to the end that said community may be maintained as a residential community of the highest order, and to have all purposes and do all things authorized under its Certificate of Incorporation, these By-Laws and the applicable law. The facilities of the ILCC shall not be rented for any reason whatsoever without prior approval of the Board of Trustees, and then only to current year members in good standing and within the rules of the rental agreement established by the Board of Trustees.

ARTICLE III

BOUNDARY:

Wherever in these By-Laws the words "Community of Indian Lake", "Indian Lake Community Club", "ILCC", or any variation thereof, are used, it is intended to describe the area within the Township of Denville that lies north of the railroad right-of-way which was formerly the main line of the Delaware, Lackawanna and Western Railroad and south and west of the right-of-way which was formerly the Rockaway Branch of that same railroad, but not further west than Blocks 105A, 104, 101, 291B, 291A, and 315 as shown on the 2008 tax map of the Township of Denville or further southwest than Blocks 299 and 315, as shown on that same map. On Block 315 the area is restricted to one building lot 250 ft. deep west of Franklin Road. Property north of Route 80 shall not be considered within the boundaries of Indian Lake.

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ARTICLE IV

MEMBERSHIP:

Membership in this corporation shall be divided into three classes: Active, Life and Limited.

Section 1, ACTIVE MEMBERS

Any persons owning and holding record title to real property in the Community of Indian Lake, their spouse, civil union partner, or significant other, and/or any adult person renting or leasing a house in the Community of Indian Lake, their spouse, civil union partner, or significant other, who resides in the leased or rented house shall be eligible to apply as an Active Member for an ILCC Membership account. Each Membership account in the ILCC may have up to two (2) Active Members. Such membership shall continue only as long as the Active member(s) continues to own and to hold record title to such real property or to rent or lease and to reside in the rented or leased house. No individual 23 years of age or younger and listed as an Active Member's child on the ILCC membership application is eligible for Active Membership.

Section 2. LIFE MEMBERS

Any person can be elected to Life Membership in the ILCC. Life members shall be entitled to all the privileges enjoyed by Active Members. Life Membership requires a unanimous vote of the Board of Trustees.

Section 3. LIMITED MEMBERS

Any person living in an Active member's residence within the Community of Indian Lake, including children under the age of twenty-three (23), may be added to that membership as a Limited Member once the limit of two (2) Active members has been reached. Non-resident children or grandchildren under the age of twenty-three (23) may be added as Limited Members.

Section 4. APPLICATION FOR ACTIVE MEMBERSHIP

Applications for Active Membership accompanied by payment of dues and fees shall be accepted by the Membership Trustee on behalf of the ILCC on a form provided by the ILCC. Membership will be formally accepted at the next regular monthly meeting of the Board of Trustees.

Section 5. PRIVILEGES OF MEMBERSHIP

Membership in the ILCC shall entitle Active Members and Limited Members in good standing to all the rights and privileges of the ILCC, its facilities and appurtenances, except insofar as such rights and privileges are otherwise limited by these By-Laws. Only Active and Life members in good standing hold the privilege to be elected trustee or to vote at ILCC Annual or Special meetings and Trustee Elections. Members in good standing are those who are current on all dues and assessments, and are not in violation of these By-Laws, rules and regulations of ILCC.

Section 6. HONORARY PRIVILEGES

Privileges to use the beaches and other social and recreational facilities may be granted on an honorary basis, if the Board of Trustees determines the granting of such privileges to be in the best interests of the ILCC. The granting of these privileges shall be for one year only and requires approval by a two-thirds vote of the Trustees. These privileges may be renewed from year to year by a similar vote of the Board of Trustees. They are not transferable.

Section 7. TERMINATION OF MEMBERSHIP

Membership may be revoked by a two-thirds vote of the Board of Trustees for reasons deemed detrimental to the welfare of the ILCC.

Section 8. GUESTS

Guests of members are restricted by the rules and regulations set down by the Board of Trustees. Members are responsible for their guests' compliance with these By-Laws, rules and regulations of ILCC.

ARTICLE V

DUES AND FEES:

All dues, fees, and assessments for the membership year May 1st to April 30th shall be payable on or before June 1st in each year. All dues, fees and assessments shall be fixed by the Board of Trustees in each year. Any person owning and holding record title to real property upon which a home may be built under current zoning law in the Community of Indian Lake shall be assessed an Upkeep Fee in each year as a Fair Share Fee towards expenses incurred to maintain and improve all ILCC properties and treatment of the Lake waters. Life Members shall be exempt from the payment of all dues, fees, and assessments. Any member who has failed to pay his or her dues and fees on or before June 1st in any year shall be automatically dropped from ILCC membership on that date. Reinstatement of membership requires application for Active Membership to the Board of Trustees as specified in Article IV accompanied by payment of all dues and fees.

ARTICLE VI

BOARD OF TRUSTEES:

There shall be a Board of Trustees consisting of twenty members.

Section 1. DISTRICTS

The Community of Indian Lake shall be divided into three geographical districts, as shown on a map which is displayed on the ILCC Website with a copy of said map being held in the files of the Secretary of the Club.

Section 2. TRUSTEE ELIGIBILITY

Four Trustees, who reside therein, shall be elected from each district to serve for a period of three years. Absent a valid candidate from a district, the Board of Trustees can appoint an alternate candidate, from a different district, to fill the vacant position. Six Trustees shall be elected from the community at large to serve for a period of three years. The terms of the Trustees shall be so arranged that the term of not more than two Trustees in each district shall expire in any one year and the terms of not more than six Trustees in all shall expire in any one year. All Trustee terms shall begin on October 1st.

To be eligible for election as a Trustee, a candidate must be over twenty-one years of age and an Active or Life Member of the ILCC in good standing as defined in Article IV. A District Trustee shall continue as such only so long as he or she continues to reside in the district from which he or she was elected.

Section 3. AUTHORITY AND RESPONSIBILITIES

The Board of Trustees shall be the managing and policy making body of the ILCC. It shall have the full control of all funds and property of the ILCC. It shall have full power, and it shall be its duty to carry out the purposes of the ILCC according to the Charter, By-Laws, and Rules. It shall authorize all contracts to which the ILCC is a party. Authorized contracts requiring signatures shall be signed by the President with the Secretary or with the Treasurer.

The Board of Trustees shall make its own rules for the conduct of its business. It may make such other rules and regulations consistent with the provisions of these By-Laws for the operation and management of the property and affairs of the ILCC.

Section 4. MEETINGS

The Board of Trustees shall meet monthly at such times and in such places as it shall, by a majority vote, determine. Special meetings of the Board may be called by the President on three days notice or on 24 hour notice transmitted directly to each Trustee. Any six Trustees may call a special meeting of the Board by giving similar notice. Any or all trustees may request approval from the President to participate in the meeting by means of conference telephone or other means of communication as long as all attendees are able to hear each other.

All meetings except conference and work sessions at which no binding votes are to be taken, shall be open in attendance to all members. Adequate notice shall be given to members by posting it on the website. Members may be excluded from those portions of a meeting dealing with (1) any matter the disclosure of which would constitute an unwarranted invasion of individual privacy; (2) any pending or anticipated litigation or contract negotiation; (3) any matters falling within the attorney client privilege; or (4) any matter involving the employment, promotion discipline or dismissal of any officer, trustee or employee. Participation in the Board meetings by the members in attendance shall be at the discretion of the Board of Trustees.

All Past Presidents of the ILCC, regardless of the period of time they served on the Board of Trustees, who are members of the ILCC, and all Trustees not then members of the Board who have served at least twelve years on the Board of Trustees, who are members of the ILCC, have the right to attend all meetings of the Board of Trustees but cannot vote at such meetings.

Section 5. VACANCIES

The Board of Trustees may and should endeavor to fill any vacancy, such appointment to be for the remainder of the unexpired term. All non-elected trustees, appointed by the board of trustees must be approved by majority vote of the membership at the next annual meeting of the ILCC.

Section 6. TERMINATION OF MEMBERSHIP ON THE BOARD OF TRUSTEES

A Trustee's membership on the Board of Trustees may be terminated for cause by a two-thirds vote of all the Trustees.

A Trustee's membership on the Board of Trustees will be automatically terminated unless he or she is excused by a two-thirds vote of the Trustees present at a regular meeting, for failure to attend four successive regular meetings or for failure to attend sixty percent of all the regular meetings in a fiscal year.

Section 7. QUORUM

A majority of the existing members of the Board of Trustees shall constitute a quorum.

ARTICLE VII

OFFICERS AND COMMITTEES OF THE BOARD OF TRUSTEES:

Section 1. ELECTION AND REMOVAL

The Board of Trustees shall, at its meeting in October of each year, elect from among its members a President, a Vice President, a Secretary, a Treasurer, a Chairman of the Elections Committee, and five additional members of the Elections Committee. The six members of the Elections Committee shall, at the time of election, each be eligible to vote in a different one of the three districts, and shall not be due for reelection as Trustees before the next October meeting of the Board. These ten individuals shall hold office until the end of elections at the regular meeting in October of the following year. An individual may be removed from office by a two-thirds vote of the members present at any meeting of the Board. An individual who ceases to be a Trustee shall cease to be an officer or member of the Elections Committee. If any office or Elections Committee membership should become vacant, a successor shall be elected no later than the following regular meeting of the Board.

Section 2. DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the ILCC, the Board of Trustees and the Executive Committee, and perform such other duties as these By-Laws assign to him. The President shall

appoint a Finance Committee, a Membership Committee and such additional committees as he/she deems necessary to fulfill the Objects and Purposes of the ILCC.

Section 3. DUTIES OF THE VICE PRESIDENT

The Vice President shall perform the duties of the President in the absence of the President.

Section 4. DUTIES OF THE TREASURER

The Treasurer shall receive all funds paid to the ILCC and deposit them as directed by the Board of Trustees. The Treasurer shall pay all obligations of the ILCC after approval by the chairman of the committee incurring the expense. All disbursements made by the Treasurer in excess of a pre-determined dollar amount set by the current Executive Committee, shall require 2 signatures on the check or payment from any two of the following four officers, President, Vice-President, Treasurer, or Secretary. Any check or payment of less than that pre-determined dollar amount shall only require one signature of any of those four officers. The Treasurer shall keep the accounts of the ILCC and report thereon at each regular meeting of the Board of Trustees. The Treasurer shall be bonded in an amount to be determined by the Board.

Section 5. DUTIES OF THE SECRETARY

The Secretary shall give advance notice of all meetings of the ILCC, of the Board of Trustees and the Executive Committee. The Secretary shall keep the minutes of these meetings and of any other meetings as directed by the President. The Secretary shall be the custodian of the seal of the ILCC and all papers and documents belonging to the ILCC. The Secretary shall be bonded in an amount to be determined by the Board.

Section 6. EXECUTIVE COMMITTEE

There shall be an Executive Committee, which shall consist of the elected officers and three other Trustees, appointed by the President. Four members of this committee shall constitute a quorum and meetings may be called by the President or by any two members on two hours' notice. This committee shall be vested with all the powers of the Board of Trustees only when an emergency arises concerning a decision required by a date which, under the existing circumstances, would not permit the calling of a special meeting of the Board of Trustees. Decisions of the Executive Committee shall be by a majority vote of the members present. In the event of a tie, the President shall vote.

Section 7. FINANCE COMMITTEE

The Finance Committee shall audit all books and accounts of the ILCC and all ILCC Sub Clubs. The Finance Committee shall submit an annual financial report to the Board of Trustees. The Board shall engage an independent outside auditor to prepare an annual statement of profit and loss and a balance sheet for the Club. The Treasurer cannot be appointed as the Chairperson of the Finance Committee.

Section 8. MEMBERSHIP COMMITTEE

The Membership Committee shall solicit new members, make recommendations to the Board of Trustees regarding applications for membership, collect dues and fees, issue membership cards and tags, assign a voting district to each member and maintain records of members and dues and fees collected.

All monies collected by the Membership Committee shall be turned over to the Treasurer and deposited in the ILCC account.

Section. 9. ELECTIONS COMMITTEE

The Elections Committee shall consist of the Chairman of the Elections Committee, appointed Trustees, and volunteer Active Members. The participating Active Members will be randomly selected from a pool of volunteers, with an even number from each district when possible. Volunteer Active Members shall be appointed to the Elections Committee for a term of one year starting on October 1st. The Active Members on the Election Committee shall be chosen out of the pool of volunteers by random selection. If no volunteers come forward, the Elections Committee will proceed with business as usual until such volunteers come forward. The Elections Committee shall conduct and supervise elections of Trustees. The Elections Committee shall submit nominations for elections of officers and members of the Elections Committee. Meetings of the Elections Committee may be called by the Chair or by any two members of the committee up on 24 hours notice to the other committee members. Four members shall constitute a quorum. The Elections Committee may make rules and act as necessary to conduct elections as provided by these By-Laws.

ARTICLE VIII

ELECTION OF TRUSTEES:

Section 1. VOTING

All elections of Trustees shall be by majority vote. Each Active member of the ILCC, in good standing, or his or her proxy of at least 18 years of age, shall be entitled to one vote. Each candidate may only run for one Trustee position during an election. Members may authorize another person to act for the member by proxy, which proxy shall be in writing, valid for no more than eleven months unless stated otherwise therein, but in any event valid for no more than three years, and be revocable at will by the filing of a written revocation. An agreement in writing and signed by the parties, may authorize one member to vote as agreed between the members. The Club shall make and certify a complete list of the members entitled to vote, arranged alphabetically with addresses, in the districts listed in Article VI, Section 1, which shall be produced at the meeting and subject to the inspection of members. All proxies shall be presented prior to the start of the voting.

Section 2. DISTRICT TRUSTEES

Elections for District Trustees shall be held on the second Friday in September at the Clubhouse. An Active member may vote in only one district election; that district shall be

determined by the Membership Committee based upon the members residence. The Elections Committee shall announce the Trustee positions up for election or reelection via the ILCC website and email no later than July 1st. Names of candidates must be submitted to the Elections Committee by August 1st to ensure sufficient time for communication between the candidates and the Elections committee. Names may be submitted by any Active member eligible to vote in that district election and must be accompanied by the written acceptance of the candidate.

Candidates must be eligible to vote in the district. The names of candidates must be posted on the ILCC website and communicated via email by two weeks before the election. Votes may only be counted for candidates as posted. The Election Dates may be changed, by a majority vote of the Board of Trustees, but cannot be held later than the first of November each year. If a candidate for a Trustee position is running unopposed in their district, no formal election need be conducted.

Section 3. TRUSTEES-AT-LARGE

Elections for Trustees-at-Large shall be held at the same time with the same communication timelines as the District Trustees. Active and Life Members, as defined in Article IV are entitled to one vote for each Trustee position to be voted upon. Write-in votes for Trustees-at-Large shall not be valid. If a candidate for a trustee-at-large position is running unopposed, no formal election need be conducted.

Section 4. INSPECTORS

The President shall appoint one or more inspectors for elections. Before their duties begin, each inspector shall sign an oath to faithfully execute their duties with strict impartiality and according to the best of his or her abilities. At the meeting, the inspectors shall determine the number of memberships outstanding, the members represented at the meeting, the validity and effect of proxies, and the presence of a quorum. The inspectors shall receive and tabulate votes, determine the results and do all acts proper to conduct elections with fairness to all members. The inspectors shall make a report in writing of any challenge or question determined by them, which shall be filed with the meeting minutes.

ARTICLE IX

ANNUAL AND SPECIAL MEETINGS OF THE CLUB:

All annual and special meetings of the ILCC are held at the Clubhouse. Notice of all meetings must be sent **either personally or by mail** to the Indian Lake address of each member at least ten days (but not more than sixty days) prior to the meeting.

Section 1. ANNUAL MEETING

The Annual Meeting of the ILCC shall be held on the fourth Friday in September at 8:00 p.m. unless otherwise amended by a majority vote of the board of trustees. If the meeting is adjourned, and the time and date of the adjourned meeting is announced, no further notice is required. The annual meeting will be held no later than the first of November each year.

Section 2. SPECIAL MEETINGS

Special Meetings of the ILCC may be called by the President or by a majority vote of the Trustees present at a Board of Trustees Meeting or by any 25 members who shall deliver their request to the Secretary. In all cases, the person(s) calling the meeting shall specify the date and time, which shall be subject to the availability of the Clubhouse and to the required notification of the membership

Section 3. ORDER OF BUSINESS

At each Annual Meeting of the ILCC the order of business shall be:

1. Roll call of Trustees
2. Acceptance of the minutes of the previous meeting
3. President's report
4. Treasurer's report
5. Reports of committees
6. Unfinished business
7. New business
8. Adjournment

The order of business may be suspended or amended by a majority vote of the members present, for meetings where a quorum has been reached, including proxies of at least 18 years of age.

Any action required or permitted to be taken at a meeting of members, other than the election of trustees, may be taken without a meeting upon the written consent of the members who would have been entitled to cast the minimum number of votes necessary to authorize the action, so long notice is provided to all members consistent with the non-profit corporation law.

Section 4. CONDUCT OF MEETINGS

Meetings shall be governed by Roberts' Rules of Order (revised) except as otherwise provided in this article. A Quorum consists of 25 members, attending in person or by proxy.

Those resident in the same Indian Lake household as a member may attend. Voting is limited to members as defined in Article IV.

ARTICLE X

AMENDMENT OF BY-LAWS

These By-Laws may be amended by a two thirds vote of the members present, for meetings where a quorum has been reached, including proxies of at least 18 years of age, at any meeting

of the ILCC provided that notice of the proposed amendments has been sent to the Indian Lake address of each member of the ILCC at least ten days prior to the meeting.

Presented and approved at a Special Meeting of the Membership on September 30, 1962

Revised at a Special Meeting of the Membership on March 5, 1972

Revised at a Special Meeting of the Membership on July 1, 1980

Revised at a Special Meeting of the Membership on July 25, 2008

Revised at the Annual Meeting of the Membership on October 5, 2018

Revised at a Special Meeting of the Membership on November 17, 2022

SCOTT DIXON – President

BETH TECCHIO – Vice President

JANEL ZUFFI – Secretary

GINI HALKENHAUSER – Treasurer