

OLG BY Laws

By Laws of Ohio Lakefront Group. An Ohio Non-Profit Corporation.

Pursuant to Article X of the Articles of Incorporation of Ohio Lakefront Group, Inc. providing that the members may adopt Regulations pertaining to the governance of the corporation, a majority of the membership of the corporation present at a duly constituted meeting of the corporation, having been given due notice of the proposal of these By-Laws, has on this ___ day of August, 2000 adopted the following By-Laws as the Regulations of the corporation, amending and substituting for the By-Laws of the unincorporated association adopted on May 25, 1999.

Article 1. Purposes

Consistent with those purposes stated in the Articles of Incorporation, the purposes of this organization shall be as follows: Ohio Lakefront Group is a non-profit organization united in the preservation and enhancement of the Lake Erie shoreline. Our mission is to advocate reasonable goals for Ohio Coastal Management and influence associated legislation. Ohio Lakefront Group represents the rights of lakefront property owners and will pursue goals for the OCMP and legislation that do not unfairly burden the lakefront property owners or infringe upon their riparian, littoral or

other property rights. The Ohio Lakefront Group will provide the most valuable source of coastline knowledge available, that of lakefront property owners. The lakefront property owners are the true stewards of the Lake Erie shoreline. They are the ones with the greatest stake involved in coastal management, and the ones who have maintained and protected the shoreline since the days when Lake Erie was not fashionable.

Article 2. Members

Section 2.1 Voting Membership

Voting membership in the corporation shall be open to any natural person who is a resident or property owner of land adjacent to the waters of Lake Erie, its bays and tributaries. Voting membership may also be granted to any other natural person with an interest in and who subscribes to the Purposes of the Corporation as presented in these By-Laws and in the Articles of Incorporation upon a vote of acceptance of such application by the Board. The Board may create such other classes of membership as it may determine appropriate, including memberships for commercial entities, corporations, trusts and other non-profit entities, and may determine whether one or more representatives of such entities may be granted a voting membership, and for what period

of time. Voting membership in this organization may require the payment of dues or fees. (as amended by the general membership on May 26, 2005) See amendment.

Section 2.2 Inactive Membership

Any member whose mail is returned as undeliverable at the address as it appears on the records of the corporation shall be deemed an inactive member until such time as the member updates their record to a mailable address, and no further notices shall be required for future meetings to such inactive member. Any inactive member may be reinstated as a voting member upon written request and correction of address to the Board of Directors. Any member still living or owning property adjacent to the waters of Lake Erie shall automatically be reinstated to voting membership upon correcting any undeliverable address.

Section 2.3 Admission

Members shall be admitted to the corporation upon application made by written request or by equivalent electronic means to the Corporation.

Section 2.4 Voting Rights

Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the members. In the case of a member who is a natural

person, voting or acting by proxy is permitted at any meeting if a written proxy signed by an absent member is presented to the Secretary or Chair of the meeting not later than the opening of such meeting.

Section 2.5 Suspension or expulsion of Member

If a complaint against any member shall be signed by any three other members and filed with the Secretary, the Secretary shall bring the matter to the attention of the Board and the accused member within seven days, and shall request a reply from such member in not less than ten nor more than thirty days, but not later than the next meeting of the Board in any event, at which time the accused member and the complaining members shall be invited to be present. If the Board determines, from all available information, that the accused member is acting against the good and welfare of the organization or is disruptive to the orderly affairs of the organization, the Board may suspend the members rights of membership for a definite period of time or may expel the member. If a member is expelled, they shall not again be eligible for membership unless re-admitted by a two-third affirmative vote of the Board.

Article 3. Offices and Fiscal Year

Section 3.1 Offices

The offices of the corporation shall be at such place in Lorain County, Ohio as the Board may from time to time determine.

Section 3.2 Fiscal Year

Unless otherwise determined by the Board by resolution, the fiscal year of the corporation shall be the calendar year.

Article 4. Meetings of Members

Section 4.1 Annual Meeting

The annual meeting of the Members of the Corporation, for the election of Directors, the consideration of financial statements and other reports, and the transaction of such other business as may properly be brought before such meeting, shall be held at such place within those Counties of the State of Ohio abutting the waters of Lake Erie as the Board shall determine, and at such time and upon such date as the Board shall determine from time to time. If not earlier set by the Board for a date certain, the annual meeting of Members shall be set by the President during the month of May in each year. In the event that an Annual Meeting is not held, or if Directors are not elected at such

Annual Meeting, a special meeting may be called and held for that purpose.

Section 4.2 Special Meetings

Special meetings of the Members may be held on any day not a legal holiday when called by any person authorized to do so, including the Chair, the Executive Committee, the President, the Secretary or a majority of the Board with or without a meeting. Calls for special meetings shall specify the purpose or purposes thereof and no purpose or subject matter not listed in the agenda may be considered except by the prior, separate vote of two-thirds of the voting members present and voting to waive this provision.

Section 4.5 Notice of Meetings

Written (or equivalent) notice stating the place, day and hour of any meeting of members shall be delivered personally, by mail, or by electronic or other means, to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member or members at their address or household as it appears on the records of the corporation, with postage thereon prepaid, by means that would require return of the notice or other notice of non-delivery if not delivered. Any

member whose mail is returned as undeliverable at the address as it appears on the records of the corporation shall be deemed an inactive member until such time as the member updates their record to a mailable address, and no further notices shall be required for future meetings to such inactive member. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. Notice of any meeting may be waived in writing by any Member with respect to that member either before or after any Meeting of Members, or by attendance at such meeting without protest prior to the commencement thereof.

Section 4.6 Quorum

A majority of the Members present at any time at any Meeting of Members, whether in person or by proxy, shall constitute a quorum for such meeting. If a majority of such members in attendance leave the meeting, the meeting shall lack a quorum for the transaction of further business.

Article 5. Board of Directors

Section 5.1 General Powers

The business, power and authority of the Corporation shall be exercised, conducted and controlled by the Board of Directors (referred to as

the Board), except where the law, the Articles, or these By-Laws require action to be authorized or taken by the Members.

Section 5.2 Election, Number and Qualification of Directors

(a). Election The Directors shall be elected at the annual meeting of Members, or if not so elected, at a special meeting of Members called for that purpose. Directors shall be qualified voting members of the corporation. No more than three (3) Directors may be elected from any one municipality, incorporated village or township within the State of Ohio. At any meeting of Members at which Directors are to be elected, only persons who have indicated their willingness to accept nomination to the nominating Member shall be eligible for election.

(b). Number. The number of Directors, which shall be not less than three (3), may be fixed or changed at a meeting of the Members called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of a majority of the members entitled to vote on such proposal.

Section 5.3 Term of Office

Each Director shall hold office until the end of the next annual meeting of Members and until successor Directors shall have been collectively

elected and qualified and shall be eligible for re-election.

Section 5.4 Meetings

A regular annual meeting of the Board shall be held on a date determined by the Board at a meeting immediately following the annual Meeting of Members. The Board may provide by resolution the time, place, frequency and agenda of any additional regular meetings of the board without further notice other than such resolution. Special meetings of the Board shall be called by or at the request of any elected officer or of that number of the Directors representing at least one-fifth of the entire Board then serving, not including vacancies. The person or persons authorized to call special meetings of the Board may fix the place within the Counties of Ohio abutting the waters of Lake Erie, the and time for holding any special meeting. A meeting can be held outside such area by vote of a majority of the Board. Any business which may be transacted at a regular meeting may be transacted at a special meeting.

Section 5.5 Telephone or electronic meetings

Any or all Directors may participate in a meeting of the Board or a committee of the board by means of telephone conference or any other means of communications by which all persons participating in such meeting are able to receive all

communications made by all other persons participating and can transmit their communications to all others directly or indirectly.

Section 5.6 Notice

Notice of any special meeting shall be given at least ten days prior to such meeting by written notice delivered personally, by mail or other means of delivery, or by electronic means. If mailed, the notice shall be deemed delivered when mailed to the last known address of the Director on the records of the corporation. If sent other than by mail, it shall be followed within one week by a mailed notice unless proof or acknowledgement of receipt by the Director is received. Any Director may waive notice of any meeting in writing, before or after the meeting. The attendance of a Director at any meeting constitutes waiver of notice of such meeting, except where the Director attends the meeting for the sole purpose of objecting to such notice and does not participate thereafter in the meeting.

Section 5.7 Quorum and Manner of Acting

A majority of the whole authorized number of Directors is necessary to transaction of business at any meeting of the Board, except that a majority of the Directors in office constitutes a quorum for filling a vacancy in the Board and except that a majority of the Directors present may recess the

meeting to another time and place until a quorum can be present or adjourn any meeting except the Annual Meeting without any further action. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board and of the corporation, unless the act of a greater number is required by law, the Articles of Incorporation, these By-Laws or any internal rules adopted by the Board. Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings consented to by all of the Directors who would be entitled to notice of a meeting for such purpose. Such writings may be electronic or telephone facsimile transmission in whole or in part. Any and all such writings shall be filed with or entered upon the records of the corporation in printed or written fashion.

Section 5.8 Vacancies

Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected until the next meeting of Members called for the purpose of electing Directors. The Board may elect, by resolution of a majority of them, even though less than a quorum, to reduce the number of Directors by not filling vacancies, provided that

there shall always be an odd number of Directors.

Section 5.9 Adoption of Rules

The Directors may adopt rules for governing their meetings, the conduct of committees and the affairs of the corporation, provided such rules are published to the membership in a timely manner and are not inconsistent with the Articles or these By-Laws.

Section 5.10 Divisions, classes, staggered terms, or other changes in the election of Directors

By resolution of a two-thirds majority of the entire number of Directors and without a vote of the Members, the Board may create divisions of the corporation based upon geographic areas which each contain 250 or more members, and may provide that each such division may separately elect a designated number of members of the Board at a separate meeting of members within that geographic division. The Board shall provide for the election of some Directors by the remaining membership unless it assigns all Members to a geographic division. At any meeting of Members called for the purpose of electing Directors or at any special meeting of Members called for the purpose of changing the number or method of electing Directors, any proposal respecting changes in elections shall be in order, including, but not limited to, changing the number, term, or method

of election or creating classes of Directors. Such changes shall be effective only at a meeting of Members called for the purpose of electing Directors and shall not alter the term or service of current elected Directors prior to such meeting unless, by separate vote, a two-thirds majority of those present and voting provide for such provision to take effect immediately or unless a two-thirds majority of the entire number of the Board shall consent by resolution to the adoption of such proposal effective immediately prior to a vote on the proposal.

Article 6 Officers

Section 6.1 Officers

The Board shall elect a President, one or more vice-presidents (the number and rank of which shall be determined by the Board), a Secretary, a Treasurer, and such other officers as may be elected, including assistants to any office as it shall deem desirable. Such officers shall have the authority and perform the duties prescribed from time to time by the Board. Any two or more offices may be held by the same person, provided that no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required to be executed, acknowledged or verified by two or more officers. Officers may be, but shall not be required to be, members of the Board, but shall have no vote

at meetings of the Board unless they have been duly elected as Directors. The Board may also elect a Chair to preside over meetings of the Board and any vice-chairs it shall determine necessary, and shall elect a Chair in the event that the President is not a duly elected Director. If the Board elects no separate Chair of the Board and the President is a duly elected Director, the President shall serve as Chair of the Board and preside at meetings thereof.

Section 6.2 Election and Term of Office

The officers of the corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Officers need not be Directors, but shall be members unless the Board determines by resolution to elect as an officer a compensated employee of the corporation. Each officer shall hold office until his or her successor shall have been elected and qualified.

Section 6.3 Removal

Any officer appointed or elected by the Board may be removed by a majority of the entire Board of Directors whenever in its judgment the best interests of the corporation would be served thereby and without any requirement for the

showing of cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6.4 Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6.5 Powers and Duties

The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board and these By-laws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. In the absence of any officer of the Corporation, or for any other reason the Board may deem sufficient, the Board may delegate for the time being, the powers or duties of such officer, or any of them, to any other officer or to any Director. The Board may from time to time delegate to any officer authority to appoint and remove subordinate officers and to prescribe their authority and duties.

- (a). The President shall
 - (i) preside at all meetings of the Board unless the

board elects a separate chair;
(ii) be the principal executive officer of the corporation;
(iii) in general supervise and control all of the business and affairs of the corporation. The President may sign, with the secretary or any other proper officer of the corporation, any deeds, mortgages, bonds, contracts or other instruments that the Board have authorized to be executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b). Vice-President. In the absence of the President or in event of any inability or refusal to act, vice presidents in the order established by the Board or otherwise in order of their election, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice-president shall perform such other duties as from time to time may be assigned by the President or by the Board.

(c). Secretary. The Secretary shall cause to be kept and maintained the minutes of meetings of Members and of the Board in books provided for that purpose; see that all notices are given in accordance with the provisions of these By-Laws or

as required by law; be the custodian of corporate records and the corporate seal and see that the corporate seal is affixed to all documents which are required to be executed by the corporation under seal; keep and maintain the membership records containing the names, addresses and class of membership of each member, the fact of termination of any members membership, and the determination of inactive status of any member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Board.

(d). Treasurer. If required by the Board, the treasurer shall give a bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Board shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for all money due and payable to the corporation from any source whatsoever; and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board; see to the payment of the proper debts of the corporation; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the Board.

Article 7 Committees

Section 7.1 Executive Committee

Internal management and conduct of the business of the corporation shall be vested in an Executive Committee between meetings of the Board or where the Board by resolution so provides. Actions of the Executive Committee shall expire upon conclusion of the next following meeting of the Board unless such actions are reported to and ratified by the Board at such meeting. The President (or the ranking available vice-president upon the unavailability of the president), the Secretary, and the Treasurer shall be members of the Executive Committee. At least three Directors shall be members of the Executive Committee, which may also be the three above designated officers if they are Directors. The Board may by resolution designate other Directors as members of the Executive Committee, and shall do so if any designated officer is not a Director. The Executive Committee may exercise any and all powers of the Board between meetings of the Board, but shall act only by unanimous written agreement of its members or by a two-thirds majority vote of its members at any regularly called meeting of which all members of the Executive Committee and of the Board shall have not less than twenty four (24) hours prior notice.

Section 7.2 Nominating Committee

At least one month prior to each meeting of Members called for the purpose of electing Directors, the Board shall by resolution designate itself or some group of members as a Nominating Committee for the purpose of assuring not less than the required number of nominations for the office of Director by the time of the election of Directors. Where practical, the report of the Nominating Committee shall be transmitted to the members with the notice of meeting, but shall be reported not later than the first order of business at the meeting called for the purpose of electing Directors. Other nominations shall be in order after the report of the Nominating Committee and immediately prior to the election of Directors.

Section 7.3 Standing Committees

Standing Committees may be authorized from time to time by resolution of the Board, and shall continue as duly constituted committees until such time as the Board determines to dissolve or re-organize such committee. The Chair of such committees shall be appointed by the President. The membership of the committee will be appointed by the President, provided that the collective membership thereof other than the Chair shall be approved by a majority vote of the Board. The chair and membership of such committee shall continue to serve until the next annual meeting of

the Board, at which time all appointments will expire unless extended by resolution of a majority of the Board.

Section 7.4 Ad-Hoc Committees

Ad-hoc committees may be created by the President or by the Board at any time as they deem appropriate, but such committees shall be dissolved at any time by majority vote of the Board and automatically on the date of the annual meeting of Members held for the purpose of electing Directors. The chair and membership of the committee shall be appointed by the President.

Section 7.5 Quorum

The quorum required for the Executive Committee shall be a two-thirds majority of all of its members. The quorum required for the Nominating Committee, Standing Committees and Ad-hoc committees shall be a majority of that number of the members of the committee attending any part of the meeting.

Article 8 Indemnifications of Directors, Officers, Employees and Others

Section 8.1 Compensation; Indemnification

The Board, by the affirmative vote of a majority of

Directors then in office, shall have the authority to establish reasonable compensation for services to the corporation by Directors and officers and may further by resolution indemnify any or all current Directors and officers and/or any former Directors or officers for any expense or costs, including attorney fees, actually and necessarily incurred in connection with any claim asserted against such Director or officer, by action in court or otherwise, by reason of his or her being or having been such Director, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Article 9 Dissolution

Section 9.1 Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, all of the remaining assets of the corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code consistent with the exemption, if any, of this organization under such section, or the corresponding provisions of any future federal tax laws, as the Board shall determine.

Article 10 Amendments

Section 10.1 Amendments

These By-laws may be amended, repealed, or added to, or new regulations may be adopted by a vote of a majority of the members present, entitled to vote and voting at any meeting of Members called for the purpose of amending the By-Laws or Articles of Incorporation of the corporation, provided such proposals are presented in writing to the Secretary before the date of giving notice of the meeting. The Secretary shall cause the meeting notice to disclose that amendments to the Articles or these By-Laws will be presented at the meeting and the general substance thereof. Copies of the exact wording shall not be required, and errors in the description of the general substance shall not delay the consideration of the proposed amendment. An amendment to these Regulations may also be considered at any Annual Meeting without prior notice of the pendency of such amendment, provided that a two-thirds majority of those attending the annual meeting consent to the immediate consideration of the amendment. Amendments relating to the number of Directors to be elected, creating classes or geographic divisions for the election of Directors, or altering or staggering the terms of Directors shall be in order at any Annual Meeting without prior notice.

Certificate Of Adoption

I hereby certify that, after proper notice of the proposed adoption of these By-Laws as provided by the Articles of Incorporation, and upon a separate two-thirds vote of the members present and voting to proceed to immediate consideration of the By-Laws without written notice, a majority of the voting members present and voting adopted these By-Laws as the regulations of the corporation on this ___ day of August, 2000

Amendments Enacted

Amendment 1 (Passed at the General Membership Meeting May 26th, 2005)

Voting membership in this organization may require the payment of dues or fees.