

**BYLAWS OF THE**  
**LAKE COUNTY ECONOMIC DEVELOPMENT CORPORATION**

**ARTICLE I**

**OFFICES**

Section 1. The principal office of the Corporation shall be located in the State of Colorado. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2. The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act (the "Act"). The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the Corporation as long as the proper filings are made with the Secretary of State of Colorado.

**ARTICLE II**

**MEMBERS**

Section 1. Any individual, partnership, corporation, association or group contributing the Voting Membership Fee, as determined by the Board of Directors, or more to the Corporation will become a full Voting Member of the Corporation for the membership year with respect to which the Membership Fee is paid. The Board of Directors shall establish the membership year from time to time, but it is anticipated that the membership year will be for a twelve (12) month period beginning with the membership meeting in April and ending immediately before the membership meeting in the following April. Members who are current in paying their Voting Membership Fee shall be entitled to all rights including the right to vote for Directors of the Corporation.

Any individual, partnership, corporation, association or group contributing the Associate Membership Fee or more as determined by the Board of Directors, but less than the Voting Membership Fee, will become an Associate Member and be entitled to all rights except the privilege of voting.

The Board of Directors shall publish annually the Membership Fee Schedule, which may be amended from time to time.

With the consent of the Board of Directors, any member may make its annual contribution in quarterly installments rather than in a lump sum. A

Voting Member must be current with its dues payment arrangement 24 hours prior to any meeting in order to vote at such meeting. Any corporation, partnership, association or group that is a member shall, by its duly appointed officer, designate in writing to the Corporation the person who has full power to exercise membership rights on behalf of the partnership, corporation, association or group member.

Section 2. There shall be a meeting of the members at least once annually at such place within Lake County, Colorado, as the President may designate (the "Annual Meeting"). At that time, Directors of the Corporation will be elected in accordance with the provisions of Article IV of these Bylaws and all business that shall properly come before the meeting shall be transacted. If the election of Directors shall not be held on the day designated herein for the Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. Regular meetings of members may be held at such times and dates as may be fixed in accordance with a resolution of the Board of Directors.

Section 3. Special meetings of the members may be called at any time by resolution of the Board of Directors or upon the written request of members holding 33% of the votes of all Voting Members, stating the purpose or purposes for which such meeting is to be held, and signed and dated by such members. Such meetings shall be held at such place in Lake County, Colorado as may be designated by the President.

Section 4. The record date by which the Corporation may determine which members are entitled to notice and to vote may be set by the Board of Directors but may not be more than seventy days before the meeting or action requiring a determination of members.

Section 5. Written notice stating the place, date and time of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten or more than sixty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. Notice of an annual or regular meeting shall include a description of any matter or matters to be considered at such meeting if such matter or matters must be approved by members or if the members' approval will be sought for the following: conflict of interest transactions; indemnification of a Director; amendment of articles of incorporation or Bylaws by the Board of Directors or members; merger, sale of property other than in the regular course of business; or dissolution of the Corporation. In case of notice of a special meeting, the notice shall include the purpose or purposes for which the meeting is called. When giving notice of an annual, regular, or special meeting of members, the Corporation shall give notice of a matter a member intends to raise at the meeting if (i) the Corporation is requested in writing to do so by a person entitled to call a special meeting, and

(ii) the request is received by the Secretary or President at least ten days before the Corporation gives notice of the meeting. Written notice from the Corporation to its members is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; or (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Section 6. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof; provided, however, such consents must be received by the Corporation within sixty days after the date the earliest dated writing describing and consenting to the action is received by the Corporation, and such consents must not have been revoked. All consents must be filed with the minutes of the meetings of the members.

Section 7. A Voting Member shall have one vote for each Voting Membership Fee paid by the Voting Member, up to a maximum of five (5) votes. Cumulative voting in the election of Directors shall not be permitted.

Section 8. The members holding one-third of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the Voting Members present may adjourn the meeting from time to time without further notice.

Section 9. Members shall not have the right to vote by proxy.

Section 10. A vote on any action that may be taken at an annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet quorum requirements, state the percentage of approvals necessary to approve each matter other than election of Directors, specify the time by which the ballot must be received by the Corporation in order to be counted, and be accompanied by written information regarding the matter to be voted upon. Approval by written ballot shall be valid when the number of votes cast by ballot equals or exceeds the quorum required at a meeting authorizing the action and the number of approvals equals or exceeds the number required to approve the matter at a meeting.

Section 11. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause, and may, by a majority vote of those present at any regularly constituted meeting,

terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a period of three months. The member shall receive not less than fifteen days prior written notice of the expulsion, suspension, or termination which states the reasons therefor; and shall have an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination, by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place.

Section 12. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 13. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 14. Membership in the Corporation is transferable or assignable.

### ARTICLE III

#### DIRECTORS

Section 1. The business and property of the Corporation shall be managed by a Board of Directors of not less than seven (7) who shall be elected or appointed as provided in these Bylaws. The Board of Directors shall consist of:

(a) Each member contributing at the “Donor Level,” as established from time to time by the Board of Directors and as listed on the Membership Fee Schedule, may appoint one individual to serve as a Director; provided, however, Directors appointed in this manner may not constitute a majority of the members of the Board. Appointments shall be made at the Annual Meeting and terms of these Directors will run for one year.

(b) Based on the number of Directors to be appointed by Donor Level members at the Annual Meeting in accordance with Section 1(a) above, the Board of Directors shall establish the number of additional Directors to be elected by the members at the Annual Meeting such that Directors appointed as provided in Section 1(a) above shall be less than a majority (the “Elected Director Vacancies”). During the Annual Meeting, the members shall elect Directors to fill the Elected Director Vacancies. Terms of these Directors (the “Elected Directors”) will run for three years. To the extent it is feasible to do so, the Board shall attempt to arrange the terms of the Elected Directors so that such terms are staggered to expire over a three-year period.

Directors need not be residents of the State of Colorado or members of the Corporation, but they shall be natural persons who are at least eighteen years of age.

Section 2. Regular meetings of the Board of Directors shall be held at least quarterly within Lake County.

Section 3. Special meetings of the Board of Directors may be called from time to time by the President or in his or her absence by the Vice President or by any five (5) members of the Board of Directors.

Section 4. Notice of each meeting of Directors, whether regular or special, shall be given to each Director. If such notice is given either (a) by personally delivering written notice to a Director or (b) by personally telephoning such Director, it shall be so given at least two (2) days prior to the meeting. If such notice is given either (a) by depositing a written notice in the United States mail, postage prepaid, or (b) by facsimile or electronic mail, in all cases directed to such Director at his or her residence or place of business, it shall be so given at least four (4) days prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.

Section 5. At any meeting of the Board of Directors a majority of Directors shall constitute a quorum for the transaction of business. Members of the Board of Directors may not delegate their authority to act by proxy. Whenever less than a majority of the Directors appears at any time appointed for a meeting, those so present shall have the power to adjourn said meeting from time to time until a majority is present.

Section 6. Directors may resign at any time by giving written notice of resignation to the Corporation. A Director missing any four (4) meetings of the Board, during any fiscal year, or three (3) consecutive meetings, unless excused, whether or not in the same fiscal year, shall be deemed to have resigned from the Board if such failure to attend meetings is confirmed by an affirmative vote of the Board of Directors. Replacements will be appointed in accordance with the provisions of Article III, Section 8, of these Bylaws.

Section 7. Directors may be removed, with or without cause, by the Voting Members or, if a Director was appointed by a member, such Director may be removed by the appointing member. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting called for the purpose of electing Directors.

Section 8. Any vacancy occurring in the Board of Directors including any vacancy resulting from an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than

a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in some other capacity and receiving compensation therefor.

Section 10. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if each member of the Board consents in writing to such action. Action taken without a meeting shall be effective when the last Director signs the consent, unless the Directors specify a different effective date.

Section 11. Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

#### ARTICLE IV

##### ELECTION OF DIRECTORS

Section 1. Members shall have the right to present nominations for Director vacancies to be filled at the Annual Meeting by submitting such nominations to the President in writing (a) not less than fourteen (14) days prior to the first Annual Meeting of the Corporation to be held in March 2013; and (b) not less than twenty-one (21) days prior to the Annual Meeting for each Annual Meeting occurring after the first Annual Meeting. Members may nominate themselves.

Section 2. Voting for Directors shall be by ballot in accordance with Article II of these Bylaws.

Section 3. The President shall appoint a committee of three members that are not members of the Board or candidates to tally the votes, verify that the ballots are valid in accordance with these Bylaws, and report the election results to the membership at the conclusion of the Annual Meeting.

#### ARTICLE V

##### OFFICERS AND EXECUTIVE DIRECTOR

Section 1. The Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer and shall be selected from among the

Directors. Such other officers as may be deemed necessary may be elected by the Board of Directors. No two or more offices may be held by the same person. The President, Vice President, Secretary and Treasurer will be elected by the Board of Directors at their first meeting following the Annual Meeting and each will be elected to serve for one year or until their successors are elected and qualified.

Section 2. The President shall be the presiding officer of the Corporation; shall call all regular meetings of the Board of Directors; call meetings of the Executive Committee; make appointments to all committees whether named or unnamed in the Bylaws with the exception of the Executive Committee; conduct all meetings of the Board of Directors and Executive Committee; notify the Board of any vacancies; serve as a member of any committee; and perform such other duties as are incident to the office of the President.

Section 3. In the absence of the President, or in the event of his or her death, inability to act, or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have the power of and be subject to all the restrictions upon the President.

Section 4. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be the custodian of the corporate records and seal of the Corporation; (d) sign with the President, Vice President, documents requiring such signatures; and (e) in general perform all duties incident to the office of Secretary.

Section 5. The Treasurer shall: (a) serve as Chairman of the Finance Committee; (b) be responsible for the receipt, custody, investment, disbursement of funds, and for borrowings; (c) assist the President and Committee heads as it relates to financial matters of the Corporation; (d) attend Board and Finance Committee meetings; (e) report on the financial condition of the Corporation at the Annual Meeting; (f) sign the annual Federal Tax Return.

Section 6. The Board of Directors shall appoint an Executive Director who shall not be an officer of the Corporation but who shall be under the direction of the Board of Directors and shall manage all the business affairs of the Corporation. The Executive Director shall be hired pursuant to the procedures established by the Board of Directors. The Executive Director shall, under the supervision of the President, hire and fire all staff of the Corporation and conduct all personnel matters; sign documents, deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed; make budget expenditures of an amount to be determined by the Board of Directors or less without approval of the Financial Committee; make changes in the approved budget, provided that such changes do not increase or decrease

any category of the budget by more than an amount to be determined by the Board of Directors; sit as a nonvoting member on every committee, with the exception of the Finance Committee and the Board of Directors; and in general, shall perform such duties as may be prescribed by the Board of Directors from time to time.

Section 7. The President, the Vice President, and any officer may be removed by a majority of the entire Board of Directors at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 8. A vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE VI

### COMMITTEES

Section 1. The Board of Directors, may create one or more committees of the Board, including an Executive Committee and a Finance and Loan Committee as provided in these Bylaws, and appoint one or more Directors to serve on them, by vote of a majority of all Directors in office. Such committees shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to authorizing distributions, approving or proposing to members action requiring member approval, electing, appointing or removing any Director, amending articles of incorporation, amending, altering or repealing the Bylaws; approving a plan of merger not requiring member approval, or approving a sale, lease exchange or other distribution of all, or substantially all of the Corporation's property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members.

Section 2. The Corporation may have other committees similarly appointed which shall not have the authority of the Board of Directors in the management of the Corporation.

Section 3. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.



Section 5. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Unless otherwise provided in the resolution of the Board of Directors designating a committee or in these Bylaws, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. The same rules described herein regarding meetings, action without meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors similarly apply to the committees of the board and their members.

## ARTICLE VII

### EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.

Section 2. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except that such authority shall be limited as provided in Article VI or by the resolution appointing the Executive Committee.

Section 3. Three (3) members of the Executive Committee shall constitute a quorum; provided, however, that any action taken by the Executive Committee will require an affirmative vote of at least three (3) members of the Executive Committee.

Section 4. The Executive Committee shall meet at the call of the President. At least six (6) hours notice shall be given to the members of the Executive Committee of any meeting, provided that the Executive Committee may meet at any time, without notice, by written waiver signed by all the committee members, either before, at, or after the time stated therein. Said waiver shall be written and posted in the Minute Book of the Corporation.

Section 5. All actions of the executive Committee must be ratified by the Board at their next regular meeting in order to be effective.

## ARTICLE VIII

### FINANCE COMMITTEE

Section 1. The Finance and Loan Committee shall consist of the President, Treasurer and a maximum of Three (3) Voting Members of the Board of Directors appointed by the Executive Committee.

Section 2. The Finance Committee shall periodically review all contracts and agreements and shall approve all new contracts and agreement in excess of an amount to be determined by the Board of Directors.

Section 3. By November 1<sup>st</sup> each year, the Finance Committee shall receive a proposed budget from the Executive Director of the Corporation. The Finance Committee shall review the proposed budget and submit the proposed budget with recommended revisions to the Board of Directors for full approval no later than December 31<sup>st</sup> and shall be approved no later than December 31<sup>st</sup> of each year.

Section 4. The Finance Committee shall review and approve any and all requests or recommendations for bonuses of any employee of the company.

Section 5. The Finance Committee shall receive a monthly report that shows budget variances and will take action if needed to reallocate budgeted funds within the existing Board approved budget. Increases in the total Board approved budget must be approved by the Board.

Section 6. All actions by the Finance Committee must adhere to guidelines established by the Board of Directors.

## ARTICLE IX

### STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS

Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Director or officer reasonably believes to be in the best interests of the Corporation. A Director or officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a Director, a committee of the board of Directors of which the Director is not a member if

the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Director or officer is not liable as such to the Corporation or its members for any action taken or omitted as a Director or officer, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Article.

## ARTICLE X

### CONFLICTING INTEREST TRANSACTIONS

Section 1. As used in this Article, “conflicting interest transaction” means: A contract, transaction, or other financial relationship between the Corporation and a Director of the Corporation, or between the Corporation and a party related to a Director, or between the Corporation and an entity in which a Director of the Corporation is a Director or officer or has a financial interest.

Section 2. No loans shall be made by the Corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

Section 3. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Corporation, solely because the conflicting interest transaction involves a Director of the Corporation or a party related to a Director or an entity in which a Director of the Corporation is a Director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the Corporation’s Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director’s vote is counted for such purpose if:

(a) The material facts as to the Director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

(b) The material facts as to the Director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(c) The conflicting interest transaction is fair as to the Corporation.

Section 4. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

Section 5. For purposes of this Article, a “party related to a Director” shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, officer, or has a financial interest.

## ARTICLE XI

### INDEMNIFICATION

To the extent permitted or required by the act (as defined below) and any other applicable law, if any Director or officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or officer of the Corporation, the Corporation (i) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding.

The Corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a Director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to

the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this article, the following terms have the following meanings:

(a) *Act*. The term “act” means the Colorado Revised Nonprofit Corporation Act as it exists on the date this Article is adopted, and as the Colorado Revised Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Revised Nonprofit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Revised Nonprofit Corporation Act permitted prior to the amendment.

(b) *Director or Officer*. The term “director” or “officer” means (i) a director or officer of the Corporation and (ii) while an individual is a director or officer of the Corporation, the individual’s serving at the Corporation’s request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and (iii) any other position (not with the Corporation itself) in which a director or officer of the Corporation is serving at the request of the corporation and for which indemnification by the Corporation is permitted by the act.

(c) *Proceeding*. The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

(d) *Code*. The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

## ARTICLE XII

### CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors,

such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Unless otherwise provided by resolution adopted by the Board of Directors, the President or any Vice President may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

### ARTICLE XIII

#### FISCAL YEAR/ANNUAL MEETING

Section 1. The fiscal year of the Corporation shall be January 1<sup>st</sup> – December 31<sup>st</sup>.

Section 2. The Annual Meeting of the Corporation shall take place not more than thirty (30) days and not less than ten (10) days prior to the end of the fiscal year (December 31<sup>st</sup>).

Section 3. The annual budget for the Corporation shall be adopted prior to the commencement of the fiscal year during a meeting of the Board of Directors. Said meeting shall occur after the Annual Meeting but prior to the beginning of the fiscal year.

Section 4. The Corporation shall perform an annual audit. Said audit shall be completed and reported to the Board of Directors for adoption within four (4) months of the end of the fiscal year unless circumstances dictate an extension. Said extension shall be approved by the Board of Directors but shall not exceed six (6) months beyond the end of the fiscal year.

## ARTICLE XIV

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the Bylaws of the Corporation, a waiver thereof may be granted in the following manner by members and Directors, respectively:

Section 1. A member may waive any notice required to be given to such member by the Act or these Bylaws: (i) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the Corporation which is signed by the member entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (ii) by a member's attendance at the meeting whereby such member waives objection to lack of notice or defective notice, unless the member at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice, and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 2. Waiver of notice by a Director may be made as in paragraph 1 except under subsection (ii) the Director must not only object to holding the meeting but must also not vote for or assent to action taken at the meeting. Further, even if a Director attends or participates in a meeting, the Director does not waive any required notice if special notice was required of a particular purpose and the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

## ARTICLE XV

### AMENDMENT

The Directors or members representing at least ten (10) percent of all votes entitled to be cast on an amendment may propose an amendment for submission to the members. To be effective, any amendment must be approved by Voting Members holding a majority of the votes present at a meeting at which a quorum is present.

**ADOPTED BY THE LAKE COUNTY ECONOMIC  
DEVELOPMENT CORPORATION  
BOARD OF DIRECTORS**

**DATE:** \_\_\_\_\_

**AMENDED:** \_\_\_\_\_

**Bylaws accepted on this date:**

\_\_\_\_\_ **by**

**Signed** \_\_\_\_\_  
**President**

**Signed** \_\_\_\_\_  
**Secretary**