

BYLAWS
OF
WOODLAND CAMP
ASSOCIATION, INC.
Passed and updated 2015

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**BYLAWS
OF
WOODLAND CAMP ASSOCIATION, INC.**

Section 1. **NAME.** The name of this corporation is Woodland Camp Association, Inc. which shall be referred to herein for convenience as the “Association”.

Section 2. **PRINCIPAL OFFICE.** The principal office of the Association shall be at Woodland Camp in Harrison County, Iowa at such specific location therein as may be from time to time, designated by the Board of Directors.

Section 3. **SEAL.** The seal of the Association shall be in the form of (2) concentric circles with the words, “Woodland Camp Association, Inc.” appearing between said circles in the upper periphery and the word “Iowa” appearing in the lower periphery, or in such other form as approved by the Board of Directors.

Section 4. **FISCAL YEAR.** The fiscal year of the Association shall be that selected by the Board of Directors and having been so determined is subject to change from time to time as the Board of Directors shall determine.

**ARTICLES I AND II
PURPOSE AND POWERS**

Section 1. **PURPOSES.**

- (a) To promote pleasure, social recreation and sports activities for its members, their families and guests and to develop and maintain a recreationally oriented environment in the Woodland Camp Subdivision; a subdivision of Harrison County, Iowa as shown on the plats thereof filed with the Recorder of Deeds for Harrison County (referred to herein as the “Subdivision”)
- (b) To provide a means whereby the streets amenities, common facilities and those areas within the Subdivision designated as parks, lanes and common areas on the plats of Subdivision as well as such other recreational facilities within the Subdivision as may be conveyed to the Association or established by it, may be operated, maintained, repaired and replace; and
- (c) To provide a means for promulgation and enforcement of all regulations necessary to the governing of the use and enjoyment of such streets, parks, lanes, recreational and common facilities or areas and such facilities within the subdivision as may be conveyed to or established by the Association.

Section 2. **POWERS.**

The Association shall have power to do whatever is necessary, conducive, incidental or advisable to accomplish and promote its purposes, except carrying on a business or trade for profit for its members, and in connection therewith shall have, but shall not be limited to, the following powers:

- (a) To acquire real or personal property by gift, purchase or other means;

- (b) To own, hold, enjoy, operate, maintain, convey, sell, assign, transfer, mortgage or otherwise encumber, or dedicate for public use, any real or personal property owned by it;
- (c) To exercise the powers and functions granted to it in the recorded Declaration of Restrictions, Agreements and/or Deeds affecting;
- (d) To construct, maintain and operate recreational facilities of all kinds within the Subdivision;
- (e) To care for vacant, unimproved or unkempt lots;
- (f) To maintain, rebuild, repair, beautify and otherwise care for all streets, project parks, pedestrian easements and drainage improvements within the Subdivision not subject to maintenance by governmental authority;
- (g) To pay taxes and assessments, if any, levied by any government authority to property owned by it;
- (h) To enforce charges, easements, restrictions, covenants, conditions and agreements existing upon or created for the benefit of the real property in the Subdivision;
- (i) To appoint such committees as may be necessary to, or convenient in, the discharge of any of its obligations or powers;
- (j) To levy an annual charge upon its members and to declare the same offline against the property subject thereto in accordance with the recorder Declaration of Restrictions, Agreements and/or Deeds affecting property in this Subdivision.
- (k) To prescribe and enforce motor vehicle speed limits within the Subdivision;
- (l) To sue to collect any charges not paid and in connection therewith to foreclose any lien granted to it;
- (m) To borrow money, contract debts and issue bonds, notes and debentures, and secure the payment or performance of its obligations;
- (n) To expend its moneys for the payment and discharge of all proper costs, expenses and obligations incurred in carrying out all or any of these powers in furtherance of its purposes and objectives;
- (o) To contract for and pay any premiums for fire, casualty, liability and other insurance, including indemnity and other bonds;
- (p) To contract for and pay for maintenance, gardening, utilities, materials, supplies and services relating to property or facilities owned or operated by it and to employ personnel reasonably necessary for the administration of its affairs including legal counsel and accounts;

- (q) To do all other acts necessary or expedient for administration of its affairs and the attainment of its purposes;
- (r) To levy such dues and assessments, fines and penalties on members as may be provided in the Bylaws and Covenants and to take such action to collect or enforce the same as said Bylaws or Covenants, conditions and restrictions may authorize;
- (s) To establish rules regulating the admittance of guests and tenants into the Subdivision and the conditions upon which such persons may be permitted to use the facilities of the Association which may include use and admission fees for the extension of guest privileges;
- (t) To have and exercise all such further powers as are now or may hereafter be permitted by the General No for Profit Corporation Act of Iowa or successor acts.

**ARTICLE III
MEMBERSHIP**

Section 1. **CLASSES.** There shall be three (3) classes of membership in the Association, i.e. Members, Associate Members and Exchange Members.

Section 2. **MEMBERS.** Membership shall be appurtenant to ownership of a lot in the Subdivision and anyone who owns or becomes an owner of a lot shall, by reason of such ownership, become and hereby is made a member of the Association provided that no person or entity holding an interest in a lot as security for performance of an obligation shall be a member until fee ownership is acquired by foreclosure or otherwise, whereupon it shall become a member. "Lot" for purposes of determining membership shall mean: each numbered campsite lot (as opposed to community lots and common areas) described and set forth in the plat maps of the Subdivision recorded and to be record in the Recorder of Deeds Office for Harrison County, Iowa.

Members shall be limited to the owners of one (1) or more lots (as the same is defined herein). Only one (1) of any group of co-owners of a lot shall be a member. A lot held by a husband and wife in any form of joint ownership shall qualify the owners for one (1) membership only, to be issued in the name of and exercised by any individual identified on the deed of record.

Ownership of more than one (1) lot shall entitle the owner to all the rights and privileges of membership and shall subject such owner to all the liabilities and duties attendant upon ownership of such lot separately, provided, however, that the corporation may issue a single certificate or other evidence of membership relating to all lots owned by a member; and provided further, that the owner of more than one (1) lot shall be considered as a single member for purposes of notice and determination of associate memberships.

Only members in good standing not owing any money to Woodland Camp shall be entitled to vote in the affairs of the Association. One (1) lot equals one (1) vote by either primary deed owner(s). Two (2) or more lots owned by a member(s) will be allowed two (2) votes and **NO MORE THAN TWO (2) VOTES**. Either the first or second deed holder can vote or share the votes with one (1) vote each.

Section 3. **ASSOCIATE MEMBERS.** The following shall be entitled to associate membership in the Association:

- (i) Co-owners of any lot,
- (ii) The spouse and/or children of member who also have the same residence as the member;

Persons qualifying under more than one (1) of the above categories shall, nevertheless, be entitled to only a single associate membership. Associate members shall have no vote or right to notice of any meeting, regular or special. Associate members shall be required to pay an annual charge but shall be entitled to enjoy all the other privileges of membership, subject, however, to their observance of all rules and regulations governing the conduct of members.

Associate membership shall cease automatically upon termination of the status giving rise to such membership.

Section 4. **EXCHANGE MEMBERS.** Any member or associate member in good standing of any similar non-profit corporation composed of lot owners in another recreational subdivision similar to the Subdivision which by agreement with this corporation offers reciprocal exchange membership privilege of a comparable nature to the members of this Association to use the facilities of such other subdivision shall be Exchange Members and shall be entitled to the privileges of such membership upon establishing – the requisite eligibility.

Exchange Members shall have no vote or right to participate in the management of the Association but shall have the privilege of using the property and facilities of the Association the same as members, subject to the rules, regulations, and use charges applicable to members. Exchange Members shall not be required to pay annual assessments or membership fees.

Section 5. **PRIVILEGES.** All members and guests may use Woodland Camp facilities from time to time, but must obey the Bylaws and Covenants. Members must maintain their own lots and are responsible and liable for all members and guests including liability.

Section 6. **TAX SALE LOTS.** (Dues should be assessed if the lots are being used.) It is the responsibility of the person whose name is on the tax certificate to inform the Board of Directors when a warranty deed has been acquired. It is also the responsibility of the person to inform the Board of Directors should the previous owner reclaim their property. All restrictions of Harrison County at time of tax sale are also the certificate holder's responsibility. Eligibility for voting rights and use of property commence with acquisition of a warranty deed.

Section 7. **SUSPENSION OF PRIVILEGES OF MEMBERSHIP.** Notwithstanding any other provision contained herein, the Board of Directors of the Association shall have the right to suspend the voting rights, (if any) and the right to use the facilities of the Association of any member or associate member for the following reasons:

- (i) For any period during which any assessment or charges (including fines if any assessed under Paragraph 10 of the restrictions in the Covenants,) owed by the member or associate member remain unpaid; and
- (ii) During the period of any continuing violation of the restrictive Covenants for the Subdivision after the existence of the violation shall have been declared by the Board of Directors of the Association and

- (iii) While any utility assessments rendered to the member shall remain unpaid, or because of any violation of the Bylaws or Regulations of the Association.

**ARTICLE IV
EVIDENCE OF MEMBERSHIP AND TRANSFER**

Section 1. **MEMBERSHIP CARDS.** Cards shall be issued to members only. They shall be in such form as the Board of Directors shall designate and shall be issued over the signature of the President or Vice President. A ledger book shall be maintained in which shall be shown the name of the member, date of coverage, the block and lot numbers and the Camp Coast to Coast identification number.

Section 2. **TRANSFER.** Membership in the Association is transferable only upon the conveyance of the lot giving rise to such membership and any other attempted transfer or assignment of membership shall be null and void. Transfers of record which occur by reason of the conveyance of any lot subsequent to the initial conveyance shall be subject to a fee of Twenty-five Dollars (\$25) payable to the Association and to the payment of all indebtedness to the Association of the member whose membership is transferred.

Section 3. **ISSUANCE.** Members shall be entitled to exercise all the rights and privileges of membership and they shall be subject to all of the obligations and liabilities thereof, with the actual issuance and possession of membership card; provided, however, that the Association shall incur no liability for failure to give adequate notice to members not of record.

**ARTICLE V
MEETINGS OF MEMBERS**

Section 1. **MEETINGS.** Meetings will be conducted according to Roberts Rules of Order.

Section 2. **PLACE OF MEETINGS.** Any meeting of members of the Association shall be held in Woodland Camp, Harrison County, Iowa at such particular place therein as stated in the notice of such meeting.

Section 3. **ANNUAL MEETING.** The annual meeting of the members of the Association for the election of Directors whose terms have expired and for the transaction of such other business as may properly come before the meeting shall be held on the second Saturday of September at Woodland Camp, Harrison County, Iowa and at such hour as shall be determined by the Board of Directors.

Written notice of each annual meeting shall be given to each member entitled to vote thereat, by regular mail, charges prepaid, addressed to such member at his record address appearing on the books of the Association, not more than thirty (30) days or less than five (5) days before each annual meeting and shall specify the place, the date and the hour of such meeting, and shall also state the general nature of the business or proposal to be considered or acted upon at such meeting

Section 4. **REGULAR MEETINGS.** Regular meetings will be held May through August and October at Woodland Camp, Harrison County, Iowa to conduct general camp business. The time will be determined by the Board of Directors.

Section 5. **SPECIAL MEETINGS.** Special meetings of the members for any purpose of purposes whatsoever may be called at any time by the President, or by a majority of the Board of Directors, or by one or more members holding not less than twenty-five percent (25%) of the votes of the entire membership of the

Association. Except in special cases where other express provision is made by a statute ten (10) days written notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify, in addition to the place, date and hour of such meeting, the general nature of the business to be transacted.

Section 6. **ADJOURNED MEETINGS AND NOTICE THEREOF.** Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes of the members either present in person, but in the absence of a quorum no other business may be transacted by any such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken.

Section 7. **QUORUM.** The presence at any meeting, in person of the holders of twenty-five (25) members of the votes of the membership shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding withdrawal of enough members to leave less than a quorum.

If any meeting, annual or special, cannot be held for lack of a quorum, the voting members present in person, may, except as otherwise provided by law, adjourn the meeting to a time not less than one (1) hour nor more than thirty (30) days from the time the original meeting was called at which meeting the quorum requirement shall be reduced to presence, in person by ten percent (10%) of the votes of the entire membership.

Section 7a. **QUORUM.** A legal quorum for the transaction of business at any meeting shall be defined as a minimum of twenty-five members in good standing.

If any meeting, annual or special, cannot be held for lack of a quorum, the voting members present in person, may except as otherwise provided by law, adjourn the meeting to a time not less than one (1) hour nor more than thirty (30) days from the time the original meeting was called. Members shall be notified if the meeting is set for another date.

Section 8. **VOTING.** Except as otherwise provided by law, only those members whose names stand on the records of the Association on the record date, fixed as provided in **Article IX, Section 1**, if these Bylaws, shall be entitled to vote at any meeting of members. Such vote may be "via voice" or by ballot, provided, however, that all elections for Directors must be by ballot upon demand by a member at any election and before the voting begins. Unless otherwise provided herein, each member is entitled to one vote for each lot owned not to exceed more than two (2) votes per member. New members may vote if dues and assessments, etc. are paid by September 1.

Section 9. **ACTION WITHOUT MEETING.** Any action, except as otherwise provided by law, which, under the applicable provision of law, may be taken at a meeting of the members without a meeting if authorized in writing by all of the members who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Association.

Section 10. **ACTIONS ON MOTIONS.** Any motion made by a member, at one (1) meeting will be voted on at the next meeting after motion has been put in newsletter. The member making the motion must be in good standing and be present at both meetings.

Section 11. **ABSENTEE BALLOTS.** Each voting member entitled to vote shall have the right to do so either in person or by an absentee ballot obtained from the election committee chairperson by request only. The request for the Absentee ballot **will** be recorded and sent to the voting member with a pre-addressed envelope of the election committee chairpersons' return address and a second envelope to contain the official ballot. The voting member is to mark the ballot as instructed, put the ballot inside the pre-addressed envelope with the members return address, block and lot number on the outside of the envelope.

Upon receipt, the election committee will verify this voting member to be in good standing and record the member as voting. The second envelope will be removed containing the ballot and placed in the ballot box to be opened and counted with the rest of the ballots on the election day. Only requested absentee ballots will be regarded as legal absentee ballots. If a voting member is not in good standing the ballot will not be counted.

MEMBERS IN GOOD STANDING. A member paying according to billing terms and having no balance past due according to **Article VIII, Section 1 (Revision)**.

ARTICLE VI DIRECTORS

Section 1. **POWERS.** Subject to any limitations of the Articles of Incorporation, or these Bylaws, and of the applicable laws of Iowa, all corporate powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared the directors shall have the following powers:

- (a) To select and remove all officers, agents and employees of the Association and prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws.
- (b) To conduct, manage and control the affairs and business of the Association and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or these Bylaws, as they may deem best;
- (c) To change the principal office for the transaction of business of the Association from one location to another within the same county, as provided in **Article 1. Section 2.** hereof; to designate the place for the holding of any members' meeting or meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of membership certificates and/or membership identification cards, from time to time, as in their judgement they may deem best;
- (d) To take such steps as may be necessary to implement any of the powers of the Association provided in Article II. Section 2. hereof; and
- (e) To appoint an Executive Committee and other committees, and to delegate such Executive Committee any of the powers and authority of the Board in the management of the business and

affairs of the Association except the power to adopt, amend or repeal Bylaws. Any such Executive Committee shall be composed of two (2) or more directors.

Section 2. **NUMBER AND QUALIFICATION.** The number of directors to the Association shall be nine (9) until changed by an amendment of the Articles of Incorporation. To be eligible for election as a director one must only be a member in good standing.

Section 3. **ELECTION AND TERM OF OFFICE.** At each annual meeting of members the directors shall be elected by the members for terms of two (2) years; provided, however, that if for any reason any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of members held for that purpose. Directors shall hold office until their respective successors are duly elected.

Section 4. **VACANCIES.** Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or special meeting of the members.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case to the death, resignation, or removal of any director, or if the authorized number of directors be increased, or if the members fail at any annual or special meeting of members at which any director or director are elected to elect the full authorized number of directors to be voted for at that meeting, or if a vacancy is declared by the Board of Directors for any reason permitted by law.

The members may elect a director of directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board or the members shall have power to elect a successor, pursuant to the provisions thereof, to take office when the resignation is to become effective.

No reduction of the number of directors authorized by the Articles of Incorporation shall have the effect of removing any director from office prior to the expiration of that director's term.

Section 5. **REGULAR MEETINGS.** Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers of the Association and the transaction of other business. Call and notice of such meeting are hereby dispensed with. The Board of Directors may provide by resolution for the holding of additional regular meetings at such time and place as the Board may choose without other notice than such resolution.

Section 6. **SPECIAL MEETINGS.** Special meetings of the Board of Directors for any purpose or purposes may be held at any time upon call by the President or, if absent or unable or refuses to act, by any Vice President or by any two (2) directors.

Such meetings may be held at any place designated from time to time by resolution of the Board or by written consent of all members of the Board.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by ordinary mail or other form of written communication, charges prepaid, addressed to the Board Members address as it is shown upon the records of the Association. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in

which the principal office of the Association is located at least forty-eight (45) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall constitute due, legal and personal notice to each director.

Section 7. **WAIVER OF NOTICE.** The transactions of any meeting of the Board of Directors, however, called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present, signs a written waiver of notice or a consent to holding such meeting or an approval of the Minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

Section 8. **QUORUM.** A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.

Section 9. **ADJOURNMENT AND NOTICE.** A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any director; meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

ARTICLE VII OFFICERS

Section 1. **GENERAL.** The officers of the Association shall be a President, one (1) or more Vice Presidents, a Secretary and a Treasurer, and each of them shall be elevated by the Board of Directors. Officers, other than the President, need not be directors. One person may hold two (2) or more offices, except those of President and Secretary. Each officer shall hold his/her office for their term on the Board or until resignation or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified; provided, that officers may be appointed at any time by the Board of Directors for the purpose of initially filling an office or filling a newly created or vacant office. Any member of the Board of Directors missing more than three (3) consecutive meetings will result in automatic resignation from the Board.

Section 2. **REMOVAL AND RESIGNATIONS.** Any officer may be removed, either with or without cause, by a majority of the directors in office at the time, at any regular or special meeting of the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. **VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to each office.

Section 4. **PRESIDENT.** The President who shall be chosen from the Board of Directors, shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board of Directors have general supervision, direction and control of the business and officers of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President shall be an “Ex officio” member of all standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a Corporation and such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5. **VICE PRESIDENT.** In the absence or disability of the President, the Vice President in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such duties as may be prescribed for them respectively by the Board of Directors, the President or these Bylaws.

Section 6. **SECRETARY.** The Secretary shall keep or cause to be kept, in any form permitted by law, at the principal office or such other place as the Board of Directors may order, a book of Minutes of all meetings of directors and members, or a duplicate thereof, with the time and place of holding whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors meetings, the number of members present or represented at members meetings, and the proceedings thereof.

The Secretary shall keep or cause to be kept, in any form permitted by law, at the principal office or such other place as the Board of Directors may order, a membership register, or a duplicate thereof, showing the names to the members and their addresses, the description and number of their Block and Lot(s).

The Secretary shall give or cause to be given, notice of all the meetings of the members and of the Board of Directors required by these Bylaws or Bylaw to be given, and shall keep the seal of the Association in safe custody, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors, the President or these Bylaws.

Section 7. **TREASURER.** The Treasurer shall cause to be kept and maintained by a non-member bonded bookkeeper, adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains or losses. The books of account shall be at all times open to inspection by any director.

The Bookkeeper shall deposit all moneys and other valuable in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The bookkeeper shall disburse the funds of the Association as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, and account of all transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or these Bylaws.

ARTICLE VIII ANNUAL ASSESSMENT

Section 1. **GENERAL.** In each fiscal year the Board of Directors shall consider the current and future financial needs of the Association, including reasonable reserves, and, in light of those need, shall fix by resolution the amount of the annual assessment to be levied against each lot in the Subdivision, which amount

shall be a debt of the owner thereof at the time such resolution is adopted. In order to vote at the Annual Board of Directors Election dues and assessments plus interest must be paid by September 1 of the current fiscal year.

Section 2. **AMOUNT.** The annual assessment to be so levied shall be limited to no more than One Hundred Dollars (\$100) until a higher limit is approved by vote of the members at an annual or special meeting of the members. Each additional lot will be assessed on half (1/2) the assessment fees unless it is being used as a full lot with a trailer.

Section 3. **YEARLY DUES AND ASSESSMENTS.** Dues and Assessments are billed October 1 and due April 1 and delinquent April 15. You will be keyed out after that date. After October 1 legal action will be taken.

Section 4. **NOTICE.** The Treasurer or bookkeeper shall mail to each member, at such member's record address written notice of any annual assessment and the time and manner for payment thereof as determined by the Board. All assessments will become due and payable on the date established for payment by the resolution of the Board of Directors, as a prerequisite for voting.

Section 5. **LIEN.** The amount of such annual assessment, if not paid when due, plus any other charges thereon such as interest when delinquent and costs of collection (including attorney's fees), if any, shall constitute and become a lien on the lot so assessed and the Board of Directors may cause to be recorded with the Recorder of Deeds Office for Harrison County, Iowa a notice of the assessment lien which shall state the amount of such assessment lien, a description of the lot or other real property which has been assessed, and the name of the record owner thereof. Such notice shall be signed by the President/Treasurer of the Association on behalf of the Association. Upon payment of said assessment and charges in connection with which such notice has been so recorded, or other satisfaction thereof, the Board of Directors shall cause to be recorded a further notice stating the satisfaction and the release of the lien thereof.

Section 6. **PROPERTY OF LIEN.** Such lien shall be prior to all other liens recorded subsequent to said notice of assessment.

Section 7. **LIEN ENFORCEMENT.** The lien provided for herein may be enforced by the Association, its attorney or other person authorized by it after failure of the responsible party to pay the annual assessment in any manner permitted by the Laws of Iowa.

ARTICLE IX MISCELLANEOUS

Section 1. **RECORD DATE.** The Board of Directors may by resolution fix a time in the future as a record date for the determination of the members entitled to notice of and to vote at any meeting of members. The record date so fixed shall not be more than thirty (30) days prior to the date of the meeting. When a record date is so fixed, only members of record on that date shall be entitled to notice of and to vote at the meeting, notwithstanding any transfer of or issuance of membership certificates on the books of the Association after the record date.

Section 2. **INSPECTION OF RECORDS.** The membership register or duplicate membership register, the books of account and Minutes of proceedings of the members, and the Board of Directors and the Executive

Committee, if any, shall be open to inspection upon the written demand of any member at any reasonable time and for a purpose reasonably related to their interests as a member.

Section 3. **CHECKS AND DRAFTS.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as from time to time, shall be determined by resolution of the Board of Directors.

Section 4. **ANNUAL ACCOUNTING.** An annual report and account, including a statement of income and disbursements, shall be sent to the members not later than sixty (60) days after the closing October 15 of Woodland Camp Association.

Section 5. **EXECUTION OF CONTRACTS.** The Board of Directors, except as may be otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument of document in the name of and on behalf of the Association and such authority may be general or confined to specific instance. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts, promissory notes and other corporate instruments of documents requiring the corporate seal, shall be executed, signed or endorsed by the President (or any Vice President) and by the Secretary (or any Assistant Secretary) or the Treasurer.

Section 6. **LIMITATION OF POWERS.** The Association shall not mortgage or convey any of its real property without the prior affirmative vote or written consent of members.

The Association shall have no power to levy assessments on any property other than lots.

Section 7. **INSPECTION OF BYLAWS.** The Association shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the member's at all reasonable times.

ARTICLE X AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws adopted by the affirmative vote of a majority of the members in good standing represented in person at an annual, regular or special meeting of members, provided that no provision of these Bylaws establishing a maximum voting requirement for a purpose may be amended or repealed by a lesser number of votes.