

By-Laws of the Lake Charlevoix Association

(as last amended June 28, 2019)

ARTICLE I -PURPOSES

Section I

The Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the creation of a fund, the future contributions, principal and income of which shall be used solely for charitable purposes that qualify under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code and for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section.

Section 2

Without in any way limiting or restricting the generality of the foregoing and without enlarging or extending the same to include therein any uses or purposes other than such as are now or may hereafter be considered or held to be proper for exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code but rather an illustration and explanation thereof, the funds of the Association shall be held for the following uses:

- A. To aid in the formation and establishment of local policies and practices designed to conserve, restore, protect and regulate the natural resources of Lake Charlevoix; however, political activity is expressly forbidden;
- B. To furnish timely information with respect to the maintenance, preservation and development of Lake Charlevoix;
- C. To aid in the control and prevention of water pollution and to otherwise improve the condition of the water for recreational purposes;
- D. To raise the level of awareness of the public about environmentally significant activities affecting Lake Charlevoix;
- E. To provide programs and to educate the public in the area of water safety;
- F. To provide and promote programs for the protection of the Lake Charlevoix watershed;
- G. To aid in scientific research for the control of pollution; to publish the results of such research and to make any such publications available to the interested public.

Section 3

Should any of the above listed activities be or become non-qualifying purposes under Section 501(c)(3) of the Internal Revenue Code, then said activity of the Association shall immediately cease and no longer qualify for distributions from association funds.

ARTICLE II -MEMBERSHIP

Section 1

Regular membership is open to anyone interested in achieving the purposes of this organization.

Section 2

Each paid membership is entitled to one vote.

Section 3

Honorary members may be designated by the Board of Directors. They shall not pay dues, shall have no votes and shall not hold office.

ARTICLE III -BOARD OF DIRECTORS

Section 1

The Board of Directors shall consist of President, First Vice President, Second Vice President, Secretary, Treasurer, and four (4) Board Members.

Section 2

The term of office for each Director shall be three (3) years. Terms shall be staggered so that three Directors will be elected each year.

Section 3

Directors shall be elected by majority vote of the members present at the Annual Meeting.

Section 4

In the event a Director cannot complete the term of office, the Board of Directors may fill the vacancy until the term is completed provided the new Director is a member in good standing. The new Director shall be elected by a majority vote of the Board.

Section 5

Five (5) Directors shall constitute a quorum at the Board of Directors' Meetings.

Section 6

At the expiration of the term of office, a Board Member may stand for re- election.

Section 7

If a Board Member misses three (3) meetings without selecting an alternate or without an excused absence, the Board Member may be asked to resign and may be replaced by the Board.

ARTICLE IV –OFFICERS

Section 1

The officers of the Lake Charlevoix Association shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 2

Officers shall be elected at the first meeting of the Board of Directors following the Annual Meeting. They shall take office immediately and serve until the first meeting of the Board following the next Annual Meeting.

ARTICLE V -DUTIES OF THE OFFICERS

Section 1

The President shall preside at all meetings of the Association and Board of Directors. He shall appoint committees as required by the Board of Directors. He shall prepare an agenda prior to each meeting of the Board of Directors. He shall be responsible for the timely accomplishment of work undertaken by the Board of Directors and the various committees.

Section 2

When the President is absent the First Vice President shall assume the duties of the President.

Section 3

Duties of the Treasurer shall be:

- A. Receive dues and other moneys
- B. Keep records in accordance with sound bookkeeping practices
- C. Make disbursements as directed by the Board of Directors

D. Report the financial condition of the Association to the membership at the Annual Meeting and at each meeting of the Board of Directors.

Section 4

Duties of the Secretary shall be:

A. Inform the membership of the Annual Meetings and Board Members of the Board Meetings

B. Keep minutes of the meetings

C. Be responsible for correspondence pursuant to the business of the Lake Charlevoix Association

D. Send minutes of the Board meetings to each member of the Board of Directors

E. Release information to news media at the discretion of the Board of Directors.

ARTICLE VI -COMMITTEES

Section 1

The President shall appoint standing and ad hoc committees to carry out the needs of the membership.

Section 2

The Nominating Committee is to be appointed by the President. This committee is to compile a slate of Lake Charlevoix Association members who will be willing to serve on the Board of Directors.

ARTICLE VII -MEETINGS

Section 1

The Annual Meeting shall be held at such time and place as approved by the Board of Directors provided it is held between June 1 and September 1. A fifteen-day advance notice shall be sent to all members.

Section 2

The Board of Directors shall meet at least twice annually, at times and places to be fixed by the Board. Special meetings may be called by the President or by any three (3) Directors. The Secretary shall mail a notice of such meeting to each Director at least five (5) days before such meeting and such notice shall state the time, place and purpose of the meeting.

The Quorum shall consist of a minimum of five (5) voting members at the special meeting.

If the requirements of a specific issue do not permit mailing a notice of meeting at five (5) days before such meeting, this five (5) day requirement to mail notice of meeting may be waived, providing that a quorum of directors are in agreement as to the need for such meeting. "The quorum shall consist of a minimum of five (5) voting members at the special meeting. Meetings called without mailing notice of meeting (5) days before such meeting shall be limited to the specific issue for which the Special Meeting has been called. Discussion of action of all other issues will be deferred to the next regularly called meeting.

Section 3

Conduct of all meetings shall follow Robert's Rules of Order.

ARTICLE VIII -VOTING

Section 1

The method of voting shall be designated by the President.

Section 2

Majority vote shall prevail with the following exceptions:

A. Changes, deletions or additions to the By-laws shall require two- thirds majority vote of the members present at the Annual Meeting.

B. A vote by mail, if approved by the Board of Directors, may be substituted for the Annual Meeting.

C. Duly authorized proxy votes shall be honored at the Annual Meeting.

D. Each paid membership is entitled to one vote.

ARTICLE IX -FINANCES

Section 1

Changes (if any) to annual dues shall be set by a majority vote of the members present at the Annual Meeting.

Section 2

The fiscal year of the Association shall cover the period from January 1 through December 31.

Section 3

The treasurer's annual report shall be reviewed by another board member and approved by the Board of Directors prior to presentation to the membership at the Annual Meeting.

ARTICLE X -INDEMNIFICATION

Section 1

The corporation shall indemnify any person, the fullest extent permitted by Michigan law, against expenses including attorney fees, Judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with any action, suit or proceeding brought or threatened against such person by reason of the fact that the person is or was a director , officer, employee or agent of the Corporation. This right of indemnification shall continue as to a person who ceases to be a director, officer or agent of the Corporation.

ARTICLE XI -LIMITATION OF LIABILITY

Section 1

A volunteer Director of the Corporation is not personally liable to the Corporation or its shareholders or members for monetary damages for a breach of the Director's fiduciary duty. However, this provision shall not eliminate or limit the liability of a Director for any of the following:

- A. A breach of the Director's duty of loyalty to the Corporation or its' shareholders or members.
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law.
- C. A violation of Section 551(1).
- D. A transaction from which the director derived an improper personal benefit.
- E. An act or omission occurring before the date this document is filed.
- F. An act or omission that is grossly negligent.

ARTICLE XII -PURPOSES

Section 1

The Corporation assumes all liability to any person other than the Corporation, its' shareholders, or its' members for all acts or omissions of a volunteer Director occurring on or after the date this document is filed.