

BYLAWS OF THE BLACK LAKE ASSOCIATION

Mission Statement: The mission of the Black Lake Association is to monitor Black Lake for environmental and ecological changes and to promote activities which will enhance water quality, fishing, boating, safe navigation, swimming and all activities enjoyed by the users of Black Lake.

ARTICLE I OFFICES

1.01 *Principal Office.* The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

ARTICLE II MEMBERS

2.01 *Eligibility for Membership.* To be eligible for membership in the Association, an individual must satisfy the following requirements:

1. Dues must be paid.
2. The proposed member must agree to abide by the Mission Statement and rules and regulations of the Association.

2.02 *Membership Dues.* The board of directors shall establish the initial and annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the board of directors.

2.03 *Termination of Membership.* Membership may be terminated by the board of directors on the occurrence of any of the following events:

- (a) Failure to pay dues within 90 days after written notice of payment due.
- (b) Failure to satisfy the requirements of section 2.01 of this article.

2.04 *Annual Meeting.* The annual meeting of the members shall be held within 12 months from the date of approval of these bylaws and every year thereafter on a date, time and place to be set by the Board of Directors. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

2.05 *Special Meetings.* Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members.

2.06 *Place of Meetings.* All membership meetings shall be held at the corporation's principal office or at any other place determined by the board of directors and stated in the notice of the meeting.

2.07 *Notice of Meetings.* Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 30 days before the date of the meeting. Notice shall be given either personally, email or regular mail to each member of record entitled to vote at the meeting at his or her last email or postal address as it appears on the books of the corporation. Alternatively, notice may be published in the corporation's newsletter, provided that the newsletter is published at least annually and is mailed to the members entitled to vote at the meeting not less than 30 days before the date of the meeting.

2.08 *Record Dates.* The board of directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 60 days nor less than 10 days before the date of the meeting or any other action.

2.09 *List of Members.* The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be available at the time and place of the membership meeting, be subject to inspection and verification upon the request of a member to the President, Secretary and /or Membership Chairperson during the whole time of the meeting, and be prima facie evidence of the members entitled to request an examination of the list or vote at the meeting.

2.10 *Quorum.* Unless a greater or lesser quorum is required by statute, fifty (50) members present in person or by proxy shall constitute a quorum at the annual meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

2.11 *Proxies.* A member entitled to vote at a membership meeting may authorize other persons to act for the member by proxy as allowed by the Board. All members may submit a proxy to the President for purposes of establishing a quorum for the annual meeting. A proxy shall be signed by the member and shall not be valid after the expiration of 180 days, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

2.12 *Voting.* Each member named on a membership card (limit 2) is entitled to one vote on each matter submitted to a vote. Business or organizational members are

entitled to one vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

2.13 *Meeting by Telephone or Similar Equipment.* A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other, if feasible and approved by the Board. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE III BOARD

3.01 *General Powers.* The business, property, and affairs of the corporation shall be managed by the board of directors.

3.02 *Number.* There shall be not *less than three nor more than 9 directors* on the board as shall be fixed from time to time by the board of directors. The number of Directors may be increased or decreased by amendment to these bylaws in the manner set forth herein: provided, however, that when the number of Directors is decreased by such an amendment, each Director then in office shall continue to serve until expiration of his/her term or until his/her death, resignation, or removal, whichever occurs first.

3.03 *Tenure.* At the first Annual membership meeting there shall be chosen from the qualified membership, three (3) persons to serve as members of the Board of Directors, each of whose terms shall expire at the end of three (3) years. Three (3) persons shall be chosen, each of whose terms shall expire at the end of two (2) years. Three (3) persons shall be chosen each of whose terms shall expire at the end of one (1) year. Thereafter, at each subsequent annual meeting, there shall be chosen from the qualified management, three (3) Board members each of whose terms shall expire at the end of three (3) years. All elected Board Members will continue to serve until the next successive Annual Board meeting of their last designated term whether or not the Annual Meeting date is moved causing the last year in office to be equal to, less than or greater than a calendar year. All Board Members shall be elected by a plurality of the votes cast at the Annual Meeting.

3.04 *Resignation.* Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

3.05 *Removal.* Any director may be removed with cause by the remaining directors on the board. Automatic removal from office shall occur if a Director or Officer misses three consecutive Board meetings within one term of office. The Board of Directors may give a Director or Officer a leave of absence, thus preventing such removal from office.

Removal for cause includes but is not limited to:

- Misappropriation of Association funds
- Countermanding a Board or Membership vote without due cause
- Entering into contractual agreements without prior Board approval without due cause
- Intentional misrepresentation of facts and information to the Board, Association, or community
- Lapse of membership dues
- Any other conduct unbecoming an Officer or Director or such conduct which could bring the Association into disrepute in the community

3.06 *Board Vacancies.* A vacancy on the board may be filled with a person selected by the remaining directors of the board, provided that person is eligible to serve pursuant to MCL 450.2514.

3.07 *Annual Meeting.* An annual meeting of the Board shall be held each year, prior or in conjunction with the Annual Meeting of the Membership. If the Annual Meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

3.08 *Regular Meetings.* Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

3.09 *Special Meetings.* *Special meetings of the board may be called by the president or any three directors at a time* and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

3.10 *Statement of Purpose.* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

3.11 *Waiver of Notice.* The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.12 *Meeting by Telephone or Similar Equipment.* A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.13 *Quorum.* A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

3.14 *Consent to Corporate Actions.* Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE IV COMMITTEES

4.01 *General Powers.* The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee shall have one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of organization;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or
- (f) terminate memberships.

4.02 *Meetings.* Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

4.03 *Consent to Committee Actions.* Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V OFFICERS

5.01 *Number.* The officers of the corporation shall be appointed by the board by majority vote of a quorum of the Board at the next Board meeting following the Annual membership meeting. The officers shall be a president, vice president, secretary, membership chairperson and treasurer. There may also be a chairperson, trustee, and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

5.02 *Term of Office.* Each officer shall hold office for one year and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 *Removal.* An officer appointed by the board may be removed with or without cause by vote of a majority of the board. If the officer is also a director on the Board, his or her removal as officer does not effect his or her standing as director unless a separate motion removing the director is held.

5.04 *Vacancies.* A vacancy in any office for any reason may be filled by the board.

5.05 *President/Chairperson.* The president shall be a member of the Board of Directors and the chief executive officer of the Association. The President shall serve at the direction of the Board. The President shall preside at all meetings of the Board and of the general membership. The president shall co-sign, with the Treasurer, all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject,

however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation. The President shall submit a report on the operation of the Association to the members at each Annual meeting and in the Association newsletter. The office of President shall be for a one year term. The President is eligible to receive an annual honorarium at the discretion of the Board.

5.06 *Vice President.* The vice president shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

5.07 *Secretary.* The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; and (d) keep a current and accurate record of the membership and perform all duties incident to the office and other duties assigned by the president or the board. The Secretary is eligible to receive an annual honorarium at the discretion of the Board.

5.08 *Treasurer.* The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board. The Treasurer is eligible to receive an annual honorarium at the discretion of the Board.

5.09 *Membership Chairperson.* The Membership Chairperson shall coordinate the activities of the Association for recruitment and retention of members. The Membership Chairperson is responsible for staffing the Beach Representative Committee and providing information and procedures to assist their function. The Membership Chairperson shall assist the Secretary in keeping a register of the names and addresses of each member, officer and director and perform all duties incident to the office and other duties assigned by the President or Board.

ARTICLE VI CORPORATE DOCUMENT PROCEDURE

No corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws. The President and Treasurer may, as joint signatories only, execute in the name of the Black Lake Association all contracts, agreements and other obligations of the Association subject to the authorization of the Board.

ARTICLE VII INDEMNIFICATION

7.01 *Nonderivative Actions.* Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding related to their performance of any duty under these bylaws. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the Association, or who was or is serving at the request of the Association as a director, officer or Trustee. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful. Any member seeking indemnification under this section must notify, as soon as reasonably possible, the President/Chairperson or other Director of the Association of the existence of the action and must appear before the Board as directed to disclose the full extent of the facts and circumstances of the claim known to the member. Should the member not provide full and truthful disclosure of all the relevant facts and circumstances of the claim or action, the member will be barred from seeking indemnification under these bylaws.

7.02 *Derivative Actions.* Subject to all of the provisions of this article, the Association shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director, officer or Trustee of the Association or (b) the person was or is serving at the request of the corporation as a director, officer or Trustee. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its members. However, indemnification shall not be made for any claim, issue, or

matter in which the person has been found liable to the Association unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper. Any member seeking indemnification under this section must notify, as soon as reasonably possible, the President/Chairperson or other Director of the Association of the existence of the action and must appear before the Board as directed to disclose the full extent of the facts and circumstances of the claim known to the member. Should the member not be provide full and truthful disclosure of all the relevant facts and circumstances of the claim or action, the member will be barred from seeking indemnification under these bylaws.

7.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article. The notice provisions of Article 7.02 and 7.03 also apply to this article.

7.04 Contract Right; Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director, officer or Trustee as an employee or agent of the Association as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the Association shall have no obligation under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.05 Determination That Indemnification Is Proper. Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the Association only as authorized in the specific case. The Association must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. The determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.

7.12 *Changes in Michigan Law.* If there are any changes in the Michigan statutory provisions applicable to the Association and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the Association to provide broader indemnification rights than the provisions permitted the Association to provide before the change.

ARTICLE VIII
FISCAL YEAR


The fiscal year of the Association shall end 12 months from the date of the adoption of these bylaws or on any other date voted upon at the first meeting of the Board of Directors.

ARTICLE IX
AMENDMENTS


If required by law, upon 30 days notice to the membership, these bylaws may be amended by a two-thirds vote of a quorum of the members present at the annual meeting, unless the only way to meet the legal requirement requires this to be done at a regular meeting.

These bylaws have been adopted on this date by a majority vote of a quorum of the membership present at the Annual Meeting held on July 12, 2016 which authorized the then acting Black Lake Association Board members to affix their signatures below:

Dated: 9-12-16


Brett Trapanier - Pres. & T


Cindy Trapanier - Treasurer


Linda Smith




Roger Schroy V.P.

