

The Long Lake Association, Inc.
CONSTITUTION – BY-LAWS
2004 Edition

CONSTITUTION

Article 1 Entity

Section 1. CORPORATE NAME

This Association, located in Long Lake and Green Lake Townships of Grand Traverse County, Michigan, was incorporated September 20, 1958 under P.A. 327 of 1931, as amended, as the Long Lake Association, Inc., a non-profit corporation.

Section 2. ADDRESS

The postal address and the Registered Office Address are recorded, and kept up to date as part of Article XII of the By-Laws (Appendix).

Article II Objectives

1. To preserve Long Lake as a natural resource and recreational area through protection and prudent use of its environs.
2. To be on guard for the health, welfare and safety of the resident community.
3. To be alert to the best interests of the membership in fiscal, economic and civic matters such as taxation, zoning, developments affecting property rights and values, pending legislation, law enforcement, etc.
4. To serve as a responsible citizen of the community.
5. To do any and all things lawful as a non-profit corporation in the furtherance of these objectives.
6. To re-affirm the ethical principle established in the 1953 organization of this Association, that individual rights should be enjoyed and protected without trespassing on the rights of others.

Article III Membership

Riparian property owners on Long, Mickey and Ruth Lakes, together with other residents of Long Lake and Green Lake Townships who have an interest in the objectives of this Association are eligible for voluntary membership.

Article IV Organization

Section 1. The management and operation of this Corporation shall be vested in a governing board of twelve (12) members, consisting of eleven (11) who are to be elected, plus the immediate Past President.

Section 2. Those to be elected shall consist of a President, a Vice-President and nine (9) Directors, elected as prescribed in Article VI, Section 5 and 6 of the By-Laws.

Section 3. The management may be augmented by the appointment of other officers and committee chairpersons by the President, subject to the confirmation of the Board and responsible to the Board.

BY-LAWS

Article 1 Membership

There shall be one class of membership known as Active Members, who shall be those eligible under Article III of the Constitution who are paid up-to-date on all dues and assessments.

Article II Fiscal Year

Section 1. The fiscal year shall be September 1 through August 31, which shall determine the term of office for all elected Directors and Officers, and appointed officers and committees.

Section 2. All Annual Reports, including the Treasurer's Report, shall be rendered on the fiscal year basis.

Article III Dues and Assessments

Section 1. DUES

- a. Dues shall be determined by the Board of Directors and approved by a vote of the membership. A simple majority of the total votes cast by ballots shall determine the outcome of the vote.
- b. Dues are payable in advance of the beginning of the fiscal year.

Section 2. ASSESSMENTS

- a. Assessments shall be determined by the Board of Directors and approved by a vote of the membership. A simple majority of the total votes cast by ballots shall determine the outcome of the vote.

Article IV Meetings of the Association

Section 1. ANNUAL MEETING

- a. The Annual Meeting of the Association shall be a formal meeting held each year during the month of August, at a time and place to be determined by the Board.
- b. The purpose of this Meeting is to receive and approve reports from the President, Secretary, Treasurer, and all active Committees; to elect Officers and Directors for the coming year (see Article VI) and to consider any other business that may properly come before the Meeting.
- c. Written notice of the Meeting giving the time, place and agenda, including ballots listing those nominated for various elective offices, shall be mailed to each active member. These notices shall be sent by first class mail, at least twenty-one (21) days prior to the Meeting, to the last known address as shown on the records of the Corporation.
- d. Discussion shall be limited to those items shown on the agenda unless a majority vote of the members present add additional topics for consideration.

Section 2. ANNUAL DISCUSSION MEETING

- a. A Discussion Meeting shall be held each year in the month of June, at a time and place to be determined by the Board.

Article IV Meetings of the Association, Section 2 (continued)

- b. The purpose of this Meeting is to accommodate those members who cannot attend the Annual Meeting, to inform members of progress and developments, to receive opinions and suggestions, to receive nominations for positions on the Board to be presented to the Nominating Committee, and to present matters for consideration prior to the Annual Meeting.
- c. Notice of the meeting shall be given as in Section 1, Paragraph c. above.
- d. At this Meeting, discussion is not limited to those items on the agenda, and advisory voting is in order.

Section 3. SPECIAL MEETINGS OF THE ASSOCIATION

- a. A Special Meeting of the Association may be called by the President, the Vice-President or any two (2) members of the Board.
- b. The Secretary shall notify the membership not less than fifteen (15) days prior to the meeting, giving the time, place, purpose and agenda to be presented.
- c. Discussion and action shall be limited to those items contained in the notice.

Article V Voting by the Membership

Section 1. QUALIFICATIONS FOR VOTING

- a. Active Members only are qualified and entitled to vote.
- b. No more than one (1) person, other than husband and wife as an "entirety," may hold any one (1) membership.
- c. An "entirety" membership has only one vote on any particular matter.
- d. Co-owners, co-lessees or husband and wife may, however, obtain separate memberships, up to a limit of two (2).

Article V Voting by the Membership (continued)

Section 2. VOTING PROCEDURES

- a. Voting on all issues, except dues and assessments, at the Annual Meeting, or any Special Meeting of the membership, shall be carried by a simple majority of the active members voting, either in person or by proxy.
- b. A referendum may be called by the President, two Board members or twenty (20) active members on any issue or matter if there is any question of adequate dissemination of information, adequate notice, or whether the previous vote was not representative of the full membership. A secret ballot (using double envelopes to provide secrecy) shall be mailed to the members with statements representing both sides of the issue, so that an informed vote may be cast. A majority of the total votes cast shall determine the outcome of the referendum.

Article VI The Governing Body

Section 1. ORGANIZATION

- a. The management and operation of this Corporation shall be vested in a governing board of twelve (12) members, consisting of eleven (11) who are to be elected, plus the Immediate Past President.
- b. Those to be elected shall consist of a President, a Vice-President and nine (9) Directors, as prescribed in Article VI, Sections 5 and 6 of the By-Laws.
- c. The management may be augmented by the appointment of other non-voting officers and committee chairpersons by the President, subject to confirmation by the Board and responsible to the Board.

Section 2. OFFICERS' AND DIRECTORS' RESPONSIBILITIES AND LIABILITY

- a. These twelve (12) members are responsible to the membership of the Association for administration of the affairs of the Association and the faithful discharge of duties in support of the objectives of the Association as defined in the Constitution.

Article VI The Governing Body, Section 2 (continued)

- b. The Corporation assumes all liability to any persons other than members of the Corporation for all acts or omissions of a volunteer Director/Officer incurred in the good faith performance of his/her duties as a Director/Officer other than liability resulting from claims arising under state law for mismanagement of the Corporation's assets, provided that:
- the volunteer was acting or reasonably believed the action was within the scope of his/her authority;
 - volunteer was acting in good faith;
 - the volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
 - the volunteer's conduct was not an intentional wrongful act;
 - the volunteer did not breach the Director's/Officer's duty of loyalty to the Corporation or its members; and
 - the volunteer did not violate Section 551 (1) of the Michigan Non-Profit Corporation Act.
- c. If the Michigan Non-Profit Corporation Act (Public Act 162) is amended to authorize corporate action further eliminating or limiting the personal liability of volunteer Directors/Officers, then the liability of such persons shall be eliminated or limited to the fullest extent permitted by the Act as amended.

Section 3. REMEDIES FOR BREACHES OF MISCONDUCT AS SET FORTH IN SECTION 2b OF THIS ARTICLE

- a. In the event any volunteer Director/Officer is found to have committed such acts or omissions, such person may resign or shall be subject to dismissal (1) by a majority vote of the Board of Directors, or (2) by recall by the members of the Association.
- b. A petition to recall submitted to the Board of Directors must be signed by twenty (20) active members. If the Board fails to grant the relief sought by the recall petition at the first regular board meeting following

Article VI The Governing Body, Section 3 (continued)

receipt of the petition, then the Board shall initiate a written secret ballot to be sent to the members of the Association within the next forty-five (45) days. Factual statements (both for and against) shall be included with the ballot so that the members may make an informed vote. The outcome of the recall ballot shall be determined by a simple majority of the votes cast by the members of the Association.

Section 4. ATTENDANCE AT MEETINGS OF THE BOARD OF DIRECTORS

- a. As members of the governing body, it is essential that each Director assume a personal responsibility to attend every meeting of the Board of Directors. If a Director cannot attend any meeting, the Secretary or the President shall be notified. The President is empowered to excuse the absence.
- b. If a Director has three (3) unexcused absences during the fiscal year, the President, with the approval of the Board of Directors, shall dismiss that Director and appoint an interim Director to serve until the next Annual Meeting.

Section 5. ELECTED OFFICERS AND DIRECTORS

- a. The President
 - The President shall be the chief executive officer and shall preside at all regular and special meetings of the Association, and the Board of Directors.
 - The President shall (1) appoint all committees and other appointive officers, subject to confirmation by the Board, (2) guide the pursuits of all appointees, and (3) uphold the Constitution and the By-Laws of this Association.
- b. The Vice-President
 - The Vice-President shall be fully qualified to assume the duties and responsibilities of the President in his absence.

Article VI The Governing Body, Section 5 (continued)

c. Term of Office – President and Vice-President

- The President and Vice-President shall be elected annually for terms of one year, and may be re-elected to succeed themselves, but not for more than three (3) successive terms.

d. Prior Service – President and Vice-President

- The President and Vice-President shall have served on the Board of Directors.

Section 6. DIRECTORS

a. Term of Office

- Three (3) Directors shall be elected each year, for terms of three (3) years.

b. Immediate Past President

- The Immediate Past President shall serve as a Director in addition to the nine (9) elected Directors.

c. Succession

- Directors may be re-elected to succeed themselves, but not for more than three (3) successive terms.

Section 7. VACANCIES

- A vacancy on the Board may be filled by appointment by the President, subject to confirmation by a majority vote of the full Board, until a successor is duly qualified and elected at the next Annual Meeting.
- Whenever necessary to conduct business, the Board may name an Officer "pro-tem".
- A Director who is nominated as President or Vice-President vacates the position as Director. A new Director is to be elected to serve out the un-expired term.

Article VI The Governing Body (continued)

Section 8. NOMINATIONS

- a. Nominations from the membership should be submitted to the Nominating Committee at least sixty (60) days before the Annual Meeting.
- b. The Nominating Committee, having first determined the willingness of the nominees to serve, shall (1) prepare a slate of proposed Directors and Officers of the Association for all open positions (including the unexpired terms of Directors having vacated their positions), and (2) transmit the slate to the Secretary at least forty-five (45) days prior to the Annual Meeting.
- c. Each nominee shall be an active member and have the endorsement of two (2) active members of the Association. In addition, each nominee shall have agreed to become a candidate.

Section 9. ELECTIONS

- a. The Secretary shall prepare a secret ballot to be included in the notice of the Annual Meeting. The names of the candidates for each position shall be placed on the ballot in alphabetical order.
- b. Ballots should be returned promptly to an appointed Election Committee, although ballots are acceptable at the Annual Meeting until thirty (30) minutes after the opening of the business meeting.
- c. "Write-in" votes are acceptable, provided that the write-in candidate has agreed to serve.
- d. The Election Committee shall count the ballots, including those received at the Annual Meeting, and announce the results before adjournment.
- e. The new administration shall take office at the beginning of the new fiscal year.

Article VII Appointed Officers

Section 1. APPOINTMENTS

- a. Secretarial and financial functions shall be performed by appointed officers who need not be members of the Board. Such appointments are subject to confirmation by a majority of the full Board, and the term of office shall be concurrent with that of the President who appointed them.

Section 2. SECRETARIAL FUNCTIONS

- a. Secretarial responsibilities include keeping the official records of the Association, and the minutes of meetings of the Association and the Board of Directors.
- b. The Secretary shall also exchange membership information and reports with the Michigan Lakes and Streams Association, prepare and mail notices of all Association and Board of Directors meetings, reports to the membership, ballots, minutes of the meetings and similar material when requested by the Board.
- c. The Secretary shall make the records, books and data of the Association available to any Director, upon request.
- d. All secretarial functions may be assigned to one person or may be divided among more than one person with responsibilities clearly defined.
- e. An Executive Secretary may be appointed or hired, who shall assume all secretarial responsibilities, and at the direction of the Board, may carry out studies, attend government meetings and hearings, liaise with environmental groups, keep abreast of legislation and other community affairs affecting the Association, and issue periodic reports. With prior authorization of the Board, this person may be empowered to represent the Association and speak on its behalf.

Section 3. FINANCIAL RESPONSIBILITIES

- a. A Treasurer shall be appointed who shall (1) have custody of all monies, funds, accounts, disbursements and property records of the Association (2) prepare required reports to the Michigan Department of

Article VII Appointed Officers, Section 3 (continued)

Commerce and the IRS, (3) keep records of paid memberships, (4) maintain a file of addresses (both summer and winter) of members, lake residents and interested off-lake residents, and (5) prepare, on request, address labels for Association mailings.

- b. The Treasurer may be bonded at the discretion of the Board of Directors at the Association's expense. A motion to bond or not bond the Treasurer shall be made each year at the initial Board meeting.
- c. The books, records and accounts shall be made available to any Director, or the appointed Auditing Committee, upon request.
- d. The Treasurer shall receive and deposit dues, assessments or other incomes, and issue receipts where appropriate, and keep the financial transaction records of the Association.
- e. The Treasurer shall be prepared to give an interim report of all receipts, disbursements, liabilities and balances at each meeting of the Board of Directors, and at any membership meeting.
- f. The Treasurer may make payments on any previously authorized or budgeted expense, and shall sign all checks for the Association supported by proper documentation and authority.
- g. Bank accounts shall be in a depository or depositories designated by the Board of Directors.
- h. Payment for unanticipated or unbudgeted expenses shall be withheld until reviewed and approved by a majority vote of the Board. Approval may be obtained by canvassing the Directors by telephone, e-mail, or other electronic means. Such approvals shall be reported to the Board at the next regular meeting and recorded in the minutes of that meeting.
- i. An audited report for the fiscal year-to-date shall be submitted to the Board of Directors at least thirty (30) days before the Annual Meeting so that copies may be sent to the membership with the notice of the Annual Meeting.

Section 4. SECRETARY-TREASURER (combined)

The Secretarial and Financial functions may be combined and performed by one person acting as Secretary-Treasurer.

Article VIII Meetings of the Board of Directors

Section 1. REGULAR MEETINGS

a. Organizational Meeting

- The Board shall have an organizational meeting within thirty (30) days of the beginning of the new fiscal year for the purpose of appointing officers and committee persons, reviewing programs in progress, and considering programs and projects for the coming year.

b. Spring Meeting

- The Board shall meet within thirty (30) days prior to the June Discussion Meeting to assess work in progress, review committee reports, hear the Treasurer's interim report, and in general, prepare for the Discussion Meeting.

c. Annual Meeting

- The Board shall also meet at least thirty (30) days prior to the Annual Meeting to review and accept the audited Treasurer's report and to prepare for the Annual Meeting as it did for the Discussion Meeting.

Section 2. SPECIAL MEETINGS

- a. Special Meetings of the Board may be called by the President, Vice-President or any two (2) Directors.
- b. Notice of such meetings shall be mailed at least fourteen (14) days prior to the meeting, stating time, place and purpose of the meeting; or notice shall be given verbally at least seven (7) days prior to the meeting.
- c. Unless waived by a majority of the full Board, discussion and action shall be limited to those items mentioned in the notice.

Section 3. VOTING

- a. Quorum -- A quorum shall consist of a simple majority of the Officers and Directors who are eligible to vote.

Article VIII Meetings of the Board of Directors, Section 3 (continued)

- b. Proxy Voting – There shall be no proxy voting at Board of Directors meetings.
- c. Polling – The President, or presiding officer pro-tem, may poll the members of the Board either by telephone, mail, e-mail or other electronic means, on issues that need urgent action before a meeting can be properly called, or are too trivial to justify a special meeting. However, support of a majority of the full Board is required before action may be taken, and the results of the poll shall be made known to each member of the Board by written report stating the issue, the resolution, and the votes cast.

Article IX Committees

Section 1. PURPOSE AND RESPONSIBILITIES

The objectives of the Association, as stated in the Constitution, shall be implemented through committees appointed to carry out all lawful assignments of a non-profit corporation.

Section 2. COMMITTEE MEMBERSHIP

- a. At the first Board meeting of the new fiscal year, the President shall appoint committees to carry out the work of the Association, subject to confirmation by a majority of the full Board.
- b. Committees may be comprised of any number of people, according to the project, work required, and the interest and expertise of the individuals. Members of the committees, including the chairpersons, need not be members of the Board, and in specific instances, where outside knowledge is required, need not be members of the Association.
- c. Committee membership is subject to acknowledgement and acceptance by the appointee.
- d. The term of each committee shall be for the fiscal year, except when the committee is formed for a specific, short-term assignment in which case, the committee shall be terminated upon completion of the duties assigned.
- e. The President is an ex-officio member of all committees.

Article IX Committees (continued)

Section 3. COMMITTEE EXPENDITURES

No committee shall be empowered to incur any expenses except as authorized in advance by the Board of Directors, either as an approved budget item, or as a specific authorization.

Section 4. STANDING COMMITTEES AND RESPONSIBILITIES

- a. Finance – to review needs for, and sources of income; to anticipate expenditures, to recommend dues and assessments, and to recommend budgets.
- b. Membership – to encourage membership in the Association, prepare annual membership campaigns, including letters, dues statements, and maintain membership records, in cooperation with the Treasurer.
- c. Audit – to audit the Treasurer's Annual Report, and interim reports upon request of the Board, and to report to the Board and the membership as required by these By-Laws.
- d. Nominating – to prepare a slate of nominees for the officers and directors to be elected at the Annual Meeting.

Section 5. SUPPLEMENTAL COMMITTEES

Additional committees shall be appointed as needed to carry on the activities of the Association such as, but not limited to, the following:

- a. Lake Management – to study and monitor all aspects of water quality of Long Lake including state-of-the-art testing, weed control, water levels, the impact of developments within the watershed, control of exotic species, etc. Sub-committees may be established for any of these areas of concern.
- b. Community Affairs - to monitor meetings of the Township Board, the Planning Commission, the Zoning Board of Appeals and other public meetings or committees, and to facilitate communication between those agencies and the Association.
- c. Water Safety – to promote and encourage water safety education, water safety measures, and water use regulations in accordance with State of Michigan water safety laws.

Article IX Committees, Section 5 (continued)

- d. Communications – to administer a program of communication with the Long Lake Association members, riparians, and the public to promote awareness of Association purposes, programs and progress via newsletters, e-mails, press releases, etc.
- e. Recreation – to develop and carry out programs of interest to the members and their families, e.g., membership picnics, sailing programs, boat parades, holiday observances, etc.
- f. Fishing Quality – to monitor trends of fish population, promote good fishing practices, maintain contact with State fishery officials, participate in State sponsored fish programs, seek fish re-stocking as appropriate, etc.
- g. Long Range Planning – to look to the future, evaluate foreseeable conditions, needs and problems, and develop recommendations for consideration by the Board and the membership.

Article X Amendments to the By-Laws

Section 1. INITIATION

- a. Amendments to these By-Laws may originate with the Board of Directors, subject to membership approval.
- b. Additionally, any member may file with the Secretary a recommended amendment. Such proposed amendment shall be considered by the Board and either rejected, submitted to the membership for approval without change, or amended and submitted to the Membership for approval, along with the original amendment.
 - The originator shall be informed by the Board of the action taken.

Section 2. RECONSIDERATION

- a. A proposed amendment rejected by the Board may be subject to a referendum by the entire membership, upon presentation to the Board of a petition signed by twenty (20) members.

Article X Amendments to the By-Laws (continued)

Section 3. ASSOCIATION APPROVAL

- a. Amendments may be included in the notice of meeting, and/or brought up at any Association Meeting (in accordance with Article IV, Sec. 1d) to permit discussion, possible further amendment and a vote on the proposal.
- b. If approved, however, such approval shall be confirmed by written ballot submitted to the entire membership by mail, including a statement of the proposed amendment, an explanation of the reason for the change, a reasonable deadline for the return of the ballot, and the effective date, if approved.
- c. A simple majority of the membership voting shall carry the proposition.

Article XI Reports and Communications

Section 1. ANNUAL REPORT TO ACTIVE MEMBERS

An Annual Report of the past year shall be mailed to all active members within sixty (60) days of the beginning of the new fiscal year, to include:

- minutes of the last Annual Meeting
- the Treasurer's audited Annual Report
- the President's report given at the Annual Meeting
- the Officers and Directors elected and appointed
- the Committees appointed
- other pertinent information, such as an interim Treasurer's Report, status of current projects, etc.

Section 2. NOTICE OF MEETINGS

Required notice of meetings shall be sent to the active membership as provided in Article IV.

Section 3. NEWSLETTERS

- a. Newsletters may be sent periodically to the members to keep them informed on matters of interest, and to stimulate their interest in the Association and its activities.

Article XI Reports and Communications, Section 3 (continued)

- b. One or more issues of the newsletter may be designed for sending to all residents in the area, to enlist their interest and possible membership participation.

Section 4. GENERAL COMMUNICATIONS,

Additionally, certain other forms of communication may be designed for sending to the membership, or residents in the area, to accomplish the above objectives.

Article XII Appendix

Section 1. PURPOSE

The Appendix shall be used to update material of a transitory nature, as a convenience to the membership, and to avoid reprinting the entire By-Laws when, for example, dues, assessments, or the resident address of the Association change.

Section 2. CONTENT

In addition to Section 1, above, other material such as, but not limited to, the official postal address of the Association, stipulated dates, and an annual calendar of events, shall be included.

Section 3. AMENDMENTS

Any amendments formally adopted shall become a part of the Appendix, Article XII, and shall be printed therein, until such time as the By-Laws are reprinted in their entirety.

Section 4. VALIDITY

As Article XII, the Appendix is considered a part of these By-Laws