

## **BY-LAWS**

### **OF**

## **UPPER STRAITS CLEAN LAKES ASSOCIATION**

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### **ARTICLE I**

#### **Name and Purposes**

Section 1.01. Name. The name of the organization is: UPPER STRAITS CLEAN LAKES ASSOCIATION.

Section 1.02. Purpose. The Association is organized to maintain and improve the water quality, water level, water purity and general condition of Upper Straits Lake, including its marine life, and to promote safety and responsible use and enjoyment of the lake.

### **ARTICLE II**

#### **Members**

Section 2.01. Directorship. The Association shall be organized on a Directorship basis.

Section 2.02. Members. Membership may be granted to any individual or association that supports the mission and purposes of the organization. Members having paid their current year's dues shall be entitled to vote at any duly constituted annual membership meeting of the Association. The term "member" is defined as a person or a family unit, or a corporate entity or association consisting of individuals or family units (acting as a single party insofar as their activity or interest in Upper Straits Lake is concerned). For the purpose of voting and holding office in the Association, one person shall act to represent the member of which he or she is a part.

Section 2.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

### **ARTICLE III**

#### **ELECTION, AUTHORITY AND DUTIES OF DIRECTORS**

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body for the Association and may exercise all the powers and authority granted to the Association by law.

Section 3.02. Number, Selection, and Tenure. The Board of Directors shall consist of not less than Five (5) Directors and may be expanded or reduced to not less than Five (5) in the discretion of any current Board by majority vote of the Board. Election of the Directors to fill any expired term of a Board member shall be by majority vote of the members present at the Association's annual meeting. Each Director shall hold office for a term of three (3) years.

Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining Directors. In the event of a tie vote, the President shall choose the succeeding Director. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Association of written notification.

Section 3.04. Regular Meetings. The Board of Directors shall hold at least one (1) regular meeting per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.05. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.06. Notice. Meetings may be called by the Chairperson, President of the Association or at the request of any one (1) Director by notice e-mailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing, including expressed consent through e-mail or other electronic means, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.10. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least one (1) person which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Association.

#### ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Association shall be a President, and a Secretary/Treasurer, and such other officers as the Board of

Directors may designate from time to time. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Association shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Association will be served thereby.

Section 4.05. President. The President shall be a Director of the Association and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06 Secretary/Treasurer. The Secretary/Treasurer shall be a Director of the Association and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Association's finances.

#### **ARTICLE V INDEMNIFICATION**

Section 5.01. Every member of the Board of Directors, officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Association, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement pursuant to this Article. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such member of the Board, officer or employee is entitled.

#### **ARTICLE VI ADVISORY BOARDS AND COMMITTEES**

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a

majority vote of the Board of Directors.

**ARTICLE VII  
FINANCIAL ADMINISTRATION**

Section 7.01. Fiscal Year. The fiscal year of the Association shall be January 1 - December 31, but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 7.03. Fees and Dues. Annual membership dues for membership and any special assessments shall be established by the Board of Directors each year at its annual meeting.

Section 7.04. Deposits and Accounts. All funds of the Association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Association, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Association, checks, drafts, and other orders of the Association may be endorsed, assigned, and delivered on behalf of the Association by any officer or agent of the Association.

Section 7.05. Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 7.06. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.07. Bond. To the extent determined by the Board of Directors to be appropriate, the Board of Directors may require that any officer having control over the funds of the Association be covered by an appropriate Fidelity Bond issued by an insurer in such amount as the Board of Directors shall determine.

**ARTICLE VIII  
BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Association shall be kept by the Association. These shall include a minute book, which shall contain a copy of the Certificate of Association, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

**ARTICLE IX  
AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

ADOPTED this \_\_\_ day of \_\_\_\_\_, A.D. 200\_\_.

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SECRETARY