

BY LAWS
LAKE OF THE WOODS IMPROVEMENT ASSOCIATION INC.

Section 1. NAME - This Association shall be organized as a non-profit corporation and shall be known as Lake of the Woods Improvement Association Inc. The mailing address of such corporation shall be the residence of the president of the corporation **and/or** a P.O. Box Number.

Section 2. PURPOSE - The purpose of this corporation shall be to seek, provide, promote and perform such acts, functions and services as will reasonable enhance and further the enjoyment, safety, health, sanitation and welfare of its members by the protection of Lake of the Woods for its aesthetic and recreational values; and to acquire, hold and convey all real or personal property necessary for such purposes and in general to exercise all powers permitted by the State of Michigan to protect the ecology of said Lake and its environment.

Section 3. MEMBERSHIP -

A. Membership of this corporation shall consist of any adult single person, family unit, partnership or corporate entity having an interest in and wishing to support the corporations objectives and purposes and being in good standing with said corporation by payment of the original membership fee and annual dues as hereinafter provided.

B. The membership year is from January 1st to December 31st of each calendar year.

C. For purposes of voting or holding office in said corporation one person shall act to represent the member of which he or she is a part.

Section 4. FINANCES - The ordinary expenses of this corporation shall be met by the original membership fee in the sum of \$25.00 (**subject to raise by vote of the board**) and annual membership dues as hereinafter provided. Directors shall serve without salary, but their reasonable and necessary expenses incurred as a direct result of the business of the corporation shall be reimbursed. All drafts for payment drawn against the funds of the corporation shall be signed by the President and countersigned by the Treasurer.

Section 5. BOARD OF DIRECTORS -(See Amendment to B & D)

A. The business and property of the corporation shall be managed and controlled by the Board of Directors within the limitations prescribed by these By-Laws and by Act 327, Public Acts of 1931 of the State of Michigan, as amended.

B. The Board of Directors shall consist of 12 members in good standing with the corporation, but the number may be changed from time to time by the amendment of these By-Laws. The first Board of Directors named in the Articles of Incorporation shall hold office until the first annual meeting to be held at 3:00 P.M. on the second Saturday of July, 1981. At said annual meeting 4 directors shall be elected for a term of one year, 4 shall be elected for a term of two years and 4 shall be elected for a term of three years. At subsequent annual meetings 4 directors shall be elected for three year terms. Vacancies in the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a director until his successor is elected by the members at the next annual meeting or at any special meeting duly called for that purpose. Directors may succeed themselves, if so re-elected.

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C. The Board of Directors shall meet in May, July and September of each year and at whatever other times a meeting is requested by the President or any two members of the Board.

D. The Board of Directors shall elect from among its members a President, Vice-President, Secretary and Treasurer at its July meeting, which officers shall hold office for a period of one year or until their successors shall be elected. Whenever any office shall become vacant, it shall be filled by another member of the Board who shall be elected to the office by a majority of the remaining Directors.

E. An officer may be removed from office by a 2/3 vote of the entire Board of Directors for failure to fulfill the functions of his office or to support the purposes of this corporation as hereinbefore set forth.

F. A majority of the members of the Board of Directors shall constitute a Quorum for the transaction of business and a majority vote of the members present at a meeting at which a quorum is had shall constitute Board action.

G. The annual membership dues for each ensuing year shall be determined by the Board of Directors at their regular September meeting

Section 6. DUTIES OF OFFICERS

A. President - The President shall preside at all membership meetings and meetings of the Board of Directors. The President shall have the general control and management over all members of standing and special committees, subject to the approval by the majority vote of the Board of Directors. The President shall prepare all documents on behalf of the corporation

B. Vice-President - The Vice-President shall perform all of the duties of the President in his absence, or in case of death, disability or resignation. The Vice-President shall do and perform such other acts as the President or Board of Directors may authorize.

C. Secretary - The Secretary of the corporation shall keep the minutes of all meetings of the members and Board of Directors in books provided for that purpose and shall attend to the giving of all notices of the corporation and the execution with the President or Vice-President, in the name of the corporation, of all contracts authorized by the Board of Directors. The Secretary shall be the custodian of and maintain the Corporate Books and records, all of which shall be open to inspection, at reasonable times, by any Director.

D. Treasurer - The Treasurer shall have custody and keep account of all money, funds and property of the corporation and shall receive all monies paid into the corporation and keep an accurate record of the members and their financial standing in the corporation. The Treasurer shall deposit all funds of the corporation in such bank or banks as the Board of Directors may designate in the name of the corporation and shall disburse all funds by check. The Treasurer shall report the financial status of the corporation at each meeting of the Board of Directors and of the membership and shall exhibit his books and accounts, at all reasonable times to a Director and prepare a written statement of all receipts and disbursements for the membership at the Annual Meeting.

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Section 7. MEETINGS OF MEMBERSHIP *(See Amendment to A)*

A. The Annual Meeting of the membership shall be held at 1:00 P.M. on the second Saturday of July of each and every year hereafter.

B. Each member present shall be entitled to cast one vote upon each and every motion properly brought before any Annual or Special Meetings of the membership. A majority vote of the members attending a membership meeting shall constitute membership action.

C. Notice of the Annual Meeting shall be given personally or by first class mail addressed to each member entitled to vote at the meeting setting forth the time, place and date of such meeting and the purposes thereof, mailed not less than 10 nor more than 60 days before the date of said meeting.

D. Special meetings of the membership may be called by an officer of the corporation or by two or more Directors and notice of such Special Meeting shall be given in the same manner as notice of the Annual Meeting.

Section 8. ANNUAL DUES AND ORIGINAL MEMBERSHIP FEES

A. The annual dues shall be payable to the Treasurer on January 1st of each year hereafter, and shall become delinquent if not paid by July 1st of each year.

B. Original membership fees shall be immediately due and paid upon becoming a member of this corporation.

C. A delinquent member shall be ineligible to hold any office, attend any meeting or vote on any matter and shall be removed from membership in said corporation.

Section 9. COMMITTEES

A. All members of standing and special committees shall be appointed by the president with the approval of the Board of Directors.

B. Standing Committees shall be:

Water Quality	Weed and Algae Elimination
Membership	Health and Safety
Fish Resources	
Governmental Activity (Township, County and State)	

C. Special Committees may be established as need arises.

D. Written reports by all committees shall be filed with the secretary of the corporation at least thirty (30) days before the annual meeting.

Section 10. ORDER OF BUSINESS - All meetings of the membership and of the board of directors shall be carried out pursuant to the following agenda:

1. Call to order.
2. Roll call of officers.
3. Reading of previous minutes.
4. Report of officers.
5. Report of standing committees.
6. Report of special committees.
7. Unfinished business.
8. Election of board of directors and officers.
9. New business.
10. Adjournment.

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Section 11. PARLIAMENTARY AUTHORITY - The rules in the current edition of **ROBERT'S RULES OF ORDER NEWLY REVISED** shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the corporation may adopt.

Section 12. AMENDMENTS

A. These By-Laws may be amended at any regular or specially called meeting of the membership by a majority vote of the members present.

B. Members shall receive a written text of the proposed changes to the By-Laws at the same time notice of such meeting is given.

C. A copy of these By-Laws shall be given to each member of the corporation at the time they become a member.

Adopted by the Board of Directors of the Lake of the Woods Improvement Association on September 24, 1980.

Warren B. Grosvenor, President (Originating 1980)

Janet Schuring, Secretary (Originating 1980)

Original By-Laws

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AMENDMENTS TO LAKE OF THE WOODS BY LAWS

Approved at July 21, 2001 Annual Meeting

Section 5 **BOARD OF DIRECTORS**

B. The Board of Directors shall consist of **2** members in good standing with the corporation, but the number may be changed from time to time by the amendment of these By-laws. The first Board of Directors named in the Articles of Incorporation shall hold office until the first annual meeting to be held at 3:00 P.M. on the second Saturday of July, 1981. **At said annual meeting 3 directors shall be elected for a term of one year, 3 shall be elected for a term of two years and 3 shall be elected for a term of three years. At subsequent annual meetings 3 directors shall be elected for three year terms.** Vacancies in the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a director until his successor is elected by the members at the next annual meeting or at any special meeting duly called for that purpose. Directors may succeed themselves, if so re-elected.

D. The Board of Directors shall elect from among its members a President, Vice-President, Secretary and Treasurer **within 10 days of the annual meeting**, which officers shall hold office for a period of one year or until their successors shall be elected. Whenever any office shall become vacant, it shall be filled by another member of the Board who shall be elected to the office by a majority of the remaining Directors.

Section 7 **MEETINGS OF MEMBERSHIP**

A. The Annual Meeting of the membership shall be held at 1:00 P.M. on the **third Saturday** of July of each and every year hereafter, unless otherwise notified.