

LAKE OF THE WOODS IMPROVEMENT ASSOCIATION INC.

BYLAWS

Revised July 2016

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 be 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 reasonably 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. FINANCES

The ordinary expenses of this corporation shall be met by the dues, which is to be determined by vote of the board. 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 or by the Treasurer.

Section 4. BOARD OF DIRECTORS

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

B. The Board of Directors shall consist of 7 or 9 members in good standing with the corporation, but the number may be changed from time to time by the amendment of these ByLaws. At annual meetings 2-3 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.

C. The Board of Directors shall meet in spring, summer and fall 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 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.

E. 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. The Board of Directors may conduct business and vote via email or other means of electronic communication.

F. In the best interest of the Association, a Board member may be removed from his or her post by a vote of 2/3 of the members of the Board.

G. Vacancies caused by removal, resignation or death shall be filled by a majority vote of the Board.

H. Members of the Board may participate in a meeting by means of conference telephone or other means of remote communication. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

#### Section 5. 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 or his/her designee shall prepare and sign all documents on behalf of the corporation. The president or his designee shall welcome all new members to the Association.

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 and records of all meetings of the members and 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. If records are maintained electronically, a backup should be maintained at all times. The secretary shall perform such other duties as may be assigned by the President or the Board.

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. The Treasurer shall 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 all 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. The treasurer shall file any necessary state or federal forms as required.

## Section 6. 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 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 each family membership is entitled to up to two votes. Voting members must be present at the annual meeting.

## 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 unless otherwise notified.

B. All members present shall be entitled to vote upon motions 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 made electronically or by first class mail and posted on the website not less than 10 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

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

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

## Section 9. COMMITTEES

A. The Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation. Special committees may be established as need arises by the President with the consent of the Board of Directors. Any Special Committee shall be dissolved as soon as it has fulfilled its functions. The President, with the consent of the Board of Directors, shall designate the persons to serve on each committee and to serve as Chairperson of the committee. Membership on committees is open to all members and Directors. Each committee shall make such reports of its activities to the Board of Directors as the Board may request.

B. Written progress reports by all committees shall be filed with the Board of Directors at least thirty (30) days before the annual meeting.

Section 10. ORDER OF BUSINESS

The agenda for all meetings of the membership and of the board of directors shall be set by the President or designated presiding Director.

Section 11. PARLIAMENTARY AUTHORITY

Meetings will follow an agenda as prepared by the President or designated Director presiding. The presiding Director can limit debate to five (5) minutes. Roberts Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedures not specifically covered by these bylaws.

Section 12. RULES AND REGULATIONS

The Directors may adopt additional rules and regulations, general or specific, for the conduct of meetings and affairs of the Corporation provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

Section 13. AMENDMENTS

A. These Bylaws 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 or digital text of the proposed changes to the Bylaws at the same time notice of such special meeting is given.

C. A copy of these Bylaws shall be available on the website.

Adopted by the Board of Directors of the Lake of the Woods Improvement Association on

Date: \_\_\_\_\_

Adopted by the Board of Directors of the Lake of the Woods Improvement Association and approved by the general membership on July 16, 2016.

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Robert Richter, President

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Sandy Eich, Secretary