

BYLAWS OF
THE INTERMEDIATE LAKE ASSOCIATION
(A Michigan Nonprofit Corporation)
Adopted August, 5, 2023

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ARTICLE I. DEFINITIONS

1.1 "Association" or "ILA" means the INTERMEDIATE LAKE ASSOCIATION, a nonprofit organization incorporated under the laws of the State of Michigan.

1.2 "Board" means the Board of Directors.

1.3 "Good standing" means that the member has paid annual dues and has no outstanding debts to the ILA. This definition is further subject to the discretion of the Board.

1.4 "Member" means any corporate or natural person, business, or government entity that has a membership within the ILA. Multiple people, such as spouses or those belonging to a family unit, may be considered members under a single membership.

1.5 "SPF" means a special project fund.

ARTICLE II. NAME AND PURPOSE

2.1 Name: The name of the entity shall be the INTERMEDIATE LAKE ASSOCIATION.

2.2 Purposes. The ILA is organized exclusively for charitable, educational, and scientific purposes. By way of illustration, but not limitation, the ILA exists:

2.2.1 To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

2.2.2 To promote an understanding and appreciation of the rights and responsibilities of owners of property or lands.

2.2.3 To perform actions within the membership approved annual budget to assist in protecting and preserving the environment of the Intermediate Lake watershed, including connecting lakes, streams and wetlands.

2.2.4 To provide information common to the members involving water safety, water pollution and indiscriminate or over development of the waterfront which could lead to overuse of the waters or deterioration of their quality.

2.2.5 To cooperate and otherwise interact with federal, state and local government bodies and other organizations concerned with water quality and environmental issues and to advance their programs to the extent they shall improve, develop, benefit or serve the area.

2.2.6 To undertake scientific tests of the quality of water in Intermediate Lake, and encourage others to take actions, which preserve the clean and pure waters

contained therein, with the results of the tests published and made available to the public on a nondiscriminatory basis.

- 2.2.7 To assist in the acquisition, establishment, maintenance and protection of nature preserves, wilderness and other protected areas in the general vicinity of Intermediate Lake and the connecting lakes and streams.

ARTICLE III. MEMBERSHIP

3.1 Eligibility for Membership. Application for membership in the ILA shall be open to any corporate or natural person, business, or government entity that supports the purposes of the ILA. An application for membership and annual dues shall be required. Membership shall be granted upon receipt of completed application and payment of current dues.

- 3.1.1 Honorary members may be designated by the Board of Directors. They shall not pay dues, have a vote, or hold office.

3.2 Votes. Each membership in good standing shall have one (1) vote on any matter or issue. If a member is absent or unable to present his or her vote, the member may transmit the vote via email to an email address designated by the Board as the official ILA email address or via US mail to an address designated by the Board as the official ILA address.

3.3 Dues. The Board of Directors shall have discretion to establish a dollar amount of dues. They shall also have discretion to establish a due date for dues and a frequency of required payment.

3.4 Resignation and Termination. Any member may resign by submitting a written resignation to the Board. Resignation shall not relieve a member of unpaid dues, nor other charges previously accrued. A member may have their membership terminated by the Board of Directors of the ILA for cause.

ARTICLE IV. NOMINATION AND ELECTION OF BOARD MEMBERS

4.1 Nominating Board Members. Nominations for any available Board position may be presented to the Membership for election at the Annual Membership Meeting. Nominations may be made from the floor, or by US mail or email up to thirty (30) days prior to the Annual Membership Meeting, by a member in good standing, providing prior indication of willingness to serve has been given by the individual being nominated and that the individual is also a member in good standing.

4.2 Election of Board Members. Board positions of the ILA may be chosen by a majority vote of the members in good standing present at an Annual Meeting.

4.3 Filling a Vacancy. Should any Director, for any reason, be unable to complete the term of office, the Board of Directors may appoint a qualified member to fill the vacancy, providing the designated individual meets the particular requirements of that office. Any Board position filled by Board appointment shall be filled as prescribed at the next annual meeting.

ARTICLE V. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

5.1 Board of Directors Purpose. The Board of Directors shall oversee the business affairs of the Association.

5.2 Board of Directors Composition. Each member of the Board of Directors shall have full voting rights and the Board shall consist of the following:

5.2.1 Directors. There shall be a maximum of nine (9). Directors shall be elected by the membership at the Annual Meeting. The term of office for all elected directors shall be two (2) years.

5.2.2 Officers. All elected officers and the immediate Past President shall be members of the Board of Directors. At a minimum, officers shall include a President, Vice-President, Recording Secretary, and Treasurer whom shall be selected by the Board of Directors. The Officers shall have any term the Board deems desirable. All officers shall be members of the Board of Directors and members in good standing of the ILA.

5.2.3 Other Officers. The Board of Directors may appoint such other officers as it deems necessary (e.g. Assistant Treasurer or Assistant Secretary).

5.2.4 Responsibilities of Officers.

5.2.4.1 The President shall preside over all meetings and appoint any and all committee members. The President's duties shall be assigned by the Board of Directors and the President shall serve as Board chairperson.

5.2.4.2 The Vice President shall perform the duties of the President when he is absent or incapacitated.

5.2.4.3 The Treasurer shall record receipts and disbursements and report the final condition of the Association to the membership at the Annual Membership Meeting and to the Board of Directors when directed.

5.2.4.4 The Recording Secretary shall keep the record of all meetings of the Association.

5.2.4.5 Other Officers shall have such powers and duties as may be assigned to them by the Board of Directors.

5.3 Executive Committee. The Executive Committee shall conduct the business of the Association.

5.3.1 Appointment of Executive Committee. The Board of Directors shall, by resolution of the Board at a meeting wherein a quorum shall be present, appoint Board members to serve as an Executive Committee of the Board.

5.3.2 Powers of Executive Committee. The Executive Committee shall exercise all power and authorities of the Board of Directors in managing the affairs of the Association between regular or special meetings of the Board (except for those actions set forth in Section 5.3.3 hereof). At each regular or special meeting of the Board, the Executive Committee shall make a report on all actions the Executive Committee has taken on behalf of the Association, and all such actions shall be conclusively deemed ratified by the Board unless by resolution of the Board, such actions are expressly disavowed.

5.3.3 Limitation of Powers. The Executive Committee shall not have the power or authority to (a) amend the Articles of Incorporation; (b) amend the Bylaws; (c) fill vacancies in the Board; (d) recommend to members a dissolution; (e) adopt an agreement of merger or consolidation; (f) fix any compensation of the Board of Directors or of the Executive Committee; (g) cancel or terminate any membership in the ILA; (h) recommend to members that the Association sell, lease or exchange all or substantially all of the Association's property and assets; or (i) make any expenditure over the value of \$1,500.00 without the approval of the Board of Directors.

5.3.4 It is the duty of the Executive Committee to develop and present a budget to the Board for approval. It is then the duty of the Board to adopt a budget and control spending within the confines of anticipated revenues.

5.4 Board of Directors and Executive Committee Meeting Procedures.

5.4.1 Meeting Notice.

5.4.1.1 The President may call a meeting of the Executive Committee provided that 24 hours' notice is given.

5.4.1.2 The President or a majority of the Board of Directors then in office, may call a meeting of the Board of Directors provided that three (3) days' notice is given.

5.4.2 Quorum. A quorum is required for any action to be taken by the Board or Executive Committee.

5.4.2.1 A majority of the Executive Committee shall be considered a quorum.

- 5.4.2.2 A majority of ILA Directors shall constitute a quorum for conducting the business of the Board of Directors
- 5.4.3 Removal. Upon a 2/3 vote of all Board members, any officer or committee member may be removed from office for cause.
- 5.4.4 Electronic Meetings. All Board of Director and Executive committee meetings may be conducted by telephone conference, video conference, or any other form of conference call via an electronic method in 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. Telephone, video, and electronic voting is permitted.

ARTICLE VI. SPECIAL PROJECT FUNDS

- 6.1 SPF Purpose. The ILA will use SPFs to collect and utilize money from the community to address specific purposes, issues, or needs of the ILA or community.
- 6.2 SPF Creation. An SPF may be created by a majority vote of the Board of Directors.
- 6.3 SPF Administration. It shall be the duty of the Board of Directors and Executive Committee to administer SPFs and establish rules of use for those funds.
- 6.4 Expenditures from SPFs. Expenditures from any SPF, and not from the Association's General Fund, are not subject to the requirements and limits of 5.3.3 and such Special Fund expenditures shall be made at the discretion of the Executive Committee.
 - 6.4.1 Transfer of SPF Funding. If the Board determines that the funding in the SPF is no longer needed to meet the specific purpose of the SPF, the Board has the authority to withdraw funding from the SPF and transfer it into the general ILA fund.

ARTICLE VII. MEETINGS OF MEMBERS

- 7.1 Regular Meetings. Regular meetings of the members shall be held as designated by the Board, at a time and place designated by the Board.
- 7.2 Annual Meetings. An annual meeting of the members shall take place at least once per calendar year, the specific date, time and location of which will be designated by the Board. At the annual meeting the members shall elect directors, receive reports on the activities of the association, and determine the direction of the association for the coming year.

7.3 Special Meetings. Special meetings may be called by a simple majority of the Board of Directors. A petition signed by five percent of members in good standing may also call a special meeting.

7.4 Virtual Meetings. At the discretion of the Board of Directors, regular meetings, annual meetings, and special meetings may be held virtually.

7.5 Notice of Meetings. Electronic or printed notice of each meeting shall be sent to each member in good standing, not less than ten (10) days prior to the meeting.

7.5.1 A notice shall be deemed to be given at the time when the notice is personally served, electronically mailed or deposited with postage prepaid in a post office or official depository under the exclusive care and custody of the United States Postal Service. Notice by mail shall be sufficient if sent to the address as shown on the records of the Association. If a notice is given by electronic mail to a Member, it shall be sent, except otherwise provided by law, to the person to whom it is directed at the electronic mail address designated by that person for that purpose; if none is designated, notice shall not be given by electronic mail.

7.6 Quorum. A quorum is required for any action to be taken by the members at any meeting of the members.

7.6.1 Ten (10) active members present at any duly noticed ILA member meeting shall constitute a quorum for the transaction of ILA business.

7.7 Voting.

7.7.1 Simple Majority. All issues to be voted on by the members at the Annual Meeting shall be decided by a simple majority of those members in good standing present at the meeting in which the vote takes place plus the votes of the members in good standing received by the Secretary not later than 24 hours prior to the meeting. Each membership is entitled to only one (1) vote, regardless of if the membership consists of multiple individuals or entities.

7.7.2 Allowance of Electronic Voting. Electronic voting is permitted for meetings of members. The process will include the distribution of ballots to ILA members of record and the return transmission of ballots electronically. Any member may return the vote via email to an email address designated by the Board as the official ILA email address.

7.7.3 Notice Period Requirement. In addition to the Annual Meeting ten (10) day notice requirement, all issues to be voted on at the Annual Meeting shall be sent to members with the same ten (10) day notice period requirement.

7.7.4 Adoption of MI P.A. Act 9. The Intermediate Lake Association hereby adopts all sections, tenets, and references of Michigan Public Act 9 Of 2008, effective February 29, 2008, in its entirety.

7.8 Adjournment of Meetings. When a meeting is adjourned prior to completion of all business for such meeting, a notice of the time and place for completion of the adjourned meeting shall be given to each member of record.

ARTICLE VIII. AD HOC COMMITTEES

8.1 Ad Hoc Committees. The President shall appoint members to any ad hoc committee which is desired to carry out the needs of the ILA. All Ad Hoc Committees are separate from and distinct from the Executive Committee.

ARTICLE IX. FINANCES

9.1 Fiscal Year. The fiscal year of the Association shall cover the period from January 1 through December 31.

ARTICLE X. PARLIAMENTARY PROCEDURE

10.1 Parliamentary Procedure. Meetings shall be governed by the Rules of Order for Association Boards, by Jeffrey A. Goldberg.

ARTICLE XI. AMENDMENTS

11.1 Amendments by Members. These Bylaws may be amended at the annual or a special meeting by two-thirds (2/3) of the members in good standing present and voting provided that a notice of the proposed amendments has been sent to the members at least ten (10) days prior to the meeting.

ARTICLE XII. ACTIVITIES OF TAX-EXEMPT ORGANIZATION

No part of the net earnings of the corporation shall be to the benefit of, or be distributed to its members, Directors, officers, or other private persons. No substantial part of the activities of the corporation shall be the carrying on of lobbying, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry out any other activities not permitted

(a) by a corporation exempt from Federal Income Tax under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deducted under § 170(c)(23) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII. DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes (see Article II Section 2.2) of the corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) in such a manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE XIV. LIABILITY OF DIRECTORS

A Director of the corporation shall not be personally liable to the corporation for monetary damages except for the following:

1. A breach of the Director's duty of loyalty to the corporation;
2. An act or omission that involves intentional misconduct;
3. A violation of Section 551(1) of the Michigan Nonprofit Corporation Act; or
4. A transaction from which the Director derived an improper personal benefit.

A Director of the corporation shall be personally liable for monetary damages to the extent determined by a court of law, and any repeal or modification of this Article shall not adversely affect any right of protection of any Director of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE XV. INDEMNIFICATION

The Association assumes all liability to any volunteer of the Association, for all acts or omissions of that volunteer occurring on or after the date of adoption of this Article XV, and which are incurred in good faith performance of the volunteer's duties. Notwithstanding the foregoing, a Director shall be personally liable to the Association for monetary damages as a Director to the extent set forth in the preceding Article XIV. Any repeal or modification of this Article XV shall not adversely affect any right

of protection of any volunteer of the corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE XVI. INSURANCE

The Association shall have the power to purchase and maintain insurance (including the duty to defend) on behalf of any person who is or was a Director, Officer, agent, or volunteer of the Association against any liability asserted against the person and incurred by the person when acting in any such capacity for the Association or arising out of the person's status as such, whether or not the Association would have power to indemnify the person against liability under Article XV of these Bylaws.