

SARANAC COMMUNITY ASSOCIATION BYLAWS

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ARTICLE 1: Name and Purpose

1.1 Name.

This organization shall be known as the "SARANAC COMMUNITY ASSOCIATION" (SCA).

1.2 Definitions.

- (a) Where the term "Association" is used in this document, or in any amendments to this document, it shall be deemed to refer to the "SARANAC COMMUNITY ASSOCIATION".
- (b) Where the term "year" is used without modification in this document, or in any amendments to this document, it shall be deemed to refer to a calendar year.
- (c) Where the term "fiscal year" is used in this document, or in any amendments to this document, it shall be deemed to refer to a calendar year.
- (d) Where the term "calendar year" is used in this document, or in any amendments to this document, it shall refer to that period of time beginning at the first moment of the first day of January in any given year and terminating at the last moment of the day on the last day of the following December.
- (e) Where the terms "community", "communities", or "area" are used in this document, or in any amendments to this document, it shall refer to the Village of Saranac and the surrounding area in Ionia County, Michigan.

1.3 Purpose.

The purpose of the Association shall be to promote business and the improvement of the Village of Saranac and the surrounding area in Ionia County, Michigan. In carrying out this purpose, the Association will establish and maintain a relationship with the Village of Saranac, the surrounding area and with other organizations dedicated to serve these communities.

The Association will directly support the Saranac Michigan community by sponsoring and managing community events and activities such as a Bridge Festival, fundraising including charitable gaming as allowed by the State of Michigan, and other events and activities that support profit and nonprofit businesses, residents, and the Village of Saranac.

ARTICLE 2: Membership

2.1 Active Members.

- (a) Any person who is interested in and supports the purpose and programs of the organization shall be entitled to be a member of the Association upon payment of the annual dues.
- (b) Membership in the Association is purely voluntary. By being enrolled as a member of the Association and payment of the annual Association dues, the member shall be entitled to vote on all issues at meetings of the membership. Each member consents to the use of Association dues monies to advance the purpose of the Association.
- (c) Each member of the Association shall, upon request, be entitled to receive a copy of the By- Laws of the Association.

2.2 Honorary Members.

- (a) Honorary membership may be granted to an individual.
- (b) An Honorary member must:
 - (i) Demonstrate a special interest in the Association.
 - (ii) Have assisted the Association in matters concerning its activities and goals, without having received any type of stipend.
 - (iii) Not pay dues to the Association.

2.3 Dues.

Unless exempted by action of the Board of Directors, Association members shall pay annual dues in such amount, and under such terms and conditions, as may be determined by the Board of Directors from time to time, subject to the approval of the membership by majority vote taken at a meeting of the members. Different dues rates may be established for active members and other categories of members. Dues shall be payable upon enrollment and thereafter annually at the beginning of the Association's fiscal year.

2.4 Termination and Resignation of Membership.

- (a) Any member of the Association whose annual dues are more than one (1) year past due shall cease to be a member of the Association.

- (b) Any member who fails to support the activities of the Association, or who takes or threatens to take action adverse to the Association, or its activities, may be removed as a member upon a vote of two-thirds (2/3) of the active membership at a regular meeting.
- (c) Any member may resign their membership at any time.
- (d) A member who is removed or resigns is not entitled to a refund of any or all of the dues paid to the Association.
- (e) Any member who is terminated by Board (or Membership) action not be entitled to resume membership in the Association until two-thirds (2/3) of the active membership at a regular meeting shall agree to reinstate such member.

ARTICLE 3: Meetings of the Membership

3.1 Governance of the Association.

- (a) The membership of the Association, acting at meetings of the membership, shall be the governing body of the Association, except as otherwise provided in these By-Laws, and be vested with all the powers and duties necessary for the supervision and control of the affairs of the Association.
- (b) The membership shall specifically authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all monies appropriated for the use or benefit of the Club, subject to the provisions of 5.5(f).

3.2 Regular Membership Meetings.

- (a) Regular meetings of the general membership of the Association will be held at regular intervals and shall include such programs and order of business as may be arranged by the Board of Directors.
- (b) Regular meetings of the general membership of the Association may be held monthly, except for the month of December, on a day of the month and at a place determined by the Board of Directors in advance of the meetings.

- (c) If a meeting is to be held other than on a monthly basis, except for the month of December, or at a day, time or place not previously determined by the Board of Directors, a notice of said change will be given in advance by email, text and/or social media.

3.3 Special Meetings.

Special meetings of the general membership of the Club may be called by the President or by a majority of the voting members of the Board of Directors at such times and places as either may determine. The provisions for notice in 3.2, above, shall govern special meetings of the general membership of the Association.

3.4 Quorum.

Five (5) members, whether active or honorary, of the Association present at any Association meeting shall constitute a quorum for the transaction of business.

3.5 Controlling Vote.

All actions of the Association shall be taken pursuant to a majority vote of the members present at a meeting of the general membership of the Association.

ARTICLE 4: Board of Directors

4.1 Powers and Functions.

- (a) The Board of Directors shall have authority to perform the functions that the membership of the Association might perform between meetings of the membership.
- (b) The Board of Directors shall not, however, in the exercise of its powers under 4.1 (a), above, without prior approval of the general membership of the Association, authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the total of; (a) the amount reasonably projected to be received in Association dues for such fiscal year; and (b) any unexpended funds remaining in the Association treasury from prior years.
- (c) The Board of Directors may direct a referendum by mail and email ballot of the members of the Association. A majority of the votes cast in the referendum shall determine the policy of the Association with respect to the question submitted. Such referendum shall be conducted according to rules established by the Board of Directors.

4.2 Composition.

- (a) The voting members of the Board of Directors shall be composed of the following persons:
 - (i) The officers of the Association; and,
 - (ii) Chairpersons of the standing committees of the Association.
- (b) Each year, the Board of Directors may also appoint one or more persons from civic groups, school or government as a non-voting liaison member of the Association. This appointment shall be made for the year by the President of the Association from a list of not fewer than three (3) candidates submitted by the civic group, school or governmental unit seeking a liaison member.
- (c) All members of the Board of Directors, including liaison members, must be members of the Association in order to be elected or appointed, or to retain membership on the Board of Directors.

4.3 Quorum.

Three (3) present voting members of the Board of Directors shall constitute a quorum on both regular and special meetings of the Board of Directors.

4.4 Meetings.

- (a) REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least twice each year at days, times and locations to be determined by the President.
- (b) SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or a majority of the voting members of the Board of Directors at such times and places as either may determine.
- (c) VOTING. Members of the Board of Directors shall vote in person or via email or teleconference per section 4.4e. The Board of Directors shall act pursuant to a majority of those present at regular and special meetings of the Board of Directors and the President, or Vice-President presiding in the President's absence, may vote only to break a tie.
- (d) ACTION WITHOUT MEETING. If a meeting of the Board of Directors is not feasible:
 - (i) The President of the Association, upon the initiative of the President, or upon the written request of three (3) members of the Board of Directors, shall submit in writing to the members of the Board of Directors any items upon which the Board of Directors may be authorized to act.

- (ii) The members of the Board of Directors may vote upon the proposition either by written ballot or by any form of telecommunication, confirmed in writing to the Secretary of the Association, who shall record the proposition and votes on the matter.
- (e) Participation in Meeting by Conference Telephone or Web-Conference. Members of the Board may participate in a meeting through use of conference telephone, computer, network or web conferencing or similar communications services, so long as members participating in such meeting can hear one another.

4.5 Executive Committee.

The Board of Directors shall not have an Executive Committee.

4.6 Compensation.

No salary or compensation for services shall be paid to or by any officer, member of the Board of Directors, or member of any committee.

4.7 Resignation.

Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

4.8 Vacancies.

- (a) If any Board of Directors member fails to attend six (6) consecutive Board of Directors meetings with or without an excused absence, such failure shall constitute an automatic, irrevocable, vacation of the position. and
- (b) If a board member vacates the position either by failing to attend six (6) consecutive Board of Director's meetings or by written resignation or the inability for any reason of any officer to serve the Board of Directors, the Board of Director's may elect a successor.
- (c) Persons elected to fill a vacancy shall serve until the end of the term of the position for which the vacancy exists.

ARTICLE 5: Officers

5.1 Officers.

The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, Webmaster and Communications.

5.2 President. The President shall:

- (a) Appoint the Chairperson and members of all committees of the Association who are to hold office during the term of the President;
- (b) Appoint others as may be necessary and desirable to effectively manage the work of the Association and its committees.
- (c) Plan and supervise the activities of the Association during the President's term subject to the directions and approval of the general membership and the Board of Directors;
- (d) Call regular and special meetings of the general membership and of the Board of Directors;
- (e) Preside at all meetings of the general membership of the Association and of the Board of Directors;
- (f) Report to the membership of the Association at the general membership meeting held in January each year, a report of the work of the Association during the term of the President, and of any actions of the Board of Directors during that term;
- (g) Keep the Board of Directors informed of the activities of the Association and implement its decisions; and,
- (h) Perform such other duties and acts as usually pertain to that office or as may be designated by the general membership or by the Board of Directors.

5.3 Vice-President. The Vice-President shall:

- (a) Aid the President in the performance of the responsibilities of the President in the manner and to the extent the President may request;
- (b) Preside at meetings of the general membership of the Association and of the Board of Directors in the absence of the President;
- (c) Succeed to the office of President at any time as the office of President becomes vacant; and,
- (d) Perform such other duties and acts as usually pertain to that office or as may be designated by the general membership or by the Board of Directors.

5.4 Secretary. The Secretary shall:

- (a) Be the custodian of all books, records, papers, documents, and other property of the Association;
- (b) Keep a true record of the proceedings of all meetings of the Association and of the Board of Directors, whether assembled or acting under submission;
- (c) Provide regular verbal and written Secretary's reports at Membership meetings, summarizing the Association's transaction of business
- (d) Assist the President to prepare the Association's Annual Report; and,
- (e) Perform such other duties and acts as usually pertain to that office or as may be designated by the general membership or by the Board of Directors.
- (f) Correct books of account of the activities and transactions of the Association shall be kept by the Secretary. These shall include:
 - (i) a minute book which shall contain all minutes of meetings of the Board of Directors, and the minutes of the general membership meetings
 - (ii) a copy of the Certificate of Incorporation,
 - (iii) a copy of these Bylaws,
 - (iv) and any other corporate documents as requested to be in the books of account.

5.5 Treasurer. The Treasurer shall:

- (a) Have charge of all funds of the Association, pay all bills authorized to be paid, and keep a true record of all monies received and disbursed and shall report thereon to the general membership and to the Board of Directors whenever requested;
- (b) Provide regular verbal and written Treasurer's reports at each Membership meeting, summarizing the Association's financial status
- (c) Annually, at the March meeting, submit a financial report to the general membership of the Association;
- (d) Deposit all monies belonging to the Association in a State of Michigan or nationally chartered bank in the name of the Association; and,

- (e) Perform such other duties and acts as usually pertain to that office or as may be designated by the general membership or by the Board of Directors.
- (f) All debts and payments incurred by the Association shall first be approved by the President or the Treasurer; or, if the Board of Directors shall so direct, by both of them. The Board of Directors may establish policies whereby spending authority up to a determined amount need not be previously approved, so long as such expenditures are timely reported thereafter.
- (g) Timely tax filings for the association which includes those listed under the umbrella of the Association.

5.6 Terms.

The term of each elected officer is one year, beginning at the conclusion of the meeting when such officer shall have been installed, and shall continue until his or her successor has been elected and qualified.

ARTICLE 6: Nomination and Election of Officers

6.1 Nominating Committee.

- (a) The President shall appoint a Nominating Committee consisting of three (3) members from the Association's active membership to make nominations for the positions of officers,
- (b) and shall report their nominations to the general membership at the general membership meeting closest to the month of January prior to the expiration of the terms of office of the existing officers.
- (c) No person appointed to the Nominating Committee who participates as a Committee member in any meeting of that Committee may be nominated for any office by that Nominating Committee.
- (d) The primary qualification for nomination to any position of leadership in the Association will be the candidate's demonstrated service to the Association and to its members.
- (e) The Nominating Committee shall consider the need for representation on the Board of Directors of members with differing responsible viewpoints and who reflect demographic diversity.

6.2 Elections.

- (a) Elections to the offices of the Association shall be held at the meeting of the general membership of the Association held closest to the month of February *prior* to the expiration of the terms of office of the existing officers.

- (b) Other nominations for the offices to be elected may be made from the floor.
- (c) Elections may be conducted by any method which will accomplish the election without challenge, unless the general membership, by resolution adopted at the meeting, directs the election to be held by a particular method.
- (d) All voting for officers shall be in person, without proxy.
- (e) Members eligible to vote shall be those members certified by the Treasurer to be in good standing as members of the Association on the 1st day of the calendar month during which the election is to be held.

6.3 Contested Elections.

- (a) In the event of a contested election, the election shall be conducted according to procedures to be adopted by the Board of Directors to assure a fair election process and result.
- (b) No Association funds, newsletters or publications shall be used for the written endorsement or opposition to candidates for Association office.
- (c) No candidate shall cause or permit any material to be distributed at any general membership meeting, committee meeting, or reception.
- (d) The President shall appoint a Committee of Tellers who shall tally and report the results of the voting to the President without undue delay.

6.4 Installation of Officers. The officers elected as provided in this Article shall be installed at the meeting of the general membership held closest to the month of March following the election.

ARTICLE 7: Committees

7.1 Standing Committees.

The Association shall have standing committees for Bridgefest/Bridge Festival, Annual Fundraising Dinner, and Nominating. The Board of Directors may create or dissolve other standing committees of the Association.

7.2 Other Committees.

The President may establish other committees to operate during the term, or a part of the term, of the President as the President deems necessary and desirable to promote the purpose and goals of the Association.

7.3 Officers.

The President or Vice-President shall each serve as an ex officio voting member of all committees of the Association other than the Nominating Committee.

7.4 Organizations Under SCA.

For each organization under the umbrella of the association, the organization shall maintain documentation with the Bank for signature cards, provide the Association Treasurer with needed information to complete the annual tax return, and maintain the appropriate licenses for raffles, 50/50, or other activities considered gambling by the State of Michigan – at their cost.

ARTICLE 8: Representation of Association Position

8.1 Representation of Association Position.

No public statement of the Association or Board of Directors position may be made unless in full compliance with the governing Rules and By-Laws of the Association. The Board of Directors may establish and maintain standards under which public statements of the Association or the Board of Directors may be issued, including, but not limited to, which officer shall have the authority to make such statements.

ARTICLE 9: Amendment

9.1 Amendment.

These Bylaws may be amended at any meeting of the Club by a majority vote of the members of the Association present and voting, provided there is a quorum.

9.2 Procedures.

- (a) Any proposed amendment of these Bylaws shall first be submitted in writing to and approved by the Board of Directors at a regular or special meeting prior to the general membership meeting of the Association at which the proposed amendment is to be adopted.
- (b) Notice of the approved proposed amendment shall be given to each member of the Association at least thirty (30) days prior to the general membership meeting of the Association at which the amendment is to be considered. The notice shall contain the text of the proposed amendment, the text of the existing bylaw being amended, if any, and the reasons for the proposed amendment.

ARTICLE 10: Parliamentary Authority

10.1 Parliamentary Authority.

The current edition of Robert's Rules of Order shall be the parliamentary authority of the Association.

ARTICLE 11: Conflict of Interest

11.1 Conflict of Interest Policies.

The board will establish conflict of interest policies regarding board, staff, volunteers, contractors, and organizational partners or allies and adhere to these policies in all dealings. The policies include an obligation of each board member to disclose all material facts and relationships and refrain from voting on any matter when there is a conflict of interest.

11.2 Self-recusals.

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

ARTICLE 12: Dissolution

11.1 Dissolution.

- (a) Upon the dissolution of the Association, all debts of the Association shall be paid in full from the Association's funds, if possible, and, if not possible, then on a pro rata basis among all creditors.
- (b) All remaining assets of the Association shall be distributed to one or more exempt organizations within the meaning of section 501c3 of the Internal Revenue Code or corresponding section of any future tax code or shall be distributed to the federal government or to a state or local government for a public purpose.

In witness whereof this instrument has been signed and acknowledged by

Julia Hultman, Secretary of the Saranac Community Association

Upon, this 18 day of October, 2022.

