

**BYLAWS of
HOUGHTON LAKE LAKE ASSOCIATION of MICHIGAN
(HLLA)**

ARTICLE I

The name of this corporation shall be "HOUGHTON LAKE LAKE ASSOCIATION OF MICHIGAN", a nonprofit, 501(c) 3 of the Internal Revenue Code, hereinafter, for convenience, referred to in this document as HLLA.

MISSION STATEMENT

At Houghton Lake Lake Association of Michigan, our mission is to protect, preserve and promote Houghton Lake through advocacy, education and action.

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The location of the principal executive office of the HLLA shall be fixed by the Board of Directors. The current principal address, registered agent, and President of this Corporation is:

Jim Jackson
P.O. Box 897
Prudenville, MI 48651

The secretary of the HLLA shall keep the original and a copy of these bylaws, as amended to date, and a second signed copy will be at the principal executive office of the HLLA. The secretary shall certify these 2 documents.

SECTION 2. OTHER OFFICES

The HLLA may also have offices at such other places as the Board of Directors may from time to time designate, or as the business of the HLLA may require. The mailing address of the HLLA is- P. O. Box 206, Houghton Lake, MI 48629,

The officers of HLLA shall cause the corporation to file an annual statement with the Secretary of State as required specifying the street address of the corporations principal executive office.

ARTICLE II, MEMBER MEETINGS

SECTION 1. PLACE OF MEETINGS

All meetings of the membership shall be held at a location as may be determined by the Board of Directors. Currently the monthly meeting of the membership is held on the 3rd Thursday of each month.

Membership is open to the public, we do not discriminate against age, color, creed, sexual orientation or anything else. Meetings and proceedings of the Board of Directors shall be regulated and controlled by Roberts Rules of Order except as may be otherwise provided for in these bylaws.

SECTION 2. ANNUAL MEETING

The **annual** meeting of the membership shall be held each year on the 2nd Wednesday of June at a time and place disclosed at the preceding meeting, and/or the newspaper and on the HLLA website, at which time the members shall elect a Board of Directors and transact any other proper business.

SECTION 3. SPECIAL MEETINGS

Special or emergency meetings of the Board of Directors may be called by the Board of Directors, the president, or by two or more directors, providing ALL directors are given 24 hours notice by electronic service. Electronic service is email or telephone or texting. Texting is not the preferred method of contact.

SECTION 4. NOTICES OF MEETINGS

Notices of meetings, annual or special, shall be given in writing or electronic service to members entitled to vote at the meeting by the secretary or an assistant secretary or, if there is no such officer, or in the case of his and/or her neglect or refusal, by any director.

Such notices shall be given either personally or by other means of communication, ie: text, website, email, addressed to the membership at the address of such member

appearing on the books of the HLLA or given by the member to the HLLA for the purpose of notice. Members may opt for electronic notice to the secretary by submitting an email request. Notice shall be given not less than five (5) nor more than thirty (30) days before the date of the meeting. Such notice shall state the place, date, and hour of the meeting and in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or in the case of an annual meeting, those matters which the board at the time of the mailing of the notice, intends to present for action by the membership, but, subject to the provisions of Section 6 of this Article, any proper matter may be presented at the annual meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of the nominees which, at the time of the notice, the Board of Directors intends to present for election. Notice of any adjourned meeting need not be given unless a meeting is adjourned for forty-five (45) days or more from the date set for the original meeting.

SECTION 5. SPECIAL NOTICE AND WAIVER OF NOTICE REQUIREMENTS

Except as provided below, any membership approval at a meeting, with respect to the following proposals, shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting, or in any written waiver of notice:

1. Approval of a contract or other transaction between the HLLA and one or more of its directors or between the HLLA, firm, or association in which one or more of the directors has a material financial interest;
2. Amendment of the bylaws
3. Election to voluntarily wind up and dissolve the HLLA of MI;

Approval of the above proposals at a meeting shall be valid with or without such notice, if it is by the unanimous 2/3rds of the board approval of those entitled to vote.

SECTION 6. QUORUM AND MEMBER ACTIONS

Every act or decision done or made by the majority of the directors at a meeting duly held at is the act of the board, subject to the provisions of the HLLA code. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least

a majority of the required quorum for such meeting. A quorum can be reached in person, by zoom, by face time or by phone.

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SECTION 7. VOTING

Every membership is entitled to vote one vote. Nominations for board members will be announced on the HLLA website. Nomination consents are to be returned no later than the 3rd Thursday of May and will be listed on the website.

If less than the number of directors sought are nominated, those nominations can be performed by acclamation, and no further written ballot is necessary. The new board will convene and select its President, Vice-President, Secretary and Treasurer immediately after the results and tally are in and certified.

SECTION 8. REMOVAL OF MEMBER

Members may be removed from membership by the Board of Directors, provided that the member was given 15 days advance notice in writing of the day, date and time and reason for removal. Removal of a member requires $\frac{2}{3}$ majority vote of the directors and membership present and eligible to vote at the meeting called to remove such member.

REASONS FOR MEMBER REMOVAL:

1. Nonpayment of dues
2. Gross inappropriate behavior

SECTION 9. DUES

The fiscal year of the membership is June 1st thru May 31st of the fiscal year. Dues are paid annually and are considered a privilege of membership used to offset the cost of mailings and deposited to general funds. Dues may be adjusted by the board at any meeting, as necessary, and require a 2/3rds majority of those present for passage. Dues are non-refundable, and are \$10 per membership.

ARTICLE III. DIRECTORS

SECTION 1. POWERS AUTHORITY AND RESPONSIBILITY

The governing body of the HLLA shall be the Board of Directors. The board shall supervise, control and direct the affairs of the HLLA, its committees and publications. The board has the power to interpret the bylaws. It shall actively promote objectives, procure materials, supplies and services incidental to the HLLA, and adjudicate

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conflict of interest issues which may arise. Subject to any limitations in the HLLA bylaws and to the provisions of the HLLA's code, the business and affairs of the HLLA shall be managed and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.

SECTION 2. NUMBER

The current authorized number of directors shall be seven (7). This bylaw may only be amended by approval of a majority of the outstanding members entitled to vote; provided, moreover, that a bylaw reducing the fixed number of directors to a number less than five (5) cannot be adopted.

SECTION 3. ELECTION AND TENURE of OFFICERS

The directors shall be elected at the annual meeting of the members and hold office for 2 years, and/or until the next annual meeting and establishment of a new regular Board of Directors, whose successors have been elected and qualified. Each new board has the authority to establish the date and time of meetings. The first order of business is re-ratification of the bylaws (every 2 years).

SECTION 4. VACANCIES

The members may elect a director at any time to fill a vacancy not filled by the directors. Any such election by written consent other than to fill a vacancy created by the removal of a director requires the consent of a majority entitled and present to vote.

Any director may resign effective upon giving written notice to the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a later time, a successor may be elected to take office when the resignation becomes effective. Any reduction of the authorized number of

directors does not remove any director prior to the expiration of such director's term in office.

SECTION 5. REMOVAL

Any or all the directors may be removed without cause if the court of the proper county may, on the suit of members remove from office any director in case of fraudulent or

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dishonest acts or gross abuse of authority or discretion with reference to the HLLA and may bar from re-election any director so removed for a period prescribed by the court. The HLLA shall be made a party to such action.

ARTICLE IV. OFFICERS

SECTION 1. OFFICERS

The officers of the HLLA shall be a President, Vice-President, Secretary, and a Treasurer who shall be the chief financial officer of the HLLA. The HLLA also may have such other officers with such titles and duties as shall be determined by the Board of Directors. Any number of officers, or committee's, may beheld by the same person.

SECTION 2. PRESIDENT

The president shall be the chief executive officer and general manager of the HLLA and shall, subject to the direction and control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the HLLA. He or she shall preside at all meetings of the members and directors and be an exofficio member of all the standing committees, and shall have the general powers and duties of management usually vested in the office of president or a corporation and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors or these bylaws. The President shall have an extra allotment of \$100. In advance to cover expenses incurred with his duties and appearances for HLLA business. This money shall be replaced a needed upon proper receipts to the Treasurer.

SECTION 3. VICE-PRESIDENT

In the absence or disability of the president, the vice president, in order of their rank as fixed by the Board of Directors (or if not ranked, the vice president designated by the board) shall perform all the duties of the president and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. Each vice-president shall have such other powers and perform such other duties.

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SECTION 4. SECRETARY

The secretary shall keep, or cause to be kept, at the principal executive office of the HLLA, a book of minutes of all meetings of directors and members. The minutes shall state the time and place of holding of all meetings; whether regular, or special, and if special, how called or authorized; the notice thereof given or the waivers of notice received; the names of those present at directors' meetings; the number of members present; and an account of the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal executive office of the HLLA, or at the office of the corporation's transfer agent, a register, showing the names of the members and their addresses.

The secretary shall keep, or cause to be kept, at the principal executive office of the HLLA, the original or a copy of the bylaws of the HLLA, as amended or otherwise altered to date, certified by him or her.

The secretary shall give, or cause to be given, notice of all meetings of members and directors required to be given by law or by the provisions of these bylaws.

The secretary shall have charge of the seal of the HLLA and have such other powers and perform such other duties as may from time to time be prescribed by the board of these bylaws.

SECTION 5. TREASURER

The treasurer shall deposit monies and other valuables in the name and to the credit of the HLLA with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the HLLA in payment of the just demands against the HLLA as authorized by the Board of Directors; shall render to the president and the directors, whenever they request it, an account of all his or her transactions as

treasurer and of the financial condition of the HLLA; and shall have such other powers and perform such other duties as may from time to time be prescribed by the board of directors or the bylaws. All checks require 2 signatures, presently the President and Treasurer are empowered to sign checks.

In the absence or disability of the treasurer, the assistant treasurer, as fixed by the Board of Directors shall perform all the duties of the treasurer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the treasurer.

Any expenses related to the approved business of the HLLA are to be given to the Treasurer, presented at a meeting, and reimbursed.

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ARTICLE V. COMMITTEES

SECTION 1. COMMITTEES

The board may, by resolution adopted by a majority of the authorized number of directors, designate one or more special or standing committees, each consisting of two or more directors, to serve at the pleasure of the board, and under the supervision of the Board. Any such committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with the respect to:

1. The approval of any action for which the approval of the membership is also required
2. The filling of vacancies on the Board or in any committees

SECTION 2. COMMITTEE RECORD KEEPING

Each committee shall keep proper records and procedures to pass on to any successor to ensure continuation of their appropriate duties. Each committee will have a job description, but in no way interfere with any other appointed standing committee.

SECTION 3. STANDING COMMITTEES

Currently the HLLA has 6 standing committees and has the ability to appoint additional committees as needed-

1. Bylaw Standing Committee
2. Water Quality Standing Committee
3. Fish Standing Committee

4. Special Functions, Raffles and Events Standing Committee
5. Action Committee
6. Grant Committee
7. Web and Internet Committee

In addition the board may appoint additional trustees to fulfill other duties as needed

ARTICLE VI. CORPORATE RECORDS and REPORTS

SECTION 1. INSPECTION BY MEMBER

The member register shall be open to inspection and copying by any member at any

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time during usual business hours upon written demand on the HLLA, for purpose reasonably related to such holder's interest as a member. Such inspection and copying under this section may be made in person or by agent or attorney.

The accounting books and records of the HLLA and the minutes of proceedings of the member and the board and committees of the board shall be open to inspection upon the written demand of the HLLA by any member at any reasonably related to such member's interest. Such inspection by a member may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

A member shall also have the right to inspect the original or copy of these bylaws, as amended to date and kept at the HLLA's principal executive office, at all reasonable times during business hours.

SECTION 2. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the HLLA, domestic or foreign. Such inspection by a director may be made in person or by agent or attorney. The right of inspection includes the right to copy and make extracts.

SECTION 3. RIGHT TO INSPECT WRITTEN RECORDS

If any record subject to inspection pursuant to this chapter is not maintained in written form, a request for inspection is not complied with unless and until the HLLA at its expense makes such record available in written form

SECTION 4. WAIVER OF ANNUAL REPORT

The annual report to membership, described in the HLLA's code is hereby expressly waived, as long as this corporation has less than 500 members of record this waiver shall be subject to any provision of law, including the HLLA's code, allowing a member to request the HLLA to furnish financial statements.

SECTION 5. CONTRACTS

The board of Directors by majority of the Board, except as otherwise provided by the

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bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the HLLA. Such authority may be general or confirmed to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the HLLA by any contract, or to pledge its credit, or to render it liable for any purpose or to any amount.

ARTICLE VII. INDEMNIFICATION AND INSURANCE OF CORPORATE AGENTS

SECTION 1. INDEMNIFICATION

The directors and officers of the HLLA shall be indemnified by the HLLA to the fullest extent not prohibited by the HLLA's code.

SECTION 2. INSURANCE

The HLLA shall have the power to purchase and maintain insurance on behalf of any agent as defined in the HLLA code against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the HLLA would have the power to indemnify the agent against such liability under the provisions of the HLLA code,.

ARTICLE VIII. AMENDMENT of BYLAWS

SECTION 1. AUTHORIZED MEMBERSHIP

Bylaws may be adopted, amended or repealed by the affirmative vote or by the written consent of holders of a majority of the HLLA Board of Directors duly notified, entitled and present to vote.

SECTION 2. ADOPT, AMEND or REPEAL BYLAWS

The directors may adopt, amend or repeal any or all bylaws, providing that a bylaw amendment by committee has been proposed in writing, read at (1) HLLA meeting preceding a vote, availability published upon demand individually and the membership duly notified. Publication on the HLLA website will satisfy the publication requirement.

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ARTICLE IX, DISSOLUTION of CORPORATION

The HLLA shall have a perpetual term. In the event of its dissolution, all assets which remain after payments of its liabilities and costs of dissolution shall be donated to such nonprofit organizations duly qualified to receive funds under US Laws, including Internal Revenue service regulations, and having objectives and purposes similar to those of this corporation. The exact organization shall be determined by the membership at the meeting at which dissolution is approved.

