

BYLAWS OF THE HORSEHEAD LAKE ASSOCIATION

ARTICLE I NAME AND OFFICES

Section 1.1 Name. The name of this corporation shall be the Horsehead Lake Association.

Section 1.2 Principal Office. The principal office of the corporation shall be in Mecosta, Michigan, unless changed by the Board of Directors. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint.

ARTICLE II PURPOSES

Section 2.1 Purposes. The purposes of the corporation are to preserve and enhance the environmental and recreational quality and safety of the Horsehead Lake, Big John Brown Lake, and Little John Brown Lake areas and Lakes themselves by enlisting the efforts of owners of association member volunteers to promote, organize, manage, and support endeavors toward those ends and to engage in any activity consistent with the foregoing purposes for which a Michigan non-profit corporation may be formed.

ARTICLE III MEMBERSHIP

Section 3.1 Membership. Membership is voluntary and is open to any individual who supports the objectives of the Association, subject to approval by the Board of Directors. Members will pay annual dues in such amount as is established by the Board of Directors from time to time. Membership applications shall be reviewed by either the Board of Directors, or a Committee appointed by the Board of Directors. The number of members per unit of dues shall be limited to two adults. Other persons may become non-voting Associates upon application to and approval of the Board of Directors. The Board of Directors, at its discretion, may appoint honorary Associates.

Section 3.2 Annual Meeting. The annual meeting of the members shall be held at a time and place designated by the Board of Directors.

Section 3.3 Special Meetings. Special meetings of members may be called by the President, and shall be called by the president upon request of a majority of the then elected and qualified Board of Directors, or after the corporation receives petitions signed by not less than ten percent (10 %) of the membership.

Section 3.4 Notice of the Meeting. Written notice of the time, place, and object of the meeting of members shall be given to each member personally, by first class mail, or by announcement in the corporation's newsletter not less than ten (10) days, nor more than sixty (60) days before the meeting. If mailed, notice shall be deemed given by depositing the same in a post office box, postage prepaid, and addressed to the last known address of such member.

Section 3.5 Quorum of Members. Except as hereinafter provided, and as otherwise provided by law, at any meeting of members, two-thirds (2/3) of members of the board and whatever number of other members are present shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less interest than a quorum may adjourn any meeting.

Section 3.6 Voting. Each member shall have one vote on each matter submitted to a vote of the members. A person may vote in person or by mailing a ballot to the Corporation. When an action

other than the election of Directors is to be taken by a vote of the membership, it shall be authorized by a majority of the votes cast at a meeting at which a quorum is established, unless a greater plurality is required by the Articles of Incorporation or by law. Except as otherwise provided by the Articles of Incorporation, the Directors shall be elected by a plurality of the votes cast at an election of Directors.

Section 3.7 Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or an adjournment thereof, or members entitled to receive the allotment of rights, or for the purpose of any other action, the record date for such determination of members shall be the close of the corporation's fiscal year for the annual meeting and shall be ten (10) days before the date of any other meeting or any other action to be taken.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.1 General Powers. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors of the corporation shall be elected by the members at the annual membership meeting.

Section 4.2 Qualifications. Number. And Term of Directors. Directors shall be members in good standing of the corporation. There shall be fifteen (15) Directors. The fifteen (15) Directors shall be divided into three classes of five (5) Directors each. Of the first Board of Directors elected after the adoption of this bylaw, the five Directors elected by receiving the greatest number of votes shall serve for three (3) years, the five Directors receiving the next highest number of votes shall serve for two (2) years, and the five Directors receiving the least number of votes shall serve for one (1) year. At each annual meeting of members following the election of the first classified Board of Directors, a number of Directors equal to the number of Directors whose terms then expire shall be elected to serve until the annual meeting of members held three (3) years thereafter and until a successor is elected and qualified, or until their resignation or removal.

Section 4.3 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time(s) and locations(s) as the Board of Directors establishes.

Section 4.4 Special Meetings. Special meetings of the Board of Directors may be held upon the call of the President, and shall be called when requested in writing by three (3) members of the Board of Directors. The President shall be responsible for notifying board members of any special meeting and the purpose of the meeting.

Section 4.5 Waiver. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.6 Quorum. Two-third (2/3) of the members of the Board then in office, or a majority of the members of a committee thereof, constitutes a quorum for the transaction of business. A vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board or of the committee.

Section 4.7 Vacancies. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board, and each person so elected shall remain in office for the balance of the term so vacated.

Section 4.8 Removal. A Director, or the entire Board, may be removed, with or without cause, by a vote of a majority of the members.

Section 4.9 Resignation of Directors. Any Director may resign from the corporation by delivering a written resignation to the President or Secretary of the corporation. Any Director who fails or neglects to attend three (3) consecutive meetings without being excused by the President for good cause, shall be deemed to have resigned. Said failure of attendance shall be confirmed by a vote of the Directors and said absentee Director shall be sent a written confirmation of this resignation.

Section 4.10 Annual Meeting. At the annual meeting of members, the members shall elect Directors to hold office for the term as set forth in these Bylaws. Members shall vote for those candidates who: (1) have been proposed by the Nominating Committee described in Article VIII, Section 8.2, and approved by the Board of Directors, or (2) have been designated by a petition signed by ten percent (10 %) of the existing members and filed with the Secretary of the corporation no later than forty-five (45) days before the date of the annual meeting, so that the list of candidates may be sent to the members thirty (30) days before the date of the annual meeting.

Section 4.11 Compensation of Directors. Directors shall not receive any salary for their services, as such, but the Board of Directors shall have power to contract for, and pay to Directors rendering unusual services to the corporation, special compensation appropriate to the value for such services. Directors may receive reimbursement for reasonable expense incurred in carrying out their obligations as Directors, upon approval of the Board of Directors.

Section 4.12 Income of the Corporation. All income and earnings of the corporation shall be used exclusively for corporate purposes, and no part of the net income or net earnings of the corporation shall inure to the benefit of or profit of any member, private individual, firm, corporation, partnership or association.

ARTICLE V OFFICERS

Section 5.1 Officers. The officers of the corporation shall be the President, Vice President, Secretary and Treasurer, who shall be elected by the Directors at the annual meeting of the Directors. The Board of Directors may also appoint such other officers and agents as they shall deem necessary for the transaction of the business of the corporation.

Section 5.2 Vacancy. An officer elected or appointed by the Board may be removed by the Board with or without cause. An officer may be suspended by the Board for cause. In addition, in case any office of the corporation becomes vacant by death, resignation or any other cause, the Board of Directors may elect an officer to fill such vacancy.

Section 5.3 Duties Of The President. The President shall:

- (1) Be the chief presiding officer of all meetings of the corporation and the calling of such meetings.
- (2) Be responsible for the carrying out of the directives of the Board of Directors and the corporation membership.
- (3) Supervise the officers of the corporation in carrying out their assigned tasks.
- (4) Be responsible for appointment of such committee members and committee chairmen as required and the carrying out of the duties assigned to such committees. The President shall be an ex-officio member of every committee except as hereinafter provided.
- (5) Conduct the affairs of the corporation in such a manner as will carry out the purposes and objectives of the corporation.
- (6) Perform all other duties as are normal to the office of President.

Section 5.4 Duties Of The Vice President. To the extent that the position of Vice President is created and filled by the Board of Directors, the Vice President shall:

- (1) Perform all tasks assigned by the President.
- (2) Assist the President in the supervision of all other officers of the corporation and the work of committees of the corporation.
- (3) Perform all other duties as are normal to the office of vice president.
- (4) Preside at all meetings in which the President shall be absent.

Section 5.5 Duties Of The Secretary. The Secretary shall:

- (1) Record and transcribe accurately and fully the minutes of all meetings of the corporation, both regular and special.
- (2) Preserve such minutes in an appropriate book or folder used specifically for such purpose, and such books shall be open for inspection as prescribed by law.
- (3) Make available to any member of the corporation copies of such minutes at reasonable times and places.
- (4) Report the proceedings of any meetings of which he/she has records upon request to do so at any regular meetings of the corporation.
- (5) Sign with the President or Vice President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors.
- (6) Perform all other duties as are normal to the office of Secretary.

Section 5.6 Duties Of The Treasurer. The Treasurer shall:

- (1) Be responsible for the collection of and disbursement of all corporation monies pursuant to the direction of the Board of Directors.
- (2) Be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require.
- (3) Open and maintain such checking and/or savings accounts as are normal and customary.
- (4) Promptly deposit all monies paid to the corporation in appropriate bank depositories under the corporation name.
- (5) Pay when due all bills of the corporation.
- (6) Keep accurate, complete and current records of all financial transactions of the corporation, and make such records available to any member upon reasonable demand and at reasonable times and places. The Treasurer shall also prepare-reports as requested by the Board of Directors.
- (7) The Treasurer shall be authorized to make disbursements for budgeted items or disbursements up to a dollar limit determined by the Board of Directors, in payment of normal and routine bills of the corporation. Payment of any sum in excess of said limit shall be only upon authorization of the Board of Directors.
- (8) Perform all other duties as are normal to the office of Treasurer.

ARTICLE VI

AGENTS AND REPRESENTATIVES

Section 6.1 Agents And Representatives. The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VII

CONTRACTS

Section 7.1 Authority. The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific

instance; and, unless so authorized by the Board of Directors, no agent, officer, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

Section 7.2 Borrowing. The corporation may borrow money and issue its promissory notes, bonds, debentures, or similar instruments as evidence that it will repay its debt, and then repay the debts with interest, and may in connection therewith, provide security for the payment thereof, including mortgaging its real property, and providing security interests in its personal property.

ARTICLE VIII **ADVISORY COMMITTEES**

Section 8.1 Advisory Committees. The Board of Directors may establish one or more committees. The members of any such committee shall serve at the pleasure of the President. Such committees shall advise with and aid the officers of the corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the President, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. The members of any committee shall not receive any salary for their services as such.

Section 8.2 Nominating Committee. Not less than thirty (30) nor more than sixty (60) days prior to the annual meeting of the members, the President shall appoint a committee to nominate (a) successors to the members of the Board whose terms expire at the time of the next annual meeting, and (b) the successors to vacancies existing on the Board of Directors.

ARTICLE IX **RULES OF ORDER**

Section 9.1 Rules Of Order. All meetings of the corporation and of the Board of Directors shall be conducted in accordance with Robert's Rules of Order for Deliberative Assemblies, except where in conflict with Michigan law, or the corporation's Bylaws or Articles of Incorporation.

ARTICLE X **AMENDMENT**

Section 10.1 Amendment. These Bylaws may be altered or amended by the members or the Board of Directors. Amendment of the Bylaws by the Board requires the vote of not less than a majority of the members of the Board of Directors then in office. Written notice of the proposed amendments to the Bylaws shall be provided along with notice of the meeting.

ARTICLE XI **FISCAL YEAR**

Section 11.1 Fiscal Year. The fiscal year end of the corporation shall be June 30 unless changed by the Board of Directors.

Section 11.2 Audit. The Board of Directors, in its discretion, may provide for an annual audit of the corporation's books.

ARTICLE XII **PROCEDURE FOR DISSOLUTION**

Section 12.1 Procedure for Dissolution. In the event of dissolution, after the payment of the debts of the corporation, the remaining assets shall be given over to the benefit of Martiny Township, the specific units thereof, and the manner of distribution, to be determined by the then current HLA Board of Directors.

ARTICLE XIII
INDEMNIFICATION DIRECTORS, OFFICERS AND EMPLOYEES

Section 13.1. Definitions. As used in this Article XIII, any word or words that are defined in MCL 450.2561, 450.2562, 450.2563, 450.2564, 450.2465, and 450.2469, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

Section 13.2. Indemnification of Directors and Officers. The corporation shall indemnify and advance expenses to a Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

Section 13.3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a Director or Officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

LIST OF AMENDMENTS FROM JULY, 1990 FORWARD

July 9, 1990	2.1
July 9, 1990	3.1
August 9, 1990	12.1
May 28, 1993	3.4
May 28, 1993	3.7
May 28, 1993	4.7
July 20, 1996	Article XIII
October 18, 1999	4.3
October 18, 1999	4.4
October 5, 2002	3.1
October 5, 2002	5.6 (6)
October 12, 2002	3.5
October 9, 2010	3.1