

# BYLAWS

## OF

### THE PLATTE LAKE IMPROVEMENT ASSOCIATION *(asAs most recently amended on July 15, 2021April 22, 2021)*

## ARTICLE I

### Purposes and Objectives

**Section 1. Purposes.** The purposes for which the corporation is formed are set forth in its Restated Articles of Incorporation.

**Section 2. Issues Supported.** The corporation will morally and actively support issues that concern the welfare of Platte Lake in general, including the improvement and maintenance of water quality and the level of Platte Lake and its tributaries, the conservation of the water supply in the watershed, including the wetlands, research and evaluation of the hydrological data for the preservation of the water supply and the maintenance of the purity of the water supply for private and public use now and for future generations

**Section 3. Ordinances and Codes.** The Platte Lake Improvement Association will support the implementation and or modification and enforcement of ordinances and related building codes that in whole or in part will effectively improve the water quality of Platte Lake.

## ARTICLE II

### Membership

**Section 1. Classes of Members.** The corporation has one class of members.

**Section 2. Qualification for Membership.** A member must subscribe to the purposes of this corporation and pay the annual dues prescribed by these bylaws. A member must be: (1) at least 18 years of age and must reside permanently or seasonally in the Platte River watershed, or (2) an owner of real property located in the Platte River watershed.

**(Note: Subsection 2 added April 22, 2012)**

**Section 3. Annual Dues.** The Board must annually review and approve the amount of member annual dues in advance of each year's annual membership meeting. The amount of member annual dues for the upcoming year must be reported to the members at the annual members' meeting. Dues are payable upon becoming a member and thereafter annually on January 1 for the upcoming year. Membership dues payment are delinquent if not paid on or before January 1 for the upcoming year.

**Section 4. Termination of Membership.** An individual's membership terminates only upon that individual's death, written resignation delivered to the corporation's Secretary, or failure to pay dues timely. A member who is delinquent in payment of dues may not vote and will be placed on inactive status until the dues are paid. Active membership will be reinstated upon reapplication and payment of the current annual membership dues.

## ARTICLE III

### Members' Meetings

**Section 1. Annual Meeting.** A regular annual meeting of the members for election of directors and for such other business as may come before the meeting must be held each year on the first Saturday of August at a convenient time and place within Benzie County, Michigan. At least two weeks prior to such meeting, the Secretary must solicit by notice sent to all members nominations for vacant or expiring seats on the Board, including seats held by officers. Names of all nominees received no later than two weeks prior to the annual meeting will be included on the ballot. The Secretary must send ballots to each member at least 10 days prior to the annual meeting. Failure to hold the annual meeting does not affect otherwise valid corporate acts.

**Section 2. Special Meeting.** The Board or the President may call a special meeting of members. Special meetings of the members are to be held at such place and at such time as the Board determines.

**Section 3. Notice of Meeting.** Written notice of the time, place, and purposes of a regular or special meeting of members must be given to each member that is entitled to vote at the meeting, personally, by mail, or by electronic transmission in a manner authorized by the member, not less than 10 nor more than 60 days before the date of the meeting. Notice of the annual meeting is also to be published during the July immediately preceding the annual meeting on the Association's internet web site: [www.plattelake.org](http://www.plattelake.org). A member wishing to make a proposal at a members' meeting must submit the entire text of the proposal to the corporation's Secretary at least 60 days in advance of the meeting unless a majority of the members waive this requirement at such meeting. Notice of the purposes of a members' meeting must include notice of any proposal a member intends to propose. If a member is permitted to participate and vote at a meeting by remote communication, the notice must include a description of the means of remote communication.

**Section 4. Waivers by Attendance.** A member's attendance at a meeting results in both of the following:

- (a) waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(b) waiver of objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

**Section 5. Quorum.** A majority of members entitled to vote at a meeting, whether or not present at the meeting, constitutes a quorum. The majority requirement may be met by members attending the meeting in person or represented at the meeting by proxy. The members present in person or by proxy at the meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is not present, the members present may adjourn the meeting by majority vote.

**Section 6. Voting.** Each member on the record date, as defined below, who is present at a members' meeting is entitled to one vote, except that a member entitled to vote at an election of directors may vote for as many persons as there are directors to be elected. A vote may be cast orally, in writing, by electronic transmission, or by printed ballot at a specified polling place.

**Section 7. Proxies.** A member may authorize another individual to act for the member at a members' meeting or to express consent or dissent without a meeting. A proxy must be in a writing, dated and signed by the member granting the proxy and must be delivered to the corporation's Secretary either by hand or by electronic transmission containing the date and other reliable information sufficient to determine that the proxy was authorized by the member. A reliable reproduction of the original writing or transmission may be substituted if it is a complete reproduction of the entire original. A proxy must be presented to the meeting's presiding official to be qualified. A proxy ceases to be valid after the expiration of 3 years from its date.

**Section 8. Vote Required.** Members elect directors by a plurality of votes cast. All other actions taken by members' vote must be authorized by a majority of votes cast.

**Section 9. Participation in Meeting by Remote Communication.** A member may participate in a members' meeting by a conference telephone or other means of remote communication that permits all persons that participate in the meeting to communicate with all the other participants.

(a) All participants must be advised of the means of remote communication.

(b) Such participation in the meeting constitutes presence in person at the meeting.

(c) The corporation must implement reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a member or proxy holder;

(d) The corporation must implement reasonable measures to provide each member or proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an

opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings;

(e) If any member or proxy holder votes or takes other action at the meeting by a means of remote communication, the corporation must maintain with its records a written record of the vote or other action.

**Section 10. Record Date.** The Board may fix, in advance, a record date for the purposes of determining members entitled to:

- (a) Notice of any meeting;
- (b) Vote at any meeting; and
- (c) Express consent or dissent for any proposal considered without a meeting.

The record date cannot be more than 60 or less than 10 days before the date of the meeting, nor more than 60 days before any other action.

If the Board does not fix a record date, the record date for purposes of determining members entitled to notice of or to vote at a meeting is the close of business on the day next preceding the day notice is given or, if no notice is given, the day next preceding the day of the meeting. If not fixed by the Board, the record date for any other purpose is the close of business on the day on which the Board adopts the resolution relating to that purpose.

## ARTICLE IV

### Board of Directors

**Section 1. Number and Qualification.** The corporation's board of directors (the "Board") consists of 12 or 13 individuals as follows:

- (i) the currently serving President, Vice President, Secretary, and Treasurer;
- (ii) the immediate Past President; and
- (iii) ~~eight-seven~~ individuals elected from the membership at large.

The Past President may remain on the Board *ex officio* for a maximum of two years. If the currently serving President is reelected to a new two-year term, the Past President Board position will remain vacant. Each director must be and remain a member of the corporation in good standing.

**Section 2. Election and Term of Office.** The four officers serving as directors are elected as provided in Article VII below. ~~Four-Three~~ at-large directors must be elected at the annual members' meeting occurring in odd numbered years, except as provided in Section 3 of

this Article, to a term commencing on the date of his or her election and terminating upon the election of directors at the members' annual meeting occurring in the next succeeding odd numbered year. ~~Four~~Five at-large directors must be elected at the annual members' meeting occurring in even numbered years, except as provided in Section 3 of this Article, to a term commencing on the date of his or her election and terminating upon the election of directors at the members' annual meeting occurring in the next succeeding even numbered year.

**Section 3. Resignation and Removal.** A director may resign by written notice to the corporation Secretary. The members may remove a director with or without cause upon the same vote required for election. The directors cannot remove a director.

**Section 4. Vacancies.** The directors may elect an individual to fill a vacancy on the Board for a term continuing only until the members' next election of directors of the class for which the new director was chosen.

**Section 5. New Directors.** The corporation Secretary must provide each new director with current copies of the Articles of Incorporation, bylaws, and other pertinent information regarding the organization and operation of the corporation.

**Section 6. Powers.** The Board manages the corporation's business and may exercise all the corporation's powers, except those powers that are reserved to the members under the corporation's articles of incorporation, these bylaws, and the Michigan Nonprofit Corporation Act.

## ARTICLE V

### Committees

**Section 1. Committees of Directors.** The Board may appoint one or more committees to consist of one or more directors or non-directors. A committee ~~of directors~~ may exercise any of the powers and authority of the Board, but only to the extent provided in the Board resolution constituting the committee and subject to the limitations of delegable authority specified in Section 528 of the Michigan Nonprofit Corporation Act. ~~The Board may designate one or more individuals who are not directors to receive notice of, attend, and be heard at a committee meeting, but such individuals cannot vote.~~ Any committee must be chaired by a director.

~~**Section 2. Advisory Committees.** The Board may appoint one or more committees to consist in whole or in part of individuals who are not directors. Any such committee serves solely to assist in the conduct of the corporation's affairs and cannot exercise any of the Board's powers or authority. The resolution that establishes the committee must state the purpose and functions of the committee, the terms and qualifications of the committee members, and the ways in which the members of the committee are selected and removed.~~

## ARTICLE VI

### Directors' Meetings

**Section 1. Regular Meetings.** A regular Board meeting must be held annually for the purpose of receiving the report of the corporation for the previous fiscal year as required by Section 901 of the Nonprofit Corporation Act and transacting any other business. Each regular Board meeting will be held thereafter at the time and place the Board specifies at the regular meeting immediately preceding. Notice of such regular meetings must be given to each director. A Board meeting may be held at a different time and place with the consent of a majority of the directors upon written notice to all directors who did not consent.

**Section 2. Special Meeting.** The President may call a special meeting of the Board at any time.

**Section 3. Notice of Meeting.** Notice of a meeting stating the time and place of the meeting must be given to each director by one of the following methods:

(a) by mailing a written notice to such address as the director designates from time to time or, in the absence of designation, to the last known address of the director at least 5 days before the date set for such meeting;

(b) by personally delivering a written notice to the director at least 2 days in advance of such meeting;

(c) by orally notifying the director at least 2 days in advance, either personally or by telephone; or

(d) by electronic transmission to the director at least 2 days in advance in a manner authorized by the director entitled to the notice,

except that, if the transmitted notice is returned as undeliverable, a different permitted method of notification must be used.

**Section 4. Waiver of Notice.** A director's attendance at or participation in a meeting waives notice to the director of the meeting, unless the director at the beginning of the meeting, or when the director arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. A director may waive any right to notice before or after a meeting.

**Section 5. Quorum.** A majority of the directors constitutes a quorum for the transaction of business. The act of a majority of those directors present at any meeting at which there is a

quorum is the act of the Board, except as provided by law, the Articles of Incorporation, or these bylaws.

**Section 6. Voting Rights.** Other than the President, each director present in person at a Board meeting is entitled to one vote. The President casts the deciding vote in case of a tie.

**Section 7. Conduct of Meetings.** Directors meetings generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

**Section 8. Action by Written Consent.** Action required or permitted to be taken under authorization voted at a Board meeting may be taken without a meeting if, before or after the action, all directors then in office consent to the action in writing or by electronic transmission. The written consents must be filed with the minutes of the Board or committee. The consent has the same effect as a vote of the Board for all purposes.

**Section 9. Participation in Meeting by Remote Communication.** A director or member of a committee may participate in a meeting through a conference telephone or similar communications equipment by means of which all individuals who are participating in the meeting can communicate with the other participants. Such participation in a meeting constitutes presence in person at the meeting.

**Section 10. Manifestation of Dissent.** A director who is present at a directors' meeting, or at a meeting of a committee of which the director is a member, at which action on a corporate matter is taken is presumed to have concurred in that action taken unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as the secretary of the meeting before or promptly after its adjournment. A director who is absent from a meeting of the Board or of a committee of which the director is a member at which any such action is taken is presumed to have concurred in the action unless the director files a written dissent with the secretary of the meeting within a reasonable time after obtaining knowledge of the action.

## ARTICLE VII

### Officers

**Section 1. Election.** The members at the annual members' meeting held in odd numbered years must elect the President, ~~the Vice President,~~ and the Treasurer. The members at the annual members' meeting held in even numbered year must elect the Vice President and the Secretary. The members may act at other times to fill an unscheduled vacancy. The members need not elect an officer to an office that is already filled and whose term has not expired. The same individual may not hold more than one office simultaneously. An officer must be and remain a member of the corporation in good standing.

**Section 2. Term, Removal, and Vacancies.** An officer holds office until a successor is elected or until the officer's death, resignation, or removal. The members may remove an officer with or without cause. An officer may resign by written notice to the corporation Secretary. The resignation is effective upon its receipt by the corporation or at a later date specified in the notice. The members must elect an individual to fill a vacancy in the office of President, Vice President, Secretary, or Treasurer. If necessary, the Board may act to fill such a vacancy on a temporary basis until the members act to fill the vacancy.

**Section 3. President.** The President is the chief executive officer. The President presides at all directors' and members' meetings and casts the deciding vote in case of a tie. The President signs bonds, mortgages, and other contracts and agreements on the corporation's behalf, except when the Board specifies the same to be done by some other officer or agent. The President must see that all Board orders and resolutions are carried into effect and may perform all other duties necessary or appropriate to the office of President.

**Section 4. Vice President.** The Vice President performs the duties and exercises the authority of the President during the President's absence or disability. The Vice President may perform other duties that the President assigns or the Board prescribes.

**Section 5. Secretary.** The Secretary must cause to be recorded and maintained minutes of all meetings of the Board, Board committees, and members and must maintain a clear record of all the Association/Board of Directors business and correspondence. The Secretary is responsible for keeping a record of members home and Platte Lake addresses and validates the voting membership at each meeting of the Association. The Secretary must cause to be given all notices required by law, these bylaws, or Board resolution and may perform other duties that the President assigns or the Board prescribes.

**Section 6. Treasurer.** Except as otherwise prescribed by the Board, the Treasurer oversees the custody of the corporate funds and securities, cause to be kept in books belonging to the corporation a full and accurate account of all receipts, disbursements, and other financial transactions of the corporation, and deposit all funds to the credit of the corporation in such depositories as the Board designates. The Treasurer will make an oral report at each directors' meeting and must prepare annually a written statement of cash receipts and disbursements to be made available to all members at the members' annual meeting. The Treasurer may perform other duties that the President assigns or the Board prescribes.

**Section 7. Other Officers.** The Board may appoint other officers to perform duties and exercise authority that the President assigns or the Board prescribes.

**Section 8. Compensation.** The corporation's officers serve without compensation but may be reimbursed for expenses incurred, if the Board has adopted an "accountable plan" for non-taxable expense reimbursement that is compliant with Treasury Reg. §1.62-2(c)(4).

## ARTICLE VIII

### Indemnification

**Section 1. Scope of Indemnity.** The corporation must indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the corporation, by reason of the fact that such person was serving as a director or officer of the corporation, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may indemnify persons who are not directors or officers only to the extent authorized by Board resolution or by contractual agreement that the Board authorizes. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws that reduces the scope of indemnification does not apply to any action or omission that occurs before the change.

**Section 2. Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, non-director volunteer, or agent of this corporation or is or was serving at the corporation's request in any other enterprise against any liability incurred in such capacity.

## ARTICLE IX

### General Provisions

**Section 1. Deposits and Disbursements.** All corporate funds must be deposited in the name of the Association by ~~the Treasurer and or~~ any officer (other than the Treasurer) or Board approved director, ~~in the Treasurer's absence.~~

**Section 2. Disbursements.** All corporate disbursements must be made by check or money order. All disbursements will be pursuant to such policies or procedures as the Board shall adopt from time to time. ~~New expenditures of up to \$250 must be approved in advance by all the officers. If no concurrence can be achieved, the expenditures must be approved by the Board. The Board must approve in advance all expenditures greater than \$250. Checks must bear signatures of two of the following: The President, Vice President, Secretary, and or any of two directors that the Board has designated and so authorized.~~

**Section 3. Fiscal Year.** The corporation's fiscal year ends December 31.

## **ARTICLE X**

### **Amendments**

The members may amend these bylaws by affirmative vote of the members present at a members meeting. The directors may amend these bylaws by affirmative vote of a majority of directors then in office.