

BYLAWS
OF
THE CRYSTAL LAKE & WATERSHED ASSOCIATION

(As amended July 21, 2012)

ARTICLE I
NAME

The name of the Association shall be The Crystal Lake & Watershed Association.

ARTICLE II
PURPOSE AND FUNDAMENTAL PRINCIPLE

SECTION 1. PURPOSE

The purpose of the Association is to protect and promote the natural qualities of Crystal Lake and its surrounding watershed and to promote the safe use of Crystal Lake and adjacent areas. The goal of the Association is to preserve for future generations the beauty and recreational resources of Crystal Lake and its watershed. To these ends, the Association will engage in water-quality monitoring, education programs and promotion of harmonious land development. It will conduct other such activities as needed to advocate and insure the continued aesthetic beauty and environmental integrity of the Lake and its watershed.

SECTION 2. FUNDAMENTAL PRINCIPLE

The Association shall maintain a policy of openness without regard to race, color, creed, sex, economic status, national origin or disability.

ARTICLE III
MEMBERS

SECTION 1. MEMBERS

A member shall be an individual, business or organization interested in supporting the purpose of the Association. Membership is confirmed by:

- (1) Cancelled check or acknowledged receipt from the Association of current dues paid, or
- (2) Special recognition from the Association's board of directors for services rendered or contributions made.

SECTION 2. VOTING RIGHTS

Each member is entitled to one vote at annual or special meetings of the Association.

SECTION 3. POWERS AND PRIVILEGES

Members voting at meetings shall have the exclusive right to determine the philosophy and purpose of the Association and to establish broad objectives which guide the board of directors in its administration and shall, subject to the provisions of these bylaws, be vested with the power to:

- (1) Elect a president, a vice president, a secretary and a treasurer;
- (2) Elect five directors of the board of directors, as described in Article VI, Section 2 of these bylaws;
- (3) Amend the bylaws;
- (4) Remove with cause, directors and officers of the Association as provided in Article VI, Section 9 of these bylaws;
- (5) Discuss and take action on issues referred by the members, the president or the board of directors;
- (6) Receive the financial report of the Association and reports of the board of directors, officers and committee chairpersons.

SECTION 4. OBLIGATIONS

Dues paying members are obliged to pay annual dues as set by the board of directors and approved by a majority vote of the members represented in person or by proxy at annual or special meetings.

**ARTICLE IV
MEETINGS OF MEMBERS**

SECTION 1. MEETINGS

The Association shall hold meetings of members at such times and places as hereinafter specified.

SECTION 2. ANNUAL MEETING

- A. The Association shall hold an annual meeting for the purpose of:
 - (1) Reporting Association activities and plans;
 - (2) Electing specified officers and directors;
 - (3) Conducting other Association business.
- B. Annual meetings shall be held at such times and places as determined by the board of directors.

SECTION 3. SPECIAL MEETINGS

- A. Special meetings may be called for any purpose enumerated in Article III, Section 3 of these bylaws, by:
 - (1) The president,
 - (2) A majority of the board of directors, or
 - (3) The president at the request in writing of the members entitled to cast ten percent (10%) of the total votes entitled to be cast at each meeting.

- B. The president shall designate the time and place of a special meeting.
- C. The membership count for a special meeting shall be the same as for the preceding annual meeting.

SECTION 4. NOTICE OF MEETINGS

- A. Notice of any and all meetings of members shall:
 - (1) Be in writing;
 - (2) State the place, date and hour;
 - (3) In the case of a special meeting, further state the purpose for which the meeting is called and indicate the person or persons calling the meeting.
- B. Notices shall be sent as follows:
 - (1) For the annual meeting, not less than thirty (30) nor more than forty (40) days prior to the date of such meeting;
 - (2) For special meetings called by the president or the board of directors, not less than twenty-one (21) nor more than thirty (30) days prior to the date of the meeting;
 - (3) For special meetings called on the request of members, not less than two (2) nor more than three (3) months from the date of receipt of the written request. The secretary shall mail acknowledgment of receipt of the request no later than ten (10) business days after the secretary has received the request.

SECTION 5. QUORUM

A quorum for meetings shall exist when the lesser of twenty percent (20%) of the members or 150 members are represented in person or by proxy. Unless thirty-three and one-third percent (33 $\frac{1}{3}$ %) or more of the members are present in person or present by proxy, the only matters which may be voted on are those described in the notice of the meeting.

SECTION 6. RESOLUTIONS

- A. Submitted to annual or special meetings:
 - (1) Resolutions shall be in writing and shall be consistent with the powers and duties of annual or special meetings and within the provisions and spirit of these bylaws.
 - (2) Resolutions may be presented for consideration in any one of the following ways:
 - (a) Ten or more members may propose resolutions. Resolutions from members shall be submitted to the board of directors through the secretary at least six weeks in advance of the annual meeting. Such resolutions, when received by the secretary, may not be withdrawn without the unanimous consent of all parties. The secretary shall mail acknowledgment of receipt of the resolution no later than ten (10) business days after the secretary has received the resolution.
 - (b) The president or a majority of the board of directors may propose resolutions provided such resolutions have been included in the notice of the meeting.
 - (c) Twenty-five (25) or more members at an annual

meeting may submit a resolution. A two-thirds ($\frac{2}{3}$) vote of the members present shall be required for the resolution to be placed on the agenda.

B. Submitted to the board of directors:

Any member may submit resolutions through the secretary for consideration by the board. The secretary shall place resolutions on the agenda of the next regular meeting of the board and the member shall be notified promptly by the secretary of the disposition of the resolution.

ARTICLE V

OFFICERS AND AUTHORITY

SECTION 1. ASSOCIATION OFFICERS

The officers of the Association shall be a president, a vice president, a secretary, and a treasurer.

SECTION 2. AUTHORITY

All officers shall have such authority and perform such duties in the management of the Association as shall be provided in the articles of incorporation, these bylaws, and by resolution of the membership at annual meetings.

SECTION 3. PRESIDENT

The president shall be the principal corporate officer and shall be responsible for seeing that the philosophy and purpose of the Association are maintained, and shall:

- (1) Speak for and represent the Association and its membership;
- (2) Preside at the annual meeting;
- (3) Appoint a parliamentarian, a credentials committee, and such other committees related to conducting the business of the Association at an annual meeting as are deemed necessary;
- (4) Preside at meetings of the board and executive committee;
- (5) Appoint such committees as are deemed necessary to carry out the functions of the Association upon approval of the board of directors;
- (6) Supervise any personnel, paid or volunteer, in the administration of the Association;
- (7) Assign duties to the vice president and other officers, and
- (8) Perform such other duties as may be requested by the membership at annual meetings or by the board of directors or both.

SECTION 4. VICE PRESIDENT

The vice president shall preside at regular and special meetings at which the president is not present and assume such other duties as may be assigned by the president. In the absence or inability of the president to serve as president, the vice president shall perform the duties and exercise the powers of the president until the board of directors otherwise provides.

SECTION 5. SECRETARY

The secretary shall keep and maintain the records of meetings, give notice of regular and special meetings, and perform other duties as may be assigned by the board of directors.

SECTION 6. TREASURER

The treasurer shall maintain the financial records of the Association and be the chair of any finance committee. The treasurer's report shall be presented at meetings of the board of directors and at the annual meeting.

SECTION 7. ELECTION OF OFFICERS

A. The president and the secretary shall be elected at the annual meeting held in even-numbered years.

B. The vice president and the treasurer shall be elected at the annual meeting held in odd-numbered years.

SECTION 8. TERM OF OFFICE

A. Officers shall be elected for a term of two (2) years or until their successors are elected and assume office. Elected officers shall assume office immediately following the annual meetings.

B. Officers may be reelected.

SECTION 9. VACANCIES

A vacancy occurring in an office shall be filled for the balance of the term by majority vote of the board of directors. The board shall fill a vacancy in the office of the president by choosing from nominees provided by the nominating committee.

SECTION 10. REMOVAL OF OFFICER

A. An officer may be removed from office with cause by a two-thirds (2/3) vote of the members present at any annual or special meeting provided that:

(1) Notice has been given in accordance with Article IV, Section 4 of these bylaws;

(2) A quorum (Article IV, Section 5) is present; and

(3) A petition for removal signed by at least ten percent (10%) of members has been submitted to the secretary six weeks in advance of the meeting.

B. Any such removal from office also shall be deemed to be removal as a director.

SECTION 11: PAST PRESIDENT

In the interest of continuity, the Board may confer the title of "Past President" on one or more persons who have completed a term as President of the Association. Holders of the title shall receive meeting notices and other board meeting materials and be welcomed as non-voting participants at all board functions. By mutual consent, the current President may delegate committee assignments and special project duties to a Past President.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. POWERS AND FUNCTIONS

The management of the Association is vested in the board of directors that shall exercise all powers of the Association except those specifically reserved to the annual meeting. The board of directors shall structure itself to carry out its functions and shall conduct the affairs of the Association in accordance with the purpose and broad objectives established by the membership at the annual meetings. Functions of the board of directors include, but are not limited to:

- (1) Association planning and policy development,
- (2) Financial management and financial development,
- (3) Receiving reports on program research and development,
- (4) Services to members,
- (5) Enhancement of public image.

SECTION 2. BOARD MEMBERSHIP

The board of directors shall consist of not more than nineteen (19) directors, each of whom shall be entitled to one vote. The composition of the board shall be:

- (1) The officers of the Association elected at the annual meeting or appointed by the board to fill a vacancy in an office originally elected at the annual meeting;
- (2) Fifteen directors (15) divided into three cycles of five (5) directors each, so that one-third of these directors is elected each year.

SECTION 3. DIRECTORS TERM OF OFFICE

A. Directors, other than officers, shall be elected for terms of three (3) years or until their successors are elected. These directors shall assume office immediately following the annual meeting. A director elected to fill a vacancy shall assume office upon election.

B. Officers of the Association serve as directors by virtue of their office. Terms as directors commence when officers assume office and end when officers leave office.

SECTION 4. TENURE – ELIGIBILITY

Directors may be reelected.

SECTION 5. BOARD MEETINGS

A. Regular meetings of the board of directors shall be held at least four (4) times annually.

B. Special meetings or executive sessions of the board of directors may be called by the president or by any four (4) directors for one or more purposes, which shall be stated in the notice of the meeting.

C. Special meetings of the board of directors may be held by means of

conference telephone, or similar communications equipment, whereby participation in this manner shall constitute presence at the meeting. Meeting minutes shall be recorded and be made available to members upon request.

D. Except for executive sessions, meetings of the board of directors shall be open to members. Executive sessions are for the purpose of discussion and action regarding confidential matters and shall be restricted to the directors and officers.

E. Paid or volunteer persons may be excused from executive sessions of the board or executive committee meetings that have been called for the purpose of personnel issues.

F. The Board of Directors shall have the authority to allow board members and officers to participate fully in meetings through conference calls, computer services or other remote connections, and to include such off-site participants in calculation of a quorum, so long as the meeting notice provisions in Article VI Section 6 are met. The board shall have authority to approve rules for remote participation and voting.

SECTION 6. MEETING NOTICE

Meeting notices stating the place, date, hour, and purposes shall be deemed duly sent if transmitted not less than ten (10) days before the date of the meeting. The notice of a meeting may be waived by a director in writing or by his or her attendance of the meeting without a protest.

SECTION 7. QUORUM

A majority of the directors shall constitute a quorum of the board of directors.

SECTION 8. VACANCIES

A. When a vacancy occurs for any cause within the term of a director who is not an officer, the board of directors may fill the vacancy by electing a successor to hold the office for the term not expired.

B. A vacancy occurring within the terms of any director serving as an officer shall be governed by Article V, Section 9 of these bylaws.

SECTION 9. REMOVAL OF DIRECTORS

A. Directors elected by the board of directors may be removed with cause by a two-thirds vote of the total membership of the board of directors. Petition for removal shall be placed before the board by at least four (4) directors.

B. Directors elected at the annual meeting may be removed from office with or without cause by a two-thirds vote of the members present at any annual or special meeting provided that:

- (1) Notice has been given in accordance with Article IV, Section 4 of these bylaws;
- (2) A quorum (Article IV, Section 5) is present; and
- (3) A petition for removal signed by at least ten percent (10%) of members has been submitted to the secretary six weeks in advance of the meeting.

C. Provisions of Article V, Section 10 of these bylaws, shall govern removal of officers elected at the annual meeting.

D. Any director who fails to attend regular meetings of the board without

cause, may be relieved of his/her duties by a two-thirds ($\frac{2}{3}$) vote of the total board of directors at the meeting following three consecutive meetings with no attendance. For the purpose of this section, no petition for removal need be filed; prior notice of a vote to relieve a board member must be given no later than ten (10) days before the meeting.

ARTICLE VII COMMITTEES

SECTION 1. COMMITTEES – GENERAL

There shall be committees as provided in these bylaws and such others, standing or special, as established by the membership at annual meetings. The president and vice president shall be ex-officio members of all committees, except the nominating committee. Committees are empowered to conduct discussions and votes via conference call, email or other media, with approval of the President and the committee chair.

SECTION 2. EXECUTIVE COMMITTEE

A. Members – the executive committee shall be comprised of the president, vice president, secretary, treasurer and two board members appointed annually by the president and ratified by the board of directors. A majority of the members of the executive committee shall constitute a quorum of the Executive Committee.

B. Powers and Functions – the executive committee shall have only those powers as specifically authorized by resolution of the board of directors. The executive committee shall report its actions in writing to the board of directors at its next scheduled meeting.

C. Meetings – meetings of the executive committee shall be held on an as needed basis at times and places fixed by the president. Meetings of the executive committee shall be open to members of the board of directors.

D. Notice of meetings stating the place, date, hour, and purpose shall be deemed duly sent if transmitted not less than ten (10) days before the date of the meeting, provided that notice of a meeting may be waived by a member of the committee in writing or by his or her attendance of the meeting without a protest.

E. Quorum – a majority of the executive committee members shall constitute a quorum of the executive committee.

SECTION 3. NOMINATING COMMITTEE

A. The nominating committee shall be a standing committee consisting of six members. The committee members shall be members of the board of directors.

B. The nominating committee shall elect a chairperson from amongst themselves. The prior year's chairperson is not eligible for reelection.

C. Tenure – Eligibility

(1) Five members of the committee shall comprise those board members whose office terms will end two annual meetings hence. The sixth committee member shall be the prior year's chairperson.

(2) Except for the current year's chairperson, the term of office of nominating committee members is one year. The current year's chair person remains on the committee for one additional year.

D. Members of the committee shall assume office immediately following the annual meeting. In the event that any member of the committee shall accept nomination for election as an officer of the Association, the person shall cease to be a member of the committee.

E. The committee shall nominate for election at the annual meeting, as required:

(1) A president, a vice president, a secretary, and a treasurer for election at the annual meeting.

(2) Five directors for election at the annual meeting;

(3) Candidates to fill any vacancies in the manner provided by these bylaws.

F. The committee shall provide opportunities for members to make recommendations to the committee.

G. The report of the committee and the qualifications of the nominees shall be included with the notice of the annual meeting and presented at the annual meeting.

SECTION 4. CREDENTIALS COMMITTEE AND PARLIAMENTARIAN

The president, with the approval of the board of directors, shall appoint a parliamentarian, a credentials committee and such other committees as are deemed necessary for the conduct of the annual meeting.

SECTION 5. STANDING COMMITTEES DEFINED

A. The Water Quality Committee

The primary function of this committee is to perform consistent and long term scientific measurements of the water parameters, including the water level, that determine the overall health of Crystal Lake. The committee shall also identify, evaluate, and report on sources of pollution into the Lake. The committee shall submit, at each regularly scheduled board of directors meeting, reports of measurements taken. The committee shall be responsible for maintaining a record of the long term data series of Lake parameters and for publishing the data when appropriate.

B. The Zoning and Land Use Committee

The primary function of the committee is to monitor the zoning changes under consideration, or occurring in the townships and counties that make up the watershed. The committee shall make itself aware of proposed land developments and report its findings to the board of directors. The committee shall also monitor road and water safety.

C. The Education and Communication Committee

The primary function of the committee is to educate the membership and the public at large about the value of the Lake and its watershed and the need for concerned stewardship. Committee sponsored activities will include the Walkabout, newsletters, brochures, news releases, a web site and other programs and publications as appropriate.

D. The Development Committee

The primary function of the committee is to promote the development of

a large, involved, supportive and active membership. The committee shall also be responsible for coordinating all fund raising activities including the submission of grant requests.

SECTION 6. OTHER COMMITTEES

The president with the approval of the board may appoint such other committees, standing or special, as are deemed necessary. Committees shall serve at the pleasure of the board of directors and have such powers and duties as designated by the board.

ARTICLE VIII
GENERAL PROVISIONS

SECTION 1. FISCAL YEAR

The fiscal year of the Association shall be as determined by the board of directors.

SECTION 2. POLITICAL ACTIVITY

The Association shall not participate or intervene directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for public office. It may, on occasion, attempt to influence relevant legislation within the limit of the provisions of the Internal Revenue Code of 1954 as amended.

ARTICLE IX
PARLIAMENTARY AUTHORITY

The Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the articles of incorporation, these bylaws and any special rules of order the Association may adopt.

ARTICLE X
INSURANCE AND INDEMNIFICATION

SECTION 1. INSURANCE

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, non-director volunteer, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, non-director volunteer or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Association would have power to indemnify the person against such liability under the provisions of the Nonprofit Corporation Act.

SECTION 2. INDEMNIFICATION

The Association shall indemnify every officer, trustee, employee, or agent

of the Association against all expenses and liabilities, including counsel fees, actually and reasonably incurred by him or her in connection with any action or suit to which he or she may be made a party, or in which he or she may become involved by reason of his or her having been an officer, trustee, employee or agent, if he or she acted in good faith and in a manner the said person reasonably believed to be in or not opposed to the best interests of the Association or its members, except in such cases wherein the officer, trustee, employee or agent is adjudged liable for negligence or misconduct in the performance of a duty to the Association (unless the court in which such action or suit is brought shall determine that such person is fairly and reasonably entitled to indemnity). In the event of a settlement the indemnification herein shall apply only when the board of directors or the membership approves such a settlement and reimbursement as being proper in accordance with foregoing standards.

The foregoing right of indemnity shall be in addition to and not exclusive of all other rights to which such officer, trustee, employee or agent may be entitled.

ARTICLE XI AMENDMENTS

These bylaws may be amended in an annual or special meeting by a two-thirds (2/3) vote of those present or present by proxy, provided that a quorum exists and provided that the proposed amendment is submitted in accordance with the provisions stated in Article IV, Section 6, A (1) through A (2b). The secretary shall set forth the proposed amendment in the meeting notice.

-- Adopted June 24, 2004, amended July 21, 2012

AMENDMENT NO. 1: DISSOLUTION (Adopted July 19, 2008; amended July 21, 2012)

In the event the Association is dissolved, any remaining assets shall be distributed equally to the Grand Traverse Regional Land Conservancy in Traverse City MI and the Congregational Summer Assembly Education Fund in Frankfort, MI.