

# BY-LAWS OF THE ALCONA-IOSCO CEDAR LAKE ASSOCIATION, INC.

## ARTICLE I: NAME

This corporation shall be known as the ALCONA-IOSCO CEDAR LAKE ASSOCIATION, INC., a non-profit corporation, incorporated under the laws of the State of Michigan and located in Greenbush Township, Alcona County, and Oscoda Township, Iosco County. Alternatively, the corporation may be commonly known or otherwise referenced as the "CEDAR LAKE ASSOCIATION".

## ARTICLE II: PURPOSE

This corporation is organized exclusively for charitable, educational, and scientific purposes. Specifically, the development, understanding and application of scientific principles involved in the management and stewardship of the Cedar Lake environment and its watershed. Through voluntary commitment to the preservation of Cedar Lake, the corporation promotes the education of the local community of its individual and/or collective groups' responsibilities involved in the effective management of the natural resource. Further, the corporation will make distributions to organizations that qualify as exempt organizations under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE III: MEMBERSHIP AND VOTING PRIVILEGES

- A. The term "member" is defined as either one person, a family unit of husband and wife, or any form of joint ownership of a particular parcel of property. For purposes of voting, only one vote may be cast for a particular membership.
- B. In the case of a "member", as defined in III A above, owning multiple lakefront properties, only one vote may be cast.
- C. Each member of this association shall be equally privileged with all other members, of their type, in their voice and vote upon any policy or proposition presented for discussion or decision at any meeting of the membership.
- D. The membership year is from July 1st through June 30th of each calendar year.
- E. The annual dues are payable to the treasurer on July 1st of each year. Dues shall become delinquent if not paid by August 31st of each year. A delinquent member shall have all voting rights suspended if the delinquent dues are not paid within the 60-day grace period.
- F. There shall be two types of membership: "Full" membership and "Booster" membership.
- G. Qualified applicants will gain membership in the association by completing the most current application form, and submitting the completed form along with the annual dues to the Treasurer of the association.

### Section 1: Full Membership

- a. Full membership in the Association shall be limited to riparian property owners.
- b. Full memberships are entitled to vote in all association elections.
- c. Full membership becomes delinquent if annual dues are not paid by August 31<sup>st</sup> of each year as described in III E above.

### Section 2: Booster Membership

- a. Any individual or private organization that is interested in the improvement and protection of Cedar Lake and its surrounding environment may become a booster member.
- b. Booster members are eligible to attend meetings, receive newsletters and to participate in open floor discussions.

- c. Booster members may vote for association officers and board vacancies, but may not vote on non-election association matters, or By-Law changes.
- d. Booster membership becomes delinquent if annual dues are not paid by August 31<sup>st</sup> of each year as described in III E above.

#### **ARTICLE IV: DUES**

Changes to annual membership dues shall be presented by the Board of Directors at a general meeting to the membership. Approval will be a simple majority vote of full members in attendance.

#### **ARTICLE V: OFFICERS**

The officers of this association shall be a President, Vice-President, Secretary and a Treasurer. They shall be elected by majority vote of the membership attending the May meeting and shall hold office until their successors are elected. They shall take office at the time of the May meeting at which they are elected.

##### Section 1: Officers

- a. President: The President shall be elected and serve a *two-year term*. The President shall take office at the membership meeting in May.
- b. Vice President: The Vice-President shall be elected and serve a *two-year term*. The Vice-President shall take office at the membership meeting in May.
- c. Secretary: The Secretary shall be elected and serve a *two-year term*. The Secretary shall take office at the membership meeting in May.
- d. Treasurer: The Treasurer shall be elected and serve a *two-year term*. The Treasurer shall take office at the membership meeting in May.

Attendance at a majority of scheduled board meetings annually, is a minimum requirement of all officers. Any elected officer unable to meet this requirement will be asked to resign.

#### **ARTICLE VI: BOARD OF DIRECTORS AND COMMITTEES**

The Board of Directors shall have the responsibility of establishing policy and operational procedures for the association. Starting in April, the Board of Directors will meet, at least, monthly through the remainder of the calendar year. A monthly board meeting may be cancelled by a majority vote of the sitting Board.

##### Section 1: Board Membership

- a. The Board of Directors shall have a minimum membership of seven (7) including Officers.
- b. The (four) 4 Officers shall be Board Members.
- c. The immediate past President shall remain a Board Member for a minimum of two years immediately following their term as acting President.
- d. A minimum of three (3) additional Board Members shall be elected at the May meeting and may include the immediate past President.

## Section 2: Term of Office

Generally, the term of office for elected Board Members shall be two years.

A minimum requirement to maintain a position as a member of the Board of Directors is attendance at a majority of scheduled board meetings annually. For the Board Member who is unable to fulfill this requirement, circumstances will be considered on a case to case basis.

Board Member status can be changed via a Board of Directors or General Membership simple majority vote as put forth by a passed motion made by a Full Member. Change in status may include, but is not limited to reassignment, removal, or replacement of position.

## Section 3: Committees

- a. Suggested standing committees are (1) Membership, (2) By-laws, (3) Water Quality, (4) Fish Management, (5) Audit, (6) Cedar Lake Improvement Board Oversight.
- b. Ad Hoc committees may be established by simple majority vote of the Board of Directors as the need arises.

## Section 4: Election of Officers and Board Vacancies

- a. All elections shall be held at the May general membership meeting.
- b. Absentee ballots for elections may be requested. Requests must be submitted in writing to the association secretary. All absentee ballot votes must be received by the Association on or before the day prior to the actual vote.
- c. The chairperson of the Elections Committee shall be appointed by the Board of Directors.
- d. Only full members may hold office; Board Members and Officers whose Full Membership status becomes delinquent may be asked to resign their office position.

## Section 5: Vacancies

Any Officer or Board of Director vacancy that occurs between the May meetings shall be filled by appointment of the Board of Directors by majority vote. This appointment shall only be until the next May meeting.

## Section 6: Compensation

Officers and Directors shall not be compensated for their time and effort. The Board may authorize officers, directors and committee members to be paid actual and necessary expenses incurred while on Association business.

## Section 7: Audit

There will be Limited Review of the books on a yearly basis of Association funds conducted by an independent party, who is not an Officer or Board of Director of the Association.

## **ARTICLE VII: INDEMNIFICATION**

Alcona-Iosco Cedar Lake Association shall, to the fullest extent permissible by applicable law, defend, indemnify, protect, and hold harmless its officers, agents, directors and trustees from and against any and all claims, losses, liabilities, causes of action, demands, judgments, decrees, proceedings, and expenses of any nature (including without limitation, attorneys' fees) arising out of or in any way related to their services to, representation of, or involvement on behalf of, the Alcona-Iosco Cedar Lake Association.

## ARTICLE VIII: MEETINGS

### Section 1: Annual Meeting

- a. The annual meeting of the General Membership shall be held during the month of July.
- b. The agenda for the annual meeting must include review of the previous year's activities and expenses, plus proposed association programs and budget for the ensuing year.
- c. Any additional agenda items proposed by members must be submitted in writing 30 days prior to the scheduled meeting to the Alcona-Iosco Cedar Lake Association, Inc., P.O. Box 180, Greenbush, MI 48738-0180.
- d. At least one-twentieth of the members, or seven (7) members; (voting members on the floor) whichever is greater, excluding Officers and Board of Directors that are present shall constitute a quorum for the transaction of business.
- e. All motions will be passed by simple majority vote.
- f. Members shall be notified in writing, or equivalent alternative communication, of the annual meeting date, time, and location.

### Section 2: General and Special Meetings

- a. In addition to the annual meeting, there will be two meetings of the General Membership every year.
- b. Members shall be notified in writing, or equivalent alternative communication, of the meetings' date, time, and location.
- c. At least one-twentieth of the members or seven (7) members; (voting members on the floor) whichever is greater, excluding officers and directors that are present shall constitute a quorum for the transaction of business.
- d. All motions will be passed by simple majority vote.

### Section 3: Parliamentary Authority

Robert's Rules of Order shall be the guiding parliamentary authority in as much as not to conflict with the Association's By-Laws.

### Section 4: Board Authority

- a. From one day after the last yearly General Membership meeting (typically held Labor Day Weekend), to one month prior to the first General Membership meeting (typically held Memorial Weekend), the General Membership accepts the two-thirds majority decision of the AICLA Board of Directors as binding for matters concerning Association business and operations, including the spending of unbudgeted AICLA funds for purposes of fulfilling the Association purposes, as described in Article II of the Association By-laws.
- b. Spending of unbudgeted AICLA funds are to be limited such that the AICLA general operating fund balance does not fall below a minimal balance of \$5,000.00. The Save the Lake Fund will not be used by the Board for unbudgeted spending.
- c. Any spending of unbudgeted funds during the period in VIII Section 4: a. above shall be fully accounted for by the Association Treasurer and disclosed in the Treasurer's Reports to the Board and General Membership.

- d. All Board actions concerning Association business and operations, including unbudgeted spending, during the period in VIII Section 4: a. above shall be presented to the General Membership at the May General Membership meeting by the Association President for review and consideration prior to the election of the Board of Directors and new Officers. During non-election membership years, the Association President will report to the membership on the Board's actions concerning Association business and operations, including unbudgeted spending, during the period in VIII Section 4: a. above at the May General Membership meeting.
- e. The execution of Board Authority during the period in VIII Section 4: a. above will be conducted by the Board with a fiduciary duty of care, loyalty, and good faith, and in compliance with all appropriate local, state, and federal laws and regulations.

## **ARTICLE IX: BY-LAW AMENDMENTS**

### **Section 1: Procedures**

- a. A by-law amendment must be introduced in writing at one of the three general meetings.
- b. A proposed by-law amendment must be voted on at the following general meeting.
- c. It takes a two-thirds (2/3) majority vote to pass a by-law amendment.

## **ARTICLE X: DISSOLUTION**

The Board of Directors, by a two-thirds (2/3) affirmation vote of all directors may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote at the subsequent meeting of regular members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmation vote of regular members present and entitled to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan subsequent to approval by the regular members as provided under Michigan law. Dissolution of the Association shall not be final until the voting members, by simple majority vote, shall have approved the dissolution plan, either at a general or special meeting or by a binding mail referendum.

Upon the dissolution of the Alcona Iosco Cedar Lake Association, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

**By-Laws ADOPTED SEPTEMBER 5, 1992**  
**AMENDED JULY 6, 1996**  
**AMENDED AUGUST 31, 1996**  
**AMENDED SEPTEMBER 1, 2001**  
**AMENDED JULY 1, 2006**  
**AMENDED JULY 4, 2009**  
**AMENDED JULY 3, 2010**  
**AMENDED JULY 3, 2017**