

# **CONSTITUTION**

**MISSAUKEE LAKE ASSOCIATION, INCORPORATED**

Adopted by the Members at their Annual  
Meeting

July 16, 2016

**CONSTITUTION MISSAUKEE LAKE ASSOCIATION, INCORPORATED**

STATEMENT OF THE FUNDAMENTAL STRUCTURE OF  
THE CORPORATION (A Michigan Nonprofit Lake  
Association)

**ARTICLE I**

**NAME AND OBJECTS OF CORPORATION**

Section. 1      NAME / STRUCTURE: The name of the corporation shall be "Missaukee Lake Association, Inc." It shall be established as a nonprofit corporation, incorporated under the laws of the State of Michigan.

Section. 2      OBJECTS: The objects of the corporation are to:

- A.      Promote the education of riparian property owners and other Missaukee Lake users about water quality and water safety.
- B.      Support issues that concern the welfare of the lake in general including the conservation of the water supply in the lake and watershed, maintain the quality of water safe for swimming and conducive to the renewal of the fish resources.
- C.      Support the measurement and evaluation of hydrological data of the lake so that decisions and action of the Association shall be in line with that best for the lake in general.

**ARTICLE II**

**CLASSES OF MEMBERSHIP**

Section 1      ACTIVE MEMBERSHIP in the Association shall be offered to riparian property owners on the lake and persons who own property with legal access to the lake. A person who has negotiated a contract to purchase riparian property or property with legal access to the lake shall also be eligible for voting membership.

## CONSTITUTION AND BYLAWS OF THE MISSAUKEE LAKE ASSOCIATION

Section 2 ASSOCIATE membership shall be extended to persons or firms who express an interest in the works of the Association and have an interest in promoting the purposes of the Association through membership, voluntary services and other support.

Section 3 AFFILIATE membership shall be extended to groups or bodies of individuals or firms who express an interest in the works and purposes of the Association and through affiliation wish to support the association. Such membership shall extend privileges to the group or body, but not its members or participants as individuals.

### ARTICLE III

#### OFFICERS AND BOARD

Section 1 OFFICERS OF THIS CORPORATION shall consist of a President, a Vice President, a Treasurer, and a Secretary.

Section 2 BUSINESS AND POLICY of this corporation shall be directed and administered by a Board of Directors which shall consist of the President, Vice President, Treasurer, Secretary, the Immediate Past President and not less than two (2) Directors at large elected by the members as prescribed by the Bylaws..

Section 3 ELECTION of the Officers and Directors shall be by majority vote of the active members at the Annual Members Business Meeting.

### ARTICLE IV

#### MEETINGS

Section 1 There shall be one regular Annual Members' Business Meeting which shall be held each year, at such time and place as determined by the Board of Directors.

Section 2 Such Annual Members' Business Meeting date, time and place shall be published to all members in the regular NEWSLETTER publication of the association a minimum of one month prior to said meeting.

CONSTITUTION AND BYLAWS OF THE MISSAUKEE LAKE ASSOCIATION

**ARTICLE V**

**AMENDMENTS**

Section 1 This Constitution may be amended at any Annual Members' Business Meeting by two-thirds vote of the Active Members present, providing such amendment has been proposed at the previous annual meeting and published in the official publication of the corporation at least thirty days prior to the first reading of the proposed change and before the final vote.

**ARTICLE IV**

**POLICY AND DISSOLUTION**

Section 1 No funds or property of the corporation shall inure to the benefit of any member, officer or any private individual, except that reasonable compensation may be paid for services rendered to, or for, the corporation under authorization of the Board of Directors. No substantial part of the activities of the corporation shall be the attempt to influence legislation or to participate in political campaign activities.

The corporation shall not carry on any activities not permitted to organizations exempt under Section 501(c)6 of the Internal Revenue Code and its regulations and amendments.

Upon dissolution, the assets of the corporation shall be distributed exclusively to inland lake associations also exempt under Section 501(c)6 or 501(c)3 of the Internal Revenue Code and its regulations and amendments.

**AMENDMENTS APPROVED AT THE ANNUAL MEMBERS' BUSINESS MEETINGS AS FOLLOWS:**

**NOTE:** Reference numbers will appear in the left margin to indicate date of amendment.

**Reference**  
**Number**                      **Date Place**

**NONE**

# **BYLAWS**

## **MISSAUKEE LAKE ASSOCIATION, INCORPORATED**

**Adopted by the Members at their  
Annual Meeting**

**July 16, 2016**

# **BYLAWS OF MISSAUKEE LAKE ASSOCIATION**

**MISSAUKEE LAKE ASSOCIATION, INC.**

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# BYLAWS

## MISSAUKEE LAKE ASSOCIATION, INCORPORATED

### ARTICLE I

#### POLICIES AND PROCEDURES

- Section 1 LAWS AND PRINCIPLES covering the operation of this Corporation shall fall into three classifications, as follows:
1. Statement of fundamental structure of the Corporation, known as Articles of Constitution. They may be changed or added to only at a Business Meeting by a two-thirds vote of Active Members present, provided such amendment has been proposed at the previous Annual Members' Business Meeting and published in the Missaukee Lakes Association NEWSLETTER or referenced therein and posted to the association website at least thirty days prior to the final vote.
  2. Statements of permanent policy and responsibilities, known as Bylaws.
  3. Statements of detailed policy, procedure and responsibilities known as Rulings of the Board of Directors. They may be added to or changed at any legal meeting of the Board of Directors by a majority vote of the Board members present.
- Section 2 PARLIAMENTARY PROCEDURE shall be governed by Roberts Rules of Order in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the Rulings of the Board of Directors. The Secretary shall rule as to matters being in or out of order and have a copy of the Roberts Rules of Order present at each meeting.
- Section 3 AMENDMENTS to these Bylaws may be adopted at any Annual Members' Business Meeting by a two-thirds vote of the Active Members present; providing such amendments have been presented to the Membership in writing, or in the NEWSLETTER, at least thirty days before the vote. However, if advance notification has not been provided, at the discretion of a majority of the officers and directors present at the Annual Members' Business Meeting, the Bylaws may be set aside and an amendment to the Bylaws may be introduced. Passage of such an amendment shall require an affirmative vote by at least three-quarters of the members present.

## CONSTITUTION AND BYLAWS OF THE MISSAUKEE LAKE ASSOCIATION

Section 4 QUORUM. At a Members' Business Meeting all members present shall constitute a quorum. A majority vote shall be needed to transact business.

A simple majority of the Board of Directors shall constitute a quorum for a Board Meeting.

## ARTICLE II

### PUBLICATIONS

Section 1 Missaukee Lake Association, Inc. Board of Directors shall cause to have published at least once per year a NEWSLETTER or appropriate mailing to keep the membership informed of the Associations activities.

## ARTICLE III

### FISCAL

Section 1 FISCAL YEAR of the Corporation shall be July 1 through June 30.

Section 2 DUES. The annual dues will be determined by the Board of Directors and shall be payable to the Treasurer on July 1 of each year. Dues shall become delinquent if not paid by Dec. 1. Members whose dues are not paid within a 30 day grace period may be removed from the membership list.

Section 3 ASSESSMENTS, other than regularly established dues, shall be non-enforceable.

Section 4 AN OPERATING FUND shall be maintained, under the direction of the treasurer, to which all current income should be deposited, and from which obligations of the Corporation shall be paid.

Section 5 The Operating Fund may be operated by the Treasurer or other officer as directed by the Board of Directors, but usually from the Corporation's primary business address. With approval of the Board it may take the form of several accounts such as checking, savings or certificates of deposit and may involve different banking institutions.

Section 5 The purpose of these funds shall be to provide financial reserves for the Corporation to insure its ability to operate in times of poor cash flow, or when faced with unexpected Corporation problems.



## CONSTITUTION AND BYLAWS OF THE MISSAUKEE LAKE ASSOCIATION

Section 6 A RESERVE FUND may be maintained, under the direction of the treasurer, in which monies shall be held in amounts as recommended by the Board of Directors. The purpose of these funds shall be to provide financial reserves for the Corporation to insure its ability to operate in times of poor cash flow, or when faced with unexpected Corporation problems.

Section 7 ALL MONIES PAYABLE TO MISSAUKEE LAKE ASSOCIATION, INC. as dues, assessments, reserve fund payments or donations, income from promotions or from any source shall be paid to the office of the Treasurer, or as otherwise directed by the Board. These and all monies are to be maintained in the operating fund unless otherwise directed by the Board.

Section 8 NO MEMBERS SHALL HAVE TRAVEL OR OTHER EXPENSES paid by Missaukee Lakes Association, Inc. even when on service for Missaukee Lakes Association, Inc. except when approved in advance by the Board of Directors for the following purposes:

1. Transportation costs for the President, or for another Officer or Director substituting for the President, for attending regional or state, association meetings as approved and budgeted for by the Board of Directors.
2. Travel expenses for individuals, individual firms or corporations employed for Missaukee Lake Association, Inc. by the Board of Directors.
3. Transportation costs for officers, directors, committee persons or members on special assignment for Missaukee Lake Association, Inc. when approved in advance by the Board of Directors.

Section 9 AN AUDIT OR REVIEW of the books of the Corporation shall be conducted by a certified public accountant or other qualified person approved and directed by the Board of Directors, generally annually but not less than every three years.

Section 10 BUDGET. An annual budget for the following fiscal year shall be prepared by the Treasurer and approved by the Board at its last meeting in each fiscal year.

At the end of the fiscal year, all unexpended funds remaining from that year's budgeted allotments shall return to the operating fund.

Any deviation from budgeted amounts must receive approval of the President, Executive Committee or Board of Directors

Section 11 FIDELITY BONDS and liability insurance covering officers, individuals and employees designated by the Board of Directors may be required at the discretion of the Board. If required such bonds and insurance will be paid for by the Corporation

## **ARTICLE IV**

### **MEMBERSHIP**

- Section 1      The membership year is from July 1 through June 30 of each calendar year.
- Section 2      Any member who shall reflect discredit upon this Association may be removed from membership by a 2/3 vote of the entire membership of the Board of Directors of the Association. Written notice shall be mailed to the member 30 days prior to any action taken by the Board. A hearing before the Board shall be provided if requested by the member of the Association
- Section 3      Withdrawal from membership in the Association shall be by written notice to, or from, the Secretary of the Association.

## **ARTICLE V**

### **OFFICERS AND BOARD**

- Section 1      The affairs of this Association shall be managed by a Board of Directors composed of (4) Officers, a President, Vice President, Treasurer, and Secretary; the Immediate Past President and not less than two (2) Directors At Large.
- Section 2      The Board of Directors shall have control of the affairs and property of the Association, and shall serve as the executive and policy-making group of the Association.
- Section 3      The officers and Directors shall serve a term of one year elected at the Annual Members meeting each year. They may serve consecutive terms until replaced. In the event that there is no election they shall serve until elections are held.

## **ARTICLE VI**

### **COMMITTEES**

- Section 1      STANDING COMMITTEES are a permanent part of the Corporation Structure and the members of these committees shall serve for one year to coincide with the term of the office of the President. The President shall appoint the Chairperson of each Standing Committee, subject to confirmation by the Board at their first meeting following the appointment.

## CONSTITUTION AND BYLAWS OF THE MISSAUKEE LAKE ASSOCIATION

- Section 2      STANDING COMMITTEES and their duties shall be as follows:
1. AN EXECUTIVE COMMITTEE, consisting of the President acting as Chairperson, the Vice president, the Immediate Past President, Secretary and Treasurer, shall serve between meetings of the Board of Directors and shall have all the power and authority of the Board of Directors to carry out the business and policy of the corporation. Actions of the Executive Committee shall be presented for review at the next meeting of the Board of Directors.
  2. A NOMINATING COMMITTEE, consisting of one or more officers or directors shall be elected by a majority vote of the Board of Directors.
- Section 3      SPECIAL COMMITTEES of the Corporation shall be appointed by the President, with approval of the Board, at any time during his/her tenure to serve as needed by the corporation. Such committees shall exist only for one year or to coincide with term of the President. Unless they are officers or directors, the Chairpersons of Special Committees are considered non-voting members of the Board of Directors.
- Section 4      SPECIAL COMMITTEES, if created may include, but are not limited to the following:
- Bylaws & Constitution
  - Environment
  - Finance
  - Membership
  - Publications
  - Public Relations
- Section 5      Committee Chairpersons, with the exception of the Nominating Committee, will be responsible for the appointment of their own committees.

## ARTICLE VII

### ORDER OF BUSINESS

- Section 1      All meetings of the membership and the Board of Directors shall be as follows:
1. Call To Order
  2. Roll Call of Officers & Board
  3. Reading of Minutes of Last Meeting
  4. Treasurers Report
  5. Report of Officers/Directors
  6. Report of Committees
  7. Unfinished Business
  8. Elections/Appointments
  9. New Business
  10. Adjournment

## **ARTICLE VIII**

### **MEETINGS**

- Section 1      The Annual Meeting shall be held on the third Saturday in July of each year or as otherwise directed by the Board.
- Section 2      The Semi-Annual meeting, if held, shall be on the Saturday before Labor Day at the discretion of the Board.
- Section 3      Special meetings of the membership may be called by the President or by any (3) members of the Board of Directors. The call for the Special Meeting must state the business to be transacted, and no business shall be transacted except that stated in the call.

## **ARTICLE IX**

### **INDEMNIFICATION**

- Section 1.      The Corporation shall indemnify any officer or director who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he/she is or was an officer or director of the Corporation, or is or was serving at the request of the Corporation as an officer, or director of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, to the fullest extent permitted by law. The foregoing rights of indemnification shall not be exclusive of any rights to which any person may otherwise be entitled as a matter of law. Indemnification of officers and directors shall cover acts, errors and omissions as agent of the Corporation in any capacity, including but not limited to that of "fiduciary" of any employee benefit program.