

# LAKE GEORGE PROPERTY OWNERS ASSOCIATION

## Bylaws

### ***ARTICLE I***

#### **Name and Location**

The name of this corporation shall be Lake George Property Owners Association, Inc., and hereinafter shall be referred to as "LGPOA", or as the corporation.

1. The LGPOA is a 501(C)4 nonprofit corporation and the location of the corporate offices shall be: 175 Lake George Avenue, P.O. Box 216, Lake George, Michigan 48633-0216, or, at such other location as shall be designated by the Board of Directors.

### ***ARTICLE II***

#### **Mission Statement**

The LGPOA will focus on protecting and enhancing the resources associated with the surface waters, ground waters, and water related habitats of Lake George and Shingle Lake, as well as, serving and promoting our community in a positive manner.

### ***ARTICLE III***

#### **Purpose**

1. The purposes of LGPOA include, but may not be limited to:
  - a. The promotion and distribution of educational information regarding the lakes and their respective watersheds, the promotion and implementation of water related research, and to study and monitor Lake George and Shingle Lake.
  - b. To facilitate intergovernmental coordination and public involvement on the proper and non-injurious use of water-related resources.
  - c. To proactively participate with other local organizations in events and strategies that benefit the community in general.

### ***ARTICLE IV***

#### **Membership Dues**

Shall be determined by the Board of Directors, and approved by a simple majority of members present at a Membership Meeting. The membership period shall be from Memorial Day to Memorial Day of the next year.

## **ARTICLE V**

### **Voting Eligibility**

Names of all voting members for each type of membership must be registered with the Secretary for eligibility verification. No membership is transferable. Under no circumstances is a member eligible to more than one vote per issue; regardless of the number of parcels owned either individually or in a joint-partnership. All Membership dues must be current to be eligible to vote. At the beginning of each membership or Annual Corporate Meeting, the President shall read the following statement to the audience:

*To be eligible to vote on any motion brought before the Membership Meeting today you must be a current member (dues paid in full) of the LGPOA. Guests are certainly welcome at our meetings and may be heard on any matters discussed at our meetings, but we remind you that guests are not eligible to vote.*

## **ARTICLE VI**

### **Membership Classifications**

The LGPOA allows for two types of memberships and they are defined as follows:

1. Regular Membership. Shall be limited to owners of a parcel(s) no further than one-half mile from the Lake George and/or Shingle Lake high water mark. Membership eligibility will include not only home owners, but also corporations, partnerships, LLC's, legal associations, or any privately held businesses. These members are entitled one vote or in the instance of a husband and wife membership; each person is entitled one vote. In the instance of joint-partner ownership, two owners are entitled one vote each, but not more than two votes per parcel are allowed. Any business that is a member shall be entitled to one vote per business and can appoint any one person to vote on behalf of the business.
2. Associate Membership. Corporations, partnerships, legal associations, and/or persons who wish to help further the goals of this organization, but cannot meet the property ownership or location requirements of a Regular Membership. An Associate membership has the right to be heard during discussions at meetings and may serve on a committee; but shall have no voting rights and is not eligible for a position on the Board of Directors. The annual dues shall be the same as the established Regular Membership Dues.

## ***ARTICLE VII***

### **Directors**

1. Property and business shall be handled by a Board of Directors consisting of no more than twelve (12) members, of which seven (7) shall constitute a quorum.
2. Whenever possible, the Board of Directors shall include a minimum of three (3) members from Shingle Lake, and Six (6) from Lake George and no more than three (3) business type members on the board at any one time.
3. Each year at the Annual Corporate Meeting; four (4) members will be elected as Directors and will serve three (3) year terms. At the following years Annual Corporate Meeting, four (4) more Directors will be elected for three (3) year terms and the following year four (4) more Directors will be elected to three (3) year terms. This method is established to ensure a full, experienced Board of Directors.
4. A member shall not serve more than two consecutive terms on the Board of Directors. A member who has served two consecutive terms may be re-elected or appointed to the Board of Directors after a minimum period of three years since the member was previously a Director. Current members to the Board of Directors at the time of adoption of this policy shall be eligible to serve two consecutive terms from the time of policy adoption.
5. The Board of Directors shall have the authority to exercise all powers not prohibited by statute.
6. The Board of Directors shall periodically review and revise the objectives and internal policies of the LGPOA, for the purpose of most effectively implementing the aforementioned Mission Statement.
7. Any Director of the LGPOA may resign at any time.
8. A Director of the LGPOA may be removed by a simple majority vote of the entire Board of Directors for any reason including (but not limited to) the following:
  - a. Any act of malfeasance or nonfeasance of office.
  - b. Any repetitive act of behavior which is intended to be disruptive, and/or counterproductive to any LGPOA meeting or event.
  - c. Any intentional disregard to the LGPOA's established policies and procedures.
  - d. A member of the Board of Directors may be excused from attendance at any meeting of the Board of Directors by notifying the President or Secretary at least three (3) calendar days prior to such meeting. Unexcused absence from two (2)

consecutive meetings of the Board of Directors may be a basis for removal from the Board of Directors by a majority vote of the Board of Directors.

9. In the case of a vacancy of a Director, the President shall recommend a replacement to be approved by a majority vote of the Board of Directors. The new Director shall serve for the remaining term of said vacancy.

## ***ARTICLE VIII***

### **Membership Meetings**

1. The LGPOA will hold two Membership Meetings per year. The first shall be the Sunday prior to the legal Memorial Day holiday and the second shall be the Sunday prior to the Labor Day Holiday. Both meetings shall convene at 10:00 AM at a location designated by the President and Secretary. The meeting prior to Labor Day shall be designated as the Annual Corporate Meeting at which time members of the Board of Directors shall be elected. At any Membership Meetings; members will be able to vote on proposals presented to the membership by the Board of Directors.
2. Twenty percent of the membership shall constitute a quorum to carry on business, and if no quorum exists, those present shall have authority to adjourn from time to time until a quorum is present.
3. If in the event a quorum is not in attendance for any Membership Meeting; the meeting can be adjourned after thirty (30) minutes by a majority vote of the qualified attendees. However, prior to the adjournment; the meeting must be rescheduled to occur within thirty (30) days. Any meeting where a quorum is in attendance may also be adjourned in the same manner.
4. Notice of Membership Meetings shall be mailed to each member at the address on file with the LGPOA at least fifteen (15) days before said meeting.
5. A complete alphabetical list of all members with their addresses and voting privileges shall be maintained by an individual designated by the Board of Directors. A copy of this list shall also be kept on file by the Secretary.
6. Special Membership Meetings may be scheduled with a majority vote of the Board of Directors. The Membership shall be able to vote on any proposals presented by the Board of Directors at a Special Membership Meeting. Notice of Special Membership Meetings shall be sent to all members at least fifteen (15) days before the meeting.

## ***ARTICLE IX***

### **Board of Director Meetings**

1. A Regular Meeting of the Board of Directors shall be held within thirty (30) days following the Annual Corporate Meeting. At this meeting, the current Board of Directors will establish a schedule for the regular monthly April through November Board of Director Meetings which shall specify a date, time, and place. This schedule will be published in the newsletters. If deemed necessary, the Board of Directors may schedule Special Meetings if requested by any two officers with at least a 48 hour notice provided to the other Board of Directors.
2. If in the event a quorum is not in attendance for any Board of Director Meeting; the meeting can be adjourned after thirty (30) minutes by a majority vote of the Directors in attendance. However, prior to the adjournment; the meeting must be rescheduled to occur within thirty (30) days. Any meeting where a quorum is in attendance may also be adjourned in the same manner.

## ***ARTICLE X***

### **Officers**

1. Immediately following the Annual Corporate Meeting; the Board of Directors shall convene to elect a President, Vice-President, Second Vice-President, Secretary, Deputy Secretary, Treasurer, and Deputy Treasurer.
2. The President shall preside at all Membership and Board Meetings and shall make recommendations to the Board of Directors, for appointment(s) to committees as may be necessary. The President shall also perform the traditional duties of the office as may be necessary, as well as those duties specifically defined in other Articles and Sections of these bylaws.
3. The Vice-President shall assume the duties of the President when the President is absent or disabled, and shall perform the traditional duties of the office.
4. The Second Vice President shall assume the duties of the Vice-President when the Vice-President is absent or disabled, and shall perform the traditional duties of Vice-President.
5. The Secretary will issue notices of all Board of Directors and Membership Meetings, and shall attend and keep the minutes of same. The Secretary shall have charge of all corporate records, and shall perform all other duties associated with the office of Secretary.
6. The Deputy Secretary shall assume the duties of the Secretary when the Secretary is absent or disabled, and shall perform the traditional duties of the office.
7. The Treasurer shall oversee all moneys and securities of the LGPOA, shall keep regular books, and shall submit them, together with all vouchers, receipts, records and other papers, to the Board of Directors for examination and approval

as the Board may require and perform other duties associated with the office of Treasurer.

8. The Deputy Treasurer shall assume the duties of the Treasurer when the Treasurer is absent or disabled, and shall perform the traditional duties of the office.
9. The President and the Treasurer shall be two of the three Board of Directors authorized to endorse checks, bank drafts, and contracts. The remaining person shall be appointed by the President and that name shall be kept on record. Any Director that is authorized to sign checks or withdrawal funds from any LGPOA account; must be bonded. The Board of Directors shall approve and pay for the associated costs of bonding.
10. In the case of a vacancy of an Officer, the President shall recommend a replacement to be approved by a majority vote of the Board of Directors. The new Officer shall only serve for the remaining term of said vacancy.

## ***ARTICLE XI***

### **Finances**

1. Bank accounts and checks shall be in the name of the Corporation.
2. The fiscal year of the LGPOA will be for the period January 1st through December 31st of each year.
3. An auditing committee shall be appointed each year by the Board of Directors to audit the Treasurer's records prior to the Annual Corporate Meeting. Such committee shall be composed of two or three members at least one of whom is not presently a Director.
4. Any expenditure over \$500.00 not included in the annual budget, as approved by the Board of Directors, shall require prior approval by the Board of Directors.
5. To ensure that the LGPOA can meet critical financial situations, it is agreed that the Board of Directors shall maintain a portion of the treasury in a contingency fund of not less than fifteen thousand (\$15,000.00). Use of any portion of the contingency fund shall require a supporting vote by the membership of the LGPOA.

## ***ARTICLE XII***

### **Committees**

All standing and special committees shall be authorized by a resolution of the Board of Directors. The chairperson of all committees shall be a person who is a member of the LGPOA. All committee members shall serve a term of one (1) year,

and may be reappointed. Specific responsibilities and authorities, committee term and tenure, and committee budget shall be redefined from time to time at the discretion of the Board of Directors. Whenever possible, each committee shall provide a written report of its activities at each regular meeting of the Board of Directors. The Board of Directors may include persons on a given committee who are not members of the LGPOA, if such persons are deemed to offer resources or counsel that further the mission and purposes of the LGPOA.

## ***ARTICLE XIII***

### **Electronic Meetings**

1. Regular and Special Meetings of the Board of Directors may be held by electronic means (such as e-mail or other Internet communication systems, telephone conferences, video conferences, facsimile, etc.) subject to the following:
  - a. The Board of Directors shall have access to the appropriate electronic meeting media, as verified by their response to a call for any particular meeting. This majority shall constitute the quorum for the meeting and, once established, shall be assumed present until the meeting is adjourned.
  - b. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
  - c. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion.
  - d. Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Board of Directors.

## ***ARTICLE XIV***

### **Indemnification**

1. The LGPOA agrees to defend and indemnify all officers, directors and other volunteers or employees acting at the direction and on behalf of the LGPOA for any liability in connection with the good faith performance of LGPOA duties, business and activities of any kind or nature, provided, however, there shall be no obligation to defend or indemnify any officer, director, volunteer or employee for any act or omission that involves any of the following: (a) intentional misconduct; (b) knowing violation of the law; (c) a transaction from which the officer, director, volunteer or

employee derived an improper or illegal personal or financial benefit; or (d) gross dereliction of fiduciary duty.

## ***ARTICLE XV***

### **Amendments and Severability**

1. These Bylaws may be amended by a majority vote of the eligible members present and voting at any duly-convened Membership Meeting, provided a copy of the proposed amendments(s) has been made available to each member at least fourteen (14) days prior to said meeting.
2. If any other provision of this document is rendered void by acts of any legislature or the courts, these Bylaws shall be construed as if the offending portion had been omitted.

## ***ARTICLE XVI***

### **Parliamentary Authority**

1. The rules contained in the current edition of "*Robert's Rules of Order*" (newly revised) shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws, Federal or State statute, or any special rules of order the corporation may adopt.

## ***ARTICLE XVII***

### **Dissolution**

1. The Lake George Property Owners Association, Inc., a non-profit association, recognized as a service organization in Lincoln Township, County of Clare, Michigan. In the event of dissolution, all assets, real and personal, shall be turned over to the Township of Lincoln (a municipal corporation) of Clare County, Michigan, after all bills, invoices and liabilities of the corporation are satisfied. In no event shall any of the assets of the corporation be distributed to any member, Officer or Director of the corporation in compliance with rules required by the Bureau of State Lottery, State of Michigan.



**ARTICLE XVIII**

**Adoption**

1. These bylaws for Lake George Property Owners Association have been adopted on September 2, 2012 and supersede, amend, and repeal all previous bylaws, and take full force and effect immediately.

I hereby certify that the above Bylaws of the Lake George Property Owners Association were adopted by the Board of Directors and Members at the Annual Corporate Meeting held on Sunday, September 2, 2012.

Deborah G. Briggs  
Printed Name of the Secretary

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Signature of the Secretary,  
Lake George Property Owners Association

## **Amendments to the Bylaws for the Lake George Property Owners Association.**

Amendment1. Add Positions of Deputy Secretary and Deputy Treasurer.

At the time that the Board of Directors convenes immediately after the Annual Corporate Meeting to appoint officers to the Board, the Board shall also appoint a Deputy Secretary and a Deputy Treasurer. The Deputies shall assume the duties of the respective officers if either the Secretary or Treasurer is absent or disabled and shall perform the traditional duties of the office.

For this amendment, Article X Officers, Section 1 was changed to add the positions of Deputy Secretary and Deputy Treasurer. Section 6 was added to define the role of Deputy Secretary, and Section 8 was added to define the role of Deputy Treasurer.

### **Adoption.**

I hereby certify that Amendment 1 to the Bylaws of the Lake George Property Owners Association was approved by the Members at the Annual Corporate Meeting held on Sunday, September 1, 2013.

Deborah G. Briggs  
Printed Name of Secretary

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Signature of Secretary  
Lake George Property Owners Association

Amendment2. Change to Article VII Directors, Section 3.

Previous language:

Each year at the Annual Corporate Meeting, six (6) members will be elected as Directors and will serve two (2) year terms. At the following years Annual Corporate Meeting, six (6) more Directors will be elected for two (2) year terms so that an alternating method of elections will insure a full Board of Directors.

New language:

Each year at the Annual Corporate Meeting four (4) members will be elected as Directors to serve three (3) year terms. At the following year's Annual Corporate Meeting four (4) more Directors shall be elected to three (3) year terms and the third year four (4) more Directors will be elected to three (3) year terms. This method is established to ensure a full, experienced Board of Directors.

The reasoning behind the amendment is to avoid the potential of a possible change of one half of the entire Board each year. With this amendment, a maximum of a third of the board would change in any one year. This allows continuity in the year to year make-up of the board.

Amendment3. Addition to Article VII. Directors, Section 4.

A member shall not serve more than two consecutive terms on the Board of Directors. A member who has served two consecutive terms may be re-elected or appointed to the Board of Directors after a minimum period of three years since the member was previously a Director. Current members to the Board of Directors at the time of adoption of this policy shall be eligible to serve two consecutive terms from time of policy adoption.

This language was added to Article VII as Section 4. The reasoning here is that this change will encourage member participation in the Board and enhance the flow of new ideas within the Board.

Amendment4. Addition to Article XI. Finances, Section 5.

To ensure that the LGPOA can meet critical financial situations it is agreed that the Board of Directors shall maintain a portion of the Treasury in a contingency fund of not less than fifteen thousand (\$15,000.00). Use of any portion of the contingency fund shall require a supporting vote by the membership of the LGPOA.

This language was added to Article XI as Section 5. This change sets aside \$15,000 of the entire Treasury to ensure that the LGPOA will have funds available if a critical situation were to occur that would be outside normal expenditures. Examples of such a situation would be needing to address an invasive species in one or both of the lakes or some other situation affecting the health and future of our lakes.

**Adoption**

I hereby certify that the above three amendments to the Bylaws of the Lake George Property Owners Association were approved by the Members at the Annual Corporate Meeting held on Sunday, September 4, 2016

Deborah G. Briggs  
Printed Name of Secretary

\_\_\_\_\_  
Signature of Secretary  
Lake George Property Owners Association

**Amendment 5.** Addition to Article VII. Directors, Section 3.

The addition to Section 3 will be as follows:

In the event of a tie between multiple candidates during the election of Board members, the tie shall be resolved by a "Draw from a Hat". The names of all candidates' names involved in the tie shall be put into a "hat" and by blind draw a name shall be drawn from the hat by the president of the association or another neutral party. The first name drawn shall be considered the winner. If multiple candidates are tied for two or more positions, draws will be continued till all positions are determined.

**Adoption**

I hereby certify that the above amendment to the Bylaws of the Lake George Property Owners Association was approved by the Members at the General Membership Meeting held on Sunday, May 25, 2019

Kelly A. Clark  
Printed Name of Secretary

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Signature of Secretary  
Lake George Property Owners Association