

By-Laws of the Canadian Lakes Association, Inc.

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Amended:

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ARTICLE I: PURPOSE

Section 1: The purpose and objectives of this Association are to:

- Promote friendship and goodwill among the Canadian Lakes property owners, family members and guests
- Sponsor social functions and activities for the entertainment and education of the property owners, family members and guests
- Sanction Canadian Lakes organizations and group activities for the benefit of property owners, family members and guests
- Maintain liaison with Canadian Lakes Property owners Corporation (CLPOC)
- Initiate and fund projects and programs which will improve the welfare of Canadian Lakes property owners and/or the local-state-national and world communities as well
- Provide information through various media including but not limited to newsletters, websites, directories, etc., that will keep the association informed about its members and activities at Canadian Lakes
- Provide orientation meetings and materials for new Canadian Lakes property owners to assist them in their transition to the Canadian Lakes community.

ARTICLE II: MEMBERSHIP

Section 1: Any CLPOC member in good standing may become a member of the Association by payment of dues to the Association Treasurer. The fiscal year is the calendar year. Any renter of property with a minimum of a one-year lease may become a member.

Section 2: The annual membership dues will be determined by a majority vote of the elected directors.

Section 3: Voting rights are extended to no more than two (2) persons per paid membership.

Section 4: Only paid Members as of the deadline established by the Membership Director for each year will be included in the Membership Directory for that calendar year.

ARTICLE III: MEETINGS

Section 1: CLA ANNUAL MEETING & MEET-THE-CANDIDATES

The CLA will hold its Annual Meeting on the fourth Saturday in September of each year. This meeting will take place directly after the Monthly CLPOC Board Meeting. During this meeting, the CLA President will give a report on what the CLA has accomplished during the year and share information about the upcoming year. The President will also introduce the current Board of Directors and acknowledge any Board Members who are leaving at the end of the year as well as any new Board Members that recently joined.

After the CLA Meeting adjourns, the CLA Sponsored Meet-the-Candidates portion of the day will begin. The Chairperson of the CLPOC Nominating Committee will introduce the Canadian Lake Property Owners who are running for a position on the CLPOC Board of Directors. They will introduce themselves, and then there will be a question and answer period during which members of the audience can ask questions of each candidate.

The CLA sponsors this event and is responsible for providing coffee and donuts. Coffee and donuts need to be ready before the beginning of the CLPOC Board Meeting which normally starts at 9:00 am. The entire CLA Board should attend each portion of the meeting day and will sit at the front table with the CLA President when he/she is giving the report.

Section 2: Special meetings of the membership may be called at the direction of the President supported by a majority vote of the Board of Directors. Notice of the special meetings may be communicated to the members in writing or via personal contact as decided by the Directors.

Section 3: The Board of Directors will maintain liaison with the membership through periodic general meetings, newsletters another mailings.

ARTICLE IV: ORGANIZATION

Section 1: A volunteer Board of Directors consisting of no less than twelve (12) Canadian Lakes Association Members and no more than 15, to be appointed by current CLA Board Members or elected at large, will direct the affairs of the Association. Advertising for replacement Board Members should begin in September of the year the prior to the beginning of the upcoming year.

Section 2: The President, Vice-president, Secretary, and Treasurer shall be elected or re-elected by the Board of Directors for the upcoming year in December of the current year. The immediate past president shall serve as an ex-officio member of the Board without voting privileges (except to break a tie on a board vote), unless he/she remains an active Director on the Board. All Board Members are eligible to run for an Officer position or to switch jobs with another Board Member if all Board Members are in agreement.

- a. In December of each year, elections for any open Officer and/or Director positions are held. There are no written guidelines for the number of years that an Officer or Director may hold a position such as President, Vice-President, Membership Director etc. The norm is that a President would hold office for approximately 1-3 years. The Treasurer could keep his/her position for three to six years. Board Directors may keep their position for three to six years as well. Every Board Member has the opportunity run for an Officer position if desired.
- b. At the CLA Board Meeting in October or November of each year, the President needs to verify which Officer Positions and/or Director Positions will become available for the upcoming year. The President then needs to ask which continuing Board Members would like to fill one of the open positions. If a continuing Officer or Board Director wishes to keep their position, they need to announce this at the October or November meeting.
- c. Prior to the December Board Meeting a ballot is prepared consisting of all open positions and the name of the person/s running for that position. Each Board Member is given a ballot. Ballots should be counted by either two outgoing Board Members or one outgoing Board Member and one outgoing Officer.

Section 3: Not more than four (4) new Directors will be elected each year if possible. A Director having served a full term may stand for re-election for one additional three (3) year term. Upon completion of two (2) successive terms, a Board member may stand for reelection after an interim of one (1) year. Any vacancies created during a term office shall be filled by appointment by the remaining Board

members for the term of the vacancy. Directors appointed for more than one (1) year will be considered as having served a full term.

Section 4: In the event the Office of President becomes vacant, the Vice-president shall assume that position. All other vacancies shall be filled by the Board of Directors at a regular scheduled meeting.

Section 5: The Board of Directors will meet at least monthly. A quorum must be present to review all matters of interest concerning the Association, and to plan Association activities. These meetings shall be open to the entire membership.

ARTICLE V: DUTIES OF OFFICERS

Section 1: The President shall be the Chief Executive Office of the Association and shall preside at all the meetings of the Directors or the membership. The president shall be a member ex-officio of all committee and have general supervision over all Association activities. The President shall initiate any necessary communication.

Section 2: The Vice-president shall fill in for the President during his absence and shall perform duties as delegated to him by the President and/or Board of Directors.

Section 3: The Secretary shall keep minutes of all meetings of the membership and the Board of Directors; maintain a record of all past meeting minutes. The Secretary shall keep on file all official documents relating to the Association.

Section 4: The Board of Directors will maintain liaison with the membership through periodic general meetings, newsletters and other mailings.

Section 5: All proposals requiring membership approval will provide for both proxy and absentee ballots for use by qualified voters. Passage or defeat of a proposal will be determined solely by the fact that a simple majority of those voting were in favor or were not in favor of the proposal.

Section 6: Funds accruing to the Association, from whatever source, shall be used for:

- a) Fair and reasonable expenses of the Association for normal operations, such as stationary, postage, supplies, charitable contributions, etc., except that:
- b) Monies collected for special projects shall be recorded and identified separately and shall be used only for the special project for which the monies were collected. At such time that it is evident that the project will not or cannot be completed, or is completed for less cost than planned, the balance of the monies

- available, upon the approval of the Board of Directors, shall be transferred to the general funds of the Association. The transfer of such funds shall be reported to the membership at the earliest Association meeting.
- c) Officers, directors, committee chairmen or committee members will not be paid salaries, wages, honoraria, gifts or any other item of value for their services. They may be reimbursed for fair reasonable out-of-pocket expenses incurred for Association activities upon presentation of receipts to the Treasurer.
 - d) No funds shall be distributed directly or indirectly to any political candidate, political party, or any agency thereof.
 - e) Funds are to be use for the enjoyment, betterment, safety and well being of the members of the Canadian Lakes community, and to carry out the authorized purposes and objectives of the Association
 - f) Funds may be used for any purpose authorized by the non-profit corporation act (Act 162, Public Acts of 1982, amended) and not otherwise prohibited by the articles of incorporation or these by-laws.

Section 7: No officer, director or member of the Association shall have the authority to make any commitment, agreement or arrangement in any way or obligating the Association without first having obtained a duly recorded vote of approval by motion of the Board of Directors.

Section 8: The members of the Board of Directors of the Association who are volunteer directors of the Association shall not be personally liable to the Association or its members for monetary damages for a breach of a Director's fiduciary duty, except in the instance of:

- a) No amendment, addition or repeal of any part of these articles shall change the primary purpose or nature of this organizational breach of the Director's duty of loyalty to the Association or its members.
- b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law
- c) A violation of Section 551(1) of Act 162 Public Acts of 1982 {MCK 450.2551(1)}.
- d) A transaction from which the director derived an improper personal benefit
- e) An act or omission occurring before adoption of this provision
- f) An act or omission that is grossly negligent.

ARTICLE VI: PETITIONS

Section 1: The membership at large may direct the Board of Directors to call a special meeting of the membership to vote on or discuss specific issues by presenting a petition to the Board of Directors, such petition bearing the signatures of seventy-five (75) or more members in good standing. If the special meeting request is one requiring a by-law change or amendment to the Articles of Incorporation or other issues requiring a vote of the membership, the Board of Directors shall give notice to the membership of the meeting and voting proposals at least thirty (30) days prior to the meeting. Results of the balloting shall be posted in the monthly newsletter. An individual or small group may request a meeting with the Board of Directors by submitting a request to the Secretary of the Board. The Secretary of the Board will direct the request to the President or acting head of the Association for the placement on a meeting agenda and will advise the requesting parties of the status of their request.

ARTICLE VII: PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order Revised and Robert's Parliamentary Law shall prevail and be adhered to for any question of procedure or parliamentary law that is raised, if that question is not covered by these by-laws. A Parliamentarian will be appointed by the President and approved by the Board of Directors.

ARTICLE VIII: AMENDMENTS

Section 1: These by-laws can only be changed by a simple majority of the fully qualified members who voted to alter, amend, add to or repeal these by-laws, providing the membership is given at least thirty (30) days notice prior to voting.

Section 2: No amendment, addition or repeal of any part of these articles shall change the primary purpose or nature of this organization.

Locations where by-laws will be available:

- Canadian Lakes Association website
- CLA Director's Handbook
- CLA office file