

BYLAWS
OF
MONA LAKE IMPROVEMENT ASSOCIATION
(A Michigan Tax-Exempt Foundation)

ARTICLE I
Membership

Section 1. Membership. The Association shall maintain one class of membership only. All members shall have all of the rights of membership, including the right to vote on items submitted to the general membership for a vote.

Section 2. Qualifications. To be eligible for membership, the person/entity shall own property on Mona Lake and must be current on dues. To the extent that a person owns property jointly with another, only one of such owners shall be eligible for membership. Those with only deeded access to Mona Lake shall not be eligible for membership.

Section 3. Annual Dues. While the recommended annual membership is \$2.50 per lake front foot, the minimum annual membership dues for members shall be \$50, which shall be due on or before the first day of July each year.

Section 4. Meetings. While there is no annual membership meeting, special meetings of members of the Association for any purpose may be called by at least three directors or by the President and Secretary and shall be called by the Secretary upon written request of twenty-five percent of the Association's membership.

Notice of the place, day and hour of holding each special meeting and of the general nature of the business to be considered shall be emailed not less than five days before each special meeting to each member to the email address provided to the Association by the member. Except as otherwise approved by the Board of Directors, notices will not be sent via U.S. Mail.

No business requiring a motion and expenditure of funds, other than referred to in the notice or incidental thereto, shall be transacted at any special meeting of the membership.

Section 5. Voting, Election and Proxies. At each special meeting of the membership of the Association, each member shall be entitled to one vote. A member may be represented at such meeting in person or by proxy duly authorized in writing for that purpose, the proxy to be filed with the Secretary before or at such meeting. No member shall hold more than one proxy. A member may attend by telephone by providing the President or Secretary with a written request at least 48 hours before such meeting.

Section 6. Quorum. Any number of members together representing a majority of the outstanding memberships of the Association who shall be represented in person or by proxy at any meeting duly called shall constitute a quorum for the transaction of business, except as otherwise provided by law.

In the absence of a quorum at any meeting, the members present in person or by proxy may by a majority vote to adjourn the meeting from time to time until a quorum can be obtained. Any adjourned meeting at which a quorum shall attend, any business may be transacted that might have been transacted if the meeting had been held as originally called.

ARTICLE II. Board of Directors

Section 1. Number and Term of Directors. The business, property and affairs of this Association shall be managed by a Board composed of not more than nine directors who shall be members of the Association, and from which nine directors the officers shall be selected as hereinafter provided. The Board determines the number of open directorships prior to the President appointing a Nominating Committee. The Board may include one director who does not own property on Mona Lake but who is a member of the Mona Lake Boat Club and represents the interests of that Club so long as the Club otherwise satisfies the qualifications of membership as set forth above in Article I, Section 2. Terms shall run from July 1 to June 30.

A director's term shall be for three years. Such terms shall be staggered so that three directors are elected annually by the membership. There are no term limits.

Section 2. Vacancies. Vacancies on the Board of Directors shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his successor has been elected by the members who may make such election at the next annual election of directors, when there shall be elected by the members a director to fill the unexpired term.

Section 3. Nominating Committee. For the purpose of selecting candidates for the Board of Directors, the President shall appoint a nominating committee consisting of a total of three members, which shall include two board members who are not standing for election and one general member. This committee shall nominate, by majority vote of the committee, not more than two candidates who have indicated a willingness to serve, if elected, for each open directorship. The Committee Chairperson shall provide the names to the Secretary by March 1 of every year.

Section 4. Election. The Association's members shall elect the directors. To be elected, a director shall obtain at least a majority vote of the ballots cast. By April 1 of every year, the Secretary shall email to all members a ballot identifying those who have been nominated to serve as directors. Ballots may contain three lines for write-in candidates and shall require that they be returned to the Association no later than May 1.

Every ballot shall be returned to the Association in a sealed envelope that is provided by the Association as the time the ballot is mailed. The Secretary and two members shall count ballots by May 15. Upon completing the counting of ballots, the Secretary and the two members shall provide a written tally of the votes and sign such tally. The Secretary shall then provide a copy of the tally to the President. The Secretary shall retain the ballots for 30 days.

Section 5. Powers of Board of Directors. The Board of Directors shall have the management and control of the business and property of the Association, and all other powers permitted to be vested by the bylaws in the Board of Directors under the laws of the State of Michigan.

Section 6. Quorum of Directors. A majority of the elected directors then in office shall constitute a quorum for the transaction of business.

Section 7. Written Report to Members. Every spring, the Board of Directors shall mail to each member a written report that, among other things, may discuss status of projects, water quality, and/or any other materials that the Board of Directors deems important to the membership. This letter, which may also solicit donations, may invite new members to join the Association and/or ask current members to renew their membership.

Section 8. Regular and Special Meetings of the Board; Vote via Email. Regular meetings of the Board of Directors shall be held not less frequently than once each quarter and special meetings may be called by the President at any time by means of written notice. Regular meetings of the Board are generally held on the first Thursday of each odd month, but the President may alter that schedule depending on the business needs of the Association. The President shall have the discretion to request that the Board cast its votes via email.

Section 9. Proxy Voting. To the extent a director is unable to attend a regular or special Board meeting, that director can either attend by telephone or may give his written proxy to a director who will be in attendance. No director in attendance shall have more than one proxy.

Section 10. Removal of Directors and Officers. The board of directors shall have the power at any regular or special meeting by a three-quarters majority vote to declare vacant the office of any director or officer, either for cause or without cause. Upon written request of any director or officer so removed, the matter shall be reconsidered and voted upon again at the next regular board meeting.

ARTICLE III.
Officers

Section 1. General. The officers of the Association shall consist of a President, a Vice President, and a Secretary and Treasurer to be elected by the Board of Directors, from their number, at the first Board meeting held after June 30. The officers shall hold office for one year and until their successor shall be elected. The offices of Secretary and Treasurer may be held by the same person.

Section 2. President. The President shall preside at all meetings of the Board of Directors and members, and he, acting with the Secretary, shall have power to call special meetings of the Board or membership. He shall have power to appoint and discharge, subject to the approval of the Board of Directors, employees and agents of the Association, and fix their compensation, make and sign contracts and agreements in the name and behalf of the Association and, while the directors are not in session, he shall have general management and control of the business and affairs of the Association. He shall see that the books, reports, statements and certificates required by the statute under which this Association is organized, or any other laws applicable thereto, are properly kept, made and filed according to law. He shall annually prepare the written report that is mailed to membership, and he shall generally do and perform all acts incident to the office of President, or which are authorized or required by law.

Section 3. Vice President. The Vice President shall be vested with all the powers and he shall perform all the duties of the President in the absence or disability of the latter, unless or until the directors shall otherwise determine. He shall have such other powers and perform such other duties as shall be assigned to him by the directors.

Section 4. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and all other notices required by law or by these bylaws. He shall record all proceedings of the meetings of the Association and of the directors in a book to be kept for that purpose and shall perform such other duties as may be assigned to him by the directors or the President. Unless otherwise directed by the Board of Directors, he shall have charge of the membership records of the Association.

Section 5. Treasurer. The Treasurer shall have the custody of all funds, securities, evidences of indebtedness, and other valuable documents of the Association. He shall receive and give or cause to be given receipts and acquittances for moneys paid in on account of the Association and shall pay out of the funds on-hand all just debts of the Association of whatever nature upon maturity of the same. He shall enter or cause to be entered in the books of the Association to be kept for that purpose full and accurate accounts of all moneys received and paid out on account of the Association and whenever required by the President or the directors, he shall render a statement of his cash accounts. He shall keep or cause to be kept such other books as will show a true record of the expenses, losses, gains assets and liabilities of the Association, and he shall perform all of the other duties incident to the office of treasurer.

Section 6. Remuneration. The president, vice president, secretary and treasurer and members of the board of directors shall receive no remuneration for their services.

ARTICLE IV
Fiscal Year

The fiscal year of the Association shall, unless otherwise designated by the Board of Directors, end on June 30.

ARTICLE V
Amendment of Bylaws

These bylaws may be amended, altered, changed, or repealed by the affirmative vote of a majority of the members entitled to vote at any special meeting of the membership if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting. They may amended, altered, changed, or repealed by the affirmative vote of a majority of the board of directors, provided, however, that any such amendment, alteration, change, or repeal can be overridden by a majority of the members entitled to vote at any special meeting of the membership. If the Board amends, alters, changes, or repeals these bylaws, the Secretary, within 30 days, shall email the new bylaws to all members.

ARTICLE VII
Disposition of Assets

If the Association's purposes fail or if the Association ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the Association voluntarily dissolves, then all the Association's assets and accumulated income shall be distributed to the Muskegon Community Foundation to be used for maintenance of Mona Lake water quality and boating safety. The Association shall be dissolved after all its property has been distributed.

ARTICLE VII
Conflict of Interest

The Association shall not contract with any board member or affiliate of a board member unless the member recuses himself/herself from the deliberations and the affiliated company offers better price for comparable services than other competitive bidders.

ARTICLE VIII
Indemnification

The Association shall defend, indemnify, and hold harmless all directors to the fullest extent permitted by Michigan law, against expenses, including, but not limited to, attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with any action, suit or proceeding brought or threatened against such person by reason of the fact that the person is a director of the Association so long as the director is not found by a court of competent jurisdiction to have (1) breached a fiduciary duty, (2) committed acts in bad faith or that involve intentional misconduct or a knowing violation of the law, or (3) acted grossly negligent. The right of indemnification shall continue as to a person who ceases to be a director of the Association.

HISTORY OF REVISIONS

Adopted	1957
Amended	March 1, 2011
Amended	September 6, 2011
Amended	September 5, 2019