**Barron Lake Association Bylaws**

Amended and restated to replace any previous adopted Bylaws for this Corporation,

particularly the original Bylaws dated 9/17/1983

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**ARTICLE I - CORPORATION NAME AND FORMATION**

The name of the corporation is Barron Lake Association, formed as a Michigan Nonprofit Corporation (P.A. 162 of Public Acts of 1982; MCL 450.2101, et seq.) and as a qualified tax exempt corporation under the Internal Revenue Code, 26 USC § 501(c)(4).

**ARTICLE II - PURPOSE**

The purposes of this organization include:

A. To preserve and improve the quality of life at Barron Lake of Howard Township located in Michigan, and the surrounding area for swimming, fishing, boating and related activities that do not prevent the enjoyment of such activities by others.

B. To preserve and enhance the value of properties on and surrounding Barron Lake that have deeded lake access. "Value" meaning not only the monetary value, but also the values of happiness, and community.

C. To represent the Association to the Howard Township Board of Trustees and also to any appropriate county, state, or federal government agencies.

**ARTICLE III -- MEMBERSHIP**

A. Membership in the Barron Lake Association will be divided into two classes: Regular Member (Family or Individual) and Honorary Member. All applicants for membership to the Barron Lake Association must meet the full requirements as set forth below before becoming a Member “in good standing”. Any Member who does not pay their dues prior to July 1st of any year will be placed on the list of "Inactive Members" per the Membership definitions below.

1. Regular Members - A Regular Member is a family, individual, trust or other entity qualified to own real estate, who owns or co-owns real estate upon, or has deeded access to, Barron Lake as of record on the Cass County, Michigan, Register of Deeds Records and includes all immediate family members residing in such home. Only one individual per Regular Membership can hold office on the Board of Directors. Each Membership has the privilege of only one vote on each matter in question (to include one vote for each vacant position on the Board of Directors), If there is any conflict or disagreement within a household as to any particular voting position, that vote will be excluded and of no effect. The vote of a Member in good standing must be resolved within the family household of any such Member. There shall be no fractional votes. All persons included in a Regular Membership in good standing can attend association functions and meetings, and can address the membership and can make and "second" motions at all meetings, but each Regular Membership may have only one vote on any matter in question, at all meetings.

2. Honorary Members - Honorary Members are individuals who own or co-own real estate upon, or have deeded access to, Barron Lake as of record on the Cass County, Michigan, Register of Deeds Records, who have previously been Regular Members in good standing, who have been deemed by a majority vote of the Membership as defined in Article VI to have performed beneficial service to Barron Lake or to the Barron Lake Association that they should receive lifetime membership in the Association with no dues required. Honorary Members have all of the same privileges as Regular Members in good standing. Honorary Members are, by definition, “in good standing”. However, a Regular Membership in good standing, which is comprised of a family, shall have its one vote privilege exercised by the Honorary Member only, but the balance of such immediate family members of a Regular Membership which includes an Honorary Member retain the same rights and privileges of Membership in good standing, otherwise.

B. Membership Status - The Association will recognize only Members in good standing as a Member with voting privileges, the rights to make and second motions and to be a Director on the Board of Directors.

1. Good Standing - Any Member who has paid their dues for the current membership year, before the first general Membership meeting of the year, will be listed as being “in good standing". Members in good standing have all of the rights and privileges of their Membership as provided by these By-Laws.

2. Inactive - Any Member who has not paid their full dues for the current membership year prior to the first general Membership meeting for that current year, will be listed as being an "Inactive Member". Inactive status allows the potential Member to attend Association meetings and functions while they are "inactive" in status, but they may not vote, make or second motions, or hold office as a Director of the Association.

C. The Association may, at its discretion, terminate or change the Membership class and status of any Member who no longer owns a home or lot upon, or who has deeded access to, Barron Lake.

D. Barron Lake Association Memberships are not generally transferrable. In the event of the death of a Member, the Board of Directors may, in its sole discretion, choose to transfer a Membership to an heir who shows proof of inheriting the home or lot. Such individuals who are the transferee of any Membership provided by these By-Laws shall be required to comply with the By-Laws in the next membership year in order to remain in good standing. Honorary Memberships are not transferable.

**ARTICLE IV - GOVERNANCE**

A. The Members in good standing of the Association will be the governing body. The Members will elect a Board of Directors consisting of five (5) individual Association Members in good standing or Honorary Members, to hold office for an unlimited number of two (2)-year terms, and elected in accordance with the terms and conditions provided in Article VI of these By-Laws. The Officer positions on the Board will be: President, Vice-President, Treasurer, Secretary, and one (1) Director at Large. The Board will execute the Members' directives as formulated at general or special meetings of the Membership to plan, manage, supervise, and carry out the day-to-day operational affairs of the Association.

B. Additional Directors may be added to the Board as deemed needed by the Membership via vote. In addition to the Board of Directors, committees and groups (both temporary and standing) may be created in the sole discretion of the Board, as needed.

C. Board Members must be Regular Members in good standing or Honorary Members while serving on the Board, and must resign their position immediately upon becoming inactive or no longer in good standing.

D. By accepting a position on the Board of Directors, all persons serving on the Board agree to follow and uphold all rules, mandates, principals, values, and laws as listed in these By-Laws, and all Federal, State, and Local laws, statues, ordinances, rules, and regulations, including the Michigan Nonprofit Corporation Act (MCL 450.2101, et seq. and to maintain the status of the Association as tax exempt corporation under 26 USC § 501(c)(4). Board Members and Directors agree to avoid any action or behavior deemed to be a conflict of interest with, or detrimental to, Barron Lake and/or surrounding properties, or the best interests of the Association.

E. Members of the Board of Directors may be removed at any time for any reason by a majority vote of the Members in good standing at a general Membership meeting or at special Meeting of the Membership called and convened, which meeting and vote shall be made in conformity with the provisions of Article V and Article VI of these By-Laws.

F. In the event of a vacancy in the Board of Directors due to death, incapacity, resignation, removal, or disqualification due to conflict of interest, the vacant office of President, Vice President, Treasurer, Secretary, or Director at Large will be filled by a vote of the remaining Board of Directors, with the appointee holding office until the end of the term of the seat which has become vacant.

G. No Board Director, Member, or volunteer, nor family member of said individuals shall receive compensation in any way for their participation in, or work done, on behalf of the Association. Reimbursements will be made ONLY for direct expenditures such as postage stamps. No reimbursements will be made for meals, travel, gasoline, etc. unless approved by a Membership vote. Directors and committee members must report any gifts received from Association Members or people or businesses doing business with the Association (bankers, restaurant owners, consultants, contractors, etc.) to the Board of Directors immediately upon receipt of such compensation, contribution, or gift..

H. The duties of the individual board directors will be as follows:

1. PRESIDENT -The President will be the principal executive officer of the Association and, subject to the control of the Directors, will, in general, supervise and control all of the business and affairs of the Association. He or she will preside at all meetings of the Members and of the Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Members have authorized to be executed, except in cases where the signing and execution thereof will be expressly delegated by the Directors or by these By-Laws to some other Officer or agent of the Association, or will be required by law to be otherwise signed or executed. The President will act as the deciding vote in any situation where there is a tie vote (except for a tie in the election of Directors), and, in general, will perform all duties incident to the office of President along with such other duties as may be prescribed by the Members per vote.

2. VICE-PRESIDENT- In the absence of the President, or in the event of his or her death, inability or refusal to act, the Vice-President will perform the duties of the President and, when so acting, will have all the powers of, and be subject to all the restrictions upon, the President until the Board elects a new President. The Vice-President will perform such other duties as from time to time may be assigned to him or her by the President, or by the Board, or by the Members per vote.

3. SECRETARY - The Secretary will keep the minutes of all Members' and Directors' meetings in one or more books provided for that purpose

4. TREASURER - The Treasurer will have charge and custody of, and be responsible for, all funds and securities of the Association, generate and mail Member dues notices that include the place and time of at least three (3) general meetings and the annual election, no less than 20 days prior to the first meeting of the year, deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as will be selected in accordance with these By-Laws. The Treasurer will pay all bills and debts regarding Association finances, will give a financial report at all Member meetings, and will provide detailed financial data to any Member that is **entitled** to inspect the record per MCL 162.450.2485. Treasurer will maintain, update, and distribute the member list(s) as provided by MCL 162.450.2485, MCL 162.450.2413, MCL 162.450.2487, and any other Federal and State laws that pertain to this Association. The Treasurer will file all required forms, reports, etc. required by law to maintain the status and standing of the Association as a Michigan Nonprofit Corporation, and in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President, or by the Board, or by the Members per vote.

5. Director at Large – Is the Director who does not hold a Board officer position and is to carry out any direction assigned to him or her, and to execute other duties and responsibilities of the other Directors as provided by these By-Laws. .

**ARTICLE V -- MEETINGS**

A. General Membership Meetings - A minimum of three (3) general meetings of the Members per year are required. More meetings may be scheduled as needed as determined by the Board of Directors, or by petition, delivered to the Board Treasurer, signed by the number of Members in good standing which constitutes a quorum of the then current Members in good standing, as a quorum is defined by Article VI below. General meetings of the membership will be held at a location near Barron Lake, and not to exceed a distance of greater than ten (10) miles from any given edge of the Lake as the crow flies, at a time and day that is deemed convenient for a majority of Members as established by a vote of the Membership. A minimum ten (10) day notice prior to the meeting to be held will be given to Members via e-mail, if such e-mail address has been provided by the respective Member, and, in addition announced in the Association website, Facebook, Association newsletter, or other previously designated mode of communication. Written meeting notices will not be sent by United States Mail to Members after the annual dues notice with the initial meeting dates, times and places, which customarily is sent to the Membership in April of each year (if such notice is so initially sent by U.S. Mail).

The following will take place at all general Member meetings:

1. Call to Order

2. Member roll call (verbally or via sign in sheet) and presentation and announcement of any proxies or absentee ballots

3. Review and approval of previous meeting minutes

4. Any guests to present

5. Presentation and approval of current financial report

6. Updates from committees

7. Discussion/ votes regarding old business

8. Discussion/ votes regarding new business

9. Adjournment of meeting

B. The annual Board of Directors elections and the annual Board of Directors meeting will take place at the end of, and as part of, the August general Meeting of the Members.

C. Other Board of Directors meetings shall be called as needed by the Board President, who will set the time and location of the meeting after receiving input from the all other Directors on the Board. The Board President shall also call and notice (per Paragraph A, immediately above) a meeting within seven (7) days of receiving a request by two or more Board Directors, which meeting shall be convened within fourteen (14) days of such request. Board of Directors meetings must have at least three (3) Directors participating in order to constitute a valid meeting.

D. Robert's Rules of Order will used for all matters of procedure not specifically covered by these By-Laws.

**ARTICLE VI-- VOTING AND ELECTIONS**

A. Member voting privileges are defined in Article III of these By-Laws.

B. Prior to any vote, a current list of Regular Members in good standing and Honorary Members will be presented and made available to any Member in good standing in accordance with MCL 450.2413. This list will be used to verify the eligibility of anyone presenting themselves to vote on any motion or other matter. Membership information shall not be shared or published outside of the Association. In the case of a tie in any vote taken, the President of the Association Board will vote to break the tie (except for election of Board of Directors). All votes shall be decided by a majority vote of the currently eligible voting Members (in good standing) present personally, or by proxy, signed by the Member and attested by a Director of the Board, or by absentee ballot, signed by the Member and attested by a Director of the Board. A quorum for a validly constituted meeting shall be ten per cent (10%) of the then current Members in good standing, and may appear to be counted in constituting such quorum either in person or by valid proxy or absentee ballot (if applicable), attested as provided immediately above. Absentee ballots and proxy forms will not be provided by the Association, but a Member shall fashion and present their own absentee ballot or proxy, as the case may be, which is legible and provides an understandable narrative instruction as to that Member’s position and vote if particularly directed by the absent Member, or whether the absentee ballot or proxy is given to be exercised in the full discretion of the agent to whom the proxy is directed. All absentee ballots or proxies shall be signed by the Member and attested by a Director of the Board as above provided. Except for a general proxy of a Member direct to a specific person with full discretion to act on behalf of the absent Member, the Board shall be the judge of whether the proxy is sufficient in its legibility and understandable narrative for the instruction given so as to be a valid ballot or proxy.

C. Any Member in good standing may examine any documentation or record regarding any votes at the meeting where the vote was held. Any Member in good standing may dispute the results of a vote and may ask for a recount ONLY BEFORE THE MEETING WHERE THE VOTE TOOK PLACE IS ADJOURNED. Once a meeting is adjourned, any and all votes that took place during the meeting will be considered valid and indisputable. The Board President may not adjourn the meeting while an examination of the vote is being conducted, with a time limit for the examination of thirty (30) minutes. After thirty (30) minutes, the Member making the examination must agree with the original vote as cast, or must ask for a recount based on evidence found during the examination. The validity of a reasonable basis of any continued call for recount or for accepting the vote as counted and recounted shall be made by a vote of the Board of Directors at the same meeting then being held.

D. Elections of Directors to fill the vacancies of the two (2) year terms of the Directors shall be held annually at the August general Member meeting each year; PROVIDED, at the first August meeting after the approval and enactment of these By-Laws, three (3) Directors shall be elected for a term of one (1) year, and two (2) Directors shall be elected for a term of two (2) years. Thereafter, upon the expiration of the three positions with the initial one (1) year terms, those positions shall also, thereafter, be for a term of two (2) years, as are the initial two, two (2) year term, positions for the Board of Directors, and thereafter, the elections for the vacant seats on the Board of Directors as they become open shall alternate to be two (2) vacant positions one year and the year thereafter to have three (3) vacant positions, and thereafter in alternating years, to be filled accordingly by election. (Accordingly, the second year of elections, under these By-Laws, will have three (3) vacant positions.)

E. Nominations may be made in advance or at the start of the election process at the annual August Member meeting. All nominees must be Regular Members in good standing or Honorary Members. Nominations will be for a position on the Board generally, to fill that number of vacancies then open, alternating three (3) vacancies one year, and two (2) vacancies the next year, and alternating similarly thereafter (except for the first year of elections under these By-Laws).

F. The Board elections will be conducted as follows:

1. The Board of Directors elections will be held immediately after the regular business of the August Member meeting is completed, but before the Annual Board of Directors Meeting.

2. The Treasurer will produce the various Member lists to be used for voting validity verification.

3. The President will announce any previously submitted nominations, and will ask for last minute nominations, and will present any absentee ballots or proxies that have been received by a current Board Member prior to the meeting, which absentee ballot or proxy has been signed by the Member and attested by a current Board Member.

4. The Treasurer will check all nominees against the various Member lists to validate their eligibility as candidates, being Members in good standing or Honorary Members.

5. The Regular Members in good standing (and Honorary Members) will then vote by roll call. Each Member in good standing shall have one vote for each open Director’s seat, but cumulative voting is not allowed. The candidates who receive the two greatest number of votes shall fill the Director’s seats in the years that there are two Board vacancies and the candidates who receive the three greatest number of votes shall fill the Director’s seats in the years that there are three Board vacancies.

6. The Ballots will be counted by the Treasurer, to be verified with a second current Board Member who is not involved as a candidate in the present election. Any voting Member present may observe the count as it takes place, and may double check the ballots against the Members in good standing list.

7. The President or Secretary will announce the results of the election.

8. The Board, made up of the newly elected Directors and the Directors whose terms still continue, as the Board is constituted after such election, shall select the new Officers of the Board of Directors and thereupon conduct what other business as may be appropriate or necessary for the new Board of Directors.

9. When the newly constituted Board of Directors has concluded its business, the President who was so acting prior to the current election, will then call for a motion to adjourn the meeting.

**ARTICLE VII – OPERATIONS**

A. The finances of the Association will be handled by the Treasurer per this Article and Article IV of these By-Laws.

B. Any Member in good standing may make a motion for an Association expenditure. Suggested expenditures must directly involve and benefit Barron Lake and/or the immediately surrounding properties for the benefit of Barron Lake or Association Members as a whole.

C. Expenditures in the amount of $500 (USD) or less may be made by the Board of Directors without membership approval unless otherwise stated, but must be reported to the Members at the next general meeting. Expenditures over the amount of $500 (USD) must be approved in advance by a majority vote of the membership per Article V and Article VI of these By-Laws.

D. Annual membership dues will be collected using cash or check by the association Treasurer in person or via the U.S. Postal Service, or via other legal methods (Paypal, credit card, etc.) that the Board of Directors chooses to use at any given time. The Board of Directors reserves the right to add or remove methods of payment at any time. Annual (yearly) dues are due on or before July 1" every year, and cover the period of July 1° of the current year to June 30 of the following year. Except for Honorary Members, Members who have paid their dues for the current Membership period will be considered to be “in good standing" as defined in Article III. Membership dues are NOT pro-rated. Anyone joining the Association on any date must pay the entire annual dues amount for the Membership year ending on June 30". Under no circumstances will dues be refunded.

E. Beginning July 1, 2023, Membership dues are as follows:

1. Regular (Family or Individual) membership - $30 (USD)

2. Honorary Membership - Free

F. Upon dissolution of the Association, any remaining assets will be transferred to a similar Michigan Nonprofit Corporation which qualified as a Federal Internal Revenue Code tax exempt organization under 26 USC § 501(c)(4) or other similarly qualified tax exempt organization, per Federal and State laws.

G. PROHIBITION OF PERSONAL/PRIVATE BENEFIT- A Michigan Nonprofit Corporation and a Federal Internal Revenue Code tax exempt organization (26 USC § 501(c)(4)), may not, under any circumstances, allow any income or assets to personally or privately benefit any individual Board Member, Officer, Director, or Member of any class.

H. The Association owns a domain name and website dedicated to the Association's affairs, information, and Membership types. The Board of Directors will assign someone to maintain the website and update the information on the website regularly. Information on the website includes, but is not limited to, Association name, mailing address, By-Laws, Membership types and costs, meeting minutes, calendar of events at Barron Lake or in Howard Township or Niles, including general meeting dates and locations, Board of Directors names and contact information. The names and contract information of the Regular Members and Honorary Members (whether in good standing or inactive) shall not be posted on the domain site.

**ARTICLE VIII -- LEGAL REQUIREMENTS**

The Association is organized as a qualified Michigan Nonprofit Corporation and as a Federal tax exempt organization under the Internal Revenue Code, 26 USC § 501(c)(4). As such, there are numerous statutory provisions and annual filings which must be complied with to maintain that status. The Members of the Board of Directors shall familiarize themselves with all of these requirements and comply with all requirements to maintain the tax exempt 26 USC § 501(c)(4) and Michigan Nonprofit Corporation status.

**ARTICLE IX – AMENDMENTS**

A. Any Regular Member in good standing or Honorary Member may petition the Board of Directors in writing to change the Association's By-Laws. No proposed change or Amendment to the By-Laws may cause the Association to be out of legal compliance for a Michigan Nonprofit Corporation, or a Federal tax exempt organization under 26 USC § 501(c)(4), or to violate any Federal, State, or Local laws, statutes, ordinances, rules or regulations.

B. The proposed changes to the By-Laws will be presented to all Regular Members in good standing and Honorary Members for consideration during a general meeting of the Members and may be provided via e-mail, mailing, and posting on the Association website. A vote will then be held at the next general Member meeting or at a special meeting called for this matter more than thirty days after the initial proposal of changes. If the results of the vote mandate that a change or Amendment be made to the By-Laws, said changes will become effective immediately, and the By-Laws will be edited and reissued as quickly as possible.