

Bylaws

Au Sable River Property Owners Association

Organized in 1966 – incorporated as a Non-Profit Corporation in Michigan in 1969

Article I

Name, Nature and Purpose

Section 1: The Au Sable River Property Owners Association is an incorporated, non-profit, **membership corporation consisting** of owners of Michigan riparian property located in the watershed of the upper Au Sable River system and other parties interested in the preservation of the natural resources of this area. The upper Au Sable River watershed begins at its sources, runs down stream to the Mio Dam, and includes the Au Sable main stream, North Branch, East Branch, South Branch and Big Creek and all of their tributaries.

Section 2: The purpose of the **Corporation** is to preserve, protect, and enhance the area's great natural endowments of wilderness scenery, unpolluted cold water streams, and stable forest habitat for the enjoyment of future generations. The **Corporation** will strive to accomplish this purpose through the education, motivation, and mobilization of individuals, public, private, and governmental organizations and by taking such other action as may be necessary or desirable.

Section 3: Principal Office. The principal office of the Corporation shall be located in the city of _____, _____ County, Michigan. The Corporation may maintain such other offices as the Board of Directors from time to time may determine.

Article II

Member Meetings

Section 1: Meetings of the members of the **corporation** shall be held at least annually and at times and places to be designated by its Board of Directors upon at least ten (10) days advance written notice mailed to the last known address of each member **or by electronic mail to the last known e-mail address of each member**, provided that any insubstantial irregularity in the giving of notice shall not effect the validity of any such meeting. A majority of members initially present at any meeting shall constitute a quorum.

Section 2: Membership meetings may be held at the call of the President or, in his absence, of the Vice-President or by a majority of the Board of Directors, or upon demand in writing signed by not less than thirty-three (33) percent of the members in good standing, presented to the Secretary who shall give at **least** thirty (30) days written notice to each member in good standing of the time, place, and purpose(s) of the meeting.

Section 3: Electronic Conferences and Meetings. A Member may participate in a meeting of the Members by a conference telephone, video conferencing, or similar communication equipment by

which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

With proper notice, a meeting of Members may be held entirely by conference telephone or video conferencing or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

Article III

Board of Directors

Section 1: The property, management, and direction of the Corporation shall be controlled by a Board of twelve (12) Directors each of whom shall be a member in good standing. The members of the Board of Directors shall be representative of the area represented by the corporation as evenly as practicable. Directors shall be elected by the membership either by the use of ballots mailed to all members or in a meeting called for that purpose, at intervals of not less than twelve (12) months. Directors shall be elected for staggered terms of office, not less than three (3) years in length, so that only four (4) directors shall be elected annually. Vacancies in the Board of Directors may be filled by the remaining members of the Board of Directors.

Section 2: The Board of Directors shall hold meetings upon such notice and at such times as may be decided by the President or upon written request of three (3) Directors. At least seven (7) days advance written notice of Board meetings shall be mailed or electronically mailed to Directors unless notice waived in writing. A majority of Directors shall constitute a quorum, but a lesser number may meet and adjourn to a fixed date. Directors are expected to attend a minimum of sixty (60) percent or 5 meetings a year, including the annual general membership meeting, to remain a member in good standing of the Board of Directors.

Section 3: The President shall serve as Chairman of the meetings of the Board of Directors. In the absence of the President, the Vice-President shall serve, and in the absence of the Vice-President, a Director selected by the Directors shall serve as Chairman.

Section 4: A Director shall not be re-elected to a full three (3) year term unless the Board of Directors first determines that re-election is in the best interests of the Corporation.

Section 5: The Board of Directors, by affirmative vote of a majority of the Directors then in office, may elect one or more alternate Directors who shall be members in good standing, and shall have no authority EXCEPT when an Alternate Director's presence is needed to constitute a quorum of Directors, and then the Alternate Director who is present and necessary to constitute a quorum for a meeting of Directors may exercise all of the authority of a Director as long as that Alternate

Director's presence is necessary to maintain a quorum at a meeting of Directors. The term of office of an Alternate Director shall be one (1) year from the date of election.

Section 6: Electronic Conferences and Meetings. A Director may participate in a meeting of the Directors by a conference telephone, video conferencing, or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

With proper notice, a meeting of Directors may be held entirely by conference telephone or video conferencing or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

Section 6: Each Director shall adhere to the conflict of interest policy adopted by the Board of Directors or as provided in applicable state law and shall upon request sign a written Conflict of Interest Agreement.

Article IV

Officers

Section 1: The officers of the **Corporation** shall be President, Vice-President, Secretary, and Treasurer.

Section 2: The officers shall be elected by the Board of Directors at a meeting to be held immediately following the annual meeting of members. They shall serve until the next annual meeting of members or until their successors are elected.

Section 3: The President shall have the general and active management of the affairs of the **Corporation**. With the Secretary, the President may sign and execute in the name of the **Corporation**, all contracts, **agreements**, and other obligations of the **Corporation**, subject to the approval of the Board of Directors. The President shall have the general supervision and direction for all the other officers of the **Corporation**, and shall see that their duties are properly performed. The President shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 4: If the office of President is vacant for any reason, the Vice-President shall become President and serve as such for the unexpired terms. The Vice-President may perform any of the duties of the President when directed to do so by the Directors.

Section 5: The Secretary shall keep the minutes of all meetings and a record of all other voting of the Board of directors and members; shall keep an accurate and current record of all members; shall be custodian of all records, papers, files other than those of the Treasurer. The Secretary, with the President, may sign and execute in the name of the **Corporation** all contracts, agreements, and other obligations of the **Corporation**, subject to the approval of the Board of Directors. The Secretary shall at all reasonable times exhibit the books and records of the Secretary to any Director upon request,

and shall perform general all the duties pertaining to the office of Secretary of a Corporation subject to the control of the Board of Directors.

The Secretary shall be the recording officer of the Corporation; and shall keep a record of all proceedings and meetings of the Corporation; shall keep an accurate and current record of the membership roll; and shall make the minutes and membership records available to members upon request and for solely personal use.

The Secretary shall be the custodian of all records, papers, reports, and files of the Corporation. The Secretary shall maintain record book(s) in which the by-laws and minutes are entered along with any amendments to those documents properly recorded, and shall have the current record books on hand at every meeting.

The Secretary shall mail to members and Directors notices of their meetings and conduct the general correspondence of the Corporation that is not a function proper to another officer.

Section 6: The Treasurer shall have the custody of all funds, and other property of the Corporation; when necessary or proper shall endorse on behalf of the Corporation for collection: all checks, notes, drafts, and other instruments and deposit same to the credit of the Corporation in such financial institution as the Board of Directors may designate: and all checks or drafts for the disbursement of funds of the Corporation shall be signed by the Treasurer or the President. The Treasurer shall cause to be entered regularly in the books of the Corporation, kept for that purpose, full and accurate accounts of funds received and paid on account of the Corporation and whenever required by the Board of Directors. The Treasurer shall at all reasonable times exhibit the books, records, and accounts of the Treasurer to any Director and shall perform generally all the duties pertaining to the office of Treasurer of a Corporation, subject to the control of the Board of directors.

Article V

Executive Committee

The Board of Directors may authorize the creation of an Executive Committee composed of the President, Vice-President, Secretary, Treasurer, and one or more other Directors to act with the authority of the Board of Directors. The Executive Committee is empowered to act for the Corporation between meeting of the Board of Directors, subject, however, to the ultimate approval of the Board of Directors.

Article VI

Conduct of Meetings

At all times when the organization as a whole or any part thereof, including meeting of the Board of Directors, the Executive Committee, or Committees, are duly and formally convened for the purpose of deliberation and transaction of business, the most current edition of Robert's Rules of Order shall govern the meetings on all matters relating to order and procedure, including nominations and elections.

Article VII

Membership

Section 1: Membership in the Corporation is voluntary, and open to all who support the purpose of the Corporation. Term of membership shall be annual and begin on August 1 of each year and end on July 31 of the following year. No Director or officer shall disclose to anyone else the name or address of members except as approved by the Board of Directors.

Section 2: Annual membership dues shall be established by the board of Directors and may be accorded special designations relating to the amount of dues paid.

Any member current in payment of dues may attend and vote at any meeting to the members and has voting rights. Any organization or entity interest in the objectives of the Corporation may become a member, but it shall have one vote, which may only be cast by the designee identified in an official notice filed with the Secretary before such designee may vote. Any such notice shall remain in effect until notice of a new designee is filed by the member with the Secretary.

Special assessments of the members may be made only as recommended by the Board of Directors and approved by the members at a membership meeting called for that purpose.

Article VIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Bylaws, a waiver in writing, signed by the person entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

Article IX

Gifts

The Corporation may accept gifts in support of its purpose. Acceptance of any gifts other than money shall first require approval of the board of Directors.

Article X

Reserved powers of the Members

The governance and operations of the Corporation shall be subject in all respects to the Members' right to exercise the reserved powers set forth in the section (the "Reserved Powers"). The Members shall have the exclusive right to exercise the Reserved Powers and the Board of Directors of the Corporation shall have no power or authority over the Corporation which would in any way conflict with the Members' exclusive right to exercise the Reserved Powers. The Reserved Powers shall include all the rights granted to a member of a nonprofit corporation bylaw, and the right to:

- (a) Approve any change in the Mission or Bylaws of the Corporation; and
- (b) Approve any proposed dissolution or merger of the corporation

Article XI

Nondiscrimination

It shall be the policy of the Corporation to provide equal membership, employment, and service opportunities to all eligible persons without regard to religion, sex, national origin, age, disability, marital status, sexual orientation, or military status.

Article XII

Amendments

These bylaws may be amended or supplemented at any meeting of members if the notice of the meeting set forth the content of the proposed amendment or supplement.