

BY-LAWS
of the
CISCO CHAIN RIPARIAN OWNERS ASSOCIATION
(as re-stated and adopted July ____, 2015)

ARTICLE I

SECTION A. NAME:

1. The name of this Association shall be the CISCO CHAIN RIPARIAN OWNERS ASSOCIATION (hereinafter, "Association" or "Corporation").

ARTICLE II

SECTION A. PURPOSE(S):

1. The Association shall have such powers and purposes as are consistent with the purposes of its organization and as are granted to it by the statutes of the State of Michigan and as such statutes may be amended and supplemented hereafter and as may relate to a non-stock non-profit corporation (association) organized for Internal Revenue Code Section 501(c)(3) (or such other applicable Internal Revenue Code provision for this non-profit Association) charitable, benevolent, educational, and philanthropic purposes, together with and including, but not limited to, those powers as hereafter set forth.
2. To do all things necessary and incidental to promote the common benefit and enjoyment of and promote and foster the use of the Cisco Chain of Lakes and surrounding area's natural resources and the health, safety and welfare of the residents and general public within Watersmeet Township, Gogebic County, Michigan and the Town of Land O' Lakes, Vilas County, Wisconsin, as enjoying and otherwise benefitting from the Cisco Dam and Cisco Chain of Lakes, including determining lake levels on the Cisco Chain and as applicable, the monitoring, lease, operation, management, ownership, maintenance, inspection and repair of the Cisco Dam; to serve in advisory capacity as to lakes, rivers, and land use, in encouraging maintenance of nature; and for carrying out any lawful purpose or object not involving pecuniary gain or profit for its members or associates in connection with any purposes of the Association.
3. In the exercise of its powers coincident with the purposes for which the Association is organized, special emphasis shall be given to the purpose of rendering altruistic services to the communities and individuals on a local and state basis, including members of the general public, as enjoying or otherwise benefitting from the preservation of the Cisco Dam and the Cisco Chain of Lakes.
4. To undertake and/or support such charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations or municipalities that qualify as exempt organizations under Section 501(c)(3) or similar provisions of the Internal revenue Code (or the corresponding provisions of any future United States Revenue law) recognizing non-profit charitable status under the Internal Revenue Code.
5. Without in any manner limiting the foregoing provisions as to powers, the Association shall, in addition thereto, have the following additional powers:
 - A. To collect dues and receive bequests, devises, gifts, and contributions whether made outright or in trust and for the declared purposes of the Association and to exercise through its board of directors the administration thereof or to hold such property whether real or personal, for such periods of time as the said Board of Directors may determine, and to convey such

property upon such terms for such consideration as the Board of Directors of the Association shall determine.

- B. The Association, through its Board of Directors, may purchase, own, hold or lease property, whether real or personal, without limitations as to the kind or type and to the quality under the provision of the statutes of the State of Michigan as now enacted or as the same may be hereafter amended or supplemented as concerns said property, including trust funds. The Association, through its Board of Directors, shall not be restricted in its ownership, purchase or lease of such property, whether real or personal, as to the quality of such property, including trust funds, as may come under such applicable provisions of the statutes of the State of Michigan.
 - C. The Association, through its Board of Directors, shall be privileged to hold property, whether real or personal, in the same form in which the same is received by gift, devise, or bequest, without the requirement that the ownership thereof or the purchase of additional or like property qualifies for trust fund investment under the statutes of the State of Michigan. Such funds specifically donated to or received by the Association with restriction that it only be held and used only for a specific purpose (e.g. by way of example and not limited to, such funds donated for the monitoring, lease, operation, management, ownership, maintenance, inspection and repair of the Cisco Dam and such associated activities of the Association in support thereof) shall be so segregated and used only for the stated purpose(s).
 - D. To authorize such person(s) to act individually or as a committee on behalf of the Association in a non-voting capacity and report to the Board of Directors and president. Committees and individual committee members acting on behalf of the committee shall not have the power act on behalf of or otherwise bind the Association. All final action of a committee must be first approved by the board in writing before being binding on the Association.
 - E. To administer the collection and expenditure of Association funds, including segregated funds such as, but not limited to, the Cisco Dam Fund.
6. For the accomplishment of the foregoing purposes as well as those hereafter stated, the Association may receive and administer funds or property in furtherance of the purposes set forth herein.
7. For the accomplishment of the foregoing purposes as well as those hereafter stated, and in particular the monitoring, lease, ownership, maintenance, inspection and repair of the Cisco Dam and such associated activities of the Association in support thereof, the Association may receive and administer funds or property, whether real or personal, in furtherance of same, including:
- A. Encourage and otherwise foster the continued existence and operation of the Cisco Dam located in Watersmeet Township, Gogebic County, Michigan, which Dam controls the lake levels on the Cisco Chain being the largest inland chain of lakes in the Upper Peninsula of the State of Michigan and which Chain of Lakes adjoins into and includes waters within the Town of Land O' Lakes, Vilas County, Wisconsin. The Cisco Dam is an essential part of maintaining the Cisco Chain of Lakes lake level and preserving the long-standing public and private recreational and economic county-wide benefit provided by the Cisco Chain of Lakes

as preserved by the existence of said Cisco Dam. Such benefit includes the long history of the Cisco Chain of Lakes, the Cisco Chain of Lake's fishery and the many outdoor uses of the Cisco Chain of Lakes, as well as the use and enjoyment by and benefit to adjoining and otherwise nearby public, private and commercial real estate on the Cisco Chain of Lakes within Watersmeet Township, Gogebic County, Michigan and Town of Land O' Lakes, Vilas County, Wisconsin, as well as the many area residents and property owners, municipalities, members of the general public and tourists who also enjoy and benefit from the Cisco Chain of Lakes.

- B. Seek local, state, federal and private donations, grants and such other financial assistance for the affairs and purposes of the Association, such as, but not limited to, Aquatic Invasive Species ("AIS") management and abatement, as well as the monitoring, lease, operation, management, ownership, maintenance, inspection and repair of the Cisco Dam and such associated activities of the corporation in support thereof, and, fostering an ongoing appreciation of the historical, recreational and economic benefit and value the Cisco Dam and Cisco Chain of Lakes provide Watersmeet Township, Gogebic County, and the State of Michigan, as well as the Town of Land O' Lakes, Vilas County, and the State of Wisconsin, as well as the many area residents and property owners, members of the general public and tourists who also enjoy and benefit from the Cisco Chain of Lakes on a year-round basis.
- C. Foster the ongoing appreciation of and financial support for the recreational and economic value the Cisco Dam and Cisco Chain of Lakes, including its tax base, historical tourism and four-season recreation opportunities, by working with municipal bodies such as Watersmeet Township, Gogebic County, and the State of Michigan, the Town of Land O' Lakes, Vilas County and the State of Wisconsin, as well as with property owners on the Cisco Chain of Lakes and members of the general public, and such other local, state and federal municipalities, agencies and organizations, individuals, groups and other area municipalities and communities who share a common purpose in preserving, protecting, supporting and promoting the important public and economic importance and value of the Cisco Dam and Cisco Chain of Lakes consistent with the purposes of the Association.
- D. Seek and receive on behalf of the Association financial assistance from members of the Association as well as members of the general public who support the Cisco Dam and its continued operation, including the possible lease and/or purchase and operation of the Cisco Dam by the Association. Should the Association have the opportunity to lease or purchase the Cisco Dam, it may do so upon the direction of its Board of Directors. Upon such lease or purchase it shall operate, monitor, manage, maintain, inspect and repair the Cisco Dam and engage in such associated activities of the Association in support thereof consistent with the purposes of the Association. It shall also foster an ongoing appreciation of the historical, recreational and economic impact, benefit and value of the Cisco Dam and Cisco Chain of Lakes to Watersmeet Township, Gogebic County, and the State of Michigan as well as the Town of Land O' Lakes, Vilas County, and the State of Wisconsin, the area property owners, residents, communities, municipalities, members of the general public and tourists who all enjoy and benefit from Cisco Dam and the Cisco Chain of Lakes on a year-round basis.
- E. Engage in such other activities as may be incidental to the charitable purposes of the Association.

SECTION B. DUES, ASSESSMENTS, SPECIAL ASSESSMENTS, PENALTIES AND FEES:

1. The Association may set and collect annual dues, assessments, special assessments, penalties and fees from members of the Association as permitted by law, and the Association's Articles of Incorporation and By-laws. Dues are currently \$25.00 per year and payable annually for each calendar year period commencing on the 1st day of January of each year and shall become due and payable by the 1st day of January of each calendar year. Assessments, special assessments, penalties and fees owed by members of the Association shall be due on the date set by the Board of Directors or the Association's members.
2. Changes in annual dues shall be determined by action of the Board of Directors and not require approval of the membership. Assessments, special assessments, penalties and fees shall be brought before the general membership where voting shall be as specified under these By-laws, by those members in good standing present in person or by proxy at the annual meeting or special meeting at which action is noticed to be taken on dues and assessments.

SECTION C. NON-PROFIT CORPORATE STATUS:

1. The Association is organized as a non-profit corporation with the State of Michigan solely to operate and act exclusively for charitable, benevolent, educational and philanthropic purposes, including as within the meaning of Section 501(c)(3) (and such other applicable Internal Revenue Code provision for this non-profit corporation) of the Internal Revenue Code, as amended; and in furtherance of these ends it shall administer the money and property as it may receive by gift, bequest, devise, grant, contribution or otherwise. The Association shall not act in any way in violation of the permissible activities under Section 501(c)(3) (and such other applicable Internal Revenue Code provision for this non-profit corporation) of the Internal Revenue Code.
2. Any net income or earnings which may be derived from its operations, in pursuance of the purposes of the Association, shall be used in the furtherance of the purpose of the Association, and shall not be distributed to any member, director, or officer of the Association, or any private individual, except to pay reasonable compensation for services rendered to, or costs incurred on behalf of, the Association.

ARTICLE III

SECTION A. ASSOCIATION'S LENGTH OF EXISTENCE:

1. The term of the Association's existence is perpetual.

SECTION B. DISSOLUTION:

1. The Association may be dissolved only with the assent given in writing and signed by two-thirds (2/3) of the qualified members present in person or by proxy at a meeting duly called thereon at which a quorum is present.
2. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets shall be mailed to every member at least ninety (90) days in advance of any action taken.

3. In the event the Association is dissolved, all existing property liens and assessments will remain valid. Any assessment owed to the Association, at the time the Association is dissolved, will be collected and distributed for such purposes as allowed for by the Association at time of dissolution.
4. Should the Association be dissolved as provided for in Article III, it is further directed that such funds held in the segregated Cisco Dam Fund account shall be separately disposed of in said dissolution at the direction of the District or Circuit Court of Gogebic County, MI as having jurisdiction over the appropriate disposition of said funds to insure that the future access to and use thereof is for the sole benefit of the Cisco Dam's future monitoring, lease, operation, management, ownership, maintenance, inspection and repair, and with this including establishing such follow-up entity, including that as meeting Internal Revenue Code 501(c)(3) approval, as having the authority to hold, manage and use said funds for the sole benefit of the Cisco Dam as stated in the purposes of the Association and the preservation of the Cisco Chain of Lakes lake levels.

ARTICLE IV

SECTION A. MEMBERSHIP:

1. Regular memberships, including voting rights and the ability to hold office shall be allowed to any individual, or designated legal representative of any entity, having a legal or beneficial ownership interest in lands on or within one (1) mile of the boundary of the Cisco Chain of Lakes. Membership, including voting rights and the ability to hold office shall be additionally allowed to any individual, or designated legal representative of any entity, who for at least one (1) month each year resides on land within one (1) mile of the boundary of the Cisco Chain of Lakes.
2. Any person or entity acting by its legal representative possessing such an interest as set forth in the preceding paragraph who is in compliance with such restrictions and uses, the covenants in these By-laws and have paid all assessments, fees, fines and dues (financial obligations) called for by said restrictions and under these By-laws shall be a member in good standing of the Association.
3. Any person or entity who holds an equitable interest or undivided equitable interest merely as a security for the performance of an obligation shall not be a member of the Association.
4. Persons not holding an interest in or residing for at least one (1) month each year on any parcel of land on or within one (1) mile of the boundary of the Cisco Chain of Lakes, may not be a voting member of the Association.

SECTION B. VOTING RIGHTS:

1. The Association shall have one class of voting membership. There shall be one (1) vote per membership in good standing. If a parcel of land has multiple owners, each owner may vote as long as he/she has a membership in good standing in the Association.
2. Each member in good standing shall be entitled to participate in membership meetings and exercise his/her vote as permitted herein, but shall not be permitted to act to the exclusion of others members of the Association.
3. Any member in good standing can hold any office of the Association in accordance with these By-laws, if duly elected or appointed, in accordance with these By-laws.

4. A member shall have the right to be heard by the Board of Directors by submitting his/her request in writing to a Director, or the President, three (3) days prior to a regular Board meeting to be properly included on the agenda. The request must include stated business. The Director or President shall present such written request to the presiding officer of the Board at or before the commencement of such Board meeting.
5. Association members are encouraged to attend all open Board meetings.

SECTION C. SUSPENSION OF MEMBERSHIP; RESTORATION:

1. Non-payment of all dues, and if applicable, assessments, special assessments, fees, fines and dues, and such other obligations (all being "financial obligations") owed to the Association by a member by April 1 of each year constitutes an automatic suspension of a member's membership in good standing status. No action by the Board of Directors or a written request for such action is required for a non-payment suspension. Upon payment of said financial obligations, the member's rights and privileges of membership shall be automatically restored.
2. The rights and privileges of any person or entity may be suspended for misconduct by action of the Board of Directors by a two-thirds (2/3) vote of the Directors present at a meeting duly called thereon with quorum present. Violation of these By-laws constitutes misconduct, as well as other acts of omission or commission that are harmful to the health, safety and welfare of other Association members and general public enjoying and benefitting from the Cisco Chain of Lakes and Cisco Dam and the purposes of the Association.
3. Any claim of misconduct against a member of the Association must be stated in written form, signed by not less than ten (10) members of the Association who are in good standing and presented to the Board of Directors. Upon receipt of such a claim of misconduct, the Board shall cause the same to be investigated and efforts shall be made to resolve the claim without a Board hearing. If such hearing is not resolved by the next regularly scheduled Board meeting, the Board shall then forward by certified mail, or cause to be personally delivered to the person or persons against whom such misconduct claim is made, a notice that a hearing will be held on such claim by the Board at a special meeting called for the purpose no earlier than fourteen (14) days after such notice is mailed or delivery made personally to the person or persons against whom such misconduct claim is made.
4. Such notice shall inform said person or persons of the nature of the misconduct claim and the date and time of the Board hearing thereon. Said notice shall also inform such person or persons of his or her right to a full hearing and opportunity to answer the claim of misconduct. The Board shall make its determination of the misconduct claim in written form. Should the Board, by a two-thirds (2/3) vote of the Directors present at a meeting duly called thereon with quorum present, find such a person or persons to be guilty of misconduct, as defined by these By-laws, it may suspend the membership rights and privileges of such person or persons for a time to be determined by the Board.
5. The Board may, upon a two-thirds (2/3) vote of the Directors present at a meeting duly called thereon with quorum present, acquit all violations of misconduct, if remedied to the satisfaction of the Board, and restore such a person or persons to good standing at any regularly scheduled Board meeting, provided such person or persons is otherwise in compliance with the membership in good standing requirements. Membership suspended for non-timely payment of

financial obligations due the Association shall be automatically restored upon payment of such obligations, excepting should there be any claim of member misconduct determined by the Board to have taken place.

SECTION D. TERMINATION OF MEMBERSHIP; RESTORATION:

1. Failure to pay all dues, assessments, special assessment, fees, fines and any other financial obligation owed the Association, or the sale or transfer of a member's property or interest in a property, or the cessation of the right of representation by a member on behalf of a qualified owner entitled to membership in the Association, or should a claim of member misconduct be determined by the Board to have taken place, shall automatically terminate membership in the Association. All terminations of membership shall be recorded in the Association's membership status database by the Association's Secretary or Membership Chairperson. Upon payment of said financial obligations, the member's rights and privileges shall be automatically restored, excepting should there be any claim of member misconduct determined by the Board to have taken place.

ARTICLE V

SECTION A. ASSOCIATION'S POWERS:

1. The Association has all the powers of a Michigan non-profit corporation, and as may be provided by this Association's Articles of Incorporation, the By-laws of this Association; and, such other and further powers as shall be reasonably necessary to accomplish the purposes of the Association.

SECTION B. SUPERVISORY POWERS AND DUTIES:

1. The Association shall have the various powers and duties as set forth in these By-laws that shall be exercised for the mutual benefit of all members.
2. If so appointed, an Executive Committee will have the right to suspend for misconduct, violations of the restrictions, covenants, regulations, or By-laws, as well as other acts of omission or commission that are harmful to the health, safety and welfare of other Association members until such time as the regular Board of Directors can vote at the next regularly scheduled Board meeting.
3. In order for the suspension to take effect, one hundred percent (100%) of the Executive Committee will need to vote for suspension.

SECTION C. OVERSIGHT OF THE CISCO DAM AND CISCO CHAIN OF LAKES:

1. To assist in the control of the aquatic invasive species (AIS) level on the Cisco Chain of Lakes, including monitoring of aquatic invasive species (AIS), removal of aquatic invasive species (AIS), working with state and federal agencies in the control and removal of aquatic invasive species (AIS), assisting in obtaining grants, donations and other financial support for aquatic invasive species (AIS) removal programs on the Cisco Chain of Lakes, and assisting in the education of the general public regarding aquatic invasive species (AIS) and the control thereof.
2. To assist in the monitoring of the Cisco Chain of Lakes lake level, including at such time as undertaken by the Association, the monitoring, lease, operation, management, ownership, maintenance, inspection and repair of the Cisco Dam on the Cisco Chain of Lakes.

3. Promote the common benefit, use and enjoyment of the Cisco Chain of Lakes and surrounding area's natural resources and the health, safety and welfare of the residents and general public within Watersmeet Township, Gogebic County, Michigan and Land O' Lakes Township, Vilas County, Wisconsin, as enjoying and otherwise benefitting from the Cisco Chain of Lakes.

SECTION D. CONDUCT OF ASSOCIATION BUSINESS:

1. The management, affairs, and policies of the Association shall be vested in the Board of Directors of the Association whose powers and duties shall be those stipulated by the By-laws.

SECTION E. FISCAL YEAR:

1. The Association shall conduct business on a calendar year basis that shall be from January 1 to December 31.

ARTICLE VI

BOARD OF DIRECTORS

SECTION A. POWERS & DUTIES:

The Board of Directors shall constitute the governing body of the Association and is empowered to act in representing the Association in all matters, including, but not limited to the following:

1. The Board of Directors shall:
 - A. Have the authority to borrow funds, to mortgage, pledge or otherwise encumber the assets of the Association as security for the properties of the Association;
 - B. At the regularly scheduled annual meeting of the Board of Directors which shall take place immediately following the annual meeting of the membership, select a President, one or more Vice Presidents, a Secretary, and a Treasurer;
 - C. Have the power to appoint such other officers, committee members and agents and to hire such employees as may be necessary for the carrying out of the purposes of this Association;
 - D. Appoint, or authorize the President to appoint, from their own number or from members of the Association, such committees, and committee members thereof, as not stipulated by these By-laws as the Board deems necessary to carry on the affairs of the Association, and shall define the powers and duties thereof. All committees shall hold office at the pleasure of the Board.
 - E. Have such powers as are set forth in these By-laws or as are necessary and incidental in carrying out the general affairs of the Association.

SECTION B. BOARD COMPOSITION:

1. The Board of Directors shall be selected from among the active members of the Association, and as noted hereafter, four (4) members-at-large. Members-at-large may be chosen from the active members of the Association as well as individuals within the Township of Watersmeet, Michigan and Town of Land O' Lakes, Wisconsin. All Board members shall serve without compensation, except for reimbursement of reasonable out of pocket expenses approved by the Board.

2. The Board shall consist of:
 - A. The officers of the Association;
 - B. The past-presidents of the Association;
 - C. Representatives of the lakes comprising the Cisco Chain of Lakes;
 - D. A Parliamentarian of the Board. One of the Cisco Chain of Lakes representatives being a member of the Association shall also serve as both a member of the Board and its Parliamentarian;
 - E. The Chairperson of the Association's Membership Committee.
 - F. The Webmaster of the Association.
 - G. Newsletter/Communications Editor of the Association.
 - H. Not more than six (6) additional individuals appointed by the Board to serve as members-at-large.

3. The lakes comprising the Cisco Chain of Lakes entitled to representation on the Board are as follows:

Big Lake	2 members	Maimie Lake	1 member
Big Africa/Record	1 member	Morley Lake	1 member
Cisco Lake	1 member	Poor Lake (Loch Lomand)	1 member
Clearwater Lake	1 member	Thousand Island Lake	2 members
East Bay/Indian Lake	1 member	West Bay Lake	1 member
Fish Hawk Lake	1 member		
Lindsley Lake	1 member		

4. All members of the Board shall have voting privileges.
5. Directors who are members of the Association shall be a member in good standing as set forth under these By-laws.
6. Directors shall have reached the age of majority before the Annual Meeting at which he/she seeks office;
7. Membership on the Board of Directors on behalf of any corporation, company, agency, business or other commercial enterprise or organization qualifying for membership in the Association shall be limited to one (1) representative of said corporation, company, agency, business or other commercial enterprise or organization.

SECTION D. NOMINATION AND ELECTION OF DIRECTORS:

1. **Nominations.** The President at his/her discretion may appoint a nominating committee or accept nominations by members of the Board presented to the President at least thirty (30) days before the annual meeting of the membership, together with requesting nominations for open Directorships brought before the general membership at the annual meeting by addressing the nomination to the President of the Association in writing at any time before the annual meeting. Nominations will also be taken from the floor at the annual meeting. Nominations will be accepted for at least as many positions as there are vacancies. The nominees shall be composed of members of the Association in good standing. Those, whose names are placed in nomination, must be present at the annual meeting or provide the Association with oral or written notice of his/her

willingness to accept such proposed nomination, in order to be considered for a Board position by the membership. Any nominees not present at the annual meeting, but who provided notice of willingness to be nominated for a position on the Board, may provide a statement to be read by the President on his/her behalf at the Annual Meeting. The nominated slate may be proposed by the Board to the general membership prior to the annual Meeting.

2. **Term of Office.** The Directors shall be elected to annual terms at the Association's annual meeting and shall serve for one (1) year thereafter and until his/her successor is elected or appointed.

SECTION E. RESIGNATION OR VACANCY:

1. A Director may resign at any time subject to, at the election of the Board, his or her continuance in office until a successor not only is elected and qualified, but shall actually undertake the duties of his or her office. The resignation shall be in writing.
2. The Board of Directors may elect a successor to fill any vacancy until the next Annual Meeting of the Association, at which time a successor shall be elected by the general membership.

SECTION F. REMOVAL OF A DIRECTOR:

1. Misfeasance, malfeasance, non-feasance, gross negligence, willful misconduct, neglect or other inattention to or incompetence in the performance of duty on the part of a Director, shall be grounds for his/her removal as such. Charges shall be entertained in writing to the Board of Directors and signed by not less than ten (10) members in good standing of the Association. The Board shall then, upon due notice to the person against whom the charges are preferred, conduct a special Board meeting duly called for the purpose of disposing of the charges. At such meeting, accused shall have full and ample opportunity to be heard, and the final status of the accused determined by a vote of the Board of Directors; whereby, a two-thirds (2/3) vote of the Directors present at a meeting duly called thereon with quorum present is necessary for removal of the Director.
2. The Director, if removed, may appeal to the general membership by presenting to the Board a written request for appeal at least forty-five (45) days in advance of the next annual meeting. However, in this instance, the Director shall be suspended from participation as a Director until disposition of the charges has been made by the general assembly. The Board may, at its discretion, name a replacement for the suspended Director.

SECTION G. DIRECTOR ATTENDANCE:

1. Directors may appear at a meeting in person or by telephone, internet or video conference.

SECTION H. UNDERTAKING THE DUTIES OF DIRECTORSHIP:

1. Newly elected Directors shall be installed into office as the first order of business of the Board at its meeting following the annual meeting of the membership.

SECTION I. MEETINGS:

1. There shall be at least three (3) Board meetings per year together with one (1) annual Board meeting which shall take place immediately following the annual meeting of the membership.
2. Meetings of the Board of Directors may take place in person, by conference call, internet or video.

If a Director is unable to attend a meeting, he/she may attend by conference call, internet or video set up by the Board member unable to attend said meeting.

3. The Secretary or designee shall call the roll and record attendance of Directors.
4. Meeting notice.
 - A. Regular Meetings. Board members shall be given written meeting notice at least ten (10) days prior to said meeting, and either included therewith or given separately at least three (3) days before the meeting, an agenda for said meeting, by personal notification, electronic notification (such as by fax, email or text at the Director's fax number, email address or cell phone number as recorded with the Association) or by mail sent to a Director addressed to his/her last known address as recorded with the Association.
 - B. Special Meetings. Board members shall be given written meeting notice at least three (3) days prior meeting notice, including agenda for said meeting, by personal notification, electronic notification (such as by fax, email or text at the Director's fax number, email address or cell phone number as recorded with the Association) or by mail sent to a Director addressed to his/her last known address as recorded with the Association.

SECTION J. ORDER OF BUSINESS:

1. The order of business at the all Board meetings shall be as follows, provided and that this order of business may be changed by the President or by a majority vote of the members present:
 - A. Roll Call.
 - B. Recognition of newly elected Officers (if elected at annual meeting of Membership.)
 - C. Reading of the minutes of the previous Board meeting(s) needing approval and the approval thereof.
 - D. Reports of the Officers.
 - E. Reports of the Committees.
 - F. Consideration of New Business (new business on the agenda as called for by due notice to the Board) and action thereon. New business not on the agenda may be considered by the Board upon unanimous consent of all Board members.
 - G. Consideration of Unfinished Business (unfinished business on the agenda as called for by due notice to the Board) and action thereon. Unfinished business not on the agenda may be considered by the Board upon unanimous consent of all Board members.
 - H. Suggestions and/or comments submitted personally by a member in good standing in attendance at the Board meeting (or submitting by said member to the Board in writing), for consideration at the Board meeting.

SECTION K. QUORUM; VOTING:

1. A majority of the members of the Board of Directors present in person, by telephone, internet or video conference is necessary for the transaction of any business. Once said quorum is met, the Board members present may transact business binding upon the Association. The Board members may

also transact business by written communication sent to all Board members for consideration and approved by unanimous written notification by all Board members. A record thereof shall be maintained by the Association's Secretary.

2. Only Board members in good standing with the Association may participate in and vote at Board meetings.
3. Whenever a vote of the Board of Directors is required, unless otherwise stated in these By-laws, action shall be taken by majority vote of those Directors present at a meeting duly called thereon at which a quorum is present.

SECTION L. PRESIDING OFFICER:

1. The President shall chair the meeting. In the event the President is incapable of chairing the meeting, the following order of precedence shall be used for determining a chairperson pro-tem: Vice President, Treasurer, Secretary.

SECTION M. RULES OF ORDER:

1. Roberts Rules of Order shall be used as a guideline for the conduct of business.

SECTION N. ASSOCIATION MEMBER PARTICIPATION AT BOARD MEETINGS:

1. A time shall be set aside at each regularly scheduled Board meeting for the purpose of providing Association Members who are in good standing with an opportunity to address the Board in matters concerning Association business. This time shall not exceed ten (10) minutes and shall immediately follow roll call. At the discretion of a majority of the Board this time may be extended in additional increments of ten (10) minutes. The Board shall not be required to take action pursuant to the comments of the Association members.

SECTION O. CLOSED MEETINGS AND HEARINGS:

1. The President or any three (3) Directors may call for a closed meeting or hearing of the Association for the following reasons:
 - A. Legal discussions that may affect the Association.
 - B. Employee disciplinary hearings.
 - C. Association member hearings.
 - D. Board member hearings
 - E. Other matters that may require discretion.
2. Such meetings shall be limited to Officers and Directors of the Association, Association attorney(s), individual on whom the meeting is being conducted as well as his or her attorney(s), and invited guests as determined by a majority of the Board.

ARTICLE VII

MEMBERSHIP MEETINGS

SECTION A. ANNUAL MEETING:

1. The regular annual meeting of the members of the Association shall be as near as possible to the last Sunday in July on a date to be set annually by the Board of Directors, at such time and place as the Directors may determine, and also coincide with the annual meeting of the Directors.
2. If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, for lack of a quorum or otherwise, such meeting may be called and held as a special meeting and proceedings may be held thereat as an annual meeting, provided, however, that the notice of such meeting shall be the same as required for the annual meeting as set forth in Article VII, Section B., Paragraph 3 hereafter.

SECTION B. NOTICE:

1. The notice shall set out in reasonable detail the business to be brought before the membership and each meeting shall be limited to the items set out in the notice. Members present may make suggestions covering items that they feel should be brought before the membership. If any such suggestions are approved by proper resolution of those members present, it shall be the duty of the Secretary to present such resolutions to the Board of Directors for resolution at the next regular or special meeting.
2. It shall further be the duty of the Secretary to include with the notice of any regular or special meetings such suggestions or requests as may be properly presented in writing and endorsed by a member in good standing, providing such requests are received at least forty-five (45) days prior to the meeting date. Suggestions or requests may also be raised by a member in good standing at the annual meeting of the members.
3. Meeting notice.
 1. Annual Meeting. Members shall be given written meeting notice at least ten (10) days prior meeting notice, including agenda for said meeting, by personal notification, electronic notification (such as by fax, email or text at the member's fax number, email address or cell phone number as recorded with the Association) or by mail sent to a member addressed to his/her last known address as recorded with the Association.
 2. Special Meetings. Members shall be given written meeting notice at least ten (10) days prior meeting notice, including agenda for said meeting, by personal notification, electronic notification (such as by fax, email or text at the member's fax number, email address or cell phone number as recorded with the Association) or by mail sent to a member addressed to his/her last known address as recorded with the Association.

SECTION C. SPECIAL MEETINGS:

1. A special meeting of the Association may be called by request of the President, or request by any ten (10) Directors or upon request to the Board signed by no less than thirty (30) Association members in good standing. Such requests shall be in writing and clearly state the purpose for which the meeting is to be called by the President, providing, as determined by the Board of Directors, that said meeting purpose is germane to the purposes for which this Association is organized and for the improvement thereof.

SECTION D. ORDER OF BUSINESS:

1. The order of business at the annual meeting of the members shall be as follows provided and that this order of business may be changed by the Chairperson or by a majority vote of the members present:
 - A. Roll Call.
 - B. Recognition of new members and newly elected Directors (elected at annual meeting of Membership.)
 - C. Reading of the minutes of the previous Association's annual meeting(s) and approval thereof.
 - D. Reports of the Officers.
 - E. Reports of the Committees.
 - F. Consideration of New Business (new business on the agenda as called for by due notice to the members in good standing) and action thereon.
 - G. Consideration of Unfinished Business (new business on the agenda as called for by due notice to the members in good standing) and action thereon.
 - H. Suggestions and/or comments by a member in good standing in attendance or by proxy at the annual meeting of the members for future consideration by the Board and/or membership.
2. The agenda may be changed to move the discussion and voting of proposed motions (that require a vote to be taken) to the start of the meeting right after approval of previous minutes. Voting on motions brought to the annual meeting or special meeting must take place at the meeting. No other motions may be made by the Board or other attendees, which were not properly noticed, prior to this meeting.

SECTION E. PARTICIPATION IN ANNUAL OR SPECIAL MEETING; VOTING:

1. A member must be in good standing as specified in these By-laws to participate in the affairs of the annual or special meetings of the Association's members.
2. Voting shall be by majority vote, unless otherwise specified under these By-laws, of those members in good standing present in person or by proxy at the Annual Meeting.
3. Voting by proxy shall be permitted. A proxy must be dated and signed by the member in good standing authorizing another member in good standing to act on his or her behalf in person at a annual or special meeting. In lieu of a proxy, a member may tender to the Board his or her vote on a matter to be considered by the membership by completing and returning to the Association's Secretary prior to the scheduled meeting his or her ballot vote on the matter under consideration.
4. The Board may present to the members before an annual or special meeting a matter on the agenda for consideration and vote thereon. If so presented, it must be given as a written meeting notice at least ten (10) days prior to said meeting, including agenda for said meeting and matters to be voted upon, by personal notification, electronic notification (such as by fax, email or text at the member's fax number, email address or cell phone number as recorded with the Association) or by mail sent to a member addressed to his/her last known address as recorded with the Association. A member may vote thereon by completing and returning to the Association's Secretary prior to the scheduled

meeting his/her signed ballot indicating his/her vote on the matter under consideration or by voting in person or by proxy at the meeting.

5. It shall be the duty of the Secretary to prepare a list of the members entitled to participate and vote at each meeting against which list all members voting shall be checked, either by the Secretary or some individual designated by the Board of Directors.

SECTION F. QUORUM:

1. The presence of twenty-five (25) qualified members of the Association, each in good standing and holding a valid membership in the Association, and appearing in person and by proxy, shall constitute a quorum for the transaction of business at the annual or special meeting(s) of the members.

SECTION G. PRESIDING OFFICER:

1. The President shall chair the annual or special meeting(s) of the membership. In the event the President is incapable of chairing the meeting, the following order of precedence shall be used for determining a Chairperson pro-tem: Vice President, Treasurer, Secretary.

SECTION H. RULES OF ORDER:

1. Roberts Rules of Order shall be used as a guideline for the conduct of business.

ARTICLE VIII

ASSOCIATION OFFICERS

SECTION A. ENUMERATION:

1. The Officers of the Association shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer.

SECTION B. SELECTION:

1. The Officers may be elected by the Board of Directors at the regularly scheduled Board of Directors annual meeting immediately following the annual meeting of the membership. A majority vote of the Board members present at said annual meeting in person or by internet, video or conference call is required to be elected to office. In lieu thereof, the Board may alternatively present to the Association membership for membership vote thereon at the annual meeting of the members the proposed slate of officers of the Association for the coming year. If so presented, the slate of Officers shall be submitted to the membership as an agenda item and timely noticed to the membership as an agenda item prior to the annual meeting of the members, with election thereof by the majority vote of members present in person and by proxy at the annual meeting at which a quorum is present.

SECTION C. TERM:

1. The term of all officers shall be for one (1) year. The Officers shall be installed, after taking of the roll, as the first order of business of the annual meeting of the Board immediately following the

annual meeting of the members.

SECTION D. RESIGNATION:

1. An Officer may resign at any time subject to his or her continuance in office, should the Board so elect and the Officer be so willing to serve, until a successor is elect and installed. The resignation shall be in writing. The Board of Directors may elect a successor to fill any vacancy for the remaining term of office.

SECTION E. REMOVAL:

1. An Officer may be removed for misfeasance, malfeasance, non-feasance, neglect and other inattention to or incompetence in the performance of duty. Charges shall be submitted and considered as set forth in these By-laws.
2. The review and decision of the Board shall be final.

SECTION F. DUTIES AND RESPONSIBILITIES:

1. **President.** The President, upon election, shall be a member of the Board of Directors. The President shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. The President shall sign all legal documents authorized for his signature by the Board of Directors. The President shall be an ex-officio member of all committees. The President shall not be eligible to succeed himself/herself for more than five (5) consecutive terms in office. The President shall also perform such other duties as necessary and incidental to promote the common benefit of the Association and as designated by the Board. The President shall not be permitted to vote on matters coming before the Board except instances where it is necessary to break a tie or to create a tie.
2. **Vice President.** The Vice-President, upon election, shall be a member of the Board of Directors. The Vice President shall act in the place of the President in his or her absence; or in the event the office of President shall become vacant by death, resignation, or otherwise, or due to the inability of the President to discharge the duties of his office and the Vice President shall also perform such other duties as may be delegated by the President or the Board of Directors.
3. **Secretary.** The Secretary, upon election shall be a member of the Board of Directors. The Secretary shall be present at all meetings of the Board. The Secretary or designee shall keep minutes of all meetings of the Association, Directors, and Executive Committee; and shall preserve in the books of the Association true minutes of the proceedings of all such meetings. The Secretary shall furnish all notices required by statute, these By-laws, or Resolution. The Secretary shall keep a record of the names and addresses of all members of the Association, the real property owned by each, all transfers of membership, and shall be custodian of the Association's Seal. The Secretary shall send to the Association members all notices as to the amounts due the Association for Annual and Special Assessments. The Secretary shall keep the Board informed regarding the affairs of the Association, and attendance of Directors at regularly scheduled meetings as well as special meetings, and shall perform such other duties as are delegated to the Secretary by the Board of Directors or President.
4. **Treasurer.** The Treasurer, upon election, shall be a member of the Board of Directors. The Treasurer or designee shall have custody and keep accounts of all money, corporate funds, and

securities of the Association; and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements. The Treasurer or designee shall deposit all monies, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. Funds arising from donations for the Cisco Dam project, or such other projects undertaken by the Board on behalf of the Association shall be held separate from and not comingled with the general funds of the Association. The Treasurer or designee shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers, and shall render to the President and Directors, at regular meetings of the Board and whenever requested by them an account of all his transactions as Treasurer and of the financial conditions of the Association. If required by the Board, the Treasurer shall deliver to the President of the Association and shall keep in force a bond in form, amount and with surety or securities satisfactory to the Board, conditions for faithful performance of the duties of the office, and for the restoration or removal from office of all papers, books, vouchers, money, and property of whatever kind in his or her possession or under his or her control belonging to the Association and shall perform such other duties as are delegated to the Treasurer by the Board of Directors.

ARTICLE IX

COMMITTEES

SECTION A. COMMITTEES:

1. The Board of Directors shall appoint such standing and special committees or Chairs of the Association (such as Membership, Website, and Newsletter/Communications) on behalf of the Board and the Association for purposes of advising the Board on matters of importance to the Board and the Association. The Board is responsible for the operational affairs of the Association. Committees shall assist the Board therein as directed by the Board of Directors and as further set forth in these By-laws.
2. Committee meetings may take place in person or by conference call, internet or video. If a committee member is unable to attend a meeting, he/she may attend by conference call, internet or video set up by the committee member unable to attend said meeting.
3. Special committees shall be formed by the Board as deemed necessary to handle special matters assigned to such committee. For example, the Cisco Dam committee shall oversee the issues relating to, when applicable, the monitoring, lease, operation, management, ownership, maintenance, inspection and repair of the Cisco Dam, the lake levels on the Cisco Lake Chain of Lakes, and fundraising efforts in support thereof, as well as negotiations with FERC, the State of Michigan and its Department of Natural Resources, Integrys and UPPCO regarding the Cisco Dam.
4. The Standing Committees are comprised of appointed Association members in good standing and a Chairperson. The Standing Committees are as follows: Budget and Finance, Rules and Regulations, Membership, Website, Newsletter/Communications, Aquatic Invasive Species, Cisco Dam, and an Executive Committee.

SECTION B. COMMITTEE CHAIRPERSON(S):

1. Initial appointment of the Chairperson and/or co-Chairpersons shall be made by the President of

the Association and shall be ratified by the Board of Directors. Removal of a Standing Committee Chairperson requires a majority vote of the Board present in person or by internet, conference call or video at a meeting duly called for such purpose.

SECTION C. COMMITTEE MEMBERS/TERM:

1. Members shall be appointed by the Committee Chairperson or co-Chairperson and shall be ratified by the Board of Directors. The Chairperson or co-Chairperson , with mutual consent of the Board, will recommend replacement members who are in good standing.
2. Members shall serve annual terms, which terms shall commence upon appointment by the Board and run until a successor for said committee member is appointed by the Association's Board of Directors. Committee members may serve more than one (1) term.

SECTION D. COMMITTEE MEMBERSHIP:

1. Excluding the Executive Committee, all Standing Committees shall be comprised of one (1) or more members. The Executive Committee membership is set forth in Section M, paragraph 2 hereafter.

SECTION E. COMMITTEE DURATION:

1. Standing Committees shall exist from year to year from the July annual meeting of the Association for one year to such time as new committee membership is appointed at the July Annual meeting of the next year, at which time the existence of the committee(s) shall be automatically extended unless dissolved by action of the Board. Special Committees shall exist from the time of appointment and run through the year to such time as new committee membership is appointed the July annual meeting of the next year, at which time the existence of the committee(s) shall be automatically extended unless dissolved by action of the Board.

SECTION F. BUDGET AND FINANCE COMMITTEE:

1. The members of this committee shall be all chairs of the other standing committees and others assigned as necessary, as well as such other members appointed by the Board.
2. The following duties and responsibilities of this Committee shall be, but are not limited to:
 - A. To prepare and present to the Board of Directors, when requested by the Board of Directors, a budget for the calendar year;
 - B. To have the annual review or compilation made for the financial records as required by these By-laws;
 - C. To collect all delinquent assessments in a manner approved by the Board;
 - D. To recommend proper contractual procedures to the Board of Directors;
 - E. To maintain a budgetary control system over the finances of the Association and to inform the Board if the budget is being exceeded;
 - F. To perform other functions as the Board so wishes;

- G. The Treasurer of the Association shall be a standing member of this Committee, and may be its Chairperson.

SECTION G. BY-LAWS, RULES AND REGULATIONS COMMITTEE:

1. The duties and responsibilities of this Committee shall be, but are not limited to, review, update, delete, and/or augment those By-law provisions, rules and regulations that are necessary for the good and welfare of the Association and its members, and to present these rules to the Board for approval.
2. To recommend appropriate methods and actions with which these rules may be enforced.
3. To perform other functions as the President or Board of Directors request.

SECTION H. MEMBERSHIP COMMITTEE:

1. The duties and responsibilities of this Committee shall be, but are not limited to, oversee membership dues with the Treasurer; update the Association's membership records with the Association's Secretary; encourage membership interest in the affairs of the Association; encourage former members of the Association to renew their membership; promote the benefits of membership and otherwise encourage new members joining the Association; undertake such other action to foster a strong, active membership in the Association.

SECTION I. ASSOCIATION WEBSITE COMMITTEE.

1. The duties and responsibilities of this Committee shall be, but are not limited to, develop, oversee and update the Associations website, with a member appointed as Webmaster to oversee such action, and keep the Board of Directors updated as to suggested website changes.

SECTION J. NEWSLETTER/COMMUNICATIONS:

1. The duties and responsibilities of this Committee shall be, but are not limited to, prepare and circulate the Association's Newsletter and prepare and distribute all communications involving the Association in conjunction with input from the Board of Directors, Officers and Committees of the Association.

SECTION K. AQUATIC INVASIVE SPECIES COMMITTEE:

1. The duties and responsibilities of this Committee shall be, but are not limited to, the following:
 - A. To establish, implement and oversee, or assist in, an invasive species weed control program approved by the Board for the Cisco Chain of Lakes, including working with such local, state and federal agencies and organizations in the furtherance thereof.
 - B. To recommend for Board approval and assist in programs for aquatic invasive species (AIS) identification and control as well as boat cleaning both prior to and after using the Cisco Chain of Lakes.
 - C. Monitor such matters of interest as possibly impacting the Cisco Chain of Lakes and to advising the Board thereof.

SECTION L. NOMINATING COMMITTEE:

1. The duties and responsibilities of this Committee shall be, but are not limited to the following:
(This committee is not a permanent committee but will be used as needed at the discretion of the Board of Directors.)
 - A. Preparation of the annual slate of Directors for election at the annual meeting of the members.
 - B. To present in nomination replacement Directors as vacancies on the Board occur.
 - C. To present in nomination a slate of Officers to the Board of Directors, or to the membership should same be voted upon at the annual meeting of the members.
 - D. Perform such other functions, as the President or Board of Directors shall request.

SECTION M. EXECUTIVE COMMITTEE:

1. The purpose of this committee is to provide leadership, coordination and direction for the Board and to act for and by the authority of the Board during the period between regularly scheduled meetings.
2. The composition of the Executive Committee shall consist of the elected Officers of the Board, (i.e. the President, Vice-President(s), Secretary, and Treasurer) as well as the past-Presidents of the Association. The members of the Executive Committee may be expanded upon action of the Board.
3. The Executive Committee may act for the Board during the period between regularly scheduled meetings only when given the express permission to do so by majority vote of the Board prior to said action.

SECTION N. CISCO DAM/CISCO DAM FUND COMMITTEE:

The Cisco Dam/Cisco Dam Fund committee shall monitor the Cisco Dam Fund as well as the operation of the Cisco Dam and Cisco Chain of Lakes lake levels, including, as applicable, the monitoring, lease, ownership, observation, inspection, maintenance and repair of the Cisco Dam being a fixed crest dam at a water level height of 1683 feet as measured at the Cisco Dam. The committee shall exist whether the Cisco Dam is owned by third parties or owned or leased by the Association. The committee may confer with pertinent parties on and advise the Board on details of the Cisco Dam purchase or lease negotiations and needed action by the Board to purchase or lease the Cisco Dam.

1. The Cisco Dam committee shall select a chairman and meet at least semi-annually. The Board shall be advised of matters addressed at all committee meetings. Additionally, the committee chairman shall provide updates to the president of the Association as needed or requested.
2. The membership of the Cisco Dam/Cisco Dam Fund committee shall consist of the Association's current President and Treasurer; the immediate Past-President of the Association; the Cisco Dam operator acting on behalf of the Association; a Board member of the Association who oversees the Cisco Dam operation on behalf of the Association; and, three (3) members at large of the Association's general membership as nominated by the Association's President and appointed by the Board.

3. Each committee member shall have one (1) vote, which vote shall be advisory only.
4. A quorum at a meeting of the Cisco Dam/Cisco Dam Fund committee shall consist of three (3) committee members.
5. The committee shall not have the power to bind the Association. The committee's role is advisory in nature and may only make recommendations to the board and/or officers of the Association.
6. Committee members shall not be compensated for his/her service other than reimbursement for reasonable out of pocket expenses incurred as a committee member.
7. All expenses of the Association relating to the Cisco Dam/Cisco Dam Fund shall be paid from the Cisco Dam Fund account and not from the general funds of the Association.
8. The committee members shall work with the Association's Officers and its Board in seeking, receiving and overseeing amounts received by the Association as specifically intended for and thereupon earmarked and set aside for the Cisco Dam. Amounts received for the Cisco Dam shall be deposited in a separate Cisco Dam Fund account in the name of the Association segregated from the general funds of the Association, and only used for expenses relating to the monitoring, lease, operation, management, ownership, maintenance, inspection and repair of the Cisco Dam. The committee shall not have the authority to withdraw funds from said Cisco Dam Fund account, and may only recommend to the Board how the Cisco Dam Fund should be invested, managed and expended, with final decision being that of the Board.
9. The committee shall oversee the investment of the segregated Cisco Dam Fund and report thereon to the Board which shall decide how the Cisco Dam Fund shall be invested, managed and expended for the benefit of the Cisco Dam and its preservation of the lake levels on the Cisco Chain of Lakes.
10. Upon the lease by or the transfer of ownership of the Cisco Dam to the Association, the Association's Board shall appoint, at the recommendation of the committee, a dam operations manager who in accordance with policies established by the Board, shall manage and oversee the daily operation of the Cisco Dam, general dam inspections to observe ongoing dam operations, advise of noticed maintenance and repair needs, and provide, upon request, reports to the committee and/or an Officer or Director of the Association. The Cisco Dam operations manager shall generally report to the overseeing member of the Cisco Dam committee. The Cisco Dam operations manager shall be compensated for his/her services in an amount approved by the Board together with reimbursement of reasonable out of pocket expenses incurred.
11. The committee shall oversee the Cisco Dam operations in accordance with applicable FERC and State of Michigan license and statutory rules and regulations, and report periodically thereon to the Board at such times requested by the board or as felt needed by the committee.
12. The committee shall investigate, monitor and recommend to the Board such needed comprehensive and public liability insurance covering the Cisco Dam operations once owned or leased and then managed by the Association.
13. The committee members, as well as the Officers and members of the Board each understand that funds donated by the members and the general public or received from local, state and federal funds, for the monitoring, lease, operation, management, ownership, maintenance, inspection and repair of the Cisco Dam are to be used solely for said purposes. Any attempt to divert said Cisco Dam funds to the general fund of the Association or for a use not being for the intended purposes of the Cisco Dam fund shall be unauthorized and illegal.

ARTICLE X

INDEMNIFICATION

SECTION A. NO LIABILITY TO ASSOCIATION.

1. No Director, Officer, committee member, Association member, volunteer, employee or agent of the Association and no person serving at the request of the Association as a Director, Officer, committee member, Association member, volunteer, employee or agent shall be liable to the Association for any loss or damage suffered by it on account of an action or omission by such person as a Director, Officer, committee member, Association member, volunteer, employee or agent if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of this Association; unless with respect to an action or suit by or in the right of the Association to procure a judgment in its favor, such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to this Association.

SECTION B. INDEMNITY:

1. The Association shall indemnify and defend each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of the Association), by reason of the fact that such person is or was a Director, Officer, committee member, Association member, volunteer, employee or agent of the Association or is or was serving in such capacity at the request of the Association in any other association, partnership, joint venture, trust or other enterprise, against expenses, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The terminating of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *novo* contender or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Association; and with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.
2. The Association shall indemnify and defend each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Association by reason of the fact that such person is or was a Director, Officer, committee member, Association member, volunteer, employee or agent of the Association or is or was serving in such capacity at the request of the Association in any other association, partnership, joint venture, trust or other enterprise against expenses and attorneys' fee actually and reasonably incurred by such person in the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association; provided, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Association unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such

court deems proper.

3. To the extent that a person seeking Indemnification under Section A. or B. has been successful on the merits or otherwise in defense of any action, suit or proceeding, or any claim, issue or matter therein, the Association shall indemnify such person against expenses and attorneys' fees actually and reasonably incurred in connection therewith.
4. The Association shall make indemnification payments to or on behalf of the person seeking them only if authorized in the specific case upon a determination that indemnification of such person is proper because such person meets the applicable standards of conduct and indemnification set forth in the various Sections of this Article X and applicable law. Such determination may be made:
 - A. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or
 - B. If such quorum is not obtainable, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion to the Association, or
 - C. By the court in which such action, suit or proceeding was pending upon application made by the Association or person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not such application is opposed by the Association.
5. The Association's accepted duty to indemnify and defend is adopted so that each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suitor proceeding by or in the right of the Association by reason of the fact that such person is or was a Director, Officer, committee member, Association member, volunteer, employee or agent of the Association or is or was serving in such capacity at the request of the Association in any other association, partnership, joint venture, trust or other enterprise, is protected from the onset against expenses and attorneys' fee actually and reasonably incurred by such person in the defense or settlement of such threatened or actual claim, action, settlement or suit if such person is deemed by the Board, upon advice of legal counsel, to have acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association, and the Association shall upon advice of legal counsel advising of same, authorize payment in advance of final disposition of an action, suit, or proceeding for the expenses and attorneys' fees incurred by a person seeking indemnification under Section A. or B., provided that such person delivers a written undertaking to repay such amount unless it is ultimately determined that such person is entitled to be indemnified under this Section B. The intent of this section B is that no Director, Officer, committee member, Association member, volunteer, employee or agent of the Association or is or was serving in such capacity at the request of the Association in any other association, partnership, joint venture, trust or other enterprise, working on behalf of the Association be faced with the financial burden of a claim of liability and costs of defense thereof from the onset of said threatened claim, unless it is believed, upon advice of legal counsel, he/she did not act in good faith and did not act in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association. Should the Board initially decline to defend such individual upon advice of counsel, it retains the right to reconsider such decision as the claim progresses and either later undertake such defense or reimburse said individual for the cost incurred by reason of said claim, including the defense thereof.
6. The indemnification provided by this Section B. shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any By-law, agreement, and vote of disinterested Directors; or otherwise, both as to action in a person's official capacity and as

to action in another capacity while holding such office, and shall continue as to a person who ceases to be a Director, Officer, committee member, Association member, volunteer, employee or agent and shall inure to the benefit of his/her heirs, executors and administrators.

7. The Association may purchase and maintain insurance on behalf of any person described in Section A. or B. against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under this Section B.
8. This Section B. shall be effective with respect to any person who is a Director, Officer, committee member, Association member, volunteer, employee or agent of the Association, including as serving in such capacity at the request of the Association in any other association, partnership, joint venture, trust or other enterprise, at any time on or after the effective date of these By-laws with respect to any action, suit or proceeding pending on or after that date against such person based upon his/her acting in such capacity before or after that date.
9. If the Michigan Non-profit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, Officers, committee members, Association members, volunteers, employees or agents acting with authority on behalf of the Association, then the liability of a Director, Officer, committee member, Association member, volunteer, employee or agent of the Association shall be forthwith eliminated or limited to the fullest extent then permitted by the Michigan Non-profit Corporation Act, as amended, without further action of the Association required and same shall be forthwith incorporated in and made a part of these By-laws.
10. Subject to this Article X and limitations herein, and to the extent further allowed by applicable Michigan law, the Association shall indemnify and hold harmless the Directors, Officers, committee members, Association members, volunteers, employees or agents of the Association to the full extent permitted by applicable law, this including the obligation to defend or otherwise advance all expenses incurred in the defense of any claims, actual or threatened, against a Director, Officer, committee member, Association member, volunteer, employee or agent as arising by reason of his/her good faith performance of his/her lawful duties or activities on behalf of the Association.
11. Any repeal or modification of the foregoing provisions of this Article by the Directors of the Association shall not adversely affect any right or protection of the Director, Officer, committee member, Association member, volunteer, employee or agent of the Association existing at the time of such rule or modification.
12. Except as may be limited by this Article X of the By-laws and applicable Michigan law, the Association assumes all liability for all acts or omissions of any Director, Officer, committee member, Association member, volunteer, employee or agent, incurred in the good faith performance of his/her lawful duties or activities on behalf of the Association.

ARTICLE XI

MISCELLANEOUS ARTICLES

SECTION A. AMENDMENT TO THE BY-LAWS:

1. The Association's By-laws may be amended, altered, changed, added to, or repealed by a two-thirds (2/3) vote of the Association's membership in good standing at that time and who are present

in person and by proxy at any annual or special meeting of the members of the Association. Proposed amendments shall be delivered personally, sent electronically (by fax, email or other electronic means of communication) or sent by mail to the membership for consideration at least ten (10) days before the meeting thereon.

SECTION B. EFFECTIVE DATE OF NOTICES AND COMMUNICATIONS :

1. A communication to the Board, Officers, Committees and Members of the Association shall be deemed sent, and the applicable required period of notice shall commence upon, the date of electronic transmission or mailing postmark of said communication. All communications sent by mail shall be by first class mail unless otherwise required in these By-laws.

SECTION C. SPECIAL ASSESSMENTS:

1. A quorum of twenty-five (25) members in good standing in person and by proxy is necessary at either an annual or a special meeting before any proposed special assessment may be voted upon.

SECTION D. ENFORCEMENT AND RESTRICTIONS:

1. The Board of Directors shall have the power to enforce, in the name of the Association, all powers afforded to it by these By-laws and applicable law.

SECTION E. RULES AND REGULATIONS:

1. The Board of Directors shall establish reasonable rules and regulations pertaining to the general affairs of the Association, including consideration and vote thereon by the members when needed.

SECTION F. CONDUCT OF ASSOCIATION BUSINESS:

1. The management, affairs, and policies of the Association shall be vested in the Board of Directors of the Association whose powers and duties shall be those stipulated by the By-laws of the Association.

SECTION G. FISCAL YEAR:

1. The Association shall conduct business on a yearly calendar basis that shall be from January 1 to December 31.

SECTION J. PERSONAL USE AND BENEFIT FROM ASSOCIATION'S ASSETS PROHIBITED

1. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, volunteers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II and other applicable provisions of these By-laws. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in funding the publishing or distribution of statements of any political campaign on behalf of any candidate for public office. Notwithstanding the foregoing, the Association may engage in lobbying to influence legislation subject to the limitations provided by the Internal Revenue Code. Notwithstanding any other provision of these By-laws, the Association shall not carry on any other activities not permitted to be carried on by (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code

of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).