

BY-LAWS OF BIG STAR LAKE ASSOCIATION

as adopted on July 2, 1994

amended July 4, 2009

ARTICLE I - PREAMBLE

Section 1: Upholding the principles of democracy and conservation, we, being owners of property at and near Big Star Lake, seasonal occupants of such properties and others committed to the application of these principles at said lake, do associate ourselves together for the purpose of maintaining and improving property values, promote social and recreational opportunities and pursuing such other goals as to us shall seem likely to further these principles and all other just ends. And, for these purposes, we ratify the following By-Laws and adopt the following Rules of Order.

ARTICLE II - NAME

Section 1: The name of this association shall be Big Star Lake Association.

ARTICLE III - MEMBERSHIP AND DUES

Section 1: Membership in this Association shall be two kinds - Regular and Honorary.

- a. Regular Membership shall be limited to persons and couples who pay dues and who:
(1) own property within the perimeter of a line drawn 400' from the center of Star Lake Road outward and the section of 76th Street between its termini, or (2) are seasonal occupants of properties within the prescribed perimeter.
- b. Honorary Membership may, at the discretion of the Board of Directors, be conferred on persons, and upon the spouses of persons, who perform services, convey benefits to or otherwise merit the esteem of the Association. Such memberships shall be free of any dues.

Section 2: Regular membership dues shall be the amount set annually by the Board of Directors.

- a. All memberships shall be for the term of one calendar year.
- b. Dues shall be due and payable on January 1st of each year.

ARTICLE IV - MEETINGS AND OUORA

Section 1: There shall be at least one meeting of the general membership annually.

- a. This meeting shall be held on the Saturday nearest July 4th.
- b. Written notice of this meeting's time and place shall be given every member at least thirty (30) days prior to the meeting.

Section 2: The Chairman, Vice-Chairman, Secretary and Treasurer, or a majority of them concurring, special meetings of the membership may, at any time, be called by the Chairman or Vice-Chairman of the Board of Directors: provided that all members be noticed, in writing, at least seven (7) days before of the date, time, place and purpose of said meeting.

Section 3: For purposes of transacting any business, the number of members in person present at any Annual Meeting or special meeting, thus, noticed shall constitute a quorum.

Section 4: A simple majority vote of members present and voting at a duly noticed Annual Meeting or special meeting shall suffice to decide any other issues than By-Laws revision.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Qualifications

- a. This Association shall be directed by a Board elected variously (1) by members owning property within each of several discrete geographical Areas and (2) by the whole membership.
- b. Each Area Director must be a member of this Association and a property owner or seasonal occupant of the Area in which he stands for election.
- c. The Association reserves the right to alter the boundaries of these Areas: provided, that their demonstrable purpose in doing so be (1) numerical equality of representation and, (2) rationality and ready identification of natural or man-made divisions and landmarks: and provided, further, that as much written notice be given of any membership meeting at which such changes might prove material.
- d. Should boundary changes yield two or more Directors to represent the same member or members, the already-seated Director shall yield to the new Director and serve, for the balance of his own term, as a Director-at-large.
- e. Each Director-at-Large must be a member of the Association, a property owner or seasonal occupant in at least one of the designated Areas, and be elected by the whole membership.

Section 2: Terms

- a. All Directors shall be elected for terms of three (3) years, commencing at the end of the Annual Meeting and continuing to the end of that at which they are reelected or succeeded.
- b. No person shall hold more than one Directorship simultaneously.
- c. There is no limit to the number of consecutive terms a Director may serve.

Section 3: Elections

- a. Directors shall be elected by mail, written ballot prior to the Annual Meeting. Such ballot mailing may be incorporated into the Association's written notice of the Annual Meeting mailed to all members.

Section 4: Nominations

- a. On or before April 1st of each year, the Chairman shall appoint a Nominating Committee of four (4) members to approach, confirm and present for election a complete slate of nominees for the filling of pending vacancies on the Board.
- b. Individual members may nominate Directors by written submission to the Board before April 20th of said nominees' names, qualifications, proposed constituencies, consents to serve, if elected, and the signatures of five or more seconders, also members in good standing.

Section 5: Vacancies

- a. Any Director who, without the Board's prior consent, absents himself/herself from four (4) consecutive regular Board Meetings or six (6) regular Board Meetings in any calendar year, shall, by the Board's simple majority vote, forfeit his/her Directorship.
- b. When voting to relieve a Director of his/her seat, the Board shall also appoint a person to fill it: (1) whom the Chairman may nominate; and (2) whose term shall continue until the next Board election, when that seat shall be filled by election.
- c. All other vacancies on the Board shall be filled in like manner: provided, that no appointed Director fill any office vacated by the Director he/she replaces unless he/she be thereto specifically elected by the Board.

Section 6: Officers - Duties

- a. The Board of Directors shall formulate the policies of this Association, and their Chairman or his/her designees shall implement the same.
- b. The Board of Directors shall elect, from among their number, a Chairman, Vice-Chairman, Secretary and Treasurer, each to serve in the customary capacity as an Officer of the Association.
- c. The Chairman: (1) shall preside at all meeting of the Board, unless his absence requires the Vice-Chairman to do; (2) shall appoint the chairperson and members of all standing and ad hoc committees of the Board: which committees may meet on their own and, when previously empowered by the Board, act on its behalf; and (3) may, at his/her discretion, appoint or hire persons skilled in trades and professions useful to the Board, to assist them.

- d. The Chairman may enlist the help of other Directors and members and engage the services of outside persons, agencies and firms to implement the policies of the Board.
- e. In the incapacity of the Chairman or at his request, the Vice-Chairman shall serve as Chairman pro tempore.
- f. In the incapacity of the Vice-Chairman and at the request of the Chairman, or, if he is unable to request it, at the request of any four (4) Directors, any other Director may serve as Chairman pro tempore.
- g. The Secretary: (1) shall be the Agent of Record known to the State of Michigan for filing and other corporate purposes and (2) may be required to keep records and give notices as stated in subsection h. of this Section.
- h. The Board shall cause: (1) records to be kept of the minutes of all Association meetings; (2) current records of membership to be maintained; (3) copies of correspondence to be filed; and (4) notices required by By-Laws to be sent to members.
- i. If not performed by the Secretary, the Chairman shall cause these functions to be performed by an appointed or hired secretary or by a member of the Board.
- j. The Treasurer shall collect and disburse all monies of the Association. He shall keep current and accurate records of all such transactions and report them to the Board (1) on a regular basis and (2) as otherwise requested by the Board or any of its Officers to do.
- k. Though elected in June or July as provided in Article IV, Section 3, the Treasurer's term of office shall concur with the Association's fiscal year, which shall run from January 1 through December 31.
- l. Election of Officers shall take place: (1) at a meeting of the Board immediately following each Annual Meeting and (2) at regular or special meetings of the Board whose convening shall best serve to minimize the durations of vacancies.
- m. Officers shall serve for terms of one year. There shall be no limit to the number of consecutive terms that an Officer may serve.
- n. The Board shall meet so often as their consensus deem desirable. The Chairman shall notify each Director of the dates, times, and places of meetings.
- o. The Chairman or in his incapacity, the Vice-Chairman, may, at his discretion, call special meetings of the Board: provided that they be noticed in the same way.
- p. The presence of a simple majority of the Directors at any meeting of the Board shall constitute a quorum for the transaction of any business.
- q. The Board of Directors shall conduct all of its business so as to conform with all State of Michigan and United States of America statutes.

- r. Voting by Directors shall be done: (1) at a regularly scheduled Board meeting or (2) by web email or phone calls if necessary between Board meetings.

Section 7: Director's Liability

- a. A volunteer Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of the Director's fiduciary duty arising under applicable law.
- b. This Section shall not eliminate or limit the liability of a Director for any of the following:
 - 1. A breach of the Director's duty or loyalty to the Corporation or its members.
 - 2. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law.
 - 3. A violation of Section 551(1) of the Michigan Nonprofit Corporate Act.
 - 4. A transaction from which the Director derived an improper personal benefit.
 - 5. An act or omission occurring before the date this Article is filed with the Michigan Department of Commerce.
 - 6. An act or omission that is grossly negligent.
- c. A volunteer Director of the Corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a Director to the Corporation and its members to the extent set forth in this Section 7.
- d. Any repeal or modification of this Section shall not adversely affect any right or protection of any volunteer Director of the Corporation existing at the time of, or for, or with respect to, any acts or omissions occurring before such repeal or modification.

ARTICLE VI - DISSOLUTION OF CORPORATION

Section 1: This Association may be dissolved by a two-thirds (2/3) majority vote of members in person present at any meeting of which thirty (30) days written notice of the meeting and its purpose was given.

Section 2: In case of dissolution, those assets of the Association not needed to satisfy its just debts shall be conveyed to Lake Township, Lake County, Michigan, to be used for the benefit of all its residents at Big Star Lake, or failing the ability of Lake Township to transact business, to Lake County for the same purpose.

ARTICLE VII - BY-LAWS REVISIONS AND RULES OF ORDER

Section 1: Revision of these By-Laws shall be by a two-thirds (2/3) majority vote of members in person present at any meeting of which thirty (30) days written notice of the meeting and the revision(s) proposed was given.

Section 2: All meetings of this Association shall be conducted under the provisions and procedures prescribed by Robert's Rules of Order.