

BY-Laws of the Pickerel and Crooked Lakes Association

(A Michigan Non-Profit Corporation)

Version 4_102312

ARTICLE I - NAME Pickerel and Crooked Lake Association

ARTICLE II – PURPOSE

- Work to preserve and improve the water quality of Crooked and Pickerel Lakes, including water levels, sanitary conditions, and fishing facilities.
- Promote and endorse projects to enhance this water quality.
- Support and urge compliance with laws and regulations intended to maintain and protect the water quality and such other improvements that are conducive to the use of the lakes for health and recreational purposes.
- Oppose proposed developments or activities which could adversely affect the waters, shoreline, and the area environment in general.
- Educate and inform members of the Association and all other users of the lakes in the proper care and management of water resources.
- Monitor water quality.
- Provide information to members about water quality problems or questions.

ARTICLE III – MEMBERSHIP IN THE ASSOCIATION

SECTION 1: Membership:

- Members in the association shall be those persons who apply for membership in the association and whose applications are accepted and whose membership fee is paid. The member shall subscribe to the purposes of the association as set forth in the articles of the association.

SECTION 2: Application for Membership:

- Application for membership in the association shall be made to the Secretary or other appointed person or persons of the association. The Secretary will refer all applications for membership to the Board of Directors and upon approval of said applications by the Board of Directors membership in the association shall become effective.

SECTION 3: Membership Fees and Assessments:

- The Board of Directors of the association shall be empowered to fix the amount of the annual membership fee. The members of the association, at any regular or special meeting called for that purpose, shall be empowered to make special assessments against the members of the association in order to carry out the purposes of the association.

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SECTION 4: Suspension or Expulsion of Members:

- If any member in this association shall refuse or neglect to fully carry out his duties and responsibilities as a member of this association as these duties and responsibilities relate to the purposes of the association and for good cause shown, or if any member shall fail or neglect to pay the annual membership fee and/or assessment made against the membership within a period of sixty (60) days after said fees and/or assessments are due, upon a vote of the Board of Directors said member may be suspended from the association.

ARTICLE IV - OFFICERS

SECTION 1: Election or Appointment:

- The Board of Directors, as soon as may be after the annual election of the Directors in each year, shall elect a President and also a Vice President, a Secretary and a Treasurer. The board may, from time to time, elect one or additional Vice Presidents, assistant Secretaries and assistant Treasurers.
- The same person may hold any two or more offices excepting those of President and Vice President, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.
- The Board may also appoint such other officers and agents as it may deem necessary for the transaction of the business of the association.

SECTION 2: Term of Office:

- The Term of office of all officers shall be one (1) year or until their respective successors are chosen but any officer may be removed from office at any meeting of the Board of Directors by the affirmative vote of the majority of the Directors then in office whenever, in their judgment, the business interests of the association will be served thereby.
- The Board of Directors has the power to fill any vacancies in any offices occurring from whatever reason.

SECTION 3: Compensation:

- The officers of the association shall serve without compensation unless otherwise fixed by resolution of the members of the association.

SECTION 4: President:

- The President shall be the chief executive officer of the association and he/she shall preside at all meetings of the members and Directors. He/she 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.
- He/she shall execute all authorized conveyances I contracts or other obligations in the name of the association except where required by law to be otherwise

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signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the association.

SECTION 5: Vice President:

- The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

SECTION 6: Secretary:

- The Secretary shall, except as otherwise designated by the Board of Directors, attend all meetings of the Board of Directors and all meetings of the membership and record all votes and keep the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees which the Board of Directors may appoint.
- He/she shall give or cause to be given notice of all meetings of members and special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the board of Directors or the President under whose supervision he/she shall act.
- He/she shall execute, with the President, all authorized conveyances, contracts or other obligations in the name of the association except as otherwise provided by the Board of Directors.
- He/she shall keep in safe custody the seal of the association and when authorized by the Board to affix the same to any instrument requiring it and when so affixed it shall be attested by his signature.
- The Secretary shall further receive applications for membership, unless another person is prescribed for this function, of the association and shall refer these applications to the Board of Directors for action.

SECTION 7: Treasurer:

- The Treasurer shall have the custody of the association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the association and shall deposit all monies and other valuable effects in the name and to the credit of the association in such depositories as may be designated by the Board of Directors.
- He/she shall disburse the funds of the association as may be ordered by the Board taking proper vouchers for such disbursements and shall render to the President and Directors, at the regular meeting of the Board or whenever they may require it, an account of all of his transactions as Treasurer and of the financial condition of the association.

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- The Treasurer shall report to the Board of Directors as to the amounts necessary to carry out the purposes of the association and shall supervise the collection of all membership dues and assessments levied by the Board of Directors.

SECTION 8: Bonding for Officers:

- The President and Treasurer, and such other officers as may be designated from time to time by the Board of Directors, shall be bonded in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his/her office and for the restoration to the association in case of his/her death, resignation or removal from office of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the association.

ARTICLE V - MEETINGS

SECTION 1 Membership Meetings:

- The annual meeting of the membership of the association shall be held on a date prescribed by the board of directors, at a time determined by the board of directors, for the purpose of electing Directors and for the transaction of such other business as may be properly brought before the meeting.

SECTION 2 Special Meetings:

- Special meetings of the membership shall be called by the President or the Secretary at the direction of the Board of Directors or at the request, in writing, of a majority of the members of the association. Such meeting shall be held at a designated location as directed by the Board of Directors. Any request for such meeting shall state the purposes of the proposed meeting.

SECTION 3 Notice of Meeting:

- Notice of time, place, and purpose of each meeting of the membership, signed by the President, Vice President, or the Secretary, stating the authority upon which issued shall be served either personally or by, electronic or hard copy mail upon each member or designated representative entitled to vote at such meeting not less than ten (10) days before the meetings, provided, that no notice of adjourned meetings need be given.
- If, electronic mail or the notice is hard copy mailed, the notice shall be directed to each member entitled to notice or his/her designated representative at his/her address as it appears on the books of the association unless he/she shall have filed with the Secretary thereof a written request that notices intended for him/her be mailed to some other address in which case it shall be mailed to the address designated in such request.
- Meetings may be held without notice if all members entitled to vote or their designated representatives are present in person or by proxy or if notice of

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the time, place, and purpose of such meeting is waived by written certification either before or after the holding thereof by all members or their designated representatives not present and entitled to vote at such meetings.

- Fifteen percent (15%) of the association shall constitute a quorum at all meetings of the membership. To determine if the quorum is met the number will include all members present, and those members who use electronic or hard copy mail methods to submit ballots. If there be no such quorum present, the members so present may adjourn the meeting from time to time to a future date without notice other than announcement at such meeting. When a quorum shall be present upon such adjourned date any business may be transacted which might have been transacted as originally called.

SECTION 4: Conduct of Meetings:

- Meetings of the membership shall be presided over the President or if he is not present, by the Vice President or if the Vice President is not present; by a Chairman to be chosen at the meeting. The Secretary or in his absence a person chosen at the meeting shall act as Secretary of the meeting.
- All elections shall be a plurality vote and all questions shall be decided by a plurality vote of the members present or represented at the meeting unless otherwise provide by these Bylaws.
- The Executive Committee will set the agenda for all meetings. Members wishing to have an item placed on the agenda shall notify a member of the board in writing at least 10 days prior to a scheduled meeting.
- The board may go into "closed session" at any regular or special Board of Directors meeting with the majority vote of those directors present.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1: Number, Qualification and Term of Office.

- The property, business and affairs of the association shall be managed by its Board of Directors to consist of twelve (12) Directors all of whom shall be at least 18 years of age and members of association, in good standing.
- All of the Directors shall be elected at the annual meeting of the membership of the association. Four (4) Directors shall be elected each year.
- The Directors shall hold office during the 3 year term tor which they have been elected unless sooner displaced and until their successors shall be elected.

SECTION 2: Quorum

- A majority of the Directors shall constitute a quorum for the transaction of business and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- If, at any meeting of the Board of Directors, there be less than a quorum present, a majority of those present may continue the meeting and make

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recommendations, and poll the absent directors so that the business of the association can progress.

SECTION 3: Action by Unanimous Written Consent.

- If and when all of the Directors shall severally or collectively consent, in writing, either by hard copy or electronic means, to any action to be taken by the association, such action shall be a valid corporation action as though it had been authorized at a meeting of the Directors.

SECTION 4: Vacancies.

- Whenever any vacancies shall have occurred in the Board of Directors by reason of death, resignation, removal or otherwise, the majority of Directors then in office though less than a quorum may fill such a vacancy at any meeting and the person or persons so elected shall be Directors until his/her successor is elected by the members who may make such election at the next annual meeting of the membership or at any special meeting duly called for that purpose and held prior thereto.

SECTION 5: Regular Meetings.

- Regular meetings of the Board of Directors may be held without notice from time to time as determined by the resolution of the Board.
- A regular meeting of the board shall be held without notice immediately after the annual meeting of the membership at the same place as such meeting was held for the purpose of electing and appointing officers for the ensuing year.

SECTION 6: Special Meetings.

- Special meetings of the Board of Directors may be held at any time or place upon the call of the President or by the Secretary at the direction of not less than three (3) Directors then in office.
- Oral, electronic, or written notice of the time, place and purpose of all special meetings of the Board shall be duly served or sent to each director not less than one (1) or more than ten (10) days before the meeting, but no notice of adjourned meetings need be given.
- Meetings may be held at any time without notice if all of the directors are present or if those not present waive notice of the time, place and purpose of such meeting in writing either before or after the holding thereof.

SECTION 7: Attendance.

- A board member shall be replaced if he or she is absent from three meetings in an Annual Meeting year without have notified a Board member prior to each intended absence

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SECTION 8: General Powers as to Negotiable Paper

- The Board of Directors shall, from time to time, prescribe the manner of making, signature and endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents who shall, from time to time, be authorized to make, sign or endorse the same on behalf of the association.

SECTION 9: Audit:

- The Board of Directors shall appoint an audit committee composed of members of the Board other than the President, Secretary and Treasurer to examine the financial records of the association at least once each year and to report the results of their examination at the next regular or special meeting of the Board of Directors.

ARTICLE VII - COMMITTEES

SECTION 1: Executive Committee.

- An Executive Committee shall be established composed of the President, Vice-President, Secretary, Treasurer and the immediate past President. If necessary to bring the total number of committee members to five, the Board of Directors shall appoint an additional member from its number, taking into consideration availability to attend meetings of the Committee.

SECTION 2: Executive Committee Function.

- The Executive Committee shall function as an advisory group to the President, and may make decisions on such matters as designated by the Board of Directors and at such times when it is not convenient or feasible to convene a meeting of the full Board.

SECTION 3: Executive Committee Limits.

- The Board shall not, by prior action, pass to the Executive Committee authority to take action on:
 - Amending, altering or repealing By-Laws
 - Appointing or removing any member of the Executive Committee or Officer
 - Amending the articles of incorporation
 - Adopting a plan of merger or consolidation with another corporation.
 - Authorizing the sale, lease, exchange or mortgage of any of the assets of the corporation, or the borrowing of funds.
 - Filling vacancies in the Board of Directors
 - Terminating membership in the Association.

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SECTION 4: Executive Committee Meetings.

- Meetings of the Committee shall be called by the President, or in his absence, by the Vice President, who shall give notice either in writing or verbally. Three members of the Committee shall constitute a quorum for the conduct of business, and the affirmative vote of three members shall be required in order to take action. Minutes shall be taken of all meetings of the Executive Committee and such minutes read at the next regular meeting of the Board of Directors.

SECTION 5: Other Committees

- Other Committees may be established by the Board as needed.

ARTICLE VIII - AMENDMENTS

SECTION 1: Amendment of Bylaws.

- These Bylaws may be altered or repealed or new Bylaws may be adopted in lieu thereof as follows:
 - By the affirmative vote of a majority of the members entitled to vote, present or represented at any annual meeting of the members or at a special meeting of the members if a notice of the proposed alteration, repeal or substitution be contained in the notice of such special meeting. -
OR
 - By the affirmative vote of a majority of the whole Board of Directors at any regular meeting of the Board or at any special meeting of the Board if a notice of the proposed alteration, repeal or substitution be contained in the notice of such special meeting; provided, however, that the Board of Directors shall not make or alter any Bylaws fixing their qualifications, classifications, or term of office; and, provided, further, that no change of the date of the annual meeting of the members shall be made within thirty (30) days before the date fixed for such meeting in these Bylaws unless consented to, in writing, by all of the members entitled to vote at such meeting.

ARTICLE IX - FISCAL YEAR - SEAL - NOTICES

SECTION 1: Fiscal Year.

- The fiscal year of the association shall begin on the first day of January of each year and shall end on the 31st day of December.

SECTION 2: Corporate Seal.

- The board of Directors may provide a suitable corporate seal for use by the association.

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SECTION 3: Notices.

- Any notice required by statute or by these Bylaws to be given to the members, to the Directors or to any officer of the association, unless otherwise provided herein or by statute, shall be sufficient if given by hard copy or electronic mail, addressed to such member, Director or other officer at his last address as the same appears in the records of the association and such notice shall be deemed to have been given at the time of such mailing or electronic filing.
- The Rules contained in these By-Laws shall govern the security in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this society.
- This is to certify that the above Bylaws and amendments are rules and directives by which the Pickerel-Crooked Lakes Association is governed.

CERTIFICATION

Betty Bayless, Secretary, original filing date unknown.

Amended September 26, 2006 to Version 2, Board Approval Date unknown
Audrey McMullen, Acting Secretary

Amended 30 September 2012 to Version 3, Approved by PCLA Board_091812
Bill Wyman, Secretary

Amended 23 October 2012, to Version 4, Approved by PCLA Board_102312
Bill Wyman, Secretary