

BY-LAWS

SUSIN LAKE ASSOCIATION Springfield Township Clarkston, Michigan

This Association is formed for the purpose of improving and maintaining the lake, dam, and other properties owned by the Association and to execute any project which the members feel is mutually beneficial to the majority of the members.

ARTICLE I

BOARD OF DIRECTORS

Section 1 - General Powers.

This Association shall be managed by its Board of Directors.

Section 2 - Composition and Election.

The Board of Directors shall consist of a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by a majority of the members of the Association present at the annual meeting of the Association, and who shall serve two-year terms beginning the next succeeding January 1. Only owners of lakefront lots who are actually residing on Susin Lake are eligible to serve on the Board of Directors. In the event more than one person owns a single lot on Susin Lake, only one of the owners of such lot shall be eligible to serve on the Board of Directors.

Section 3 - Duties of Officers.

(a) Duties of the President shall be to preside at all meetings of the Association and to preside as Chair at all meetings, and to call any special meetings that are necessary, and to perform such other duties as are required of this office.

(b) Duties of the Vice President shall be to preside at all meetings in the absence of the President, to fulfill all duties of the President in his/her absence and to perform such other duties as are required of this office.

(c) Duties of the Secretary shall be to keep a record of all meetings, maintain a directory of all members, keep copies of all correspondence and all other records of the Association, and shall give due notice of meetings to all members of the Association.

(d) Duties of the Treasurer shall be to receive all money due and pay all bills. All bills are to be paid only upon approval of three members of the Board of Directors. The Treasurer shall keep an itemized account of all receipts and disbursements. A financial report will be given by the Treasurer at each Membership Meeting. An annual report will be filed with the State of Michigan on or before the due date each year, in order to maintain corporation status.

(e) Duties of the Board of Directors shall be to transact all business and enforce all rules and regulations pertaining to the Association, and shall act as managers and financial representatives. (The books will be available for inspection by any Board member at any time deemed necessary and by any member upon request.)

(f) At least one officer should serve on the Susin Lake Improvement Board, nominated and appointed by the Susin Lake Improvement Board or by the Springfield Township Board.

Section 4 – Removal of Officers and Vacancies.

(a) Any officer neglecting or failing to carry out duties required of his/her office, in a fitting and non-discriminating manner, may be relieved of his/her office by a majority vote of the Association members. Any officer wishing to resign his/her office must give two weeks' written notice. In the event of a vacancy, the President shall call a special meeting of the Board of Directors and they will appoint a member of the association to full such office until the time of the next annual election.

Section 5 – Powers and Duties.

(a) The several offices shall have such powers and shall perform such duties as may from time to time be specified in these resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of the officers of the same title serving in nonprofit association having the same or similar general purposes and objectives as this Association.

ARTICLE II

COMMITTEES

Section 1 - Committees.

The Board of Directors may designate standing or ad hoc committees. Association members shall be eligible to serve as committee members.

Section 2 – General Powers.

Committees shall meet as necessary to conduct business. Committees will make recommendation to the Board which has final authority to approve the recommendations.

ARTICLE III

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1 - Contracts.

The Board of Directors may authorize any officer or officers or agent or agents of the Association in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Association, and such authority may be general or may be confined to specific instances.

Section 2 - Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president.

Section 3 - Deposits.

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 - Gifts.

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association.

ARTICLE IV

MEMBERSHIP

Section 1 – Eligibility.

Membership in the Association shall be limited to property owners included in the Susin Lake Improvement Board Special Assessment District.

ARTICLE V

DUES and CONTRIBUTIONS

Section 1-Annual Assessments

The Susin Lake Improvement Board was created through Public Act 451 of 1994, Part 309 to provide for a method of assessing Susin Lake Association Members for funds required to improve lake quality and maintain properties owned by the Association as defined in the current Special Assessment District(s).

Section 2-Contributions

Members may raise other funds for special projects as approved by the Board of Directors.

ARTICLE VI

VOTING

Each member in good standing shall be entitled to one vote at the annual meeting, elections and any special meetings. A member in good standing has been defined as one who is current in payment of dues and/or assessments. Any member in good standing shall be entitled to one (1) vote only, regardless of the number of lots owned by such member and whether such property is owned jointly or singly. In the event a member is not present to vote at a meeting, a written and signed proxy shall be accepted on a form as approved by the Board of Directors. All candidates for election must be present at the meeting at which the election is held.

ARTICLE VII

MEETINGS

Section 1 - Annual Meetings.

The annual meeting and election of officers of the Association shall be held at such time and place as prescribed by the President of the Association.

Section 2 - Special Meetings.

Special meetings may be called by the President when deemed necessary by the Board of Directors.

Section 3 - Conduct of Meetings.

The order of business at Board of Director meetings shall be as follows:

1. Call to order by President.
2. President's report (as appropriate).
3. Secretary's report.
4. Treasurer's report.
5. Committee Chairman's report (as appropriate).
6. Old business.
7. New business.
8. Adjournment.

Section 4 - Notice of Meetings.

Notice of the time, place, and purpose of any meeting of members shall be served either personally, by mail, or by e-mail to each member entitled to vote at such meeting, not less than seven (7) nor more than forty-five (45) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto delivered personally, by mail, or by e-mail to each director.

Section 5 - Informal Action by Board Members.

Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, including e-mail, setting forth the action to be taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 6 - Quorum.

Members present holding 51 percent of the votes that may be cast at a meeting shall constitute a quorum at such meeting.

Section 7 - Proxies.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney in fact. No proxy shall be valid after one (1) month from the date of its execution, unless otherwise provided in the proxy. An approved proxy form shall be provided by the Board of Directors.

ARTICLE VIII

FISCAL YEAR

This Association shall operate on a calendar fiscal year.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Michigan nonprofit corporation statute or under the provisions of the articles of incorporation or the bylaws of the association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted at any time at a special meeting called for that purpose, or at a regular meeting. All members shall be notified two weeks in advance of a meeting called for the purpose of amending these bylaws, which notification shall include a listing of the sections of these bylaws proposed to be amended, altered, added, or repealed.

ARTICLE XI

LIMITATION OF LIABILITY

It is expressly understood and agreed that this Association shall not be responsible in any manner for any and all losses, damages, costs, expenses, suits, actions, proceedings, claims and/or demands and liability whatsoever regardless of the cause of said damage, including damage or loss resulting from negligence arising from the acts of the members of the Association, or their agents, employees, representatives and invitees, as a result of the use, occupancy, or possession of Susin Lake and any adjoining or abutting properties.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS

The Association, to the fullest extent not or hereafter permitted by law, shall indemnify any Director or officer of the Association who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by any reason of the fact that such person is or was a Director, officer, or representative of the Association against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue to a person who has ceased to be a Director or officer of the Association. Any indemnification of a person who is entitled to an indemnification after such person ceased to be a Director, officer, or representative of the Association shall inure the benefit of heirs, executors, and administrators of such person.

ARTICLE XIII

EFFECTIVE DATE

These By-Laws, adapted from the Susin Lake South Association By-Laws, were adopted on January 1, 1988.

Amended by vote of members on May 17, 2015.