

## **Riparian Bylaws**

### ARTICLE I - NAME AND PURPOSE

1. This corporation shall be known as the Austin Lake Riparians, Inc.
2. The purpose of this corporation shall be to provide for the better welfare of the community embraced within the lands of the members of the corporation and the lands of others who may join such corporation or who may be determined to be members of the corporation by operation of Act 329, P.A. 1931; to acquire by purchase, gift or devise such real and personal property as it may desire for the said purpose; to enact by-laws designed to carry into effect the jurisdiction provided in Act 329, P.A. 1931; to assess and collect dues as voted by the members of said corporation; and to do all other things pertaining to such powers and purposes as limited by the by-laws of the corporation.
3. The Austin Lake Riparians, Inc., shall be a non-profit corporation.

### ARTICLE II - PRINCIPAL OFFICE AND FISCAL YEAR

1. The principal office of the corporation shall be located at Post Office Box 44, Portage, Michigan. The location of the principal office may be changed from time to time as determined by a majority vote of the Board of Directors.
2. The fiscal year.

### ARTICLE III - MEMBERSHIP

1. Any person, persons, firm, partnership, or corporation having a legal interest in a parcel of land which is located within the territory of the corporation shall be eligible for one membership in the corporation.
2. Membership in the corporation shall terminate upon the alienation of the land of the member which initially gave eligibility for membership.
3. Any person, persons, firm, partnership, or corporation not having a legal interest in a parcel of land which is located within the territory of the corporation can become an affiliate of the corporation. Affiliates do not have voting rights but do have all other responsibilities, including dues, as members of the corporation.

### ARTICLE IV - TERRITORY OF CORPORATION

1. The territory and lands included with this corporation are described as follows: all properties which lie on the shoreline (water's edge) of Austin Lake, Kalamazoo County, Michigan.

### ARTICLE V - VOTING RIGHTS

1. Each membership is entitled to one vote. In no event shall one member have more than one vote regardless of the number of lots or other property within the boundaries of this corporation owned by such member.
2. Members may vote in person or by written proxy. If vote is by written proxy, such written proxy shall be filed with the secretary of the corporation prior to the taking of

such vote.

3. Voting on motions and resolutions shall be done in accordance with Roberts Rules of Order.

4. All voting at meetings of the membership shall be by hand vote unless provided otherwise by or requested of the presiding officer at the meeting.

#### ARTICLE VI - POWERS OF MEMBERS

Section 1. Members of the corporation in good standing shall have the following powers which may be exercised by a majority vote of the corporation:

1. To elect the directors of the corporation at the first general meeting following the beginning of the fiscal year.

2. To remove from office any director for good and sufficient cause.

3. To hear, consider and approve or disapprove reports of the Board of Directors, officers, and committees of the corporation.

4. To modify, suspend or veto any decision of the Board of Directors, any officer, or any committee of the corporation.

5. To hear and act as final arbiter in any dispute between or concerning the directors, committees, officers or members of the corporation.

6. To amend, revoke, or add to these By-Laws.

7. To adopt resolutions and motions for the guidance and direction of the corporation which shall be binding upon the Board of Directors, officers, and committees of the corporation.

#### ARTICLE VII - MEETINGS

1. The designated annual meeting of the members of the corporation shall be the first general meeting following the beginning of the fiscal year and shall be held on a specific date and at a specific place and time to be fixed by the Board of Directors. Such meeting may be adjourned from day to day as may be necessary for the transaction of corporation business. At each annual meeting, there shall be elected such number of directors whose terms of office then expire, and all vacancies on such Board of Directors. At each annual meeting the directors shall make a report, in writing, of the management of the business of the corporation, the condition of its property, its assets and liabilities, and upon such other matters as may be proper and of general interest to the members.

2. Notice of the annual meeting shall be given to members at least ten (10) days prior to the date of such meeting. The notice shall specify the date, time and place of such meeting. The notice shall be given in writing and delivered to individual mailboxes. Notices shall be delivered by electronic mail to individual members upon their request.

3. Additional general meetings of the members of the corporation shall be called at least once a year. The date, time and place of such meeting shall be determined by the Board of Directors. Notice of meetings shall be given to members at least ten (10) days prior to the date of such meeting. Notice shall be given in a manner prescribed in Article VII, Section 2.

4. A special meeting shall be called by the Board of Directors if necessary or if thirty-three percent (33%) or more of the members shall petition, in writing, for such special meeting and shall file such petition with the Secretary of the corporation. Upon receipt of such a petition, the Board of Directors shall call for and conduct such a special meeting within twenty (20) days of receipt of the petition.

5. At any meeting, those members present in person or by proxy, constitute a quorum for conducting corporation business.
6. The order of business to be transacted at any special or general meeting shall be specified by the President or presiding officer. No other business shall be submitted at such meetings for action without the consent of two-thirds (2/3) of the regular members present and in good standing, or unless a member desiring to submit a matter for consideration shall deliver to the President at least one (1) week before the meeting, a written resolution setting forth the proposed action.
6. The Board of Directors of the corporation shall meet at least one (1) time each quarter at such times and places as may be determined by the Directors of the corporation. Additional meetings may be called by the President or a majority of the members of the Board. Any Director who is absent from two (2) successive, regularly-called meetings of the Board, without cause, shall have his office declared vacant by a majority of the remaining Directors.
7. It shall be necessary that two-thirds (2/3) of the members of the Board of Directors be present to constitute a quorum for the conducting of corporation business.

#### ARTICLE VIII - DIRECTORS AND OFFICERS

1. The business and property of the corporation shall be managed and controlled by a Board of Directors with the limitations prescribed by Act 329, P.A. 1931; these By-Laws and the majority vote of the members of the corporation. The number of directors shall be at nine (9). The number of directors may be changed from time-to-time by an amendment to these By-Laws. A Director shall hold office for a term of three years. It shall be necessary that a member of the Board of Directors be a member of the corporation.
2. If a vacancy shall occur in the Board of Directors, such vacancy may be filled by the remaining Directors. Such appointee shall hold office until the next annual meeting of the corporation at which time an election shall be held to fill the vacancy for the duration of the term of office.
3. No Director or officer of the corporation shall receive any salary or compensation for his services as Director or officer.
4. The Board of Directors shall be divided into three classes. The term of office for each class shall expire at the third annual meeting following their election. Following the election of the directors at the annual meeting of the members, the Board of Directors shall meet and shall elect from among their members a president, a vice president, a secretary and a treasurer of the corporation. These officers shall hold their office for a period of one (1) year and until their successors shall be elected and qualified. Whenever any office shall become vacant, it shall be filled by another member of the Board of Directors who shall be elected to the office by a majority of the remaining Directors.
5. The President of the corporation shall preside at membership meetings of the Board of Directors. He shall have general supervision over the affairs of the corporation, the Board of Directors, and other officers. The president shall appoint all standing and special committees, subject to approval of the Board of Directors, and he shall be an ex-officio member of all such committees. He shall prepare, with the secretary of the corporation, all documents on behalf of the corporation. The president shall be responsible for the submission of the annual written report of the corporation to its members at the annual meeting of the corporation. It shall be his duty to carry out the will of the members of the corporation and the Board of Directors in a manner consistent with the authority and responsibility of his office.
6. The vice president shall perform all of the duties of the president in his absence or

in case of death, disability or resignation of the president. The vice president shall do and perform such other acts as the president or Board of Directors may authorize him to perform.

7. The secretary will be the custodian of and shall maintain the corporate books and records and shall keep them available for inspection. He shall be responsible for the proper recording of minutes of all general, special and Board of Directors meetings. He shall be responsible for providing notice of general, special and Board of Directors meetings. He shall attend to such correspondence and make such reports as may be required of him. He shall prepare, with the President of the corporation, and file annual reports with the Secretary of State of Michigan and such other reports as are required to be filed by the corporation. The secretary shall do and perform such other acts as the president of the Board of Directors may require of him.

8. The treasurer shall have custody of all money and securities of the corporation. He shall co-sign all checks and shall keep the corporation financial books ready for audit at all times. The treasurer shall report to the membership at the annual meeting on the financial status of the corporation. Any disbursement over \$250.00 shall require the prior approval of the Board of Directors. The treasurer shall deposit all monies of the corporation in such bank or banks as may be determined by the Board of Directors. He shall also do and perform such other acts as the president or the Board of Directors may require of him.

9. A Director, so designated, other than the treasurer shall be responsible for performing periodic bank account reconciliations. 10. An expenditure of \$500 or more for any one item will require the majority vote of the membership constituting a quorum, at any general meeting.

#### ARTICLE IX - DUES

1. The membership dues of the corporation shall be assessed and payable on an annual basis. Annual membership dues shall be due and payable January 1 and notification will be made by mail to all eligible members with the notice of the annual meeting. 2. The Board of Directors shall determine from time to time the amount of dues payable to the corporation by members of each class.

3. A Director, so designated, shall be responsible for maintaining a full and accurate list of the members at all times.

#### ARTICLE X - AMENDMENT OF BY-LAWS

1. These By-Laws may be amended, altered or repealed and new By-Laws may be adopted by a majority vote of the members present or voting by written proxy at any general or special meeting; provided that: before such amendment, alteration or repeal of By-Laws may be considered, notice of such amendment, alteration, repeal or summary thereof must first be provided to the members of the corporation in accordance with the provisions set forth in Article VII, Section 2.

2. A proposal that the By-Laws be amended, altered, repealed or new By-Laws adopted may be made by not less than twenty (20) regular members in good standing by filing with the Secretary a written statement setting forth the proposals signed by the proposers, together with the request that the proposal be submitted at the next regular meeting of members or that a call of a special meeting of the members be made to consider the proposal.

3. A proposal that the By-Laws be amended, altered, repealed or new By-Laws adopted may also be made by resolution of the Board of Directors and in such event the Board of Directors may direct that the proposal be submitted at the next regular

meeting of members or that a special meeting of members be called to consider such proposal.

#### ARTICLE XI - NON-SEXIST CLAUSE

1. Any reference in these By-Laws to a specific sex is included for simplicity and not to imply that any office is open to only males or females.

#### ARTICLE XII - LIMITED LIABILITY OF VOLUNTEER DIRECTORS

1. No member of the Board of Directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), shall be personally liable to this corporation or its members for monetary damages for a breach of the director's fiduciary duty arising under the Act or other applicable law; provided, however, that this provision shall not eliminate or limit the liability of a director for any of the following:

- a. A breach of the director's duty of loyalty to the corporation or its members;
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- c. A violation of Section 551(1) of the Act;
- d. A transaction from which the director derived an improper personal benefit;
- e. An act or omission occurring before the effective date of this Article XII;
- f. An act or omission that is grossly negligent.

2. If the Act is amended after approval of this Article XII by the members of the corporation to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of a director, in addition to the limitation and elimination of personal liability contained in this Article XII, shall be eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation or elimination of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986. No amendment or repeal of this Article XII shall apply to or have any effect on the liability or alleged liability of any director of this corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

#### ARTICLE XIII - INDEMNIFICATION

1. Each person who is or was a director, officer or member of any committee of the corporation and each person who is or was serving at the request of the corporation as a director, trustee, officer, agent or committee member of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent to which the corporation has the power so to indemnify such persons pursuant to the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the laws of the State of Michigan. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent

provided under the laws of the State of Michigan as they may be in effect from time to time.

#### ARTICLE XIV - EFFECTIVE DATE OF BY-LAWS

These By-Laws shall take effect on the date of their adoption by the corporation and shall supersede all preceding By-Laws of the Corporation.

#### ADOPTION

These By-Laws were adopted on September 19, 2000, at the Annual Meeting of the membership.