

# THE ORGANIZATION OF WOODLAND LAKE

## BYLAWS

### ARTICLE I - NAME - ORGANIZATION

This Association, having been duly incorporated as a non-profit association, under Public Act 327 of the Public Acts of 1931, State of Michigan, shall be known as The Organization of Woodland Lake, hereinafter referred to as O.W.L.

### ARTICLE II. PURPOSE

#### Section 1. General

The Organization of Woodland Lake (O.W.L.) is organized exclusively for charitable, educational and scientific purposes. including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the internal Revenue Code, or corresponding section of any future federal tax code.

No substantial part of the activities of O.W.L. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, O.W.L. shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

O.W.L. is not organized and shall not be operated for the private gain of any person. The property of O.W.L. is irrevocably dedicated to its charitable purposes. No part of the receipts, or net earnings of O.W.L. shall inure to the benefit of or be distributed to members, trustees, officers, or other private persons. The organization may, however, pay reasonable compensation for services rendered, and make other payments and distributions in furtherance of the purposes set forth in Section 3 below.”

Upon termination or dissolution of the O.W.L. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving organization.

The organization to receive the assets of the O.W.L. hereunder shall be selected by the discretion of a majority of the managing body of O.W.L. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the O.W.L. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Michigan.

## Section 2. Definitions

As used herein, the words “Woodland Lake”, shall mean all land, submerged land and water areas of Woodland Lake.

## Section 3. Specific Purposes and Activities

Without restricting or enlarging in any way the purposes or operations of O.W.L. as stated in Section 1 above, O.W.L. declares that it is dedicated to the protection, preservation and continued improvement and quality of life of the beautiful and unique Woodland Lake are in Livingston County, Michigan, and to that end it shall have the following purposes and undertake the following activities:

- A. To assist with the development, updating, approval and implementation of a dam management plan for the Woodland Lake Structural and Causeway Drive dams.
- B. To promote the improvement of, and to sponsor and engage in the scientific testing of, the quality of the waters constituting Woodland Lake.
- C. To publish and otherwise disseminate information concerning such water quality tests and other educational and instructional information concerning water quality, the prevention and control of pollution, the concurrent control of Weeds and Algae, the protection of the environment and natural resources in the Woodland Lake Waters in the interests of public safety, the education of its members and the general public, and the general welfare of Woodland Lake.
- D. To sponsor and conduct a continuing program to mitigate the impact of swimmer’s itch and any other irritating afflictions which, exist and which inhibit the public use and enjoyment of the Woodland Lake Waters for recreational purposes, and to make available to its members and the public educational and instructional information concerning such matters for their safety and well-being. This includes the treatment of the water, controlling algae while managing weeds, and otherwise improving the condition of the water for viable food chain for aquatic species and optimized recreational activities. To promote programs of water and boating safety and publish and otherwise disseminate information of an educational nature encouraging the safe and prudent use of the Woodland Lake Waters.

F. To operate and maintain the Woodland Lake structural and Causeway Road dams in such manner as in the judgment of the Board of Directors of the Organization is in the best interests of the public, riparians and downstream communities of the Woodland Lake Waters. The O.W.L. board takes responsibility to inform Livingston County when downstream communities may be at risk due to high lake water levels.

G. To assist with and have appropriate roles and responsibilities as established by the Board on matters involving the quality of life in Woodland Lake.

H. Subject to the limitations stated in Section 1 above, to monitor existing and proposed policies, laws and regulations of federal, state and local governmental bodies and agencies which affect the objectives, purposes and activities of O.W.L. and to advise and consult with such agencies as appropriate.

I. Subject to the limitations stated in General Purposes above, to cooperate and consult with governmental agencies and other organizations relative to those matters which affect the objectives, purposes and activities of O.W.L. which affect the objectives, purposes and activities of the Organization.

J. To provide for the collection of sufficient funds for the carrying out of the objectives of O.W.L. and to do or perform any other act or acts reasonably necessary to the accomplishment of the foregoing purposes, including those powers and acts set forth in Act 137 of the Public Acts of Michigan for 1929 as amended (Michigan Compiled Laws 455.201-220).

### ARTICLE III. TERRITORY

The area of interest of O.W.L. shall be Woodland Lake, property adjacent to Woodland Lake or property having Woodland Lake privileges. The land included in this association shall be all subdivided areas with deeded access to Woodland Lake in the Charter Township of Brighton, Livingston County, Michigan and all acreage having frontage on said lake and all subdivided areas or acreage contiguous thereto which the Board of Trustees may determine are sufficiently identified with the common interests of such land as to make proposed members eligible, all such land being east of Grand River Avenue.

## ARTICLE IV. MEMBERSHIP AND MEETINGS

### Section 1. Membership.

All persons owning a legal interest in one or more within the territory described in Article III herein are members of O.W.L. Membership is continuing as ownership requirements are met. Presently, there are no voluntary dues being assessed.

### Section 2. Rights of Members.

- a. Members shall have full privileges of membership. They may serve as a trustee, elected officer, may be chairperson of or serve as a committee member, they shall have voice and vote.
- b. Each riparian lot member shall be entitled to two votes. No one shall be entitled to more than two votes because of ownership of more than one lot.
- c. 5-19-200 Deeded access lots shall be entitled to a prorated vote, provided that no riparian lot providing such access lot is entitled to more than two votes.
- d. When a quorum is present, a majority vote of these members present and voting shall be required to pass on all official business matters of O.W.L.

### Section 3. Meetings — General Membership

- A. As a minimum, there shall be one general meeting of O.W.L. held each year. If only one general meeting is held' the meeting shall be designated as the Annual General Meeting (AGM) and shall be held in May or as otherwise determined by the Board of Trustees. The purpose of this meeting shall include among other things:
  - a. Election of Trustees
  - b. Consideration of bylaw amendments
  - c. Voting upon the budget
  - d. Approval of the Treasurer's report and the previous AGM minutes
  - e. Any other pertinent business as may properly come before O.W.L.
- B. Special Meetings. Special Meetings of the membership may be called by the President provided the purpose of the meeting is stated in the call, and at least a seven day notice is given to the membership. No business may be transacted except that which is stated in the call. Such special meetings will not be scheduled within two (2) business days of a national holiday or the day of its observance.

- C. Notice of Meeting. The call for any regular, annual or special meeting of the O.W.L. shall be by U.S. mail, sent by the Secretary or by personal delivery to all property owners no less than seven days prior to the meeting. The notice shall state the business to be transacted.
- D. Rules of Debate. No person may speak more than twice, nor longer than two minutes on each question without permission of the assembly. Debate on any one subject shall be limited to twenty minutes unless extended by vote of the assembly.
- E. Quorum. 35 members shall constitute a quorum at all meetings of the Association for the transaction of business and voting. In the event that any Association meeting fails to meet a quorum, another meeting of the membership shall be called within fifteen (15) days. No official business shall be transacted at any Association meeting without the presence of a quorum.
- F. Meeting Place. The notice of each regular, annual or special meeting shall designate the place or places where each such meeting is to be held, as the Trustees from time to time determine.

■ Section 4. Order of business (This may be changed by the chair as deemed necessary.)

- A. Call to order
- B. Reading of the minutes of the last regular, annual, or special meeting
- C. Reports of Officers and Committees
- D. Election (when applicable)
- E. Unfinished Business
- F. New Business
- G. Adjournment

#### ARTICLE V. BUDGET, DUES and/or SPECIAL ASSESSMENT

A written budget shall be presented and voted upon each year by the Association's membership at the Annual General Meeting. The budget shall include all pertinent revenues and expenditures of O.W.L., including those of any Special Assessment District (SAD), if applicable.

A budget committee of three (3) shall be appointed by the President. The committee shall submit the budget to the Board of Trustees for review prior to being submitted to the O.W.L. membership for their consideration and vote.

An annual audit shall be commissioned by the President and completed with a written report presented at the AGM.

The annual dues and / or Special Assessment shall be presented in the budget that shall be considered and voted upon each year by the Association's membership at the annual meeting if dues are required, they shall be due and payable to Brighton Township from January 1 to March 1 of each year. Failure to pay dues by May 1 shall result in the loss of voting privileges at all meetings until the dues are paid.

The fiscal year shall be designated as June 1 through May 31 unless it is determined to coincide with an existing township / SAD reporting cycle.

## ARTICLE VI. BOARD OF TRUSTEES

Section 1. The board of Trustees shall be comprised of members of the O.W.L.

Section 2. Election.

The Board of Trustees shall be elected at the Annual Meeting. Election shall be by ballot and a majority vote of the members present and voting shall constitute election.

- A. A count of the voting members present shall be mandatory before the ballots are distributed.
- B. Trustees shall be elected to serve for a term of (2) years or until their successors are elected.
- C. Eight (8) trustees shall be elected in the odd years and eight (8) shall be elected in the even numbered years. There shall be 16 members on the Board of Trustees each year.
- D. The Board of Trustees shall elect from their numbers the officers of the O.W.L. and they shall have the power to fill all vacancies within their body.

Section 3. Vacancy in Office. Vacancies occurring in the office of Trustee shall be filled by a majority vote of the remaining trustees for the remainder of the term created by the vacancy.

Section 4. Election of Officers and Board Meetings:

The Board of Trustees shall meet within four (4) weeks after the Annual Meeting for the purpose of electing from their numbers the officers of the Association who shall be President, Vice President, Secretary and a Treasurer. Each shall serve for a term of one (1) year or until their successors are elected.

- A. The Board of Trustees shall meet in regular monthly meetings. Regular and Special
- B. Meetings of the Board of Trustees shall be called by the President as determined necessary. Such special meetings will not be scheduled within two (2) business days of a national holiday or the day of its observance.

C. Committee chairperson, or a representative on the committee, shall submit reports regularly at the Board meetings.

#### Section 5. Quorum.

Seven (7) members of the Board of Trustees shall constitute a quorum for the legal transaction of business and voting.

#### Section 6. Resignations and Removals from Office.

Any trustee or officer may resign at any time by giving written notice to the Board of Trustees or to the President. Any Trustee may be removed from office by a vote of nine (9) or more of the Board of Trustees when in their judgment such action is in the best interest of the Association. Also, a trustee may be removed from office for missing three (3) consecutive meetings and/or failure to perform his/her duties in best interest of O.W.L., as determined by the Board of Trustees, (9 or more). Physical or Medical conditions may allow special considerations in this regard.

#### Section 7. Duties of the Board of Trustees.

The Board of Trustees shall have the management and control of all business and all the property of O.W.L with full power of authority to act for it for all things legal whatsoever. The primary duty of the Board of Trustees shall be to carry out the purposes of O.W.L. as set forth in these bylaws.

- A. The Board of Trustees shall:
- B. File an annual report with the Michigan Department of Treasury on or before October 1 every year in accordance with Public Act 327 (1931), the Michigan General Corporation Act.
- C. Act in accordance with Sections 3 and 4 of this Article and all bylaws.
- D. Review the budget for presentation to the membership for their consideration and vote. The Board of Trustees may, when the general interest of the Association require the same, and when authorized by resolution of the members at any duly called meeting at which a quorum is present, borrow money and issue its promissory note or bond for the repayment thereof with interest, and may in like case mortgage its property as security for its debts or other lawful engagements; provide that no such promissory note or mortgage shall be valid unless so authorized, but no such mortgage or note shall be determined to be invalid for failure of the members to include in their authorities the particular sums, rates of interest or time of maturity of the note or engagement, which items may be agreed upon by the Trustees.
- E. Appoint special and standing committees.
- F. Appoint an Assistant Treasurer if deemed necessary.

- G. Appoint a nominating committee of three (3).
- H. Have the authority to discharge a committee for failure to perform their duties in the best interest of the O.W.L.
- I. h. Receive grievances from the O.W.L. membership and act upon their complaints to the best interest of O.W.L.
  
- J. Review all bylaw amendments submitted by the members

Section 8. Nominating Committee.

The Nominating Committee shall be comprised of three (3) members appointed by the Board of Trustees.

- A. Duties of Nominating Committee. They shall nominate one (1) person for each position to be filled on the Board of Trustees.
- B. Nominees must give their consent in writing if not present at the Annual Meeting election.
- C. Nominations shall be accepted from the floor immediately following the report of the Nominating Committee at the Annual Meeting.

ARTICLE VII. OFFICERS – DUTIES

Section 1. The officers of the O.W.L. shall be:

President	Secretary
Vice President	Treasurer

The officers shall attend all meetings of the O.W.L. and Board; and perform all duties as usually pertain to their office.

Section 2. The President shall:

- A. Be the chief executive officer and official representative of the O.W.L.
- B. Preside over all meetings of the O.W.L. and Board of Trustees.
- C. Appoint standing and special committees with Board Approval.
- D. Be ex-officio member of all committees except the Nominating Committee.

- E. Make certain that all orders of the O.W.L. and Board are implemented.
- F. Appoint a budget committee of three (3).
- G. Sign checks in addition to the Treasurer.

Section 3. The Vice President shall:

Perform the duties and exercise the powers of the President during the absence of that officer and assist the President in performing any annual duties.

Section 4. The Secretary shall:

- A. Record the proceedings of all meetings of the O.W.L. and Board of Trustees and preserve them as a permanent record.
- B. Maintain the master copy of the Bylaws and other documents of the O.W.L. Note all amendments adopted to the Bylaws.
- C. Maintain all files, letters and records pertaining to all business of the O.W.L. and/or Board of Trustees.
- D. Give all notice required by statute, by law, or resolutions.
- E. Tend to all correspondence as directed by the O.W.L and/or Board of Trustees
- F. Notify the membership of all meetings.
- G. Maintain a permanent book of correspondence sent and received by the O.W.L and/or Board of Trustees.
- H. Perform all duties of the office as required and/or directed by the O.W.L. and Board of Trustees.

Section 5. The Treasurer shall:

- A. Have custody of all O.W.L. funds and securities and maintain permanent financial records. All receipts and disbursements shall be accounted for.
- B. Deposit all monies, securities and other valuable effects in the name of the O.W.L., in such depositories as are designated for the purpose by the Board of Trustees.
- C. Write checks and disburse funds as directed by the O.W.L or Board of Trustees. Vouchers must be obtained for all disbursements.
- D. Submit a financial statement to the President and Board of Trustees at their meeting or whenever requested by them.
- E. Submit a financial statement at all meetings of the O.W.L

- F. File a bond for the office of the Treasurer as directed by the Board of Trustees.
- G. Submit all financial records, money, vouchers and property of whatever kind in his possession to the Board of Trustees upon completion of term of office or resignation.
- H. Require all checks have two (2) signatures as determined by Board.

#### Section 6.

All officers, committees, board members shall submit to be O.W.L. all records belonging to the Organization which are in their possession upon resignation, retirement or removal from office.

#### Section 7 **Fund Structure and Use of Funds**

- A. The Association shall maintain separate accounts for funds received through the Special Assessment District (SAD) and funds received through grants or other restricted contributions.

Funds received through the SAD shall be used in accordance with all applicable legal and regulatory requirements governing such funds. Grant funds and other restricted contributions shall be maintained as restricted funds and used solely in accordance with the terms, conditions, and purposes specified by the grantor or donor.

The Association may utilize funds from the SAD account and restricted grant accounts independently or in combination to support the same project, provided that all applicable restrictions, requirements, and reporting obligations for each funding source are strictly followed.

The Board of Directors shall establish policies for the management, investment, and disbursement of all funds and shall ensure full compliance with applicable laws, donor restrictions, and fiduciary responsibilities.

#### **B. Board-Designated Reserve or Endowment Funds**

The Board of Directors may designate certain funds as reserve or endowment funds. Any such designation shall be made by formal Board resolution and shall specify the purpose, use, and any applicable restrictions. Board-designated funds may be modified or released by subsequent Board action, unless otherwise restricted by donor-imposed conditions.

#### Section 8. Audit

The Board of Directors shall appoint a qualified, independent firm of auditors to audit the financial records of O.W.L. each year and to submit a report to the Board and to the members at the annual meeting.

#### Section 9. Conflict of Interest

Officers, Directors and Committee Members of O.W.L. shall annually, following the Organizational Meeting, and prior to September 30, file with the Secretary a Conflict of Interest Statement on a form prescribed by the Board of Directors.

#### ARTICLE VIII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised Current Edition shall govern this Association in all meetings and proceedings not provided in these bylaws.

#### ARTICLE IX. METHOD OF AMENDMENT

These bylaws shall be amended at an Annual General Meeting or a special meeting of the membership.

1. Amendments shall be submitted in writing, signed by the proposer(s), and presented to the Board of Trustees for their review at least one (1) month prior to the meeting at which they are to be acted upon.
2. An amendment shall be approved by a two-thirds vote of those present and eligible to vote provided the amendment(s) have been published and made available to the members at least seven (7) days prior to the meeting at which they are to be acted upon.
3. The O.W.L. membership and the Board of Trustees may submit amendments to these bylaws as defined in this article.

Any person desiring a copy of the bylaws shall contact the Secretary who shall have copies on file.

#### ARTICLE X LEGAL IMPAIRMENT

If any of the provisions of these bylaws are held to be partially or wholly invalid or unenforceable for any reason, that holding shall affect, alter, or impair any of the other provisions of these bylaws or the remaining part of any provision that is held to be partially invalid or unenforceable. In such an event, the bylaws shall be construed as if the invalid or unenforceable provision were omitted.

#### ARTICLE XI. INDEMNIFICATION OF TRUSTEES

Trustees of O.W.L. are elected to serve the Association and its members. Such service is without monetary compensation to the Trustees or its' officers.

Trustees are called upon to make major determinations and decisions which involve the good of the Association and its members. The individual judgments of the Trustees and the actions authorized by the Board of Trustees as the result of a favorable majority of like individual judgments, shall be construed at all times to be and to have been in the past, in the interest of the good of the Association and its members, and the Association shall hold its Trustees, individually and severally, harmless in any action at law that may be brought against any of them, arising from dissatisfaction or disagreement with judgments made or actions authorized by them as Trustees. It is the intent of this bylaw to protect and indemnify the Trustees and its' officers of O.W.L. the maximum extent permitted at the time the act, action or non-action occurred or the challenge to such act, action or non-action arises, whichever gives the greater protection to the Trustees. In addition, the Association may take such additional actions as it deems appropriate to fund any obligation created hereby, including, but not limited to, the purchase of insurance.

For consideration