I. Name

A. The name of this organization shall be the **DOUGLAS LAKE IMPROVEMENT ASSOCIATION** (hereinafter referred to as the "**Association**").

B. The Articles of Incorporation (Non Profit) are filed with the State of Michigan and are recorded in the Office of the State Treasury at Lansing, and at the Courthouse in Cheboygan, Michigan, under the filing date of October 16, 1967.

II. Purpose

A. The purpose of the Association is to preserve, protect and improve the quality of Douglas Lake and its environs and the quality of life of its residential community and for the general public.

B. The Association shall:

1. Work cooperatively with other lake associations, organizations, institutions, and governmental agencies to develop, promote and carry out programs and activities, as well as encourage compliance with regulations and ordinances, concerning the preservation of natural resources, property values, and quality of life.
2. Communicate Association goals and activities to: Association members, community leaders, and organizations sharing common interests or which can assist the Association.
3. Promote broad and active participation by Association membership.
4. Be entitled to seek a Section 501 (c) 3 designation under the Internal Revenue Code of 1954, if this action is approved by the membership.

C. In the event that the Association is dissolved, any existing assets, which remain after payment of any debt, shall be distributed to one or more non-profit and/or 501 (c) 3 organizations, as required by regulation according to the status of DLIA as determined by the Executive Board.

III. Membership

A. Membership in the Association is voluntary. Any resident or owner(s) of property on Douglas Lake, any resident or owner(s) of property of its environs, or any person supporting the purpose of the organization shall be entitled to one membership upon payment of annual dues. All members shall be eighteen (18) years of age or older.

B. Membership is on annual basis. To be a member in good standing, past and current year dues must be paid before THE ASSOCIATION MEMBERSHIP ANNUAL MEETING (hereinafter referred to as the "Annual Meeting").

C. A membership shall entitle the holder (s) to:

1. One vote per membership on all matters put before the membership.
2. One copy of each newsletter and other mailings.

3. One copy of the directory.

4. Participation in all Association meetings, functions and projects.

IV. Dues

A. The amount of dues shall be set by the Executive Board; however, a vote of the membership is required for a proposed dues increase of 50% or more.

B. Dues shall be paid annually. The membership year coincides with the fiscal year which is January through December.

C. The Executive Board may also propose/recommend a special assessment which must be approved by a vote of the membership.

V. Officers

A. Election and Term

1. The elected Officers of this Association shall be President, Vice-President, Secretary, and Treasurer.

2. The term of office for the President, Vice-President and Secretary shall be for two (2) years to begin and expire on even numbered years at the conclusion of the Annual Meeting of the membership.

3. The term of office for the Treasurer shall be for two (2) years to begin and expire on odd numbered years at the conclusion of the Annual Meeting of the membership.

4. No Officer shall hold more than two (2) consecutive terms in the same office; however, an officer may be re-elected after vacating that office for one (1) term.

5. In addition to the candidates presented by the Nominating Committee, any Association member may present any other member's name, with that member's consent, for an office at the Association's Annual Meeting at which such Officer is being elected.

B. Duties

1. The **President** shall be the official spokesperson and shall preside at all membership meetings and meetings of the Executive Board and shall have the following duties:

   a) Appoint all standing committees and ad hoc committees deemed necessary to study or oversee areas of concern to the Association. The appointment of such committees shall be subject to approval by the Executive Board.

   b) Appoint Zone Representatives and Directors.

   c) Facilitate the sharing of duties among the members of the Executive Board Members with their consent.

2. The **Vice-President** shall:

   a) Work with and assist the President.

b) Preside at meetings in the absence of the President and shall have the duties of the President at such times.

c) Shall compile and consolidate committee status reports for presentation at the Annual Meeting.

3. C. The **Secretary** shall:

a) Record the minutes of all Association and Executive Board Meetings, archive records (e.g. minutes, financial reports, voting results) and handle all correspondence of the Association.

b) Inform the membership of changes in the Bylaws approved by the membership.

c) Shall notify the President if unable to attend a meeting who may authorize a substitute to record the minutes of the meeting.

4. The **Treasurer** shall:

a) Provide a surety bond by a licensed Michigan Company in the amount of the money under the Treasurer's custody, the expense of which shall be paid by the Association.

b) Serve as custodian of all Association dues and funds.

c) Maintain bank accounts and certificates of deposit in the name of the Association in a bank approved by the Executive Board.

d) Issue checks or withdrawals of Association funds in payment of Association obligations provided that such disbursement is less than $1500 and was previously budgeted and approved by the Executive Board.

e) Obtain the approval of the President for disbursement(s) greater than $1500 previously budgeted and approved by the Executive Board.

f) Any disbursement not previously budgeted and approved by the Executive Board requires approval of the Executive Board.

g) If the Treasurer is unable to perform the functions listed in sub-article 4, the President may perform these functions using the Vice President for the second approval, in accordance with items (e) through (f) above.

h) Designate a person with the approval of the Executive Board, who may assist the Treasurer in performance of his/her duties.

i) Maintain accurate and up-to-date records of all receivables, disbursements and Association funds in a format approved by the Executive Board.

j) Attend Executive Board and Budget and Finance Committee meetings with appropriate financial records.

k) Arrange, no less than biannually, an informal review of the Association's financial statement records by a person nominated by the Treasurer and approved by the Executive Board. This person cannot be a member of the Executive Board.

l) Shall notify the President if unable to attend a meeting, who may authorize a substitute to present the Treasurer's financial report at the meeting.

C. The Association shall provide liability insurance for its Officers and Directors in an amount deemed reasonable by the Executive Board.

VI. Executive Board

A. Composition of the Board

1. The Executive Board shall include the elected Officers of the Association, the immediate past President, not more than five nor fewer than three appointed Directors, and the Zone Representatives.
2. All members of the Executive Board must be members in good standing of the DLIA as described in III.B.
3. One third of the Executive Board shall constitute a quorum.
4. Each Executive Board member has one vote.
5. The Executive Board shall meet as it shall itself determine, or upon call of the President.

B. Appointment and Term of Directors

1. The President may appoint a Director at any time during the President's term of Office.
2. The term of office of a Director is concurrent with the term of office of the appointing President.
3. No Director shall hold more than two (2) consecutive terms as Director; however, a Director may be reappointed after vacating that position for one (1) term.
4. No Director shall serve simultaneously as an Officer or Zone Representative of the Association.
5. The President may rescind the appointment of a Director, with the approval of the Executive Board, if that Director is unwilling or unable to perform the duties of Director.

C. Duties of the Directors

1. Represent the membership at large.
2. Participate in Association and Executive Board meetings.
3. Advise the President.

D. Duties of the Zone Representatives

1. Endeavor to personally communicate with Association members in their zone about matters of concern.
2. Participate in Association and Executive Board meetings.

3. Collect dues from Zone members and deliver such dues in accordance with instruction from the Membership Administrator.

E. Vacancies

1. A vacancy in the office of the President shall be filled by the Vice-President for the remainder of the term with all duties of the President.

2. Any vacancies in the offices of Vice-President, Treasurer, Secretary, Directors or Zone Representatives shall be filled by appointment by the President with the consent of the Executive Board.

3. Any newly appointed Officer, Director or Zone Representative shall complete the unexpired term of the person being replaced.

VII. Standing Committees

A. Nominating Committee

1. The Nominating Committee, appointed by the President and approved by the Executive Board, shall present a slate of candidates for the elected offices to the Executive Board at least one (1) month prior to the Annual Meeting of the membership.

2. The Nominating Committee shall consist of at least three (3) and not more than five (5) members, one of whom shall be drawn from the Association General Membership and not be a member of the Executive Board.

3. In the event the President chooses not to run for a second term or has served two consecutive terms, the Vice President, with his/her consent, shall automatically be placed in nomination for the office of President.

B. Budget and Finance Committee

1. The Budget & Finance Committee shall consist of at least five (5) and no more than seven (7) members, one of whom is the Treasurer.

2. The President shall appoint, with the approval of the Executive Board, the Chair and the remaining members of the committee, at least one of whom should be drawn from the Association membership and not be a member of the Executive Board.

3. Members shall serve a term of two (2) years, renewable for a second term, and may be reappointed after vacating that position for one (1) term.

4. Prior to the start of the new fiscal year, the Committee shall develop and recommend to the Executive Board for its approval an annual operating budget, including long term budget projections and any financial concerns as may be appropriate.

C. Membership Administrator

1. The Membership Administrator is appointed by the President and approved by the Executive Board.

2. Maintains Association member information e.g. address, contact information, telephone numbers, and other pertinent information in a format approved by the Executive Board and shall provide member information reports to Zone Representatives, as needed.

3. Records payment of members' dues, makes bank deposits of those monies in a timely manner, and maintains a Consolidated Dues Report which records all payments.

4. Provides Zone Representatives with pertinent reports and forms to facilitate collection of dues and member information.

5. Performs other membership related duties as requested by the Executive Board.

VIII. Conflict of Interest

A. Whenever an Executive Board member or appointee has a direct financial interest in a matter coming before the Board or Committee, the affected person shall: a) fully disclose the nature of the financial interest and b) abstain from discussing and voting on the matter. Only Board or Committee members without a conflict of interest may discuss and vote on a matter involving a conflict of interest. Meeting minutes at which such votes are taken shall record the disclosure and abstention. Failure to fully disclose a conflict of interest may result in removal.

IX. Association Membership Meetings and Voting Rights

A. A meeting of the Association members designated THE ASSOCIATION MEMBERSHIP ANNUAL MEETING shall be held each summer, at a time and place to be determined by the Executive Board, and on a date as opportune as possible for the majority of the members.

B. In addition to the Annual Meeting, special meetings of the membership may be called at any time by the Executive Board following proper notice to the Members.

C. Each membership shall be entitled to one vote on all matters put before the membership which shall be cast in person or by written proxy.

D. Notice of all meetings of the membership shall be given to members personally, by mail, fax or email.

1. Notification by First Class mail shall by postmarked at least twenty (20) days prior to the meeting or date of voting and sent to the mailing address provided by the member.

2. Personal notification or any means of electronic notification shall be given not less than ten (10) days prior to the meeting or date of voting.

E. A vote of the membership may be conducted by mail, following proper notice, if directed by the Executive Board or requested by 10% (ten percent) of the membership.

F. Ten percent (10%) of the membership present or represented by proxy at a meeting of the membership shall constitute a quorum.

G. In any vote, a majority of those voting shall decide the issue.

X. Parliamentary Procedures

A. Roberts Rules of Order shall govern this Association in all cases unless they are inconsistent with Association Bylaws or rules of procedure. The presiding officer, at his/her discretion, may allow discussion prior to motion formulation.

XI. Limitation of Powers of Officers and Members

A. No Officer or member shall have authority to bind or obligate the Association in any way, except when authorized by the Executive Board or general membership.

XII. Amendments

A. Articles of Incorporation or Bylaws of the Association may be revised or amended at any membership meeting by a majority vote of the quorum provided that notice of the wording of the proposed changes has been given to the membership with proper notice of the meeting. Changes in Bylaws may be proposed by any Association Member or by the Executive Board. The membership at the Association Membership Annual Meeting may make modifications to the proposed wording provided the significant substance of the proposed revision or amendment as given to the Members prior to the Meeting is retained.

Secretary: Joan Hartwig
Articles of Incorporation (non-profit): October 16, 1967
Date Bylaws 2016 Adopted: August 21, 2016