

This information was reproduced from the 7/11/2021 DLIA eNews. It was also mailed USPS in mid-July 2021, to those members that do not have access to online email.

Amendment to DLIA Articles of Incorporation Proposed

When the DLIA Executive Board met May 26th, 2021, it reviewed proposed language for an Amendment to the DLIA Articles of Incorporation. The new Article describes a limitation of liability provision protecting officers, directors, and other voting members of the DLIA Executive Board in accordance with Michigan law when such voting members are acting in good faith in fulfillment of their duties on the Executive Board, the governing body of the Douglas Lake Improvement Association.

Incorporating this citation of protection provided by Michigan state law was recommended to be included in the DLIA Articles of Incorporation by Gail Gruenwald, Executive Director, Tip of the Mitt Watershed Council, and Legal Advisor to the Watershed Council. COVID restrictions since spring 2019 have delayed EB action on this item.

The Executive Board now seeks the approval of the DLIA membership to amend the Articles of Incorporation. The existing Articles of Incorporation and past Amendment are printed on pages 5-9 in the 2021 DLIA Membership Directory and available for review on the DLIA website at <https://www.douglaslake.org/about/>

Language of proposed a new Amendment (Article IX) is printed in full below:

ARTICLE IX

Pursuant to the provisions of Act No 162, Public Acts of 1982, of the State of Michigan, as amended:

- 1. The Officers, Executive Board Members, Zone Representatives or non-director volunteers of this Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty, except as otherwise provided in said Act.*
- 2. This Corporation assumes all liability to any person or entity other than the Corporation or its members, for all acts or omissions of an Officer, Executive Board Members, Zone Representatives or non-director volunteer of this Corporation incurred in the good faith performance of such Officer's, Executive Board Member's, Zone Representative's, or non-director volunteer's duties, or acts taken on behalf of this Corporation, as such, occurring the earlier of _____, 2021 or the filing date of this Amendment whichever is valid under applicant's Law.*
- 3. This Corporation shall indemnify all Officers, Executive Board Members, Zone Representatives, or non-director volunteers to the fullest extent permitted all as defined in, and provided under, Sections 561, 562, and 563 of said Act as amended.*
- 4. The foregoing provisions shall apply to the fullest extent permitted under any and all of the foregoing statutory provisions.*

If you have any questions about this proposed Amendment, contact Mary Ellen Sheridan at info@douglaslake.org.