

DIAMOND LAKE ASSOCIATION, INC.

ARTICLE I

NAME, ADDRESS AND FISCAL YEAR

Section 1. NAME: This corporation shall be known as the “Diamond Lake Association, Inc.”, a non-profit Michigan corporation (hereinafter referred to as “the corporation”). This corporation is incorporated under the laws of the State of Michigan providing for the incorporation of organizations not organized for profit.

Section 2. ADDRESS: The address of the registered office is 20310 Colony Bay Drive, Cassopolis, Michigan 49031.

Section 3. FISCAL YEAR: The fiscal year of the corporation shall be the calendar year, January 1 to December 31.

ARTICLE II

OBJECTS OR PURPOSES

The object or purposes of the corporation shall be as follows:

1. To promote the education of riparian property owners and other lake users of Diamond Lake, Cass County, Michigan (hereinafter referred to as “the lake”) about water quality, conservation, pollution and safety;
2. To support issues which concern the welfare of the lake in general, including, but not limited to, the conservation of the water supply in the lake and watershed, the maintenance of the quality of the water safe for swimming and conducive to the renewal of fish resources, the prevention of pollution, and the preservation of navigation;
3. To support the measurement and evaluation of hydrological data at the lake so that the decisions and actions of the corporation shall be in line with what is best for the lake; and,
4. To act as a cohesive body to bring issues of interest to or affecting lake residents and users to the attention of governmental entities.

ARTICLE III

MEMBERSHIP

Section 1. ELIGIBILITY: Membership in the corporation shall be limited to; 1) riparian property owners on the lake; 2) persons who own property with legal access to the lake; and, 3) others who have a constructive interest in the lake.

Section 2. DEFINED: The term “member” is defined as either one person or a family unit of husband and wife. For purposes of voting, the individuals whose names appear on the deed or land contract shall be entitled to one vote.

Section 3. VOICE AND VOTING PRIVILEGES: Each member of this corporation shall be equally privileged with all other members in his voice and vote upon any policy or proposition presented for discussion or decision at any meeting of the membership.

Section 4. MEMBERSHIP YEAR: The membership year is from January 1 through December 31 of each calendar year.

Section 5. DUES: The annual dues are payable to the Treasurer on January 1 of each year. The Board shall set the dues on a yearly basis. Dues shall become delinquent if not paid by July 1 of each calendar year. A delinquent member shall be ineligible to attend meetings of the corporation, and shall be removed from the membership list if the delinquent dues are not paid by August 1.

Section 6. REMOVAL: Any member who shall reflect discredit upon this corporation who shall not have a constructive interest in the lake may be removed from membership by a two-thirds (2/3) vote of the entire

membership of the Board of Directors of the corporation. Written notice shall be mailed to members thirty (30) days prior to any action taken by the Board. A hearing before the Board shall be provided if requested by the member. Notice of removal shall be mailed to the member being removed.

Section 7. WITHDRAWAL: Withdrawal from membership in the corporation shall be by written notice to the Secretary of the corporation.

ARTICLE IV OFFICERS

Section 1. OFFICERS: The officers of this corporation shall be President, Vice President, Secretary and Treasurer. Each officer shall be a member of the Board of Directors. They shall be elected by a majority vote of the Board of Directors attending the organizational meeting of the Board of Directors held immediately following the annual meeting and shall hold office for the succeeding one year, or until their successors are elected. They shall take office at the time of the organizational meeting of the Board of Directors at which they are elected.

Section 2. COMPENSATION: The officers shall serve without compensation and will devote their time and efforts in the best interests of the corporation.

Section 3. VACANCIES: In case of death or resignation of the President, the Vice-President shall at once assume his title and duties. The vacancy in the office of Vice President shall be filled by a majority vote of the Board of Directors. In case of death or resignation of any other officer, his office shall be immediately filled by appointment by the President with a majority of the members of the Board concurring. Any officer or director becoming ineligible for membership in the corporation shall automatically forfeit his office and such vacancy shall be filled in the same manner as stated above.

Section 4. DUTIES AND RESPONSIBILITIES:

1. **President:** The President shall preside at all meetings of the corporation and of the Board of Directors and shall cast the deciding vote in case of a tie.
2. **Vice President:** The Vice President shall assist the President in the performance of his duties. In the absence of the President, the Vice-President shall preside at the meetings of the corporation and perform all other duties of the President.
3. **Secretary:** The Secretary shall conduct all correspondence for the corporation and the Board of Directors. Said person shall keep the minutes of all meetings and maintain a clear record of the business of the corporation and Board of Directors.
4. **Treasurer:** The Treasurer shall receive all monies paid to the corporation and shall keep an accurate record of the members and their financial status in the corporation. Said person shall disburse such monies as approved by the Board of Directors. All expenditures of the corporation shall be by check from the corporation's account. The Treasurer shall make an oral report of the financial status of the corporation at each meeting of the corporation and of the Board of Directors and a written statement of cash receipts and disbursements shall be prepared annually and made available to the membership at the annual meeting. The Treasurer in the bank account of the corporation shall deposit all monies paid to the corporation.

ARTICLE V
BOARD OF DIRECTORS

Section 1. DIRECTORS: The Board of Directors shall consist of fourteen (14) directors. Twelve (12) directors shall be elected to represent the representative district in which they reside. A list of these representative districts is attached to these By-Laws. The remaining two (2) directors shall be directors-at-large, and they shall be elected to represent the best interests of the corporation as a whole, without regard to the interests of the district or other place in which they reside.

Section 2. NOMINATION, ELECTION, TERM OF OFFICE AND VACANCIES:

1. **Nomination:** Nomination for the designated number of directors to be elected at the annual meeting shall be made by the Nominating Committee. Further nominations may be made by members in good standing at the annual meeting. All nominees shall be members in good standing.
2. **Election:** The designated number of nominees receiving the highest number of votes at the annual meeting shall be elected directors.
3. **Terms of Office:** Except for the members of the original Board of Directors, directors shall serve a term of office of three (3) years, or until their successors are duly elected and qualified. With reference to the original Board of Directors, six (6) members shall serve a term of office of three (3) years, six (6) members shall serve a term of office of two (2) years, and the remaining two (2) members shall serve a term of office of one (1) year.
4. **Vacancies:** Any vacancy on the Board of Directors shall be filled by the Board of Directors at their next meeting by a majority vote. The director thus chosen shall hold office until the next annual meeting, at which time a director shall be elected by the membership to fill such vacancy.

Section 3. POWERS: The Board of Directors shall have control of the affairs and property of the corporation and shall serve as its executive and policy making group. In addition, the Board of Directors shall have the power to establish dues and levy fees and to determine the amounts and methods of payment.

Section 4. BOARD MEETINGS:

1. **Organizational Meeting:** This meeting shall take place immediately following the annual meeting, and it shall be the meeting at which the officers of the corporation are elected and other organizational activities are conducted.
2. **Regular Meetings:** The Board of Directors shall hold regular monthly meetings during the months of April, May, June, July and August.
3. **Special Meetings:** Such other special meetings of the Board of Directors as may be called by the President or any other three (3) members of the Board of Directors may also be held.

Section 5. QUORUM: Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum and a majority of that percentage at a lawful meeting shall govern the transaction of any business.

Section 6. ANNUAL REPORT: At the annual meeting of the corporation, the Board of Directors shall make a full report of their proceedings during the preceding year and recommend such measures as they deem advisable. This report shall be given by the President, or as otherwise directed by the Board of Directors.

ARTICLE VI
MEETINGS OF THE MEMBERSHIP

Section 1. ANNUAL MEETING: The annual meeting of the corporation shall be held in June of each year. The meeting shall be held on the day set by the Board of Directors at the previous annual meeting, and due notice shall be sent to each member.

Section 2. SPECIAL MEETINGS: Special meetings of the membership may be called at the option of the President or when requested by any three (3) members of the Board of Directors. Every member shall be notified of such meeting by regular first class United States mail at least thirty (30) days prior to the time of the meeting.

Section 3. QUORUM: A quorum for the transaction of business at any meeting of the membership shall be no less than ten (10%) percent of the entire membership. Voting members shall register with the Secretary of the corporation immediately prior to any regular or special meeting of the membership.

Section 4. ORDER OF BUSINESS: The order of business of all meetings of the membership shall be substantially as follows:

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| 1. Call to Order | 6. Report of Ad Hoc Committees |
| 2. Reading of minutes of previous meeting. | 7. Unfinished Business |
| 3. Report of Officers | 8. New Business |
| 4. Report of Board of Directors | 9. Election of Directors |
| 5. Report of Standing Committees | 10. Adjournment |

Section 5. MEETING RULES: The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern all meetings of the membership in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the corporation may adopt.

ARTICLE VII
COMMITTEES

Section 1. APPOINTMENT: All committees, except the Nominating Committee, shall be appointed by the President and shall consist of three (3), five (5), or seven (7) members.

Section 2. STANDING COMMITTEES: Standing committees shall be: 1) Lake Preservation; 2) Communication; and, 3) Government. Standing committees shall present a written report to the Board of Directors at least thirty (30) days prior to the annual meeting.

Section 3. AD HOC COMMITTEES: Ad hoc committees may be established by a majority vote of the Board of Directors as the need arises.

Section 4. NOMINATING COMMITTEE: The nominating committee shall consist of three (3) members and shall be elected by a majority vote of the Board of Directors~ This committee shall nominate the Board of Directors to be elected at the annual meeting.

ARTICLE VIII
AMENDMENTS

Section 1. PROCEDURE: The By-Laws may be amended at the annual meeting or any properly called special meeting of the membership by a twothirds (2/3) vote,

Section 2. NOTICE: Members shall be notified in writing of proposed changes in the By-Laws at least thirty (30) days prior to the meeting called to consider revision of the By-Laws.

REPRESENTATIVE DISTRICTS

Attachment I

**Diamond Cove
Diamond Shores
Eagle Point, Carlton Drive
Haines Harbor
Happy Homes
Howell Point
Diamond Isle
Kamp Kozy
Lagoon, Sail Bay
Park Shores
Spring Beach, Sandy Beach, Shore Acres
Turtle Bay
Wades Beach
Wilson's Channel**