

**BYLAWS**  
**of**  
**BIG BROWER LAKE IMPROVEMENT ASSOCIATION, INC.**

**ARTICLE I**  
**NAME & PURPOSE**

**Section 1.1. Name.** The name of this Corporation is Big Brower Lake Improvement Association, Inc., also known as BBLIA.

**Section 1.2. Purpose.** This Corporation is formed for the following purposes: To encourage and support the *improvement* of the lake community, recreation, and residential areas surrounding Big Brower Lake, Courtland Township, Kent County, Michigan (the “Lake”); to engage in *activities and projects* in connection with such improvement; to own, maintain and manage real estate and other properties for the benefit, welfare, and protection of the Members of this Corporation; and to engage, in general, in any undertaking consistent with that improvement.

**ARTICLE II**  
**MEMBERS**

**Section 2.1. Membership.** Those eligible for membership in this Corporation are owners in fee simple, land contract purchasers, or year round renters of the land surrounding or adjacent to the Lake.

**Section 2.2. Admission to Membership.** The Board of Directors shall determine the eligibility of membership. Such determination shall be final except if modified by a majority vote of all the Members. Any person who qualifies for membership and pays dues to this Corporation shall attain membership. The length of such membership shall be for one year, and is renewable from year to year.

**Section 2.3. Area Covered.** The Board of Directors shall determine the area of land surrounding and adjacent to the Lake that is covered by the activities and projects of this Corporation.

**Section 2.4. Surrender of Membership.** In the event that any Member of this Corporation is no longer an owner in fee simple or a land contract purchaser, or a year round renter within the area covered by the activities and projects of this Corporation, such Member will relinquish his or her rights of membership in this Corporation. The decision of the Board of Directors in this regard will be final, subject only to a majority vote of all the Members.

**Section 2.5. Honorary Membership.** The Board of Directors is empowered to elect any person to receive an honorary membership whom in the Board’s opinion has provided service for the best interest of this Corporation. Such membership will be honorary only, with no voting rights in the affairs of this Corporation. The Board of Directors may rescind such honorary membership at any time for any or no reason.

**ARTICLE III**  
**DUES AND ASSESSMENTS**

**Section 3.1. Dues.** The Board of Directors of this Corporation is empowered to determine and establish the dues required for membership in this Corporation and dues shall be paid in such a manner as the Board determines.

**Section 3.2. Assessments.** Any special assessment to finance a corporate project, activity, or any other undertaking, shall be decided by a vote of the majority of the membership present at any *general or special meeting of Members*. If approved, each Member of BBLIA would be levied the assessed amount.

**Section 3.3. Honorary Membership.** No honorary member of this Corporation shall be required to pay annual dues or any special assessed amount.

**ARTICLE IV**  
**BOARD OF DIRECTORS**  
**(These Sections are only for the Board of Directors)**

**Section 4.1. Number and Term.** The Board of Directors of this Corporation shall consist of nine (9) members, of whom three (3) shall be initially elected for a term of three (3) years, and three (3) shall be initially elected for a term of two (2) years, and three (3) shall be initially elected for a term of one (1) year. In annual elections thereafter, three (3) directors shall be elected for a term of three (3) years to occupy the offices being vacated in each year by the three (3) directors whose terms expire under this rule; all Directors shall be elected by a majority vote of the membership present at the annual, general meeting and shall hold office as stated previously, or until their successors are duly elected.

**Section 4.2. Qualification.** Each Director of this Corporation will be a bona fide Member of this Corporation, as well as a landowner or land contract purchaser (not a renter), and shall hold office only during such period, as he or she remains such a Member.

**Section 4.3. Delegation of Duties.** The business, property, and affairs of this Corporation shall be managed by the Board of Directors, who by *resolution*, may delegate all, or any of its duties, or powers to an Executive Committee, to be composed only of members of the Board of Directors. This committee shall be empowered to carry on the management of this Corporation between meetings of the Board.

**Section 4.4. Power to Elect Officers and Appoint Committees.** The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, and a Technical Officer from among the membership of the Board, whose qualifications and duties are set forth in other provisions of these Bylaws. The Board of Directors shall also have the power to appoint such standing or special committees as may be necessary to carry out the affairs of this Corporation. Special appointed committees shall have at least one Board Member appointed to it.

**Section 4.5. Transaction of Business.** The Board of Directors shall transact its business by a majority vote of the members of the Board present at any *general or special*

*meeting of the Board of Directors.* A quorum of the Board of Directors sufficient to transact the business of the Corporation shall exist when five (5) members of the Board are present at such meeting.

**Section 4.6. Removal of Directors and Filling Vacancies.** Any Director of this Corporation may be removed by a two-thirds vote of the Members present at any *regular meeting* or *special meeting* called for that purpose. In the event a Board Member is absent three (3) consecutive meetings (illness excepted), such Board Member shall resign or be deemed to have resigned. Such vacancy as well as any other resignation will be filled by the first alternate available. Two (2) alternate Board Members will be elected annually at the Annual Meeting: Alternate # 1 will be to fill the first vacancy if the above occurs, and Alternate # 2 will be to fill a second vacancy if the above occurs again.

**Section 4.7. Power to Require Bond.** The Board of Directors shall have the right to demand and secure a suitable fidelity bond covering the Treasurer of this Corporation, and it may require any officer or agent of the Board to file with this Corporation a satisfactory bond, conditioned for the faithful performance of his or her duties.

**Section 4.8. Compensation.** No compensation shall be paid to any Director or Officer or any other person acting for, or on behalf of this Corporation for services rendered or performance of his or her duties as such Director or Officer or committee member of this Corporation.

## **ARTICLE V**

### **OFFICERS OF THE BOARD**

**Section 5.1. President.** The President of this Corporation shall be elected by and from the membership of the Board of Directors. The President shall be the Chief Executive Officer of this Corporation, and shall preside over all meetings of the Board and all meetings of the membership. The President shall have general and active management of the business of this Corporation, *and shall see that all orders and resolutions of the Board are carried into effect.* The President shall have the general powers and duties of supervision and management usually vested on the office of President of a corporation.

**Section 5.2. Secretary.** The Secretary shall attend all meetings of the Members, and of the Board of Directors, and of the Executive Committee, and shall preserve in the books of this Corporation the true minutes of the proceedings of all such meetings. The Secretary shall give all notices required by statute, by law, or by resolution. The Secretary shall perform such duties that are delegated to him or her by the Board of Directors or by the Executive Committee.

**Section 5.3. Treasurer.** The Treasurer shall have custody of all corporate funds and securities, and shall keep in the books belonging to this Corporation, a full and accurate account of all receipts and disbursements. The Treasurer shall deposit all monies, securities and other valuable effects in the name of this Corporation in such a depository, or depositories, as may be designated for the purpose by the Board of Directors. The Treasurer shall deposit all funds of this Corporation as may be ordered by the Board taking proper receipts for such disbursements, and shall provide to the President and Directors at the regular meetings of the Board, and whenever

requested by them, a written account of all transactions as Treasurer, and of the financial condition of this Corporation. Upon demand of the Board of Directors, the Treasurer shall deliver to the President of this Corporation an active bond in force, form, amount, and with a guarantee, satisfactory to the Board, conditioned for executing a faithful performance of the duties of the office. And, in case of death, resignation, retirement or removal from office, the Treasurer will return all of the books, papers, vouchers, money and property of whatever kind, belonging to this Corporation, that is in such Treasurer's possession, or under such Treasurer's control, to the President of the Board of Directors.

**Section 5.4. Technical Officer.** The Technical Officer is responsible for all maintenance and updates of the Big Brower Lake website and all associated Social Media. The Technical Officer is responsible for the online Payment System including programming, collection of pertinent lake resident information, and transfer of same to the Master List. The Technical Officer will maintain the online Master List, which contains the information regarding each resident in the community of Big Brower Lake. This information includes Dues Payment History, Address and Contact Information, and any additional information pertinent to each resident as determined by the Board. This Master List will be used for emailing information to Lake residents, and the distribution of the BBLIA Newsletter and Phonebook. As a Board Member becomes aware of changes in resident information, such Board Member will send updates to the Technical Officer, who will update the Master List. The Technical Officer will be responsible for creating and distributing Quarterly Newsletters of community news, water treatment dates, water quality reports, calendar of events, and Board Officer contact information. The Spring Newsletter will be hand delivered to each resident, which will include a pre-addressed envelope for dues payment. The remaining Newsletters will be delivered via email to Members only.

**Section 5.5. Vacancies.** The Board of Directors will fill any vacancies arising in the *offices of the President, Vice President, Secretary, Treasurer or Technical Officer* in a special meeting, called for that purpose. In the event of a vacancy in the office of President, the Vice President shall serve as chairperson pro tem until the special meeting of the Board of Directors has been held to elect a new President. Such *successor officer* shall fill the unexpired term of the vacancy, and until the successor in office has been regularly elected.

## **ARTICLE VI** **MEETINGS**

**Section 6.1. Place.** Any and all *meetings of the Members*, and of the Board of Directors of this Corporation, may be held within the State of Michigan at such place as the Board of Directors or the President shall designate. The general policy of holding such meetings at the Lake area shall be adhered to as much as possible.

**Section 6.2. Annual Meeting of Members and Initial Directors Meeting.** The Annual, *General Meeting of the Members* of this Corporation shall be held each year during the month of August at which meeting there will be an election of Directors to fill expiring terms on the Board of Directors for the ensuing year. The President will preside over this meeting. A majority vote of the Members present, by secret ballot, shall elect said Directors. In the absence or disability of the President, any officer or Member of the Board of Directors selected for that

purpose by a majority vote of the Board of Directors, may preside at such Annual Meeting. At the next, Regular Meeting of the Board of Directors, the Board Members shall nominate, and elect by secret ballot, the President, Vice President, Secretary, Treasurer, and Technical Officer of this Corporation for the next year.

**Section 6.3. Notice of Meetings of Members.** At least ten (10) days notice shall be given to the Association Members of this Corporation of the date and place of the *Annual, General Meeting*. The notice of the meeting may be given orally, in writing, by signage, or email, or a combination of the above, within the discretion of the Board. The general policy of holding the meeting at the Lake Association Lot will be adhered to, unless the Board of Directors has a *special reason* to hold the meeting at some other place.

**Section 6.4. Order of Business at Annual Meeting.** The order of business at the Annual, General Meeting of this Corporation shall consist of the following: Registration of Attendance, by “Signing-in” on a tablet of paper; Introduction of Officers and Board of Directors, and Members & Non-Members present; the Secretary’s reading of the Minutes of last year’s Annual, General Meeting; the President’s State of the Lake Report; the Treasurer’s Report; any transaction for Corporate Membership Business; and the election of new members to the Board of Directors for the next year.

**Section 6.5. Special Meeting of Members.** A *Special Meeting of the Members* of this Corporation may be called at any time by the President, or by a majority of the Board of Directors, by giving notice of such a meeting, at least five (5) days prior to the date of the special meeting, by publishing the notice in writing, or email communication to the members of this Corporation.

**Section 6.6. Regular Meetings of Board.** *Regular Meetings of the Board of Directors* shall be held at such place and time as the Board of Directors shall determine by a majority vote.

**Section 6.7. Special Meetings of the Board.** The President may call *special meetings of the Board of Directors* at any time, by means of an oral, or email notice to each Director, in such manner as the President, at his or her discretion, shall believe sufficient.

## **ARTICLE VII**

### **VOTING OF MEMBERS & BOARD OF DIRECTORS**

**Section 7.1. Members.** Each member of this Corporation shall at any *General or Special Meeting of Members* be entitled to vote in person *upon each subject properly submitted to vote*. Spouses or co-owners may vote singly in their own right. The decision of the President as to the voting qualifications of any Member shall be final.

**Section 7.2. Board of Directors.** Each Member of the Board of Directors of this Corporation shall, at every live or on-line meeting of the Board, be entitled to one vote per person, either given in person, or as an on-line vote, or as a signed Absentee Ballot, upon each subject properly submitted for a vote.

**ARTICLE VIII**  
**EXECUTION OF INSTRUMENTS**

**Section 8.1. Checks, Etc.** All checks, drafts and orders for payment of money shall be signed in the name of this Corporation, and shall be countersigned, or otherwise authenticated by such officer, or officers, as the Board of Directors shall designate for that purpose. A transaction for over five hundred dollars (\$500.00) must be signed by at least two of the Board of Directors' officers.

**Section 8.2. Contracts, Conveyances, Etc.** When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officer, the President and the Secretary of this Corporation may execute the same, in the name and on behalf of this Corporation, by signing such instrument. The Board of Directors shall have the power to designate the officers and agents as to who shall have authority to execute any instrument on behalf of this Corporation.

**ARTICLE IX**  
**AMENDMENTS OF BYLAWS**

These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of the *majority of the Members entitled to vote at any Regular or Special Meeting of Members*, so long as notice of the proposed amendment, alteration, change, addition, or repeal is *contained in the notice of the meeting*. The notice shall be in writing, and shall be mailed or emailed to Members at least thirty (30) days prior to such meeting. No change of the date for the Annual, General Meeting of Members shall be made, unless proper oral, written, or email notice to that effect has been given.

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