

GRAND MERE ASSOCIATION, INC.
BY-LAWS

ARTICLE I
NAME

The name of this association shall be "GRAND MERE ASSOCIATION, INC."

ARTICLE II
PURPOSE

The purpose of this Association shall be to effect the preservation of the unique scenic, geological, ecological, botanical and other natural features of the Grand Mere area as a recreation-education-wildlife area for the benefit of present and future generations; and to create public awareness of the need for sound principles of natural resource management, and preservation of prime natural areas on a regional basis.

ARTICLE III
DIRECTORS

- Sec. A. General Powers. The property and business of this Association shall be managed by its Board of Directors, which may exercise all such powers of this Association, to set and enforce all policies of this Association and do all such lawful acts and things as are not directed by these by-laws or required to be exercised.
- Sec. B. Election of Directors. At each annual meeting, six Directors shall be elected for two year terms not to exceed two consecutive terms. Directors having accepted three year terms prior to July 1967 shall have terms reduced to two year terms.
- Sec. C. Meetings. Monthly meetings of the Board shall be held at a time and place as may be set by resolution of the Board. Association members are privileged to attend by consent of a majority of the five Officers but may not vote. On arrival, any Director may challenge the presence of the visitor. A majority vote of the Directors shall rule.
- Sec. D. Special Meetings. Special meetings of the Board of Directors may be called by the President or at the request of the Secretary, or at the request of three members of the Board of Directors. Notice of such special meetings must be given to each Director by the Secretary at least 24 hours in advance of the meeting, except in case of an emergency.

- Sec. E. Number of Directors. The Board of Directors of this Association shall be composed of twelve Directors or as increased or decreased by a majority vote of the membership.
- Sec. F. Quorum. The presence at any meeting of the Board of Directors of a majority of the Directors then in office shall constitute a quorum for the transaction of business.
- Sec. G. Removal of Directors. Any Director may be removed, with written cause by a two-thirds majority of the Directors, at a special Board meeting called for the purpose, or at any regular meeting of the Board, provided the notice for such meeting shall specify that the matter of any such proposed removal will be considered at the meeting. Three consecutive unacceptable absences from Board meetings shall constitute just reason for removal.
- Sec. H. Resignation. Any Director or member of a committee of the Board of Directors may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein and, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective.
- Sec. I. Filling of Vacancies. If the office of any Director or member of any committee becomes vacant, the President may appoint any qualified member in good standing to fill such vacancy to serve the remainder of the term of such vacancy subject to the approval of a majority of the Directors then in office.
- Sec. J. Powers of Directors. The Board of Directors shall exercise all the powers of the Association, subject to the restrictions imposed by law or by these by-laws.
- Sec. K. Statement of Policy. No member of the Board of Directors of the Association may bind or commit the Association or the Board to any action or policy inconsistent with these by-laws and the stated purpose of the Organization. The members of the Board shall be kept fully informed of activities of the Officers and committees in the name of or on behalf of the Association. General operating policies and courses of action of the Association, its Officers and committees are subject to approval of the Board. Members are responsible for notifying the President and Corresponding Secretary of all correspondence received.
- Sec. L. Proxy Directors. There shall be six individuals appointed by the Board to serve as proxies in case of Director absence, subject to Sec. J. of Article III. A proxy will be called for each Director absence by the Recording Secretary on an alphabetically rotating basis. The slate of Proxy Directors will be prepared at the first Board meeting after the Annual meeting with terms commencing at the election of officers' meeting. Term of office will be the same as for officers of the Association. Proxy Directors may attend the regular Board meetings.

ARTICLE IV
OFFICERS

- Sec. A. General Powers: The wishes and interest of this Association shall be represented by its Officers at all Board of Directors meetings.
- Sec. B. Officers. The Officers of the Association shall be: President, Vice-President, Corresponding Secretary, Recording Secretary and Treasurer.
- Sec. C. Election of Officers...Terms of Office. The election of Directors shall be held during the Annual meeting. Each member sixteen years of age or older shall have one vote. A slate of candidates for Directors shall be presented by a Nominating Committee. Nominations from the floor shall be accepted. At the third meeting of the Board, but not later than January 1st, the Officers shall be elected by and from the directorship, consistent with Sec. B of this Article IV. Term of office for the office of President, Vice-President, Corresponding Secretary, Recording Secretary and Treasurer shall be one year, not to exceed two consecutive terms.
- Sec. D. President and Duties. The President shall have general charge, control and supervision over the administration and activities of the Association, subject to the Board of Directors and shall preside at the meetings of the Board of Directors. He shall keep the Directors fully informed concerning the activities of the Association. He shall appoint an Auditing Committee. He shall appoint six members at large from the membership for a period of one year to attend Board meetings without voting privileges. In general, the President shall have and perform all powers and duties as from time to time may be assigned by the Board of Directors. He shall be an ex officio member of every committee, except the nominating for which he shall not serve.
- Sec. E. Vice-President and Duties. At the request of the President, or in his absence or disability or failure to act, the Vice-President shall have and perform all the duties of the President and, when so acting shall have all the powers of and be subject to all the restrictions upon the President. He may be Chairman of the Program Committee. In general, the Vice-President shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors or by the President.
- Sec. F. Recording Secretary and Duties. The Recording Secretary shall keep or cause to be kept in books provided for that purpose the minutes of all meetings of the Membership and Board of the Association. He will notify all Directors of each meeting. He will notify all new committee members of their responsibilities following their appointment. He will pick up mail, record same in a book provided for that purpose, and deliver funds to the Treasurer. He will notify the Correspond-

ing Secretary of all correspondence and contributions within three days. He will keep a current classified list of the membership, including addresses and telephone numbers, and shall provide the Corresponding Secretary with the same. He will sign all membership cards. In general, the Recording Secretary shall have and perform all powers and duties incident to the office of Recording Secretary and such other powers and duties as may, from time to time, be assigned to him by the President or Vice-President.

Sec. G. Corresponding Secretary (Executive Secretary) and Duties. The Corresponding Secretary (Ex. Sec.) shall answer all incoming mail including proper acknowledgement of donations and membership fees. He will pick up the mail in absence of the Recording Secretary. He shall answer, file and bring to each Board meeting all copies or originals of all correspondence. He will notify members of membership dues renewal. In general, the Corresponding Secretary (Ex. Sec.) shall have and perform all powers and duties incident to the office of Corresponding Secretary (Ex. Sec.) and such other powers and duties as may, from time to time, be assigned to him by the President or Vice-President.

Sec. H. Treasurer and Duties. The Treasurer shall maintain adequate records of all the Association assets, liabilities and transactions, and shall be in charge of its records, books of account and its accounting and financial statements, operating reports and budgets. He shall enter or cause to be entered in books of the Association kept for the purpose, full and accurate accounts of monies received and paid out on account of the Association and shall render an itemized statement of the cash accounts to the Board of Directors at each meeting. He shall be responsible for paying bills within thirty days, and signing checks for the Association. He shall file the annual corporation reports. In general, the Treasurer shall have and perform such other powers and duties as may be assigned to him by the President or Vice-President.

Sec. I. Expenditure of Funds. No monies in excess of \$20.00 may be expended nor debts contracted by any member of the Board of the Association without prior approval of the Board.

Sec. J. Vacancies. Should any office become vacant, it shall be filled by an election from the Board of Directors.

Sec. K. Removal of Officers. Any Officer may be removed, with written cause by a two-thirds majority of the Directors, at a special Board meeting called for the purpose, or at any regular meeting of the Board, provided the notice for such meeting shall specify that the matter of any such proposed removal will be considered at the meeting.

Sec. L. Resignations. Any Officer or member of a committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified, or at the time of its receipt by the President or Recording Secretary. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE V
MEMBERSHIP MEETINGS

- Sec. A. Meetings of the Membership. Meetings of the membership of this Association shall be held semi-annually at a time and place as determined by the Board. Two weeks' written notice of such meetings shall be given. Information to the general membership shall be dispersed alternately by a general meeting followed in three months by a news letter. This procedure shall be followed throughout the calendar year.
- Sec. B. Special Meetings. Special meetings may be called as determined by the Board, or the President with the approval of the Board. One week's written or verbal notice of such meetings shall be given.
- Sec. C. Annual Meetings. Annual meetings of the membership shall be held in the month of October at a time and place as determined by the Board.
- Sec. D. Quorum. The presence at any meeting of the membership of ten percent, or a minimum of twenty members of the total membership shall constitute a quorum for the transaction of business.

ARTICLE VI
COMMITTEES

- Sec. A. Appointment - Powers. The President, with approval of the Board, may designate members of the membership to constitute committees, which shall be not less than three and shall have and may exercise such powers as the President with approval of the Board shall determine and specify in the respective resolutions appointing them. The President shall designate the Chairman of such committees. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings.
- Sec. B. Procedures - Meetings - Quorum. The committees, as designated by the President, shall fix their own rules of procedure, and shall meet at such times and places as may be provided by such rules, or by resolution of the President. At every meeting of the committee, the presence of a majority of all the members thereof shall be necessary to constitute a quorum and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any resolution.
- Sec. C. Standing Committees. The President shall appoint the following standing committee chairmen; each standing committee shall be constituted of not less than three members. Chairmen of such committees are subject to the approval of the Board.
1. Membership. The Chairman will be responsible for enlisting new memberships.....

2. Legislative (Township). The Chairman will be responsible for keeping the Board of Directors informed as to local governmental activities. He will be responsible for notifying members of impending meetings of township governing bodies.
3. Legislative (County, State, Federal). The Chairman will be responsible for keeping the Board of Directors informed as to governmental activities other than township. He will be responsible for keeping in close communication with the Michigan Department of Conservation and all interested governmental agencies.
4. Nominating. This committee shall have not less than five members and will submit the slate of Board candidates at the June Directors meeting.
5. Publicity. This committee shall be responsible for keeping the public informed through all available news media.
6. Finance. This committee will be responsible for fund raising projects.
7. Program. This committee will be responsible for securing guest speakers, films, etc., for membership meetings.
8. Auditing Committee. This committee will be responsible for auditing of the Treasurer's books at the close of the fiscal year.

Sec. D. Special Committees. The President shall appoint such special committees from time to time as may be necessary for the proper progress and operation of the Association.

Sec. E. Reports. The President shall request reports from the Chairmen from time to time and report the progress of the committees at the Board of Directors meetings.

ARTICLE VII MEMBERSHIP AND DUES

Sec. A. General Requirements. Any person who is in sympathy with the purpose of this Association shall be eligible for membership herein. All persons submitting application for membership shall be subject to acceptance or rejection by a majority vote, if a quorum is present, of the Board of Directors. It shall be the right of any Board member to request a secret ballot.

Sec. B. Founding Membership. A founding membership may be granted up to November 30, 1967, at a subscription fee to be set by the Board of Directors, the minimum fee being fifty dollars (\$50.00), subject to the provisions of Section A of this ARTICLE VII.

- Sec. C. Supporting Membership. Subject to the provisions of Sections A and B of this ARTICLE VII, any person donating the subscription fee, to be set by the Board of Directors, the minimum fee being fifty dollars (\$50.00), may be termed a supporting members, such donation being after November 30, 1967.
- Sec. D. Honorary Membership. Subject to the provisions of Section A of this ARTICLE VII, honorary members shall be determined by a majority vote of the Board of Directors.
- Sec. E. Regular Membership. A regular membership may be granted at a subscription fee to be set by the Board of Directors, the minimum fee being five dollars (\$5.00) for an individual membership and ten dollars (\$10.00) for a family membership, subject to the provisions of Section A of this ARTICLE VII. An individual membership card shall be given to each person contributing five or more dollars, with requested name on each card.
- Sec. F. Payment and Non-Payment of Dues. All members of this Association wishing to continue their membership, excluding honorary memberships and founding members, shall pay annually to the Recording Sec. a dues fee as established by the Board of Directors which is payable October of each year. All members owing dues on or after January first of the current year shall be deemed delinquent and notified of their delinquency, and dropped from the membership on January 1st.
- Sec. G. Revocation of Membership. Any member found guilty of violating the policies of the Association as laid down by the Board of Directors or for any sufficiently just cause, shall have his membership revoked by a majority vote of the Board of Directors at any regular or special meeting of the Board.

ARTICLE VIII MISCELLANEOUS PROVISIONS

- Sec. A. Parliamentary Guide. The Robert's Rules of Order shall be followed in all meetings of the Association in all cases to which they are applicable and in all cases in which they are not inconsistent with these by-laws.
- Sec. B. Fiscal Year. The fiscal year of this Association shall be from October 1st, of the year through September thirty of the following year.

ARTICLE IX AMENDMENTS

- Sec. A. A two-thirds vote of the members present at a regular membership meeting, if a quorum is present, shall be sufficient to alter, amend, or repeal these by-laws or any provision thereof, or to make new by-laws. The proposed alterations, amendments or new by-laws shall be presented to the membership by mail, at special meetings, or at regular meetings, at least thirty days prior to voting on such alterations, amendments or new by-laws.

PROPOSED AMENDMENTS

TO THE BY-LAWS

NOV. 1969

1. ARTICLE III p. 2

Sec. L.
(Addition) Proxy Directors. There shall be six individuals appointed by the Board to serve as proxies in case of Director absence, subject to Sec. J. of Article III. A Proxy will be called for each Director absence by the Recording Secretary on an alphabetically rotating basis. The slate of Proxy Directors will be prepared at the first Board meeting after the Annual meeting with terms commencing at the election of officers' meeting. Term of office will be the same as for officers of the Association. Proxy Directors may audit the regular Board meetings.

2. ARTICLE IV p. 3

Sec. D.
(Change) President and Duties. The President shall have general charge, control and supervision over the administration and activities of the Association, subject to the Board of Directors and shall preside at the meetings of the Board of Directors. He shall keep the Directors fully informed concerning the activities of the Association. He shall appoint an Auditing Committee. He shall be an ex officio member of every committee, except the nominating for which he shall not serve. In general, the President shall have and perform all powers and duties as from time to time may be assigned by the Board of Directors.

3.

Sec. E.
(Change) Vice-President and Duties. At the request of the President, or in his absence or disability or failure to act, the Vice-President shall have and perform all the duties of the President and, when so acting shall have all the powers of and be subject to all the restrictions upon the President. He may be Chairman of the Program Committee. In general, the Vice-President shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors or by the President.

4.

Sec. G.
(Change) Corresponding Secretary and Duties. The Corresponding Secretary shall answer all incoming mail including proper acknowledgement of donations and membership fees. He will pick up the mail in the absence of the Recording Secretary. He shall answer, file and bring to each Board meeting all copies or originals of all correspondence. He will notify members of membership dues renewal. In general, the Corresponding Secretary shall have and perform all powers and duties incident

4.

to the office of Corresponding Secretary and such other powers and duties as may, from time to time, be assigned to him by the President or Vice-President.

5.

ARTICLE VI p. 5

Sec. A.
(Change) Appointment - Powers. The President, with approval of the Board, may designate members of the membership to constitute committees, which shall be not less than three and shall have and may exercise such powers as the President with approval of the Board shall determine and specify in the respective resolutions appointing them. The President shall designate the Chairman of such committees. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings.

6.

Sec. C.
(Change) Standing Committees. The President shall appoint the following standing committee chairman; each standing committee shall be constituted of not less than three members. Chairmen of such committees are subject to the approval of the Board.

7.

Sec. C
4
(Change) Nominating. This committee shall have not less than five members and will submit the slate of Board candidates at the June Directors meeting.

8.

Sec. C.
8
(Addition) Auditing Committee. This committee will be responsible for auditing of the Treasurer's books at the close of the fiscal year.

9.

ARTICLE VII p. 6

Sec. E.
(Change) Regular Membership. A regular membership may be granted at a subscription fee to be set by the Board of Directors, the minimum fee being five dollars (\$5.00) for an individual and family membership, subject to the provisions of Section A of this ARTICLE VII. An individual membership card shall be given to each person contributing five or more dollars, with requested name on each card.

10.

Sec. H.
(Deletion) Appeal of Revocation. An appeal of any decision as a result of the provisions of Section G of this ARTICLE VII may be made at the next regular meeting of the Board of Directors. The Recording Secretary shall be required to notify said revoked member of the meeting 48 hours in advance by mail.

REVISIONS TO BY-LAWS

SEPTEMBER 30, 1971

11. ARTICLE VIII

Sec. B
(Change) Fiscal Year. The fiscal year of this Association shall be from October first of the year through September thirty of the following year.

12. ARTICLE IV

Sec. C.
(Change) Election of officers. The election of Directors shall be held during the Annual meeting. Each member sixteen years of age or older shall have one vote. A slate of candidates for Directors shall be presented by a Nominating Committee. Nominations from the floor shall be accepted. At the third meeting of the Board, but not later than January first, the Officers shall be elected by and from the directorship, consistent with Sec. B of this Art. IV. Term of office for the office of President, Vice President, Corresponding, and Recording Secretary and Treasurer shall be one year, not to exceed two consecutive terms.

13. ARTICLE VII

Sec. F
(Change) Payment and Non-payment of dues. All members of this Association wishing to continue their membership, excluding honorary memberships and founding members, shall pay annually to the Recording Secretary a dues fee as established by the Board of Directors which is payable October of each year. All members owing dues on or after January 1st of the current year shall be deemed delinquent and notified of their delinquency, and dropped from the membership on Jan. 1.

14. ARTICLE V

Sec. C
(Change) Annual Meetings. Annual meetings of the membership shall be held in the month of October at a time and place as determined by the Board.

PROPOSED AMENDMENTS

TO THE BY-LAWS

NOV. 1969

1. ARTICLE III p. 2

Sec. L.
(Addition)

Proxy Directors. There shall be six individuals appointed by the Board to serve as proxies in case of Director absence, subject to Sec. J. of Article III. A Proxy will be called for each Director absence by the Recording Secretary on an alphabetically rotating basis. The slate of Proxy Directors will be prepared at the first Board meeting after the Annual meeting with terms commencing at the election of officers' meeting. Term of office will be the same as for officers of the Association. Proxy Directors may audit the regular Board meetings.

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Sec. D.
(Change)

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Sec. E.
(Change)

Vice-President and Duties. At the request of the President, or in his absence or disability or failure to act, the Vice-President shall have and perform all the duties of the President and, when so acting shall have all the powers of and be subject to all the restrictions upon the President. He may be Chairman of the Program Committee. In general, the Vice-President shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors or by the President.

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Sec. G.
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Corresponding Secretary and Duties. The Corresponding Secretary shall answer all incoming mail including proper acknowledgement of donations and membership fees. He will pick up the mail in the absence of the Recording Secretary. He shall answer, file and bring to each Board meeting all copies or originals of all correspondence. He will notify members of membership dues renewal. In general, the Corresponding Secretary shall have and perform all powers and duties incident to the office of Corresponding Secretary and such other powers and duties as may, from time to time, be assigned to him by the President or Vice-President.

5.

ARTICLE VI p. 5

Sec. A.
(Change)

Appointment - Powers. The President, with approval of the Board, may designate members of the membership to constitute committees, which shall be not less than three and shall have and may exercise such powers as the President with approval of the Board shall determine and specify in the respective resolutions appointing them. The President shall designate the Chairman of such committees. A majority of all the members of any such committee may determine its action and fix the time and place of its meetings.

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Sec. C.
(Change)

Standing Committees. The President shall appoint the following standing committee chairman; each standing committee shall be constituted of not less than three members. Chairmen of such committees are subject to the approval of the Board.

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Sec. C
4
(Change)

Nominating. This committee shall have not less than five members and will submit the slate of Board candidates at the June Directors meeting.

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Sec. C.
8
(Addition)

Auditing Committee. This committee will be responsible for auditing of the Treasurer's books at the close of the fiscal year.

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ARTICLE VII p. 6

Sec. E.
(Change)

Regular Membership. A regular membership may be granted at a subscription fee to be set by the Board of Directors, the minimum fee being five dollars (\$5.00) for an individual and family membership, subject to the provisions of Section A of this ARTICLE VII. An individual membership card shall be given to each person contributing five or more dollars, with requested name on each card.

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Sec. H.
(Deletion)

Appeal of Revocation. An appeal of any decision as a result of the provisions of Section G of this ARTICLE VII may be made at the next regular meeting of the Board of Directors. The Recording Secretary shall be required to notify said revoked member of the meeting 48 hours in advance by mail.