

CHEBOYGAN RIVER PRESERVATION ASSOCIATION (CRPA)

BY-LAWS OF THE CORPORATION

CRPA is a non-profit Michigan Corporation formed pursuant to the provisions of Act 162 of the Public Acts of Michigan of 1982. The Corporation is in the process of becoming an Exempt Corporation under Section 501 (c) (3) of the Internal Revenue Code of 1954 and upon dissolution of said Corporation any remaining assets will be distributed to one or more organizations likewise Exempt under 501 (c) (3) of the Code. The original Cheboygan River Preservation Association, hereinafter referred to as "C.R.P.A.", By-laws were adopted May 26, 2018.

Article I - Purpose

The purpose of the Association shall be to represent the best interests of its members, as shall be determined by the Board of Directors, toward the pursuit of practical river management to protect and preserve the natural character and water quality of Cheboygan River and its surrounding watershed; it is understood herein that inherent in the Purpose is preservation through full support by the Association of strict enforcement of No Wake Laws.

Article II – Membership

Section 1 Membership

Any person(s), businesses or other organizations concerned with advancing the Purpose of the C.R.P.A. shall be considered by the Board of Directors (or Board) for membership. The Board of Directors also has the power to terminate a membership with a majority vote.

Section 2 Membership Duration

Those eligible persons, businesses or other organizations who apply for Membership and whose membership dues for the calendar year beginning January 1st are accepted by the Board of Directors during the year shall be Members of the C.R.P.A. for that calendar year ending December 31st.

Section 3 Membership Fees

The Board of Directors is empowered to fix the amount of the annual membership fee(s). Such fees can be the same for all classes of membership or can be different for individuals, businesses or other organizations.

Section 4 Membership Renewal

All Members will be notified by mail or other means acceptable to the Board of Directors

Section 5 Non-Voting Membership

The C.R.P.A. Board shall have the authority to establish and define non-voting categories of membership.

Section 6 Definition of Non-Voting Membership

The C.R.P.A. Board defines Non-Voting Membership as a person or business that does not own Cheboygan River waterfront property.

Section 7 Membership Voting

If a topic arises that requires the CRPA to take a vote, only those members who have voting rights may take part in a vote with each voting member having one vote. by no later than November 1st to renew their membership for the ensuing calendar year. The C.R.P.A. will solicit membership renewals at least once in each calendar year.

Article III – Board of Directors

Section 1 Composition and Meetings

The Board of Directors shall be composed of not more than 5 persons who shall be at least 21 years of age and be C.R.P.A. Members in good standing. Members in good standing are those who have paid currently their membership fee. The Board shall meet not less than three times in any calendar year and such meetings may be held in person or electronically. The President shall be responsible for setting the time and place for Board of Directors Meetings.

Section 2 Directors' Term of Office

The Directors shall be elected at the Annual Membership Meeting with their term of office beginning on January 1st of the next calendar year. The Directors terms of office shall be for three years and the terms of office of the Directors shall be staggered so as to have two Directors either retiring or standing for reelection each year. Director's service to the C.R.P.A. shall not be subject to any term limits.

Section 3 Election Procedure

The Board Development Committee shall be responsible to present to the Board of Directors the names of candidates for election or re-election to the Board at least two weeks prior to the Annual Membership Meeting. The Board will select the most qualified candidates and present their names at the Annual Membership Meeting for election to the Board.

Section 4 Vacancies

Vacancies on the Board of Directors may be filled by the majority consent of the Directors present at any Directors meeting at which a quorum exists. Such vacancy elections shall be for a term of years to fit the staggered expirations of terms of C.R.P.A. Directors.

Section 5 Indemnification of Directors and Officers

The C.R.P.A. shall indemnify, save, and hold harmless its Directors and Officers where they have acted in good faith or without knowledge that their conduct was unlawful and where they have acted as an ordinarily prudent person would act in the discharge of their duties with a degree of diligence, care, and skill which an ordinarily prudent person would exercise in the same position.

Article IV – Board of Directors Meetings

Section 1 Directors Meetings Quorum

A majority of the Board shall constitute a quorum for the transaction of the business of the C.R.P.A. at any Directors meeting. The action of a majority at such a meeting of those present (either in person or by electronic communication) when a quorum exists shall be sufficient for the transaction of the business of the C.R.P.A.

Section 2 Director's Voting Rights

Each Director shall have one vote on all matters that come before the Board of Directors at **their** meetings.

Section 3 Directors' Action by Unanimous Consent

If and when all of the Directors shall consent in writing or electronically to any action for or by the C.R.P.A., such action shall be as valid as though it had been authorized at a regular Board Meeting.

Section 4 Directors' Special Meetings

The President shall be responsible for the call of regular Board meetings. Special Meetings may be held at any time and any place upon call by not less than three Directors providing written, oral or electronic notice is given to all Directors at least three days prior to such meeting stating the time, location and purpose of the Special Meeting.

Section 5 Parliamentary Procedure at Meetings

The method of parliamentary procedure at Association Board Meetings is to be directed by "Robert's Rules of Order"

Article V – Officers and Administration

Section 1 Officer Elections

After the Annual Meeting of the Membership the C.R.P.A. Board of Directors shall elect Officers for the next calendar year beginning January 1st. The Officers shall be President, Vice President, Secretary and Treasurer.

Section 2 President

The President shall preside at all meetings of the C.R.P.A.'s Directors and of the Executive Committee. He or she shall have general active management of the business of the C.R.P.A. and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall execute all authorized conveyances, contracts and obligations in the name of the C.R.P.A. except where required by law or expressly to be otherwise signed or executed. The President shall appoint all Committee Chairpersons as well as all Committee Members with the exception of the Executive Committee.

Section 3 Vice President

The Vice President shall, in the absence or disability of the President, perform the duties of and exercise the powers of the President and shall perform such other duties as the President or the Directors shall prescribe.

Section 4 Secretary

The Secretary shall attend all meetings of the Board of Directors and all Membership Meetings and record all the votes and keep the minutes of all proceedings of the C.R.P.A. in a minute book or by electronic transcription of such minutes. It shall also be his or her duty to sign all C.R.P.A. records and documents and to give Notice of Membership Meetings and special meetings of the Board of Directors.

Section 5 Treasurer

The Treasurer shall keep true and accurate accounts of all receipts and disbursements of all monies of the C.R.P.A. and shall designate the depository of such funds, keep all personal property and disburse the funds of the C.R.P.A. by keeping proper vouchers and receipts for such disbursements including keeping such records electronically. He or she shall render a true and accurate account of all receipts and disbursements to the Board of Directors on a timely basis and provide such a report to C.R.P.A. Members at the Annual Membership Meeting. The Treasurer shall supervise the collection of the annual dues from the Membership.

Section 6 Terms of Office

The term of office for all Officers shall be for one calendar year or until a successor is chosen. Any officer can be removed from office at any meeting of the Board of Directors by a majority vote of the Directors. The Directors have the power to fill any vacancies in any office occurring for whatever reason.

Section 7 Compensation

The Officers and Directors of the C.R.P.A. shall serve on a voluntary basis without compensation unless otherwise fixed by the Membership of the C.R.P.A.

Article VI – Membership Meetings

Section 1 Annual Meeting

The Annual Meeting of the Membership of the C.R.P.A. shall be held in July or August of each year on a date and at a place to be designated by the Directors for the purpose of electing Directors and transacting such other business properly brought before the Meeting. Only Members with fully paid dues may vote at such Meetings. Voting by Members can be in person if present or by proxy if the Board of Directors has authorized and solicited proxies.

Section 2 Special Membership Meeting

Special Membership Meetings may be called by the President or the Secretary at the direction of the Board of Directors, or at the request either in writing or electronically by petition from not less than 6 Members of the C.R.P.A.. Any petitions from Members shall state the purpose of the proposed Meeting. The time and place of any Special Membership Meeting shall be set by the President.

Section 3 Notice of Meetings

Notice of time and place of the Annual Meeting and notice of time, place and purpose of any Special Meeting shall be given to the Membership either in writing or electronically not less than 20 days prior to such Meeting. Proxies from Members may be solicited at the direction of the Board to be voted at Meetings and may be included with the Notice of Meeting, or otherwise.

Section 4 Quorum

A quorum for an Annual Meeting or a Special Meeting of the Membership shall consist of not less than 6 Members present in person or by proxy. The act of a majority of those present at such Meetings either in person or by proxy at which quorum is present shall be the act of the Membership.

Article VII – Executive Committee

Section 1 Members

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer and the immediate past President (if he or she is not serving as an Officer).

Section 2 Functions

The Executive Committee shall function primarily as an advisory group to the President. Also, they may make recommendations for other committees and take administrative actions authorized by the Board of Directors.

Section 3 Meetings

The Executive Committee shall meet at the call of the President when, in his or her judgment, Board of Directors action would be impossible, and time is of the essence for action. Executive Committee Meetings may be held without prior notice and may be conducted in person or electronically. The Executive Committee may transact Association business as authorized by these By-laws.

Article VIII – Board Development Committee

The President shall appoint two or more Directors to oversee recruitment of persons who are potential candidates for the C.R.P.A. Board. Suitable candidates shall be presented to the Board at least two weeks prior to the Annual Membership Meeting. The Board of Directors will have the final decision as to who will stand for election to the C.R.P.A. Board. (See Article III, Section 3, herein.)

Article IX – Other Committees

Section 1 Establishment

The President and or the Board of Directors may establish such committees as they deem appropriate. Appointment of Committee Chairpersons and Committee Members shall be made by the President and serve at his pleasure.

Section 2 Committee Review

The Executive Committee shall annually review the functions and operations of all committees (except the Board Development Committee) and recommend to the President whether or not to continue any or all C.R.P.A. Board Committees. Unless it is continued by the Directors, or the President, each Board Committee terminates at the end of each calendar year of its inception.

Article X – Cheboygan River Trust and Conservancy

Section 1 Purpose

The Trust was established in the year 2016 to conserve, restore, and preserve the area of the Cheboygan River and to provide permanent financing for such projects as are approved by the Trustees. Funds for such approved projects may be raised by donations to the Trust or otherwise, as the Trustees shall deem appropriate.

Section 2 Scope

The Trust is empowered to own, manage, buy, sell, lease or trade real property including easements in the area of the Cheboygan River.

Section 3 Financial Records

The books and records of the Trust shall be audited not less than annually by a Certified Public Accountant in any period when the Trust has any disbursements. Any disbursement by the Trust must be signed by two Trustees.

Section 4 Trustees

There shall be not less than three members of the Board of Directors of the C.R.P.A. serving as Trustees; one of whom must be the Treasurer. The 3 Director Trustees may elect one or more outside Trustees to serve as Trustees at the pleasure of the Director Trustees. The number of Trustees is to be determined by the Director Trustees.

Section 5 Duties of Trustees

The Director Trustees will select one Trustee to serve as Chairperson of the Trust and all are empowered to deal with any and all aspects of any property envisioned in Section 1 above.

Section 6 Term of Trustees

Trustees shall serve a term of one year and shall be elected by the Board of Directors of the C.R.P.A. as soon as is practical each year after the Annual Membership Meeting of the Society to serve until replaced. There shall be no term limit on Trustees service.

Section 7 Indemnification of Trustees

The C.R.P.A. shall indemnify, save and hold harmless the Trustees in the same fashion as in the indemnification of Officers and Directors of the C.R.P.A. (Article III, Section 5).

Article XI – Fiscal Year

The fiscal year of the C.R.P.A. shall begin January 1st of each year and end on December 31st.

Article XII – Amendments

These By-laws may be altered (or replaced by new By-laws as may be adopted in lieu thereof) by the affirmative vote of a majority of the Members entitled to vote, present or represented by proxy, at any Annual Membership Meeting or at a Special Membership Meeting if notice of the proposed alteration, or replacement is contained in the Notice of the Special Meeting.