

**BY-LAWS  
OF  
MAPLE LAKE ASSOCIATION, INC.  
(A Non-Profit Corporation)**

**ARTICLE I**

**NAME, PURPOSE AND NON-PROFIT STATUS**

**SEC. 1. NAME.** This Corporation shall be known as **Maple Lake Association, Inc.** The Corporation may conduct business under such names as are duly approved by the Board of Directors.

**SEC. 2. PURPOSE.** The purpose of this non-profit corporation shall be:

To promote and/or improve the ecology, water quality, recreation, shorelines, beaches, wildlife, dredging, cleanliness, and any and all other matters related to Maple Lake and adjoining waters including the Paw Paw River.

**SEC. 3. NON-PROFIT STATUS.** This Corporation is organized and is to be operated as a tax-exempt corporation within the meaning of Section 501(c) (3) of the Internal Revenue Code and related and successor sections of said Code.

**ARTICLE II  
OFFICES**

**SEC. 1.** The Principal offices shall be in the Village of Paw Paw or Township of Paw Paw, County of Van Buren, and State of Michigan.

**ARTICLE III  
MEMBERSHIP, QUALIFICATION, VOTING AND TERMINATION**

**SEC. 1.** The Corporation shall have two classes of members. These two classes are designated as full members and associate members. The qualifications and rights shall be as follows:

- A. Every owner of private real property bordering Maple Lake or owner of private real property having legal access to Maple Lake is eligible to be a full member and shall become and remain a full member upon payment of any fees, dues or assessments as may be regularly or from time to time due and owing to the Corporation.

Other residents of the Village and Township of Paw Paw may become associate members subject to the approval of the Board of Directors and the payment of any fees, dues or assessments as may be regularly or from time to time due and owing to the Corporation.

- B. Every full and associate member shall be bound by the Articles of Incorporation, these By-Laws and amendments thereto, the policies, rules and regulations at any time adopted by the Corporation in accordance with these By-Laws.

Full membership shall terminate upon such member ceasing to be an owner of private real property bordering Maple Lake or being an owner of real property having legal access to Maple Lake. Full membership or associate membership shall terminate upon such members failure to pay any fees as may be regularly or from time to time due and owing to the Corporation and receiving notice of same as further defined in Article IV, Sec. 2

**SEC. 2a.** Each membership in good standing shall be entitled to one vote. Where two or more persons own or have an interest in the same piece of private real estate, only one vote for said private real property shall be allowed.

**SEC. 2B.** The Board of Directors reserves the right to limit voting to full members in cases where the issue affects lake front owners exclusively (e.g., special assessments on lake frontage).

**SEC. 3.** A member who is a full member may not assign voting rights to a tenant residing in or on the member's building site.

**SEC. 4.** The annual meeting of the membership of this Corporation for the election of Directors and for the transaction of such other business as shall properly come before such meeting shall be held on the first Sunday in December of each year at 5:30 PM at a place designated by the Board or at such other date and time as the Board of Directors shall designate.

**SEC. 5.** One-Third (1/3) of the members of the Corporation shall constitute a quorum at any meeting of the membership.

**SEC. 6.** A special meeting of the members may be called at any time by the President, by the majority of the Board of Directors, or at the request of one-third (1/3) of the membership. The method for calling such meeting will be as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by either the President of the Board, or the majority of the members of the Board of Directors, or one-third (1/3) of the membership, and the secretary shall notify the membership of such meeting.

**SEC. 7.** Notification of the date, time and place of any meeting, annual or special, shall be mailed or newsletter or email or website or other written electronic methods to those entitled to vote at such meeting, not less than ten (10) days as to the annual meeting and prior to the date fixed for such meeting and not less than five (5) days in case of a special meeting and such notice shall set forth the purpose of such meeting.

**Sec. 8** If an annual meeting is not held, those who had been elected or appointed by the board to the board and whose terms end at said annual meeting shall continue to be on the board until the next annual meeting at which time an election shall take place for those positions.

#### **ARTICLE IV**

#### **FEES, DUES AND ASSESSMENTS**

**SEC. 1 Annual Dues** Each member may be required to pay annual dues to the Corporation as a requirement of membership. Annual dues may include amounts for replacement reserves and other contingencies. The annual dues shall be uniform on each member and the amount of said dues shall be determined by the Board of Directors. The annual dues shall be payable in one lump sum payment at the time at which membership status is granted and prior to the annual meeting for each year thereafter.

**SEC. 2. Default in Payment of Dues.** When any member shall be in default of payment of dues such member shall, not be allowed to vote at any meeting without paying said dues prior to the meeting.

#### **ARTICLE V**

#### **SUSPENSION OR CANCELLATION OF MEMBERSHIP**

**SEC. 1. Default.** If a member, shall fail to pay any dues or other obligation due from such member to the Corporation, his or her membership may be terminated and the Corporation shall be under no obligation to the member and the member shall have no redress against the Corporation.

**SEC. 2. Misconduct.** If a member, their guest, or family shall violate any of the rules, regulations, or policies established by the Board of Directors for the use, maintenance and enjoyment of the facilities of the Corporation or shall commit any act in annoyance of these rights of the members' use of the facilities, the Corporation may, by ten (10) days' notice given by first-class mail to the address of such member on file with the Corporation, prefer charges against the member and a committee appointed by the Board of Directors shall hear and consider the same. The member shall be present at a time and place designated by the committee to hear and discuss the charges. If the

committee, by majority vote, shall determine that the member is guilty of the charges, it may reprimand the member, suspend or completely terminate the membership of the offending member. In the event of such suspension or termination, the Corporation shall be under no further obligation to the member and the member shall have no redress against the Corporation.

## ARTICLE VI

### **BOARD OF DIRECTORS**

**SEC. 1.** The business of this Corporation shall be managed by a Board of Directors composed of nine persons. Six of the directors shall be full members of the Corporation, one director will be appointed by the Village of Paw Paw, one director shall be appointed by Paw Paw Township. Additionally, one person will be an associate member or a full member. Proposed appointees to the Maple Lake Board shall be subject to approval by the elected Board of Directors. The elected directors will hold office for two years and the appointed directors for the term of their appointment. The persons running for directors with the highest number of votes will be elected as directors by the members at the annual meeting.

**SEC. 2.** The Board of Directors will receive Board nomination either in person or in writing of current association members at or prior to the directors meeting immediately preceding the annual meeting each year; and will present those nominees at the said annual meeting.

**SEC. 3.** The Board of Directors shall present at each annual meeting and when called by the vote of the membership at any special meeting of the membership, a full and clear statement of the business and condition of the Corporation.

**SEC. 4.** The new Directors shall take office at the close of the annual meeting of the membership.

**SEC. 5.** Any Director may be removed from office by vote of a majority of all members of the Board, other than the member involved.

**SEC. 6.** Vacancies of the Board between annual meetings shall be filled by vote of a majority of remaining members of the Board. The individual selected to fill a vacancy shall serve until the next annual meeting at which time the membership shall elect as part of the regular election an individual to serve for the remaining term of the vacancy if any time of term shall remain.

**SEC. 7.** The control and management of all the affairs, property, and business of the Corporation shall be vested in the Board of Directors except that the Board of Directors shall not buy, sell, mortgage or lease real property for the Corporation without the consent of a majority of the members of the Corporation.

**SEC. 8.** The Board of Directors shall, at their first meeting after the annual meeting, elect from their own number a President of the Board of Directors and a Vice President, Secretary and Treasurer to serve for the term of one year. Said election should be by majority vote of the Board.

**SEC. 9.** The Board of Directors shall not commit funds in excess of the funds in the Association's treasury.

**SEC. 10.** The Board of Directors shall have the exclusive authority to establish the initial and annual dues for membership in the Corporation.

**SEC. 11.** The Board of Directors shall have the exclusive authority to and may from time to time adopt rules and regulations which are in the best interest of the corporation which shall be binding to the members of the Corporation. Such rules and regulations shall be in written form on file with the Corporation and shall be available to any member of the Corporation on request.

## ARTICLE VII

## **BOARD OF DIRECTOR'S MEETINGS**

**SEC. 1.** Regular meetings of the Board shall be held at least annually at such dates, time and place as the Board may direct.

**SEC. 2.** The Board may hold special meetings at the direction of the President or shall be called at the request of two (2) members of the Board of Directors upon written request presented to the Secretary. Notice of such special meetings of the Board shall be given in writing which includes electronic at least three (3) days prior to the date set for such special meeting.

**SEC. 3.** A majority of the Board shall constitute a quorum for the transaction of business.

**SEC. 4.** The act of a majority of the members of the Board present at any meeting at which there is a quorum shall be the act of the Board.

## **ARTICLE VIII**

### **OFFICERS**

**SEC. 1.** The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer.

## **ARTICLE IX**

### **DUTIES OF OFFICERS**

**SEC. 1.** The officers of the Corporation shall have such duties as usually pertain to their offices.

**SEC. 2.** The President of the Corporation, and in the President's absence, the Vice President, shall preside at all general membership meetings and meetings of the Board of Directors.

**SEC. 3.** The Secretary shall act as Secretary of the Board and of the Corporation. The Secretary will prepare an agenda for all meetings of the Board and membership meetings, shall act as custodian of all records, correspondence and reports of the Corporation and Board and shall be responsible for the keeping and reporting of adequate records of all transactions and of minutes of all meetings of the Corporation, membership and of the Board. The Secretary shall keep and make available upon request a role of the members of the Corporation.

**SEC. 4.** The Treasurer shall have custody of all funds of the Corporation. The Treasurer shall establish an account for the funds of the Corporation and the Treasurer or another person designated by the board will issue drafts to pay all legal debts and obligations incurred by the Corporation. The Treasurer shall keep a complete record and account of all receipts and expenditures and will present a financial report at each annual meeting. All expenditures must be approved by the Board of Directors.

## **ARTICLE X**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS, ELIMINATION AND ASSUMPTION OF CERTAIN LIABILITY OF DIRECTORS, INSURANCE, ENFORCEMENT AND INDEMNIFICATION**

#### **Personal Liability for Volunteer Directors:**

**SEC. 1.** To the fullest extent permitted under Section 209(c) of the Michigan Nonprofit Corporation Act (the "MNCA"), as the same presently exists or may hereafter be amended, a volunteer director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of the director's fiduciary duty. However, this provision does not eliminate or limit the liability of a director for any of the following:

- (i) a breach of the director's duty of loyalty to the Corporation or its members;

- (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (iii) a violation of Section 551(1) of MNCA;
- (iv) a transaction from which the director derived an improper personal benefit;
- (v) an act or omission occurring before the date of this Article becomes effective in accordance with the pertinent provisions of MNCA; or
- (vi) an act or omission that is grossly negligent.

Any volunteer director of the Corporation shall only be personally liable for monetary damages for a breach of fiduciary duty as a director to the Corporation or its members to the extent set forth in Section 1.

**SEC. 2.** The term “volunteer director” shall have the same definition as set forth in Section 110(2) of the MNCA, as the same presently exists or may hereafter be amended.

**SEC. 3.** Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, amendment or other modification. If the MNCA is amended, after this Article becomes effective, the liability of the directors shall be eliminated or limited to the fullest extent permitted by the MNCA as so amended.

#### **Indemnification of Officers, Directors, Employees and Agents:**

**SEC. 1. Indemnification of the Directors and Officers:** Claims by Third Parties. The Corporation shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify any person (the “Indemnitee”) who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys’ fees, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by the Indemnitee in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and with respect to any criminal action or proceeding, if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

**SEC. 2. Indemnification of Directors and Officers:** Claims brought by or In the Right of the Corporation. The Corporation shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify any person (the “Indemnitee”) who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the Indemnitee is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys’ fees, and amounts paid in settlement incurred by the Indemnitee in connection the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the Association or its members. However, Indemnification under this Section shall not be made for a claim, issue, or matter in which the Indemnitee has been found liable to the Corporation unless and only to the extent the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in

view of all circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

**SEC. 3. Actions brought by the Indemnitee.** Notwithstanding the provisions of Section 1 and 2, the Corporation shall not indemnify an Indemnitee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee; unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Board of Directors of the Corporation, or (ii) was brought or made to enforce this Article and such Indemnitee has been successful in such action, suit proceedings or claim (or part thereof).

**SEC. 4. Approval of Indemnification.** An indemnification under Section 1 or 2 hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in Sections 1 and 2. This determination shall be made in any of the following ways:

- (i) By a majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit or proceedings.
- (ii) If the quorum described in subdivision (i) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors.
- (iii) By independent legal counsel in a written opinion.
- (iv) By the members.

**SEC. 5. Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 1 or 2 above shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Indemnitee to repay the expenses if it is ultimately determined the Indemnitee is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured and the terms of the undertaking shall be acceptable to that person or group, described in Section 4, which determines that indemnification is proper.

**SEC. 6. Partial Indemnification.** If an Indemnitee is entitled to indemnification under Section 1 or 2 for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

**SEC. 7. Other Rights of Indemnification.** The indemnification or advancement of expenses provided under Sections 1 to 6 is not exclusive of other rights to which an Indemnitee seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the Indemnitee or advancement of expenses. The indemnification provided for in Sections 1 to 6 continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

**SEC. 8. Contract with the Corporation.** The right to indemnification conferred in the Article shall be deemed to be a contract between the Corporation and each person who serves as a director, officer, employee or agent of the Corporation at any time while this Article is in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts. In the event this Article is repealed or modified, the Corporation shall give written notice thereof to its directors, officers and employees and to known agents and any such repeal or modification shall not be effective for a period of sixty (60) days after such notice is delivered.

**SEC. 9. Liability Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of the Corporation and who is or was a director, officer, employee or agent or volunteer for or on behalf of the

Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the Corporation or person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of MNCA.

**SEC. 10. Severability.** Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

**SEC. 11. Enforcement.** If a claim under this Article is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant may also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required; has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the MNCA for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, a committee thereof, independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such claimant has met the applicable standard of conduct set forth in the MNCA nor an actual determination by the Corporation (including its Board of Directors, a committee thereof, independent legal counsel or its members) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

## ARTICLE XI

### COMMITTEES

**SEC. 1.** The Board of Directors may appoint committees so deemed necessary for such term as the Board shall designate. Committees may be appointed by the Chairman of the Board with the concurrence of the Board for such tasks as circumstances warrant. Such committees shall limit their activities to the accomplishment of the task for which created and appointed, and shall have no power to act except such as is specifically conferred by action of the Board. Upon completion of the task for which appointed, such committee shall stand discharged.

## ARTICLE XII

### MISCELLANEOUS

**SEC. 1.** Robert's Rules of order shall govern the proceedings of all meetings of the membership and the Board of Directors unless otherwise specifically provided by the By-Laws.

**SEC. 2.** These By-Laws may be amended by the affirmative vote of a two-thirds (2/3) majority of the members present at the annual or any special meeting of the membership, provided a full statement of any proposed amendment shall have been published in the notice called the meeting and/or by a two-thirds (2/3) majority vote of the Board of Directors.

**SEC. 3.** If any provisions of these Articles are illegal or declared illegal, that provision shall not affect or invalidate any other provisions of these By-Laws.

These **By-Laws of Maple Lake Association, Inc.** were adopted 4-10, 1990, revised August 18, 1997, and again, revised October 21, 2021.