CONSTITUTION AND BYLAWS OF THE GARVER LAKE IMPROVEMENT AND CONSERVATION CLUB, INC.

SECTION 1: NAME

The name of this association shall be the Garver Lake Improvement and Conservation Club, Inc.. and hereinafter referred to as GLIAC.

SECTION 2: PURPOSES

The purposes of GLIAC shall be those as set forth in the Articles of Incorporation as prepared and filed with the Michigan Corporation and Securities Commission, to wit:

To seek, provide, promote and perform such acts, functions and services as will reasonably enhance and further thecomfort, convenience, enjoyment, safety, privacy, health, sanitation and welfare of its members within the territory as set forth in SEC. 3, page 1 of this paper, said territory located in Ontwa Township, Cass County, Michigan. Also to promote and advance programs beneficial to the community of Garver Lake, that will include but not be limited to an avoidance of water pollution, to lake level stabilization, to water safety and a mutually compatible use of the waters of Garver Lake by avoiding any over-development therein in relation to its size and the rights of riparian owners thereon; to cooperate with other groups and/or associations who have similar objectives; to do everything advisable for the accomplishment or the attainment of any of the above objectives and in general to exercise all powers permitted by the Laws of the State of Michigan.

SECTION 3: TERRITORY

The territory of GLIAC shall encompass an area beginning at the intersection of Elkhart Road and May Street, Ontwa Township, Cass County then southeasterly to the intersection of Sandy Beach, then following along Sandy Beach southerly loop, across Garver Lake to the southeasterly end of Lakeview Drive, then northerly to May Street, then westerly along May Street to the point of beginning; with the exception of Elkhart Road, all property owners living on either side of, or persons owning property on either side of Sandy Beach, Lakeview, and May street shall be seemed to be within the territory. (See map attached at rear.)

SECTION 4: MANAGEMENT

The management of GLIAC shall be controlled by a Board of Directors consisting of the duly elected Officers and Trustees.

SECTION 5; FINANCES

The routine expenses of GLIAC shall be met by annual membership dues or by other such means as determined by GLIAC or as specified hereinafter. Special or extraordinary expenses shall be met by means as voted upon by the membership or by voluntary contributions by members or other interested parties. The Officers and Trustees of GLIAC shall serve without salary, however, their reasonable and necessary expenses incurred as a direct result of GLIAC business shall be reimbursed as provided for hereinafter. These expenses shall be made known to the membership at the meeting preceding reimbursement. All drafts for the payment drawn against funds of GLIAC shall carry the signature of two of the elected officers.

SECTION 6: DISSOLUTION .

At such time as GLIAC may be dissolved, whether by voluntary action or by operation of law, all monies, properties and assets of GLIAC in excess of those needed to pay incurred obligations of GLIAC and the expenses of dissolution, shall be donated and transferred to the successor non-profit corporation if any, and if there is none, then to any other non-profit CHARITABLE organization(s) as may be chosen by the membership at the time of dissolution. Such dissolution NOTICE shall be published in one local newspaper bfor a period of three (3) days stating such dissolution of GLIAC.

SECTION 7: MEMBERSHIP

Membership to GLIAC shall be as follows:
VOTING MEMBER(s) - a paid up member in good standing.
(DEFINITION: The term “member(s)” as used herein is defined as either a single person, a family unit, a corporate entity or several individuals acting as a single person, a family unit, a corporate entity or several individuals acting as a single party insofar as their activity or interest in Garver Lake is concerned. For purposes of voting holding office in GLIAC, one person only shall act as the representative of the multi-personed unit.) There will be one vote per property owner no matter properties are owned.

SECTION 8: DUES AND FEES

The annual dues for membership in GLIAC shall be ten dollars ($10.00) due each May 1.

SECTION 9: RESIGNATIONS

Any member in good standing or otherwise may resign (preferably by written notice) and may, subject to the approval of the Board of Directors, be reinstated at any time payment of the then current dues.

SECTION 10: TERMINATIONS

Any member delinquent in payment of dues at the time of the annual meeting of GLIAC shall have his or her membership terminated in writing by GLIAC and be eligible for reinstatement only by payment of all delinquent dues.

SECTION 11: EXPULSION

Any member, in the opinion of the Board of Directors, who acts in such a manner as to seriously frustrate the objectives of, or bring discredit to GLIAC and/or its members, shall be notified in writing that he may be expelled if, at the next two consecutive meetings (having a quorum in attendance) a majority of those voting, so vote to expel. Readmission of an expelled member may be accomplished only by amendment to these by-laws.

SECTION 12: BOARD OF DIRECTORS

The Board of Directors shall consist of the duly elected Officers and Trustees. The four Officers shall be known as President, Vice-President, Secretary and Treasurer. The duties of the Board of Directors shall be to discuss matters pertaining to the operation and promotion of GLIAC, make recommendations to the voting membership regarding GLIAC issues, and to make certain all records, properties, transactions and papers of GLIAC are secure.

SECTION 13: OFFICERS

Officers of GLIAC shall be elected from the membership by vote as outlined in section 21 and shall include the following:

PRESIDENT: shall automatically become President of the Board of Directors: shall preside at all meetings of the Board of Directors and GLIAC; shall appoint members to committees and shall be ex-officio of all committees; shall see that the functions of GLIAC are properly executed and carried out and shall vote only to break a tie vote at any meeting.

VICE-PRESIDENT: shall automatically become Vice-President of the Board of Directors: shall assume all duties of the President in his/her absence or at the President's request; shall assist the President in the routines of that office if requested; and shall be in charge of all arrangements and facilities for meetings of GLIAC.

SECRETARY: shall maintain a permanent record of membership meetings and Board of Director messages and all related business of GLIAC.

TREASURER: shall maintain a permanent record of receipts and disbursements; shall act as custodian of the funds and holdings of GLIAC; shall prepare drafts and/or checks for payment of obligations as directed by the President or Board of Directors; shall prepare or cause to be prepared with the assistance and cooperation of the Secretary an annual report to the membership concerning fiscal and other matters of GLIAC.

TRUSTEES: shall serve on the Board of Directors and may at any time request and be shown all records, receipts, transactions or papers pertaining to GLIAC for the purpose of ascertaining accuracies and completeness. Any discrepancies shall be reported to the Board of Directors for their review and/or action.

SECTION 14: TERMS OF OFFICE

The term of office of the President, Vice-President, Secretary and Treasurer shall be limited to one year and no person shall serve more than two (2) years consecutively in the same office. Terms of Trustees shall be limited to two (2) years and no person shall serve more than four (4) years consecutively in the same office.

SECTION 15: ABSENTEEISM

Persons holding offices in GLIAC who shall miss three (3) consecutive meetings without just cause may be subject to recall if so brought before the next regular meeting by the members.

SECTION 16: GLIAC FUNDS

Any and all funds due GLIAC shall be deposited by the Treasurer at such time and place as directed by the Board of Directors.

SECTION 17: RESIGNATION OF OFFICERS

An Officer or Trustee may resign at any time provided he does so in writing to the President. This vacancy shall be filled by the voting membership and such elected officer shall complete the term of the elected member to be replaced. If the President shall resign, he shall do so in writing to the Vice-President.

SECTION 18: REMOVAL OF OFFICERS

Upon presentation of a written petition of impeachment bearing the signatures of no less than ten (10) members, the remainder of the Board of Directors shall convene and shall initially act as a fact-finding committee and attempt to reconcile the problem, and to report to the membership. Should removal from office be demanded it may be accomplished only by amendment to the by-laws.

SECTION 19: EXPENSES

Vouchers of expenses incurred by members of GLIAC shall be submitted to the Secretary and must show the amount claimed, the nature of the expense, the date and reason of incurrance. The Board of Directors shall consider the claim and vote upon it with the person submitting the claim abstaining from the vote.

SECTION 20: FISCAL YEAR

The fiscal year of GLIAC shall be the calendar year, and the terms of office as defined elsewhere in these by-laws shall also coincide as nearly as possible with the calendar year.

SECTION 21: COMMITTEES

Standing Committees - The President shall appoint members to the following standing committees to serve during his/her term of office:

1. Membership Committee: a committee of at least two members to solicit and encourage new membership, to participate in the collection of the annual dues, and encourage regular attendance.
2. Publicity Committee: a committee of at least two members to prepare and distribute notices of meetings, problems and future endeavors of GLIAC, to seek favorable publicity for GLIAC and its purpose and objectives.
3. Water Quality Committee: a committee of such number of members as deemed necessary to promote the testifying of water quality of Garver Lake, and to make the membership aware of any and all detrimental situations arising from the testing of water quality. Reports shall be given to the membership as directed by the Board of Directors.
4. Special Committees: The President shall, as deemed necessary, appoint (subject to approval by the Board of Directors) any other committee(s) to pursue special areas of interest.

SECTION 22: ELECTIONS

A. Candidates – for election to the position of officer of GLIAC shall be nominated and voted upon by the membership; a simple majority shall determine the elected person. In case of a tie vote, the President shall be called upon to vote.
B. Ballot – a candidate nominated for office may at his/her option demand a vote by paper ballot.
C. Time and place of election – shall be held at the time and place specified at the annual meeting or as deemed necessary due to unforeseen events.

SECTION 23: MEETINGS

A. Annual Meeting – shall be conducted on the third Tuesday of May of each year for the purpose of conducting any business which may come before the body. Notice of the meeting shall be made by mail to all members.
B. Regular Meetings – shall be held on the 2nd Friday of every month for the purpose of conducting any business which may come before the body. Notice of regular meetings shall be made by flyer.
C. Special Meetings - if deemed necessary by the Board of Directors or upon written petition of five (5) voting members, the President shall call a special meeting at an appropriate time and place which shall be made known by mail to all members.
D. Meetings of the Board of Directors - shall meet at such time and place as may be convenient preceding each regular, annual or special meeting if deemed necessary.
E. Conduct of Meetings – simple procedures shall prevail st all meetings of GLIAC and of the Board of Directors; in case of dispute(s) all meetings shall conform to Roberts Rules of Order as nearly as possible.
F. Quorum – for all meetings of GLIAC a quorum for the conduct of business requiring a vote shall be deemed to exist if at least ten (10) voting members are present. For all meetings of the Board of Directors, a quorum for the conduct of business shall be deemed to exist if at least three (3) of the Directors are present.
G. Voting – on all matters requiring a vote, voting shall be on a PER MEMBER basis. Voting shall be by voice or show of hands at the discretion of the President. If a vote is challenged from the floor, a simple papers ballot shall be used and the votes counted by two (2) Trustees or Officers. Except for the amending of these By-Laws, a simple majority of the votes cast shall carry.

SECTION 24: AMENDMENTS

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors by Resolution or by any ten (10) voting members in writing directed to the Board of Directors, and in this event, the Board of Directors shall fairly determine the wording of the proposed amendment. Sections 1 and 5 shall not be amended without benefit of legal counsel nor without proper steps being taken to modify the articles of Incorporation. The proposed amendment shall then be read at the next three (3) consecutive meetings of the membership. At the time of the third meeting and after the third reading, the amendment shall be submitted to a vote and shall be considered adopted of at least 2/3 of the votes cast favor adoption.

SECTION 25: CONFLICTS

Any provisions of this Constitution and By-Laws which conflict with the Articles of Incorporation, or the requirements of any Statute or Court Order shall be deemed to be automatically amended to conform (if that be possible) or be cancelled but without prejudice to the remaining provisions.

This Constitution and By-Laws adopted by the Membership of the Garver Lake Improvement and Conservation Club, Inc. at a meeting held at Our Lady of the Lake Church, Edwardsburg, MI, Sunday, January 19, 1997.