

**WALLOON LAKE ASSOCIATION AND CONSERVANCY
BYLAWS
2019**

SECTION I - GENERAL PROVISIONS

1.1 Name. The name of the corporation is Walloon Lake Association and Conservancy (the "Corporation" or "WLAC")

1.2 Organization of the Corporation. The Corporation's Articles of Incorporation provide that the Corporation is organized on a nonstock, membership basis under the Michigan Nonprofit Corporation Act (the "Act").

1.3 Members and Membership. The members of the Corporation shall be all of the persons who are regular or current lifetime members in good standing of the Corporation, all of whom shall be treated as members. The Members have the rights and responsibilities only as indicated below in Sections 2.4, 2.5, 2.15 and 9.2. The Board (as defined in Section 2.1 below) shall decide all other matters and are responsible for the day-to-day operation of the Corporation. Any person, business or other entity concerned with advancing the purposes of the Corporation is eligible for membership. Regular membership shall be on a calendar year basis, commencing with payment of the annual membership dues and ending the following December 31. The amount of the annual membership dues and the form of the application to be submitted shall be as determined by the Board in advance of the calendar year to which the membership dues and application shall apply. Membership applications shall be mailed or transmitted electronically to existing members annually for the coming calendar year membership. The Board may expel from membership any member who, in the opinion of said Board, has seriously abused the privilege of membership or who is otherwise guilty of conduct seriously detrimental to the Corporation or its membership. No such expulsion is effective until after 15 days' notice and opportunity for hearing before the Board is afforded to the member. The Board, after any hearing as provided for herein, shall be the sole judge of whether the conduct in question warrants expulsion from membership. Membership dues for the year in question shall be refunded in full upon expulsion.

1.4 Corporation's Purposes. The Corporation's purposes are set forth in Article II of the Articles.

1.5 Places of Business and Member Meetings. The Corporation shall have its principal place of business in Walloon Lake, Michigan, and may have such other places of business as the Board may determine. Meetings of the members shall be held at a suitable time and place convenient to the members within Emmet or Charlevoix County, Michigan, as may be designated by the Board.

SECTION II - BOARD

2.1 Number and Qualifications. The business and affairs of the Corporation shall be managed by a Board of Trustees (the “Board” and the members thereof, the “Trustees”). The Board shall consist of a maximum of 17 individuals, however during the transition of the combination of the former Walloon Lake Trust and Conservancy (the “Old Trust”) and the former Walloon Lake Association (the “Old Association”) the maximum number of Board will be a maximum of 23, gradually reduced by attrition and term limits to a maximum of 17. During such transition period, the Board may add a Trustee in accordance with Section 2.7 to provide the needed skill set for the Board to function properly, with the intent that the Board will gradually be reduced to the maximum of 17. Board members shall be members of the Corporation. The number of Trustees that shall constitute the whole Board shall be fixed from time to time by a resolution of the Board adopted by at least two thirds of the then existing members of the Board.

2.2 Initial Board. The initial Board shall be the individuals identified below. The name of each initial Trustee, and the year in which that Trustee’s first or second three-year term expires are:

Betony	Braddock	2021, 1st Term
Jen	Buchanan	2021, 1 st Term
Bob	Charlton	2019, 2nd Term
Dave	Deal	2020, 2nd Term
Connor	Dennis	2020, 1st Term
Matt	Frentz	2019, 2nd Term
Michael	Hatch	2019, 1st Term
Russ	Kittleson	2021, 1st Term
John	Marklewitz	2020, 1st Term
Judy	Reynolds	2019, 2nd Term
Pam	Roudi	2021, 2nd Term
Greg	Adams	2021, 1 st Term
Jim	Anderton	2021, 1st Term
George	Ash	2019, 1st Term
Marianne	Barry	2021, 1st Term
Mike	Eberhart	2021, 2nd Term
Danny	Fellin	2019, Interim

Mary Pat	Goldich	2020, 1st Term
John	Hegener	2020, 2nd Term
Lauren	Macintyre	2020, 2nd Term
Terry	Marrs	2019, 1st Term
Bob	Saddler	2019, 2nd Term
Bill	Sarran	2020, 2nd Term

The term of each initial Trustee shall expire in August of the year indicated for expiration of such term identified above. For purposes of the two-term limitation in Section 2.3, the expiring term shall be treated as that Trustee's or Trustee's first term or second term as Trustee of this Corporation based on whether that Trustee or Trustee was serving their first or second term of the Old Trust or Old Association respectfully.

2.3 Term of Office. The term of office for Trustees, other than the initial Trustees identified above, shall be three (3) years, commencing with their election at the annual meeting. A Trustee shall hold office for the term for which that Trustee is elected or until the date of resignation or removal. A Trustee can complete two (2) consecutive full terms of office, but shall then be disqualified from further service as a Trustee for one (1) year thereafter. In the event a Trustee is appointed to fill a vacancy, that Trustee can complete the term of the Trustee being replaced, and if that interim term is for less than two (2) years, an additional two (2) consecutive full terms of office. If the interim term is for a period of two (2) years or more it will count as that replacement Trustee's first term. In order to maintain continuity of management, the Board may adjust the term length of an existing Trustee in order to avoid the turnover of more than four (4) Board in any given year.

2.4 Election of Board. Board shall be elected by a vote of the members present at the annual meeting, as described in Section 2.5. The Board shall nominate candidates for election to the Board in a number not to exceed the number of Trusteeships to be filled in compliance with Section 2.1. Members are encouraged to nominate prospective Trustees as provided in Section 5.3. Nominations from the floor at the annual meeting may be considered, but not in a number that exceeds ½ of the vacancies to be filled.

2.5 Notice of Meetings, Quorum and Voting. It shall be the duty of the Executive Trustee to serve notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, upon each member of record, at least twenty (20) days but not more than sixty (60) days prior to such meeting. A quorum for any meeting of the members shall be 25% of the voting members, present in person or by proxy. Except as specified in Section 9.2, the majority of those voting at a meeting at which a quorum is present shall be the act of the membership. Votes may be cast only in person, by electronic transmission or by a writing duly signed by a member not present at a given meeting, in person or by proxy. Proxies, electronically transmitted votes and any written votes must be filed with the Executive Trustee of the Corporation at or before the appointed time of each meeting of the members of the

Corporation. Cumulative voting shall not be permitted. Voting shall be on the basis of one ballot for each membership dues paid.

2.6 Removal. A Trustee may be removed from office for cause at any annual or special meeting of the Board by the affirmative vote of more than 50% of the current Board, with the Trustee being considered for removal not voting.

2.7 Vacancies. If a Trustee dies, resigns, is removed, or is otherwise unable to serve as a Trustee for any reason, his or her successor may be appointed by the Board. The Board Development Committee will recommend candidates. A successor who is elected to fill a vacancy shall serve for the unexpired portion of the term.

2.8 Annual Meeting. An annual meeting of the Board and the membership shall be held each year in August on a day and at a time and place determined by the Board. At the annual meeting, the members may elect one or more Trustee pursuant to Sections 2.4 and 2.5, and consider other business that is properly brought before the meeting.

2.9 Regular and Special Meetings. Regular meetings of the Board may be held at such times and places, including by telephone and computer, within or without the State of Michigan, as reflected in the annual calendar published by the Executive Trustee. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon the written request of any five Board members.

2.10 Notice of Special Meetings of the Board. Written notice of the time and place of all special meetings of the Board shall be given to each Trustee at least twenty-four (24) hours before the time of the meeting, either personally or by emailing such notice to each Trustee at the email address designated by the Trustee for such purposes. A notice of a special meeting shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting.

2.11 Action Without a Meeting. Any action required or permitted at any meeting of the Board may be taken without a meeting, without prior notice and without a vote, if all Trustees consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

2.12 Quorum and Voting Requirements. A majority of the Board then in office constitutes a quorum for the transaction of business. The vote of a majority of the Board present at any meeting at which there is a quorum shall be the acts of the Board unless a larger vote is required by applicable law, these bylaws or the Articles. A member of the Board may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

2.13 Compensation. The Corporation shall not pay a Trustee any compensation for his or her services as a Trustee, but the Corporation may purchase insurance as provided in Section 8.1. The Corporation may also provide reasonable compensation to a Trustee for services which are beyond the scope of that Trustee's duties, and may reimburse a Trustee for expenses actually and necessarily incurred in the performance of that Trustee's duties.

2.14 Execution of Conveyances, Mortgages and Contracts. The Board may designate one or more officers, agents or employees to execute a contract, conveyance, mortgage or other instrument on behalf of the Corporation; such authority may be general or confined to specific transactions. If the Board authorizes the execution of an instrument without designating the person who is to act on its behalf, the President or Vice President, and the Secretary or Treasurer, may execute the instrument on behalf of the Corporation.

2.15 Authority Reserved for Members. In addition to voting for Board members at annual meetings as described in Section 2.4, the Board must obtain the approval of the membership in accordance with Section 9.2 and with the approval percentages stated therein in order to merge, terminate, liquidate or in any way cease the operation of the Corporation.

SECTION III - OFFICERS

3.1 Officers. The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer. The President, Vice President, Secretary and Treasurer shall be Trustees.

3.2 Election and Term of Office. The President shall be elected for a term of two years with all other Officers elected annually for a one (1) year term. No person may serve consecutive terms as President. All Officers other than the President may be elected to successive terms by the Board. At the May meeting each year, or the next meeting thereafter if there is no meeting in May, the President will inform the Board of the annual officer election process, identifying positions to be filled and inviting any Trustee to self-nominate for any available position. The Executive Committee, with the advice of the Board Development Committee will develop a slate of candidates for consideration by the entire Board. The election of Officers shall occur at the regularly scheduled meeting of the Board immediately following the annual meeting.

3.3 Removal. Any officer may be removed with or without cause by the vote of a majority of the Board then in office at any regular meeting of the Board or any special meeting called for that purpose.

3.4 Vacancies. In the event of the death, resignation, removal or other inability of any officer to serve, the Board shall elect a successor to serve until the expiration of the normal term of such officer.

3.5 President. The President shall be the chief executive officer of the Corporation and under the direction of the Board shall have power, on behalf of the Board, to

perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable to effectuate the actions and policies of the Board. The President shall preside at all meetings of the Board and, with the exception of the Finance Committee, shall appoint all Chairs of the Corporation's Committees after consulting with other members of the Executive Committee.

3.6 Vice President. The Vice President shall perform such duties as determined from time to time by the Board or the President and shall perform the duties of the President in the President's absence.

3.7 Secretary. The Secretary shall send, or cause to be sent, all required notices of meetings of the Board, prepare, or cause to be prepared, the meeting minutes of the Board, and maintain, or cause to be maintained, the minutes and all documents evidencing actions of the Board and the Executive Committee of the Board in the Corporation's minute book, and perform such other duties that usually pertain to the office and as determined from time to time by the President or the Board. All corporate documents will be maintained at corporate headquarters.

3.8 Treasurer. The Treasurer shall serve as the Chair of the Finance Committee and be responsible for overseeing the financial condition of the Corporation in accordance with the investment policy approved by the Board, and shall report on that condition to the Board. This oversight responsibility shall include review and consultation with the Executive Trustee of the Corporation who shall be responsible for payment of properly approved bills, supervise the timely deposit of funds and other matters pertaining to the day-to-day financial operation of the Corporation, as well as the preparation of the budget, preparation of periodic financial statements and compliance with established financial policies and procedures. The Treasurer shall also oversee the investment of the Corporation's funds which shall be invested in accordance with investment guidelines established in consultation with the Board. The Corporation's Investment Advisor shall not be a member of the Board or an employee of the Corporation.

SECTION IV - GIFTS TO THE CORPORATION

4.1 Gifts. The Corporation may receive unrestricted gifts to the Corporation of money and readily marketable securities from any source. Only the Board by majority vote may accept or refuse any gift or a gift that is an interest in real property, including a real property easement, personal property, or tangible or intangible property, that is not readily marketable or that is subject to conditions or restrictions of any kind, or property whose ownership, preservation or maintenance would or could add to the Corporation's expenses. The criteria for acceptance of restricted gifts will be as set forth in the Restricted Gift Procedure currently established by resolution of the Board and as may be amended from time to time.

SECTION V - STANDING COMMITTEES

5.1 Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer of the Corporation. The President shall call a

meeting of the Executive Committee for such purposes as he or she deems appropriate. Minutes of these meetings will be recorded and kept in the Corporation's minute book. The Executive Trustee shall be an Ex Officio (without voting privilege) member of the Executive Committee. Executive sessions of the Executive Committee shall consist of only voting members of the Executive Committee, and may be called by any voting member of the Executive Committee.

5.2 Personnel and Governance Committee. The Executive Committee shall also serve as the Corporation's Personnel and Governance Committee. The major functions of the Personnel and Governance Committee include providing guidance to the Executive Trustee, oversight of personnel and employee compensation decisions, review and updates to the employee handbook, board self-assessment, governance practices, policy and procedure development and execution and the annual evaluation of the Executive Trustee.

5.3 Board Development Committee. The chair of the Board Development Committee shall be a Trustee, and may consult with other past presidents and appoint one or more of them as members of the Committee, and may consult with other members and Board to assist the Committee in its deliberations. The Board Development Committee shall consist of at least three (3) persons, to include the current President. In addition, the Executive Trustee shall be an Ex Officio (non-voting) member of the Board Development Committee. All Board and members are encouraged to submit resumes for Trustee candidates to the Board Development Committee chairperson up to sixty (60) days prior to the scheduled election at the annual meeting. The resume will be submitted on the standard Trustee resume form available at the Corporation's office. Notice of vacancies will be posted in "*The Wallooner*," with members encouraged to nominate potential candidates for consideration. After evaluating nominated candidates' willingness to serve, and coordinating with the Executive Committee, The Board Development Committee will identify recommended candidates for new Board at the Board Meeting one month prior to the annual meeting.

5.4 Education Committee. The role of the Education Committee is to provide opportunities for members of the Corporation to learn about the history, ecology, and maintenance of Walloon Lake and its environs. The major functions of the Education Committee include working with the Corporation's staff to create educational opportunities for membership and community outreach, planning and executing events, and the annual Celebrate Walloon event.

5.5 Communications and Outreach Committee. The purpose of the Communications and Outreach Committee is to bring the Corporation's mission "to life" by connecting stakeholders important to the Corporation's long-term success with the Walloon experience through: aligned and targeted messaging; engaging constituents on/about the lake and watershed to garner membership and support fund development; preemptive and proactive communication; disarming issues or concerns before they are detrimental; continuing education and by using a variety of media and communications channels with an emphasis on social media, "*The Wallooner*" and the Annual Directory.

5.6 Fund Development Committee. Responsibility for the development of sustainable long-term financial resources for the Corporation rests with the Board. The Fund Development Committee provides the Board with guidance and counsel on revenue-generating plans by reviewing, discussing, evaluating and helping to implement proposed financial development and marketing strategies. Activities to that end will include constant attention to the strength of the mission and building a case for support, mindful consideration of the resources required to carry out the mission, creating plans for cultivating and soliciting private (individual, foundation, corporate) and public funds, increasing fundraising involvement and implementation of best practices for donor cultivation, stewardship and retention.

5.7 Membership Committee. The Membership Committee's responsibility is to promote membership in the Corporation. The Trustee of Membership employed by the Corporation shall serve on the Membership Committee and provide staff leadership for the Committee. The goal is to have all property owners, local businesses, and anyone (resident or non-resident) who enjoys the pristine beauty of Walloon Lake and its environment, become members of the Corporation. The Membership Committee will work with the Corporation's staff to determine the annual message to deliver during our annual membership drive, including neighborhood meetings.

5.8 Finance Committee. The Treasurer of the Corporation shall chair the Finance Committee and shall report to the Board the activities of the Finance Committee. The President and Treasurer of the Corporation shall appoint the members of the Finance Committee, who must then be ratified by the Board. The Finance Committee will be responsible for the assessment of financial procedures, statement of investment objectives, budget review, fiscal year end reviews and reports, long term financial planning, ongoing evaluation of the investment advisor, and review of the financial aspects of anticipated purchases of land and conservation easements.

5.9 Insurance Committee. The Insurance Committee arranges liability and such other insurance policies, as directed by the Board, that are required to protect the assets of the Corporation and its Board, employees and volunteers.

5.10 Land Protection Committee. The President of the Corporation and the chair of the Land Protection Committee shall appoint the Land Protection Committee members. The Trustee of Conservation Programs employed by the Corporation shall serve on the Land Protection Committee and provide staff leadership for the Land Protection Committee. The Committee aids staff in researching and evaluating potential land acquisitions, and prepares a recommendation to the Board for qualified properties.

5.11 Land Stewardship Committee. The President of the Corporation and the chair of the Land Stewardship Committee shall appoint the Land Stewardship Committee members. The Trustee of Conservation Programs employed by the Corporation shall serve on the Land Stewardship Committee, provide staff leadership for the Land Stewardship Committee and manage volunteer stewards. The Land Stewardship Committee shall aid staff in the monitoring of Preserves and Conservation Easements.

5.12 Water Quality/Environmental Impact Committee. The Water Quality/Environmental Impact Committee is responsible for maintaining the health and viability of Walloon Lake and the surrounding watershed. The Water Quality/Environmental Impact Committee will consult, coordinate and collaborate with other WLAC Committees, appropriate Associations, contractors, NGOs and governmental agencies to achieve the best possible water quality for Walloon Lake. In addition, the Chairperson of the Water Quality/Environmental Impact Committee is responsible for recruiting volunteers for water quality activities.

5.13 Land/Water Safety Committee. The Land/Water Safety Committee shall supervise and organize water and land safety and training programs, and shall be responsible for procurement, operation, and maintenance of safety equipment. The Land/Water Safety Committee will work to achieve or improve: increased law enforcement presence on Walloon Lake, boating safety, preserve volunteer training, emergency medical service, fire protection, buoy maintenance and Neighborhood Watch programs.

5.14 Government Affairs Committee. The primary function of the Government Affairs Committee is to serve as a conduit between the governing bodies of the five (5) Townships surrounding Walloon Lake and the Corporation. The Government Affairs Committee is configured to provide two (2) members of the Corporation who reside in each of the respective Townships that will attend Township meetings on a regular basis and report on any issues that may impact Walloon Lake and its environs. The Government Affairs Committee Chairperson will report regularly to the Board on any items that require Board action or involvement.

5.15 Authority of Committees. Unless specifically otherwise provided in these bylaws, Committees shall have no authority to commit the Corporation to any contractual relationship or to expend Corporation funds. All such actions proposed by a Committee must be authorized by the Board prior to incurring any such commitment.

SECTION VI – ADDITIONAL AND SPECIAL COMMITTEES

6.1 Other Committees. From time to time the President with the advice of the Executive Committee may establish additional standing or special committees for such purposes as he or she deems appropriate. The Chairperson of each such committee and the President together shall appoint committee members, who must then be ratified by the Executive Committee. At least one member of the Board shall serve on each standing and special committee. The President of the Corporation shall write a description of the purpose of the committee, defining its powers and responsibilities, and setting forth the names of its chair and its committee members. This information shall be presented to the Board at or before its regular meeting following the appointment of the committee.

SECTION VII - FISCAL YEAR

7.1 Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.

SECTION VIII - INDEMNIFICATION

8.1 Indemnification. Each person who is or was a Trustee, Officer, volunteer, employee or member of a committee of the Corporation and each person who serves or has served at the request of the Corporation, as a Trustee, officer, employee or agent of any other Corporation, limited liability company, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time, for actions, non-actions and decisions made on behalf of the Corporation, except to the extent any such action, non-action, or decision is due to the gross negligence or willful misconduct of such Trustee, Officer, volunteer, employee or Committee member. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the preceding sentence.

SECTION IX – AMENDMENTS AND APPROVALS

9.1 Amendments. Except as noted in Section 9.2, the Board may amend or repeal these bylaws or adopt new bylaws at any meeting of the Board by the affirmative vote of at least two thirds of the then existing members of the Board. Notice of a meeting to amend or repeal the bylaws or adopt new bylaws shall be given at least ten (10) days prior to the meeting and shall contain notice of the proposed change. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation to the extent that they are consistent with applicable law and the Corporation's Articles. No amendment inconsistent with the Articles shall be effective unless and until the Articles are amended to eliminate the inconsistency.

9.2 Membership Vote. Any change to the bylaws in Sections 2.4, 2.5 and 2.15 must be approved by a vote of the membership at the special meeting called to consider the proposed change by the Board. The notice of the special meeting shall be given in writing to the membership at least 45 days prior to the meeting and shall contain notice of the proposed change. Any change under this Section must receive the affirmative vote of at least two thirds of the actual membership vote, by actual ballot or by proxy after meeting the quorum requirement of Section 2.5.

9.3 Electronic Transmission. When a notice is required or permitted by these bylaws to be given in writing, electronic transmission shall be deemed written notice. Electronic transmission or electronically transmitted means any form of communication that meets all of the following: (a) it does not involve the physical transmission of paper; (b) it creates a record that may be retained and retrieved by the recipient; and (c) it may be directly reproduced in paper form by the recipient through an automated process.

9.4 Effective Date. These bylaws will become effective upon their adoption by the Board.