

**Adopted: January 8, 2020**

**BYLAWS  
OF  
FOUR LAKES TASK FORCE**

(A Michigan Nonprofit Corporation)

**ARTICLE I  
Board of Directors**

Section 1. Directorship. The Corporation is organized upon a directorship basis. The property, business and affairs of the Corporation will be managed by its Board of Directors.

Section 2. Number, Composition and Term of Office. The Board of Directors of this Corporation will consist of not less than seven nor more than nine persons, as determined by the Board of Directors.

The composition of the Board of Directors shall be:

a. Lake Association Board Members. The Sanford Lake Association, Wixom Lake Association, Inc., and Secord Lake Association, Inc. will each be represented on the Board of Directors by two directors. The Smallwood Lake Association, Inc. will be represented on the Board of Directors by one director. Each lake association director will serve no more than two consecutive three-year terms but will be eligible for re-election after a one-year absence from the board. To the extent possible, the terms of the Directors representing the lake associations will be staggered so that at each annual meeting, approximately one-third of the Directors will be elected.

Each October, each lake association will nominate to the Board of Directors, one member of the lake association to serve as a Board member of the Corporation provided the lake association has a director vacancy occurring at the Annual Meeting in December. A majority of the Board of Directors of the Corporation must approve the appointment of any board member nominated by a lake association. If a nominated person is not approved by a majority of the Board of Directors, the respective lake association will nominate another member of that lake association as a board member until such time as the nominated person is approved.

b. County Appointed Board Members. The Board of Commissioners of Midland and Gladwin Counties can each appoint one individual to the Board of Directors of the Corporation. The appointed county board member must be either an elected official or officer of the County. The first county appointed board members will serve until December 31, 2021 unless the county board member is earlier removed, resigns or is not able to serve as a board member.

Elected county officials will not serve on any committee of the Corporation and will recuse themselves from voting on matters involving Corporation contracts with either county.

County appointed board members will serve no more than two consecutive two-year terms but will be eligible for re-appointment after a two-year absence from the board.

Section 3. Resignation, Removal and Vacancies. A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. Any Director may be removed with cause by the affirmative vote of a majority of the Directors then in office.

A Director representing one of the lake associations must remain a member of the represented lake association during his or her term of office as a Director of the Corporation. A Director representing one of the lake associations may be removed with or without cause by the lake association that he or she represents.

A Director appointed by either Midland or Gladwin County may be removed with or without cause by the respective county.

If a vacancy has occurred among the Board of Directors as a result of death, resignation, removal or otherwise, the vacancy may be filled in the same manner by which the Director whose position is vacated would otherwise be replaced at the end of his or her term. A board member appointed under this section may serve out the term of the board member being replaced plus his or her maximum set of terms thereafter.

Section 4. General Powers as to Negotiable Paper. The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 5. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President or any Vice President, and, if necessary, attested by the Secretary or the Treasurer.

Section 6. Compensation. Directors will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director, consistent with policies adopted by the Board.

## ARTICLE II Meetings

Section 1. Annual Meeting. The annual meeting of the Directors of the Corporation will be held at the principal office of the Corporation on the first Tuesday of December of each year, or at any other place and date as designated by the Directors for the purpose of electing Directors and officers for the ensuing year, presenting to the Directors a copy of the Corporation's financial report for the preceding fiscal year, unless otherwise sooner provided, for the transaction of other business properly brought before the meeting, and for setting the date, time and location for the first regular meeting of the ensuing year.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held by providing Directors notice of the dates, times and places of the regular meetings within

10 days after the first regular meeting of the calendar year. At least one regular meeting of the Board must be held each year. Notice to the Directors of any change in the schedule of a regular meeting will be posted within three days after the meeting at which the change was made. For a rescheduled regular meeting, notice will be provided stating the date, time and place of the meeting at least 18 hours before the meeting. Any meeting that has been recessed for more than 36 hours shall be reconvened only after notice has been provided at least 18 hours before the reconvened meeting.

Section 3. Special Meetings. Special meetings of the Directors may be called by the President and will be called by the President or Secretary at the direction of not less than two Directors or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the President or Secretary and stated in the notice of the meeting. Any request for a meeting by the Directors must state the purpose or purposes of the proposed meeting. Notice of a special meeting must be provided at least 18 hours before the special meeting.

Section 4. Director Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given personally, by mail or by electronic transmission to each Director. Notice by electronic transmission will be deemed given when electronically transmitted to the person entitled to notice in a manner authorized by the person. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting.

A Director's attendance at or participation in a meeting constitutes a waiver of notice of the meeting, unless the Director at the beginning of the meeting, or when the Director arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

Section 5. Public Notice of Meeting. If public notice of a meeting is required under the Michigan Open Meetings Act, public notice will be made in compliance with that Act. The public notice will include the name of the Corporation, its telephone number and its address. The public notice will always be posted at its principal office and any other locations considered appropriate by the Board of Directors of the Corporation. Cable television may also be utilized for purposes of posting the public notice. The public notice will also be posted at the offices of the Board of Commissioners of Midland and Gladwin counties. The public notice will include the date, time and location of the meeting being noticed.

Section 6. Quorum and Voting. A majority of the Directors then in office will constitute a quorum at any meeting. The vote of a majority of the Directors present at a meeting at which a quorum is present will constitute the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 7. Conduct of Meetings. Meetings of the Directors will be presided over by the Chairperson. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 8. Open Meetings Act. Notwithstanding anything in these by-laws to the contrary, the Corporation will conduct its affairs and comply with the Michigan Open Meetings Act, 1976 PA 267, MCL 15.261 to 15.275, at such times as the Corporation becomes subject to that Act.

Section 9. Participation by Remote Communication. A Director or committee member may participate in a meeting of the Directors or a committee by conference telephone or other means of remote communication if (i) such meeting is not subject to the Michigan Open Meetings Act, and (ii) all individuals participating in the meeting may communicate with the other participants. Participation in a meeting under this section constitutes attendance in person at the meeting.

Section 10. Action by Unanimous Written Consent. Any action required or permitted to be taken at a regular or special meeting of Directors or by the members of a committee may be taken without a meeting, without prior notice and without a vote, if (i) taking such action by unanimous written consent would not be a violation of the Michigan Open Meetings Act, and (ii) all of the Directors unanimously consent in writing, including by electronic transmission such as email, to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Directors.

### ARTICLE III Officers

Section 1. Election or Appointment. The Board of Directors will elect a President, a Secretary and a Treasurer of the Corporation at each annual meeting and may elect a Vice President, Assistant Secretary and Assistant Treasurer. The Board may elect from among their number a Chairperson and a Vice Chairperson. The same person may hold any two or more offices, but no officer will execute, acknowledge or verify any instrument in more than one capacity. The Directors may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

Section 2. Term of Office. The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Corporation and until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the best interest of the Corporation will be served.

An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 3. Compensation. Any officer who is an employee of the Corporation will receive reasonable compensation for his or her services as fixed by the Board of Directors.

Section 4. Chairperson. The Chairperson will preside over all board meetings and will perform such other duties prescribed by the Board of Directors.

Section 5. Vice Chairperson. The Vice Chairperson will, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and will perform any other duties prescribed by the Board of Directors or the Chairperson.

Section 6. President. The President will be the chief executive officer of the Corporation and will have general and active management of the activities of the Corporation. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person. In the absence of a Chairperson or Vice Chairperson, the President will preside at meetings of the Directors and in his or her absence, the Directors present at the meeting will designate another presiding officer.

Section 7. Vice President. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Directors or the President.

Section 8. The Secretary. The Secretary will attend meetings of the Board of Directors and record or cause to be recorded the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Board of Directors for which notice may be required and will perform any other duties prescribed by the Board of Directors.

Section 9. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

Section 10. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary and the Assistant Treasurer, respectively, in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Directors.

#### ARTICLE IV Committees

Section 1. Executive Committee. The Board of Directors may establish an Executive Committee consisting of at least that number of directors that constitute a quorum of the full Board of Directors. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board of Directors, except that the Executive Committee will not have power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or conversion;
- (c) Approve the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (d) Approve the dissolution of the Corporation or the revocation of a dissolution;
- (e) Amend the Bylaws of the Corporation;
- (f) Fill vacancies on the Board; or
- (g) Fix compensation of the Directors for serving on the board or on a committee.

Any action taken by the Executive Committee on behalf of the Board of Directors must be taken at a meeting where at least that number of members of the Executive Committee are present that would constitute a quorum of the full Board of Directors. The action of the Executive Committee can be taken by a majority vote of the Executive Committee members in attendance provided that quorum is also met.

Section 2. Other Board Committees. The Board of Directors may designate other Board committees consisting wholly of Directors as committee members, as it deems appropriate, provided that any Board Committee will consist of no less than two Board members. The Board committees will have the powers or authority of the Board in the management of the business and affairs of the Corporation as the Board delegates to them, except as limited by these bylaws, by law or by Board resolution. If a Board committee established under this section is authorized to take actions required to be taken by the Board of Directors by law, the Board committee must consist of that number of members that would constitute a quorum of the full Board of Directors.

Section 3. Non-Director Advisory Committees. The Board of Directors may designate other committees consisting, in part, of individuals who are Directors or officers of the Corporation and some or all of whom may be other individuals who are not Directors or officers of the Corporation, provided that any committee appointed under this section will not consist of a sufficient number of Board members that would constitute a quorum of the Board. Committees appointed under this section may not exercise the power or authority of the Board in the management of the business and affairs of the Corporation but may perform under the direction of the Board those functions determined from time to time by the Board.

Section 4. Procedure. All committees, and each member thereof, will serve at the pleasure of the Board of Directors. The Board of Directors will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner

provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

## ARTICLE V Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) that was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, for expenses, including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

Section 3. Governmental Immunity. No provision of these Bylaws or the governing instruments of the Corporation is intended, nor shall it be construed, as a waiver by any party or the Corporation of any governmental immunity provided under Michigan or other law to the Corporation or a party.

## ARTICLE VI Conflicts of Interest

Section 1. Disclosure. When a member of the Board, an officer or a committee member is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board, an officer or committee member has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or committee action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member, officer or committee member, or a member of his or her immediate

family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. Voting. Any Board member, officer or committee member having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, nor may he or she be counted in determining a quorum for the meeting at which the matter is voted upon. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member or committee member abstained from voting, that his or her presence was not counted in determining a quorum, and whether comparability data was considered and used as a basis for making the decision. The comparability data should be attached to the minutes and made a part of the record.

Section 3. Determining Compensation. The process for determining compensation of the Corporation's chief executive officer, executive director, other officers or key employees will include review and approval by independent persons, use of comparability data and contemporaneous substantiation of the deliberation and decision. An independent person is defined as a director, officer or member of a committee with governing Board delegated powers who does not have a direct or indirect financial interest in the Corporation.

Section 4. Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

## ARTICLE VII Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation will end on the last day of December

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Directors of the Corporation then in office.

Section 3. Loans and Guarantees. The Corporation will not provide loans to or guarantee obligations of an officer or Director of the Corporation, unless expressly permitted under State law.