

**BYLAWS
OF
LAKE LANSING PROPERTY OWNERS ASSOCIATION INC.**

**ARTICLE I
PURPOSE OF THE ASSOCIATION**

1.01 Purposes. The Lake Lansing Property Owners Association Inc. ("Association") is organized for the following purposes:

To seek, provide, promote and perform such acts, functions and services as will reasonably enhance and further the comfort, convenience, enjoyment, safety, privacy, health, sanitation and welfare of the homeowners who own property contiguous to Lake Lansing.

**ARTICLE II
OFFICE**

2.01 Principal Office. The principal office of the Association shall be located in Haslett, Michigan.

**ARTICLE III
MEMBERS**

3.01 Members. The Association shall have no shareholders, but shall have members.

Any person, persons, firm, trust, partnership, or corporation owning a buildable lot or owning a residence on Lake Lansing and possessing littoral rights, shall be eligible for membership in the Association.

Each member, as defined above, shall have one vote. Where there is joint ownership, each owner shall have one vote.

Membership in the Association shall terminate upon the transfer of ownership interest in the property, which initially gave eligibility for membership; the new owner(s) shall be eligible for membership.

3.02 Dues. Payment of annual dues or assessments, as determined by the membership, shall be required in order to be a member in good standing with the rights and privileges thereof. Members shall set the dues at the annual meeting.

**ARTICLE IV
BOARD**

4.01 Powers. The business, property and affairs of the Association shall be managed by the Board of Directors ("Board"). However, the Board cannot act on any matter involving a special assessment to its members, or the creation of any rules binding upon its members,

without approval of the majority vote of the members of the Association present at a properly noticed meeting.

4.02 Number. There shall be 10 Directors on the Board, consisting of the President, Vice President, Treasurer, Secretary, and five at large members, plus the immediate past president ex officio.

4.03 Tenure. Directors shall be elected for terms of two years. Election years of the President, Treasurer and three Directors shall alternate with election years of the Vice President, Secretary, and two Directors.

4.04 Conflict of Interest. It shall be the responsibility of each Director to announce a conflict of interest when such a situation occurs. A Director shall not vote on any matter in which a conflict of interest is presented for the Director, but the Director may participate in the discussion of the matter.

4.05 Resignation. Any Director may resign at any time by providing written notice to the Association. The resignation will be effective upon receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 4.07 of the by-laws. Directors must reside on Lake Lansing in order to be Directors.

4.06 Removal. Any Director may be removed with cause by a majority vote of the members of the Association present at a properly noticed meeting.

4.07 Board Vacancies. A vacancy on the Board may be filled with a person selected by a majority vote of the remaining Directors of the Board at a meeting where a quorum is present.

4.08 Annual Meeting. An annual meeting shall be held each year.

4.09 Regular Meetings. The Board shall hold regular meetings at such time and place as shall be determined by resolution of the Board or by notice given at least 10 days in advance of the meeting. The Board may provide for other meetings by resolution.

4.10 Special Meetings. Special meetings of the Board may be called by the President or any three Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner, at least three days before the meeting.

4.11 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.

4.12 Waiver of Notice. Directors may waive notice of any special meeting. Any Director attending a special meeting shall be deemed to have waived notice of such meeting unless such attendance is for the express purpose of objecting to the transaction of any business because such meeting was not properly called or convened.

4.13 Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.14 Quorum. Five or more of the Directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

4.15 Consent to Corporate/Association Actions. Any action required or permitted to be taken by the Board at any Board meeting may be taken without a meeting, without prior notice and without a vote, if written consents, setting forth the action taken, are signed by all Directors entitled to vote on the action. The written consents shall bear the date of signature of each Director who signs the consent.

An electronic transmission consenting to an action transmitted by a Director, is written, signed and dated for purposes of this section if it is delivered with information from which the Association can determine that it was transmitted by the Director, and includes the date on which it was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent is signed for purposes of this section. A consent given by electronic transmission is not delivered until reproduced in paper form and the paper form delivered to the Association's Secretary or principal place of business. The Secretary shall print a copy of each consent given by electronic transmission and file it with the Association's minutes.

4.16 Presumption of Assent. A Director of the Association shall be deemed to have assented to an action taken by the Board unless he or she makes his/her dissent known during the meeting at which such action was taken, or unless the dissenting Director, immediately after such meeting, shall send to the Secretary of the Association a written dissent towards such action. No Director who affirmatively votes for any action may later dissent to such action.

ARTICLE V COMMITTEES

5.01 General Powers. The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the Association's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- (a) amend the Articles of Incorporation,
- (b) adopt an agreement of merger or consolidation,
- (c) amend the By-laws of the Association,
- (d) fill vacancies on the Board, or
- (e) fix compensation of the Directors for serving on the Board or on a committee.

5.02 Meetings. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article IV for meetings of the Board.

ARTICLE VI OFFICERS

6.01 Number. The officers of the Association shall be recommended by the Board for election or nominated by members at a general meeting for that purpose. The officers shall be elected by a majority of the members of the Association present at a properly noticed meeting for the election of officers. The officers shall be a President, Vice-President, a Secretary, and a Treasurer.

6.02 Removal. The members of the Association may, in their discretion, remove any officer by a majority vote of the members present at a properly noticed meeting for that purpose.

6.03 Vacancies. The Board may fill a vacancy in any office due to the death, resignation, removal or disqualification of any officer of the Association. The officer filling the vacancy shall serve for the unexpired portion of the vacating officer's term.

6.04 President. The President is the chief executive officer of the Association and shall have authority over the general control and management of the business and affairs of the Association, subject to the control of the Board. The President shall preside at all meetings of the Board, if he/she is present at such meetings. The President may sign any instruments necessary to the operations of the Association unless the signing of such documents has been delegated by the Board to some other officer of the Association or unless such signing is prohibited by law to be so signed or required by law to be otherwise signed. The President shall perform all other duties prescribed by the Board from time to time, and all other duties incident to the office of President.

6.05 Vice-President. The Vice-President shall perform all duties assigned to him/her by the President or by the Board. The Vice-President shall assume the duties of the President in the event of the President's absence, death, resignation, removal, disqualification, or inability or refusal to act until such time as the Board can duly appoint or elect a new President.

6.06 Secretary. The Secretary shall (a) keep minutes of the meetings of the Board and of general membership meetings; (b) be responsible for providing notice to each Director (or member) of all such meetings as required by law, the articles of incorporation, or these By-laws; (c) be the custodian of the Association/Corporate records; (d) keep a register containing the address of each officer and Director, such address to be provided to the Secretary; (e) sign any documents with the President or Vice-President which the Board requires the Secretary to sign; (f) perform all such duties incident to the office of Secretary, or any other duties assigned to him/her from time to time by the Board or the President.

6.07 Treasurer. The treasurer shall (a) be in charge of, have custody over and be responsible for all the funds and securities of the Association; (b) shall in a timely manner prepare drafts and/or checks for payment of obligations as directed by the President or Board; (c) receive any money due and payable to the Association from any and all sources; (d) deposit in a timely manner any and all such money in the Association's name in such account(s) as the Board

determines; (e) assure that accurate books and records are kept of Association receipts and disbursements; (f) perform all duties incident to the office of Treasurer or any duties designated from time to time by the Board or the President; and (g) prepare an annual report to the membership concerning fiscal matters of the Association. The Board may require the Treasurer to post a bond for the faithful discharge of his/her duties in an amount and with such sureties as determined by the Board.

ARTICLE VII CONTRACTS, LOANS, CHECKS, AND DEPOSITS

7.01 Contracts. The Board may authorize any officer or agent of the Association to enter into contracts on behalf of and in the name of the Association. The Board may also authorize any officer or agent of the Association to execute and deliver any instrument in the name of and on behalf of the Association.

7.02 Loans. The Board may, by resolution, authorize that loans shall be contracted for or that evidence of indebtedness shall be issued in the name of the Association. This is the only manner by which such loans or evidence of indebtedness shall be authorized. Such authorization may be general or limited to specific instances.

7.03 Checks and Drafts. The Board shall determine, by resolution, which officer or officers, agent or agents of the Association shall have the authority and duty to sign all checks, drafts, or other orders for the payment of money issued in the name of the Association.

7.04 Deposits. Any funds of the Association not being used in any other manner for the benefit of the Association shall be deposited to the credit and in the name of the Association in a manner the Board shall select from time to time.

ARTICLE VIII INDEMNIFICATION

8.01 Indemnification of Officers and Directors. The Association shall indemnify any person, to the fullest extent permitted by Michigan law, against all judgments, payments in settlement, fines and other reasonable expenses (including attorney fees) incurred by that person in connection with the defense of any action, suit, or proceeding, which is brought or threatened in which that person is a party or is otherwise involved because that person was or is a Director or officer of the Association or any affiliate other than an action by or in the right of the Association. This right of indemnification shall continue as to a person who ceases to be a director or officer, and shall inure to the benefit of that person's estate.

8.02 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 8.01 of this Article may be paid by the Association in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the Association. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

8.03 Indemnification of Employees and Agents of the Association. The Association may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Association to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and officers of the Association.

8.04 Insurance. The Association may purchase and maintain insurance on behalf of any person who: (a) was or is a director, officer, employee, or agent of the Association, or (b) was or is serving at the request of the Association as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify against such liability under this Article or the laws of the State of Michigan.

8.05 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Association and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Association to provide broader indemnification rights than such provisions permitted the Association to provide before any such change.

ARTICLE IX COMPENSATION

9.01 Compensation. The Directors, Officers, and Committee Members shall serve without compensation.

ARTICLE X FISCAL YEAR

10.01 Fiscal Year, Generally. The Association's fiscal year shall begin on the first day of January and end on the 31st day of December of each and every year.

ARTICLE XI WAIVER OF NOTICE

11.01 Waiver of Notice. A person may waive notice of a meeting in writing or via electronic transmission as permitted in Section 4.15 of these by-laws. The waiver may be given either before, at, or after the meeting. A person who attends the meeting in person or by proxy has waived notice of the meeting unless, at the commencement of the meeting, the person states an objection on the basis that the meeting is not lawfully called or convened.

ARTICLE XII AMENDMENTS

12.01 Amendments. The members of the Association at any regular or special meeting, may alter, amend, or repeal these By-laws and adopt new By-laws by vote of a majority of the

members present, if notice setting forth the terms of the proposal has been provided at least two weeks prior to such meeting of the members.

12.02 These Bylaws amend and restate in their entirety the by-laws adopted by resolution of the members on _____.

**ARTICLE XIII
PARLIAMENTARY AUTHORITY**

13.01 Rules. The rules contained in the current “Robert’s Rules of Order, Newly Revised”, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with the By-laws and any special rules of order the Board may adopt.

APPROVED

Dated: _____

Secretary of the Board