

# Bylaws of the White Lake Citizens League



## ARTICLE I - NAME

The name of this non-profit organization is the White Lake Citizens League, hereafter referred to as the WLCL.

## ARTICLE II - AREA

WLCL's area encompasses the property located on or having deeded access to White Lake in the Townships of White Lake and Highland in Oakland County in the State of Michigan; hereafter referred to as the AREA. This AREA definition is aligned with the Special Assessment District associated with the Lake Improvement Board for White Lake as established by Oakland County.

## ARTICLE III - PURPOSE

The purpose of the White Lake Citizens League is to provide property owners located in the AREA an organization to manage lake-related matters of interest to all. These include but are not limited to liaison with governmental entities, management of WLCL projects and programs, and facilitation of communications with members. All WLCL activities are oriented toward maintaining or improving the quality and beauty of our lake, and/or to make lake living more enjoyable for our members. Water quality, beautification, social activities and safety are among the interests of the WLCL.

## ARTICLE IV - MEMBERSHIP

Any property owner in the AREA, as defined in Article II, is eligible for membership in the WLCL. To become a member in good standing, annual dues are to be paid to the Treasurer in accordance with the WLCL's published schedule.

## ARTICLE V - DIRECTORS

A Board of Directors (hereafter referred to as the Board) consisting of not less than five and up to 15 members in good standing shall govern the WLCL.

They shall be elected in accordance with Article IX hereof, for a term of 2 years from election date. The terms of office shall be staggered such that approximately one-half of the directors will be elected each year. Not requiring election, the Board will also include the Past President within the 5-15 members.

Directors are required to attend all Board and General Membership meetings and to serve on committees. Directors may be removed after three consecutive unexcused absences from Board and General Membership meetings.

The Board also may remove any Officer and/or Director in the event he/she does not follow the code of conduct in accordance with the provisions of Article XVI.

If a vacancy occurs for any reason, the Board may appoint a successor to fill the position for the remainder of the term. A replacement must be appointed if the vacancy causes the Board membership to fall below the minimum of five.

## ARTICLE VI - OFFICERS

Officers of the WLCL will include: President, Vice President, Secretary, and Treasurer.

Officers shall have terms of two years. Elections will be held every other year, with Officers elected from and by members of the Board of Directors per Article IX.

Any Officer of the WLCL may succeed himself/herself as an Officer.

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If a vacancy occurs for any reason, the Board shall appoint a successor to fill the position for the remainder of the term.

The Past President shall serve as an officer on an ex-officio basis and remains in the position until another new President is elected.

## ARTICLE VII - DUTIES OF OFFICERS

### PRESIDENT

The President will preside over all meetings of the WLCL, Board of Directors, and Executive Committee, and will:

1. Oversee all WLCL activities to assure they comply with bylaws and present an appropriate image.
2. Be considered an ex-officio member of all committees.
3. Lead the Executive Committee in the preparation of the annual budget and any significant revisions to the budget that may be required during the year.
4. Sign documents to convey or confirm Board or Executive Committee actions, such as:
  - Final approvals of plans and budgets for major programs and initiatives
  - Approval of direction to be given to the Lake Improvement Board.
  - Final approval of payments associated with major programs and initiatives. This includes projects wherein actual payments will be made by the Lake Improvement Board from funds collected by the Special Assessment District.
  - All official communications.
5. Assure that WLCL is properly represented at all meetings of the Lake Improvement Board.

### VICE PRESIDENT

The Vice President, in the absence or disability of the President, shall have the powers and perform the duties of the President, and will:

1. Oversee the activities of WLCL Committees.
2. Assure that Committees establish and maintain appropriate records and reports for reference by future committee members and/or the Board.
3. Perform other duties as directed by the President.

### PAST PRESIDENT

The immediate Past President of the WLCL will remain on the Board (with the same voting rights and responsibilities of other directors) for the term of the newly elected President.

The principal responsibility of the Past President is to assure a smooth transition of supervision for projects in process at the time of elections.

The Past President may also provide advice and counsel to the Board on policy and procedure matters.

### SECRETARY

The Secretary is generally responsible for all official WLCL records and correspondence, and will:

1. Compile, publish and maintain official minutes for all Executive Committee, Board and General Membership meetings.
2. Maintain attendance records for Board members.
3. Assure that meeting notices, meeting minutes and other official WLCL communications are prepared, distributed and posted to the WLCL web site on a timely basis.
4. Maintain master distribution lists including the official membership roster.
5. Coordinate with publishers of newsletters and other special communications to assure timeliness continuity and consistency.

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6. Manage WLCL archives to assure permanent copies of all key documents, web elements and photographs will be preserved and made available for use by historians, future boards, and committees. (Highly durable storage media should be used, such as optical disk.)
7. Perform other duties incident to the office or as directed by the President.

## TREASURER

The Treasurer is generally responsible for all budget, finance and accounting matters for the WLCL. This includes Special Assessment District revenues and expenditures and specifically, all contracts and contract changes. The Treasurer will:

1. Manage cash receipts and payments in bank accounts established under the name of the WLCL.
2. Manage other financial instruments (e.g. Certificates of Deposit) as may be directed by a policy set by the Board.
3. Manage approvals for payments to be made by or authorized by the WLCL in accordance with financial control processes and procedures set by the Board. This includes Lake Improvement Board projects funded by the Special Assessment District.
4. Manage official accounting and budget records for Committees, in accordance with processes and procedures set by the Board.
5. Prepare monthly and annual Treasurer's Reports for delivery at Board and General Membership meetings.

## ARTICLE VIII - COMMITTEES

### EXECUTIVE COMMITTEE

The Executive Committee will be comprised of the elected officers (President, Vice President, Secretary, and Treasurer), the Past President, and the WLCL Lake Improvement Board Representative.

The Executive Committee will:

1. Handle urgent or emergency matters arising between regularly scheduled Board Meetings.
2. Prepare recommendations on strategic matters for consideration by the Board.
3. Prepare the Annual Budget for approval by the Board.
4. Prepare official direction to be provided to the Lake Improvement Board and consider other matters relating to the Special Assessment District.
5. Develop a slate of candidates for elections (in conjunction with a specially appointed Nominating Committee if desired).

### STANDING OR SPECIAL COMMITTEES

The Board of Directors may establish Standing or Special Committees, Working Groups or Project Teams (referred to hereafter as Committees) to address matters of interest to the WLCL.

Committee membership is to include at least one Board member.

Without the express authorization of the Board, no Committee shall:

1. Incur any expense or financial obligation.
2. Make commitments on behalf of the WLCL.

The Chair of each Committee will:

1. Call and conduct meetings as required.
2. Provide information on Committee plans and activities to the Board.
3. Attend Board meetings as required to present or discuss Committee matters.

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## ARTICLE IX - NOMINATIONS AND ELECTIONS

### ELECTION CYCLE

Board of Directors elections will be held annually at the March General Membership Meeting.

### PREPARATIONS

The Executive Committee (assisted if desired by a Nominating Committee) will prepare a slate of candidates in February. The slate will be communicated to members at least ten days prior to the March election, and placed on a paper ballot. The ballot will include spaces for write-in candidates and a place to indicate member name and property address. A provision for delegation of voting rights to a proxy shall also be included.

### BOARD ELECTION PROCESS

The election shall take place during the March General Membership Meeting. After a review of the slate, nominations will be accepted from the floor. Voting will then be conducted using the ballots prepared in advance. The candidates receiving a plurality of the votes cast will be declared duly elected. In the event of a tie, the result shall be determined by the flip of a coin.

### OFFICER ELECTION PROCESS

As Officers serve two-year terms, elections are required bi-annually. In election years, the New Board of Directors will nominate and elect Officers immediately following the Board election. Verbal nominations will be voted on by a show of hands.

All members in good standing shall be eligible to vote in the election of the Board of Directors and on other official actions at a General Membership Meeting.

## ARTICLE X - VOTING

Only members in good standing may participate in elections or other official business. Each property address will have two votes. These votes may be exercised independently by joint owners if desired.

The method of voting shall be as follows:

### BOARD OF DIRECTORS ELECTIONS

Voting shall be by ballot as defined in Article IX.

### MOTIONS AT BOARD OF DIRECTORS MEETINGS

Motion shall be voted on by Board members only and are by voice, or show of hands.

### MOTIONS AT GENERAL AND SPECIAL MEMBERSHIP MEETINGS

On matters other than election of board members, voting by all members in good standing present shall be by voice or show of hands.

Raising a roll call vote may be requested to determine results when the eligibility of those voting is in question. In these cases, two votes per member property address will be accepted.

Secret ballots are not permitted.

## ARTICLE XI - MEETINGS

### GENERAL MEMBERSHIP MEETINGS

General Membership Meetings are held in the month of March. The location and date will be designated by the Board of Directors.

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## SPECIAL MEMBERSHIP MEETINGS

Special Membership Meetings may be called at any time by the Board of Directors, or upon written request presented to the Board by a group of 20 or more members in good standing.

At least ten days prior to the meeting, the Secretary will provide notice to the membership, including an agenda for the meeting.

## BOARD MEETINGS

Regular Board of Directors Meetings will be held monthly at a location and date set by the Board. A schedule of meetings will be published and maintained by the Secretary.

Special Board Meetings may be called by the President or any two Directors, at any time provided all directors are advised in advance of the time, place and purpose of the meeting.

All Regular and Special Board Meetings are open to all WLCL Members.

## **ARTICLE XII - MEETINGS: ORDER OF BUSINESS**

### GENERAL MEMBERSHIP MEETING

The order of Business at the General Membership Meeting shall be as follows:

1. Call to order
2. Reading and Approval of Minutes
3. Treasurer's Report
4. Officer and/or Committee Reports
5. Old Business
6. New Business
7. Election of Directors
8. Election of Officers for New Board of Directors
9. Adjournment

### BOARD OF DIRECTORS MEETING

The order of Business at regular Board of Directors Meetings shall be as follows:

1. Call to order
2. Roll call
3. Reading and Approval of Minutes
4. Treasurer's Report
5. Officer and/or Committee Reports
6. Old Business
7. New Business
8. Comments from Members in good standing
9. Adjournment

Agendas for Special Board of Directors Meetings will be tailored to the business at hand.

## **ARTICLE XIII - QUORUM**

### BOARD OF DIRECTORS MEETINGS

The quorum for transacting official business at Board Meetings is 50% or more of the Directors, including at least one Officer.

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Directors not present in person may provide their votes by telephone or other electronic means, or may provide their proxy to a Board member in attendance.

## GENERAL MEMBERSHIP MEETINGS

The quorum for transacting official business at General Membership Meetings is the same as the above, plus one WLCL member in good standing present in person who is not a member of the Board.

## ARTICLE XIV - MEMBERSHIP DUES

The membership dues are payable on the first (1st) day of January, the beginning of the WLCL Fiscal Year. Any Member who shall fail to pay membership dues prior to the General Membership Meeting in March will be considered delinquent and not a member in good standing.

Dues are subject to change at any General or Special Membership Meeting. Approval requires a 2/3 majority of the Members in Good Standing present.

## ARTICLE XV - FISCAL YEAR

The fiscal year of the White Lake Citizens League is from January 1 to December 31.

## ARTICLE XVI - COMPENSATION AND CONDUCT

No Member, Officer or Director of WLCL shall receive any monetary compensation for their services or allowance for expenses except as follows:

1. Expenses incurred while conducting WLCL business as authorized by the Board.
2. Recognition may be given to members for outstanding contributions through mementoes of token value.

Each Board Member will sign a standard code of conduct declaration upon election.

## ARTICLE XVII - POLICIES AND PROCEDURES

The Board may establish Policies and Procedures to provide specific direction to Officers, Directors or Members with regard to matters of importance to WLCL.

All Policies and Procedures established by the Board are to be observed and preserved as official adjuncts to these Bylaws.

## ARTICLE XVIII - AMENDMENTS

These Bylaws may be altered or amended at any General or Special Membership Meeting provided the proposed amendment is contained in a Meeting Notice published ten days before the meeting.

Approval requires a 2/3 majority of the Members in Good Standing present. Unless otherwise specified, any amendment to the Bylaws is effective upon approval.

## ARTICLE XIX - FINANCIAL REVIEWS

The Accounting and Financial Records of the WLCL are to be officially reviewed annually prior to the General Membership Meeting.

The Review Team is to consist of one Board Member and two qualified Members in Good Standing who are not Board Members.

The Review Team's report will be read to the Membership at the General Membership Meeting, and a copy included as part of the meeting minutes.

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## **ARTICLE XX - CONDUCT OF BUSINESS**

Official business at General Membership Meetings will be conducted in a disciplined manner, such as described in *Robert's Rules of Order*.

## **ARTICLE XXI - RISK MANAGEMENT AND DIRECTORS' LIABILITY**

### **RISK MANAGEMENT**

Selected activities sponsored or endorsed by the WLCL may generate significant liability risks. The Executive Committee is to review all proposed activities and initiatives to assure appropriate measures (e.g. safety & security plans; proper supervision; insurance policies held by WLCL, suppliers and partners) are taken to avoid undue exposure for the WLCL and its Members, Officers and Directors.

### **DIRECTORS' LIABILITY**

Officers and Directors of the WLCL are unpaid volunteers. No Officer or Director shall be held personally liable to the WLCL or its members for any monetary damages for breach of the fiduciary duties as a Director, except as noted below.

This provision shall not eliminate or limit the liability of an Officer or Director for any of the following:

1. A breach of the duty of loyalty to the WLCL.
2. An act or omission that is grossly negligent, not in good faith, or involves intentional misconduct or a knowing violation of law.
3. A transaction from which the Officer or Director derived an improper personal benefit.
4. An act in violation of Michigan law regarding Non-Profit Corporations.

## **ARTICLE XXII - DISBANDMENT**

The WLCL will remain a nonprofit organization forever and in the event of disbandment of the WLCL for whatever reason, a Financial Review will be conducted to assure payment of any outstanding obligations. Any remaining assets will be disbursed in accordance with applicable laws and as directed by an action approved at a Special General Membership Meeting, and will include final disbursement of funds to the two local government entities: White Lake Township and Highland Township.

Approved May 24, 2005

Article XXII amended May 26, 2010