

BY-LAWS  
OF  
EAGLE LAKE TEXAS ASSOCIATION, INC

Article I  
Purpose and Name

Section 1. The name of this association shall be EAGLE LAKE TEXAS ASSOCIATION, INC.

Section 2. The purpose of the Eagle Lake Texas Association is as follows:

To study means and ways of protecting and improving the environment of Eagle Lake, Texas Township, Kalamazoo County, and the property of abutting landowners; to inform members of the results of such studies; to make recommendations approved by the Board of Directors and/or the membership into effect; accept contributions and obtain revenue in other manners to be used in carrying out the purpose set forth herein.

Article II  
Membership

Section 1. Voting membership in the Eagle Lake Texas Association, Inc. shall be open to residents of Texas Township and others interested in the betterment of Eagle Lake, Texas, or who are interested in and serious of assisting in accomplishing the purpose of said Association as set forth in Article I, Section 2 of these by-laws, who are approved by the Directors and have tendered the membership fee. The Board of Directors shall have the authority to create one or more classes of non-voting memberships in the Corporation and shall have the authority to fix terms and conditions of such membership. Annual membership fees for voting or non-voting members shall be fixed by the Board of Directors.

Section 2. Application for membership shall be made in such manner as the Association shall prescribe, such application may be filed with the Board of Directors, and such investigation shall be made as the Association may desire.

Section 3. Membership in the Association may be terminated for failure to pay dues or for any other valid and sufficient reason as determined by the Board of Directors, at any regular or special meeting.

Article III

## Management - Board of Directors

Section 1. The management of the Association shall be vested in the Board of Directors.

Section 2. The Board of Directors shall consist of seven to ten persons.

Section 3. All members of the Board of Directors shall hold office for two years or until their successors are duly elected or appointed, and qualified.

Section 4. Four members of the Board of Directors shall constitute a quorum, and an affirmative vote of the numerical majority of the qualified members of the Board of Directors present and voting shall, at any Board of Directors meeting, be necessary for approval of any matter upon which the Board of Directors may act as set forth in ARTICLE III, Section 5 below.

Section 5. The Board of Directors shall elect officers, formulate all policy, authorize hiring and discharging of all employees, approve the appointment of all Committees, fill all vacancies in office, designate the depository of all funds, approve the disbursement of all funds, exercise full control over all real and personal property owned by the Association, recommend the dismissal of any member or officer whose presence is detrimental to the good of the Association, order the execution of legal documents and other written instruments; and generally act for the good of the Association.

Section 6: The office of any member of the Board of Directors shall be declared vacant by the Board of Directors whenever, in the opinion of the Board of Directors, the holder of the office has been unreasonably absent from meetings of the Board of Directors without valid excuse.

Section 7. The Board of Directors shall meet once a year at an annual meeting, on the second Wednesday in June, at a time and place designated by the President, and special meetings of the Board of Directors may be called by the President or by any three Board members upon giving of not less than four days written notice to all members of the Board of Directors, which notice may be given by either first class mail or by delivery to each of the Director's usual place of abode. In the event of a bona fide emergency which requires the immediate attention of the Board of Directors, a special meeting of the Board may be called by the President or by any two officers upon giving of notice to each member of the Board which shall state the date, time, place and purpose of such meeting and which notice shall be delivered to each Director's usual place of abode at least 12 hours prior to such meeting. At such emergency meeting, only business as stated in the notice of such meeting shall be considered and conducted.

Section 8. The Board is authorized to discount contributions in the form of Promissory Notes

Section 9. The Board of Directors is authorized to execute leases to accomplish the purposes set forth in these by-laws.

Section 10. Any action that might be taken at a meeting of the Board may be taken without a meeting if before the said action is taken, the majority of the Board members consent thereto by telephone (or otherwise) and then in writing as soon as possible. Written consents shall be filed with the Secretary. The action will have the same effect as a vote of the Board for all purposes and as if a meeting had been held in accordance with the by-laws.

Section 11. All duly elected or appointed Officers of the Board of Directors shall be indemnified by the Eagle Lake Texas Association, Inc., during their term of office as a member of the Board of Directors, in accordance with Addendum I of these by-laws. Such indemnification will be assured through the securing and maintenance of appropriate insurance, the costs of which will be born by the Association.

#### Article IV Officers

Section 1. The elected officers of the Association shall be President, Vice President, Secretary and Treasurer.

Section 2. The Officers elected to the positions designated in Article IV, Section 1. Shall be selected by the Board of Directors at the annual meeting.

Section 3. The President shall preside at all meetings of the Association and meetings of the Board of Directors, shall appoint all Committees, shall be a member ex officio of all Committees, and shall carry on those responsibilities assigned to him/her by the Board of Directors of the Association.

Section 4. The Vice President shall perform the duties and have the powers of the President during temporary incapacity or absence of the President.

Section 5. The Secretary shall keep correct minutes of all meetings of the Association and of the Board of Directors, and shall produce and read them upon the request of any officer or member of the Association, answer all correspondence in accordance with the instructions given him/her by the President or the Board of Directors, notify all members in good standing of the time and place of meetings as may be directed by the President of the Board of Directors and shall perform such other duties that may be required of him/her by the Association and the Board of Directors.

Section 6. The Treasurer shall receive all monies collected by the Association, shall have charge of the funds of the Association, and shall keep all funds in a bank approved by the Board of Directors and in the name of the Association. The Treasurer shall keep an accurate record of the funds of the Association and render a report whenever requested to by any officer. He/she shall make no disbursements other than those incurred through the ordinary operation of the daily affairs of the Association without the sanction of the majority of the Board of Directors present at any Board of Directors meeting. He/she

shall accept all applications for membership from new members and shall keep an up-to-date list of all members in good standing in the Association.

Section 7. No one person shall hold more than one of the aforementioned offices at any one time.

Section 8. The resident agent of the Association shall be appointed by the Board of Directors and shall serve at the Board's pleasure.

Section 9. The President shall appoint standing Committees as follows: Membership, Finance, Engineering, and Public Relations, and such Special Committees as he/she shall feel necessary from time to time.

#### Article V Membership Meetings and Dues

Section 1. Regular meetings of the members of the Association shall be held annually on the second Wednesday in June and special meetings held as provided by the Board of Directors.

Section 2. Written notice of the time, place and date of the annual meeting and any special meetings of the membership shall be prepared and distributed to the members by the Secretary not less than four days prior to such meeting.

Section 3. Membership in the Association shall be on the basis of equal participation in the annual expenses of the Association and current membership shall be determined annually by the Board of Directors. This fee shall be due and payable for such calendar or fiscal year as the Board of Directors shall designate and shall be due and payable on or before such date as said Board of Directors shall provide, and may provide for an adjustment of dues amounts for any given year. The Board of Directors may provide that first time members joining the organization during the last of any given number of months, not exceeding six calendar months of the year, will be given credit for a fully paid membership for the following year.

Section 4. Robert's Rules of Order shall govern all meetings.

Section 5. Ten members, excluding Officers, shall constitute a quorum.