BYLAWS
LES CHENEAUX ISLANDS ASSOCIATION
(a Michigan nonprofit corporation)

ARTICLE I.

Name and Location

The name of this organization, which is a nonprofit corporation organized under Act No. 84 of the Public Acts of the State of Michigan, 1921, shall be the Les Cheneaux Islands Association (hereinafter "Association"). The principle office of this Association shall be situated in the County of Mackinac, in the State of Michigan, at such specific location as the Board of Directors shall determine from time to time.

ARTICLE II.

Purpose

The purpose of this Association is to promote the common good and general welfare of the community by providing an advocacy organization through which the general character and desirability of the Les Cheneaux Islands as a permanent or seasonal residential area can be maintained and promoted as may seem appropriate to the membership. The Association exists to support and protect the Les Cheneaux Islands, its surrounding general public, and island waterways by supporting key community projects for the betterment of our community. The corporation shall proceed under Act 84, Section 2, Chapter 1, Part 1, of the Public Acts of the State of Michigan, 1921.

ARTICLE III.

Membership

Any person who establishes residence, permanent or otherwise, or expresses interests in the area known as the Les Cheneaux Islands, Clark Township, Michigan, is eligible to apply for membership in the Les Cheneaux Island Association. Applicants may be individuals or legal entities. An applicant is a member of the Association when the membership dues, considered a donation to the community, have been paid and meets the age requirement set forth in Section 1 below.

Section 1. Members shall be such natural persons or other legal entities who by virtue of their interest in the purpose of the Association wish to avail themselves of the services and privileges of the Association and to participate in its activities. Such members or, in the case of a legal entity their designated representatives as approved by the Board of Directors, shall be eligible to hold office in the organization and shall be entitled to one vote for each membership. All applicants for membership shall be at least twenty-one (21) years of age.

Section 2. Dues for regular memberships shall be set annually by the Board of Directors prior to the beginning of the Association's fiscal year, established as July 1st of each calendar year.

Section 3. Membership dues shall be payable on the anniversary date of the individual's prior annual payment. New members joining within the first nine months of the current fiscal year shall pay annual dues in the year they become members. New members joining in the last quarter of the fiscal year shall not be liable for dues until the beginning of the next fiscal year.

Section 4. Dues shall become delinquent if not paid within ninety (90) days after they become due. Such delinquency may result in the delinquent member losing Association services after reasonable notice in writing of the delinquency to the member. A member whose dues are delinquent for six months or longer shall not have the privilege of voting and shall be considered not of "good standing" and are ineligible to receive the services of the Association or attend such meetings or functions.

Section 5. Each individual member and each member of a married couple or legal partnership are entitled to their respective single votes.

ARTICLE IV.

Election of Officers, Board Members, and Appointment of Staff

Section 1. The officers of the Association shall consist of a President, First Vice President and Second Vice President, and Treasurer. The President, First Vice President and Second Vice President shall serve terms of one year each. If nominated and elected by a quorum of voting membership, these officers may agree to serve another one-year consecutive term. If nominated and elected by a quorum of voting membership, the office of Treasurer may agree to serve additional one-year terms.

Section 2. The officers and the members of the Board of Directors shall be elected by the voting membership and any signed proxies, as applicable, at the annual meeting from a slate presented by the Nominating Committee augmented by nominations from the floor if deemed to be desirable by any voting member. A plurality of the votes cast shall determine the election of the candidates for each office. In the event of a vacancy in any office by reason of death, incapacity to serve, or resignation, the Board of Directors by majority vote shall fill such vacancy for the unexpired term of any office so vacant.

Section 3. It is the policy of the Association to have an orderly succession of officers. Where it considers it appropriate to do so, the Nominating Committee shall nominate the incumbent First Vice President for President and the Second Vice President for First Vice President. Prior service on the Board of Directors shall not be required of the nominee for the Second Vice President, nor shall the place of residence have any bearing on the eligibility of any member to such nomination.

Section 4. The Staff members supporting the Association shall be comprised of the First Past President (on rotational basis), Membership and Communications Manager, Associate Manager or Secretary, and Financial Manager. With the exception of the First Past President, each Staff member shall be nominated by the Board of Directors and approved by the President, each with conditions, responsibilities, and terms as Managers of the Association, in accordance with their individual employee contracts.

Section 5. At a minimum, the Board of Directors of the Association shall be composed of thirteen members, including the President, First Vice President, and Second Vice President, who shall serve ex officio. Directors shall serve terms of three years each, approximately one third of the Board to be elected each year. Directors shall serve not more than six consecutive years. Thereafter a director may be elected only after a two-year absence from such position. The Nominating Committee shall consider geographical representation of the membership and special technical qualifications of the candidates in making nominations for the Board of Directors.

Section 6. Any Board member who voluntary requests a leave of absence shall be granted such leave. Such member retains defacto all rights vested in any member not attending the Board of Director meetings. During this voluntary absence, this member shall count toward any quorum.

Section 7. There shall be no compensation for any of the officers or members of the Board of Directors for their administrative services on behalf of the Association. An officer or Board member may be reimbursed in an amount determined by the Board of Directors for reasonable expenses incurred for activities related to the business of the Association.

ARTICLE V.

Meetings

Section 1. There shall be an Annual Meeting of members, the date of which shall be determined by the Board of Directors and announced by mail or transmitted electronically no later than six months in advance of such meeting. The Annual Meeting shall be held at Cedarville, Michigan, or its vicinity or at such specific location as the Board of Directors shall determine. No failure or irregularity of notice of any Annual Meeting shall invalidate the meeting or any action taken at such meeting.

Section 2. Special meetings of members may be called at any time by a majority of the Board of Directors. Notice of such meetings shall be mailed or transmitted electronically to the membership at least thirty (30) days prior to the date of such proposed meeting. The time, place, and purpose of the meeting with Agenda shall be included in the notice. Alternatively, the Board of Directors, by majority vote, can refer questions to the Association membership by letter ballot, provided the ballots are mailed or transmitted electronically to the members at least thirty (30) days prior to the close of voting.

Section 3. An attendance of ten percent (10%) or more of the voting members in good standing as verified by the Secretary shall constitute a quorum for any Annual, regular, or special meeting. This attendance requirement may be met by members attending a meeting in person or represented at the meeting by proxy.

Section 4. Any member entitled to vote at the Annual or a special meeting of membership may be represented and vote by a proxy appointed by an instrument in print or by electronic transmission, signed by the member, or the member's authorized agent or representative, and submitted to the meeting's presiding official at or before such meeting.

Section 5. A member's attendance at the Annual, regular, or a special meeting will result in both of the following:

(A) Waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(B) Waiver of objection to consideration of a particular matter at the meeting is not within the purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

Section 6. Unless changed by affirmative vote of a majority of the membership present, the order of business at the Annual Meeting or special meetings of the membership shall be as follows:

1. Call the meeting to order.
2. Roll call: Voting Board Officers and staff.
3. Membership quorum review.
4. Review of Meeting Purpose & Opening Remarks.
5. Read and approve previously unapproved minutes.
6. Hear reports of officers , staff, and committees.
7. Unfinished business.
8. New business.
9. Comments or concerns.
10. Adjournment.

Section 7. An officer, director, or member of a committee may participate in a Board of Directors meeting through a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting constitutes presence in person at the meeting. If the President is participating through such conference telephone or similar communications, either the

Second Vice President or the Third Vice President or Secretary shall be present in person at such meeting.

ARTICLE VI.

Board of Directors

Section 1. The Board of Directors shall be responsible for the conduct of the affairs of the Association under the powers granted to it to carry out the purposes of the Association.

(a) The Board of Directors shall recommend to the President and engage as employees or independent contractors of the Association, a Membership Manager, an Associate Manager or Secretary, and a Financial Manager, prescribe their duties and determine the compensation for these Staff positions. The Board of Directors may, from time-to-time, engage other employees for the Association as it deems appropriate. The Managers shall attend each Board of Directors meeting but shall not be voting members.

(b) The President, by resolution and in consultation with the Board of Directors, shall appoint standing committees and chairpersons of such committees and prescribe their duties. These standing committees shall, at a minimum, comprise Budget and Finance, Marine, Environmental, Communication, Membership, and Youth Boater's Safety. The Chairpersons shall serve terms of one year, without limitation, if reappointed each successive year.

(c) The Board of Directors shall make the arrangements for the Annual Meeting.

(d) The Board of Directors shall assist the President, through its committees, in preparation of the President's annual report to the membership.

Section 2. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may elect. The President may also call special meetings of the Board of Directors at any reasonable time and place. The Board of Directors must meet at least once in person during the year other than at the time of the Annual Meeting. Written notice by mailing or electronic transmission of each regular and special meeting of the Board of Directors shall be sent to every member of the Board of Directors at least one week before a regular meeting and at least three (3) days before a special meeting.

Section 3. At any meeting of the Board of Directors, a majority of the Board membership shall constitute a quorum. When a quorum of the Board of Directors is not available, the President is empowered to poll the Board membership by telephone, electronic transmission or through the mail. Actions taken through this process must be confirmed at the next meeting when a quorum is present.

Section 4. The President shall perform the duties usual to such office. The President shall preside at all business meetings of the Association and at all meetings of the Board of Directors. The President shall sign all contracts made by the Board of Directors, or authorized by the membership. Based on the Board of Directors recommendations, the President shall appoint chairpersons and members for standing committees to serve during the President's term of office. The President shall appoint chairpersons and members of ad hoc committees to carry out special assignments. The President shall be responsible for an annual report to the membership.

Section 5. The First Vice President shall assist the President in the performance of the President's duties and, in the President's absence, shall act in the President's stead, and shall perform other such duties as may be assigned to him or her from time to time by the Board of Directors.

Section 6. The Second Vice President shall assist the President and First Vice President as directed. In their absence the Second Vice President shall act in their stead, and shall perform other such duties as may be assigned to him or her from time to time by the Board of Directors.

Section 7. The Associate Manager or Secretary shall keep the minutes and make a proper attested record of all proceedings of the Board of Directors and of the members. The Secretary shall keep such books and generally perform such duties as may be required by the Board of Directors.

Section 8. The Treasurer shall have the custody of any funds and securities of the Association and manage the same as ordered by the Board of Directors. The Treasurer may endorse for collection on behalf of the Association checks, notes, and other obligations and shall deposit the funds of the Association to its credit in such banks and financial institutions as the Board of Directors may designate. The fiscal year of the Association shall end on June 30th. The Treasurer shall submit to the Annual Meeting of the membership a statement of the financial condition of the Association and, whenever required by the Board of Directors, submit a statement of his or her accounts and other statements as may be required. He or she shall be responsible for the financial books of the Association and make full and accurate accounts of the Association. The Treasurer shall perform such other duties as may, from time to time, be assigned to him or her by the Board of Directors or required by law.

ARTICLE VII.

Indemnification

Section 1. The Association shall indemnify it's directors and officers against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in conjunction with any actions or suits brought or threatened against them, including actions by or in the right of the Association, by reason of the fact such person was serving as a director or officer of the Association, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The Association may indemnify persons who are not directors or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws that reduces the scope of indemnification shall not apply to any action or omission occurring before the change.

Section 2. Unless ordered by a court or otherwise provided by law, the Association shall indemnify a person only upon determination the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the Association's or membership's best interests. Such determination shall be made (1) by majority vote of a quorum of the Board consisting of directors who were not parties to the action or suit, (2) if a quorum of disinterested directors is not obtainable, by majority vote of a committee of directors who were not parties to the action and consisting of not less than two disinterested directors, (3) by independent legal counsel in a written opinion, or (4) by the Association members.

Section 3. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, non-director volunteer, or agent of this Association or is or was serving at the Association's request in any other enterprise against any liability incurred in such capacity.

ARTICLE VIII.

Amendments

Section 1. These By-laws may be amended or additions made thereto at any meeting of the membership where a quorum is present or by letter ballet, provided a two-thirds (2/3) majority of the votes cast is in favor of such amendment and provided, in case of a letter ballet, the total votes cast by letter constitutes a quorum.

Motion was made at Annual Meeting, August 4, 1994 by Vic Abnee, seconded and carried unanimously:

Amendment to By-Laws
LES CHENEAUX ISLAND ASSOCIATION

ARTICLE IV. ELECTION OF OFFICERS AND BOARD MEMBERS, SECTION 1.

If nominated and elected, an officer can agree to serve another one-year term.