

Bylaws of the DeTour Reef Light Preservation Society

DETOUR REEF LIGHT PRESERVATION SOCIETY – A NON-PROFIT CORPORATION

ARTICLE I – NAME AND PURPOSE

- 1.1 **NAME.** The name of the Corporation is DeTour Reef Light Preservation Society (DRLPS) (the “Corporation”).

- LOGO.** The logo, including forms of the name of the Corporation is
1.2 determined by the Board of Directors (the “Board”), and may be changed at any time by the Board.

- PURPOSE.** The purpose for which the Corporation is organized is to establish, support and promote efforts to restore and preserve the DeTour Reef
1.3 Lighthouse (“Lighthouse”), to achieve the safe keeping of the Lighthouse and its artifacts and records, and to educate and inform the public on the history of the Lighthouse.

- PROHIBITED ACTIVITIES.** The Corporation shall not carry on any activity not permitted to be carried on by a Corporation exempt from Federal income
1.4 tax under Section 501(c)(3) of the Federal Income Tax Code, (the “Code”) or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

POWERS. The Corporation shall have all the powers enumerated in the Non-Profit Corporation Act of the State of Michigan, as from time to time amended (the “Non-Profit Corporation Act”), provided, however, the Corporation shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations from time to time promulgated thereunder.

- 1.5 A. The Board may authorize one or more officers of the Corporation to act on behalf of the Corporation with respect to any of the powers of the Corporation. Such powers shall include, but not be limited to power to:
1. Publish a DRLPS newsletter.
 2. Open, maintain, or close bank accounts, money market and brokerage accounts, including conducting any transactions for such accounts.

3. Enter into binding contracts on behalf of the Corporation.
4. Borrow money for the Corporation, including signing promissory notes, and pledging and encumbering Corporation assets.
5. Buy, sell, exchange, and transfer any Corporation assets, both real and personal, including executing documents in connection therewith.
6. Represent the Corporation in connection with legal matters, including litigation.
7. Adopt and enforce rules and regulations with respect to the Lighthouse.

1.6 NON-PROFIT STATUS. The Corporation is not organized for profit and no part of the revenues of the Corporation shall inure to the benefit of or be distributable to any member, director, or officer of the Corporation or any other person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered, provide reimbursement for expenses incurred on behalf of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation, and in these by-laws.

ARTICLE II – MEMBERSHIP

2.1 MEMBERSHIP. The Board may, in its sole discretion, admit members to the Corporation. Regular members of the Corporation will be such persons who shall meet such qualifications and requirements as from time to time may be established by the Board. The Board shall be the sole judge of the qualifications, of, and scope of, voting rights, if any, accorded to the members of the Corporation and its determination as to whether a person is or is not a member shall be final. Regular members in good standing shall enjoy all privileges of regular membership. The Board may from time to time and at any time create different classifications of members and prescribe different rights, privileges, qualifications or requirements of each class. Any or all of the members may be removed with or without cause by majority vote of the full Board then in office.

2.2 MEMBERSHIP CATEGORIES. Regular membership categories are Individual, Family, Patron, Keeper, Lifetime, Grand Keeper. A Charter Member is a regular member who is a founding member of the Corporation. The Board may grant Honorary Membership in the Corporation. An Honorary Member shall enjoy the same rights and privileges of the Corporation, except an Honorary Member shall not be entitled to vote, and is not required to pay

dues. Membership categories may be revised by the Board in its sole discretion.

MEMBERSHIP APPLICATION. A person desiring membership shall complete the

- 2.3 Corporation membership application and submit it to the Corporation secretary for consideration.

DUES. Annual dues shall be levied against members of all regular

- 2.4 membership classifications in such amounts to be determined by the Board. Dues shall be prepaid for each fiscal year and are non-refundable.

- 2.5 **GOOD STANDING.** Any regular member who has paid current annual dues is a member in good standing.

ARTICLE III – MEETINGS OF MEMBERS

- 3.1 **ANNUAL MEETING.** An annual meeting of members of the Corporation shall be held at such time and place as may be determined by the Board.

- 3.2 **SPECIAL MEETINGS.** Special meetings of the regular membership shall be held when called by the President, or any three or more members of the Board.

- 3.3 **NOTICE OF MEETINGS.** The Secretary of the Corporation shall provide members notice in writing by mail, facsimile, or any generally accepted electronic format for each annual or special meeting of members of the Corporation, stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) at least ten (10) days prior to the date of such meeting.

- 3.4 **QUORUM.** At any meeting of the membership, the lesser of twenty five (25) or one tenth (1/10) of the regular members in good standing, present in person or by proxy, shall constitute a quorum. If at any meeting of the membership there be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

- 3.5 **CHAIRMAN AND SECRETARY.** The President and Secretary of the Corporation shall act as Chairman and Secretary respectively of every meeting of the members, unless otherwise determined by the Board.

- 3.6 **BUSINESS AT MEETINGS.** Business at the annual meeting shall include a report on the past year's activities, including a financial summary, electing directors to all expired terms and unexpired vacant terms, and transacting any other business as may properly come before the meeting. Business transacted by any special meeting of the members shall be limited to the purposes stated in the notice of such meeting, unless waived by the President of the Corporation.

- VOTING REQUIREMENTS.** Election of directors, and any matter submitted to
- 3.7 the membership for vote, shall require the approval of at least a majority of the votes that may be cast at such meeting.

ARTICLE IV – DIRECTORS

- DIRECTORS.** The affairs of the Corporation shall be managed by the Board of
- 4.1 Directors. The Board of Directors shall consist of not fewer than five (5), nor more than ten (10) directors, as determined by the Board of Directors.

- LENGTH OF TERMS AND STAGGERING OF TERMS.** The length of term for each
- 4.2 Director shall be three (3) years. As nearly as possible to one-third of the terms of Directors shall be scheduled to end each year.

- ELECTION.** Each year at the annual meeting of the membership, the members shall elect as many Directors as may be necessary to fill any vacancies among the Board of Directors, whether such vacancies are created by the expiration of the term or by an increase in the number of directors. Each
- 4.3 Director so elected shall serve for a term of three (3) years until the date fixed for the annual meeting of the membership in the third year next succeeding and until his or her successor is duly elected and qualified or until he or she earlier dies or resigns.

- RESIGNATIONS.** Any Director may resign at any time by submitting written notice to the Board. The resignation shall take effect at the time specified in
- 4.4 such notice, and unless specified in such notice, acceptance shall not be necessary to make the resignation effective.

- VACANCIES.** When a vacancy among the Directors of the Board of Directors occurs by death, resignation, or otherwise, such vacancy shall be filled by the
- 4.5 majority vote of the directors remaining in office. Such elected director shall serve the unexpired term of the director replaced.

- COMPENSATION.** No Director shall receive a salary or other compensation for
- 4.6 his or her services as a director. Directors may be reimbursed for legitimate expenses incurred on behalf of the Corporation.

- REMOVAL.** Any Director may be removed as a Director with or without cause by majority vote of the full Board. Removal may be considered for the
- 4.7 unexcused failure to attend three consecutive meetings of the Board. A Director shall receive one month's prior written notice of a meeting concerning the removal of such director and shall be entitled to appear and be heard, but not vote at such meeting.

- COMMITTEES.** The Board on recommendation of the President may establish
- 4.8 committees and a board of advisors for such purposes and with such authority as it may from time to time deem necessary or desirable. Except

for an executive committee, members of a committee may include persons who are not directors.

- A. Unless otherwise restricted by a resolution passed by a majority of the Board of Directors, an executive committee established by the Board shall have all the power and authority of the Board.

- DIRECTOR EMERITI.** A director who has been such for not less than five (5) years and who shall have attained the age of at least fifty-five (55) years, upon the initiative of the remaining directors may be eligible for designation
- 4.9 as a Director Emeritus or Emerita whereupon he or she shall cease to be a director. Directors Emeriti shall have the right to attend without vote at all meetings of the Board of Directors, and shall be entitled to be seated with the Board of Directors at the annual meeting of the membership.

ARTICLE V – MEETING OF DIRECTORS

- ANNUAL MEETING.** The annual meeting of the Board of Directors shall be the first Board of Directors meeting held after the annual meeting of members of the Corporation in each year, unless otherwise determined by a majority
- 5.1 of the Board. The Board of Directors shall elect the officers of the Corporation at the annual meeting of the Board of Directors, or at such other time as determined by a majority vote of the Board, and transact any other business that may properly come before such meeting.

- REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held
- 5.2 at least quarterly unless otherwise decided by a majority of the Board of Directors, and at such other times as the President of the Corporation shall schedule.

- SPECIAL MEETINGS.** Special meetings shall be held when called by the
- 5.3 President, Vice President, or any three or more Directors.

- NOTICE.** The Secretary, or other officer designated by the President shall provide notice at a Board of Directors meeting which notice shall be recorded in the minutes of the meeting, or in writing by mail, facsimile, or by
- 5.4 any generally accepted electronic format for every regular or special meeting of the Board of Directors to each director at least seven (7) days prior to the date of such meeting. Attendance at a regular or special meeting shall constitute a waiver of notice of such meeting.

- QUORUM.** At any meeting of the Board of Directors, a majority of the
- 5.5 directors of the Board of Directors then in office, shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors

there be less than a quorum present, a majority of those present may adjourn the meeting from time to time.

TELEPHONE CONFERENCE MEETINGS. Except as otherwise provided by applicable law, the Articles of Incorporation or these By-Laws, one or more directors may participate in a meeting of the Board of Directors, or of any committee

- 5.6 thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

CONSENT IN LIEU OF MEETING. Any action required or permitted to be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the

- 5.7 Directors entitled to vote. Such consent shall have the same effect as a vote of such directors and may be stated as such in any document required to be filed with or provided to any state or federal agency, or to any other organization.

CHAIRMAN AND SECRETARY. The President and Secretary of the Corporation

- 5.8 shall act as Chairman and Secretary respectively of every meeting of the Board of Directors, unless otherwise determined at such meeting.

PLACE OF MEETINGS. Meetings of the Board of Directors may be held at such

- 5.9 place, within or without the State of Michigan, as a majority of the Board of Directors shall from time to time determine.

ARTICLE VI – OFFICERS

OFFICERS. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the

- 6.1 Board elects. The President, Vice Presidents, Secretary, and Treasurer shall be chosen from among the members of the Board of Directors.

ELECTION. The officers shall be elected at the annual meeting of the Board of Directors or special meeting or any adjournment of either as provided above, and shall continue in office at the pleasure of the Board or until the

- 6.2 following annual meeting or until their successors have been duly elected and qualified. No person shall serve as president for more than five (5) consecutive years, unless waived by two thirds of the members of the Board of Directors. Any officer may be removed at any time, with or without cause, by a majority vote of the Board of Directors.

PRESIDENT. The President shall be the chief executive officer, and shall

- 6.3 perform such duties and have such authority as is usual to the office of chief executive officer, and shall serve as chairman of the Board of Directors.

6.4 **VICE PRESIDENT.** A Vice President shall perform the duties of the President whenever, due to absence or otherwise, the President is unable to perform those duties. A Vice President shall assume such other duties as may be prescribed by the Board.

6.5 **SECRETARY.** The Secretary, or the secretary's designee, shall keep minutes of the meetings of the Board of Directors, sign documents requiring the Secretary's signature, and perform such other duties as the Board of Directors directs.

6.6 **TREASURER.** The Treasurer shall be responsible for the financial records and related financial matters of the Corporation. The Treasurer shall perform such other duties as the Board of Directors directs.

6.7 **VACANCIES.** When a vacancy of any office occurs for any reason, such vacancy may be filled for the unexpired term, by a majority vote of the Board of Directors.

ARTICLE VII – FISCAL YEAR

7.1 **FISCAL YEAR.** The fiscal year of the Corporation shall be the calendar year, January 1 through December 31, unless changed by the Board of Directors.

ARTICLE VIII – INDEMNIFICATION

8.1 **INDEMNIFICATION.** Each director, officer, member of board of advisors, committee member of the Corporation, now or hereafter serving as such shall be indemnified by the Corporation to the full extent provided by law, against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as director, officer, member of board of advisors, or committee member, except when such director, officer, member of board of advisors, or committee member, did not act in good faith and in a manner such person reasonably believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, if the person did not have reasonable cause to believe that the conduct was unlawful.

ARTICLE IX – DISSOLUTION

9.1 **DISSOLUTION.** Upon the dissolution of the Corporation, the Board of Directors of the Corporation after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation to such organizations organized for similar purposes as set forth

in Article II of the Articles of Incorporation, or to such organizations operating as exempt organizations under Section 501 (c)(3) of the Code, as designated by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is located exclusively for such purposes or to such organization or organizations as the circuit court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X – AMENDMENTS

AMENDMENTS. These by-laws may be amended, suspended, altered or repealed, in whole or in part at any time by a vote of a majority of the Board 10.1 of Directors cast at any meeting considering these issues, provided, however, that the amendment, suspension, alteration or repeal shall be set forth in the notice of the meeting at which such action will be taken.

Adopted: January 17, 1998

Amended: March 1, 1998

Amended: June 15, 2002

Amended: June 15, 2006