

**BYLAWS
OF
EAGLE LAKE TEXAS ASSOCIATION, INC.**

(A Michigan nonprofit corporation)

ARTICLE I – ORGANIZATION AND PURPOSES

Section 1.1 Name - Organization. The name of this organization is Eagle Lake Texas Association, Inc. (the "Association"). The Association is a not-for-profit corporation organized under the laws of the State of Michigan on a non-stock membership basis.

Section 1.2 Registered Office/Agent. The registered office of the Association shall be at _____. The Resident Agent of the Association shall be _____.

Section 1.3 Purposes. By way of illustration but not limitation, the purposes of the Association shall include the following:

- (a) To explore opportunities to improve, maintain and protect Eagle Lake
- (b) To encourage communication, cooperation and understanding between all law-abiding users of the lake.
- (c) To provide community awareness through safety programs.
- (d) The control and prevention of water pollution and to otherwise improve the condition of the lake for recreational and aesthetic purposes.
- (e) To raise the level of awareness of the public about environmentally significant activities affecting the lake.
- (f) To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Association and to delegate to such committees any functions or responsibilities which are deemed desirable.
- (g) To provide for the maintenance and improvement of Association property.

ARTICLE II - MEMBERS

Section 2.1 Members. The owners of the lands described who are taxpaying members of the Eagle Lake Texas Township Special Assessment District shall become Members of the Association upon the payment of the Membership Dues established by

the Board of Directors and such further dues as shall be established by the Board of Directors from time to time. All Members shall be subject to the terms and provisions of these Bylaws, the Articles of Incorporation and any other existing or future Association actions, rules and regulations and/or amendments to the foregoing.

Section 2.2 Eligible Parcel. Each of the following shall constitute an "Eligible Parcel" for the purposes of these Bylaws:

(a) One platted or unplatted parcel within the lands described in the Eagle Lake Texas Township Special Assessment District that remains undeveloped or contains one residence.

(b) Multiple contiguous platted or unplatted parcels within the lands described in the Eagle Lake Texas Township Special Assessment District that are under common ownership and that remain undeveloped or contain one residence.

The owner of an Eligible Parcel, upon meeting the requirements of Section 2.2 above, shall enjoy all rights of, and be obligated by all responsibilities relating to, Membership in the Association. In the event the Board waives the Annual Membership Dues as provided in Section 6.2 hereof, the Eligible Parcel and the owner thereof shall remain subject to all of the other terms and restrictions contained in these Bylaws. The Board of Directors shall have the right to rescind any waiver granted hereunder at any time and upon such rescission, the voting rights relating to the Eligible Parcel shall be restored.

Section 2.3 Membership. Membership in the Association is, and shall be, appurtenant to, and may not be separated from, ownership of any Eligible Parcel. Notwithstanding the foregoing, the termination of any person's ownership interest in any Eligible Parcel, and the consequent termination of such person's membership in the Association, shall not relieve such person from any debt or obligation attributable to such Eligible Parcel which accrued or arose during the period such person was an owner of such Eligible Parcel.

Section 2.4 Place of Meeting. All meetings of the Members of the Association shall be held at such locations as may be determined from time to time by the Board of Directors.

Section 2.5 Annual Meeting of the Members. The annual meeting of the Members, for the purpose of electing Directors to serve on the Board of Directors and for the transaction of other business that may properly come before the meeting, shall be held on the third Wednesday of May. This meeting shall be held at a time and place designated by the Association's Board of Directors pursuant to Section 2.6. If the annual meeting is not held on the date designated therefor, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 2.6 Notice of Meeting of Members. Except as otherwise provided in the Michigan Nonprofit Corporation Act (the "Act"), written notice of the time, place and purpose of a meeting of the Members shall be given not less than ten (10) nor more than

sixty (60) days before the date of the meeting, either personally, by electronic mail or by United States mail, to each Member of record entitled to vote at the meeting. If a purpose of a meeting of Members is to vote upon an amendment to the Association's Articles of Incorporation, then the notice of the meeting shall be sent within the time limits specified by the Act and shall conform to the requirements specified in the Act. A notice shall be deemed to be given at the time when the notice is personally served, electronically mailed or deposited with postage prepaid in a post office or official depository under the exclusive care and custody of the United States Postal Service. Notice by mail shall be sufficient if sent to the address as shown by the records of the Association. If a notice is given by electronic mail to a Member, it shall be sent, except as otherwise provided by law, to the person to whom it is directed at the electronic mail address designated by that person for that purpose; if none is designated, notice shall not be given by electronic mail.

When a meeting is adjourned prior to completion of all business for such meeting, a notice of the time and place of the completion of the adjourned meeting shall be given to each Member of record on the new record date entitled to vote at such meeting.

Section 2.7 List of Members Entitled to Vote. The Secretary of the Association shall make and certify a complete list of Members entitled to vote at a meeting and have this available at any Members' meeting or any adjournment thereof. The list shall:

- (a) Be arranged alphabetically, with the address of each Member.
- (b) Be produced at the time and place of the meeting.
- (c) Be subject to inspection by any Member during the whole time of the meeting.
- (d) Be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

Section 2.8 Special Meeting of Members. A special meeting of Members may be called at any time by the President of the Association or by a majority of the Board of Directors then in office, or by not less than thirty percent (30%) of the Members entitled to vote at such special meeting.

Section 2.9 Quorum of Members. Unless a greater or lesser Member quorum is provided in the Articles of Incorporation, in a By-Law adopted by the Members, or in the Act, at any meeting of Members, the presence in person or by proxy of ten (10%) percent of the Members entitled to vote shall constitute a quorum. The Members present at a meeting in person or by proxy may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. Whether or not a quorum is present, a meeting of Members may be adjourned by a vote of the Members present in person or by proxy.

Section 2.10 Vote of Members. The right of Members to vote at meetings of the Association shall be determined in accordance with these Bylaws. Each Member entitled to vote at a meeting is entitled to one (1) vote for each Eligible Parcel owned for which

full dues are paid. A vote shall be cast orally or by a show of hands, unless a majority of those present at the meeting determine that the vote shall be in writing. In the event a Member is comprised of a husband and wife or multiple people, any one of such persons may vote on behalf of the Member. In the event a Member is comprised of a Trust, the Trustee of the Trust may vote on behalf of the Member; likewise, if a Member is comprised of one or more firms, partnerships, associations or other entities, only an authorized party of such entity or entities may vote on behalf of the Member.

A Member entitled to vote at a meeting of Members, or to express consent or dissent to proposed action to be taken without a meeting, may authorize another person to act for him or her by proxy. A proxy shall be signed by the Member or his or her authorized agent or representative, and shall not be valid after the expiration of three years from its date unless otherwise provided in the proxy.

Except as otherwise required by these Bylaws or by law, when an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast, in person or by proxy, by Members entitled to vote thereon. Directors shall be elected pursuant to the procedure set forth in Article III below.

Section 2.11 Record Date for Determination of Members. For the purpose of determining Members entitled to notice of and to vote at a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of determining Members entitled to allotment of a right, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action. If a record date is not fixed (a) the record date for determination of Members entitled to notice of or to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which the meeting is held, and (b) the record date for determining Members for any purpose other than that specified in subdivision (a) shall be the close of business on the day on which the resolution of the Board relating thereto is adopted. When a determination of Members of record entitled to notice of or to vote at a meeting of Members has been made as provided in this Section, the determination applies to any adjournment of the meeting, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

Section 2.12 Member Resignation. Resignation shall occur when: (1) the Member is no longer the record owner of a fee or undivided interest in any Eligible Parcel; or (2) when required dues have not been paid.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1 Functions. Except as specifically provided in the Association's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Association's property, activities and

affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Association which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

The Directors shall have the right to select, hire and fire Officers and such other persons who the Directors determine are needed to conduct the business of the Association. Directors may themselves serve as Officers of the Association. The Directors shall also be permitted to retain the services of a management agent to aid them in administering and carrying out the purposes of the Association, and may utilize a portion of the Association dues to pay such management agent a fee deemed reasonable by the Board of Directors.

Section 3.2 Board of Directors Number, Selection and Term. The number of Directors which shall constitute the whole Board shall be nine (9). The Members may increase or decrease the number of Directors at any meeting of the Members and the Members may fill the vacancy caused by an increase in the number of Directors. The Members shall elect a Board comprised of nine (9) Directors serving three (3) year terms. A Director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal. The terms of the Directors shall be staggered so that the terms of three (3) Directors shall expire each year. All Directors shall be Members of the Association or shall be listed as trustee of any trust which owns an Eligible Parcel.

Section 3.3 Meetings of the Board of Directors.

- (a) The Board of Directors may set the time and place for regular meetings of the Board as is necessary to conduct the business of the Association.
- (b) The annual meeting of the Board of Directors of the Association shall be held at the same place as and immediately following the annual meeting of Members in each year.
- (c) Special meetings of the Board of Directors may be called by the Secretary of the Association upon the request of the Members, in accordance with Section 2.8, the President or one (1) of the Directors.
- (d) Meetings of the Board of Directors shall be held at any place or places that are convenient to the Directors.

Section 3.4 Notice of Board Meetings. The annual meeting of the Board of Directors shall be held without other notice than these Bylaws. Special Board meetings shall be held pursuant to notice of the time, place and purpose thereof either given personally, by electronic mail, by telephone or facsimile machine not less than five (5) days prior to the meeting. Notice may also be given at least ten (10) days before the date of the meeting by national overnight delivery service or by United States mail.

A notice shall be deemed to be given at the time when the notice is: personally served, electronically mailed, or deposited with postage prepaid in a post office or official depository under the exclusive care and custody of the United States Postal Service. Notice by mail shall be sufficient if sent to the address as shown by the records of the Association. If a notice is given by electronic mail to a Director, it shall be sent, except as otherwise provided by law, to the person to whom it is directed at the electronic mail address designated by that person for that purpose; if none is designated, notice shall not be given by electronic mail.

For regular Board meetings, the Board may adopt a standard meeting date, time and location when it will meet, and this shall be made known to all Directors. No further notice is required for a regular meeting which is held at the predesignated date, time and location; however, if there is a change in the date, time or location of the meeting, then this shall be treated as a special meeting and notice shall be the same as for a special meeting. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

Section 3.5 Director Resignation. A Director may resign by giving written notice to the President of the Association or any member of the Board which notice shall be immediately forwarded to all Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Directors, and the acceptance of the resignation shall not be necessary to make it effective.

Section 3.6 Removal of a Director. A Director may be removed by majority vote of the Members entitled to vote.

Section 3.7 Board Member Vacancies. If any vacancies shall occur in the Board, for any reason other than an increase in the number of Directors pursuant to Section 3.2, the Directors then in office shall continue to act, and the vacancies shall be filled by a majority vote of the Directors then in office; provided, however, that a Director appointed to fill such vacancy shall only hold office until the next election of Directors by the Members when the Membership vote shall elect a Director to fill the remainder of the term.

Section 3.8 Board Quorum. The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

Section 3.9 Board Action Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote.

Section 3.10 Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors.

Section 3.11 Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the Association, but may, by resolution of the Board of Directors, be reimbursed for reasonable expenses incurred on behalf of the Association.

ARTICLE IV - OFFICERS

Section 4.1 Officers. The Officers of the Association shall be a President, a Vice President, a Treasurer, and a Secretary. The Officers shall be elected by the Board of Directors at its first meeting and at each annual meeting thereafter. The Board of Directors of the Association may from time to time elect or appoint other Officers including Vice Presidents, Assistant Treasurers and Assistant Secretaries, as the Board may deem advisable, and such Officers shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Directors. Any two or more offices, except that of President and Secretary, may be held by the same person. In addition to the powers and duties of the Officers of the Association as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more Officers.

Section 4.2 President. The President shall preside at all meetings of the Board of Directors if present and available. The President shall perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Directors. He or she shall be, ex officio, a Member of all standing committees. The President shall, unless otherwise provided by resolution of the Board of Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents that are necessary for the operation of the Association in the name of and on behalf of the Association.

Section 4.3 Vice President. The Vice President shall have such powers and perform such duties as shall from time to time be assigned by these Bylaws or by the Board of Directors. In the event the President is absent or unavailable, then the Vice President shall perform the duties and exercise the powers of the President.

Section 4.4 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose and sign, with the President, in the name of the Association, all contracts when authorized to do so. The Secretary shall have charge of such books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination of any Director, and in general perform all the duties incident to the office of Secretary, subject to the control of the Board of

Directors. For security purposes, a duplicate set of all contracts, documents and meeting minutes will be maintained by the President.

Section 4.5 Treasurer. To the extent approved by the Board of Directors, the Treasurer may endorse checks, notes and other obligations for collection on behalf of the Association and shall deposit the same to the credit of the Association in such bank or banks or depository or depositories as the Board of Directors may designate; sign all receipts and vouchers for payments made to the Association; enter or cause to be entered regularly in the books of the Association kept for that purpose, full and accurate accounts of all monies received and paid on account of the Association, and whenever required by the Board of Directors shall render statements of such accounts; shall, at all reasonable times, exhibit the books and accounts to any Director of the Association, and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 4.6 Compensation of Officers. No Officer of the Association shall be compensated for the performance of services for the Association, but may, by resolution of the Board of Directors, be reimbursed for reasonable expenses incurred on behalf of the Association.

Section 4.7 Officer Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President of the Association. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.8 Officer Removal. Any of the Officers designated in Section 4.1 of this Article IV may be removed by the Board of Directors, whenever in its judgment the best interests of the Association will be served thereby, by the vote of a majority of the total number of Directors.

Section 4.9 Disbursement of Funds. The Treasurer, President and Vice President shall act as authorized signatories for disbursement of funds. Authorized signatories may disburse funds for items up to \$500. Any items over \$500 which are not part of a Board approved budget and/or within the budgeted line item as an approved expenditure must be authorized by a majority of the Board of Directors. Invoices over \$1,000 shall be endorsed by two authorized signatories.

ARTICLE V - INDEMNIFICATION AND INSURANCE

Section 5.1 Indemnification of Officers, Directors, Employees and Agents. The Association shall have the power to indemnify persons who are or were Directors, Officers, Employees or Agents of the Association against liabilities and expenses in the matter and to the fullest extent provided by the Articles of Incorporation of the Association and the applicable laws of the State of Michigan. .

Section 5.2 Insurance. The Association is authorized to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association against any liability asserted against him or her or the Association and incurred by him or her or the Association in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article or Michigan law.

ARTICLE VI – MEMBERSHIP DUES

Section 6.1 Dues. Each Member has agreed to pay to the Association Annual Membership Dues, which shall be set by the Board of Directors at a uniform rate for the members. The Annual Membership Dues may be increased as necessary each year to an amount which is not more than ten (10%) percent greater than the prior year's Annual Membership Dues. In the event the Board determines a greater increase in the Annual Membership Dues is needed, such increase may be made only upon majority approval of the Members voting in person or by proxy at a meeting duly called for that purpose.

Section 6.2 Waiver of Dues. The Board of Directors shall have the right, but not the obligation, to waive the Annual Membership Dues against an Eligible Parcel that is undeveloped and that is not occupied or used to access the Association Property upon the request of the owner of such Eligible Parcel. Any such waiver shall continue for so long as the Board determines is appropriate in its sole discretion and may be rescinded by the Board at any time, for any reason.

ARTICLE VII - BOOKS AND RECORDS

Section 7.1 Maintenance of Books and Records. The Officers and agents of the Association shall keep and maintain books, records, and accounts of the Association's business and affairs, minutes of the proceedings of its Members, Board of Directors, and committees, if any, and lists of Members, and any other books or records specified by the Board of Directors or required by law. Books, records and minutes may be kept in a place periodically designated by the Board of Directors and shall be open for inspection by Members upon reasonable notice during reasonable working hours.

Section 7.2 Reliance on Books and Records. Except as otherwise provided below, in discharging his or her duties, a Director or Officer of the Association, when acting in good faith, may rely upon the opinion of counsel for the Association, upon the report of an independent appraiser selected with reasonable care by the Board, or upon financial statements of the Association represented to the Director or Officer as correct by the President or the Officer of the Association having charge of its books or account, or as stated in a written report by an independent public or certified accountant or firm of accountants fairly to reflect the financial condition of the Association.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 8.1 Contracts, Conveyances, Etc. Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall

be specifically approved by the Board of Directors and shall be executed on behalf of the Association by such Officers or agents as may be specifically authorized by the Board of Directors.

Section 8.2 Execution of Instruments. Unless otherwise designated by the Board of Directors, all Association instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by such Officers of the Association as from time to time are designated by resolution of the Board of Directors. The Board of Directors may also require that checks or drafts be signed by two (2) or more persons.

Section 8.3 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Association except as authorized by the Board of Directors of the Association. When authorized to do so, any Officer or agent of the Association may effect loans and advances for the Association from any bank, trust company or other institution or from any firm, association or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness and liabilities of the Association. When authorized to do so, any Officer or agent of the Association may pledge, hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Association any and all stocks, securities and other personal property at any time held by the Association and to that end may endorse, assign and deliver the same. The authority contained in this Section 9.3 shall be express and confined to specific instances.

Section 8.4 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Association, checks, drafts and other orders for the payment of money which are payable to the order of the Association shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 8.5 Corporate Seal. The Association shall have the right to adopt a corporate seal.

Section 8.6 Severability. Invalidation of any provision of these Bylaws by judgment or court order shall in no way affect any other provisions, which other provisions shall remain in full force and effect.

Section 8.7 Binding. The provisions of these Bylaws shall be perpetual and shall run with and bind each Member and Eligible Parcel.

Section 8.8 Headings and Parenthetical Insertions. The article and paragraph headings included in these Bylaws have been used solely for convenience and shall in no event be used in conjunction with the interpretation of these Bylaws.

Section 8.9 Conflict with Statute. In the event any Article or Section of these Bylaws shall conflict with the Michigan Nonprofit Association Act, the Act shall rule.

Section 8.10 Fiscal Year. The fiscal year of the Association shall end on December 31.

Section 8.11 Amendments. The Articles of Incorporation and these Bylaws may be altered or amended at any duly called meeting of the Board of Directors or the Members. A written notice describing the substance of the proposed amendment must be sent to each member of the Association at least ten (10) days in advance of the date of the meeting. The proposed amendment must receive the affirmative vote of the majority of the votes cast of the Board of Directors or of the Members. In no event shall the Articles of Incorporation or these Bylaws be amended so as to (i) eliminate the eligibility of any Eligible Parcel owner to vote, or change the basis for voting or (ii) purport to have any retroactive effect. An amendment to these Bylaws will be effective after approval as provided for above.

Section 8.12 Rules and Regulations. The Board of Directors or the Members may adopt additional restrictions, rules and regulations, general or specific, for the conduct of meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Association provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

Section 8.13 Dissolution. Upon the dissolution of the Eagle Lake Texas Association (ELTA), its assets remaining after payment, or provisions for payment of all debts and liabilities of this corporation shall be disbursed to a recognized, local Michigan not-for-profit Entity selected by the ELTA Board.

Effective: September 12, 2012

EAGLE LAKE TEXAS ASSOCIATION

By: Randy Counterman, President

Amended May 15, 2013 (Section 8.13)