

BYLAWS OF SAVE OUR SHORELINE, INC.

I.
NAME

The name of this association shall be "Save Our Shoreline, Inc."

II.
PRINCIPAL OFFICE

The principal office of the association shall be at 6368 Bay Road, Saginaw, Michigan 48604. The association may have such other offices as may from time to time be designated by its members or its directors.

III.
MEMBERSHIP

- (a) Active Membership. Any person is eligible to become an active member of this association, with full voting and other privileges, and if qualified under such rules as the board of directors may provide.
- (b) Associate Membership. Any person in any way interested in the activities of the association may be awarded an associate, subscribing, or honoring membership under such terms and with such privileges as the board of directors may determine.
- (c) Voting. Each active member shall be entitled to one vote in the affairs of the association.
- (d) Duration of Membership. Membership in this association may terminate by voluntary withdrawal as herein provided or otherwise as provided in these rules. All rights, privileges, and interest of a member in or to the association shall cease on termination of membership, or upon nonpayment of dues when due. Memberships shall be nontransferable. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective on fulfillment of all obligations to the date of withdrawal.

- (e) Suspension and Expulsion. If, in a written and signed communication addressed to the board of directors, any member of the association shall be charged with conduct detrimental to the objects or interests of the association or in violation of its bylaws or other governing documents, the board of directors shall consider the matter and if it shall decide to take further action, the secretary shall send a copy of the charges to the accused member, who shall be given adequate time to reply, whereupon the board of directors shall take such further action as it may deem proper. Upon a vote of a majority of the board of directors after a fair and impartial hearing on due notice to the accused member, the board of directors may submit its recommendation of suspension or expulsion to the general membership. The general membership shall then vote on whether or not to adopt the recommendation of the board of directors.

IV.

ENTRANCE FEE AND DUES

- (a) Entrance Fee. The entrance fee shall be as follows:

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| Active Membership | \$25.00 |
| Associate Membership | \$25.00 |

The entrance fee for members may be changed at any time by the board of directors.

- (b) Amount of Dues. The annual dues required for active membership or associate membership in the association shall be \$25.00. The amount of annual dues may be changed at any time by the board of directors. Dues may be varied.

V.

MEETINGS

- (a) Annual Meeting. There shall be an annual meeting of the association during the month of July, each year, unless otherwise ordered by the board of directors, for election of directors and officers, receiving reports, and the transaction of other business. Meetings shall be open to active and associate members. Notice of such meetings, issued by the secretary, shall be mailed to the last recorded address of

each member at least thirty (30) days before the time appointed for the meeting.

- (b) Quorum. Twenty Percent (20%) of the active members of this association, when present at any meeting, shall constitute a quorum, and in case there are less than this number, the presiding officer may adjourn from time to time until a quorum is present.

- (c) Order of Business. The order of business at the annual meeting may, but need not necessarily be, as follows:
 - (1) Call to order.
 - (2) Reading of minutes of previous meeting.
 - (3) Receiving communications.
 - (4) Reports of officers.
 - (5) Reports of committee heads and committee members.
 - (6) Unfinished business.
 - (7) New business.
 - (8) Election of directors and officers.
 - (9) Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in Robert's Rules of Order shall govern, when not in conflict with these bylaws.

- (d) Special Meetings. Special meetings of the association may be called at any time by the president (or in his absence by the vice president or secretary), on the written request of a majority of the directors, or upon the written request of not less than twenty five (25) members of the association. Five (5) days notice of any special meeting must be given to the members of the association, unless the directors shorten said period upon reasonable cause, and the notice must state the object of the meeting. If the board of directors has shortened the notice date for reasonable cause, the notice must specifically state same, including the reasonable cause for the reduction of notice. Special meetings may also take place at regularly held membership meetings as scheduled by the board of directors, provided five (5) days notice of same is given to members. No other notice of such meeting or the object thereof shall be required.

VI.
OFFICERS

- (a) Elective Officers. The elective officers of the association shall be a president, a vice president, a secretary, and a treasurer.
- (b) Terms. All officers shall take office immediately upon their election, and shall serve for a term of one (1) year or until successors are duly elected. Officers are eligible for reelection. Vacancies in any office may be filled for the balance of the term thereof by the board of directors.
- (c) President. The president shall be the chief officer of the organization, and shall be present at any meeting of the association and of the board of directors. He or she shall be a member ex officio of all committees. He or she shall communicate to the association such matters and make such suggestions as may in his or her opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office.
- (d) Vice President. The vice president shall perform all duties of the president during the absence of the president. He or she shall be a member ex officio of all committees.
- (e) Treasurer. The treasurer shall keep an account of all monies received and expended for use of the association, and shall make disbursements authorized by the board of directors or such other persons as the active association members may prescribe. All sums received shall be deposited by him or her and the bank or banks approved by the board of directors, and he or she shall make a report at the annual meeting or when called upon by the president. Funds may be drawn only on the signature of the treasurer or such other persons as designated by the Executive Committee. The duties of the treasurer, under the approval of the membership, may be delegated to an assistant treasurer.

The funds, books, and vouchers in his or her hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection of the elected officers of this association. The Board of Directors may cause an audit to be performed in a manner approved by the

Board of Directors. At the expiration of his or her term of office, the treasurer shall deliver to his or her successor all books, money, and other property of the association.

(f) Secretary. The administration and management of the association shall be vested in the secretary. He or she shall direct the activities of the association and perform such other duties as may be defined by the board of directors. It shall be the secretary's duty:

- (1) To give notice of and attend all meeting of the association and all committees and to make provision for the keeping of a record of proceedings.
- (2) To conduct correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed.
- (3) To keep a list of the members of the association.
- (4) To establish machinery for the collection of dues and their payment to the treasurer.
- (5) To keep records as to any agents retained by the association, and to take charge of and supervise the performance by them of their duties.
- (6) To prepare, with the concurrence of the treasurer, an annual report of the transactions and condition of the association, and generally to devote his or her best interests to the association.

VII. ELECTIONS

(a) Officers. The election of the association officers shall take place annually at the time and place of the regular annual meeting. Only active members shall be eligible for office, and shall be entitled to vote. Candidates who receive a majority of votes cast shall be elected.

(b) Board of Directors. The board of directors shall be composed of up to twelve (12) persons, four (4) of whom shall be the President, Vice President, Secretary, and Treasurer. As determined initially by the board, three (3) directors shall be subject to election at the 2002 annual meeting; three (3) shall be subject to election at the 2003 annual meeting; three (3) shall be subject to election at the 2004 annual meeting; and three (3) shall be subject to election at the 2005 annual meeting. All directors elected shall serve a term of three

(3) years. The President, if not re-elected, shall be a member of the board *ex officio* for a period of one (1) year. The board may fill any vacant directorship created as a result of this change, or any vacant seat in the future.

VIII. COMMITTEES

The board of directors may also be known as the executive committee. The executive committee shall have a chairman, who shall be responsible for directing and coordinating the affairs of his committee. No other committees may be appointed or may exist except as provided herein. The executive committee or the president can appoint any special committee for any special purpose. However, no committee so appointed shall exist for a period greater than one (1) year. Committees shall do business according to a majority of votes of the members of the committee.

IX. AMENDMENTS

These bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote at any duly organized meeting of the association, provided the proposed change is published to all members of the association more than thirty (30) days before the date of the meeting.

X. LIABILITIES

Nothing herein shall constitute members of the association as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the association. Nor shall any member, officer, agent, or employee be liable for his acts or failure to act under bylaws, excepting only acts or omissions arising out of his willful misfeasance, except as provided in bylaw XI below. No director shall be personally liable to the association or any shareholder or member for monetary damages for a breach of fiduciary duty, except as follows:

- (a) A breach of such director's duty of loyalty to the association, its shareholders or members;

- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) A violation of '450.2551(1) of the Michigan Compiled Laws which section relates to liability resulting from the improper transfer of association assets or memberships;
- (d) Transactions from which a director derived an improper personal benefit; or
- (e) An act or omission that is grossly negligent.

The association assumes all responsibility to any person other than the association, its shareholders, or its members, for all actions or omissions of any director.

XI. PUBLIC COMMENT

The president of the association is designated as public spokesman for the association. No other member shall make public statements on behalf of the association. Statements made by the president of the association shall be limited to stated goals, objectives, and positions sanctioned by the board of directors or the membership as a whole. The president may designate any member of the association to speak on his behalf under this bylaw, but the president will remain responsible for any statements so made.

XII. FUNDS

- (a) Finances. This association is not intended as a profit-making organization, nor is it founded with the expectation of making a profit. This association shall use its funds only for objects and purposes specified in the Articles of Incorporation and these bylaws. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person.
- (b) Bonding. Upon request of the board of directors, persons entrusted with the handling of association funds shall be required to furnish, at association expense, a suitable bond.

XIV.
DISSOLUTION

The association may be dissolved by a vote of two-thirds of its active members. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal offices of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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