

T. **BYLAWS**

BY LAWS OF THE LITTLE TRAVERSE CONSERVANCY

(revised December 14, 1994)

ARTICLE I

The purpose or purposes for which the corporation is formed are as follows:

For the preservation of parks, wilderness areas, waters, and wildlife sanctuaries, playgrounds and the general environment:

To acquire, own, control, maintain, and improve lands for the purposes of parks, playgrounds, drives and boulevards, or any one of more such purposes, and to hold the same in trust for these purposes in the State of Michigan.

Acquisition of such land shall be made by gift, purchase or otherwise of real and personal property, both tangible and intangible of every sort and description, and such property shall be used in such a manner as the Directors of the corporation shall deem appropriate to carry out the above purposes.

ARTICLE II

Offices

SECTION 1. PRINCIPAL OFFICE. The principal office of the Corporation shall be located in the County of Emmet, State of Michigan.

The Corporation may also have offices at such other places as the Board of Trustees may from time to time appoint or the business of the Corporation may require.

ARTICLE III

Members

SECTION 1. MEMBERSHIP Membership in the Corporation shall be provided by Act 161 of the Public Acts of 1911. Any person paying an annual Membership fee of One Dollar (1.00) or a life membership fee in the amount of no less than One Hundred Dollars (100.00) shall be considered a member in good standing. From time to time, the Executive Committee may establish other categories of annual support.

ARTICLE IV

Membership Meetings

SECTION 1. ANNUAL MEETING. The Annual meeting of the members shall be held during the month of August in each year, commencing with the year 1973, at a time to be set by the Chair. If the day fixed for the annual Meeting shall be a legal holiday in the State of Michigan, such meeting shall be held on the next succeeding business day. The place of such meeting, as hereinbefore provided, shall be designated by the Board of Trustees and written notice thereof shall be served upon the membership not less than ten (10) days prior to the Annual Meeting.

SECTION 2. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than term nor more than fifty days before the date of such meeting, by or at the direction of the president, or the secretary, of the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 3. QUORUM. Twenty five (25) members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. Members present in person, or by proxy, at such meetings 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, the meeting may be adjourned by a vote of the members present.

SECTION 4. PROXIES. At any meeting of members, a member entitled to vote may vote by proxy executed in

writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 5. VOTING BY MAIL. Where Trustees or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Trustees shall determine.

ARTICLE V

Board of Trustees

SECTION 1. GENERAL POWERS OF THE BOARD OF TRUSTEES. The affairs of the Corporation shall be managed by its Board of Trustees. The number of Trustees shall be no more than forty (40) and not less than ten (10), to be determined from time to time by a majority vote of members at an annual meeting of members. Trustees shall be elected for a term of three (3) years; provided, however, that any Trustee elected in 1993 or thereafter may serve only three consecutive three-year terms, after which that Trustee must leave the board for at least one year.

SECTION 2. REGULAR MEETING OF THE BOARD OF TRUSTEES. A regular annual meeting of the Board of Trustees shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Trustees may provide by resolution the time and place, either within or without the State of Michigan, for the holding of additional regular meetings of the Board without other notice than such resolution, provided that there be at least three such additional regular meetings of the Board between the regular Annual Meetings of the Board.

SECTION 3. SPECIAL MEETINGS OF THE BOARD OF TRUSTEES

Special meetings of the Board of Trustees may be called by or at the request of the Chair or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them.

SECTION 4. NOTICE OF MEETING OF THE BOARD OF TRUSTEES. Notice of any special meeting of the Board shall be given at least five days previously thereto by written notice delivered personally or sent by mail to each Trustee at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 5. QUORUM. Ten members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than ten members of the Board are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

SECTION 6. MANNER OF ACTING. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by these bylaws.

SECTION 7. VACANCIES. In the event of any vacancy, that may occur by reason of death, incapacity, removal or resignation, the remaining Trustees shall appoint another to fill such vacancy and he shall then serve the remainder of the term.

SECTION 8. COMPENSATION. The Trustees shall not receive any compensation for their services.

SECTION 9. ATTENDANCE AT BOARD OF TRUSTEES MEETINGS. Each member of the Board shall attend at least one meeting of the Trustees per year. If a Trustee fails to attend at least one meeting of the Board per year, this will be cause for automatic removal of the Trustee from the Board.

ARTICLE VI

Officers

SECTION 1. CHAIR. The Chair shall be selected from and elected by the members of the Board, shall preside over all meeting of the Board, and shall have general management of the business of the Corporation. The Chair's term

of office shall be limited to three (3) consecutive one year terms.

SECTION 2. VICE-CHAIR. The Vice-Chair shall perform the duties of the Chair during the absence or disability of the Chair.

SECTION 3. SECRETARY. The Secretary shall attend all meetings of the Board and shall preserve in the books of the Corporation true minutes of the proceedings of all meeting. He shall keep in his custody the seal of the Corporation, and have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, bylaw, or by resolution. He shall perform such other duties as may be delegated to him by the Board of Trustees.

SECTION 4. TREASURER. The Treasurer shall have in his custody all corporate funds and securities, and shall keep in books belonging to the Corporation full and accurate account of all receipts and disbursements. He shall deposit all monies, securities, and other valuable effects in the name of the Corporation in such depository as may be designated for that purpose by the Board of Trustees. He shall disburse the funds of the Corporation as may be ordered by the Board, and shall render to the Chair and Trustees at the regular meetings of the Board and whenever requested by them, an account of his transactions as Treasurer, and of the financial condition of the Corporation.

SECTION 5. CHIEF EXECUTIVE OFFICER. The Chief Executive Officer of the Corporation is the Executive Director, who is employed by the Board of Trustees.

SECTION 6. CHIEF FINANCIAL OFFICER. The Chief Financial Officer of the Corporation shall be the person so designated by resolution of the Board of Trustees.

ARTICLE VII

Committees

SECTION 1. EXECUTIVE COMMITTEE. The Board of Trustees shall elect an Executive Committee to serve until the next annual meeting of the Board of Trustees and members of each year. The said committee shall have the general supervision of the affairs of the corporation. The Chair of the corporation shall be a member of the executive committee as shall be the Vice-chair, Treasurer, Secretary, and three other Trustees elected by the Board. The Executive committee shall meet at such times and places as shall be designated by the Chair of the Board of Trustees. Special meetings may be called by any member of the committee by giving written notice thereof to the other members. A majority of the members of the committee present and voting shall be binding as to the action taken.

SECTION 2. OTHER COMMITTEES Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present, or be appointed at any time by the Chair. They shall meet at the time and places designated by the committee chair. Trustee Vice-presidents may be appointed by the Chair as follows: Vice-president for Stewardship, Vice-president for Land Protection, Vice-president for communications, Vice-president for Membership and Development, and Vice-president for Education.

ARTICLE VIII

Certificates of Membership

SECTION 1. CERTIFICATES OF MEMBERSHIP. The Board of Trustees may provide for the issuance of certificates, or membership cards, evidencing membership in the corporation, which shall be in such form as may be determined by the Board.

ARTICLE IX

Books and Records

SECTION 1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or

attorney for any proper purpose at any reasonable time. The Treasurer shall cause to have the accounts of the Corporation audited annually prior to the annual meeting of the membership.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XI

Seal

The corporate seal of the corporation shall be a circular device within which shall be the word "seal" surrounded by the words constituting the name of the corporation and the word "Michigan".

ARTICLE XII

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the state of Michigan or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments to Bylaws

These By-Laws may be added to, amended or repealed in whole or in part of any annual Meeting of the Trustees or any special Meeting of the Trustees called for such purpose, provided, however, that the Board of Trustees shall not add to, amend or repeal in whole or in part any By-Law fixing their number, qualifications or term of office.