

By-laws for
Friends of the Hubbard Lake Center Inc.
501c3 Corporation
Amended and restated September 6, 2022

Mission Statement

Friends of the Hubbard Lake Center Inc. will work with the Hubbard Lake Community Association, residents of the community, businesses and community organizations to build, maintain and improve the Hubbard Lake Library/Community Center building. In addition, Friends of the Hubbard Lake Center Inc will fully support and maintain a working relationship with the Hubbard Lake Community Association.

Officers

The principal office of Friends of the Hubbard Lake Center Inc. shall be located at 1561 Hubert Rd. PO Box 55, Hubbard Lake, MI 49747.

Officers of Friends of the Hubbard Lake Center Inc. must reside or own property in the Hubbard Lake 49747 or Spruce 48762 Zip code areas, and shall consist of a president, vice president, secretary, treasurer, and the sitting president of the Hubbard Lake Community Association. Officers' positions may not be held by more than one immediate family member. Immediate family consists of spouse, children, parents, siblings.

Officers will be elected by the Board of Directors of Friends of the Hubbard Lake Center Inc. for a one-year term.

The President shall be the chief executive officer of Friends of the Hubbard Lake Center Inc. and shall have general control and management of its business and affairs, subject to the orders of the Board of Directors.

The Vice-President shall assume the duties of the President when the President is absent or unable to preside.

The Secretary shall keep the minutes of all meetings including the Board of Directors meeting and shall have custody of all records pertaining to this office, until such time the Secretary's position turns over at which time ALL records shall be immediately returned to the President or new Secretary of Friends of the Hubbard Lake Center Inc. The Secretary shall provide all records to any officer or director upon request, and shall perform such duties considered incidental to the office or as required by the Board of Directors or

the President.

The Treasurer shall have custody of all financial records until such time the Treasurer's position turns over at which time ALL records shall be immediately returned to President or new Treasurer of Friends of the Hubbard Lake Center Inc.

The Treasurer shall deposit funds in a financial institution as directed by the Board of Directors and shall issue checks in payment of all bills and obligations as ordered by the Board of Directors. All requesters for expenditures in excess of \$250.00 not previously approved will require Board of Directors approval. The Treasurer shall provide all books and records to any officer or director upon request, and shall perform other such duties considered incidental to the office or as required by the Board of Directors or the President.

Board of Directors

The Board of Directors must reside or own property in the Hubbard Lake 49747 or Spruce 48762 zip code areas, and shall consist of the President, Vice-President, Secretary, Treasurer of Friends of Hubbard Lake Center Inc., the sitting President of the Hubbard Lake Community Association and up to 4 directors for a total of 9 members. Director positions will be elected for two-year terms with two directors to be elected in odd number years and two to be elected in even number years. The sitting President of the Hubbard Lake Community Association is a permanent member of the Board. Directors' positions may not be held by more than one immediate family member. Immediate family consists of spouse, children, parents, and siblings.

The business and property of Friends of the Hubbard Lake Center Inc. shall be managed and controlled by the Board of Directors and all decisions made at a meeting shall be binding, and can only be amended by a majority vote of the Board of Directors. Any decision made by a majority vote at the annual meeting or special meeting of the Board of Directors shall be binding on the Board of Directors, and can only be amended by a majority vote of the Board of Directors, provided such decision does not conflict with these By-Laws.

Meeting

There shall be an annual meeting of Friends of the Hubbard Lake Center Inc. This meeting date shall be the fourth Monday of July, with a thirty-day (30 day) prior notice. Election of officers and directors for the ensuing year will take place at this meeting.

The President may call special meetings from time to time as conditions warrant and notify all Board of Directors in advance. The President shall also

call a special meeting when petitioned by a majority of the Board of Directors.

The Board of Directors shall meet as often as necessary to properly conduct the affairs of Friends of the Hubbard Lake Center Inc. Such meetings can be called by the president or whenever requested by at least two of the officers or directors.

If a Board of Director member is unable to attend a scheduled meeting in person, they may make a request to the President of the Board of Directors to attend the meeting electronically.

Quorum

At any meeting of the Board of Directors fifty percent (50%) of the Officers and Directors shall constitute a quorum.

Resignation and Removal

A Board of Director member may resign any time, and resignations shall take effect on receipt of written notice by the Board of Directors or at a subsequent time set forth in the notice of resignation. Absence of a Board of Director member from three consecutive regular meetings of the Board of Directors without communication with the Board of Directors may be taken by the Board of Directors as a de-facto resignation of the absent Board of Director member. A Board of Director member may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Board of Director member. Any Board of Director member the party to such charges may choose to be represented by legal counsel at the Board of Director member's private expense. The Board of Directors shall adopt such rules governing a removal hearing as it may in its sole discretion deemed necessary and in the best interest of the corporation.

Vacancies

In the event of the death of any Board of Director member or inability or unwillingness to serve, the remaining, Board of Director members even though lacking a quorum, may by a majority vote elect a successor or successors who will hold office until the next annual election of officers.

Compensation

No Board of Director member shall for any reason of his or her office be entitled to any salary or compensation, but nothing herein shall be construed to prevent a Board of Director member from receiving any compensation from Friends of the Hubbard Lake Center Inc. for duties other than a-Board of

Director member.

Committees

From time to time, the Board of Directors may, at its discretion, create committees to further the goals and interests of Friends of the Hubbard Lake Center Inc. A term of office shall be assigned to each committee at the time of its creation. Except for the standing committees as created herein, a committee's term shall not exceed one year without further action by the Board of Directors. Members of committees need not be Board of Directors members of Friends of the Hubbard Lake Center Inc.

Fiscal Year

The fiscal year shall end on April 30th of each year and the Treasurer's books shall be closed on that date.

Internal Financial Review

An annual financial review will be held yearly, thirty (30) days prior to the annual meeting, consisting of Friends of the Hubbard Lake Center Inc. Board of Directors President, Treasurer, and Secretary and the Hubbard Lake Community Association Board of Directors President and Treasurer.

Vote

Each Board of Director member will get one vote. A majority vote at the Annual Meeting or Special Meeting shall govern. The following cases require a two-thirds (2/3) majority.

- Change of the By-Laws
- Any major expense of Friends of the Hubbard Lake Center Inc., which cannot be paid from the funds of the treasury.

Order of Business

"Roberts Rules of Order" shall govern all meetings.

Change in By-Laws

The Board of Directors Members may propose any changes in the By-Laws made by two thirds (2/3) of the Board of Director members in good standing. These changes must be made at least thirty-days (30) prior to the Annual Meeting or Special Meeting. Copies of proposed changes will be provided to all Board of Directors members in attendance.

Conflicting Provisions

In the event of conflict between the laws of the state of Michigan and any of Friends of Hubbard Lake Center Inc. documents, the laws of the State of Michigan shall govern. In the event of a conflict between the provision of any two or more of Friends of the Hubbard Lake Center Inc. documents, the following order of priority shall be applied, and the provision of the document having the highest priority shall govern:

- Articles of Incorporation
- These By-Laws
- Rules and regulations enacted by the Board of Directors
- Resolutions and other actions of the Board of Directors

Nomination Committee

At least thirty (30) days prior to the Annual Meeting, the President shall appoint a nominating committee consisting of at least three (3) Board of Directors members in good standing, for the purpose of recommending candidates for Officers and Directors positions. Candidates must reside or own property in the Hubbard Lake 49747 or Spruce 48762 zip code areas. Shall there be more than one candidate for a position, the vote shall be by ballot and the President shall appoint at least two tellers to distribute, collect and count the ballots and report the outcomes to the President. The candidate that receives the most votes shall be declared elected and shall serve for the ensuing term.

All candidates for the office must be present at the Annual Meeting to accept their nomination or have otherwise requested and received approval by the Board President for an emergency absence waiver to attend the Annual Meeting electronically.

Dissolution

Upon dissolution of Friends of the Hubbard Lake Center Inc. assets shall be distributed for one or more purposes within the meaning of section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to Caledonia Township for the sole purpose of sustaining the Hubbard Lake Community Center/Library.