

St. Helen Bluegill Festival, Inc.

P.O. Box 532, St. Helen, Michigan 48656

By-Laws (Amended 8-1-2016)

ARTICLE 1; CORPORATION ADDRESS:

The principal office of the corporation in the State of Michigan shall be 2090 Willis Rd, St. Helen, Michigan. The mailing address shall be Box 532 and used on all correspondence in place of the street address. The Resident Agent of the Corporation is the current President of the Organization.

ARTICLE 2; PURPOSE:

The objects and purpose for which the Foundation is formed is set forth in the articles of incorporation.

ARTICLE 3; MEMBERSHIP:

1. Membership shall be open to any interested person 18 years or older.
2. Members shall be accepted upon their request and approval of the board.
3. Any measures brought before the members except those required by statute or specifically provided herein, shall be determined by a majority vote of the members present at the meeting.
4. Each member represents one vote.
5. Committee Chairpersons must be a Board member.
6. Membership shall be renewable on an annual basis beginning the date of the Annual meeting.
7. Membership shall incur a \$12 annual due (effective August 1, 2016). Annual due shall be prorated based on the time of acceptance by the Members.
8. Members must attend 70% of the meetings each year, unless excused prior to the meeting, to be eligible for appointment as a Director or Officer.
9. A Membership Roster shall be maintained by the Secretary

ARTICLE 4; MEETING OF THE MEMBERS:

1. An annual meeting of the members shall be held on the second Monday of August each year, and if a legal holiday, on the day following, at 7:00 PM for the purpose of electing Directors and for the transaction of such other business that may come before the meeting.
2. All meetings of members shall be held at the Richfield Township Park Building in the State of Michigan or such other place within the State as the Board of Directors, upon majority vote, shall find convenient.
3. Upon the request of the President or the Board of Directors, it shall be the duty of the Secretary to call a special meeting of the members within 30 days of the receipt of such request.
4. Notice of the annual meeting of the members shall be given to each member by notice in a local newspaper prior to the meeting.
5. At any meeting of members, a member entitled to vote, may vote by proxy executed in writing by the member or his duly authorized attorney. No proxy shall be valid after 30 days from the date of execution, unless provided in the proxy.

ARTICLE 5; BOARD OF DIRECTORS:

1. The affairs of the corporation shall be managed by the Board of Directors.
2. The Directors shall be residents of the State of Michigan and Members of the Corporation.
3. There shall be [no less than 5 nor more than] 9 Directors. Each Director shall hold office until the next annual meeting of the members and until a successor is elected and qualified. The Directors shall be elected or removed without cause by majority vote of the Board of Directors constituting a majority present.

4. All vacancies on the Board of Directors may be filled by the remaining Directors at any regular or special meeting by majority vote of the Directors at a meeting at which a quorum is present. The Director thus appointed to fill any vacancy shall hold office until the next annual meeting of the members and until a successor is elected and qualifies.
5. Special meetings of the Board of Directors may be called by or at the request of the President or any other two Directors. The Secretary is authorized by the Board to give notice of special meetings of the Board.
6. A majority of the current members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, any less, the meeting may adjourn. Unless otherwise required by the charter or statute, the act of the majority of Directors present at any properly convened meeting at which there is a quorum shall be deemed the act of the Board. A quorum may not be achieved by proxy.
7. The Board of Directors may appoint standing or temporary committees made up of either Directors or Members or both, and may vest such powers as the Directors see fit. The Committees shall be required to keep regular minutes of their transaction and shall report the same to the board at their regular meeting.
8. The Board of Directors shall make all rules governing the conduct and management of the Corporation which it deems advisable and which are not in conflict with the purpose of the Corporation or its by-laws. Directors shall receive no salary for their service however nothing herein contained shall be construed to prevent any Director from receiving compensation for services to the Corporation rendered in the capacity other than Director.
9. Any member is eligible to be a Director once they have attended 70% of their first year membership.
10. Directors must attend at least 70% of the regular meetings per year unless excused prior to the meeting by the President.
11. Under special circumstances the Board of Directors may appoint a Director that does not meet eligibility if an open seat exists prior to the Annual Meeting. Special circumstances would exist if no eligible member is available for appointment to an empty seat.

ARTICLE 6; OFFICERS:

1. The Officers of the Corporation shall be President, Vice President, Secretary, Treasurer and such other officers as may be elected by the Board of Directors. No Officer may hold more than one office at a time and shall hold office for one year and until a successor is elected and qualified unless removed by a majority vote of the Board of Directors.
2. Vacancies in any office may be filled by the Board of Directors at any regular or special meeting.
3. Any officer may be elected or removed by a majority vote of the Board of Directors.
4. The President shall be the Chief Executive Officer and Resident Agent of the Corporation and provide general supervision and management of the affairs of the Corporation subject to the control, when exercised, of the Board of Directors. The President shall make reports to the Board of Directors and Members and perform all such duties as are incidental to his office or are properly required by the Board of Directors.
5. The Vice President shall perform all such duties as may be properly required by the Board of Directors or the President and in the absence or inability of the President, shall exercise and perform the functions and exercise all of the powers of the President.
6. The Secretary shall keep the minutes of the meetings of the Board of Directors and Members, shall have charge of the Corporate Books and shall make reports and perform such duties as are incidental to the office or are properly required by the Board of Directors or President. The Secretary is responsible to publish the needed

communications for the festival committee. All communications to the public must have the Secretary's authorization prior to mailing or posting.

7. The Treasurer shall have custody of all monies and securities of the Corporation and shall keep regular books of the accounts. The Treasurer shall disperse funds of the Corporation as may be ordered by the Board of Directors and shall render and account of all transactions as Treasurer and of the financial condition of the Corporation and shall perform all duties incidental to the office or that are properly required by the Board of Directors or the President.
8. An Officer must be a Director as elected by the members.

ARTICLE 7; MANAGEMENT OF CORPORATE FUNDS:

1. No funds received by donation, bequest to any other means shall be diverted from the use to which they may be assigned by the donor unless such use to which they may be assigned by the donor is contrary to or in conflict with the purpose of the Corporation.
2. Upon dissolution or expiration of charter by limitation of annulment by forfeiture, or any other way or manner of voidance of charter of this corporation, all assets remaining after payment of all debts of the corporation, shall escheat to the Township of Richfield, Roscommon County, Michigan.
3. Movement of funds and assets of the Corporation between accounts of the Corporation may be ordered and executed by the Treasurer upon the authority of the Treasurer alone.
4. Movement of funds and assets of the Corporation outside the Corporation requires the approval of the Board of Directors.
5. Issuance of Corporate checks requires the signature of the Treasurer and one other Director as designated by majority vote of the Board of Directors.
6. Pending bills shall be presented to the Board of Directors at the next regular meeting to be reviewed and voted on. At the close of the meeting the Treasurer will fill out the checks and, along with the second assigned signer, sign the checks and forward them to the Vice-President for mailing. In addition if a bill needs paid prior to the next meeting, approval to be paid made by phone can be done by three board members and will be presented at the next meeting.

ARTICLE 8; AMENDMENTS:

1. The Board of Directors or the Members shall have the power to make, amend or repeal the Articles of Incorporation or Bylaws of this corporation by the affirmative vote of the majority of the Directors or Members present at a regular or special meeting.
2. The written text of amendments to the Articles of Incorporation or Bylaws must be provided to each Director or Member at least 10 days prior to the meeting during which action is to be voted upon.

ARTICLE 9; WAIVER OF NOTICE:

1. A waiver, in writing, signed by the person entitled to such notice, whether before or after the meeting time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 10; INDEMNIFICATION:

1. Every person who is or shall have been a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed in connection with or resulting from any action, suit or proceeding to which the Director or Officer may be made a party by reason of being or having been a Director or Officer of the Corporation.
2. No indemnification shall be made where it is judicially adjudicated that the Director or Officer acted in bad faith or by willful misconduct in performance of the duties.

ARTICLE 11; INFORMAL ACTION:

1. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting prior to such action if verbal consent thereto is obtained from a majority of the Directors or Committee Members and such consent is noted with the minutes of proceedings of the next regular or special Board or Committee meeting.

ARTICLE 12; FISCAL YEAR:

1. The Fiscal year of the Corporation shall be September 1st to August 31st each year.
2. All financial records shall be audited by August 31 and February 28 of each year by the Executive Board and presented to the membership at the following meeting..

ARTICLE 13; PERPETUAL EXISTENCE

1. The Corporation will remain perpetual as a non-profit organization despite any change in membership or activity

St. Helen Bluegill Festival MEMBER APPLICATION

Name: _____

Address: _____

City, State, Zip _____

Home Phone _____ Cell Phone _____

Email Address _____

Why would you like to join the St. Helen Bluegill Festival Membership?

Signature Date

Official Use Only

Membership Application Voted on _____

Membership approved/disapproved by a majority vote of the membership.

Dues paid \$ _____ (\$12 annual prorated from September)

President Date

or

Vice-President Date