

**THE GREEN LAKE and DUCK LAKE ASSOCIATION BY-LAWS  
(Proposed as Amended for 501c3 application on November 1, 2020)**

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## **ARTICLE I - NAME OF ORGANIZATION**

The name of the organization is Green Lake and Duck Lake Association (GLADLA). Here-in-after referred to as "The Association" or the "Association". The Association office is located in Interlochen Michigan. The Association is a nonprofit corporation organized under the laws of the State of Michigan on a non-stock membership basis.

## **ARTICLE II - PURPOSE**

### **Section 1. General**

As stated in the Articles of Incorporation, the Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The property of the Association is irrevocably dedicated to its charitable, educational, and scientific purposes. Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### **Section 2. Definitions**

**ACTIVE MEMBERSHIP:** An active membership is a membership that is in good standing. Good standing means that the member's dues are paid up to date and that the member supports the purposes of the organization. Active members are entitled to make their opinion known and vote at annual meetings. The length of time given to voice an opinion at an annual meeting is determined by the president based on the subject matter and the number of individuals requesting to address the membership. Individuals requesting to address the membership should contact the secretary before the start of the meeting.

AREA OF SERVICE: The geographic area of coverage that is serviced through the Green Lake and Duck Lake Association includes: Green Lake, Duck Lake, the watersheds of the two lakes, the Betsie River headwaters, the portion of the Betsie River downstream to the Grand Traverse County Line, the creeks and streams that flow into Green Lake and Duck Lake and the waterways that connect the two lakes. Within this document the words "The Lakes" refer to the area of service as defined herein.

PATRON: Any person, firm, foundation, corporation, trust, association or other legal entity, who, in the judgment of the Board of Directors makes a substantial financial contribution to the Association, may be designated by the Board of Directors as a Patron of the Association.

### Section 3. Specific Purposes

- A. Monitor The Lakes ecosystems and take actions necessary for maintaining or improving them.
- B. Educate the public about relevant ecological, recreational, and ethical issues pertaining to The Lakes.

### Section 4. Supporting Activities

Without restricting or enlarging in any way the purposes or operations of the Association as stated in Section 1 above, the Association declares that it is dedicated to the protection, and continued improvement of the beautiful and unique Interlochen area in Grand Traverse County, Michigan and to that end the Association shall undertake the following activities:

- (A) Promote the improvement of, and to sponsor and engage in the scientific testing of, the quality of the waters constituting The Lakes.
- (B) Publish and otherwise disseminate information concerning such water quality tests and other educational and instructional information concerning water quality, the prevention and control of pollution, and the protection of the environment and natural resources in the area of The Lakes in the interests of public safety, the education of its members and the general public, and the general welfare of the Lakes.
- (C) Sponsor and conduct continuing programs to control issues which inhibit the use and enjoyment of The Lakes for recreational purposes.
- (D) Make available to its members and the public educational and instructional information concerning such matters for their safety and well-being. (Including but not limited to aquatic invasive species educational activities at public boat launches).
- (E) Work with federal, state and local organizations and universities to distribute educational information and collect survey information for The Lakes concerning parasites and vegetation.
- (F) Perform yearly aquatic vegetation surveys on appropriate portions of The Lakes.

(G) Promote programs of water and boating safety and publish and otherwise disseminate information of an educational nature encouraging the safe and prudent enjoyment of The Lakes.

(H) Monitor water levels at the Duck Lake Dam and advise DNR, EGLE, and the Grand Traverse Drain Commissioner when Duck Lake water levels are not in accordance with orders of the Circuit Court of Grand Traverse County or dam issues are affecting enjoyment of The Lakes. The Association Board of Directors is responsible for notifications to the appropriate agencies.

(I) Monitor existing and proposed policies, laws and regulations of federal, state and local governmental bodies and agencies which affect the objectives, purposes and activities of the Association; as well as to advise, consult and cooperate with the following agencies as deemed appropriate by the Board of Directors: (NOTE: The Association shall not engage in political campaigns for candidates for office.)

- (1) Michigan Department of Health
- (2) Michigan Department of Environment, Great Lakes and Energy
- (3) Michigan Department of Natural Resource
- (4) Michigan Department of Commerce
- (5) Water Resources Commission
- (6) County Health Department
- (7) National Park Service
- (8) State Universities
- (9) Schools
- (10) Research organizations
- (11) Other lake associations
- (12) Other governmental township, county, state and federal agencies

### **ARTICLE III - MEMBERSHIP**

#### **Section 1. Classes of Membership**

An Active Membership can be in one of three classes.

- (A) Regular Membership
- (B) Associate Membership
- (C) Honorary Membership

#### **Section 2. Regular Membership**

A Regular Membership is available to any person who supports the objectives of the Association provided that person:

- (A) Has applied for membership and has been accepted as a Regular Member as provided in Section 3 below; and
- (B) Has paid the dues prescribed by such membership.

#### **Section 3. Application for Regular Membership**

A person desiring to obtain a Regular Membership shall execute an application for membership on a form provided by the Association in which the applicant shall state that

the applicant satisfies the Regular Membership requirements. The application, together with the proper dues, shall be submitted to the Secretary of the Association who shall accept the applicant as a Regular Member if the application is in order. It is the responsibility of the applicant to keep the Association updated with the appropriate address, email and phone numbers for future contact as required.

#### Section 4. Associate Members

An Associate Member:

(A) Is any firm, foundation, corporation, trust association, or other legal entity who supports the goals and mission of the Association, but does not meet the requirements for regular membership as set forth in Article III Section 2.

(B) Has paid dues and fees prescribed by such membership.

#### Section 5. Application for Associate Membership

Those desiring to become Associate Members shall execute a written application for membership on a form provided by the Association in which the applicant shall state that the requirements for Associate Membership have been met. The application, together with the proper dues, shall be submitted to the Secretary of the Association who shall accept the applicant as an Associate Member if the application is in order.

#### Section 6. Honorary Members

An Honorary Member is a person who the Board of Directors unanimously deems should be an honorary member by reason of past service to the Association or other consideration. Honorary members shall be entitled to vote but shall not pay dues or hold office.

### **ARTICLE IV - MEMBERSHIP MEETINGS**

#### Section 1. Annual Meeting

The annual meeting of members, for the election of directors and for the transaction of any other business which may legally come before the membership, will be held on the third, or fourth Saturday of August of each year at such time and place as shall be stated in the notice of the meeting.

#### Section 2. Special Meetings

Special meetings of the members may be held on call of the President on his or her own initiative, or shall be called by the Secretary or designee upon written request of five directors, or the written request of five percent of the active membership then entitled to vote.

#### Section 3. Notice of Meeting

The Secretary or his/her designee shall give notice of all annual and special meetings to the active membership by postal mail, email, and/or posting to a public site. The written notice thereof shall state the day, hour, and place of the meeting. In case of special membership meetings, the notice shall also state the general nature of the

business to be transacted. If a proposal to repeal or amend the By-laws is to be acted upon at any meeting, the provisions of Article X shall be complied with. Notice of the meetings shall be distributed not less than fifteen days and not more than sixty calendar days before the date of the meeting.

#### Section 4. Record Date

For the purpose of determining the members who are entitled to receive notice of a meeting and to vote at a meeting the Board of Directors may fix, in advance, a date as the record date for any such determination of members. Notice will go out the day after the record date.

#### Section 5. Time and Place of Meetings

Meetings of the members shall be held in Grand Traverse County, Michigan, at a time and place designated by the Board of Directors. However, the president may also approve individual or group board member attendance for board meetings by the use of electronic means (i.e. telephone, WebX, Zoom, Skype. Email and the US postal mail system may be used during emergency situations (e.g. pandemic, natural disasters) to facilitate polling of the members on any matter in which they may be entitled to vote.

#### Section 6. Presiding Officer

The presiding officer at all meetings of the members shall be the President. In the President's absence, the Vice President will assume the position of the President and in the absence of the Vice President any board member can be selected by the remaining board members to fill the meeting leadership position.

#### Section 7. Quorum

Twenty percent of the members of the Association in good standing and entitled to vote and present in person or by proxy, shall constitute a quorum for the transaction of any business, but a minority present at the time and place fixed for the meeting may adjourn from time to time until a quorum be present.

#### Section 8. Voting

(A) Matters Subject to Membership Vote. Those members holding the right to vote under Article III shall be entitled to elect the directors of the Association and to vote to amend the Association's Articles and/or these Bylaws. Additionally, members may be permitted to vote in an advisory capacity on such matters as determined by the Board.

(B) Voting List. At each meeting of the membership a full, true and correct list, in alphabetical order, of all memberships entitled to vote at such meeting, certified by the Secretary, shall be furnished for the use of the officers and inspectors in order to determine the eligibility of specific members to vote.

(C) Persons entitled to vote at membership meetings. Each active member as indicated by the records of the Association, and who is otherwise entitled to vote pursuant to these By-laws shall be entitled to cast one vote in person or by proxy. The vote of a member may be cast in person by the spouse of such member even though such spouse has not been appointed as the proxy of such member. Notwithstanding any other

provisions of these By-laws, where two or more members reside in the same household only one vote may be cast per household. If a membership in the association is held in the form of a condominium association, partnership, trust, or any other form of joint or common ownership, the persons holding interests therein shall designate one individual to cast the one vote.

(D) Proxies. Each membership shall be entitled to vote by proxy at all meetings. The proxies shall be in writing, specify the authority granted to the proxy holder, and be signed and dated by the member or his or her spouse. The proxy may either grant the proxy holder general power to vote on all matters in such manner as the holder may see fit or may limit the authority to vote upon specific matters in a specified manner.

In the case of proxies given for the purpose of voting for the election of directors, the proxy holder shall cast the vote only on the ballot provided by the Association for that purpose. Proxies (and ballots, in the case of meetings at which directors are to be elected) shall be submitted to all members entitled to vote along with the notice of meeting, as provided in Article V, Section 3. (See Article VI, Sections 2 and 3 relating to the procedure for nominating and electing directors). In order to facilitate the validation and tabulation of votes cast by proxies and to expedite the transaction of business at membership meetings, all proxies (and in the case of meetings at which directors are to be elected, all ballots cast by proxy) shall be delivered by mail or by hand to the Secretary or his/her designee or to the place designated by the Secretary at least forty-eight hours before the time fixed for the meeting. The Secretary shall deliver the proxies (and ballots) so received to the inspectors appointed pursuant to Paragraph (E) below. The inspectors shall, in advance of the meeting, examine, count and record such proxies and the ballots voted by the proxies, but neither the inspectors, nor any officer, director or employee of the Association shall disclose the contents thereof, except that the inspectors and the Secretary may announce the statistical results of the voting after the polls are closed and all ballots are counted.

(E) Inspectors. The President will preside over the inspectors, or in the absence of the president, any other officer selected by the president may preside. At least five days before the meeting, the presiding officer will appoint three inspectors to receive the proxies and, in the case of the election of directors, the inspectors shall be members, shall not be candidates for the office of director and shall not act as proxy for anyone in connection with the election of directors. Inspectors shall determine all questions touching upon the qualifications of the voters, the casting of ballots, and the validity of the ballots and proxies. They shall count the votes and ballots cast, and upon request of the presiding officer, they shall certify in writing the returns to the presiding officer.

#### Section 9. Procedure

Except as otherwise provided herein, all meetings of the Association shall be conducted according to a recent edition of Robert's Rules of Order.

### **ARTICLE V - BOARD OF DIRECTORS**



### Section 1. Board of Directors

The business and affairs of the Association shall be managed by a board of directors all of whom shall be members in good standing. The Board shall consist of at least 7 but no more than 15 members. Except as otherwise provided in Article VI, the directors shall be elected by the members at the annual membership meeting for a term of three years. The terms of the directors shall be staggered so that the terms of four directors shall expire each year.

The positions of President, Vice President, Secretary, and Treasurer shall be designated as officers of the Association.

To be eligible as a director, either for appointment to a vacancy or for election, the candidate must have been a member of the Association in good standing for the previous twelve months.

### Section 2. Nominations

The Board of Directors shall, on or before May 1 of each year, appoint a Nominating Committee consisting of three Board members. Directors whose terms expire that year shall not be eligible to serve on the committee. The committee shall nominate each year, one or more candidates for vacancies on the Board of Directors. In the event there are any unexpired terms to be filled, the committee shall nominate one candidate for each unexpired term.

On or before June 1 of each year, the committee shall deliver to the Secretary a list of the nominees it has selected, and within ten days thereafter, the Secretary shall provide such list of nominees to the members together with a statement of the nominating procedure.

Any member may have his or her name placed on the ballot as a candidate for the office of a director (for a regular three year term or to fill an unexpired term) by written petition signed by at least twenty members of the Association in good standing, which petition shall specify the term sought and must be filed with and received by the Secretary by July 15 of each year. With the approval of the nominating committee the names of all persons for whom such nominating petitions have been properly filed with the Secretary shall appear on the ballot as candidates, in addition to those provided by the Nominating Committee.

No nominations for the office of director shall be made at the membership meeting or in any manner other than as provided above in this Section 2.

### Section 3. Election of Directors

(A) After July 15 of each year, and prior to the time required for the giving of notice of an annual membership meeting, the Secretary shall prepare a ballot showing the names of all persons nominated as candidates for the office of director by the Nominating Committee and by members pursuant to Section 2 above. The ballot shall be in such form and shall contain such instructions as will permit the member to vote for the nominee or nominees of his or her choice according to the number to be elected.

(B) The ballot and instructions shall be submitted by the Secretary to each member entitled to vote along with the notice of the meeting and a form of proxy which will permit the member to designate another member to act as his or her proxy in casting his

or her ballot for the election of directors and, if desired, to cast his or her ballot on other matters voted on at the meeting.

(C) A member may cast his or her vote for the election of directors by proxy as provided in Article IV, Section 8 or by attending the meeting and delivering a ballot to the inspectors at the meeting at any time until the presiding officer declares the poll closed.

(D) Directors shall be elected only from among the nominees appearing on the ballot and candidates receiving the greatest number of votes cast shall be declared elected. In the event there are any unexpired terms to be filled as the result of vacancies, a separate space shall be provided on the ballot for such nominees and the candidate or candidates receiving the greatest number of votes on the vacancy ballot for such unexpired term or terms shall be declared elected.

#### Section 4. Vacancies in Office

If by reason of death, resignation, disqualification, or otherwise, the office of director, or any other office, shall become vacant, the remaining directors in office, although less than a quorum, may appoint a member to fill the vacancy until the next annual meeting.

#### Section 5. Removal of Directors

Any director may be removed with cause by a majority vote of the remaining directors on the Board. Before any meeting of the Board at which a vote on removal will be made, the director in question shall be given electronic or written notification of the Board's intention to discuss his/her directorship and shall be given the opportunity to be heard at a meeting of the Board prior to any such vote.

Cause to remove a director includes, but is not limited to, the following:

1. The director no longer meets the qualifications provided in these Bylaws.
2. The Board member engages in activities detrimental to the best interests of the Association and in a manner the Board deems to be inconsistent with the director's duty of loyalty or duty to act in good faith and with reasonable care.

#### Section 6. Meetings of the Board of Directors

(A) Organizational Meeting. The Board shall hold an organizational meeting within fourteen days after the annual membership meeting for the purpose of electing officers for the ensuing year. This meeting may be called by the President or the Vice President and shall be called by the Secretary at the request of any two directors. The Secretary shall give notice of the time and place of the meeting to the other directors by mail at least four days, or in person or by telephone at least two days, before the meeting.

(B) Regular Meetings. Regular meetings of the Board shall be held on such dates at such times and places and in such manner as the Board may designate. The Secretary shall submit notice of such meetings to each director at least five days before the meeting, or by giving notice in person or by telephone at least three days before the meeting. The notice need not state the purpose of the meeting.

(C) Special Meeting. Special meetings of the Board may be held on the call of the President, or on the call of the Secretary upon the written request of three directors.

Notice of such meetings shall be given as in the case of regular meetings of the Board. The notice need not state the purpose of the meeting.

(D) Waiver of Notice. Any meeting of the Board may be held without notice at any time at any place if all of the directors appear at such meeting and consent to the holding of the meeting, or if a quorum be present and the directors not present have executed a written waiver of notice of such meeting.

(E) Action by Consent without a Meeting. Any action, which may be taken at a Board meeting, may be taken without a meeting if, before or after the action, all members of the Board consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board.

(F) Meeting by Conference Telephone. Any member of the Board of Directors or of a committee appointed by the President or the Board may participate in any meeting by means of conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other. Participating in a meeting conducted in this fashion constitutes presence in person at the meeting.

(G) Quorum. Five directors shall constitute a quorum at any meeting of the Board, but a minority present at the time and place fixed for the meeting may adjourn from time to time until a majority be present. The vote of five directors shall be required to pass on any matter presented to the Board unless otherwise provided in these By-laws.

## **ARTICLE VI - OFFICERS**

### **Section 1. Number and Election**

The principle officer positions of the Association shall consist of a President, Vice President, Secretary, Treasurer and such other officers as the Board may elect or appoint. Only Board members may be elected or appointed as officers. The principal officers named above shall be elected by the Board of Directors from their own number at the first organizational board meeting following the annual board meeting, and if any of them ceases to be a director he or she shall cease to hold office, except as hereinafter provided.

### **Section 2. Tenure and Duties of Officers**

(A) All officers shall be elected or appointed for a term of one year and until their successors are elected or appointed. The President shall not hold office for more than two consecutive terms unless such limitation is waived by the affirmative vote of six directors other than the person in question.

(B) The President shall be the chief executive officer and shall preside at all meetings of the members and the Board of Directors. The Vice President shall assist the President and perform the duties of the President in the absence of the President. The other officers shall exercise the powers and perform the duties common to their offices and such other powers and duties as may be prescribed by law or by the Board or these By-laws.

## **ARTICLE VII - COMMITTEES**

There shall be the following standing committees: Water Quality Committee; Water Level Committee; Public Relations Committee; Membership Committee; Finance and Investment Committee; Development Committee; Fisheries, Wildlife, Recreation and Water Safety Committee; Long-Range Planning and Governmental Relations Committee; Invasive Species Committee; Website Committee; and Auxiliary Committee. Each standing committee shall consist of at least three members. The President or the Board of Directors may establish other committees and prescribe their powers and duties. The President, with the approval of the Board, shall appoint the chairmen and members of all standing committees and fill vacancies therein and Committee members shall serve until their successors are appointed. Committee members shall be either Regular, Associate or Honorary Members. A committee may take action by consent without a meeting or meet by conference telephone, as provided in Article V, Section 6, relating to the Board of Directors.

## **ARTICLE VIII - INDEMNIFICATION AND INSURANCE**

### **Section 1. Indemnification of the Board of Directors and Officers**

The Association shall indemnify its Directors and Officers against expense, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action or suits brought or threatened against them including actions by or in the right of the Association, as provided in its Articles of Incorporation.

### **Section 2. Authorization of Indemnification**

Indemnification shall be made upon a determination that the Director or Officer has acted in good faith and in the interests of the Association, unless otherwise provided by law or ordered by a court. Such determination shall be made (1) by the Board or (2) if the Board directs, by written opinion of such legal counsel as the Board selects.

### **Section 3. Insurance**

The Association may purchase and maintain insurance on behalf of any present or former Director or Officer serving in that or another capacity against liability incurred in that capacity.

### **Section 4. Exempt Purposes**

Notwithstanding any other provision in this Article, no indemnification or insurance shall be maintained if doing so would be inconsistent with the organization's tax-exempt purposes recognized under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IX – FINANCE**

Section 1. Dues

The Annual dues to be paid by members shall be determined by the Board of Directors each year. Only members who have paid dues as prescribed by the Board shall be deemed to be members in good standing and entitled to vote and hold office.

Section 2. Fiscal Year

The Board of Directors shall determine the fiscal year of the Association. Unless specified otherwise the fiscal year shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

Section 3. Association Accounts

(A) All moneys collected shall be deposited in the financial institution approved by the board.

(B) The Treasurer and one other Officer on the Board shall be recorded on the accounts and have access to all bank statements.

(C) All accounts shall be in the name of Green Lake and Duck Lake Association.

(D) All past and future funds collected designated Green Lake shall be tracked separately by the Treasurer and reported as such at Board and Annual Meetings. All past and future funds collected designated Duck Lake shall be tracked separately by the Treasurer and reported as such at Board and Annual Meetings

(E) The Association shall maintain a separate General Fund and Invasive Species Fund for each lake. Either the General Fund or the Invasive Species Fund may receive contributions. Contributions to the General Fund may be used for any of the various activities and programs of the Association unless otherwise restricted by the donor. Contributions to the Invasive Species Fund shall be used to support actions pertaining to the identification, monitoring, and control of invasive species.

(F) Bills owed by the Association shall be ordered paid by the governing body. The Treasurer may pay minor bills from petty cash and all other bills by check, credit card, money orders, or digital wallets.

(G) Expenses owed by the Association will be paid from the funds allocated by the lake generating the expense. Any shared expenses will be deducted from funds reserved for each lake according to the prorated portion of the expense generated by each lake.

Section 4. Audit

The Board of Directors shall appoint a qualified, independent firm of auditors to audit the financial records of the Association each year and to submit a report to the Board and to the members at the annual meeting. This audit may be waved on occasion with the unanimous consent of the Board of Directors.

Section 5. Conflict of Interest

Officers, Directors and Committee Members of the Association shall annually, following the Organizational Meeting and prior to September 30, file with the Secretary a Conflict of Interest Statement on a form prescribed by the Board of Directors.

**ARTICLE X - AMENDMENTS**

These By-laws, or any part thereof, may be amended or repealed by the affirmative vote of two-thirds of the members present in person or by proxy and entitled to vote at any annual meeting, or at any special meeting called for that purpose, at which a quorum is present, provided that the notice of such annual or special meeting given pursuant to Article IV, Section 3, is accompanied by a copy of the proposed amendment, a copy of the portion of the By-laws proposed to be amended or repealed, and a brief statement of the reasons for the proposal. Typos and minor corrections to the bylaws that clarify or do not affect the intent may be made by the Board of Directors with a unanimous vote from a quorum presence at any board meeting.