

Diamond Island Association

Bylaws

Table of Contents

| <u>Article/ Section</u> | <u>Subject</u> | <u>Page</u> |
|-----------------------------|--|-------------|
| Article I - | Definition of Terms | 2 |
| Article II – | Required Membership and Voting Rights..... | 2 |
| Article III – | Meetings of Members | 2 |
| Article IV – | Board of Directors | 4 |
| Article V - | Committees | 6 |
| Article VI - | Officers | 7 |
| Article VII – | Contracts, Checks, Deposits and Funds..... | 8 |
| Article VIII – | Books and Records | 9 |
| Article IX – | Fiscal Year | 9 |
| Article X – | Budgets and Assessments..... | 9 |
| Article XI – | Waiver of Notice | 10 |
| Article XII - | Amendments..... | 10 |
| Article XIII – | General Rules and Guidelines | 11 |

Diamond Island Association

Bylaws

Article I - Definition of Terms

Same Definitions as Declaration. The terms used in these Bylaws, to the extent they are not defined herein, shall have the same definition as set forth in the Declaration for Diamond Island Association, and are incorporated herein by reference.

Article II – Required Membership and Voting Rights

Required Memberships.

Member Households. Each Member Household must pay one Annual Membership Fee. Members owning more than one legally habitable home are required to have one Membership for each Member Household.

Member Property. Owners of land lots without a legally habitable home, regardless of the number of lots owned, need not, but may, pay multiple Annual Membership Fees. The maximum number of Annual Membership Fees that may be paid is equal to the number of legal lots owned.

Membership in the Association is required in order to acquire vehicle stickers or permits for use of the ferry.

Voting Rights.

- (a) The payment of each Annual Membership Fee entitles the Member Household or Member Property to one membership and one vote.
- (b) There shall be one person with respect to each membership who shall be entitled to vote at any meeting of the Association (“Voting Member.”) The Voting Member may be an Owner or a person designated by such Owner to act as proxy on his or her behalf.
- (c) In any case where the property ownership is vested in more than one person, the Voting Member and the vote of such Member shall be determined among such persons as they see fit, but not more than one vote may be cast on behalf of any membership.
- (d) With respect to the election of Board Members, each Voting Member is entitled to vote for one nominee to fill each of the then vacant Board positions. In other words, if there are three vacant positions, then the Voting Member may cast a ballot for a total of three nominees.

Article III – Meetings of Members

SECTION 1. Annual Meeting. (a) An Annual Meeting of the Members for the election of Directors, and the transaction of such other business as may be included on the agenda shall be held in August of each calendar year on a date and at a time and place as designated by written notice of the Board of Directors.

(b) The agenda for said meeting shall be made available from the President before the Meeting, and shall include, but is not necessarily limited to the Board of Directors' report of the Association's operations; active, pending, and proposed contracts; insurance; finances; approval of the treasurer's report; and the election of Directors.

(c) Any new business not explicitly stated on the agenda for said meeting shall not be enacted until a following meeting to provide proper notice to all Voting Members.

SECTION 2. Special Meetings. Special Meetings may be called by the President, by a majority of the Board of Directors, or by one third of the total Voting Members.

SECTION 3. Notice of Meetings. Written notice of any meeting shall be posted in at least three (3) conspicuous places on Diamond Island at least fourteen (14) days prior to the date of said meeting. The notice shall state the time, place, date, hour, agenda and purpose of said meeting.

SECTION 4. Place of Meetings. Meetings shall be held on Diamond Island or at another place located in Cass County, Michigan, as designated by the Board of Directors in the notice of the meeting.

SECTION 5. Meeting Participation. All meetings shall be open to all Members and Owners.

SECTION 6. Quorum. A quorum shall be necessary to conduct business at any Annual Meeting or Special Meeting. Twenty-five percent (25%) of the total Voting Members, including proxies, shall be considered a quorum for the transaction of business. Unless otherwise expressly provided in these Bylaws or the Declaration, any action may be taken at any meeting at which a quorum is present upon the affirmative vote of a majority of the Voting Members present or by proxy at such meeting.

SECTION 7. Proxies. Each Voting Member may authorize a person or persons to act for him or her by proxy. A written statement of proxy shall be presented to a Board Member and received by the Board Secretary prior to the beginning of said meeting, may be acted upon solely at said meeting and may specify any or all actions to be taken on behalf of the Voting Member.

SECTION 8. Remote Communications. Any notice, meeting, vote or other action permitted under these Bylaws may be accomplished by means of remote communications, including electronically transmitted communications.

Article IV – Board of Directors

SECTION 1. Election, Number and Term of Office. (a) The Board of Directors of the Association shall include nine (9) Directors. At each Annual Meeting, a Class of 3 Directors shall be elected to serve a term of three years, replacing the class of 3 Directors completing their then expiring three year term. Additional Directors may be elected separately to fill other vacancies on said Board of Directors, and to serve until the natural expiration of the term associated with the vacancy. Names of Members nominated for service on said Board may be submitted to a Board Member and received by the Secretary prior to the meeting, or may be nominated from the floor at the meeting by a Voting Member, or the Nominating Committee. In the event that the number of Members placed in nomination exceeds the number of vacancies on the Board, an election by Voting Members shall be had, and Members receiving the most votes shall be deemed elected to fill the vacancies. Directors serve without monetary compensation; however, a Board Member may serve in an appointed, compensated position.

SECTION 2. Nominations. (a) Any Member or Person in a Member Household may be nominated for Board Membership, except that only one Person per Member Household or Member Property may serve on the Board at any given time.
(b) Members placed in nomination for Board Membership must be present to confirm their acceptance of the nomination and willingness to serve.

SECTION 3. Vacancies. Vacancies on the Board of Directors, caused by any reason, shall be filled by the Board of Directors with any eligible Member by appointment until the next Annual Meeting.

SECTION 4. Removal. Any Board Member may be removed by two-thirds (2/3) of the votes present and voted, either in person or by proxy, at an Annual Meeting or a Special Meeting called for that purpose.

SECTION 5. Board of Director's Meetings. (a) The Board of Directors shall meet as and when deemed necessary to conduct the business of the Association, but not less than four (4) times each calendar year.
(b) Except as otherwise expressly noted in the Association's Bylaws or the Declaration, the Board of Directors shall act by the majority vote of its members at meetings called from time to time as a majority of its members may determine. A majority of the Board shall constitute a quorum.
(c) All Board Meetings are open to all Members, except for the portion of any meeting held: (i) to discuss any current, pending or probable litigation filed on behalf of or against the Association, (ii) to consider information regarding appointment, removal, employment or dismissal of an employee or committee member, or (iii) to discuss violations of rules and regulations of the Association. These discussions and considerations shall be closed to any person not on the Board.
(d) Notwithstanding anything contained herein to the contrary, any action authorized herein to be taken by the Board or a Committee of the Board at a meeting pursuant to

notice may be done, even without a meeting, if written consent is obtained from all members of the Board or Committee authorized to take the action, and such written consents are maintained in the Association's records.

SECTION 6. Powers and Duties of the Board of Directors. (a) The Board of Directors shall have the powers and duties necessary for the administration and management of the business of the Association and shall represent the Association, with full power of authority to act for it in all things legal and whatsoever, and subject to restrictions or limitations imposed by these By-Laws and any special restrictions or limitations imposed by a majority vote of the Members at any Annual or Special Meeting. Such acts and duties include the following:

(a) To enact By-Laws subject to repeal or modification by the Members at any Annual or Special Meeting, calculated and designed to carry into effect the jurisdiction over the properties owned by the Association or its members;

(b) To set fees for use of the Ferry; establish and collect the Annual Membership Fee, penalties, fines, and assessments. The Annual Membership fee shall be due and payable on the date specified by the Board. No Person shall be considered a Member in good standing entitled to member privileges prior to payment of current dues, penalties, fines, and assessments;

(c) To provide or contract for the improvement, maintenance, repair or rehabilitation of the Property;

(d) To establish a Nominating Committee, and to appoint members thereto;

(e) To establish a Ferry Operations Committee, and to appoint Members thereto, including an Executive Manager of Transportation Personnel and an Executive Manager of Ferry Maintenance. Any Member of the Ferry Operations Committee shall be a Member in good standing, and qualified to direct the maintenance and operation of the Ferry. The Board may elect to compensate Members of the Ferry Operations Committee, or to waive such Member's dues.

(f) To report at each Annual Meeting on the management of the business of the Association, the condition of its property, its assets and liabilities, and upon such other matters as may be proper and of general interest to the members.

(g) To distribute a report of the financial condition of the Association to members at or following the Annual Meeting.

(h) To call Special Meetings of the Association as they shall see fit.

SECTION 7. INDEMNIFICATION. Neither the Members of the Board or the Officers of the Association shall be liable to the Owners or Members for any mistake of judgment or any acts or omissions of any nature whatsoever as such Board Members or Officers,

except for actions or omissions found by a court to constitute gross negligence or fraud. The Owners and, to the extent permitted by law, the Association, shall indemnify and hold harmless each of the current and former Board Members or officers against all contractual and other liabilities to others arising out of contracts made by such members or officers on behalf of the Owners or the Association or arising out of their status as Board Members or officers if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association.

SECTION 8. DETERMINATION BINDING. In the event of any dispute or disagreement between any Owners relating to the Property or any question of interpretation or application of the provisions of the Declaration or Bylaws, the determination thereof by the Board shall be final and binding on each and all Owners.

Article V - Committees

SECTION 1. Nominating Committee. The President of the Board of Directors shall, at least thirty (30) days prior to the Annual Meeting, appoint a Nominating Committee consisting of at least three (3) Members in good standing of the Association, two of which should be past Presidents. This Committee shall identify and confirm the acceptance of a sufficient number of Persons in good standing to fill current and pending open Board Member positions. A representative of the Nominating Committee shall place the names of said Persons in nomination at the Annual meeting. If there are no other Persons in good standing willing to fill a Board position, the Nominating Committee may nominate a present Board Member.

SECTION 2. Ferry Operations Committee. The Board of Directors shall establish a Ferry Operations Committee including an Executive Manager of Transportation Personnel and Executive Manager of Ferry Maintenance, as directed in Article IV Section 6e.

(a) The responsibilities of the Ferry Operations Committee shall include, but are not necessarily limited to the following:

- (1) Ensuring that the Ferry be operated in a safe, legal and reliable operating condition, and according to all federal, state, county and insurance laws rules and regulations;
- (2) Ensure compliance with Article XIII, Sections 3c and 4;
- (3) Proposing rules and policies ensuring the safe and legal operation of the Ferry to the Board for approval and administration;
- (4) Carrying out any additional duties established by the Board related to Ferry Operations.

(b) The Executive Managers of Transportation Personnel and Ferry Maintenance may, at their discretion:

- (1) Appoint separate persons to carry out their duties, provide such person is qualified and current on their Membership fees, assessments, fines and penalties;

(2) Recommend to the Board the waiver of the Annual Membership fee, and the provision of one vehicle sticker, for up to two members of the Ferry Operations Committee;

Article VI - Officers

SECTION 1. Officers. The Board of Directors shall elect from its members the Officers of the Association, which shall be a President, a Vice President, a Treasurer, and a Secretary. Officers whose authority and duties are not described in these Bylaws shall have the authority and obligation to perform the duties prescribed, from time to time, by the Board of Directors. The Association shall provide Director's Insurance covering all members of the Board of Directors.

SECTION 2. PRESIDENT. The President shall be the chief executive officer of the Association and shall preside at all meetings. The President:

1. Prepares agendas for and presides at membership and board meetings, adheres to agendas, maintains order, and follows parliamentary procedure;
2. Maintains awareness of the priority of business items and schedules them appropriately;
3. Prepares to, and represents the organization before corporate or governmental organizations;
4. Delegates responsibility and authority to other officers and committee members;
5. Maintains vigilant awareness of the overall financial health of the Association;
6. Provides guidance to committees appointed or formed to carry out the business of the Association.

SECTION 3. VICE-PRESIDENT. The vice-president shall perform the duties of the President in the absence of the President for any reason whatsoever until a new President shall be elected. The Vice-President:

1. Learns the duties of the President and fulfills that role when the President is absent;
2. Assists the President whenever possible.

SECTION 4. TREASURER. The Treasurer shall have custody and keep account of all the money, funds and property of the Association. He or she shall keep any and all accounts and books necessary for proper bookkeeping methods. He or she shall deposit money belonging to the Association in such places designated by the Board of Directors and shall pay out money as the Association may require upon order of properly constituted Officers. He or she shall produce and exhibit the books of the Association at all reasonable times upon demand. The Treasurer:

1. Receives income and issues receipts when required;
2. Pays all expenses when due, including payroll;
3. Files proper financial forms and pays all government-related(federal and state) expenses on time;
4. Informs the Board of bills paid, expenses and receipts - especially identifying large sums;
5. Prepares financial statements;
6. Submits any financial records for any audits called by the Board;
7. Prepares and submits tax returns.

SECTION 5. SECRETARY. The Secretary of the Association shall keep the minutes of all meetings. He or she shall attend to giving notices and shall be responsible for all records of the Association including the list of Association Members. The Secretary:

1. Handles all correspondence of the organization;
2. Prepares minutes of the meetings and presents them for approval at the next meeting;
3. Prepares and processes all communications to the members;
4. Maintains all legal documents and records of the Association as assigned;
5. Files non-financial forms with governmental or corporate entities;
6. Assists in preparation of meeting agendas; and
7. Prepares and makes recommendations for actions of the Board and Association, based on familiarity with papers, correspondence, etc.

Article VII – Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS.

(a) The Board of Directors may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

(b) The Board of Directors and its assigns shall be limited to an expenditure of five thousand (\$5,000.00) without first obtaining the approval of the majority of the Voting Members of the Association. Up to ten thousand (\$10,000.00) may be used for an emergency expenditure to be approved after the fact at the next Annual Meeting.

(c) The Board shall not incur any encumbrances, including borrowing money against the Association without the approval of the Voting members by majority vote at any Annual or Special Meeting.

SECTION 2. Checks, Drafts, Etc.

(a) All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents for the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such a determination, all payments shall be signed by the Treasurer and countersigned by the President or any other Director of the Association.

(b) There shall be no deficit spending, that is, no officer or agent of the Board or the Board of Directors may authorize an expenditure which would result in a deficit in any account of the Association.

SECTION 3. Deposits. All funds of the Association shall be promptly deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may designate.

SECTION 3. Gifts. The Board of Directors may accept on behalf of the Association, any contribution, gift, bequest or device for the general or any special purpose of the Association.

Article VIII – Books and Records

SECTION 1. Books and Records. The Board shall maintain the following records of the Association available for the examination and copying by any Member, subject to the authority of the Board or their mortgages and their duly authorized agents or attorneys:

- (a) Copies of the Declaration and the Bylaws and any amendments, annual reports, and any rules and regulations adopted by the Board.
- (b) Detailed and accurate records in chronological order of the receipts and expenditures affecting the Association, specifying and itemizing the maintenance and repair expenses and any other expenses incurred, and copies of all contracts, leases or other agreements entered into by the Association.
- (c) The minutes of all meetings of the Association and the Board for a period of no less than seven (7) years.
- (d) Ballots, if any, for any election held for the Board and for any other matter voted on by the Members shall be maintained for a period of not less than one year.

Article IX – Fiscal Year

The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Article X – Fees, Assessments, Fines and Penalties

Fees, Assessments, Fines and Penalties. (a) The purpose of fees and assessment are to provide funding to carry out the responsibilities of the Association, including, but not limited to the payment of taxes, insurance and other costs and expenses incident to the care, maintenance and operation of the Ferry and all other property of the Association. The purpose of penalties and fines are to ensure compliance with all rules and regulations duly instituted by the Association or the Board.

(b) The amount of the Annual Membership Fee shall be determined by the Board and approved by the Voting Members at the Annual Meeting or any Special Meeting called for that purpose.

(c) Special assessments for the purpose of defraying the cost in whole or part for extraordinary or emergency repairs, construction, rehabilitation or replacement of Association property may be proposed by the Board and approved by two-thirds (2/3) of the Voting Members present at an Annual or Special Meeting called for this purpose.

(d) Annual fees and special assessments shall be paid in the amount and by the dates so determined.

(e) Penalties and fines approved by the Voting Members shall be paid in the amount and by the date required by the Board

(f) Late or delinquent payment of properly levied fees, assessments, penalties and fines shall result in loss of Member-in-good-standing status and any and all rights associated with it, including the right to purchase permits for the ferry.

(g) should a member or prospective member initiate any legal action which causes the Association to incur legal fees or other costs, any such fees or costs shall be considered a special assessment payable annually by the member or prospective member bringing the legal action and such special assessment shall be governed by Article X (f) and Article IV Section 6 (b).

Article XI – Waiver of Notice

SECTION 1. Authority. Whenever any notice is required to be given under the provisions of the Articles herein, 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 XII - Amendments

SECTION 1. Authority. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors, subject to affirmation by an affirmative vote of a majority of the Voting Members present at an Annual or Special Meeting including such an action on its agenda. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association consistent with law, the Articles of Association and the Declaration.

SECTION 2. Notice. Any proposed amendments to the By-Laws shall have been submitted in writing to the President at least sixty (60) days prior to the meeting at which the proposed amendment(s) are to be presented for adoption. A copy of such proposed amendments shall have been mailed to each member of the Association at least fifteen (15) days prior to such meeting.

Article XIII – General Rules and Guidelines

SECTION 1. Definitions. For purposes of the effective management and administration of the Association, the Board of Directors may adopt rules and guidelines governing the Property and the conduct of Members utilizing the Property. A Rule describing any such actions shall be enforceable by any Director, Member or employee of the Association as designated within such Rule. A Guideline describing any such action shall be deemed generally acceptable to and in the best interests of the Association and its members and employees.

SECTION 2. Disputes Among Owners and Members. The Association only enforces the rules and guidelines adopted by it. The local authorities shall have jurisdiction and shall serve as the proper channel for recourse in any and all disputes among Owners. The Association and the Board assume no responsibility and may only serve on behalf of the Association to communicate the responsibilities of the Association, if any, in such matters.

SECTION 3. Temporary Habitation.

(a) Except as allowed herein, no camping trailers, campers, motor homes or house trailers may be brought to the Island.

(b) An Owner of a Member Household, who has satisfied the requirements of Section 3(c) herein, may temporarily bring a camping trailer, camper, motor home, or any other vehicle designed for sleeping accommodation, to the Island and put it on his or her property for special occasion use. However, within ten (10) days of bringing said vehicle onto the Island, said owners must remove the vehicle from the Island. In no event shall such a vehicle remain on the Island for more than 10 days.

(c) Before any Trailer is permitted on the Ferry, the Member Household Owner must obtain a special permit to bring the Trailer on the Island. Prior to receiving such permit, the Member Household Owner must execute an Agreement recognizing this rule, agreeing to be bound by it, and taking responsibility for ensuring compliance therewith.

SECTION 4. Rules for Ferry Operations.

(a) No person, including Owners and Members, is authorized to operate the Ferry without prior training and authorization from the Executive Manager of Ferry Maintenance. Valid exceptions to this rule are acute sickness, fire, death, or natural disasters.

(b) The following vehicles are authorized free passage on the Ferry: Electric utility truck(s), regular trash truck, telephone truck, bottle gas trucks, Cass County vehicles, and all emergency vehicles. All other vehicle operators are required to pay the prescribed fee.

(c) Additional rules may be inserted from time to time by the Board of Directors or a Committee according to Article V, Section 2.