

BY-LAWS OF MASON-LAKE BAR ASSOCIATION

ARTICLE I – NAME

The name of this Association shall be MASON-LAKE BAR ASSOCIATION.

ARTICLE II - MISSION STATEMENT

The mission of the Mason-Lake Bar Association is to uphold the values of citizenship and fair access to justice in Mason and Lake Counties and to provide a professional outlet to our members to share said values with the communities we serve.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility

- (a) Full Membership: Any lawyer admitted to the practice of law by the Supreme Court of Michigan, who is a member in good standing of the State Bar of Michigan, and who has an office, residence or practices law in Mason and/or Lake County, may become a regular member of this Association upon application and payment of dues.
- (b) Associate Membership: Any lawyer who does not qualify for Full Membership, but who is a member in good standing of the bar of any state other than Michigan, any territory or possession of the United States, or the District of Columbia, may become an associate member of this Association upon application and payment of Associate Membership dues. Associate members are not eligible to serve as Officers.
- (c) Honorary Membership: Distinguished lawyers and judges who do not have an office or residence in Mason and/or Lake County may be appointed honorary members by a majority vote of the Executive Committee.

Section 2. Associate and Honorary members shall have the same rights, privileges and responsibilities as regular members, except that Honorary members shall not be required to pay dues.

Section 3. The Executive Committee may, after affording an opportunity for hearing, suspend or expel any members from the Association for unethical professional conduct or any conduct that tends to bring the profession or the Association into disrepute; provided, however, that before becoming effective such action of the Executive Committee must be approved by simple majority vote of the Executive Committee in the case of suspensions and by unanimous vote of the Executive Committee in the case of a decision to expel a member.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of members of the Association shall be held in the month of October at a place and on a date to be selected by the Executive Committee. Time and place of the annual meeting shall be announced at least ten days in advance by written notice to the members. At the annual meeting, annual reports of officers shall be delivered and officers and directors shall be elected for the ensuing year.

Section 2. Meetings. Meetings may be called by the president or by the secretary upon written request of any five members of the Association.

Section 3. Notice of Meetings. Members shall have ten days advance written notice of the time, place and purpose of regular or special meetings. All notices will be provided via electronic mail, unless the Member at the time of renewal of the dues opts out of this means of communication and provides a mailing address where notices are to be mailed.

Section 4. Quorum. At all meetings of members, one-fourth of the members present in person or by written proxy will constitute a quorum for the transaction of business. Each member shall have one vote, which he or she may vote in person or by proxy duly appointed through a written document filed with the Secretary. The vote on any matter shall be by secret ballot upon the request of any member; otherwise, the presiding officer may decide any matter based on the yeas and nays. The exact vote on any matter voted upon by secret ballot shall be recorded in the minutes of the meeting.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1. Members. The business and affairs of this Association shall be managed and controlled by a five member Executive Committee, consisting of the president, vice president (who shall serve as president elect), secretary, treasurer and the immediate past president. If the immediate past president cannot serve, a fifth member shall be appointed by the sitting Executive Committee. The Executive Committee members elected at the annual meeting shall hold office from November 1 to October 31 of the following year. The duties of the Executive Committee shall be to plan the Association's activities, to support the mission statement, to represent the Association and to manage its business between meetings of the members of the Association.

Section 2. Vacancies. The Executive Committee shall have the authority to fill any vacancies in the positions of vice president, secretary, or treasurer. Such appointees will hold that office for the balance of the unexpired term to which they have been appointed.

Section 3. Executive Committee Meetings. The Executive Committee shall meet quarterly as set by the president. Additional meetings will be called by the secretary upon written request of any three (3) of the Executive Committee members.

Section 4. Quorum. At all meetings of the Executive Committee three members shall constitute a quorum for the transaction of business.

ARTICLE VI – OFFICERS

Section 1. Officers. The officers of this Association shall be a president, vice president (who shall be president elect), secretary, treasurer, and the immediate past president.

Section 2. Terms of Office. Each year at the annual meeting of members, the vice president, secretary and treasurer shall be elected for one-year terms that shall commence

November 1, or when their successors shall have been elected and qualified, whichever is later. On November 1 of each year the vice president shall automatically succeed to the office of president for a term ending the following October 31, or when his successor shall have taken office, whichever is later.

Section 3. Transitional Terms of Office. Prior to the adoption of these By-Laws, the Association acknowledges that under the current practices the only officers have been that of president, secretary and treasurer. Upon approval of these By-Laws, the membership is tasked with the duties to elect a president, a vice president (who shall be president elect) a secretary and a treasurer. The current president will serve the newly created office of immediate past president. All these officers constitute the Executive Committee.

Section 4. Vacancies. If the office of president becomes vacant, the vice president shall become president of the Association for the unexpired term. In such case the vice president who becomes president for the unexpired term shall continue as president for his/her intended full term commencing the following November 1. If any other office becomes vacant, the vacancy shall be filled by appointment by the remaining Executive Committee members.

Section 5. President. The president shall preside at all meetings of the Association and meetings of the Executive Committee. He/she shall perform all duties ordinarily incident to his/her office, which shall include the appointment of committees, and shall recommend such action as he/she deems proper. The president shall be an ex officio member of all committees.

Section 6. Vice President. The vice president shall act as president in the absence of the president, and shall assist the president in the performance of his/her duties. He/she shall generally familiarize him/herself with the duties he/she will be called upon to perform when he/she succeeds to the president's office the following November 1.

Section 7. Secretary. The secretary shall keep minutes of meetings, shall arrange for sending notices, and shall be custodian of correspondence files. The secretary shall act as administrative assistant to the president, shall assist committee chairpersons in carrying out the work of committees and shall perform such other duties as may be assigned to him/her by the Executive Committee. Upon being succeeded in office, he/she shall turn all Association records and correspondence over to his/her successor.

Section 8. Treasurer. The treasurer shall receive and disburse all funds of the Association, and shall deposit or invest its money from the membership dues as provided by the Executive Committee. The treasurer shall submit at the annual meeting a report of monies received and expended, amounts due the Association and an estimate of the resources and expenditures for the ensuing fiscal year.

Section 9. Immediate Past President. The immediate past president shall provide counsel and support to the Executive Committee to help ensure continuity and an efficient transition in leadership. In addition, no less than 30 days prior to the annual meeting, it is the duty of the Immediate Past President to call a meeting of the Nominations Committee. The immediate past president will choose three additional active Full Members who will serve as the Nominations

Committee with the consent of the Executive Committee. The President will also serve on the Nominations Committee. The Nominations Committee will prepare the slate of candidates for the offices of vice president (who shall serve as president elect), secretary, and treasurer. The Nominations Committee shall report the slate of candidates to the Executive Committee no less than two weeks prior to the Annual Meeting for presentation and election during the Annual Meeting. Nominations may also be made from the floor during the annual meeting by any Full Member in good standing. There are no restrictions as to the number of terms an individual may be elected to serve in any of the offices of the Association.

ARTICLE VII – DUES

Section 1. Annual dues are payable on or before October 31 for each calendar year as follows:

(a) Full and Association Members:

- 1) Annual dues shall be paid by members in the amounts and at times as may be determined by the Executive Committee. Members of the Association must be notified by publication via electronic mail or in writing thirty days prior to the Executive Committee votes to amend the dues. However, newly admitted lawyers to the State Bar of Michigan who are admitted in Mason or Lake County are entitled to their first year of membership at no charge.
- 2) Age 70 or over, no dues.

(b) Honorary members, no dues.

Members six months delinquent in dues may be dropped from the membership, but payment of dues to date shall entitle such persons to reinstatement.

Section 2. Members in Military Service. Any member who is in the military service of the United States shall be exempt from the payment of dues unless such member becomes a career member of the military service.

ARTICLE VIII – COMMITTEES

Section 1. The Executive Committee has the power to appoint Special Committees based on need and resources available. Any decision of the Executive Committee to create or establish a Special Committee would be considered temporary until it is ratified at the next Membership meeting, where the membership will vote on keeping the Special Committee to transform it into a Standing Committee, extend its appointment for an additional year, or disband the Special Committee.

ARTICLE IX - APPROPRIATIONS AND EXPENSES

Section 1. The Executive Committee shall make appropriations of Association funds for officer, Committee or other expenses.

Section 2. Any liability incurred by an Association officer or committee in excess of the appropriation authorized by the Executive Committee shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

ARTICLE X - AMENDMENTS TO BY-LAWS

By-Laws may be adopted, amended or rescinded by a majority of the Executive Committee, or by a majority vote of the members present and voting, in each case at any duly called meeting at which a quorum is present, provided that notice of such a proposed change is contained in the notice of any such meeting. However, the Executive Committee shall not make or alter any by-laws fixing their number, qualifications, classification or term of office.

ARTICLE XI – SEAL

The Association shall have no seal.

ARTICLE XII - FISCAL AFFAIRS AND AUDITS

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 2. Reports. After the close of each fiscal year of the Association, the Executive Committee shall approve the financial transactions of the Association for the preceding fiscal year and a report shall be made available to the membership upon each individual member's request.

ARTICLE XIII - EXECUTION OF INSTRUMENTS

Section 1. When execution of any contract, conveyance or other instrument has been authorized without specification of the executing officer or agents, the president or vice president in conjunction with any other officer may execute the same in the name of and on behalf of the Association. The Executive Committee shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Association. The treasurer shall have the authority to sign any draft, check or money transaction from the Association's checking or savings account.

APPROVED BY VOTE OF THE MEMBERSHIP ON October 22, 2013.
As per Secretary records, 15 members were present at said meeting, with:

Votes in Favor 15 Votes Against 0