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PIGEON RIVER COUNTRY ASSOCIATION, INC.
BY-LAWS

ARTICLE I: NAME

The name of this organization shall be PIGEON RIVER COUNTRY ASSOCIATION, INC., hereinafter referred to as "Association."

ARTICLE II: PURPOSE

The purpose of the Association shall be:

Section 1. To protect the unique wilderness characteristics of the Pigeon River Country, and to insure that the Pigeon River Country retains the aesthetic, wildlife, recreational and educational values that presently exist, both for the present and for future generations.

Section 2. To provide educational materials concerning the Pigeon River Country State Forest.

Section 3. To provide assistance and recommendations to the DNR and Area Forester to fulfill the mandate of the 1973 Concept of Management.

ARTICLE III: MEMBERSHIP

Section 1. An active member of the Association shall be any person who supports the purpose of the Association and has paid annual dues for the current year. An active member has voting rights.

Section 2. An active individual member is entitled to one vote on any subject related to the activities of the Association; a family membership entitles a member and his/her spouse to one vote each on any subject related to activities of the Association.

Section 3. An active member is entitled to hold any office in the Association.

Section 4. An honorary member is any person, business or organization who contributes in a significant financial manner for the furtherance of the aims of the Association. An Honorary Member has no voting rights.

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ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS

The Board of Directors shall be composed of: President, Vice-President, immediate past President, Secretary, Treasurer, and committee chairs.

The Executive Board shall consist only of Officers of the Association: President, Vice-President, Secretary and Treasurer.

Section 1. Members of the Board of Directors shall be elected or appointed to one-year terms at the Annual Meeting.

Section 2. Each member of the Board of Directors shall be entitled to one vote on all matters that come before the Board.

Section 3. Each member of the Board of Directors may assign his/her proxy to another member of the Board.

ARTICLE V: DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall:

- a. Make recommendations as to the time, date and place of the annual meeting.
- b. Fill any vacancy of office for the unexpired term.
- c. Direct an audit of the Association's financial records, if necessary.
- d. Remove and replace an officer or member for just cause.
- e. Authorize remuneration for association expenses incurred by any officer or member when appropriate.
- f. Empower the Treasurer and/or one other officer of the Association to sign checks during the fiscal year.

Section 2. The President shall:

- a. Preside over all meetings of the Association.
- b. Appoint committee chairs as needed, subject to the approval of the Executive Board.
- c. Call all meetings of the Association's Board of Directors.

Section 3. The Vice President shall assume the duties of the President in his/her absence.

Section 4. The Secretary shall:

- a. Prepare and maintain minutes of the meetings.
- b. Make minutes available to the Association and Board of Directors as needed.
- c. Maintain and make available as needed up-to-date membership lists.
- d. Mail membership renewal notices and issue receipts to members.
- e. Forward all money received to Treasurer.

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f. Mail Annual Meeting notices not less than 15 days prior to meeting.

g. Perform any other duties assigned by President.

Section 5. The Treasurer shall:

a. Receive, account for and deposit in a bank all funds of the Association.

b. Make authorized disbursements by issuing checks.

c. Maintain accurate records of receipts and disbursements for inspection and audit if necessary.

f. Prepare and submit such financial reports as may be required by law and/or as requested by the President or Board of Directors.

g. Perform such other duties as may be assigned by the President or Board of Directors.

ARTICLE VII: NOMINATIONS AND ELECTIONS

Section 1. Elections of Officers shall be held at the Annual Meeting.

Section 2. The President shall appoint a Nominating Committee and chair thereof at least 30 days prior to the Annual Meeting.

Section 3. The Nominating Committee shall conduct the vote at the Annual Meeting, by placing in nomination the slate of candidates and opening the floor for additional nominations.

Section 4. A majority of active members present at the Annual Meeting shall be sufficient for the election of officers.

ARTICLE VIII: MEETINGS

Section 1. The Association shall hold at least one meeting in June of each year, called the Annual Meeting, which shall be held at a place, date and time as recommended by the Board of Directors.

Section 2. Members shall be advised of the date, time and place of the Annual Meeting, by written notice, at least 15 days prior to said meeting.

Section 3. For the purpose of transacting business, active members present shall constitute a quorum.

Section 4. The President may call a meeting of the Board of Directors as necessary for the benefit of the Association.

Section 5. Quorum for a meeting of the Board of Directors shall be 2/3rds of the members of the Board. The President may receive a proxy vote from an absent member.

Section 6. Meetings of the Board of Directors, Executive Board or

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various committees shall be open to any member in good standing of the Association.

ARTICLE IX: DUES, CONTRIBUTIONS AND SPECIAL ASSESSMENTS

Section 1. The amount of annual dues shall be established, and may be changed by, a majority vote at the Annual Meeting upon recommendation of such a change by the Board of Directors.

Section 2. The dues shall be collected by the Secretary and are due by July 1st of each year.

Section 3. The fiscal year shall begin on July 1 and end on June 30 of the following year.

Section 4. The Board of Directors may solicit or accept contributions for special and memorial purposes, and may request assessments for special needs if necessary.

ARTICLE X: REMOVAL FROM OFFICE

An Officer may be removed from office by 3/4 vote of the members of the Board of Directors.

ARTICLE XI: ADOPTION AND AMENDMENT OF BY-LAWS

These By-Laws or amendments will be presented to the general membership after being endorsed by a 2/3 vote of the Executive Board, followed by ratification by a majority of active members of the Association. Such ratification shall be by acceptance of the By-Laws as a whole, rather than by their separate parts.

Ratification of these By-Laws and amendments thereto may also be achieved by a mail vote in which 2/3 of those responding approve of the proposed By-Laws or amendment. Any ballots not returned will be considered as approving ratification.

ARTICLE XII: DISSOLUTION

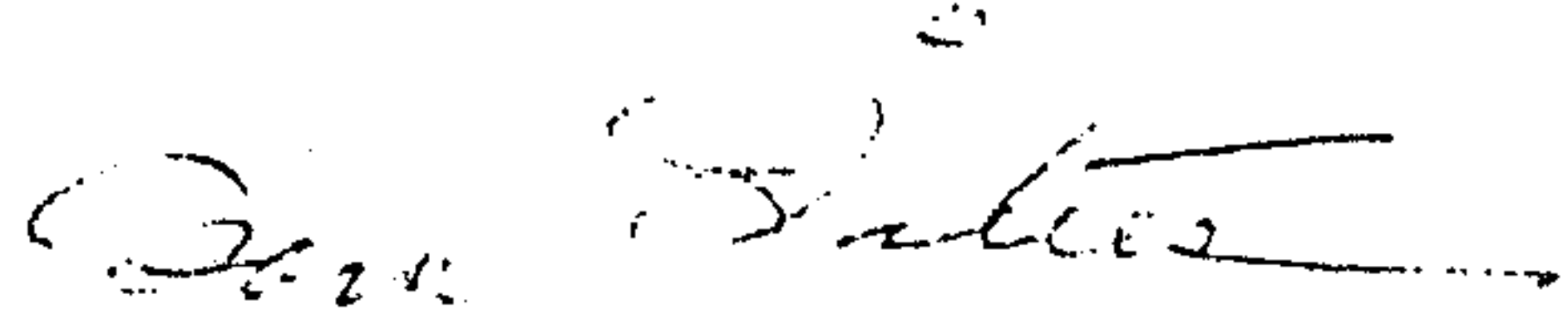
This Association may be dissolved at any time by:

Section 1. A 2/3 vote of the general membership present at a regular meeting, or at a special meeting called for that purpose, or by a mail vote of 2/3 of the general membership.

Section 2. Any assets of the Association at the time of dissolution shall be donated to a non-profit Michigan organization whose major interest lies in promoting the wise use of natural resources. The organization to receive the assets shall be selected by the Board of Directors.

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Adopted this 26th day of June, 1988 by a vote of the active membership of the Pigeon River Country Association, Inc.



Sam Titus
Secretary/Treasurer

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