

AMENDED AND RESTATED BYLAWS
OF
GULL LAKE QUALITY ORGANIZATION, INC.
(as most recently amended on 10 October 2023)

ARTICLE I

Purposes and Objectives

Section 1. Purposes. The purposes for which Gull Lake Quality Organization, Inc. (the “**Corporation**”) is formed are set forth in its Articles of Incorporation.

Section 2. Ordinances and Codes. The Corporation will support the implementation and or modification and enforcement of ordinances and related building codes that in whole or in part will effectively maintain or improve the water quality of Gull Lake.

ARTICLE II

Membership

Section 1. Classes of Members. The Corporation may have more than one class of members. The Corporation’s Board of Directors (the “**Board**”) may establish, from time to time, by a two-thirds vote of the whole Board, such membership classifications as the Board shall deem appropriate.

Section 2. Qualification for Membership. Each member must subscribe to the purposes of this Corporation and pay the required dues prescribed by the Board. For the purposes of these Bylaws, the “Gull Lake Community” shall include those living on Gull Lake and the waters and land of the surrounding watershed of Gull Lake, including Richland and Ross Townships of Kalamazoo County, Michigan, and the Prairieville and Barry Townships of Barry County, Michigan. Membership is open to individuals, organizations, and businesses that support the mission of the Corporation. The Corporation’s membership shall be unlimited in number. Membership shall be open to any person or entity without regard to race, age, gender, religious belief, disability, or sexual orientation.

Section 3. Initial and Annual Membership Dues. The Board may establish, from time to time, by a two-thirds vote of the whole Board, membership categories and dues that members shall be required to pay initially or periodically (depending on the membership category), as a condition of membership, and may make rules necessary to enforce such requirement, including provisions for the termination of membership for non-payment of dues and for reinstatement. The Board must annually review and approve the amount of member annual dues in advance of each year’s annual membership meeting. The amount of member annual dues for the upcoming year must be reported to the members at the annual members’ meeting.

Section 4. Termination of Membership. The Board may establish grounds and procedures for the termination of membership. In addition to the foregoing, an individual's membership terminates upon that individual's death, written resignation delivered to the Board, or failure to pay dues timely, subject to a vote by the Board. A member who is delinquent in payment of dues may not vote and will be placed on inactive status until the dues are paid.

ARTICLE III

Members' Meetings

Section 1. Annual Meeting. A regular annual meeting of the members for election of directors and for such other business as may come before the meeting must be held each year on the third Tuesday of June, or on such other date, at a time and place to be determined by the Board. Before the annual meeting, the Nominating Committee, if the Board has created a Nominating Committee, shall make recommendations to the Board, and the Board will vote on the recommendations for new or renewed appointments to the Board. Those recommended for new, or renewed, appointments on the Board will be posted on the GLQO website at least two weeks prior to the annual meeting. The Board shall present the recommendations for new or renewed Board members at the annual meeting, and the members in attendance shall vote on a motion to approve the recommendations. Members present at the annual meeting may make additional nominations (including self-nominations) for vacant or expiring seats on the Board, including seats held by officers, during the annual meeting. Failure to hold the annual meeting does not affect otherwise valid actions taken by the Corporation.

Section 2. Special Meetings. The Board or the President may call a special meeting of members. Special meetings may also be called upon the request of not less than twenty-five percent (25%) of the members. Special meetings of the members are to be held at such place and at such time as the Board determines.

Section 3. Notice of Meetings. Written notice of the time, place, and purposes of a regular or special meeting of members must be given to each member that is entitled to vote at the meeting, personally, by mail, or by electronic transmission in a manner authorized by the member, not less than ten (10), nor more than sixty (60), days before the date of the meeting. Notice of the annual meeting will also be published during the month immediately preceding the annual meeting on the Corporation's existing social-media pages and on the Corporation's internet web site at the following url: <https://glqo.net/>. A member wishing to make a proposal at a members' meeting must submit the entire text of the proposal to the Corporation's Secretary at least sixty (60) days before the meeting unless a majority of the members waive this requirement at such meeting. Notice of the purposes of a members' meeting must include notice of any proposal a member intends to propose. If a member is permitted to participate and vote at a meeting by remote communication, the notice must include a description of the means of remote communication.

Section 4. Waivers by Attendance. A member's attendance at a meeting results in both of the following:

(a) waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(b) waiver of objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 5. Quorum. Fifteen (15) members entitled to vote at a meeting, whether or not present at the meeting, constitutes a quorum. The quorum requirement may be met by members attending the meeting in person or represented at the meeting by proxy. The members present in person or by proxy at the meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is not present, the members present may adjourn the meeting by majority vote.

Section 6. Voting. Each member (whether the member is a household, organization, or individual), who is present at a members' meeting is entitled to one vote, except that a member entitled to vote at an election of directors may vote for as many persons as there are directors to be elected. The acts of a simple majority of the members present at the meeting at which a quorum is present shall be the acts of the Corporation. A vote may be cast orally, in writing, by electronic transmission, or by printed ballot at a specified polling place.

Section 7. Proxies. A member may authorize another individual to act for the member at a members' meeting or to express consent or dissent without a meeting. A proxy must be in a writing, dated and signed by the member granting the proxy and must be delivered to the Corporation's Secretary either by hand or by electronic transmission containing the date and other reliable information sufficient to determine that the proxy was authorized by the member. A reliable reproduction of the original writing or transmission may be substituted if it is a complete reproduction of the entire original. A proxy must be presented to the meeting's presiding official to be qualified. A proxy ceases to be valid after the expiration of three (3) years from its date.

Section 8. Participation in Special Meeting by Remote Communication. A member may participate in a Special Meeting of the members' meeting (i.e., remote attendance is not allowed for annual meetings) by a conference telephone or other means of remote communication that permits all persons that participate in the meeting to communicate with all the other participants in accordance with the following:

(a) All participants must be advised of the means of remote communication;

(b) Such participation in the meeting constitutes presence in person at the meeting;

(c) The Corporation must implement reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a member or proxy holder;

(d) The Corporation must implement reasonable measures to provide each member or proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and

(e) If any member or proxy holder votes or takes other action at the meeting by a means of remote communication, the Corporation must maintain with its records a written record of the vote or other action.

ARTICLE IV

Board of Directors

Section 1. Number and Qualification. The Corporation's Board consists of not less than ten (10) and not more than eighteen (18) Directors.

Section 2. Election and Term of Office. The currently serving President, Vice President, Secretary, and Treasurer will each be elected as provided in Article VII, below. Additional directors (i.e., "**at-large directors**") shall be elected by the membership at large. At-large directors must be elected at the annual members' meeting. At-large directors will each serve for a three-year term. No Officer or at-large director shall serve more than two consecutive three-year terms; provided, however, that an at-large director may be re-elected after one year has passed since that director's second consecutive term. Terms of the newly elected or re-elected directors will begin September 1 following the Annual Meeting.

Section 3. Resignation and Removal. A director may resign by written notice to the Corporation's Secretary. The members may remove a director with or without cause upon the same vote required for election. The directors cannot remove a director.

Section 4. Vacancies. The directors may elect an individual to fill a vacancy on the Board for a term continuing only until the members' next election of directors of the class for which the new director was chosen.

Section 5. New Directors. Upon request by a new director, the Corporation's Secretary must provide each new director with current copies of the Articles of Incorporation, Bylaws, and other pertinent information regarding the organization and operation of the Corporation.

Section 6. Powers. The Board manages the Corporation's business and may exercise all the Corporation's powers, except those powers that are reserved to the members under the Corporation's Articles of Incorporation, these Bylaws, and the Michigan Nonprofit Corporation Act.

Section 7. Compensation. No director shall receive compensation for any service he or she may perform as a member of the Board but may be reimbursed for such expenses incurred on behalf of the Corporation as may be approved by the Corporation's Treasurer, in advance.

ARTICLE V

Committees

Section 1. Committees of Directors. The Board may appoint one or more committees to consist of one or more directors. A committee of directors may exercise any of the powers and authority of the Board, but only to the extent provided in the Board resolution constituting the committee and subject to the limitations of delegable authority specified in Section 528 of the Michigan Nonprofit Corporation Act. The Board may designate one or more individuals who are not directors to receive notice of, attend, and be heard at a committee meeting, but such individuals cannot vote.

Section 2. Advisory Committees. The Board may appoint one or more committees to consist in whole or in part of individuals who are not directors. Any such committee serves solely to assist in the conduct of the Corporation's affairs and cannot exercise any of the Board's powers or authority. The resolution that establishes the committee must state the purpose and functions of the committee, the terms and qualifications of the committee members, and the ways in which the members of the committee are selected and removed.

ARTICLE VI

Directors' Meetings

Section 1. Regular Meetings. A regular Board meeting must be held annually for the purpose of receiving the report of the Corporation for the previous fiscal year as required by Section 901 of the Nonprofit Corporation Act and transacting any other business. Each regular Board meeting will be held thereafter at the time and place the Board specifies at the regular meeting immediately preceding. Notice of such regular meetings must be given to each director. A Board meeting may be held at a different time and place with the consent of a majority of the directors upon written notice to all directors who did not consent.

Section 2. Special Meetings. The President may call a special meeting of the Board at any time. Three (3) members of the Board may call a special meeting of the Board.

Section 3. Meeting Notice. Notice of a meeting stating the time and place of the meeting must be given to each director by one of the following methods:

- (a) by mailing a written notice to such address as the director designates from time to time or, in the absence of designation, to the last known address of the director at least five (5) days before the date set for such meeting;
- (b) by personally delivering a written notice to the director at least three (3) days in advance of such meeting;

(c) by orally notifying the director at least three (3) days in advance, either personally or by telephone; or

(d) by electronic transmission to the director at least three (3) days in advance in a manner authorized by the director entitled to the notice,

except that, if the transmitted notice is returned as undeliverable, a different permitted method of notification must be used.

Section 4. Waiver of Notice. A director's attendance at or participation in a meeting waives notice to the director of the meeting, unless the director at the beginning of the meeting, or when the director arrives, objects to the meeting or the transacting of business at the meeting, on the basis that he or she did not receive proper notice, and after objecting does not vote for or assent to any action taken at the meeting. A director may waive any right to notice before or after a meeting.

Section 5. Quorum. A majority of the directors constitutes a quorum for the transaction of business. The act of a majority of those directors present at any meeting at which there is a quorum is the act of the Board, except as provided by law, the Articles of Incorporation, or these bylaws.

Section 6. Voting Rights. Each director present in person or virtually at a Board meeting, except the President, is entitled to one vote; provided, however, that the President will cast their vote in case of a tie.

Section 7. Conduct of Meetings. Directors meetings generally follow accepted rules of parliamentary procedure. The presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business being conducted.

Section 8. Action by Written Consent. Action required or permitted to be taken under authorization voted at a Board meeting may be taken without a meeting if, before or after the action, all directors then in office consent to the action in writing or by electronic transmission. The written consents must be filed with the minutes of the Board or committee. The consent has the same effect as a vote of the Board for all purposes.

Section 9. Participation in Meeting by Remote Communication. A director or member of a Board committee may participate in a meeting through a conference telephone or similar communications equipment by means of which all individuals who are participating in the meeting can communicate with the other participants. Such participation in a meeting constitutes presence in person at the meeting.

Section 10. Manifestation of Dissent. A director who is present at a directors' meeting, or at a meeting of a committee of which the director is a member, at which action on a corporate matter is taken is presumed to have concurred in that action taken unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as the secretary of the meeting before or promptly after its adjournment. A director who is absent from a meeting of the Board or of a committee of which the director is a member at which

any such action is taken is presumed to have concurred in the action unless the director files a written dissent with the secretary of the meeting within a reasonable time after obtaining knowledge of the action.

ARTICLE VII

Officers

Section 1. Election. At the first Board meeting following the annual members' meeting the Board must elect the President, the Vice President, Secretary, and the Treasurer. Terms of these officers are for one year and are renewable. Board members may act at other times to fill an unscheduled vacancy. The same individual may not hold more than one office simultaneously. An officer must be and remain a member of the Corporation in good standing.

Section 2. Term, Removal, and Vacancies. An officer holds office until a successor is elected or until the officer's death, resignation, or removal. The members may remove an officer with or without cause. An officer may resign by written notice to the Corporation Secretary. The resignation is effective upon its receipt by the Corporation or at a later date specified in the notice. The Board must elect an individual to fill a vacancy in the office of President, Vice President, Secretary, or Treasurer. If necessary, the Board may act to fill such a vacancy on a temporary basis until the members act to fill the vacancy.

Section 3. President. The President is the chief executive officer of the Corporation. The President presides at all directors' and members' meetings and casts the deciding vote in case of a tie. The President signs bonds, mortgages, and other contracts and agreements on the Corporation's behalf, except when the Board specifies the same to be done by some other officer or agent. The President must see that all Board orders and resolutions are carried into effect and may perform all other duties necessary or appropriate to the office of President.

Section 4. Vice President. The Vice President performs the duties and exercises the authority of the President during the President's absence or disability. The Vice President may perform other duties that the President assigns or the Board prescribes.

Section 5. Secretary. The Secretary must cause to be recorded and maintained minutes of all meetings of the Board, Board committees, and members and must maintain a clear record of all the Association/Board of Directors business and correspondence (in paper or electronic form). The Secretary is responsible for keeping a record of members' home and Gull Lake addresses and validates the voting membership at each meeting of the Association. The Secretary must cause to be given all notices required by law, these Bylaws, or Board resolution and may perform other duties that the President assigns or the Board prescribes. The Secretary's tasks may be delegated by the Board to Board Committees.

Section 6. Treasurer. Except as otherwise prescribed by the Board, the Treasurer oversees the custody of the corporate funds and securities, cause to be kept in books belonging to the Corporation a full and accurate account of all receipts, disbursements, and other financial transactions of the Corporation, and deposit all funds to the credit of the Corporation in such

depositories as the Board designates. The Treasurer will make an oral report at each directors' meeting and must prepare annually a written statement of cash receipts and disbursements to be made available to all members at the members' annual meeting. The Treasurer may perform other duties that the President assigns or the Board prescribes. The Treasurer's tasks may be delegated by the Board to Board Committees.

Section 7. Other Officers. The Board may appoint other officers to perform duties and exercise authority that the President assigns or the Board prescribes.

Section 8. Compensation. No officer shall receive compensation for any service he or she may perform on the Corporation's behalf but may be reimbursed for such expenses incurred on behalf of the Corporation as may be approved by the Corporation's Board, in advance.

ARTICLE VIII

Indemnification

Section 1. Scope of Indemnity. The Corporation must indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Corporation, by reason of the fact that such person was serving as a director or officer of the Corporation, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The Corporation may indemnify persons who are not directors or officers only to the extent authorized by Board resolution or by contractual agreement that the Board authorizes. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws that reduces the scope of indemnification does not apply to any action or omission that occurs before the change.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, non-director volunteer, or agent of this Corporation or is or was serving at the Corporation's request in any other enterprise against any liability incurred in such capacity.

ARTICLE IX

General Provisions

Section 1. Deposits and Disbursements. All corporate funds must be deposited in the name of the Corporation by the Treasurer and or any officer or Board approved director in the Treasurer's absence.

Section 2. Disbursements. All corporate disbursements must be made by check or money order. New expenditures of up to \$250 must be approved in advance by all the officers. If no concurrence can be achieved, the expenditures must be approved by the Board. The Board must approve in advance all new expenditures greater than \$250.

Section 3. Fiscal Year. The Corporation's fiscal year ends December 31.

ARTICLE X

Amendments

The members may amend these Bylaws by affirmative vote of the members present at a members meeting. The directors may amend these Bylaws by affirmative vote of a majority of directors then in office. These Bylaws shall be reviewed at least annually.

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