

Sable Points Lighthouse Keepers Association

Post Office Box 673

Ludington, MI 49431

By-Laws

Article I – Name and Purpose

The name of the Organization is Sable Points Lighthouse Keepers Association

The purposes of the Association are:

1. To restore and preserve the Big Sable Point Lighthouse, Little Sable Point Lighthouse, the Ludington North Breakwater Lighthouse and the White River Light Station.
2. To continue to research the history and to collect artifacts and lore pertaining to the lighthouses and their role as an aid to navigation.
3. To sustain a program of membership and volunteerism that supports the lighthouses and the purpose of the Organization.
4. To serve as a means of communication among all who care about the lighthouses as a unique symbol of our maritime heritage.
5. To maintain and update SPLKA libraries and archives containing material relating to the lighthouses.
6. To provide public access to the lighthouses and opportunities for educational programs.
7. To raise funds for projects at the lighthouses and other related endeavors.
8. To be organized exclusively for charitable, educational, historical, 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, and whose purpose or mission is related to Michigan's maritime history.

Article II – Membership

1. Membership in the Organization shall be open to any individual, or family interested in supporting the purposes of the Organization without regard to sex, race, creed, or age.
2. Membership shall be granted to any individual, or family submitting an application and paying dues. Membership is for the calendar year, beginning January 1st and terminating December 31st.
3. Membership lists shall be compiled and updated annually. Before a member's name is deleted from Membership, the Member shall be notified in writing to inform him or her of the method of renewing Membership.
4. Categories of Membership, the dues for each category, and the privileges of each category of Membership shall be determined by the Board of Directors except as otherwise indicated in the by-laws.
5. Only Members may vote, hold office, or serve on the Board of Directors or as volunteer Lighthouse Keepers.
6. Each Member in attendance at a Membership Meeting shall have one vote on each matter submitted to a vote of the Members. A Member shall not vote by proxy or absentee ballot.

Article III – Membership Meetings

1. An Annual Membership Meeting shall be held.
2. Special Membership Meeting may be called for any purpose by the president of the Board of Directors, by the Board of Directors, or by request of not less than ten (10) percent of the Membership.
3. Written notice of all Membership Meetings (place, starting time and purpose) shall be delivered to all Members not less than fifteen (15) days before the Meeting. This notice may be sent electronically to the last known email address of the Member.

4. The Members present at a Membership Meeting shall constitute a quorum. The acts of a majority of the Members present at any Membership Meeting shall be acts of the Association.
5. *Roberts Rules of Order* shall govern the conduct of all official meetings of the General Membership.

Article IV – Board of Directors

1. The purpose of the Board of Directors shall be:
 - A. To conduct the lawful business of the Association with the powers and responsibilities provided by these by-laws
 - B. To provide a reasonable means to carry out the several said purposes of the Association, including the hiring of personnel and the naming and monitoring of committees authorized by the Board to act under the name of the Association.
2. The Board of Directors shall be determined as follows:
 - A. The Board of Directors shall consist of seven (7) members.
 - B. The Term of Office of all Board Members shall be three (3) years with each candidate approved by the General Membership at the Annual General Membership Meeting. The Board of Directors shall recommend three (3) people to the membership in 2015, two (2) people in 2016, and two (2) people in 2017. This cycle shall continue in subsequent years.
 - C. The Board's Nomination Committee shall recruit and interview potential Board of Director Members to fill Board positions. The Board of Directors shall vote by paper ballot from among those interviewed by the Nomination Committee. Those receiving the highest number of votes will be recommended to the Membership at the Annual Meeting.
 - D. Each member of the Board of Directors shall have one (1) vote on each matter submitted to a vote of the Board.

- E. All Board Members must be Members of the Association for at least three (3) consecutive years prior to nomination and election to the Board and remain a member during his/her Term of Office.
 - F. All Board Members must be 18 years of age or older.
 - G. Members may be nominated and elected to the Board of Directors for a maximum of two (2) consecutive terms of three (3) years each. A period of one (1) year must elapse before a past Board Member can be nominated to serve again.
 - H. Three (3) unexcused absences from scheduled Board Meetings during a given calendar year may be deemed cause for removal from the Board.
 - I. A Board Member may be removed for just cause, including violating the Board Member Code of Ethics or Board Policy, by a vote of five (5) Board Members.
 - J. No two (2) members of an immediate family may serve simultaneously on the Board of Directors. Immediate family shall be parents, spouse, children or siblings.
 - K. SPLKA staff members are not eligible to serve as Members of the Board of Directors during their terms of employment.
3. No Board Member shall receive compensation from the Association for time volunteered as a Member of the Board.
4. Meetings of the Board of Directors shall be open to all Members and shall be held at a time and place as determined by the Board. The dates, times and location of Board Meetings will be posted on the Association's web page in January for the upcoming year.
- A. The Board of Directors shall meet no less than four (4) times per year at a time and place determined by the Board.
 - B. The Board agenda and any accompanying materials shall be emailed to Board Members at least three (3) days before the scheduled Board Meeting.

- C. The President of the Board or not less than five (5) members of the Board may request a Special Meeting.
 - D. Notice of all Special Meetings of the Board of Directors (starting time, date, place, and purpose) shall be provided to all Board Members not less than five (5) days prior to the Board Meeting.
5. A Board Member may participate in a duly called meeting of the Board of Directors by conference telephone or remote communication subject to the following guidelines:
- A. The Member has the opportunity to participate in the entire proceedings of the Meeting and to hear the proceedings of the Meeting concurrently with the actual proceedings. The minutes of the Meeting shall indicate which Member attended by remote communication.
 - B. If a Board Member votes or takes other action at the Meeting by means of remote communication, a record of the vote or other action is recorded in the minutes of the Meeting and the Board Member's electronic signature is filed with the minutes.
6. Except as may be stated elsewhere in these By-Laws, four (4) of the Board Members present at a Meeting shall constitute a quorum.
7. The Board of Directors may appoint Standing and Special Committees, which, to the extent provided by the Board, shall possess and exercise the authority of the Board. Written or verbal reports of each Committee's activities shall be submitted at each regular Board Meeting.
8. The President of the Board of Directors may call for a vote of the Board of Directors when action is immediately required and a regular scheduled meeting of the Board of Directors cannot occur in a timely manner. This vote may be held by electronic transmission with Board Members casting their vote electronically and said votes relayed to all Members of the Board of Directors within the time frame provided. The Secretary will insure that records of this vote include:

The Motion, the results of the Board's electronic vote along with each members Electronic Signature.

9. Vacancies on the Board of Directors shall occur if any Board Member files his or hers written resignation with the Secretary. The Board shall fill the vacancy for the unexpired term as soon as practical following the procedures in Article IV, Section 2. G.

Article V- Executive Director

The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the Association, including carrying out the Association's Goals and Policies. The Executive Director will attend all Board Meetings, report on the progress of the Association, answer questions posed by Board Members and carry out the duties described in the Job Description. The Board can designate other duties as necessary to carry out the Goals of the Association.

Article VI – Officers

1. The Officers of the Organization shall be a President, a Vice President, a Secretary, and a Treasurer who will be elected annually by the Board of Directors at its last meeting of the fiscal year preceding the year they are to serve.
2. The duties of the Officers shall be as follows:
 - A. The President shall be the Principle Executive Officer of the Organization and shall have general control of the business affairs of the Organization. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign all instruments authorized by the Board of Directors except as required by law. He or she shall chair the Nominating Committee and select two other Board Members to serve on the Committee.

He or she shall be the Board designee to supervise the Executive Director.

In general, he or she shall perform all duties related to the office of President and such other duties as may be prescribed by the By-Laws and the Board of Directors.

- B. The Vice President acts with all powers and restrictions in the absence of the President.

In the event of a vacancy in the Office of President, the Vice President will assume the responsibility for the Organization until the vacancy is filled.

The Vice President shall perform such other duties as may be assigned to him or her by the President of the Board of Directors.

- C. The Secretary shall assure that the minutes of all Membership and Board of Directors meetings are sent to all Board Members. He or she assures that notice is given of all meetings as required by these By-Laws.

In general, he or she shall perform the duties of secretary and such other tasks assigned by the President or the Board of Directors.

- D. The Treasurer shall oversee all funds and securities of the Organization and provide monthly, quarterly, and annual financial reports to the Board.

- 3. Officers may serve an unlimited number of consecutive terms during their tenure on the Board of Directors, which is not to exceed two (2) consecutive three-year terms as prescribed in Article IV, Section 2.G of these By-Laws.

Article VII – General Operations and Fiscal Operations

1. The location of the Principle Office shall be determined by the Board of Directors.
2. The complete books and records of the Association, minutes of Membership and Board of Director's meetings, and names and addresses of Officers, Directors, and Members shall be maintained. These records are subject to inspection by any Association Member or Officer.
3. Funds of the Association shall be deposited as prescribed by the Board of Directors to the credit of the Association. All payments shall be in the name of the Association and shall be signed by any two (2) of the following: Board President, Board Treasurer, Executive Director, or Bookkeeper.
4. No loans shall be contracted on behalf of the Organization except as expressly authorized by a vote of five (5) members of the Board of Directors.
5. The fiscal year of the Association shall be from January 1st to December 31st.
6. The Association shall insure that present and former Officers and Directors shall be held harmless against expenses actually incurred by reason of a defensive action.
7. A copy of the Year-End Financial Statement for the Sable Points Lighthouse Keepers Association shall be posted on the Association Website by the end of the Second Quarter of the subsequent Fiscal Year, and made available to the General Membership at the Annual Membership Meeting.
8. No part of the net earnings of the Association shall benefit or be distributed to, its Members, Trustees, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.
9. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence

legislation; and the Association shall not participate in, or intervene in, any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

10. Notwithstanding any other provision in 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 sections of any future federal tax code.

Article VIII – Amendments

These By-Laws may be amended, altered or repealed by a vote of five (5) members of the Board of Directors, but shall not be effective until approved at a meeting of the General Membership.

Article IX – Dissolution

1. The Board of Directors may, if it deems necessary and appropriate, convene a meeting to consider the voluntary, or involuntary, dissolution of the Association. An affirmative vote of five (5) members of the Board of Directors shall be necessary to approve a motion to dissolve the Association. Such a motion shall be presented to the General Membership for its approval.
2. The Board of Directors shall then call a Membership Meeting for the purpose of approving the dissolution. A vote of two-thirds (2/3) of the Members present at that meeting shall be necessary to dissolve the Association.
3. Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to organizations whose purpose or mission is related to Michigan's

maritime history or shall be distributed to the federal government, or to a state or local Government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Association in then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Certification

These bylaws were approved at a meeting of the Board of Directors by a 2/3 vote on August 18, 2018.

Secretary

Date