

BYLAWS
of
Magician Lake Improvement Association.

1. NAME AND PURPOSES:

Magician Lake Improvement Association (MLIA here after)

The Magician Lake Improvement Association is comprised of members who own property on or near Magician Lake, in Silver Creek/Keeler Townships MI.

Our association is comprised of voluntary members and a voluntary board focused on communication, stewardship, & fellowship.

While the MLIA has no formal governance responsibilities, it may from time to time provide a liaison function among local governmental services and MILA.

MILA has four primary areas of focus: water quality, recreation, safety, & conservation.

MILA is non-partisan and not politically active other than supporting issues that affect our areas of focus.

2. PRINCIPAL OFFICE OF THE ASSOCIATION:

PO Box 313
Dowagiac MI 49047

3. MEMBERSHIP:

(a) Membership Requirements: Persons eligible for Membership in the Association shall meet the following criteria:

- (1) A person must own property (personally, or through trust and estate holdings) on or near Magician Lake or Silver Creek, and
- (2) Pay the annual membership dues.

(b) Voting: All members shall have one vote. There shall be no proxy voting.

(c) Termination of Membership: The Member may terminate a membership if the Member sends written notice to the Board of Directors or the President. A membership will automatically be terminated if a member does not meet the membership Requirements. Dues are nonrefundable upon termination.

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(d) Membership shall entitle Members to participate in the activities of MILA and to participate in the election of members of the MILA Board of Directors.

4. BOARD OF DIRECTORS:

(a) Classes: There shall be only one class of Directors.

(b) Role/Number/Composition: The management of the Association shall be vested in a Board of Directors which shall be composed of no more than nine and no less than five people. The Board shall determine the specific number of Directors from time to time.

(c) Election/Vacancies: At each annual meeting, the Directors to serve for the ensuing year shall be elected by the members.

In addition to filling vacancies that arise due to resignations from the Board between annual meetings, new Directors may be elected by a vote of the members at times other than at the annual meeting. Members so elected will be reported at the next Annual Meeting and be subject to ratification at that time.

(d) Term: Each Director shall hold office for a year and stand for reelection annually.

(e) Voting: Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present and voting. The quorum will be more than 50% of current sitting directors. Each Director shall have one vote. Directors may vote in person; or by written/email ballot with a signature and date, submitted prior to the vote.

(f) Removal: A Director may be removed, without cause, as determined by a two-thirds vote of the Directors, in-person and proxies are acceptable.

(g) Resignation: A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

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5. OFFICERS:

- (a) Election/Vacancies: The Officers shall consist of President, Vice-President, Secretary, and Treasurer. The members shall be elected annually by the Members at the Annual Meeting of the Members. Persons eligible for election to an office must first be elected as a Director. The Members shall fill any vacancy occurring in any office from the current Directors and any Officer so elected shall fulfill the term of his/her predecessor.
- (b) Term: Officers shall serve a term of one year or until their successors are elected, or until they are removed.
- (c) Removal: An Officer may be removed, without cause, as determined by a two-thirds vote of the Directors, in-person and proxies are acceptable.
- (d) Resignation: An Officer may resign only by submitting a written resignation to the President or Secretary.
- (e) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as follows:
 - (1) The President shall preside at and conduct all meetings of the Members or any ad hoc committees. The President may sign all contracts and agreements in the name of the Association after the Board has approved them, serve as the representative of the Association in meetings and discussions with other organizations and agencies, and otherwise perform the duties that are ordinarily the function of the office, or that are assigned by the Directors.
 - (2) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. If the office of the President becomes vacant, the Vice-President shall automatically become President.
 - (3) The Secretary shall keep accurate records and minutes of all meetings of the Association; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those

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persons entitled to vote at such meeting; maintain the Minutes Book of the Association and oversee the current listing, with phone numbers and addresses, of the Directors and Members at the office of the Association; and oversee a current membership roster.

(4) The Treasurer shall oversee the deposit of funds of the Association into the proper Association accounts; record all receipts and disbursements from such account(s); prepare books and records of the finances; the prepare financial reports for each Board meeting; and the preparation and filing of all end of the year financial reports federal and state tax reports.

(5) Other Officers appointed by the Board shall perform such duties as may be specified by the Board or by Officers given authority over them.

6. MEETINGS:

(a) Annual Meeting: The Annual Membership Meeting of the Association shall be held in the in the summer months; as determined by the Board of Directors.

(b) Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President. Notice will be delivered directly or indirectly (eg: via meeting minutes) by electronic means.

(c) Special Meetings: Special meetings of the Board or Membership shall be held at any time and at any place within the organization's boundaries when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(d) Notice of Meetings: Notice of Annual meetings & the membership drive, shall be in writing and delivered at least ten days and no more than thirty days before the day of the meeting.

(e) Voting/Quorum: Except as otherwise provided in these bylaws, decisions shall be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. 25% of the Membership shall constitute a quorum at Annual meetings. Each person eligible to vote once. Votes may be cast only in person except as otherwise specified.

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(f) Board meeting participation: Directors may participate in Board of Directors meetings and vote on matters discussed therein, in person or via technology that enables all people participating in such meeting to speak and hear each other at the same time. Participation by such means shall constitute in person presence of the Board member at the meeting.

7. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Votes may be submitted and collected by electronic means verified by electronic date stamp(s) and customary email addresses. Such consent shall operate as a duly raised vote, and have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

8. COMMITTEES: The Board of Directors may create such committees with such powers as it deems wise to have. The President shall appoint persons to chair and serve on those committees, including persons who are not Directors of the Association. The committee will be considered dissolved upon the completion of the assigned work.

9. CONFLICT OF INTEREST: Any business by Directors, directly or indirectly related to MILA business must be disclosed to the board before such work is undertaken.

A majority vote, not including the director or family members (if another family member is serving on the board at the time), will settle any conflict matters at hand and be specifically noted in the meeting minutes.

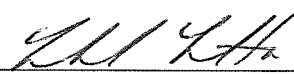
10. COMPENSATION: The members of the Board of Directors shall serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Association.

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11. AMENDMENTS: These bylaws may be amended by a majority vote of the Members provided the proposed amendment(s) has (have) been submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten days prior to the meeting date. Such amendments may be presented in electronic form and ratified in the same manner.

Adopted by the Membership this 25 day of February, 2025.

I, the undersigned, being Secretary of the Association, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Membership.

Secretary  Date 2-25-2025