



BYLAWS
LAKE LOUISE CHRISTIAN COMMUNITY
Amended February 11, 2017

ARTICLE I. MEETINGS

Section 1.

ANNUAL MEETING

A.

The annual meeting of the board of trustees shall be held within one (1) month following the Detroit Annual Conference and the West Michigan Annual Conference of the United Methodist Church in each year at such hour and place in the State of Michigan as shall be designated in the notice of such meeting. At least 10 days notice shall be given to each member of the board.

B.

At such meeting, the nominating committee shall present a slate of nominees for the trustees at large and the nominating committee members who shall be elected by majority *vote* of the trustees, acting in their capacity as the constituent membership body of this corporation.

C.

If a quorum of the new board of trustees shall be present, the board may proceed to the election of officers, from the slate presented by the nominating committee, and to the transaction of any other business within the powers of the board; otherwise the meeting shall be adjourned to a time and place, of which all board of trustees members shall be given not less than 10 days notice, which notice shall state the names of the new board of trustees. The composition of the new board of trustees shall be sixteen (16) members, four (4) elected by The Detroit Annual Conference of the United Methodist Church; four (4) elected by The West Michigan Annual Conference of the United Methodist Church; seven (7) trustees at large elected by the existing board of trustees; and one (1) trustee who shall be the President of the Lake Louise Christian Community Cottagers' Council.

D.

If, for any reason, the annual meeting shall not be held as stated, a special meeting of the board of trustees may be called for this purpose.

Section 2.

REGULAR MEETINGS of the BOARD

The board of trustees by resolution may provide for the holding of regular meetings at such time and place as shall be designated in the resolution. No further notice of regularly scheduled meetings shall be required. Any business may be transacted at such meetings.

Section 3.

SPECIAL MEETINGS of the BOARD

Special meetings of the board of trustees may be called by the president. Special meetings also shall be called, within 10 days, by the president upon signed written request of three (3) members of the board of trustees. The purpose of the meeting shall be stated in the written request. The written request shall be submitted to the secretary, whose duty it shall be to give each member notice of the time, place and purpose. Notice must be given not less than three (3) days before the meeting.



Section 4.
QUORUM

A majority of the members of the board of trustees shall be present in person or by teleconference to constitute a quorum.

Section 5.
PROXIES

The use of proxies shall not be permitted.

Section 6.
MANNER of GIVING NOTICE

Any notice required by these bylaws shall be deemed to have been duly given if the same is emailed to the intended recipient at the most recent email address provided by the recipient.

ARTICLE II. OFFICERS

Section 1.
NUMBER and TITLE

The officers of this corporation shall be a president, a vice-president, a secretary and a treasurer.

Section 2.
ELECTION, TERM and VACANCIES.

The officers shall be elected at the annual meeting by and from the board of trustees for a term of three (3) Years. Term of office shall begin at the close of the annual meeting at which elections are held. A vacancy among the officers, other than the president, shall be filled by and from the board of trustees, upon recommendation from the nominating committee, until the next annual meeting. In the case of a permanent vacancy in the office of the president, the vice-president will succeed until the next annual meeting.

Section 3.
DUTIES

A. PRESIDENT

The president shall be the chief corporate officer and preside over all meetings of the board and of the executive committee. The president shall execute such instruments, on behalf of the corporation, as shall require the signature of the president. The president shall be ex-officio a member of all committees established by the board of trustees and shall perform such other duties as are assigned by the board or prescribed elsewhere in the bylaws.

B. VICE-PRESIDENT

The vice-president shall perform the duties of the president in the absence of the president. The vice-president shall have such other powers and perform such other duties as may be assigned by the president.

C. SECRETARY

The secretary shall attend all meetings of the board of trustees and of the executive committee, and shall preserve true minutes of the proceedings of all such meetings in the registered office of the corporation. The secretary shall give all notices required by statute, bylaw or resolution. The secretary shall perform such other duties as may be delegated by the board of trustees or by the president.

D. TREASURER

The treasurer shall be responsible for monitoring the control, receipt, and custody of all corporate funds, documents and securities and shall keep in records belonging to the corporation full and



LAKE LOUISE

A sanctuary empowering personal growth, faith, and knowledge within community.

accurate accounts of all receipts and disbursements; the treasurer shall monitor the deposit of all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of trustees. The treasurer shall monitor such disbursement of the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and trustees at the regular meetings of the board, and whenever requested by them, an account of all transactions and of the financial condition of the corporation. Copies shall be filed at the registered office of the corporation. The treasurer shall exercise such other powers and perform such other duties as may be assigned by the president or the board of trustees.

E. ASSISTANT SECRETARY and ASSISTANT TREASURER

The board of trustees may appoint an assistant secretary or assistant treasurer as needed. The assistant secretary, in the absence of disability of the secretary, shall perform the duties of the secretary. The assistant treasurer, in the absence of disability of the treasurer, shall perform the duties of the treasurer.

Section 4. REMOVAL

An elected officer may be removed, with or without cause, by the affirmative vote of a seventy five percent (75%) majority of the total membership of the board of trustees.

ARTICLE III. BOARD OF TRUSTEES

Section 1. POWERS, RESPONSIBILITIES, and ACCOUNTABILITIES

The corporate business and affairs of the corporation shall be managed under the direction of the board of trustees, except as may be otherwise provided in these bylaws or the articles of incorporation. Each trustee shall be responsible for supporting Lake Louise Christian Community and its programs voting at meetings, and may be an officer, a committee chair or serve on a committee.

Section 2. ELECTION, TERM and VACANCIES

The trustees at-large shall be elected by the trustees, acting in their capacity as the constituent membership body of the corporation, for a term of three (3) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms. Terms of the office shall begin at the close of the annual meeting at which the elections are held.

Vacancies among trustees at-large shall be filled, upon recommendation from the Nominating Committee, until the next annual meeting by affirmative vote of the remaining trustees then in office.

Conference trustees shall be elected by the Detroit Annual Conference and the West Michigan Annual Conference of the United Methodist Church for a term of three (3) years, or until their successors are elected, and shall serve for no more than three (3) consecutive terms. Terms of office shall begin following election by the Detroit Annual Conference and the West Michigan Annual Conference.

The trustee who shall be the President of the Lake Louise Christian Community Cottagers' Council shall be elected by the Cottagers' Council according to the rules of the Cottagers' Council.

Section 3. NONPARTICIPATING BOARD MEMBERS

Any board member who is absent from three (3) entire board meetings within a twelve (12) month period, absent compelling evidence of extraordinary circumstances, will be notified by the executive committee that they are considered to have resigned.



Section 4.
COMPENSATION

No trustee shall receive any compensation, except that the board of trustees or the executive committee may allow and repay actual traveling expenses incurred in attending any meeting of the board or of the executive committee.

Section 5.
EMERITUS TRUSTEE

Retiring trustees who have served at least six (6) years on the board of trustees may be elected as honorary emeritus trustees for a term of three (3) years by the board of trustees. This position shall carry entitlement to all appropriate courtesies available to active trustees. These courtesies shall include opportunities for participation in regularly scheduled board meetings and special meetings as an ex-officio member exclusive of voting rights. In addition, emeritus trustees shall receive copies of all board meeting minutes and notices of all special events as may be held from time to time.

ARTICLE IV. BOARD NOMINATING COMMITTEE

Section 1.
COMPOSITION

These shall be a nominating committee of three (3) members, all of whom shall be elected from among the members of the board.

Section 2.
METHOD OF ELECTION, TERMS and VACANCIES

Members of the committee shall be elected by the board of trustees for a term of three (3) years, or until their successors are elected, and shall not be eligible again for nominating committee membership until after a lapse of three (3) years.

Section 3.
SELECTION and TERM of CHAIRPERSON

The chairperson of the committee shall be appointed by the president from among the members for a term of three (3) years and may serve one (1) term as chairperson. A vacancy in the office of the chairperson shall be filled by the president for the remainder of the unexpired term.

Section 4.
QUORUM

A majority of the members of the committee shall be present in person or by teleconference to constitute a quorum for the transaction of business.

Section 5.
RESPONSIBILITIES

The committee shall present to the board of trustees at the annual meeting of a single slate of: (a) nominees for officers of the board of trustees, (b) nominees for members-at-large of the board of trustees, (c) nominees for members of the board nominating committee. Nominations may be made from the floor of the annual meeting, provided the eligibility of the individuals so nominated has been established and is in accordance with these bylaws, and the written consent of such individuals has been secured and submitted at the meeting.

The committee shall provide recommendations to the board of trustees throughout the year, as requested by the board, for filling of trustee at-large and officer vacancies and committee chairs.



ARTICLE V. BOARD COMMITTEES

Section 1.

ESTABLISHMENT

The board of trustees may establish standing committees, special committees, and/or task groups as it deems necessary.

Section 2.

COMPOSITION and APPOINTMENT

The president shall appoint, with the approval of the board, the committee chairperson, based on recommendation of the nominating committee, and the members of committees.

Section 3.

INCLUSIVENESS

Lake Louise Christian Community committees shall be organized so that adequate provision is made seeking inclusiveness with regard to race, gender, age, national origin, disabilities, and affiliation with United Methodist Michigan conferences.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1.

COMPOSITION

The executive committee shall include the officers of the corporation. The president shall be the chairperson of the executive committee.

Section 2.

RESPONSIBILITIES

The executive committee shall have, and may exercise, the powers of the board in the interim between board meetings, except that the executive committee shall not have the power to adopt the budget, to take any action which is contrary to, or a substantial departure from the direction established by the board, or which represents a major change in the affairs business or policy of the board of trustees. The executive committee shall submit reports to the board on actions taken and to the registered office of the corporation.

Section 3.

MEETINGS

Meetings of the executive committee shall be called by the president. Notice of time, place, and purpose of the meeting shall be given to each member of the executive committee not less than three (3) days before the meeting.

Section 4.

QUORUM

Two-thirds of the members of the executive committee must be present in person or by teleconference to constitute a quorum for the transaction of business.



LAKE LOUISE

A sanctuary empowering personal growth, faith, and knowledge within community.

ARTICLE VII. LAND COMMITTEE

Section 1.

COMPOSITION

The land committee will consist of a minimum of three (3) board of trustee members. The president shall appoint, with approval of the board, the chairperson of the land committee. Board members on the committee will serve for a term of three (3) years. The Lake Louise Christian Community director of operations will serve as a fourth member of this committee. The Lake Louise Christian Community executive director shall serve as an ad hoc member of the committee. Vacancies will be filled by recommendation from the committee chair for approval by the board.

Section 2.

QUORUM

A minimum of two (2) members of the board of trustees and either the Lake Louise Christian Community director of operations or the Lake Louise Christian Community executive director shall be present in person, by teleconference or by email communication to constitute a quorum for the transaction of business

Section 3.

RESPONSIBILITIES

The land committee shall assist the Lake Louise Christian Community director of operations, as needed, in establishing or confirming the presence of Lake Louise Christian Community installed cottage site boundary monuments prior to any new construction or change in cottage ownership and in resolving any boundary conflicts. The committee shall review all new proposals for any construction located on cottager leased, camp or other Lake Louise Christian Community property, to ensure that the construction conforms to all terms of the Lake Louise building policy, residential regulations and property lease regulations, is in the best interest of all involved or affected parties and is aligned with the Lake Louise Christian Community strategic plans. The land committee shall monitor the CFA timber management plan, review contracts for commercial timber removal and assist the Lake Louise Christian Community director of operations, as needed, in helping cottager leases to understand and comply with the Lake Louise Christian Community tree removal policy. The land committee shall periodically review the Lake Louise Christian Community building policy and residential regulations and its appendices and make recommendations to the board regarding any suggested changes. The committee will participate in all reviews required by the Forest Legacy easement and research any Forest Legacy issues. The land committee shall undertake other responsibilities, as requested by the board of trustees.

Section 4.

REPORTING

The land committee shall report any actions taken and make recommendations to the board of trustees throughout the year.

ARTICLE VIII. FINANCE COMMITTEE

Section 1.

COMPOSITION

The finance committee will consist of a minimum of three (3) board of trustee members, one (1) of which shall be the treasurer of the board of trustees. The president shall appoint, with approval of the board, the chairperson of the finance committee. Board members on the committee will serve for a term of three (3) years. The Lake Louise Christian Community executive director shall serve as an ad hoc member of the committee. Vacancies will be filled by recommendation from the committee chair for approval by the board.



Section 2.

RESPONSIBILITIES

The finance committee shall ensure that all financial reports are prepared on a periodic and timely basis. The committee will review all Lake Louise Christian Community statements with the board of trustees. They will assure that an independent certified public accounting firm is engaged annually to review internal accounting procedures and controls and assure that Lake Louise Christian Community reporting conforms with generally accepted accounting principles. The finance committee will make recommendations for any changes in accounting practices if needed. The finance committee will make investment policy recommendations to the board for approval as needed. The committee will recommend targets for annual draws on long term investments to the board of trustees. They will review proposed infrastructure improvements and asset purchases to make strategy and timeline recommendations to the board. The finance committee shall undertake other responsibilities, as requested by the board of trustees.

Section 3.

REPORTING

The finance committee shall report any actions taken and make recommendations to the board of trustees throughout the year.

ARTICLE IX. PERSONNEL COMMITTEE

Section 1.

COMPOSITION

The personnel committee will consist of a minimum of three (3) board of trustee members. The president shall appoint, with approval of the board, the chairperson of the personnel committee. Board members on the committee will serve for a term of three (3) years. Vacancies will be filled by recommendation from the committee chair for approval by the board.

Section 2.

RESPONSIBILITIES

The personnel committee is tasked with conducting the search for an executive director if that position becomes vacant. The initial advertising and interviews will be performed by the committee, followed by final candidate interviews with members of the board of trustees. The committee is responsible for submitting executive director salary and bonus recommendations to the board of trustees for approval. A six (6) month or one (1) year review of a new executive director is performed by the committee and reported to the board of trustees. One (1) or two (2) year reviews are conducted in subsequent years.

The committee will review all job postings, hiring and dismissal plans, job description changes, salaries and employee handbook updates prior to implementation. The personnel committee will track start dates of staff employment and provide recognition recommendations for employment milestones. The committee will be available for hearing employee concerns and questions as outlined in the employee handbook. In the event that an employee is dismissed, the personnel committee will conduct an exit interview. The personnel committee shall undertake other responsibilities, as requested by the board of trustees.

Section 3.

REPORTING

The personnel committee shall report any actions taken and make recommendations to the board of trustees throughout the year.



ARTICLE X. EXECUTIVE DIRECTOR

Section 1.

APPOINTMENT

There shall be a chief executive administrator known as the executive director. The executive director shall be appointed by the board of trustees

Section 2.

RESPONSIBILITIES

The executive director shall be the chief administrator of the corporation; shall be responsible for providing advice and assistance to the corporation, the board of trustees, the president, and other officers, and the committees; and shall be responsible for administering the total operation of the corporation. The executive director shall have such other powers and perform such other duties as may be provided by the board of trustees.

The executive director shall have the authority to employ and release all employed staff in accordance with policies adopted by the board of trustees.

ARTICLE XI. FISCAL RESPONSIBILITIES OF THE BOARD OF TRUSTEES

Section 1.

FISCAL YEAR

The fiscal year of the corporation shall be established by the board of trustees.

Section 2.

CONTRIBUTIONS

Any contributions, bequests, and gifts made to the corporation shall be accepted or collected as authorized by resolution of the board of trustees. Guidelines for accepting contributions must be established by the board.

Section 3.

DEPOSITORIES

All funds of the corporation shall be deposited to the credit of the corporation, under such conditions and in such banks as shall be designated by the board of trustees.

Section 4.

APPROVED SIGNATURES

Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt, or deposit of money, and access to securities of the corporation shall be provided by resolution of the board of trustees.

Section 5.

BONDING

All persons having access to, or major responsibility for, the handling of monies and securities of the corporation shall be bonded, as provided by resolution of the board of trustees.

Section 6.

BUDGET

The annual budget of estimated income and expenditures shall be approved by the board of trustees. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the board of trustees.



Section 7.

AUDITS

A certified public accountant or other independent public accountant shall be retained by the board of trustees to make an annual examination of the financial accounts of the corporation. A report of all examinations shall be submitted to the board of trustees.

Section 8

FINANCIAL REPORTS

A summary report of the operations of the corporation shall be made at least annually to the cottager's council, the Detroit Annual Conference and the West Michigan Annual Conference in such forms the board of trustees shall provide.

Section 9.

LEGAL COUNSEL

Independent legal counsel will be retained by the board of trustees to: (a) ensure compliance with federal and state requirements; (b) review and advise on any and all legal instruments the corporation executes, such as leases, contracts, property purchases, or sale; and (c) review and advise on any official statements developed for the public.

Section 10.

INVESTMENTS

The treasurer of the corporation shall invest the funds of the corporation in accordance with the direction of the board of trustees, or any committee of the board appointed for such purpose.

Section 11.

INDEMNIFICATION

Indemnification shall be provided by resolution of the board of trustees in accordance with the state code.

Section 12.

POWER of BOARD to BORROW MONEY

The board of trustees alone, and not the executive committee, shall have full power and authority to borrow money whenever in the discretion of the board the exercise of this power is required in the general interests of the corporation. In such case the board of trustees may authorize any officers of this corporation designated by them, to make, execute and deliver in the name and behalf of this corporation such notes, bonds, and other evidence of indebtedness as the board shall deem proper. The board shall have full power to mortgage the property of this corporation or any part thereof, as security for such indebtedness. No action on the part of the constituent or membership body of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Newly Revised* shall be the parliamentary authority governing the meetings of the board of trustees, executive committee, and all committees, subject to the laws of the state, the articles of incorporation, these bylaws, and any special rules of order adopted by the organization.

ARTICLE XIII. AMENDMENT OF BYLAWS

These bylaws may be amended by the affirmative vote of a seventy five percent (75%) majority of the total membership of the board of trustees at any regular or special meeting of the board, provided that the proposed amendment shall have been included in the notice of the meeting.