
LINC

LIAISON FOR
INTER-NEIGHBORHOOD
COOPERATION



A MERIDIAN TOWNSHIP FEDERATED HOMEOWNERS ASSN.

P. O. Box 40 • Okemos, Michigan 48805

BYLAWS

Your Communication "Linc" in Meridian Township

LINC BYLAWS

ARTICLE I NAME

The name of this organization shall be LINC, meaning the Liaison for Inter-neighborhood Cooperation.

ARTICLE II PURPOSE

SECTION 1. PURPOSE.

LINC believes citizen participation is important and needed in the decision-making process of the Township with specific regard, but not limited to, how residents want our community to develop.

LINC shall be a means of ongoing liaison for residents of Meridian Township, and shall enable each area and subdivision to become better informed about the concerns of other areas and subdivisions in order to assist in township-wide coherent development; to work for open, effective, and responsible government; to preserve the natural beauty of the community; to protect our environment and natural resources, such as wetlands floodplains, ground and surface water, wildlife, woodlots, soils, air quality and open space from being damaged by the effects of development; and to limit the amount of growth in Meridian Township in order to preserve the existing character, quality and ambiance of the Township.

SECTION 2. IMPLEMENTATION.

To accomplish this Purpose, LINC shall;

- A. Serve as a central resource to collect and disseminate information;
- B. Provide a means through which residents and neighborhoods may speak collectively,
- C. Act as a medium through which residents and neighborhoods may develop effective and cooperative relationships with public and private organizations,
- D. Advance mutual concerns, promote and perform joint cooperative actions in furtherance of these purposes,
- E. Take legal and other appropriate action for significant land use, development, quality of life, and open, effective and responsible government issues when deemed necessary.

ARTICLE III MEMBERSHIP

SECTION 1. MEMBERSHIP.

Membership. Membership in LINC shall be open to all residents and to organized subdivisions and neighborhood associations in Meridian Township, as defined below, who subscribe to LINC's purposes.

Organized Associations. Organized subdivision/neighborhood associations are those with Bylaws, Directors and current meetings.

Non-disclosure. Names of members, including their respective phone numbers, and/or addresses, shall not be distributed in any form without exception, unless the member consents to the disclosure. Every member shall have the duty not to disclose the name, phone or address of any other member, unless expressly authorized by these Bylaws.

SECTION 2. MEMBERSHIP DUES.

Individual and organized association members of LINC shall pay membership dues, which shall be determined by the Board of Directors.

The mailing of notices of meetings by the secretary shall not be construed as a breach of this duty.

SECTION 3. VOTING PROCEDURES.

Voting. All votes cast at membership meetings of LINC shall be based upon one vote for each current dues-paying member. Each association whose dues are currently paid is entitled to one vote to be cast by a person designated in writing by the association.

Actions. Actions shall be adopted by the affirmative vote of the majority of the votes cast by members qualified to vote. There shall be no proxies.

Election to the Board of Directors. Each Director position shall be voted upon separately and shall receive an affirmative vote from the majority of those voting in order to be elected.

SECTION 4. MEETINGS.

Annual. An Annual Meeting of the membership shall be held each year at such time and place as the Board of Directors shall designate. One of the purposes shall be electing members to the Board of Directors.

Special Meetings. Special meetings of the membership of LINC may be called by the President or by the Board of Directors.

Notice of Membership Meetings. Notice of meetings of the membership of LINC shall be given at least one week prior to the meeting.

Quorum. A quorum for the purpose of conducting business at any meeting of the general membership shall consist of those members present, provided that a majority of the members serving on the Board of Directors are also present.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. DIRECTORS.

Business Affairs. The business affairs of LINC shall be handled between the membership meetings by an eighteen (18) member Board of Directors which shall include the five officers.

Restrictions. No more than two Directors shall be from the same subdivision or neighborhood. Members qualifying for Directorship positions shall have been members of LINC at least six months and shall have contributed to the implementation of the purposes and policies endorsed by LINC.

SECTION 2. DUTIES.

The Board of Directors shall perform such duties and functions as set out in these Bylaws, and such other duties and functions as are usually incumbent upon such a body.

SECTION 3. TERMS OF OFFICE.

Directors. Directors shall serve staggered three-year terms with six (6) elected each year or until their successors are duly qualified and elected.

Vacancies. Vacancies on the Board of Directors shall be filled by the Board of Directors.

Attendance. Any Director who misses without leave three consecutive Board meetings shall be considered to have voluntarily terminated his/her Directorship, and such position shall be considered vacant and shall be filled in accordance with these Bylaws.

Removal. Any Director may be removed by a three-fourth (3/4) vote of those serving on the Board of Directors whenever in the judgment of the Directors it is necessary in order to further the purposes of LINC if proper notice of the action was sent with the notice of the meeting. Directors may vote by absentee ballot on removal actions. A Director to be removed shall be given an opportunity to be heard.

SECTION 4. MEETINGS.

Call of Meetings. Meetings of the Board of Directors shall be called by the President or any of three Directors by giving reasonable notice to all Directors elected and serving.

QUORUM. A quorum for the purpose of conducting business at any Board of Directors meeting shall consist of eight (8) Directors.

ARTICLE V OFFICERS

SECTION 1. OFFICERS.

The Officers of LINC shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

SECTION 2. ELECTION OF OFFICERS.

The officers of LINC shall be elected by the Board of Directors.

SECTION 3. DUTIES OF OFFICERS.

President. The President shall be the chief officer and spokesperson for LINC, acting at all times under the direction of the Board of Directors and the general membership. The President shall conduct meetings of LINC and meetings of the Board of Directors, and shall perform such duties as are usually incumbent upon such office. The President shall further carry out such functions and duties as are adopted and authorized by the Board of Directors. The President shall appoint all committees with the confirmation of the Board of Directors and in accordance with the other provisions of these Bylaws.

First Vice-president. The First Vice-president shall perform such duties and be in charge of such portfolios and areas of work as are assigned by the President.

Second Vice-president. The Second Vice-president shall perform such duties and be in charge of such portfolios and areas of work as are assigned by the President.

Secretary. The Secretary shall keep the official copy of all records, minutes and correspondence of LINC. The Secretary shall further perform whatever additional functions and duties as are assigned by the President.

Treasurer. The Treasurer shall keep the official financial records and the money of LINC, and said money shall be maintained in a depository selected by the Board of Directors. The Treasurer shall further perform whatever additional functions and duties are assigned from time to time by the President and/or the Board of Directors. No bond is required for said Treasurer unless the Board of Directors so specifies. The premium for said bond, if so requested, shall be paid from the Treasury of LINC.

SECTION 4. TERMS OF OFFICE.

Officers. The Officers of LINC shall serve one-year terms or until their successors are duly qualified and elected.

Taking Office. The newly-elected Officers shall take office immediately following the close of the meeting at which time said election is held, or at which point in time their predecessors' term and service in office shall come to an end, whichever comes last.

Vacancies. Vacancies occurring in any of the offices of LINC shall be filled by the Board of Directors.

Removal. Any Officer may be removed by a three-fourths (3/4) vote of those serving on the Board of Directors whenever in the judgment of the Directors it is necessary in order to further the purpose of LINC if proper notice of the action was sent with the notice of the meeting. Directors may vote by absentee ballot on removal actions. An officer to be removed shall be given an opportunity to be heard.

ARTICLE XI RESTRICTIVE FUNDS

SECTION 1. LEGAL FUND.

A legal fund shall be established as an account separate and apart from membership dues. The fund shall consist of voluntary contributions. Disbursements from the fund shall be used for legal issues of township-wide significance as determined by a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors.

SECTION 2. MEMORIALS, GRANTS AND OTHER SPECIAL FUNDS.

Each fund shall be established as an account separate and apart from membership dues and other restricted accounts. Disbursements shall be made for stated purposes as determined by a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors.

ARTICLE VII LIABILITY

SECTION 1. DIRECTOR.

A volunteer Director of LINC shall not be personally liable to LINC or its members for monetary damages for a breach of fiduciary duty as a Director, except for a liability:

- A. For any breach of the Director's duty of loyalty to LINC or its members;
- B. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- C. Recruiting from a violation of the Michigan Business Corporation Act Section 551 (1);
- D. For any transaction from which the Director derived an improper personal benefit;
- E. For an act or omission occurring before the date that this amendment becomes effective;
- F. An act or omission that is grossly negligent.

SECTION 2. RIGHT OR PROTECTION.

Any repeal or modification of this article shall not adversely affect any right or protection of any Director of LINC existing at the time of, or with respect to, any acts or omissions occurring before such repeal or modification.

SECTION 3. GOOD FAITH PERFORMANANCE.

LINC assumes all liability to any person other than LINC or its members for acts or omissions of a Director of LINC occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer Director's duties.

SECTION 4. INSURANCE.

LINC may maintain insurance to protect itself and any Director, Officer, employee or agent of LINC against any expense, liability or loss, whether or not LINC would have the power to indemnify such a person against such expense, liability or loss under the Michigan Non-profit Corporation Act.

ARTICLE VIII AMENDMENTS

SECTION 1. AMENDMENTS BY MEMBERS.

Amendments. Amendments to these Bylaws may be made at any membership meeting of the voting members by an affirmative vote of two-thirds (2/3) of those present if proper notice of the proposed amendments were sent with the notice of the meeting.

Procedure. The proposed amendments are submitted to the Bylaws Committee of the Board of Directors to review and make recommendations to the Board of Directors who will decide by majority vote whether to submit the proposed amendments to the membership.

SECTION 2. AMENDMENTS BY DIRECTOR.

Amendments can be made by a two-thirds (2/3) affirmative vote of Directors present at a meeting of the Board of Directors if proper notice of the proposed amendments were sent with notice of the meeting.

**ARTICLE IX
RULES**

SECTION 1. RULES.

The procedure at all meetings of the membership, Directors and committees shall be governed by Robert's Rules of Order, except as otherwise expressly provided herein.

**ARTICLE X
DISSOLUTION**

SECTION 1. DISSOLUTION.

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Code.

Amendments: May 23, 1972; March 8, 1973; June 14, 1973; January 10, 1974; November 7, 1979; December 13, 1990; February 23, 1991; September 12, 1991; March 4, 1992; January 8, 1994.

**ATTACHMENTS TO THE BYLAWS
LINC POLICIES**

POLICY RESOLUTION #1. The spokesperson for LINC shall be the President or designated officer as delegated by the LINC Board of Directors. Approved July 13, 1974.

POLICY RESOLUTION #2. Before committees take a position publicly, the Board of Directors must approve the final draft. Approved July 13, 1974.

LAND USE GUIDELINE. Court Notes of Decision, listed under the Municipal Planning Act, P. A. 285 of 1931, as amended: "When application is made for reclassification of tract of land from one zone to another there is a presumption that once established by original zoning ordinances were well planned and arranged and were intended to be more or less permanent, subject to change only when there are genuine changes in conditions.

Owner must show that if ordinance was enforced the consequent restriction on their property would preclude its use for any purposes to which it is reasonably adopted.

Municipality is not required to sanction highest and best use of property, and discrepancy between value of land as allowed by zoning ordinance and as devoted to use proposed by owners bears on issue of reasonableness, but is not dispositive of it." LINC shall oppose zonings to higher densities unless there are compelling reasons to the contrary