

Bylaws Committee

Congregational Summer Assembly Annual Meeting

July 29, 2023

Timing of Amendments

Two Bylaw changes are being proposed. Both amendments were unanimously approved by the Board of Trustees

Per the Bylaws SECTION IX. AMENDMENTS B. Notice. Proposed amendments to be considered at a meeting must be filed in writing with the Secretary or Managing Director of the Assembly at least ninety (90) days prior to the notification required in Section II, Articles A and B.

Since we did not have 90 days before the 2023 Annual Meeting, the Amendments will be presented at the 2023 Annual Meeting, discussed in 2023 & 2024 Open Forums, published in the 2024 Assembly News and voted on at the 2024 Annual Meeting.

The amendments are to be voted on by Lot Owning Members.

BYLAWS:
SECTION II.
MEETINGS A.
Annual
Meeting.

The Bylaws Committee recommends amending SECTION II. MEETINGS A. Annual Meeting in order to be in compliance with the MI NONPROFIT CORPORATION ACT, Act 162 of 1982.

The MI NONPROFIT CORPORATION ACT states:

“450.3144 Proxies; voting by mail ballot, referendum, or electronic transmission. Sec. 1144. (1) Notwithstanding section 421, there shall be no proxies unless the articles of incorporation or bylaws authorize use of proxies. **If the articles of incorporation or bylaws authorize use of proxies, an individual may not vote more than 5 proxies at any meeting.**”

BYLAWS:
SECTION II.
MEETINGS A.
Annual
Meeting.

Proposed amendment change:

The Bylaws Committee and Board of Trustees moves changing SECTION II. MEETINGS A. Annual Meeting from seven (7) proxies to five (5) proxies in order to be in compliance with the MI NON PROFIT CORPORATION ACT, Act 162 of 1982.

“A. Annual Meeting. The Annual Meeting of the Assembly shall be held in the month of July or August at such time and place as may be designated by the Board of Trustees. The call for the meeting shall be mailed to the membership not less than 21 days before such meeting. It shall contain specific mention of any unusual items of business expected to come before the meeting. If any amendments to the bylaws are being proposed for consideration, the call for the meeting shall describe the nature and purpose of such amendment in accordance with Section IX, Article C. Provision shall be made for Members unable to attend to file a proxy with the Secretary at least twenty-four (24) hours prior to the meeting. No more than ~~seven (7)~~ **five (5)** proxies shall be held by one person.”

**BYLAWS:
SECTION IV.
OFFICERS AND
COMMITTEES F.
Executive
Committee.**

This update is being brought forward at the request of the Board of Trustees.

Bylaws SECTION IV. OFFICERS AND COMMITTEES F. Executive Committee.

The principal function of the Executive Committee shall be to act for the Board of Trustees between meetings of the Board of Trustees. Currently the Executive Committee has authorization to spend up to \$1,000 without approval of Board of Trustees. This is for a nonbudgeted, unanticipated, catastrophic or emergency expense.

This amount has not been increased since inclusion in the Bylaws. It is not a realistic amount in 2023 and needs to reflect the current costs of goods and services.

Recommend increasing the amount to \$20,000 per fiscal year. This is approximately 5% of 2022 Total Expenses or Total Revenue (minus Crystal View). This can be spent in multiple occurrences up to a total of \$20,000. Any expenditure should be reported to the entire Board in writing within a 2-week period.

BYLAWS:
SECTION IV.
OFFICERS AND
COMMITTEES F.
Executive
Committee.

Our Budget Committee does a great job! At the November Board Meeting the budget for the next fiscal year is approved and all Committee / Maintenance / Capital Improvement Budget Requests are discussed and approved or rejected in advance of the expenditures.

Examples of nonbudgeted, unanticipated, or emergency expense:

- Relatively new Office database laptop broke. \$2,000+ for a new laptop (the CSA cannot conduct business without this computer).
- Required road and tree removal expenses done during the winter are over the amount approved at the November Meeting. The Buildings and Grounds Committee does a good job estimating the expenses but sometimes storms & droughts cause the circumstances to change.
- Emergency roof or building repair on an Assembly Building.
- A car crashes into the Crystal View and we need to have the building wall closed up to prevent the inside from being damaged by weather.
- Plumbing – watermain break, septic or well issues.

BYLAWS:
SECTION IV.
OFFICERS AND
COMMITTEES F.
Executive
Committee.

Proposed amendment change:

The Bylaws Committee and Board of Trustees moves to increase the financial obligation amount, in SECTION IV. OFFICERS AND COMMITTEES F. Executive Committee, that the Executive Committee can incur up to \$20,000 per fiscal year without express authority from the Board of Trustees.

F. Executive Committee. The Executive Committee shall consist of seven elected members of the Board of Trustees, including the President and Vice President. The Executive Committee shall also include the Treasurer and the Secretary as ex-officio, non-voting members. Not fewer than four elected members of the Executive Committee shall consist of Members, a spouse of a Member, or an adult child of a Member. The principal function of the Executive Committee shall be to act for the Board of Trustees between meetings of the Board of Trustees. It shall not incur any financial obligation in excess of ~~\$1,000~~ **\$20,000 per fiscal year** without express authority from the Board of Trustees. Four elected members shall constitute a quorum of the Executive Committee.



- QUESTIONS?