

The By-Laws of Circle Pines Center

This document is intended to accurately reflect the current by-laws of Circle Pines Center. In case of any discrepancy, the by-laws held in writing at Circle Pines Center should be considered correct.

Circle Pines Center

Incorporated under the Not-for-Profit Laws of the state of Michigan

BY-LAWS

As amended October 21, 1951; October 18, 1953; June 1, 1958; May 29, 1960; October 20, 1962; May 30, 1964; May 29, 1965; May 27, 1967; October 19, 1968; October 8, 1972; May 27, 1979; October 7, 1979; October 12, 1980; May 24, 1981; May 29, 1983; October 9, 1983; October 7, 1984; October 11, 1987; May 27, 1990; May 26, 1996; October 18, 1997; May 24, 1998; May 24, 1999; May 30, 1999; May 30, 2004; May 28, 2006; and May 25, 2008.

ARTICLE I—NAME AND PLACE OF BUSINESS

Section 1. The name of this organization is and shall be Circle Pines Center

Section 2. The principal place of business of this organization shall be at Circle Pines Center, located in Barry County, Michigan, Post Office: Delton, Michigan 49046.

ARTICLE II—PURPOSE OF THE ORGANIZATION

The object for which this society is formed is to create, establish and maintain a center of cooperative culture and education in the United States, including a camp for the purpose of teaching through education, demonstration and otherwise, the superior advantages of cooperation as a way of life. The educational program shall be in accordance with the Rochdale Principles of consumer cooperation.

ARTICLE III—MEMBERSHIP

Section 1. Any person may become a member of the cooperative by submission of an application, endorsement of the goals and purposes, acceptance by the Board of Directors, and entry into a monthly or annual commitment of financial support consistent with Circle Pines Center's existing membership dues program.

Section 2. Any membership applied for after May 28, 2018, requires a minimum one-year commitment of financial support not less than \$10/month (or \$120/year), with the initial amount payable upon application for membership. For students and those who identify as low income (within 200% of the poverty level), the initial and annual payments shall be not less than \$5/month (or \$60/year).

Section 3. Only members who are current in payments on their membership shall be entitled to vote, provided that they have attained the age of 14 years, and to participate in all other democratic rights of membership.

Section 4. The performance of work for the cooperative beyond the normal housekeeping chores while at the Center is strongly encouraged of membership. Acceptable work shall be performed either at or away from the Center, as defined by the Board of Directors (hereafter known as the Board).

Section 5. The Board of Directors may suspend a member from participation of membership rights by written notice to such member not less than 30 days before the next regular or special membership meeting, and recommend his/her expulsion for conduct detrimental to the aims and purposes of Circle Pines Center. Such member shall stand suspended until the next regular or special membership meeting shall have acted upon the Board of Director's recommendation for his/her expulsion, which shall be the first order of business upon the agenda. A member may be expelled from membership only by a two-thirds vote of the membership meeting. However, such expulsion shall not be effective until the Center, as a condition thereto, shall have repaid all payments made on his/her membership since the suspension was implemented.

Section 6. No part of any membership shall be returnable, except as specified in Article III, Section 5.

Section 7. The membership plan outlined in this article shall be effective for one year from the time it is approved by membership and enacted. After one year, the Board of Directors shall review the results and determine if it should continue as is, be revised, or be replaced with a different membership plan.

ARTICLE IV--DEMOCRATIC GOVERNMENT

Section 1. Government of this society shall be vested in the voting members their rights to be exercised in: the annual election of members of the Board of Directors; the regular semi-annual membership meetings; such special membership meetings or meetings as may be called and constituted in accordance with these by-laws; the signing of a petition of initiative; the signing of petition for and the voting in a referendum; and the signing of a petition for and the voting in a recall election.

- A.** All active, voting members shall have the privilege of nominating by petition, candidates for the positions on the Board of Directors and of voting in the annual election of members of the Board, this ballot to be secret and be voted either by mail or in the Spring membership meeting, at the option of the member. Members shall vote for only as many candidates as the number of vacancies on the Board. Candidates receiving the highest votes shall be elected as Board members. The two candidates receiving the next highest vote shall be elected as alternates. Candidates for the Board shall have attained the age of 14, have held membership for at least one year, and have shown interest in the activities of the Circle Pines Center within the previous ten years by personal participation, financial support or written letter expressing interest.
- B.** There shall be two regular membership meetings each year, to be held at Circle Pines Center on the Saturday or Sunday immediately before or after October 15, and during the week which includes the Memorial Day holiday. At these meetings there shall be financial and other reports, and any business of the organization may be transacted,

except that in By-Law amendment, action shall be taken only in accordance with the provisions of Article IV, Section 4A.

- C. Upon order by the Board of Directors, or upon petition signed by ten percent of the voting members, the Secretary shall call a special membership meeting. Notice of the meeting shall conform to the rules of Article IV, Section 4B, and no business may be validly acted upon by the special meeting except that business stated in the notice of the meeting.
- D. Upon action by the Board of Directors, or upon petition by ten percent of the voting members, the Secretary of the organization shall put any proposed amendment to the By-Laws on the agenda of the next semi-annual or special membership meeting, provided that the proposal has reached him/her in time to be included and has been included in the notice of the meeting.
- E. A referendum on any question of policy, including By-Laws or amendments, may be instituted by the Board of Directors, or by petition signed by ten percent of the voting members, and shall be carried out by the secretary or the Election Committee in accordance with the previous provisions of Article IV, Sections 3A and 3B.
- F. An election for the recall of a member of the Board of Directors or any other elected officer of the organization, but not the Directors(s) nor any member of the employed staff, may be called by a petition signed by ten percent of the voting members. Such recall election shall be run under the responsibility of the Secretary, or if s/he be the subject of the election, then by some person designated by the Board of Directors or by the Election Committee, in accordance with the provisions of Article IV, Section 3A.

Section 2. The Spring membership meeting shall elect each year, after the election of the members of the Board of Directors, a Nomination Committee of three members. Members shall vote for only three candidates, and the three candidates receiving the highest vote totals shall be elected as nominating committee members. The duty of this committee shall be to prepare a slate of candidates for the annual election of the Board of Directors. Members of the Nominating Committee shall refrain from becoming candidates for the Board of Directors.

Section 3. The Spring membership meetings shall elect each year, after the election of the members of the Board of Directors, a committee of three with two alternates to have charge of the annual election for the Board of Directors. Members shall vote for only three candidates, and the three candidates receiving the highest vote totals shall be elected as Election Committee Members. The 2 candidates receiving the next highest votes shall be elected as alternates. Duties of the committee shall include the following:

- a. To prepare and have charge of the ballots-
The committee shall prepare the ballots for the annual election, including the name of every person properly nominated. The committee shall offer these ballots to all members so that any member may be able to send in a request for a ballot postmarked not later that day of the Spring membership meeting. The Election Committee shall send out mail

ballots not later than the Thursday following the Thursday following the membership meeting to those members requesting absentee ballots.

- b.** To receive and count the ballots and declare the result of the election-
The Election Committee shall receive and safeguard all ballots sent in sealed. The committee shall prescribe safeguards to assure that each ballot shall remain secret as to who voted it, and that only voting members may vote in our elections. When the voting is done in the Spring membership meeting, the Election Committee shall receive those ballots and, when all ballots sent out have been returned according to the terms of 3c, shall count all ballots and announce the results.

 - c.** To conduct the election-
The Election Committee shall have freedom and responsibility to conduct the election in the following manner: that candidates' names shall be listed in forward alphabetical order; that the ballots be secret; that clear instructions be given for marking the ballots; that the top pluralities shall elect to the number of positions to the number of positions to be filled, provided that in case of a tie, the candidate who has been a member longer shall be declared elected and that in case of electing for less than a full term, the smallest winning plurality shall elect to the shortest term; and that in every election carried out wholly or partially by mail, there should be allowed a reasonable time, not less than ten days nor more than fifteen days from the day of sending out the ballots to the date of counting them.

 - d.** To refrain from becoming candidates- It shall be a duty of each member the Election Committee to refrain from becoming a candidate for any elective office in the organization during the year of his/her service on the committee.
- A.** The election Committee may be asked to conduct referendum and recall elections.
 - 1)** The Election Committee shall, if required by the Board of Directors, conduct any or all referendum or recall elections for the organization.
 - 2)** In every referendum or recall election, there shall be a notice sent to all voting members promptly after the election is petitioned for, or ordered by the Board of Directors, stating the nature of the coming election and the question to be determined; and this notice shall be followed within a reasonable time, usually not more than thirty days, by a fair and just presentation of the major viewpoints on the question and a ballot for the determination of the issue.

 - B.** From the Secretary of the organization, the Election Committee shall lead the whole number of the voting members at the time of sending out the notice for the annual membership meeting; and no new member shall be admitted to voting rights until after the election, but inactive members shall become voting members by paying the installment for that year of their partly paid membership and that year's annual membership dues, and active members becoming 14 years of age by the date of the annual meeting shall in that way become voting members, in that period. The number of

voting members thus certified shall be published in the notice of the meeting and shall serve as the basis for calculating the number of signers needed on any petition or initiative, referendum, or recall until superseded by the next different number so published. Like practice of certifying and publishing the whole number of voting members shall be followed at the time of calling any special membership meeting and at the time of calling any referendum or recall election.

Section 4. Notices of Meetings must tell certain things.

- A.** Notice of the regular annual membership meetings shall be sent by the Secretary of the organization to all members not less than thirty days before the date of the meeting; it shall tell the time and place of the meeting and the substance of any amendment to the By-Laws of the organization proposed for adoption at that meeting. No amendment not so stated in the notice may be adopted by that meeting.
- B.** Notice of any special meeting shall be sent by the Secretary of the organization to all members not less than thirty days before the date of the meeting; it shall tell the time and place of the meeting and shall state the business proposed to be taken up by that meeting.

Section 5. Fourteen percent (14%) of the voting members, as certified by the Secretary and published in the notice of the annual membership meeting, shall constitute a quorum for that meeting, and the same rule shall apply for any special membership meeting and for any referendum or recall election.

Section 6. In any case not otherwise covered by these By-Laws, the approved rules for procedure as given in the latest revision of Robert's Rules of Order shall be followed.

ARTICLE V—BOARD OF DIRECTORS

Section 1.

- A.** The Board of Directors shall consist of 13 members (twelve elected and 1 ex-officio), 4 to be elected each year, and each elected member to serve a term of 3 years. Such election shall also fill vacancies as may have occurred. In addition, two alternates shall be elected, each for a term of 1 year.
- B.** The Resident Director of Circle Pines shall serve as a fully participating ex-officio member of the Board of Directors.

Section 2. After the annual election of members of the Board of Directors, at Circle Pines Center, the directors in office for the ensuing year shall, meet and elect the chairperson, vice-chairperson, treasurer, and secretary from their own membership.

- A.** The Chairperson of the Board shall serve as president of the organization. S/he shall have such duties as the Board or the membership shall order and all duties usually pertaining to the office and those set forth in the policy handbook for Circle Pines Center.

- B.** The Vice-Chairperson shall assume the duties of the President in his/her absence.
- C.** The Secretary shall keep all records and the minutes of all meetings of the Board and membership action, whether taken in meeting or otherwise, and shall have all duties assigned to him/her by these By-Laws, by the Board, or membership action.
- D.** The Treasurer shall have custody of all funds of the organization except those in the hands of the Director(s) and various department heads, which they may be using to finance their day-to-day activity. S/he shall invest and disburse the same in accordance with the decisions and instructions of the Board of Directors. S/he shall be responsible for the safe keeping of the funds entrusted to his/her custody and shall make a report to the Board of Directors as often as they may require and to the general membership meeting.
- E.** Any elected board member is eligible to any office, but not two major offices.
- F.** The duties of each office, except as specified, shall be the usual duties of that office and those set forth in the policy handbook for Circle Pines Center.

Section 3. Except as specified in these By-Laws, all committees shall be chosen and assigned to work by the Board of Directors, and they shall report as required.

Section 4. It shall be the duty and prerogative of the Board of Directors of the organization, under the authority given them by the membership and by the laws of the state of Michigan, to manage the operation of the business and work of the organization.

Section 5.

- A.** The Board of Directors shall hold a regular meeting at least once each quarter. A majority of the Directors shall constitute a quorum at any Board meeting.
- B.** Special meetings of the Board of Directors may be called with ten days notification of all twelve Board members.
- C.** If a Board member misses three successive Board meetings without sufficient reason in the judgment of the members present and constituting a quorum at the Board meeting, they may declare his/her seat vacant by a two-thirds vote.

Section 6.

- A.** Duties of the alternate are: First and second alternates fill vacancies on the Board, until the next election of the Board of Directors.
- B.** Alternates can vote at Board meetings if members are absent and can be counted for a quorum.

Section 7. No member shall be nominated for the Board if s/he has already served immediately preceding nine consecutive years.

ARTICLE VI—COOPERATIVE FISCAL POLICY

Section 1. The fiscal year of the organization shall be from October 1 through the following September 30.

Section 2. The Board of Directors shall provide for the annual preparation a financial statement for presentation at the Spring Membership meeting following the close of each fiscal year.

Section 3. No mortgage, trust deed, deed in trust, or other document creating any lien, mortgage or pledge upon the real property of the organization as security for payment of any indebtedness or sale of such real property shall be executed except by authorization of a two thirds majority of the voting members at a duly called membership meeting, specially called meeting or by referendum. The call to said membership meeting, specially called meeting or referendum shall include an explanation of the proposed action.

Section 4. Annual Membership Dues

To ensure the availability of the Center, membership dues shall be paid monthly or annually by all members in an amount to be recommended by the Board and enacted by the membership.

Section 5. Rates

- A.** Rates for usage at Circle Pines Center shall be established by the Board.
- B.** A surcharge in an amount to be established by the Board shall be added to the charges of the following users:
 - 1) Non-members of the cooperative
 - 2) Part-paid members who have not paid the year's current membership installment
 - 3) Members who have not paid the year's annual membership dues
- C.** The surcharge as described in Section 5B shall not apply to the immediate family of an adult whose membership and membership dues are current. The immediate family is defined as spouse and dependents under the age 18.

Section 6. An approximate income and expense report for the previous fiscal year and a balance sheet including bills receivable and bills payable shall be prepared and submitted to the active members by the time of the regular fall membership meeting.

Section 7. Any earnings of the Center in excess of amount necessary to conserve and improve its facilities shall be used exclusively for educational purposes.

Section 8. A special assessment may be passed at any semi-annual membership meeting by vote of the majority of the members present and constituting quorum. The special assessment

may be introduced by the Board or by a petition of 10% of the membership. The proposal for a special assessment must be included in the call to the meeting sent out 30 days in advance of the meeting.

Section 9. Special Earmarked Funds

A. Memorial Fund

The Board of Directors may establish a Memorial Fund, the purpose of which shall be to solicit, control, and disburse funds to be used for major capital projects at Circle Pines Center, as approved by the Board and the membership. If such Memorial Fund is established, the Board shall appoint three managers from among the membership (but not currently serving members of the Board or staff) whose function shall be to promote, control, and oversee the operations of the fund. The assets of the fund shall be maintained and controlled apart from the regular operating and capital funds of Circle Pines Center. A financial report of the status of the fund shall be made to the membership annually.

B. Endowment Fund

The Board of Directors may establish an Endowment Fund, the purpose of which shall be to receive gifts, grants, legacies, etc., to be invested, with only the income from such investments to be used to support the operation of Circle Pines Center. If such Endowment Fund is established, the Board shall appoint three managers from among the membership (but not currently serving members of the Board or staff) whose function shall be to promote, control, and oversee the operations of the fund. The assets of the fund shall be maintained and controlled apart from the regular operating and capital fund of Circle Pines Center. A financial report of the status of the fund shall be made to the membership annually.

C. The managers of the Endowment Fund may also serve as managers of the Memorial Fund.

D. The managers of the Memorial Fund and of the Endowment Fund may, at their discretion and in the consultation with the Board of Directors, refuse to accept a gift, a contribution, or a grant, which in their opinion would not further the purposes of the respective funds.

E. Managers may be removed from office, with or without cause, by a 2/3 vote of the entire Board of Directors, or by a recall vote of the membership in accordance with Article IV Section 3A of the By-Laws.

F. Emergency Use of Special Earmarked Funds- The capital of the CPC Endowment Fund shall be available for expenditure, and the capital of the Memorial Fund shall be available for expenditure other than for their designated purpose, only if it is needed to prevent loss of the CPC property as a whole. In such a circumstance, only the amount needed to retain ownership of the property shall be expended.

ARTICLE VII--AMENDMENT OF BY-LAWS

These By-laws may be amended in the semi-annual membership meetings or in a special membership meeting, proper notice having been given, by a two-third majority of those voting, a quorum being present.

ARTICLE VIII—DISSOLUTION OF THE ORGANIZATION

This corporation may be dissolved only in accordance with the corporation laws of the State of Michigan under which it is chartered. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making the provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the corporation in such a manner, or to such organization, organized and operated exclusively for the charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Probate Court of the County in which the principle office of the corporation is then located, exclusively for such a purpose or to such organization or organizations, as said Court shall determine, which are organized and operated for such purpose.

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