

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF MICHIGAN**

**BAY VIEW CHAUTAUQUA
INCLUSIVENESS GROUP,**

CASE NO. 17-cv-0622-PLM-RSK

Plaintiff,

vs.

HON. Paul L. Maloney

**THE BAY VIEW ASSOCIATION OF
THE UNITED METHODIST CHURCH, et al.,**

Defendants.

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FIRST AMENDED COMPLAINT AND DEMAND FOR JURY TRIAL

Plaintiff BAY VIEW CHAUTAUQUA INCLUSIVENESS GROUP by its attorneys
complain against Defendants as follows:

Overview

1. The Bay View Association of the United Methodist Church is a community of cottages, lodgings, and multi-purpose buildings situated just northeast of Petoskey, Michigan.
2. Bay View was organized under a unique Michigan law that delegates substantial governmental powers to the entity.
3. As an entity invested with powers and duties of government, Bay View is bound by the Constitutional and statutory prohibitions against establishment of religion and against religious discrimination.
4. Nevertheless, the Bay View Defendants enforce and perpetuate rules restricting cottage

ownership to practicing Christians. Consequently non-Christians, Agnostics, Atheists and persons identifying as Christians who are not members of, or who do not actively attend, a church, are prohibited from purchasing cottages in Bay View.

5. This religious discrimination specifically violates the U.S. and Michigan Constitutions, the Federal Fair Housing Act (42 U.S.C. § 3601 *et seq.*) and Michigan's Elliott-Larsen Civil Rights Act (MCL § 32.2101 *et. seq.*).

Parties

6. Plaintiff is a club made up of individuals deprived of their legal rights because of the Bay View membership policies, joined in an association to mutually collaborate in methods of bringing about change while preserving their community's long-term viability.
7. Members of Plaintiff include existing owners whose children and grandchildren cannot inherit Bay View cottages because they do not meet the religious test described more fully herein, a situation that interrupts a family tradition of as much as six generations.
8. Members of Plaintiff include individuals who seek to buy homes in the community, but who are not practicing Christians and therefore cannot do so.
9. Members of Plaintiff include existing owners who object to membership requirements favoring practicing Christians and refusing sales to non-practicing Christians. These members seek to live in a religiously diverse and free community, but cannot do so under the current rules and practices.
10. Members include existing owners who cannot pass their sizeable, illiquid asset—their Bay View cottage—to their spouses, due to the religious test.
11. Members also include existing owners who cannot sell their cottage in the open market on commercially reasonable terms, and whose property values are affected (on information

and belief) by the challenged dictates, which restrict sales to a small segment of willing buyers.

12. The natural persons who make up the Plaintiff have irrevocably assigned, transferred and set over to the Plaintiff all rights, title and interest he/she/or they hold in the claims, demands and causes of action in this suit. The natural persons who make up the Plaintiff have appointed Plaintiff as his/her/their attorney-in-fact with authority to litigate this matter, and each has agreed to be bound by the results of the litigation. These assignments are non-transferable, and each natural club member has represented that he/she/they have not assigned the matter to any other such assignee.
13. Defendant Bay View is a Summer Resort and Assembly Association organized under Act 39 of the Public Acts of 1889, MCL § 455.51 *et seq.*
14. Defendant Board of Bay View is the body with authority to carry out and enforce orders of this Court. It promulgates and enforces the unlawful policies and practices at issue here.
15. Defendant Bay View Real Estate Management, Inc. is a corporation and wholly-owned for-profit subsidiary of Bay View, organized under the Business Corporation Act, Act 284 of the Public Acts of 1972, MCL § 450.1101 *et seq.*
16. Defendants are collectively described in this Complaint as “Bay View,” except as noted.

Jurisdiction and Venue

17. Bay View’s religious discrimination in cottage ownership violates the First Amendment of the U.S. Constitution, and Michigan Constitution, the Federal Fair Housing Act (42 U.S.C. § 3601 *et seq.*), Michigan’s Elliott-Larsen Civil Rights Act (MCL § 32.2101 *et seq.*) and other provisions set forth herein.
18. Subject matter jurisdiction to resolve this matter therefore arises under 42 U.S.C. § 1983

and 42 U.S.C. § 3613(a)(1)(A), *et seq.* and 28 U.S.C. §§ 1331 and 1343.

19. Insofar as this complaint seeks declaratory relief, jurisdiction also arises under 28 U.S.C.

§ 2201 *et seq.*

20. The Court has pendent jurisdiction over the related state law claims pursuant to 28 U.S.C.

§ 1367.

21. Defendants reside in this District within the meaning of 28 U.S.C. § 1391, in that they are

subject to the Court's personal jurisdiction with respect to the civil action in question.

22. Specifically, Defendants regularly transact business within Michigan, including within this

District.

23. Moreover, the events giving rise to this suit occurred in this District. Among other things,

this District is the place where Defendants headquarter and the place where the community

at issue is physically located and the unlawful policies and practices at issue are carried out.

24. Accordingly, venue is appropriately laid in this Court under 28 U.S.C. § 1391.

Facts

The Delegation to Bay View and Its Exercise of Police Powers

25. Bay View was founded in 1875 and was later formally recognized under the 1889 Summer

Resort Act.

26. The State of Michigan, as sovereign, delegates to summer resort associations organized

under the 1889 Act, including Bay View, substantial government powers.

27. Among the government powers delegated to Bay View is the power to appoint a board of

assessors. MCL §§ 455.68-71.

28. Among the government powers delegated to Bay View is the power to levy and collect

taxes. MCL § 455.67.

29. Moreover, State law delegates to Defendant Board “the management and control of the business, finances, rights, interests, buildings and all property, real and personal, of the association.” *Id.*
30. State law further empowers Bay View by and through its Board to manage public health concerns on the land by delegating responsibilities for drainage and access to water. *Id.*
31. The Defendant Board likewise controls access to land by constructing docks, erecting and maintaining streets and highways on the property, as well as all buildings that sit atop the land that the community collectively owns. *See id.* and MCL § 455.58.
32. In addition to controlling the physical premises, the state delegates the power to control the way the land is used, giving this community police powers.
33. For instance, Bay View may license and limit trucks conveying goods on the land; provide protection from loss or damage from fire or contagious diseases; and outlaw certain behaviors including:
- Disorderly assemblies . . . gaming and disorderly houses . . . billiard tables, bowling alleys, fraudulent and gaming devices, the selling or giving away any spirituous or fermented liquors; to prohibit and abate all nuisances and all slaughter houses, meat markets, butcher shops, glue factories, and all such other offensive houses and places as the board of trustees may deem necessary for the health, comfort and convenience of the occupants upon such lands.
34. Bay View can further limit the speed of cars; prevent dogs from running free; and require residents to engage in basic maintenance; etc.
35. In addition, Bay View may make, amend, and enforce the laws or regulations enacted by the community. *See, e.g.*, MCL § 455.59.
36. To do so, Bay View is delegated the power to deputize a marshal:

The board of trustees may appoint a marshal, whose duties shall be to

enforce the bylaws of said corporation. Said marshal **shall have the authority of a deputy sheriff** in maintaining peace and order and the enforcement of law on the lands under the jurisdiction of the corporation, and in addition thereto shall be vested with authority to make arrests, in accordance with law, for the violation of the bylaws of said corporation.

MCL § 455.215 (emphasis added).

37. The penalties at issue include fines and imprisonment:

Any person who shall violate any of such bylaws made as in said last section provided, shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be punished by a fine not exceeding 25 dollars or imprisonment in the county jail not to exceed 30 days, or by both such fine and imprisonment in the discretion of the court, which fine shall go to the same fund as other fines for misdemeanor in the township where such association lands may be located.

MCL § 455.60.

38. Michigan's Attorney General has determined that delegation of this sort is "substantial authority which is governmental in character and which clearly may affect the rights of the public." Op. Att'y Gen. 1997 No. 6942 (interpreting similar delegation of state authority pursuant to the summer resort owners corporation act, 1929 PA 137, MCL § 455.201 *et seq.* for purposes of determining applicability of FOIA to these entities).

39. Moreover, Bay View's bylaws take full advantage of the delegation of public functions to summer resorts by the Act.

40. Indeed, municipal powers delegated by the Act are incorporated into provisions of the Bay

View bylaws, including but not limited to:

- a. Bylaw 3 references the powers of boards of trustees under the 1889 Summer Resort Act.
- b. Bylaws 23 through 27 describe the functioning of the Bay View Association's Board of Assessors.
- c. Bylaw 28 provides that the Bay View Association's Board may appoint marshals who "shall have the power of arrest and enforcement as provided by law".

- d. Bylaws 40-a through 40-e govern building permits and architectural review of cottage modifications.
- e. Bylaws 57 and 58 regulate commercial activity (including requiring a permit to engage in commercial activity, which is issued by the Bay View Board).
- f. Bylaws 59 through 64 regulate personal conduct including prohibition of gambling, alcoholic beverages in public buildings, use of firearms, regulation of dogs and other pets and restriction of **all** “activities” generally on Sunday mornings.
- g. Bylaws 65 and 66 make Michigan traffic laws applicable in Bay View.
- h. Finally, consistent with MCL § 455.60, Bylaw 67 authorizes fines and imprisonment for violations of the Bay View Association’s bylaws.

Exh. A, Current bylaws.

Bay View Policy and Practice Establish a Preference for the Christian Religion and Specifically the United Methodist Church

- 41. Other than paying a membership fee, the only requirements for Bay View membership and cottage ownership under the original Articles of Association and bylaws was that an applicant be of “good moral character” and be twenty-one years old. Exh. B, 1890 Articles.
- 42. However, over time, Bay View has aligned itself with and endorsed and promoted the Christian religion, even as it maintains and uses State-delegated police power.
- 43. Hence, while Jews and other non-religious families once owned homes in Bay View, in or around 1942, the Bay View board adopted a resolution rolling back almost 70 years of tolerance of religious diversity and stating:

"... no person shall be accepted as a member of this association or be allowed to rent or lease property or a room, for longer than a period of one day, unless such person is **of the white race and a Christian** who must provide acceptable and good recommendations. This resolution does not apply to servants within a household or to employees" (sic).
- 44. Likewise, as of 1945, the Articles of Association were amended to change Bay View’s purpose to the “promotion of the **Christian** religion and morality.” Exh. C, 1945 Articles

of Association purposes clause, as amended; *see also* current Articles, Exh. D.

45. By 1959, the race requirement was eliminated, but the religious test remained, and the 1960s through 1980s saw further restrictions on the precise sect of Christian owners.
46. For example, Bay View actively enforced a requirement restricting the Roman Catholic membership to 10% or less during this period. When the quota was filled, Roman Catholic applicants were rejected. In one case, a doctor J.D. had already bought a cottage, which he was then required to sell due solely to his religion and the religious quota. The letter calling for the sale listed the then-current Catholic owners, reflecting the quota for his sect was full.
47. By 1986, Bay View instituted a bylaw requirement that would-be members now provide a minister's letter establishing active participation in a Christian church, a change which excluded "unchurched" Christians from cottage ownership for the first time in Bay View's then 111 years of existence.
48. Specifically, Article 1-d of the Bay View bylaws, added in 1986, provides that the conditions of membership include, among other things, that the applicant: "is of Christian persuasion" and provides a reference letter from a pastor or church leader of the church the applicant attends or of which he is a member. Exh. E, 1986 Bylaws (as amended), Exh. A, Current Bylaws (May 2016). This is a disputed provision at issue in this case.
49. Between 2007 and present, Bay View's leadership has steadily attempted to align Bay View formally with the United Methodist Church—a process that has been met with resistance by the Plaintiff's members, many of whom espouse and hold dear Christian principles, but who also cherish civil rights and religious freedom.
50. In particular, Bay View has enacted the following changes to the bylaws challenged in this

case:

- a. Article 2 of the bylaws states that 60% of the “Trustees shall be members of The United Methodist Church whose election shall be ratified by the West Michigan Conference of the United Methodist Church.”
- b. Article 77-B of the bylaws states: “In addition, any amendments to paragraphs 2 regarding the Methodist majority and conference ratification requirements only, 75-b or 77-b, must be approved by the West Michigan Conference of the United Methodist Church.”

Id.

51. In 2013 Bay View filed articles of amendment with Michigan’s Department of Licensing and Regulatory Affairs (LARA) on an ecclesiastical corporation form.
52. However, LARA rejected the filing, because Bay View is not and never has been an ecclesiastical corporation. *See* Exh. F, 9/10/13 LARA Determination.
53. In August 2015, Bay View attempted to amend the Articles of Association to align with the above-described bylaw changes (see Para. 49a. & b.) which Plaintiffs challenge here. These Article changes purported to grant the United Methodist Church certain control rights over Bay View’s affairs (the “Methodist Control Amendments”).
54. The Methodist Control Amendments would have altered the Bay View Articles as follows:
 - a. Providing that the entity is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the United Methodist Church and is operated, supervised or controlled by the United Methodist Church.
 - b. Establishing that at all times, at least sixty percent of the members of the organization’s Board of Trustees must be appointed by the West Michigan Conference of the United Methodist Church, an organization required to act in accordance with The Book of Discipline of the United Methodist Church.
 - c. Restricting future amendments to certain provisions only upon approval of the West Michigan Conference of the United Methodist Church, namely Article III, Section 2; Article VII, Section 2, Article X and Article XII.

Exh. G, Rejected Articles.

55. An ecclesiastical corporation subject to MCL § 450.179 can subject itself to the control of a “higher ecclesiastical body”.

56. However, as noted above, Bay View is not an ecclesiastic corporation.

57. Accordingly, LARA rejected these amendments and the subordination of this entity to a Church—explaining there was no statutory authority for the proposed amendments and finding that they would be inconsistent with the 1889 Summer Resort Act and the Michigan Nonprofit Corporation Act.

58. Undeterred, Defendants attempted over and over again to formalize these attempted changes to the Articles by various devices, and LARA repeatedly refused them on June 28, August 2, September 15 and September 16, 2016. Exh. H, LARA Determinations.

59. Notwithstanding these rejections of formal Articles, Bay View continues to operate according to the above bylaws, found in Exhibit A.

60. This suit challenges the unlawful policies and practices of Bay View, rooted in the 1945 “purpose” change (expressing an explicitly “Christian” purpose for Bay View), and the bylaw provisions restricting home ownership to actively practicing Christians and restricting leadership to a majority of Methodists, as ratified by the United Methodist Church, each of which is set forth in Paragraph 43, 47, and 49 above and are located in Exhs. A, B.

Bay View is an Independent Entity with a For-Profit real estate subsidiary and is not under the Control or Supervision of any Church

61. Bay View is not a church and is not the property of any church.

62. All United Methodist Churches are required to pay an apportionment fee.

63. However, Bay View does not now and never has paid such fees.

64. Bay View does not appear in Detroit or West Michigan Conference annual journals as an

affiliated organization or mission of the Church.

65. Moreover, neither the United Methodist Church, nor any other church, has entered any formal affiliation agreement with Bay View in its history, such as an agreement to operate or control Bay View.

66. Rather, individuals privately own and operate each of the more than 400 cottages and the two Inns within Bay View.

67. Bay View is not associated with a religious organization within the meaning of the Fair Housing Act.

68. For example, Bay View is not in practice controlled, supervised, or operated in conjunction with the United Methodist Church—or any church or charity—but operates independently. Indeed, its leasehold operations are managed by the *for-profit* subsidiary Defendant as explained more fully below.

69. Moreover, Bay View elects its own Trustees, and does not have, and has never, selected its Trustees based on the dictate of any church.

70. The United Methodist Church has not historically voted on or otherwise controlled Bay View's operations.

71. A Methodist Bishop who serves *ex officio* on the Defendant Board does not have the right to vote, and has rarely attended or been represented at a Board of Trustees meeting over the 141 years of Bay View's existence.

72. Bay View selects a Director of Religious Life with no approval required by the United Methodist Church, and this Director is not required to be a United Methodist.

73. Indeed, two of the past three directors, including the current Director, are adherents to other sects of the Christian religion.

74. State Law confirms Bay View is not a Church or religious organization in multiple respects.

75. First, the real property of a corporation like The Bay View Association of the United Methodist Church, organized under the 1889 Summer Resort Act property, is subject to taxation, and The Bay View Association of the United Methodist Church is annually taxed.

76. If Bay View's cottages were used exclusively for charitable or religious purposes they would be exempt from taxation under Article IX, § 4 of the Michigan Constitution.¹ However, that has never been the case; taxes are routinely assessed and paid.

77. Consistent with this distinction, as set forth above, the State affords ecclesiastic entities to identify as such and maintains recordkeeping identifying them as such, but Bay View is not such an entity.

78. Moreover, Michigan's Court of Appeals explicitly considered how Bay View cottages are held and used in a tax case styled *Bay View Association v. Township of Bear Creek and the Department of Treasury*, February 5, 2015, No. 317714.

79. In that case, Bay View argued that it was solely or chiefly organized to provide religious programming and education, charitable works and support for community needs.

80. The matter was fully litigated and this position was rejected, with the Court holding, "While the numerous charitable and benevolent activities petitioner engages in are certainly admirable, it appears petitioner's primary purpose is to provide an exclusive summer vacation community to those who meet its restrictive membership requirements and have the financial means to purchase a summer cottage." *Bay View Ass'n v. Twp. of*

¹ Section 4 provides: Property owned and occupied by non-profit religious or educational organizations and used exclusively for religious or educational purposes, as defined by law, shall be exempt from real and personal property taxes. Michigan Constitution Article IX, § 4.

Bear Creek, No. 317714, 2015 WL 493355, at *5 (Mich. Ct. App. Feb. 5, 2015).

81. Also, as noted above and reflected in attached communications, LARA has directly rejected recent ongoing efforts to formally align Bay View with the United Methodist Church, declaring such efforts are inapt under State law and violate the provisions under which Bay View was incorporated.

82. Finally, effective November 1, 2015, Bay View's leadership formed a for-profit subsidiary to manage leasehold-related activities, *viz.*, Defendant Bay View Real Estate Management, Inc.

83. This Defendant manages Bay View's real estate assets, including the lots leased to the owners of privately-owned cottages situated on land owned by Bay View explicitly in the pursuit of profit.²

**Bay View Membership Policies Create Christian Landlord Class and
Relegate Other Religions to Temporary Residency—And These Rules are
Enforced in an Arbitrary Manner**

84. Only members of the Bay View Association may own a cottage in Bay View.

85. As set forth more fully above, to become a member a person must be a member of or attend a Christian church.

86. This religious test has routinely excluded non-practicing Christians, such as a Member of the Plaintiff group who negotiated the purchase of a cottage in summer 2016, only to be denied ownership because he did not regularly attend a Christian church.

87. Another Member of the Plaintiff group converted to Judaism, and for that reason was denied membership and the right to be a co-owner and ultimately inherit her parents'

² Cottage owners lease the land on which their homes sit from Bay View; in other words, the association owns the real property and private individuals own the structures.

cottage, which has been in the family for four generations.

88. However, this test is unevenly and arbitrarily applied.

89. In addition, the long-term occupancy of Bay View properties is in fact not limited to persons of the same religion.

90. A significant proportion of Bay Cottages are either rented out for some or all of a summer season or occupied by individuals who are not members.

91. Some members own more than one cottage and rent them for income or they rent to their family, for all or part of each season. Several cottages appear for short-term rent on the Airbnb.com web site as well.

92. Bay View carries out no screening or control over who is present in or rents cottages or who participates in its various programs.

93. Further, there is no follow-up verification as to whether persons who previously met the religious test continue to comply.

94. Owners may cease attending church, so there is no assurance that members continue to qualify as church-attending Christians.

95. Thus, the actual population of Bay View is not consistently limited to active Christians.

96. Rather, the religious test imposes a capricious hurdle that potential buyers must overcome.

97. At the same time, the net result of the disputed policy and practice at issue is that only active Christians may be the owners and landlords within Bay View, collecting the rents and benefits of ownership—while adherents of other religions or no religion at all may make up a sizeable percentage of the people in residence at any given time, but are relegated to passing through with no opportunity to invest or settle in Bay View.

98. Because of its desirable location on Lake Michigan and its full Chautauqua Program, the

sale and rental of cottages is a substantial business in Bay View, one that benefits both the Association and the individual cottage owners.

99. That benefit simply is not open to the plurality of citizens whose consciences call them toward a spiritual or religious practice that is not favored and aligned with that of Bay View's membership bylaws.

Count 1
42 U.S.C. § 1983

**Bay View is invested with powers and duties of government
and as such is bound by U.S. and Michigan Constitutional prohibitions
against religious discrimination. A religious test for property sales
violates the Establishment Clause of the United States Constitution.**

100. Plaintiff incorporates the foregoing paragraphs as if set forth in full here.

101. Defendants are "persons" within the meaning of 42 U.S.C. § 1983.

102. Bay View acts and operates under color of state law, namely pursuant to a delegation of state police powers, including arrest powers, the power to levy taxes and other powers detailed above.

103. Moreover, judicial enforcement of restrictive covenants constitutes state action, per well established, controlling precedent of the U.S. Supreme Court.

104. Section 1983 establishes that any person who, acting under color of law, subjects, or causes to be subjected, any citizen of the United States or other person within the jurisdiction thereof to the deprivation of any rights, privileges, or immunities secured by the Constitution and laws, shall be liable to the party injured in an action at law, suit in equity, or other proper proceeding for redress.

105. Bay View's policies and practices deprive Plaintiff and its members from ownership and disposition of property—including the dwellings or cottages at issue in this suit—based on religion, in violation of the First Amendment's proscription against such

establishments.

106. Specifically, Bay View elevates the Christian religion above all others and above the observance of no religion at all, by endowing practicing Christians with superior rights as compared to all others.

107. Any reasonable person would understand the clearly established proscription of the First Amendment against such establishments.

108. On information and belief, Bay View and its Defendant Board *do* know and understand that the ongoing exclusion of non-Christians is a violation of the law, and Defendants have knowingly and intentionally continued and persisted in pursuing this unlawful establishment.

109. As a direct and proximate result of its policies and practices, Plaintiff's members have suffered losses including financial and emotional.

110. Based on the knowing and intentional, wanton and willful violation of Plaintiff's clearly established rights, Defendants are further liable for punitive damages.

111. Because an actual, present and justiciable controversy has arisen between Plaintiff and Defendants, Plaintiff is also entitled to declaratory relief voiding as unlawful the challenged "purpose" clause and bylaws identified above, *see also* Exh. I, and or declaring them judicially unenforceable.

Count 2

A religious test for property sales violates the civil and religious rights of Plaintiff as set forth in the Michigan Constitution.

112. Plaintiff incorporates the foregoing paragraphs as if set forth in full here.

113. Bay View's policies and practices deprive Plaintiff and its members from ownership and disposition of property—including the dwellings or cottages at issue in this suit—based

on religion, in violation of Michigan Constitution Article I, Sections 2 and 4.

114. Specifically, Bay View elevates the Christian religion above all others and above the observance of no religion at all, by endowing practicing Christians with superior rights as compared to all others.

115. As a direct and proximate result of its policies and practices, Plaintiff's members have suffered losses including financial and emotional, and they are entitled to monetary relief.

116. Plaintiff is further entitled to declaratory relief voiding as unlawful the challenged provisions identified above, *see also* Exh. I.

Count 3
42 U.S.C. § 3601 et seq.
Bay View's discriminatory practices violate
the Federal Fair Housing Act (FHA).

117. Plaintiff incorporates the foregoing paragraphs as if set forth in full here.

118. The cottages at issue in this suit are buildings or structures occupied as or designed or intended for occupancy as residences by one or more families.

119. Accordingly, these structures are "dwellings," within the meaning of the FHA.

120. The FHA establishes it is unlawful "to refuse to sell or rent after the making of a bona fide offer, or to refuse to negotiate for the sale or rental of, or otherwise make unavailable or deny, a dwelling to any person because of...religion...."

121. The bylaws outlined above on their face limit sales and negotiations for sales of the cottages because of religion.

122. Moreover, the bylaws are enforced in practice, denying non-Christians the opportunities provided to practicing Christians.

123. Bay View qualifies for no exemption from enforcement of the FHA because it does not own or operate the dwellings at issue—i.e., the privately-owned cottages.

124. Bay View qualifies for no exemption from enforcement of the FHA because, as adjudicated by the Michigan Court of Appeals, cottages are used as summer vacation homes and not for religious or charitable purposes.
125. Bay View qualifies for no exemption from enforcement of the FHA because Defendant is not a religious organization or church.
126. Bay View qualifies for no exemption from enforcement of the FHA because the sale and rental of cottages occurs for commercial, for-profit, purposes.
127. Members of the Plaintiff organization have been intentionally subject to religious discrimination described above.
128. As a direct and proximate result, Plaintiff's members have been excluded from ownership of Bay View cottages in violation of this law; have been frustrated or outright prevented from devising or otherwise disposing of their property; have been prevented from selling their property pursuant to law on an open and unrestricted market; and have been otherwise injured as a result of the unlawful enforcement of the bylaws set forth above.

Count 4

**Michigan's Elliott-Larsen Civil Rights Act (ELCRA)
Act 453, of 1976, MCL § 37.2101 et seq.**

Bay View's discriminatory practices violate State anti-discrimination laws.

129. Plaintiff incorporates the foregoing paragraphs as if set forth in full here.
130. Defendants are "persons" within the meaning of ELCRA, because they are an association, corporation, or a political subdivision of the state, including a special district or authority of the state.
131. The conduct of the Defendants described above amounts to:
- a. refusing to engage in a real estate transaction with a person because of

religion in violation of MCL § 37.2505.

- b. making dwellings unavailable to persons because of religion in violation of MCL § 37.2502, *et seq.*
- c. discriminating in the terms and conditions, or privileges of the sale of real estate that indicates a preference or discrimination on the basis of religion in violation of MCL § 37.2502, *et seq.*
- d. representing to persons because of religion that dwellings are not available for inspection or sale when such dwellings are in fact so available in violation of MCL § 37.2502, *et seq.*
- e. refusing to receive from a person or transmit to a person a bona fide offer to engage in a real estate transaction on the basis of religion in violation of MCL § 37.2502, *et seq.*
- f. making, printing, circulating, posting, or otherwise causing to be made or published a statement, advertisement, notice, or sign, or use a form of application for a real estate transaction, or making a record of inquiry in connection with a prospective real estate transaction, which indicates, directly or indirectly, an intent to make a preference, limitation, specification, or discrimination with respect to the real estate transaction on the basis of religion in violation of MCL § 37.2502, *et seq.*

132. The conduct of the Defendants described above constitutes:

- a. a pattern or practice of resistance to the full enjoyment of rights granted by the ELCRA; and
- b. a denial to a group of persons of the rights granted by the ELCRA where that denial constitutes a matter of general public importance.

133. Bay View qualifies for no exemption from enforcement of ELCRA because it does not own or operate the dwellings at issue—i.e., the privately-owned cottages.

134. Bay View qualifies for no exemption from enforcement of ELCRA because, as adjudicated by the Michigan Court of Appeals, cottages are used as summer vacation homes and not for religious or charitable purposes.

135. Bay View qualifies for no exemption from enforcement of ELCRA because Defendant is not a religious organization or church.

136. Bay View qualifies for no exemption from enforcement of ELCRA because the sale and

rental of cottages occurs for commercial, for-profit, purposes.

137. Defendants' conduct described above was and remains intentional, willful, and it has been taken in disregard for the rights of others.

138. As a direct and proximate result of the violations of law set forth above, Plaintiff's members have been excluded from ownership of Bay View cottages; have been prevented from devising or otherwise disposing of their property; have been frustrated or outright prevented from selling their property on an open and unrestricted market; and have been otherwise injured as a result of the unlawful enforcement of the bylaws identified herein.

Count 5

Attempted amendments to bylaws and articles fail under established Michigan law.

139. Plaintiff incorporates the foregoing paragraphs as if set forth in full here.

140. The requirement that members of Bay View's board of trustees and board of elections be United Methodists and that United Methodist board members be ratified by the United Methodist Church as provided in Article VII of Bay View's Articles of Association and Articles 2 and 7 of Bay View's bylaws violate the "no religious test" clause of the Michigan Constitution, and are therefore void.³

141. Furthermore, MCL § 455.91 prohibits corporations such as Bay View from changing "the general purpose for which such corporation was formed."

142. The 1945 amendment to Bay View's purpose clause altered Bay View's purpose to the

³ No other oath, affirmation, or any religious test shall be required as a qualification for any office or public trust. **History:** Const. 1963, Art. XI, § 1, Eff. Jan. 1, 1964

promotion of the “Christian religion and morality,” as noted above, in violation of this requirement.

143. In *People v. Young Men’s Father Matthew T.A.B. Society*, 41 Mich. 67, 1 NW 913 (1879), Michigan’s Supreme Court held that bylaws cannot set forth a religious qualification for membership in a Michigan corporation if the articles of association are silent on the subject.

144. Bay View’s articles require that candidates for membership be of good moral character, *without* stipulating a religious affiliation, while Article 1-d of the Bay View bylaws sets forth the requirements for membership which include, among other things, that the applicant is of Christian persuasion and provides a reference letter from the pastor or designated leader of the church of which the applicant is a member or attends.

145. As such, the bylaws cannot be enforced, and are void.

146. In addition, the language in Article 77-B of Bay View’s bylaws that requires that the United Methodist Church approve certain bylaw amendments (the “Methodist Control bylaws”) are void nunc pro tunc, for the same reason that LARA rejected the Methodist Control Amendments to Bay View’s Articles of Association in 2016: specifically, there is no statutory authority that permits Bay View’s bylaws to turn over aspects of Bay View’s corporate governance to the United Methodist Church.

147. Indeed, the Methodist Control bylaws are inconsistent with the provisions of the 1889 Summer Resort Act and the Michigan Nonprofit Corporation Act.

148. MCL § 450.2488 was recently added to the Michigan Nonprofit Corporation Act and it specifies, among other provisions, the procedures that must be followed to limit statutory governance rights of the members of a Michigan nonprofit corporation like

Bay View.

149. The right of the members of a Michigan nonprofit corporation to amend bylaws can only be curtailed or limited if *all* of the members of the corporation approve the particular limitations at the time they are first instituted.
150. The Methodist Control bylaws were not implemented in accordance with the provisions of MCL § 450.2488 and are therefore invalid and illegal.

Relief Requested

For all of the foregoing reasons, Plaintiff demands judgment by this honorable Court that:

1. Declares that the Defendants' policies and practices, as alleged herein, violate the U.S. Constitution, *see* Exh. I, and cannot be judicially enforced.
2. Declares that the Defendants' policies and practices, as alleged herein, violate the FHA, *see* Exh. I.
3. Declares that the Defendants' policies and practices, as alleged herein, violate the Michigan Constitution, *see* Exh. I.
4. Declares that the Defendants' policies and practices, as alleged herein, violate the ELCRA, *see* Exh. I.
5. Declares that the Defendants' policies and practices, as alleged herein, violate other State statutes as set forth above, including the Summer Resort Act, the Michigan Nonprofit Corporation Act, MCL § 455.91 and MCL § 450.2488, *see* Exh. I.
6. Enjoins the Defendants, and all persons in active concert or participation with Defendants, from:
 - a. discriminating against any person on the basis of religion in any aspect of the sale or transfer of ownership of a dwelling;
 - b. failing or refusing to notify the public that dwellings owned or offered for sale by the Defendants are available to all persons on a nondiscriminatory

basis; and

- c. failing or refusing to take such affirmative steps as may be necessary to restore, as nearly as practicable, the victims of the Defendants' unlawful practices to the position that they would have been in were it not for the discriminatory conduct.
7. Awards such damages as would fully compensate each person aggrieved by the Defendants' discriminatory housing practices for injuries caused by the Defendants' pattern or practice of discriminatory conduct, and as is further authorized for punitive/exemplary damages pursuant to 42 U.S.C. §§ 1983, 1988 and/or MCL § 37.2501 *et seq.* and other law.
 8. Assesses any and all costs, interest, fees, and civil penalties against the Defendants as the law provides.
 9. Affords all other declaratory, legal or equitable relief that appears appropriate at the time of final judgment.

Respectfully submitted,
SALVATORE PRESCOTT
& PORTER, PLLC

/s/ Sarah S. Prescott

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Dated: February 23, 2018

JURY DEMAND

Plaintiff, by and through its attorneys, demands a trial by jury of all issues in this matter.

Respectfully submitted,
SALVATORE PRESCOTT
& PORTER, PLLC

/s/ Sarah S. Prescott

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Dated: February 23, 2018

CERTIFICATE OF SERVICE

I hereby certify that on February 23, 2018, I electronically filed the foregoing paper with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all counsel of record.

Respectfully submitted,
SALVATORE PRESCOTT
& PORTER, PLLC

/s/ Sarah S. Prescott

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Dated: February 23, 2018

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF MICHIGAN**

**BAY VIEW CHAUTAUQUA
INCLUSIVENESS GROUP,**

CASE NO.

Plaintiff,

vs.

HON.

**THE BAY VIEW ASSOCIATION OF
THE UNITED METHODIST CHURCH,**
a Michigan Summer Resort and Assembly Association,
**THE BOARD OF THE BAY VIEW ASSOCIATION OF THE
UNITED METHODIST CHURCH,** *its governing body,*
*and BAY VIEW REAL ESTATE MANAGEMENT,
INC., a domestic profit corporation,*

Defendants.

Sarah S. Prescott (P70510)
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**INDEX OF EXHIBITS TO
COMPLAINT AND DEMAND FOR JURY TRIAL**

<u>Exhibit</u>	<u>Description</u>
A.	Current, disputed bylaws dated May 2016
B.	1890 Articles of Association
C.	1945 Articles of Association Amendment, operative/current and disputed
D.	Current Articles of Association
E.	1986 bylaws, amended to add Christianity test
F.	LARA determination dated September 10, 2013
G.	Rejected Articles

- H. LARA Determinations
- I. Detailed Prayer for Relief

EXHIBIT A

By-Laws of the Bay View Association of The United Methodist Church

Includes Bay View Association Rules and Regulations

May 27, 2016



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MEMBERSHIP

1. **Classifications.** The following are the classifications of membership in the association (the "Association"):
 - a. **Leaseholding Members.** Leaseholding Members are those persons who are currently leaseholders of property in Bay View. The term "Leaseholding Member" includes a member who is either a beneficiary or a trustee of a trust holding a Bay View leasehold. Subject to paragraphs 1-C and 1-f, only a Leaseholding Member shall be entitled to vote at any meeting of the membership of the Association. Each Leaseholding Member is entitled to one vote. They shall also be entitled to membership rates for all Bay View activities. Upon termination of a Leaseholding Membership, the member automatically becomes an associate Member.
 - b. **Associate Members.** Associate Members are those persons who are not Leaseholding Members but who have been accepted for membership by the Board of Trustees. They shall have no right to vote at any membership meeting of the Association, but they shall be entitled to membership rates for all Bay View activities.
 - c. **Non-Leaseholding Members.** Before August 7, 1982, non-leaseholding Members were given voting rights. Any current member who held a non-leaseholding Membership on August 7, 1982, and whose current annual membership fee is paid shall continue to enjoy voting rights at membership meetings and shall be entitled to membership rates for all Bay View activities.
 - d. **Qualifications for Membership.** An individual may be accepted as a leaseholding or associate Member upon a two-thirds vote of the Board of Trustees if the individual complies with the following membership qualifications and requirements:
 1. Pays the initial membership fee, which shall accompany the membership application.
 2. Completes and files the Association membership application form with the Bay View administrative office.
 3. Is at least eighteen years of age.
 4. Is of good moral character and will support the Association's purpose and objectives.

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5. Is of Christian persuasion.
 6. Provides reference letters attesting to the applicant's fulfillment of the above membership requirements from:
 - i. the pastor or designated leader of the church of which the applicant is a member or attends;
 - ii. at least two members of the Bay View Association, excluding relatives of the applicant, members of the Board of Trustees and anyone associated with the transfer of the lease; and
 - iii. at least two persons of the applicant's choice, excluding relatives.
 7. Completes a satisfactory interview with the Membership Committee or its designee and receives a favorable vote of the Committee affirming that the applicant is qualified and supports the Association's purpose and objectives.
- e. **Fees.** The initiation fees and annual dues for leaseholding, non-leaseholding and associate Memberships shall be established by the Board of Trustees.
- f. **Voting Time Qualification.** To vote at the annual or other Membership Meeting a member must be qualified under paragraphs a or c above and have been a member for at least twenty-seven days before the meeting.

BOARD OF TRUSTEES

2. **Management; Election.** The power and authority to govern the Association is vested in a board of nine trustees ("Board"). The Board may appoint those persons and delegate to them such duties and authority that the Board deems appropriate for the sound administration of the Association.

The Board shall consist of Leaseholding Members elected to the Board at the Association's annual Meeting. Three Trustees shall be elected each year for a three-year term. Trustees may not be elected more than three consecutive times to serve as trustee; however, at the next annual Meeting following completion of their last term they again become eligible for re-election or

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reappointment. Sixty (60%) percent of the Trustees shall be members of The United Methodist Church whose election shall be ratified by the West Michigan Conference of The United Methodist Church. A majority of the Board shall constitute a quorum for the transaction of business.

Board vacancies occurring between elections shall be filled by Board appointment, and a Trustee so appointed shall hold office until the next annual Meeting. Trustees shall serve without compensation and are ineligible to hold office if they have an interest in a business licensed to operate in Bay View.

By virtue of the office, the United Methodist bishop with jurisdiction over the Michigan area shall also be a Trustee, but without a vote.

3. **Powers of the Board.** The Board shall manage and control the properties, personnel, policies, operations, business and affairs, raise necessary revenues, provide for an audit periodically, and promote the purposes of the Association; and shall exercise the powers and authority granted to it, limited by, and subject to:
 - the laws of the State of Michigan and particularly the provisions of Act 39, Public Acts of Michigan of 1889, as amended; provided, however, the Board shall limit its power under Act 39 to amend these By-Laws only to the extent required by cases of genuine emergency, subject to ratification pursuant to section 77b hereof by the membership at the next annual meeting;
 - The Articles of Incorporation of the Association, as amended
 - these By-Laws; and
 - any special directions given to the Board by a vote of the membership at an annual Meeting.
- 3-b. **Executive Director.** The Board shall appoint an executive Director ("Executive Director") to serve at the pleasure of the Board and to administer the operations, programs, and affairs of the Association under such terms and conditions as the Board may determine to be necessary and proper for the sound administration of the Association.

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4. **Liabilities and Indemnification of Officers, Directors, Trustees, Employees, Agents and Volunteers.** Officers, Directors, Trustees, employees, agents and Volunteers of the Association shall enjoy the indemnification and benefits afforded pursuant to the Association's Articles of Association, as amended.
5. **Nomination of Trustees.** Candidates for the office of Trustee shall first be nominated by petition signed by at least twenty Leaseholding Members on forms approved by the Board. Leaseholding Members may each sign up to three nominating petitions. Petitions may be obtained from the administrative office and must be filed with that office at least thirty-six days before the annual Meeting together with the following information about the candidate: age, past and present occupations for a ten-year period, religious affiliations, other relevant background information, and the candidate's proposed program for the Association.
6. **Notice of Candidates.** Notice of candidates for the Board, including the candidate information set forth in by-law 5 ("notice"), shall be delivered by U.S. postal service or electronically in a manner approved by the Board to each member entitled to vote. The notice shall also be posted by the Secretary at least twenty days before the annual Meeting at Hall Auditorium and the post office. The names of candidates shall be read during the twenty days before the annual Meeting at one or more public meetings in Hall Auditorium.
7. **Election of Trustees: Board of Elections.** Trustees shall be elected at the annual meeting.

At least thirty days before the annual Meeting, the board shall appoint a board of elections consisting of two Trustees and three other Leaseholding Members to have charge of the election. Those appointed shall not be candidates for election. A Trustee and one other person shall also be appointed to serve, if necessary, as alternates. The Trustees shall designate one of the non-Trustees as chairperson.

When all the vacancies to be filled at an election are for three year terms and the number of candidates does not exceed the

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number of vacancies, the election shall be by voice vote, otherwise the vote shall be by secret ballot.

Three members of the board of elections shall supervise all aspects of the election. All of them shall be present during the counting of the paper ballots. The Members shall be members of The United Methodist Church whose election shall be ratified by the West Michigan Conference of The United Methodist Church.

At its next regular meeting, a written report of the election results shall be delivered to the Board by the board of elections and recorded by the Secretary in the Association minutes. The report shall also be posted by the board of elections for one week after the annual Meeting near the front doors of the auditoriums and the post office and circulated by electronic means as authorized by the Board.

8. **Election of Trustees: Polls.** The polls for the election shall be located in the building where the annual Meeting is held. They shall open at 8:30 a.m. and close at noon. In addition, the Board may also authorize an electronic voting system, so long as the system ensures no more than one vote per voting member, is secure, secret, reliable, easy-to-use and may be audited. Once the paper and electronic votes are counted, the board of elections shall determine the results of the election and list the results in order of the number of votes received by each candidate from highest to lowest. Subject to the church membership requirements specified in paragraph 2 of the By-Laws, those candidates receiving the highest number of votes for the vacancies on the Board shall be declared elected as follows: those candidates receiving the highest number of votes shall fill the vacant three year terms; any vacancies for terms of less than three years shall then be filled such that the candidate with the next highest number of votes shall fill the longest vacancy and so forth until all remaining vacancies are filled.

OFFICERS AND THEIR DUTIES

9. **Officers of the Association.** The officers of the Association shall consist of a president, vice-president, Secretary and treasurer. They shall be elected by the Trustees from their number promptly after the annual Meeting and shall hold office for a one-year term and until their successors are elected. When advisable, an assistant-Secretary and an assistant-treasurer, who need not be Trustees, may also be elected for one-year terms.

The Board may require, at the expense of the Association, that the Executive Director, Treasurer, the financial Director, and such employees and committee members with responsibilities for the handling and investment of Association funds and assets, provide the Association with appropriate indemnification by surety bonds or otherwise for the faithful performance of their duties in such amounts and under such terms as the Board may determine.

No trustee shall serve as the Executive Director, other than on an acting, temporary basis.

10. **President.** The president shall:
- preside at all meetings of the Association and the Board;
 - set meeting times and agendas;
 - oversee the performance of, and regularly confer with, the Executive Director on behalf of the Board;
 - make recommendations, serve ex-officio on committees and other entities and offer guidance as the president deems appropriate;
 - appoint and remove, as circumstances may require, members and chairpersons of committees provided for in these By-Laws or other committees or entities established by the Board; and
 - prepare an Annual Report of the affairs of the Association for presentation at the annual Meeting.
- 10-b. **Vice President.** In the absence of the president, the vice-president shall preside and perform the president's duties. In the absence of both, the Trustees shall select a temporary presiding officer to act.

11. **Secretary.** The Secretary shall:

- attend all meetings of the Association and the Board;
- keep and record in a minute book accurate minutes of Association and Board meetings;
- provide copies of minutes of Board meetings to each Trustee before the next Board meeting;
- provide written notice to the Trustees of all special Board meetings;
- carry on Association correspondence as the Board may designate; and
- keep filed and in proper order all papers coming under the Secretary's charge.

An assistant Secretary, if appointed, shall perform duties assigned by the Secretary or the Board.

12. **Treasurer.** The Treasurer shall:

- participate in the formulation of financial policy for the Association with the Executive Director, the finance Director, the finance Committee, and such other committees as the Board may establish or designate;
- receive and properly care for all money and property of the Association which has not been put in charge of other persons;
- render to the Board an account whenever requested and an Annual Account to the membership showing income of the Association from dues, gifts, interest or other sources together with an itemized statement of income and expenses of each operating department or entity of the Association;
- distribute the Annual Account to the membership;
- deliver to the next treasurer all monies and properties belonging to the Association.

An assistant Treasurer, if appointed, shall perform duties assigned by the Treasurer or the Board.

DEPARTMENTS

- 13-a **Principal Departments.** The following departments are established: (1) buildings and Grounds, (2) recreation, (3) performing arts, (4) Worship and religious life, (5) education, and (6) finance. The departments are subject to the authority of the Board to allocate responsibilities among departments, establish additional departments, and make such changes in the Association's management and organization as it deems necessary and proper.

- 13-b **Department Directors.** Each principal department shall be headed by a Director, titled as in these By-Laws or as the Board may designate, and appointed by the Board, after consultation with the Executive Director, and chairperson of the relevant standing committee. Department Directors shall report to and serve under the direction of the Executive Director.

COMMITTEES

14. **Standing Committees.** To facilitate the work of the Association the following standing committees are hereby established: (1) Finance, (2) Audit, (3) Investment, (4) Development, (5) Buildings and Grounds, (6) Operations, (7) Performing Arts, (8) Personnel, (9) Membership, (10) Long Range Planning, (11) Recreation, (12) Worship and Religious Life, and (13) Education.

Subject to the provisions of these By-Laws, these committees and others as may be established by the Board, are subject to the authority and direction of the Board, which may allocate and reallocate responsibilities among the committees.

Except as expressly stated in these By-Laws, the number of committee members, their terms, status, and qualifications shall be established by the Board.

- 14-a. **The Finance Committee** shall provide advice and assistance to the finance Director, the Executive Director, relevant standing committees, and the Board concerning the Association's financial, budgetary planning, and operations by:
- examining the financial condition of the Association
 - devising plans and recommendations to fund the programs and operations of the Association
 - making recommendations with respect to proposed revenues and expenditures;
 - assisting in the preparation and submission of an annual budget to the Board for its consideration
 - reviewing and reporting to the Executive Director concerning the effectiveness of the finance Director,
 - assisting the Executive Director and the Board in selection of the Finance Director.

- 14-b. **The Audit Committee** shall be comprised of no fewer than three members and no more than five members, appointed by the president with the advice and consent of the Board, and shall

provide information, advice and assistance directly to the Board by:

- recommending and evaluating the independent auditors to be engaged by the Association and recommend:
 1. The scope and extent of the work to be performed, the standards for the performance of which at all times shall meet or exceed the standards of the professional body to which the auditors belong and any additional standards imposed by law;
 2. The amount of indemnification for the faithful performance of their undertakings; and
 - evaluating the audit fees proposed by the independent auditors
 - meeting with the auditors as often as circumstances require but in no case fewer than once at the beginning of the undertaking of the audit or review and at least once at the completion of the audit or review without management present to review the audit or review, the management, the financial condition of the Association, and any other observations that the auditors may deem relevant concerning any aspect of the operations of the Association;
 - reviewing and evaluating the performance of the independent auditors and internal auditors;
 - performing such other functions as assigned to the Committee by law, the Association's By-Laws, or the Board; and
 - reporting directly to the Board, independently of the Executive Director and finance Director, concerning such matters as the Board may request or as the audit Committee, in its sole discretion, shall deem appropriate.

14-c. **The Investment Committee** shall provide advice and assistance to the Executive Director, the finance Director and the Board by:

- recommending to the Board sound investment goals, methods and practices;
- recommending and monitoring a qualified professional investment consultant(s) or investment advisor(s);
- reviewing invested assets with the investment consultant(s) or investment advisor(s) on no less than a quarterly basis and reporting results to the Board; and

- performing such other functions as requested by the Board.

14-d. **The Development Committee** shall provide advice and support to the Director of Development, the Executive Director, relevant committees and the Board by:

- Assisting The Director of Development in organizing, coordinating, and centralizing development strategies.
- Assist the fund raising efforts of the programs and activities.
- Creating opportunities for donors to give to the Association through designated gifts, undesignated gifts and planned giving.
- Assisting in the accurate recording and acknowledgement of gifts.
- Assisting in meeting the goals for Endowment Funds, Capital Reserve Funds, and the Development Budget.
- Reviewing and reporting on the effectiveness of the Director of Development.
- Assisting the Executive Director and Board in the Selection of the Director of Development.
- Recommending to the Board fund raising policies establishing the best practices for the stewardship of gifts.
- Assisting in the consideration and feasibility of fund raising projects brought forward by members of the Association.
- Crafting and recommending to the Board Fund raising policies such as the Donor Privacy Policy, and the Fund Raising Policy Manual.

15. **The Buildings and Grounds Committee** shall provide advice and assistance to the Superintendent of Buildings and Grounds ("Superintendent"), the Executive Director and the Board by:

- assisting the Superintendent in the development and implementation of a program of upkeep and maintenance of the buildings, parks and grounds owned by the Association;
- making recommendations for the maintenance of a healthful, quiet, safe and orderly environment;
- recommending measures for the abatement of nuisances;

- deciding the kind and suitability of any variances to the building regulations of the Association and appeals from decisions of the Superintendent as provided in the building regulations and these By-Laws, subject to appeal to the Board
- deciding issues pertaining to property, boundary easements and rights-of-way lines, and lease licenses subject to appeal to the Board;
- reviewing and reporting to the Executive Director concerning the effectiveness of the Superintendent; and
- assisting the Executive Director and the Board in selection of the Superintendent.

16. **The Operations Committee** shall provide advice and assistance to the Superintendent, Executive Director and the Board by:

- assisting the Superintendent in the development and implementation of a program for safety and good order in the use and management of the Association's streets, alleys, sidewalks and utilities;
- determining, subject to the approval of the Board, (i) the character and construction of all streets and sidewalks, (ii) when streets and sidewalks shall be repaired or improved, and (iii) the laying out of any new street or sidewalk;
- developing and carrying out with the Superintendent, subject to the approval of the Executive Director and the Board, programs for water, electricity, garbage collection, recycling, cable television, internet services, telephone, and sanitary sewage and similar services;
- reviewing and reporting to the Executive Director and the Board concerning the effectiveness of the Superintendent; and
- assisting the Executive Director and the Board in selection of the Superintendent.

17. **The Performing Arts Committee** shall provide advice and assistance to the Director of performing arts ("Director"), the Executive Director and the Board in all aspects of performing arts within the Association by:

- working in cooperation with and in support of the Director to provide enriching, imaginative and entertaining programs;

- representing the Bay View membership by communicating to the Director the membership's concerns with respect to the performing arts program;
- recommending to the Director of Performing Arts and the Executive Director for approval by the Board the general fee structure for performing arts programs;
- supporting the department's programs through the recruitment and supervision of volunteer help from within and without the Bay View community;
- conducting and compiling reviews and surveys of performances and programs under the aegis of performing arts;
- advising the Director, the Executive Director, and the Board of concerns and needs of the various performing arts programs;
- reviewing professional staff and making recommendations about the staff to the Director
- reviewing and reporting to the Executive Director and the Board concerning the effectiveness of the Director;
- assisting the Executive Director and the Board in selection of the Director.

18-a. **The Personnel Committee** shall advise and assist the Executive Director and the Board with respect to personnel policies and practices by:

- developing and assuring implementation of equitable personnel policies concerning employees of the Association;
- recommending programs for the maintenance of productive and satisfying working conditions and relationships for Association employees in order to promote efficiency and continuity of service; and
- ensuring that the Association complies with governmental requirements concerning employment practices.

18-b. **The Membership Committee** shall advise and assist the Board with respect to membership procedures and practices by:

- assuring By-Law and other Bay View requirements for membership in the Association are met by applicants;
- communicating to applicants the purpose and programs of the Association and urging and seeking their

commitment to participation in the work, programs and spirit of the Association; and

- making recommendations, after appropriate investigation and interview, to the Board for or against acceptance of an applicant for membership.

19. **The Long Range Planning Committee** shall advise and assist the Executive Director and the Board with respect to the duties assigned to the Committee by these By-Laws or by the Board. In general, the Committee shall:

- regularly review and update the Bay View strategic plan for the Board's consideration;
- assess, evaluate and report to the Executive Director and the Board the Committee's conclusions and findings concerning the Association's programs, challenges and organization; and
- plan for the future by formulating recommendations to the Board in areas such as program, physical facilities, organization and finance.

20. **The Recreation Committee** shall provide advice and assistance to the recreation Director, the Executive Director, and the Board by:

- working with the Recreation Director to develop, enhance, and support the athletic and recreational programs and activities of the Association (excepting activities under the charge of the Campus Club), including, but not limited to:
 - reviewing and recommending appropriate staffing levels;
 - recommending personnel policies for youth employees of the recreation program;
 - assisting the Recreation Director in preparing and monitoring operating and capital budgets for the recreation program;
 - reviewing and recommending recreation asset acquisition and disposal; and
 - actively participating in long-range planning for recreation activities.
 - recommending to the Recreation Director and the Executive Director for approval by the Board the fees to be charged and collected for recreation privileges and activities.
 - monitoring, reviewing and reporting to the

Executive Director and the Board concerning the effectiveness of the Director.

- assisting the Executive Director and the Board in selection of the Director.

21. **The Worship and Religious Life Committee** shall provide advice and assistance to the Director of Worship and religious activities ("Director"), the Executive Director, and the Board with respect to the Association's worship and religious activities by:

- working in cooperation with the Director to develop programs to maintain and enhance the spiritual emphasis of the Association and its identity and perception as an institution of Christ's Church;
- aiding the Director in the implementation of worship, guest speakers, the religion and life hour, and all other religious programs of the Association;
- assisting the Director in identifying and recruiting preachers and lecturers of high caliber for the assembly programs;
- reviewing and reporting to the Executive Director and the Board concerning the performance and effectiveness of the Director; and
- assisting the Executive Director and the Board in the selection of the Director.

22. **The Education Committee** shall provide advice and assistance to the Director of the Education Department ("Director"), the Executive Director, and the Board with respect to the Association's educational programs by

- working in cooperation with the Director to develop, enhance and maintain the educational programs of the Association;
- participating in the recruiting of outstanding teachers for course offerings
- reviewing operations and the general fee structure of the Education Department and making recommendations to the Director, the Executive Director, and the Board;
- reviewing and reporting to the Executive Director and the Board concerning the effectiveness of the Director; and
- assisting the Executive Director and the Board in selection of the Director.

ASSESSORS AND TAXES

23. **Board of Assessors.** The Association shall have a board of assessors consisting of three leaseholders. At each annual

Meeting of the Association, or at a special meeting called for that purpose, one leaseholder shall be elected to serve as an assessor for a three-year term. Vacancies on the board of assessors shall be filled by the Board. The assessors shall elect a chairperson annually.

24. **Duties.** The board of assessors, acting through a majority, shall -
- notify the Association Treasurer of the amount of taxes and collection fees to be paid to the Bear Creek Township Treasurer; and
 - apportion such amount among Leaseholders in proportion to the value of their leasehold, which amount then becomes a lien on the property until paid; and
 - promptly notify Leaseholders of the amount of any increase in their assessed valuation.
25. **Delinquent Taxes.** If Leaseholders fail to pay their taxes on the due date set by the Board of Trustees and printed on the tax bill, interest of 1½ percent per month shall be added until the tax is paid.
26. **Corrections to Assessors' Report.** The Board shall correct any error in the assessors' report, including the name of any leaseholder, description of the premises and the omission of any property. In the latter event the Board shall determine the assessment with the same effect as if made by the board of assessors.
27. **Assessment Review.** The board of assessors shall meet on Saturday of the eighth week of the assembly season from 10 a.m. to noon and at such other times as the assessors may designate to hear complaints by leaseholders regarding their assessed valuations and to make adjustments thereof as the assessors deem fair.

Public notice of the date and place of the meeting shall be given by announcement at Hall Auditorium and by posting at Hall Auditorium and the post office at least one week before the meeting.

LAW ENFORCEMENT

28. **Enforcement Officer.** The Board may appoint marshals to serve as law enforcement officers whose duties shall be the

preservation of security, peace, and good order in Bay View. a marshal shall have the power of arrest and enforcement as provided by law.

MEETINGS

- 29-a. **Annual Meeting.** There shall be an annual Meeting of this Association on Saturday of the seventh week of the assembly season at 9 a.m. in John M. Hall Auditorium. Seventy-five leaseholders shall constitute a quorum for conducting business.
- 29-b. **Special Meetings.** Upon the written request of at least 50 leaseholders, the president shall call a special Meeting of the Association by notice in writing setting forth the object of the meeting. Fifty leaseholders shall constitute a quorum for conducting business at special meetings.
- 29-c. **Notice.** Notice of the annual Meeting and of any special Meeting of the Association shall be posted by the Secretary at least two weeks before the meeting at Hall Auditorium and the post office. Notice shall also be read at least five days before the meeting at one or more public meetings in Hall Auditorium.
- 29-d. **Robert's Rules of Order.** Annual and special Meetings shall be conducted according to Robert's Rules of Order.
- 30-a. **Trustee Meetings.** Regular meetings of the Board shall be held during June, July and August and at such other times as the Board may deem necessary. The president may call special meetings of the Board at any time and shall also do so upon written request of three Trustees. A majority of the Board shall constitute a quorum for the transaction of business. Meetings of the Board may be conducted by conference telephone call or other electronic means. All meetings of the Board and its committees shall be open to Leaseholding Members of the Association. Portions of such meetings may be closed to all persons except Trustees and their invitees for the purpose of discussing personnel matters, membership or litigation matters requiring confidentiality.
- 30-b. **Notice.** The Secretary shall give notice to the Trustees of the time, agenda and place for the meetings and, except in emergencies, shall post the notice at Hall Auditorium and the post office at least two days before a meeting.

- 30-c. **Open Meetings.** Meetings of the Board and its committees shall be open to leaseholders. The Board may, however, close portions of the meetings for purpose of discussing personnel, membership, or litigation matters requiring confidentiality.
31. **Agendas.** The agendas for meetings of the Board and the Association shall be as determined by the Board.

LEASES

- 32-a. **The Association as Owner.** All real property in Bay View is owned by the Bay View Association. Individual lots are leased to members for fifteen-year periods and leases are renewable at the end of each such period.
- 32-b. **Leasehold in Trust.** A leasehold interest may be transferred by the lessee to a trust without approval of the Board provided that at least one beneficiary or trustee of the trust is fully qualified as a Leaseholding Member. In the event a trust no longer has a trustee or beneficiary who is a Leaseholding Member of Bay View, the trust shall add such a trustee or beneficiary within one year. If the trust is unable to satisfy the requirements of this section, the trust, within an additional eighteen months, shall sell the leasehold interest to a person eligible for membership.
- 32-c. **Membership Privileges and Obligations.** A trust with a Leaseholding Member as a trustee or a beneficiary shall be listed on the records of the Association as the owner of the leasehold. Only a trustee or beneficiary approved as a leasehold Member under by-law #1-d shall be entitled, on behalf of a trust, to the full privileges of a Leaseholding Member, including voting. A trust owning a leasehold and its Leaseholding Members shall be responsible for all obligations of a Leasehold interest and membership in the Association.
33. **Leaseholding Limitations.** A leaseholder may lease up to four lots (i) from the Association by paying the value thereof as determined by the Board, or (ii) by transfer from another leaseholder.

No member may own more than two cottages unless authorized by two-thirds vote of the Board for special reasons to be recorded with the lease. Member spouses living together are considered as one for purposes of this rule.

TRANSFER OF LEASES

34. **Transferability.** Leases may be transferred by sale, assignment, bequest or intestate succession on the following conditions:
- a. membership of the transferee in the Association and payment of the required fees
 - b. approval of the transfer by the Board of Trustees; and
 - c. if a cottage is to be transferred, certification or other satisfactory evidence of compliance with the applicable electrical code.
35. **By Assignment.** Following compliance with paragraph 34, a transfer takes effect upon proper execution of the existing lease's assignment form on file at the administrative office. If a lease has been lost or misplaced a duplicate shall be provided to the leaseholder by payment of the fee set by the Board.
- 36-a. **By Bequest or Succession.** An individual who is bequeathed a leasehold by will, trust or by transfer under the law of intestate succession shall meet all the qualifications of becoming a Leaseholding Member of the Association within one year of the event triggering the bequeathal or transfer. If the individual is unable to satisfy the qualifications for membership, that individual shall sell the leasehold interest to a person eligible for membership within an additional eighteen months. In extraordinary circumstances the Board may grant an exception to this policy.
- Where a proposed transfer is in a trust document, by will, or by the law of intestate succession, the request for Board approval shall be accompanied by certified copies of the trust document or of the will (where applicable), the death certificate and an order of the applicable Probate Court assigning the leasehold.
37. **Transfers to Minors.** For a transfer to be effective where title to a leasehold passes to a minor, a guardian must be appointed for the minor and the guardian must become a Leaseholding Member of the Association.

SALE AND RENTAL OF LEASEHOLDS

- 38-a. **Method.** Leaseholders may sell or rent (including lease and sub-lease) their leaseholds, not as permanent residences but for use during permitted occupancy dates. They may do so -
- a. through the Association;
 - b. through a real estate broker authorized to do business in

- Bay View; or
- c. by acting directly as their own agent.

38-b. **Advertising.** Leaseholders, their agents or other persons, shall not post signs in Bay View or elsewhere advertising the sale or rental of all or a portion of a leasehold, except by discrete advertising at the authorized brokers' offices or on the post office bulletin board.

39. **Notice to Renters.** In the interest of preserving and enhancing the religious, cultural and educational purposes of the Association, members and real estate brokers authorized to do business in Bay View shall -

- notify a prospective renter of the By-Laws, rules and regulations of the Association before execution of any rental agreement;
- require as a condition of any rental agreement that the renter agrees to comply with all By-Laws, rules and regulations of the Association; and
- strictly enforce such compliance.

Failure to comply with this paragraph shall be grounds by the Association for (i) forfeiture of the leasehold and (ii) revocation of a broker's Bay View license.

LEASEHOLD CONSTRUCTION OR ALTERATION

40-a. **Building Permit.** Persons desiring to construct a new building in Bay View or alter an existing one shall obtain a building permit from the Superintendent of Grounds and Bear Creek Township. Applications for the permit shall -

- describe the work contemplated;
- state its estimated cost;
- be accompanied by detailed plans of the building, alteration or site development, including a rendering of its appearance upon completion of the work; and be accompanied by approvals of (i) the Architectural Review Committee (as required in paragraph 40-b), (ii) the appropriate governmental building, electrical and plumbing inspectors, and (iii) verification that the completed structure, alteration or site development will be within leasehold boundaries.

The Superintendent and the inspectors shall have the right to inspect all work for permit compliance. If the work fails to comply, the Superintendent shall issue a written order to stop the work or

order the work to be corrected. Failure of a leasehold to comply with this paragraph shall be grounds for forfeiture of the lease.

- 40-b. **Architectural Review Committee.** In order to preserve and enhance the status of the Bay View Association as a National Historic Landmark, an Architectural Review Committee is hereby established. The Committee shall be composed of from three to five leaseholders who shall be appointed by the Board of Trustees for a term of three years. The terms of Committee members shall be staggered so that at least one member's term shall expire each year. No member shall serve more than three consecutive terms.

The Committee shall be responsible for reviewing all applications for building permits involving the erection of new buildings or structures or the modification of the external appearance of an existing building in Bay View, to determine whether the proposed construction conforms to and blends harmoniously with the general architectural design of the buildings and structures of the Association and satisfies the following additional standards:

1. is compatible with the re-use of the structure;
2. avoids destruction of distinguishing qualities;
3. recognizes and respects changes to the structures over time;
4. repairs rather than replaces distinguishing characteristics; and
5. conforms to the Association's latest guidelines.

When an application for a building permit involves construction which, in the opinion of the architectural review Committee, does not conform to and blend harmoniously with the general architectural design of the buildings in Bay View the Committee may deny issuance of the permit. Decisions approving or denying a permit shall be written to the applicant and, if the permit is denied, the Committee shall state its reasons.

- 40-c. **Permit Appeal.** Any person denied a building permit by the Superintendent of Grounds or the Architectural Review Committee or who has been issued an order to stop or correct work may, within fifteen days, appeal to the Board by filing with the Secretary a request for review accompanied by any desired supporting materials. The Board shall hear the appeal within a reasonable time and give reasonable notice to the appealing

party of the hearing date and time. The decision of the Board shall be final.

- 40-d. **Building Codes.** The Board of Trustees is authorized to adopt by resolution rules, standards, and requirements for construction and maintenance of buildings and structures in Bay View. In addition, all buildings and structures in Bay View shall conform to state and local building, plumbing and electrical codes. Buildings and structures not in conformity with these codes must be brought into compliance by their leaseholders. Failure to do so shall constitute grounds for forfeiture of the leasehold.
- 40-e. **Leasehold Landscaping and Site Development Permit.** Leaseholders desiring to make changes to leasehold grounds, including installation of sprinkler systems or modification to landscaping which may affect stormwater runoff or natural water drainage, shall obtain a building permit from the Superintendent of Grounds as defined by paragraph 40-a.

DATES OF OCCUPANCY

- 41-a. **Hotels and Inns.** A hotel or inn may be occupied year round upon written application to and approval by the Board.
- 41-b. **Cottages.** Leaseholders' cottages may be occupied between the Friday preceding May 1 and the Monday following November 1 of any given year. Because of the threat of fire, the expense and difficulty of ice and snow removal and the terms of the Association's charter (providing for summer homes), occupancy may not occur at other times, except in residences owned by the Association and occupied by employees whose presence is deemed necessary by the Board for the protection and maintenance of buildings and grounds.
- 41-c. **Definitions.** The following definitions apply to paragraph 41:
1. a cottage is "occupied" when it is used for (i) living, (ii) the preparation or consumption of meals, or (iii) staying overnight.
 2. "hotel" or "inn" is a building containing 20 or more lodging rooms for hire and with facilities for the preparation and service of meals.

FORFEITURE AND SALE OF LEASES

- 42-a. **Forfeiture of Leases.** Upon non-payment of rent or the violation of other obligations under a lease or under these By-Laws, the Board of Trustees may declare a forfeiture of a lease. If the Board decides to declare a forfeiture, it shall notify the leaseholders (i) of the non-payment or violation, (ii) of the opportunity to respond in writing and (iii) to the leaseholders' right to a hearing before the Board, if requested, within the time set forth in the notice. Thereafter, the Board may forfeit the lease and, if so, shall notify the leaseholders of its decision.
- 42-b. **Effect of Forfeiture.** Upon the giving of final notice of forfeiture, the leaseholders shall immediately vacate their cottage and any other buildings on the leasehold and the cottage, buildings, and remaining personal property immediately become the sole property of the Association.
- 42-c. **Sale.** Within a reasonable time after a lease is forfeited, the leasehold, buildings and other property shall be sold by the Association at public auction and transferred to the highest bidder, subject to membership and leasehold transfer requirements.
- 42-d. **Proceeds from Sale.** The proceeds from the sale of a leasehold shall first be used to pay any charge or obligation owing on the leasehold and the cost of the forfeiture procedure and sale. Any remaining proceeds shall be paid to the forfeited leaseholders, as representing the value of the leasehold and buildings.

PUBLIC IMPROVEMENTS

- 43-a. **Declaration.** When improvement of any sidewalk, street, lane or other public betterment is deemed necessary, the Board shall so declare by resolution, describing the nature of the improvement, the estimated time of completion, its estimated cost, and a description of the property (by lot and block) deemed to be benefited.
- 43-b. **Notice.** The Secretary shall post a notice of the proposed improvement at Hall Auditorium and the post office for ten days, and shall also mail to affected leaseholders (by certified mail, return receipt requested) a copy of the notice, including the estimated assessment to be levied against the leaseholds to be benefited by the improvement.

- 43-c. **Objections.** Leaseholders may object to the improvement or the assessment if they write to the Board within ten days from receipt of the notice and give their reasons. The decision of the Board to proceed with or abandon the improvement shall be final but shall not be made earlier than 14 days after the mailing of notices to the assessed leaseholders.
- 43-d. **Assessment Lien.** The amount assessed shall be a lien against the property and shall be due and payable as and when the Board determines. Delinquencies in payment shall bear interest at the rate of 1½ percent per month until paid. The assessment and interest shall be collected in the same manner as are taxes and indebtedness due the Association.

PROPERTY LINES

- 44-a. **The Plat.** The original plat of Bay View property showing lot numbers and sizes is presumed to be correct.
- 44-b. **Dispute Resolution.** In case of disputes about property lines the following procedures shall be followed:
- (a) Where a building has been erected on any leasehold with consent of the Board, the building is a part of the leasehold. If the building is built partly on another lot, then the line of the eaves of the building is deemed to be the property line between the contiguous lots.
 - (b) Where there is a common private walk or drive used by contiguous property owners under a previous agreement then, upon the request of the Board, the agreement shall –
 - be written by the contiguous Leaseholders describing the common walk or drive;
 - be filed with the Association; and
 - become part of the leases of the contiguous Leaseholders and also part of the Association's records.
 - (c) Where a leaseholder desires to have property lines determined, written request may be made to the Board and the Board shall determine and establish the lines. The leaseholder shall pay all reasonable survey fees and other costs incurred in making the determination.
45. **Permanent Easements.** To be effective, all permanent easements or rights-of-way shall first be submitted to and approved in writing by the Board. Copies of the approval shall

become a part of the leases of the affected leaseholders and shall also be filed with the Association.

UTILITIES

46. **Water Conservation.** Leaseholders shall be conservative in their use of water both inside and outside their cottages.
48. **Toilets and Waste Water Drains.** Cottage toilets and wastewater drains must be connected to Association sewers by properly fastened tile, iron or other building code approved drain conduit. Leaseholders shall keep their drains clean and in good repair.

UTILITY RATES

49. **Board Authority.** The Board shall establish the rates, regulations and assessments for water and sewer services. Bills for the services are due and payable as the Board determines.
50. **Non-payment; Lien.** The charges are a lien upon the leasehold, and non-payment constitutes grounds for forfeiture of lease under the provisions of these By-Laws.

OBLIGATION TO MAINTAIN ASSOCIATION GROUNDS

51. **Clean-Up.** Members, tenants and others entering Bay View shall keep and assist in keeping the public streets, grounds and buildings in a neat and clean condition, free from litter, noxious weeds and anything which might endanger public health, safety and welfare.

MAINTENANCE OF LEASEHOLD AND SIDEWALKS

- 52-a. **Cottages.** Cottage leaseholders and tenants shall keep their cottages, buildings and grounds in a neat, clean and sanitary condition and in good repair, free from anything which might endanger public health, safety and welfare.
- 52-b. **Lawns and Shrubbery.** Leaseholders shall keep their lawns, grass and shrubbery well-trimmed between June 21 and September 1. If the Superintendent of Grounds determines that a leasehold fails to comply with this section, the Superintendent may cause the leasehold's grass and shrubbery to be cut and trimmed in accordance with paragraph 54.
- 52-c. **Sidewalks.** Leaseholders shall be responsible for maintaining their walks and sidewalks in good repair and safe condition and

free from obstructing foliage. If the Superintendent of Grounds determines that a leasehold fails to comply with this section, the Superintendent may repair or replace the sidewalks in accordance with paragraph 54.

- 52-d. **Drainage.** Leaseholders shall be responsible for maintaining leasehold drainage systems required to manage stormwater and natural water flow. If the Superintendent of Grounds determines that a leasehold fails to comply with this section, the Superintendent may modify drainage systems on the leasehold in accordance with paragraph 54.

TREES AND SHRUBBERY

- 53-a. **Leasehold Trees.** Persons shall not cut down or destroy any living tree located within any leasehold which has a trunk of 5" or more in diameter as measured at a point 4 ft. above grade without approval of the Superintendent of Grounds.
- 53-b. **Non-Leasehold Trees.** Trees or shrubbery located on the grounds outside of any leasehold shall not be cut, trimmed, removed, or destroyed without the approval of the Superintendent of Grounds.
- 53-c. **Tree Removal.** Leaseholders shall be responsible for the removal of all dead trees, tree trunks and shrubbery from their premises.

WORK ON LEASEHOLD BY ASSOCIATION

54. **Costs for Non-compliance.** When a leaseholder fails to comply with paragraphs 52 or 53, the Superintendent may issue a written notice to the leaseholder of the work required. If the leaseholder fails to perform the work within thirty days of the notice, the Superintendent shall have the work completed. The Superintendent's notice may be appealed to the building and Grounds Committee and then to the Board of Trustees in writing within the time specified for performance of the work and the work shall be delayed until the Board decides the appeal. The Board's decision is final.

The cost of performing the work is the obligation of the leaseholder and shall be added to the leaseholder's tax bill, shall constitute a lien against the leasehold and shall be collected in the same manner as taxes under these By-Laws.

PREMISES' DAMAGE

55. **Repairs or Removal.** If a cottage or building is damaged or destroyed by fire, storm, or other cause, the leaseholders shall have the building repaired or removed within a reasonable time. If the Superintendent of Buildings and Grounds determines that the premises are a danger to public health, safety and welfare, the Superintendent shall notify the leaseholders in writing to remove the offending cottage or building and restore the premises to a good and safe condition as soon as reasonably possible after receipt of the notice. The Superintendent may grant time extensions for the performance of the work and appeals to the Board are permitted in the manner set forth in paragraph 54. If the cottage or building has not been restored or removed within the time specified or extended, the Board or its agents may (i) enter the leasehold, (ii) remove the damaged property and (iii) restore the leasehold to a good, safe and slightly condition. The cost of the removal and restoration is the obligation of the leaseholder, shall constitute a lien upon the leasehold and shall be collected in the same manner as taxes under these By-Laws.

OPEN BURNING

56. **Fires.** Open fire or burning is not permitted in Bay View except (i) open fires and burning carried out under the direction of the Board in accordance with state law, (ii) occasional recreational campfires approved by the Superintendent of Grounds and (iii) out-of-door cooking grills.

CONDUCTING BUSINESS ON GROUNDS

57. **Business Permit.** Other than activities constituting a part of the approved Bay View program, shows, exhibitions, businesses or professions may not be conducted on any leasehold or elsewhere in Bay View unless a permit to do so is first obtained from the Board. The granting or denial of permits and the establishment of permit fees are matters solely within the discretion of the Board.
58. **Solicitation.** Persons or entities may not solicit in Bay View for the sale of goods or services without first having obtained a permit from the Board. Applications for permits may be made at the administrative office. The granting or denial of permits and the establishment of permit fees are matters solely within the discretion of the Board.

RULES OF PERSONAL CONDUCT

59. **Controlled Substances and Alcoholic Beverages.** Controlled substances are not permitted anywhere in Bay View except in accordance with the Controlled Substances Act. Persons in violation of this provision subject themselves to prosecution.

Alcoholic beverages are not permitted in any of the public buildings or on the public grounds of the Association.

60. **Weapons, Firearms and Fireworks.** Persons shall not use any firearms, air guns, slingshots, fireworks or other dangerous weapons or instrumentalities in Bay View.

61. **Breach of Peace.** No person shall:

- a. Create or engage in any disturbance, fight or quarrel within any public area of the Association.
- b. Create or engage in any disturbance, fight or quarrel that causes or tends to cause breach of peace.
- c. Disturb the public peace and quiet by loud boisterous conduct on any leasehold or public area of the Association.
- d. Disturb without lawful authority any lawful assembly or meeting of persons within the Association.
- e. Utter profane, obscene, or injurious language directed at or in the presence of another person, which language causes or would tend to cause an immediate breach of peace.
- f. Allow any of the following to occur in a manner so as to cause a breach of the peace: Unmuffled exhausts from motor driven vehicles, unnecessary sounding of horns, sirens or signal, appliances, boisterous persons, excessive volume of radios, phonographs, televisions, musical instruments or loudspeaker attachments, and barking dogs uncontrolled by their owners.

Except in cases of emergency, construction shall not be carried on nor shall power tools and power equipment such as saws and lawn mowers, be operated between 8 p.m. and 8 a.m. and throughout the day on Sundays.

- g. Dogs and other pets. Persons may have a dog or other pet in Bay View if they -
- keep it (i) on a leash or (ii) confined within a Leasehold building or (iii) within an enclosed fenced area on the leasehold; and
 - promptly clean up any droppings.
- Dogs with vicious propensities, however, are forbidden in Bay View.

63. **Gambling.** Gambling is forbidden in Bay View.

64. **Sunday.** In accordance with the custom and tradition of the Christian church, Sunday is regarded as a day of rest in Bay View. Thus, organized programs, waterfront activities and activities other than religious services or activities, shall not be carried on Sundays between the hours of 7:00 a.m. and 12:00 noon.

TRAFFIC AND VEHICLE REGULATIONS

65. **Uniform Traffic Code.** The Association hereby adopts the Uniform Traffic Code of the State of Michigan, as amended, as the traffic regulations governing all streets, lanes and alleys in Bay View.

66. **Motorcycles, etc.** Persons shall not operate gasoline-fueled motorcycles, mopeds, motorbikes or motor scooters in Bay View, excepting vehicles operated by or for the physically challenged.

PENALTIES FOR VIOLATION OF BY-LAWS

67. **Section 10 of Act 39, 1889, Public Acts of Michigan.** "Any person who shall violate any By-Laws made as provided shall be deemed guilty of a misdemeanor, and upon conviction thereof, shall be punished by a fine not exceeding twenty-five dollars, or imprisonment in the County Jail not to exceed thirty days, or by both such fine and imprisonment in the discretion of the court; which fine shall go to the same fund as other fines for misdemeanors in the Township where such Association lands may be located." In addition, violation of any of the By-Laws, rules and regulations of the Association may subject the violator to prosecution under state or local law and may be grounds for forfeiture of a leasehold.

IMPORTANT DATES TO REMEMBER

68. **Rent Day.** The annual lot rent and all other charges due the Association, as fixed by the Board of Trustees, is due and payable on the due date set by the Board of Trustees and printed on the bill. On all leases made on or after July 1, a monthly pro-rated amount, including the month the lease is made, is due and payable when the lease is executed.
69. **Past Due Indebtedness; Forfeiture.** The Treasurer shall notify (by certified mail, return receipt requested) Leaseholders who are delinquent in the payment of taxes, lot rentals, utility bills, lot maintenance charges or any other indebtedness due the Association. Unless the indebtedness is paid by the time set forth in the notice, the lease may be (i) declared forfeited by the Board of Trustees and (ii) offered for public sale (to be held as set forth in paragraph 42) to satisfy the indebtedness.

The lease may be redeemed after forfeiture but before the sale by the payment of all indebtedness together with a redemption fee of \$100. A penalty of 1½ percent per month shall be added by the Treasurer to all lot rentals, maintenance fees and other charges which are not paid within the time set by the Board of Trustees and printed on the bill.

ABSENTEE BALLOTS AND VOTING

70. **Procedure.** Voting members may vote at the annual Meeting by absentee ballot for the election of Trustees and in regard to proposed amendments to the Articles of Association or By-Laws. As provided in by-law 8, the Board may also authorize a system of electronic voting.

Members may apply to the administrative office for an absentee paper ballot at any time from May 1 until 5 p.m., on the Wednesday preceding the annual Meeting. Members may apply in person, or in written or other form approved by the Board. The application must be signed by the voter and specify the desired postal address to which the paper ballot materials should be sent. If the voter applies in person after the ballots have been prepared, the ballot shall then be issued, and, when voted, placed in a sealed envelope and deposited with the Secretary in the locked ballot box.

Absentee ballot application forms, as approved by the Board,

shall be made available to all members before May 1 in accordance with procedures established by the Board. Completed applications sent by post must be postmarked at least 30 days prior to the election.

The administrative office shall then mail to the voter's requested address, a ballot for the election of Trustees and a ballot on any proposed amendments to the Articles of Association or By-Laws with an envelope enclosed into which the ballot is to be placed and sealed and then placed in another envelope addressed to the Secretary and returned to the administrative office by noon on the date of the annual election. Upon receipt by the administrative office, such sealed envelope shall be deposited with the Secretary in the locked ballot box.

ASSEMBLY TICKETS

71. **Issuance.** Leaseholds upon which cottages have been erected shall be charged a sum each year for the support of Bay View assembly programs. The charges shall be due and payable on July 1 and shall be collected by the Treasurer in the same manner as are other charges. Each leasehold shall be entitled to receive a book of tickets for admission to certain designated programs for the current season.

ADJUNCT BOARDS AND AGENCIES

72. **Creation.** Subject to the general authority and control of the Board to manage and control the respective properties of the Association mentioned below, the following adjunct boards and agencies of the Association are created:
- a. **The Library Board** composed of nine members appointed by the president with the approval of the Board, each for a term of three years. The terms shall be staggered so that three members shall be appointed each year. The library board shall be responsible for overseeing the day-to-day management and control of the library.
 - b. **The Woman's Council** which shall be governed by an executive board elected by its members. Membership in the Woman's Council shall be open to all women upon payment of the membership fee established by the executive board. The Woman's Council shall be responsible for the day-to-day management and control of the Woman's Council building and its programs.

- c. **The Campus Club** which shall be governed by a board of Directors elected by its members. The Club shall be responsible for the control and management of the Campus Club building, bowling, shuffleboard, croquet and related facilities, programs and activities. Membership in the Campus Club shall be open to all adults upon payment of the membership fee established by the Club's board of Directors.
- d. **The Archives Commission** composed of members appointed by the president of the Association after consultation with the current commission and with the approval of the Board. The archives Commission shall be responsible for overseeing the day-to-day management and control of the archives.
- e. **The Historical Commission** composed of members appointed by the president after consultation with the current Commission and with the approval of the Board. The historical Commission shall be responsible for overseeing the day-to-day management and control of the museum programs and buildings.

73. **Duties of Adjunct Boards.** All adjunct boards and agencies shall -

- (i) within 60 days after the close of the Association's fiscal year, provide the Board with a statement of the assets and liabilities managed by the organizations, and their receipts and disbursements during the preceding fiscal year;
- (ii) carry on their programs and activities in accordance with the By-Laws of the Association;
- (iii) submit their calendars of program activities to the Board for seasonal coordination with other Association programs; and
- (iv) establish their own By-Laws, rules and regulations provided they are not in conflict with these By-Laws.

FISCAL YEAR

74. **October 31.** The fiscal year of this Association shall close on October 31 of each year.

CORPORATE LIFE

- 75-a. **Term.** Article VI, of the Bay View Articles of Association provides that the term of existence of the Association shall be perpetual.
- 75-b. **Dissolution.** Upon dissolution of the Association, the assets of the Association shall be transferred to the West Michigan Conference of the United Methodist Church.

BAY VIEW WOODS PRESERVATION

76. **The property known as the Bay View Woods** is defined by survey dated March 1, 2000, and consists of 167.662 acres, subject to written easements for parking, maintenance and boat storage.

The property shall be preserved in its natural state as a place for meditation, the study of nature and non-vehicular recreational activities. Except as set forth in this by-law, such area shall not:

- a. be subdivided or divided;
- b. be the site of any modifications, other than interpretative trails, markers and boardwalks, reasonable perimeter fencing necessary to control access, or necessary erosion control;
- c. be logged, mined or excavated, except as necessary to permit the removal of dead or diseased trees which may interfere with the stated use of the Bay View Woods;
- d. be subjected to any other use or activity which is inconsistent with the purposes of preservation set forth in this by-law.

AMENDMENTS TO BY-LAWS

- 77-a. **Procedure.** Amendment of these By-Laws and the Articles of Association may be initiated by -
- (i) a two-thirds vote of the Board, or
 - (ii) by petition to the association signed by at least twenty members holding separate leases.

In either case, proposed amendments shall be typewritten, signed by the initiators, and filed with the Secretary not less than

thirty-six days before the annual Meeting. Upon receiving a properly initiated amendment, the Secretary shall post the proposed amendment at Hall Auditorium and the post office at least twenty days before the annual Meeting and shall certify that the amendment has been properly filed and will be submitted for adoption or rejection at the next annual Meeting or special Meeting. Copies shall also be mailed by the Secretary to voting members at least twenty days before the annual Meeting or special Meeting called for that purpose.

- 77-b. **Vote.** A two-thirds favorable vote of the membership voting on the issue shall be required to adopt a proposed by-law or by-law amendment. In addition, any amendment to paragraphs 2 regarding the Methodist majority and conference ratification requirements only, 75-b or 77-b, must be approved by the West Michigan Conference of the United Methodist Church.

Bay View By-Laws

Bay View Association Rules and Regulations*Adopted February 7, 2004**Revised June 8, 2007*

The Bay View Association of the United Methodist Church is a private, voluntary membership institution. The Bay View community contains more than 30 public buildings, 440 cottages and 2 inns situated on 337 acres of land available for the use and enjoyment of its members and guests. To assure and enhance the use and enjoyment of these facilities by all, the Board of Trustees requests that By-Laws and rules and regulations be strictly observed by all persons, including but not limited to members, lessees, tenants, renters and guests. For more information please refer to the by-law that is cited at the end of each section.

Qualifications for Membership. An individual that wishes to become a member of Bay View must: (1) be at least 18 years of age, (2) complete and file a membership application along with the initial membership fee, (3) be of good moral character and support the association's purpose and objectives, (4) be of Christian persuasion, (5) provide references to the applicant's fulfillment of the membership requirements, (6) complete a satisfactory interview and receive a favorable vote of the Membership Committee, (7) be accepted by the Board of Trustees. [1D]

Leasehold Sale. A leasehold sale shall not be approved unless (1) The purchaser is a Bay View member, (2) The seller notifies the Superintendent to order a lot survey and an acceptable lot survey has been filed at Russell Hall, (3) a Certificate of electrical safety inspection is received from a licensed electrical contractor, (4) Bay View receives payment of all fees, and (5) The buyer completes and files a purchaser's affidavit at the administration office.

Advertising Sale of Leasehold. Leaseholders, their agents or other persons, shall not post signs in Bay View or elsewhere advertising the sale or rental of all or a portion of a lease- hold, except by discrete advertising at the authorized brokers' offices or on the post office bulletin board. [38-b]

Renters. Every member, lessee and real estate agent shall be responsible for seeing to it that persons renting or subleasing any cottage through them shall strictly comply with those regulations. [39]

Bay View By-Laws

Residency Period. Cottages may be occupied between the Friday preceding May 1 and the Monday following November 1. [41-b]

Building Permit. Persons desiring to construct a new building or alter an existing one shall obtain a building permit from the Bay View Superintendent and Bear Creek Township. Applications for the permit shall: (1) describe the work contemplated, (2) state the estimated cost, (3) be accompanied by detailed plans of the building or alteration, including a rendering of its appearance upon completion of the work; and (4) be accompanied by approvals of (i) the architectural review Committee, (ii) the appropriate governmental building, electrical and plumbing inspectors, and (iii) verification that the completed structure will be within leasehold boundaries. [40-a]

Maintenance of Leasehold.

- Cottages, buildings and grounds are to be kept in a neat, clean and sanitary condition and in good repair, free from anything which might endanger public health, safety and welfare. [52-a]
- Lawns, grass and shrubbery shall be well trimmed between June 21 and September 1. [52-b]
- Walks and sidewalks shall be kept in good repair, safe condition and free from obstructing foliage. [52-C]

Leasehold Trees. Persons shall not cut down or destroy any living tree within any leasehold which has a trunk of 5" or more in diameter as measured at a point 4 ft. above grade without approval of the Superintendent. [53a]

Fires. Open fires are not permitted in Bay View except when carried out under the direction of the Board of Trustees in accordance with state law, occasional recreational campfires approved by the Superintendent of Grounds, and out-of-door cooking grills. [56]

Business Permit. A Board of Trustee approved permit is required for any business activity conducted in Bay View other than activities that are part of the approved Bay View program. [57]

Solicitation. Solicitations shall not be conducted without first obtaining a permit from the Trustees. [58]

Controlled Substances and Alcoholic Beverages.

- Controlled substances are not permitted anywhere in Bay View except in accordance with the Controlled substances act.

Bay View By-Laws

- Alcoholic Beverages are not permitted in any of the public buildings or on the public grounds of the association. [59]

Weapons, Firearms and Fireworks shall not be used in Bay View. [60]

Breach of Peace. No person shall cause any disturbance, noise or otherwise conduct themselves in such a way as to create a breach of peace. [61]

Dogs and Other Pets. Dogs or other pets shall be allowed on the grounds if they are kept on a leash or confined within an enclosed building or enclosed area and kept in such a manner as not to disturb neighbors. Dogs with a vicious propensity are not allowed in Bay View. [62]

Gambling is forbidden in Bay View. [63]

Sunday. In accordance with the custom and tradition of the Christian church, Sunday is regarded as a day of rest. Organized programs, waterfront activities and activities other than religious services or activities, shall not be carried on Sundays between 7 a.m. and noon. [64]

Traffic and Vehicle Regulations. The association has adopted the Uniform Traffic Code of the State of Michigan, as amended, as the traffic regulations governing all streets, lanes and alleys in Bay View. [65]

The posted speed limit in Bay View is 20 miles per hour. Drivers shall take special precautions for children, whether riding bicycles or on foot. Stop signs are to be observed.

No Motorcycles. No person shall operate gasoline-fueled motorcycles, mopeds, motorbikes or motor scooters in Bay View. [66]

No Smoking. There shall be no smoking in public buildings and in recreation areas.

Boats or motor homes, trailers, vans or recreational vehicles containing sleeping accommodations shall not be permitted on the grounds for more than 72 hours per season except at an approved parking area designated by the Superintendent.

Bay View By-Laws

PENALTIES FOR VIOLATION OF BY-LAWS

(Copied from Sec.10 of Act 39, 1889, Public Acts of Michigan)

“Any person who shall violate any By-Laws made as provided shall be deemed guilty of a misdemeanor, and upon conviction thereof, shall be punished by a fine not exceeding twenty-five dollars, or imprisonment in the County Jail not to exceed thirty days, or by both such fine and imprisonment in the discretion of the court; which fine shall go to the same fund as other fines for misdemeanors in the Township where such association lands may be located.”

In addition, violation of any of the By-Laws, rules and regulations of the association may subject the violator to prosecution under state or local law and may be grounds for forfeiture of a leasehold.

Open.10857.53082.16740555-5-3Open.10857.53082.16740555-3

Bay View Association

of The United Methodist Church

P.O. Box 583
Petoskey, MI 49770
www.bayviewassociation.org
231-347-6225

EXHIBIT B

(17)

- answers to questions

Articles of Association of the Bay View Camp Ground Association of the Methodist Episcopal Church.

We the undersigned Desiring to become Incorporated under Act No. 39, of the Session Laws passed by the Legislature of the State of Michigan approved March 29, 1899. Entitled "An act to Authorize the Formation of Corporations for the purchase and improvement of lands to be occupied for Summer Homes, for Camp Meetings, for Meetings of Assemblies or associations and Societies organized for Intellectual and Scientific Culture. And for the promotion of the Cause of Religion and Morality, or for any or all of such purposes." do hereby Make, Execute and adopt the following Articles of Association. to wit:

Article I.

The Name assumed by this Corporation and by which it shall be known in law, is Bay View Camp Ground Association of the Methodist Episcopal Church."

Article II.

Our Names and places of Residence are as follows:

W. H. Sherr	Detroit Michigan	
A. J. Richards	Bay city	" Harvey Joblin Grand Rapids Mich
David Metcalf	Adrian	" J. S. Biel " "
John Mansfield	Bay city	" R. R. Peeler " "
John Moore	Saginaw	" A. P. Moore " "
H. Hitchcock	Detroit	" Hamilton Rich " "
S. A. Ross	Bay city	" D. W. Parsons " "
J. E. Jackson	Flint	" " " "
L. R. Fisk	Albion	" " " "
J. W. Moon	Muskegon	" " " "
J. C. Moore	Grand Rapids	" " " "
S. F. Barnes	Kalamazoo	" " " "
W. H. Buckway	Albion	" " " "

Article III.

The purposes of this Corporation are as follows:
 To purchase and improve lands to be occupied for summer
 homes, for camp meetings, for meetings and assemblies
 of associations and societies organized for scientific and
 intellectual culture, and for the promotion of religious
 and morality. The corporators purpose to erect buildings
 and make improvements on said lands, to lease portions
 thereof, to hold camp meetings and moral and
 religious services thereon for moral and religious purposes
 and for scientific and intellectual culture.

Article IV.

The Business of the Association shall be managed
 by a Board of nine trustees. At the first Annual
 Meeting nine trustees shall be elected, one third of
 whom shall be elected to hold such office for the
 term of one year; one third for the term of two years;
 and one third for the term of three years; and
 thereafter at each Annual Meeting there shall be
 elected such number of trustees as shall be
 necessary to fill the places of trustees whose terms
 of office then expire and all vacancies in such
 Board, after the first Annual Meeting, all trustees
 shall be elected and hold their office for the term
 of three years and until their successors are elected
 and accept their office.

The following named Persons shall constitute the
 Board of trustees for the first year or until the first
 Annual Meeting of the Association viz:

W. H. Shier. D. F. Bamel. David Metcalf.
 J. W. Moon. J. C. Mone. A. J. Richards. Harvey Jushy
 W. H. Brockway. John Mansfield,
 Article V

The meetings of the Association shall be held in the
 County of Emmet - in the State of Michigan.
 The Real Estate which it may hereafter acquire shall be
 Situate in that County.

Article VI.

The term of the existence of the Association shall be
 Thirty years.

Article VII.

No Person shall be Eligible to the office of Trustee who
 is not a Member of the Methodist Episcopal Church
 And Resident of the State of Michigan for convenience
 in the transaction of business. The State is divided into two
 Districts. That part lying east of the Principle Meridian
 shall be known as the first District. And that part
 lying West shall known as the Second District.
 No more than five of the trustees shall at any time
 Reside in either of said districts. And removal from
 the district for which a trustee shall be elected
 shall vacate his office.

Article VIII.

The Board of trustees shall have authority upon
 such terms as they shall deem just and
 proper to purchase and acquire the lands
 and property of the Michigan Camp Ground
 Association of the Methodist Episcopal Church
 and provide the terms upon which members
 of that association may become members
 of this association

(12)

Article 18.

Any Person of good moral character twenty one
 years of age may become a Member of this
 Association by signing these Articles of Association
 or his or her Assent thereto in Writing in such form
 as the Board of trustees may prepare for that
 Purpose upon the payment of such sum as
 the Association may by by laws fix provided
 Always that no Person shall become a Member
 Without the approval of the Board of trustees And
 Provided further that any Member ^{or vote} expelled from the
 Association who may be guilty of any crime
 Misdeemeanor or immoral conduct. In Witness
 Whereof We have hereunto set our hands and
 seals this 24th day of July A. D. 1890.

W. H. Shier

A. J. Richards

David Metcalf

H. Hitchcock

L. R. Fiske

J. L. More

D. F. Barnes

Harry Joslin

W. H. Broadway

J. M. Moon

J. Mansfield

Daniel A. Ross

J. J. Buell

R. R. Pealer

A. P. Moore

Hampton Rich

B. M. Parsons

J. E. Jacklin

John Moore

(17)

State of Michigan }
County of Emmet } 30

On this 24th day of July

A.D. 1890,

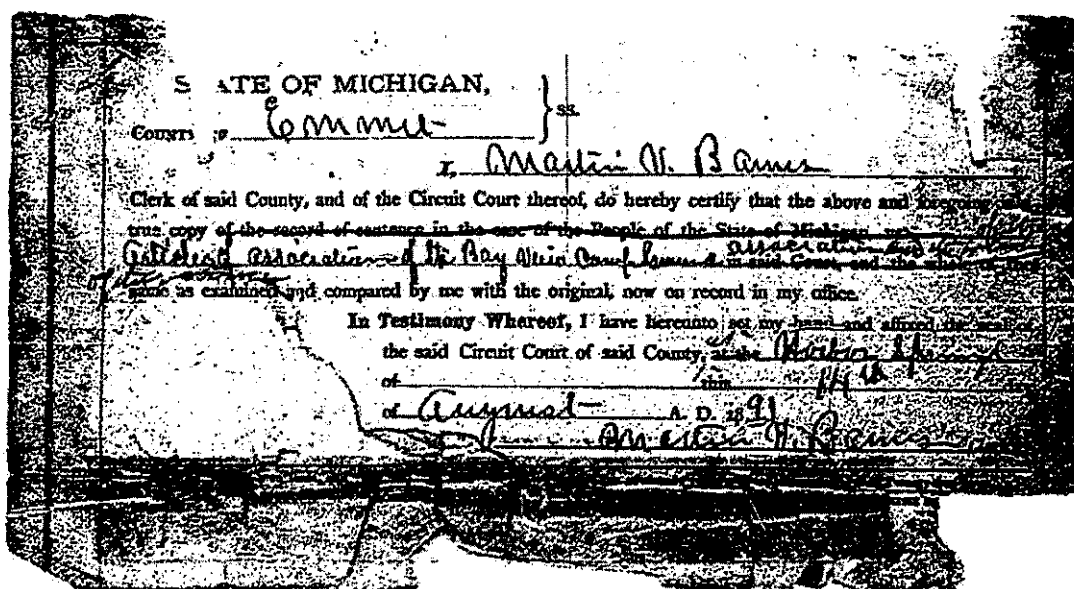
Personally appeared before me a Notary Public in and for said County W. H. Blair, David Butch, H. Hitchcock, L. R. Fiske, J. L. Morg, S. F. Barnes, Henry Joslin, J. F. Bull, R. R. Pealer, A. P. Moores, Hampham Rich, D. W. Parsons, J. E. Jacklin, John Moore, W. J. Richards, M. H. Brockway, J. W. Moon, J. Mansfield, David A. Ross. Known to me to be the persons named in and who executed the foregoing Instrument - and acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

Rollen C. Darr
Notary Public
Emmet County.

Mich

Rec and Recorded this 4th day August A.D.
1890.

Martin W. Barnes
County Clerk



Stephanie
my little daughter

Love on location

of the Day before

Christmas & around

celebration of

Day before

Filed 11/1/2018
Stephanie

3.

~~Stephanie~~

STATE OF MICHIGAN

County of Emmet.

Be it remembered that a Regular Annual Meeting of the Bay View Camp Ground Association of the Methodist Episcopal Church was held at Bay View, Michigan, on the 21st day of July, 1920, there being present in person and by duly executed proxies three hundred and forty five members of the Association out of a total membership of four hundred and thirty eight.

Judge Clement Smith offered the following resolution and moved its adoption: "The corporate life of the Bay View Camp Ground Association of the Methodist Episcopal Church being near its expiration by limitation of law, the following resolution is offered under Act No. 12 of the Acts of the State of Michigan for the year 1901, for the purpose of continuing its corporate existence:

"Resolution: The members of the Bay View Camp Ground Association direct that the corporate life of this Association be and the same is hereby continued for a period of thirty years from and after the expiration of the present term of its existence."

Signed - Clement Smith.

This resolution was adopted by a vote of three hundred and forty five (345) votes in favor of the resolution and no votes against it, more than two thirds of all the members of the Association having voted therefor. We the undersigned President and Secretary of the Bay View Camp Ground Association of the Methodist Episcopal Church hereby certify that the above and foregoing is a correct statement of the proceedings of said Association at the Regular Annual Meeting held at Bay View, Michigan, on the 21st day of July, A.D., 1920.

Attest:

L. S. Hays President
Charles W. Fallas Secretary

State of Michigan:
County of Emmet:

Charles W. Fallas being duly sworn on his oath says that he is the duly elected and acting secretary of the Bay View Camp Ground Association and that the above and foregoing is a full and correct statement of the proceedings of said Association had at a Regular Annual Meeting held at Bay View, Michigan, on the 21st day of July, 1920; that there were only four hundred and thirty eight members of said Association on the 21st day of July, 1920; that more than two thirds of all the members of said Association were present and represented at said meeting in person or by proxy to wit, three hundred and forty five

- 2 -

(345) and that all of said members voted for the adoption of the Resolution above set out to extend the corporate existence of said Association for a period of thirty years from the expiration of its present term and that said Resolution was duly adopted by the vote of more than two thirds of all the members of said Association and by the owners of more than two thirds in value of the property, Capital Stock, and assets of said Association.

Oliver C. Whitcomb, Jr.

Subscribed and sworn to before me this 27th day of July, 1920

R. H. Hallett Notary Public

My Commission Expires
March 20, 1922

269

Resolution and
affidavit of
standing the
Corporate Existence
of the
Bay View Camp
Ground Association
of Bay View Beach
Co. Inc.

Filed this 20th day of
August, 1920

William C. Thompson
Attorney at Law

EXHIBIT C

820.81

BE IT RESOLVED, That Article No. I of the Articles of Association of the Bay View Association of the Methodist Church as printed in pamphlet form, be changed by inserting in line No. 5 after the word "of" which follows the word "promotion" the words "The Christian" and by inserting after the word "religion" which follows "0"; and also by eliminating in line No. 2 the words "for camp meetings" and after the word "hold" in line No. 9 by eliminating the word "camp" and that such amendment be certified by the President and the Secretary of this Association under the seal of the Corporation and recorded as the State Laws of Michigan require.

BE IT RESOLVED, That Article No. VII of the Articles of Association of the Bay View Association of the Methodist Church, be changed by eliminating the last sentence of said Article beginning with the word "Provided" and that such change and elimination be certified by the President and Secretary of this Association under the seal of the Corporation and recorded as the State Laws of Michigan require.

BE IT RESOLVED, That Article No. IX of the Articles of Association of the Bay View Association of the Methodist Church be changed as printed in pamphlet form by eliminating the words "misdemeanor or" beginning in line No. 14 and also in said line after the word "guilty" by inserting the words "by conviction in a court of law" and that such change and elimination be certified by the President and Secretary of this Association under the seal of the Corporation and recorded as the State Laws of Michigan require.

The foregoing was unanimously passed by the Bay View Association at its Annual Meeting August 1, 1945.

Attest

Raymond L. Wade
President

W. M. [unclear]
Secretary

FILED

AUG 1 1945

Wm. H. [unclear]

RECEIVED

M. C. AND S. COMM.

*Amendments to
Articles of
Incorporation*

RECEIVED

SEP 11 1980

MICHIGAN DEPT. OF COMMERCE

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1945

Election of Trustees

At this point it was announced that E. R. Sleight, Lester A. Kilpatrick, and W. G. McPune had been nominated for Trustees of the Association for three years and there being no other nominees, Mr. Edward C. Teuscher moved as follows:

WHEREAS: E. R. Sleight, of Albion, Michigan; Lester A. Kilpatrick of Grand Rapids, Michigan and W. G. McPune of Petoskey, Michigan, are the only persons nominated in accordance with the By-laws of Trustees of the Bay View Association, the election Board requests that the Assistant Secretary cast the unanimous vote of those present for the candidates so nominated as Trustees and I so move.

Signed:- Edward C. Teuscher
Ruth S. Heseltine
Edward Zink
Clark S. Wheeler

The ballot was cast by Kathleen Lyons, Assistant Secretary.

By-Laws Amended

On motion of Ralph H. Jernegan, seconded by Edward Zink and by vote of more than two-thirds of the cottagers and members of the Association present, the following Articles were amended:

BE IT RESOLVED, That Article No. III of the Articles of Association of the Bay View Association of the Methodist Church as printed in pamphlet form, be changed by inserting in line No. 6 after the word "of" which follows the word "promotion" the words "The Christian" and by inserting after the word "religion" which follows, a ",,"; and also by eliminating in line No. 2 the words "for camp meetings" and after the word "hold" in line No. 9 by eliminating the word "camp" and that such amendment be certified by the President and the Secretary of this Association under the seal of the Corporation and recorded as the State Laws of Michigan require.

BE IT RESOLVED, That Article No. VII of the Articles of Association of the Bay View Association of the Methodist Church, be changed by eliminating the last sentence of said Article beginning with the word "Provided" and that such change and elimination be certified by the President and Secretary of this Association under the seal of the Corporation and recorded as the State Laws of Michigan require.

BE IT RESOLVED, That Article No. IX of the Articles of Association of the Bay View Association of the Methodist Church be changed as printed in pamphlet form by eliminating the words "misdeemeanor or" beginning in line No. 14 and also in said line after the word "guilty" by inserting the words "by conviction in a court of law" and that such change and elimination be certified by the President and Secretary of this Association under the seal of the Corporation and recorded as the State Laws of Michigan require.

Adjournment

There being no further business the meeting adjourned at 11:15 A.M.

EXHIBIT D

BCS/CD-900 (Rev. 04/11)

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES
CORPORATION DIVISION**

MICH-ELF COVER SHEET

**Fax Completed Form and Document to (517) 636-6437 -or-
email to cdfilings@michigan.gov**

Submitter's MICH-ELF Filer Number 097178
--

Attn: (Add examiner's name if this is a replacement) Tracy Goss			
Submitter's Name James J. Murray		Submitter's Phone Number 231- [REDACTED]	
If there are questions about this filing, please contact: Treisha Larson		Phone 231- [REDACTED]	
Name and/or ID Number appearing on document(s) The Bay View Association of the United Methodist Church			
Title of document(s) Restated Articles of Incorporation			
Total pages including cover sheet (if greater than 11, mail your document)	8	Number of pages in document(s) 7	Expected fee \$ 20
		Approved up to \$ 100	
Special Instructions			
<p>First time MICH-ELF users requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. Use form BCS/CD-901 to request a filer number.</p> <p>Changes to information on MICH-ELF user's account must be submitted before requesting expedited service.</p> <p>When a document is filed by the Bureau it is endorsed with the word "Filed" and the date of filing. For documents submitted via MICH-ELF the endorsement is on an endorsement page. After filing, the document and the endorsement page are returned to the customer and should be retained as the "original" document. To request an additional copy or certificate, complete the following:</p> <p>Copies Requested (check box). Your credit card will be billed the appropriate fee. If an expedited service request is included (form BCS/CD 272) a 25% surcharge is added to the copy/certification fees for any copies and/or certificates requested.</p> <p><input type="checkbox"/> Certified Copies - minimum fee is \$16.00; seven pages or more \$1.00 additional per page.</p> <p><input type="checkbox"/> Certificate of Good Standing - \$10.00</p> <p><input type="checkbox"/> Certificate of Limited Partnership not canceled - \$10.00</p>			

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Restated Articles of Incorporation
The Bay View Association of
the United Methodist Church

These Restated Articles of Incorporation are signed ~~September 26~~ September 26, 2016, to amend the Articles of Incorporation of The Bay View Association of the United Methodist Church (the "association", "organization" or "corporation"), a nonprofit corporation, under the provisions of the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq. (the Act) and Act 134 of Public Act of 1905, being MCL 455.91:

The present name of the corporation is: The Bay View Association of the United Methodist Church, which remains a corporation organized under Act 39 of the Public Acts of 1889, being MCL 455.51 et seq.

The identification number assigned by the Bureau is: 820181

There are multiple former names of the corporation, including: Bay View Camp Ground Association of the Methodist Episcopal Church; The Bay View Association of the Methodist Episcopal Church; and The Bay View Association of the Methodist Church.

The date of filing of the original Articles of Incorporation was August 4, 1890, pursuant to Act 39 of P.A. 1889, being MCL 455.51 et seq.

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation of the corporation:

ARTICLE I

The name of the corporation is: The Bay View Association of the United Methodist Church.

The Resident Agent of the corporation is: Michael Spencer.

The Registered Office Address of the corporation is: 1715 Encampment, Petoskey, MI 49770

The Mailing Address of the Registered Office is: PO Box 583, Petoskey, MI 49770.

ARTICLE II

The names and places of residence of the original incorporators were as follows, viz:

W. H. Shier, Detroit, Michigan.
A. J. Richards, Bay City, Michigan.
David Metcalf, Adrian, Michigan.
John Mansfield, Bay City, Michigan.

J. W. Moon, Muskegon, Michigan.
J. C. Moore, Grand Rapids, Michigan.
D. F. Barnes, Kalamazoo, Michigan.
W. H. Brockway, Albion, Michigan.

John Moore, Saginaw, Michigan.
H. Hitchcock, Detroit, Michigan.
D. A. Ross, Bay City, Michigan.
J. E. Jacklin, Flint, Michigan.
L. R. Flisk, Albion, Michigan.

Harvey Joslin, Grand Rapids, Michigan.
J. I. Buell, Grand Rapids, Michigan.
R. R. Peeler, Three Rivers, Michigan.
A. P. Moors, Ionia, Michigan.
Hamilton Rich, Ionia, Michigan.
D. W. Parsons, Big Rapids, Michigan.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

To purchase and improve lands to be occupied for summer homes, for meetings and assemblies of associations and societies organized for scientific and intellectual culture, and for the promotion of the Christian religion and morality. The incorporators' purpose is to erect buildings and make improvements on said lands, to lease portions thereof, to hold meetings and moral and religious services thereon for moral and religious purposes, and for scientific and intellectual culture.

The organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

The business of the association shall be managed by a board of nine trustees. At the first annual meeting nine trustees shall be elected, one-third of whom shall be elected to hold such office for the term of one year; one-third for the term of two years, and one-third for the term of three years; and thereafter at each annual meeting there shall be elected or nominated, subject to qualification, such number of trustees as shall be necessary to fill the places of trustees whose terms of office then expire and all vacancies in such board. After the first annual meeting all trustees shall hold their office for a term of three years and trustees may not be elected more than three consecutive times; however, at the next annual meeting following completion of their last term they again become eligible for reelection.

The following named persons constituted the original Board of Trustees:

W.H. Shier, D.F. Barnes, David Metcalf, J.W. Moon, J.C. Moore, A.J. Richards, Harvey Joslin, W.H. Brockway, John Mansfield.

ARTICLE V

The meetings of the association shall be held in the County of Emmet in the State of Michigan. The real estate which it may thereafter acquire shall be situated in that county.

ARTICLE VI

The term of the existence of the association shall be perpetual.

ARTICLE VII

Only members of the association shall be eligible to the office of trustee, and a majority of the trustees shall be members of the West Michigan Conference of the United Methodist Church.

ARTICLE VIII

The Board of Trustees shall have authority upon such terms as they shall deem just and proper to purchase and acquire the grounds and property of the association and provide the terms upon which members of the association may become members of this association.

ARTICLE IX

Any person of good moral character twenty-one (21) years of age may become a member of this association by signing his or her assent to these Restated Articles in writing in such form as the Board of Trustees may prepare for that purpose upon the payment of such sum as the association may by By-Laws fix, provided always that no person shall become a member without the approval of the Board of Trustees and provided further that any member by a vote of two-thirds of the Board of Trustees may be expelled from the association who may be guilty by conviction in a court of law of any crime or immoral conduct.

In witness whereof the following set their hands and seals on the 24th day of July, A.D. 1890.

W. H. Shier
A. J. Richards
David Metcalf
H. Hitchcock
L. R. Fiske
J. C. Moore
D. F. Barnes
Harvey Joslin
W. H. Brockway
J. W. Moon

J. Mansfield
Daniel A. Ross
J. I. Buell
R. R. Peeler
A. P. Moors
B. W. Parsons
J. E. Jacklin
John Moore
Hampton Rich

ARTICLE X

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt

purposes of the organization.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision herein, this organization shall not:

1. Except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization; or
2. Engage in any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future tax code.

ARTICLE XI

The association shall indemnify officers, directors, trustees, employees, agents or volunteers of the association to the full extent allowed by the Act, as it currently is written and as it may be amended during the existence of the association, provided that such indemnity may not exceed that allowed for organizations that are exempt under section 501(c)(3) of the Internal Revenue Code and does not exceed that allowed, without penalty or taxation, under Chapter 42 of the Internal Revenue Code.

The members of the board shall be volunteer directors within the meaning of the Act. Volunteer directors and volunteer officers shall not be personally liable to the corporation or to its members for monetary damages for any action taken or failure to take any action as a director, volunteer director or volunteer officer, except liability from any of the following:

1. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
2. Intentional infliction of harm on the corporation or members.
3. A violation of section 551 of the Act.
4. An intentional criminal act.
5. A liability imposed under section 497(a) of the Act.

The association hereby assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled laws.

Provided, however, that the association shall not be considered to have assumed any liability of a volunteer to the extent such assumption is inconsistent with the status of the association as an organization described in section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under section 4958 of the Internal Revenue Code, as amended.

If the Act is amended after filing these Restated Articles to authorize the further elimination or limitation of the liability of trustees or officers of nonprofit corporations, then the liability of members of the Board of Trustees and of officers of the association, in addition to the limitation, elimination and assumption of personal liability contained in this Article XI, shall be assumed by the association or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the association as an organization described in section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under section 4958 of the Internal Revenue Code. No amendment or repeal of this Article XI shall apply to or have any effect on the liability or alleged liability of any member of the Board of Trustees or officer of this association for or with respect to any acts or omissions of such trustee occurring prior to the effective date of any such amendment or repeal.

In the event of a conflict between the provisions of this amended Article XI and applicable provisions of the association By-Laws, the provisions of this Article XI shall govern.

ARTICLE XII

Upon dissolution of the organization, all assets of the organization remaining after all liabilities and obligations of the organization have been paid, satisfied and discharged, will be transferred, conveyed, and distributed to the West Michigan Conference of the United Methodist Church.

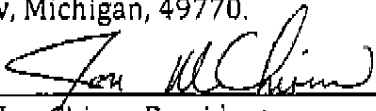
If on the date of such proposed distribution, The West Michigan Conference of the United Methodist Church is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to the United Methodist entity (the "Successor Organization") entitled under The Book of Discipline of The United Methodist Church, or by other General Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of The West Michigan Conference of the United Methodist Church upon its dissolution.

If pursuant to the preceding paragraphs, the organization's assets are to be distributed to the Successor Organization, but on the date of the proposed distribution, the Successor Organization is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or provided for, under a Plan of Distribution adopted by this organization; provided, however, that in any event, each such distributee organization shall be exempt under the provisions of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

These Restated Articles of Incorporation were duly adopted on the 8th day of August, 2015. These Restated Articles of Incorporation restate, integrate and do further amend the provisions of the Articles of Incorporation and were duly adopted by at least a 2/3 vote of all members present and voting thereon consistent with PA 134 § 1905; being MCL 455.91. The necessary number of votes was cast in favor of these Restated Articles of Incorporation.


CERTIFICATION


We, Jon Chism and Margaret Child Smith, being President and Secretary, respectively of the membership of the Bay View Association of the United Methodist Church hereby certify that the foregoing resolution was duly adopted at a meeting of the membership of the Bay View Association of the United Methodist Church on August 8, 2015, at John M. Hall Auditorium, Bay View, Michigan, 49770.


 Jon Chism, President

STATE OF MICHIGAN)
) ss
 COUNTY OF Emmet)

On this 26 day of September, 2016, before me did appear Jon Chism, to me personally known and under oath did state that he is the President of the Bay View Association of the United Methodist Church and did certify that the foregoing resolution was adopted by the members of the Bay View Association of the United Methodist Church at a meeting of the membership held on August 8, 2015, at John M. Hall Auditorium, Bay View, Michigan.


 Notary Public, Emmet County, MI
 My Commission Expires: July 9, 2023


 Margaret Child Smith, Secretary

STATE OF MICHIGAN)
) ss
 COUNTY OF Emmet)

On this 23 day of September, 2016, before me did appear Margaret Child Smith, to me personally known and under oath did state that she is the Secretary of the Bay View Association of the United Methodist Church, and did certify that the foregoing resolution was adopted by the members of the Bay View Association of the United Methodist Church at a meeting of the membership held on August 8, 2015 at John M. Hall Auditorium, Bay View, Michigan.



 Notary Public, Emmet County, MI
 My Commission Expires: July 9, 2023

EXHIBIT E

BY-LAWS OF THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH

Revised to August 9, 1986

MEMBERSHIP

[1] Effective as of August 7, 1982, the classifications of membership in the Association shall be as follows:

(A) Leaseholding Membership. Each lessee on a lease shall be a Leaseholding Member. A leaseholding member shall be entitled to vote at any meeting of the membership of the Association. Such membership shall entitle the holder thereof to membership rates for all Bay View activities. Any person who gives up his or her leasehold interest shall automatically become an Associate Member.

(B) Associate Membership. An Associate Membership shall entitle the holder thereof to membership rates for all Bay View activities and one (1) Association Event Coupon Book each year. An associate member shall not be entitled to any leasehold interest in the Association and shall have no right to vote at any membership meeting of the Association.

(C) Non-leaseholding Membership. Effective as of August 7, 1982, no new Non-leaseholding Memberships shall be issued. Any person holding a Non-leaseholding Membership in the Association as of August 7, 1982 shall continue to be entitled to membership rates and for all Bay View activities and be entitled to vote at any meeting of the membership so long as the annual membership fee is paid.

(D) Qualifications for Membership. Any persons eighteen (18) years of age or more and of good moral character may be accepted as a Leaseholding or Associate Member in the Bay View Association by a two-thirds vote of the Board of Trustees, provided he or she is of Christian persuasion and complies with the following membership requirements:

1. Payment of initial membership fee.
2. Complete and file the approved membership application form with the Bay View Business Office.
3. Provide reference letters attesting to the applicant's fulfillment of the above membership requirements from:
 - a - The pastor or designated leader of the church the applicant is a member of or attends
 - b - A member of the Bay View Association, excluding relatives, members of the Board of Trustees and anyone associated with the transfer of the lease.
 - c - A person of the applicant's choice.
4. Completion of a satisfactory interview with the Membership Committee or its designee, affirming that the applicant supports the Association's purpose and objectives.

(E) Fees. The initiation fees and annual dues for Leaseholding, Non-leaseholding and Associate memberships are as follows:

	Initiation Fee	Annual Dues
Leaseholding	\$105.00	\$ 15.00
Associate	\$105.00	\$100.00
Non-Leaseholding		\$ 50.00

The initiation fee shall accompany each application for membership.
Adopted 8/9/86

EXHIBIT F

Goss, Tracy (LARA)

From: Glinke, Brenda (LARA)
Sent: Tuesday, September 10, 2013 10:20 AM
To: [REDACTED]@12313472949
Subject: THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 097178

Follow Up Flag: Follow up
Due By: Tuesday, September 24, 2013 10:20 AM
Flag Status: Flagged

**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,
CORPORATION DIVISION**

ID NUMBER: 820181

We acknowledge receipt of CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION for the above corporation through Mich-Elf, our fax filing system.

Please correct items #6 and/or #7 to reflect the correct number. There cannot be more in favor votes than members present.

Refax the ENTIRE document(s) to (517) 636-6437 and to my attention. Please include your Mich-Elf filer number on the cover sheet, or you may use this fax as your cover sheet, provided you did not have any copy or certificate requests with the filing.

The file will be closed if no response is received within 10 days of the date of this electronic notice. Section 1060 of the Act provides that fees are due when the document is delivered and are earned upon receipt. Filing fees submitted with documents on which the file has been closed cannot be applied to subsequent filings.

If you have any questions, please contact me by calling (517) 241-6470.

Brenda Glinke
Document Examiner
Corporation Division
517-241-6470

Goss, Tracy (LARA)

From: Glinke, Brenda (LARA)
Sent: Tuesday, September 10, 2013 10:20 AM
To: [REDACTED]@12313472949
Subject: THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 097178

Follow Up Flag: Follow up
Due By: Tuesday, September 24, 2013 2:18 PM
Flag Status: Flagged

**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,
CORPORATION DIVISION**

ID NUMBER: 820181

We acknowledge receipt of CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION for the above corporation through Mich-Elf, our fax filing system.

As I discussed briefly with Linda today, an incorrect form was submitted. The entity was incorporated pursuant to Act 39 of 1889, not Act 327 of 1931; therefore form CSCL/CD-516 cannot be used.

A self-drafted Certificate of Amendment will have to be used pursuant to Act 134 of 1905 (MCL 455.91 allows any corporation formed under Act 39 of 1889 to alter and amend its articles of incorporation or association at any annual meeting of the members of the association, by a resolution adopted by a two-thirds (2/3) vote of all members present and voting thereon, and such amendment shall be certified by the president and secretary. The amendment may not change the general purpose for which the corporation was formed.)

Refax the ENTIRE document(s) to (517) 636-6437 and to my attention. Please include your Mich-Elf filer number on the cover sheet, or you may use this fax as your cover sheet, provided you did not have any copy or certificate requests with the filing.

The file will be closed if no response is received within 10 days of the date of this electronic notice. Section 1060 of the Act provides that fees are due when the document is delivered and are earned upon receipt. Filing fees submitted with documents on which the file has been closed cannot be applied to subsequent filings.

If you have any questions, please contact me by calling (517) 241-6470.

Brenda Glinke
Document Examiner
Corporation Division
517-241-6470

EXHIBIT G

BCS/CD-900 (Rev. 04/11)

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES
CORPORATION DIVISION**

MICH-ELF COVER SHEET

**Fax Completed Form and Document to (517) 636-6437 -or-
email to cdfilings@michigan.gov**

Submitter's MICH-ELF Filer Number
097178

Attn: (Add examiner's name if this is a replacement)			
Submitter's Name James J. Murray		Submitter's Phone Number 231- [REDACTED]	
If there are questions about this filing, please contact: Trelsha Larson		Phone 231- [REDACTED]	
Name and/or ID Number appearing on document(s) The Bay View Association of the United Methodist Church			
Title of document(s) Restated Articles of Incorporation			
Total pages including cover sheet (if greater than 11, mail your document)	8	Number of pages in document(s)	7
		Expected fee	\$ 20
		Approved up to	\$ 100
Special Instructions			
<p>First time MICH-ELF users requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. Use form BCS/CD-901 to request a filer number.</p> <p>Changes to information on MICH-ELF user's account must be submitted before requesting expedited service.</p> <p>When a document is filed by the Bureau it is endorsed with the word "Filed" and the date of filing. For documents submitted via MICH-ELF the endorsement is on an endorsement page. After filing, the document and the endorsement page are returned to the customer and should be retained as the "original" document. To request an additional copy or certificate, complete the following:</p> <p>Copies Requested (check box). Your credit card will be billed the appropriate fee. If an expedited service request is included (form BCS/CD 272) a 25% surcharge is added to the copy/certification fees for any copies and/or certificates requested.</p> <p><input type="checkbox"/> Certified Copies - minimum fee is \$16.00; seven pages or more \$1.00 additional per page.</p> <p><input type="checkbox"/> Certificate of Good Standing - \$10.00</p> <p><input type="checkbox"/> Certificate of Limited Partnership not canceled - \$10.00</p>			

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Restated Articles of Incorporation
The Bay View Association of
the United Methodist Church

These Restated Articles of Incorporation are signed June 13, 2016 to amend the Articles of Incorporation of Bay View Association of the United Methodist Church (the "association", "organization" or "corporation"), a nonprofit corporation, under the provisions of the Michigan Nonprofit Corporation Act, MCL 450.2101 et seq. (the Act):

The present name of the corporation is: The Bay View Association of the United Methodist Church.

The identification number assigned by the Bureau is: 820181

There are multiple former names of the corporation, including: Bay View Camp Ground Association of the Methodist-Episcopal Church; The Bay View Association of the Methodist Episcopal Church; and The Bay View Association of the Methodist Church.

The date of filing of the original Articles of Incorporation was August 4, 1890, pursuant to Act 39 of P.A. 1889, being MCL 455.51 et seq.

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation of the corporation:

ARTICLE I

The name of the corporation is: The Bay View Association of the United Methodist Church.

ARTICLE II

The names and places of residence of the original incorporators were as follows, viz:

W. H. Shier, Detroit, Michigan.
A. J. Richards, Bay City, Michigan.
David Metcalf, Adrian, Michigan.
John Mansfield, Bay City, Michigan.
John Moore, Saginaw, Michigan.
H. Hitchcock, Detroit, Michigan.
D. A. Ross, Bay City, Michigan.
J. E. Jacklin, Flint, Michigan.
L. R. Fisk, Albion, Michigan.

J. W. Moon, Muskegon, Michigan.
J. C. Moore, Grand Rapids, Michigan.
D. F. Barnes, Kalamazoo, Michigan.
W. H. Brockway, Albion, Michigan.
Harvey Joslin, Grand Rapids, Michigan.
J. I. Buel, Grand Rapids, Michigan.
R. R. Peeler, Three Rivers, Michigan.
A. P. Moores, Ionia, Michigan.
Hamilton Rich, Ionia, Michigan.
D. W. Parsons, Big Rapids, Michigan.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

1. To purchase and improve lands to be occupied for summer homes, for meetings and assemblies of associations and societies organized for scientific and intellectual culture, and for the promotion of the Christian religion and morality. The incorporators' purpose is to erect buildings and make improvements on said lands, to lease portions thereof to hold meetings and moral and religious services thereon for moral and religious purposes, and for scientific and intellectual culture.
2. The organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In furtherance of its exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, the organization is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the West Michigan Conference of the United Methodist Church and is operated, supervised or controlled by the West Michigan Conference of the United Methodist Church.

This section may not be amended without the approval of the West Michigan Conference of the United Methodist Church.

ARTICLE IV

The business of the association shall be managed by a board of nine trustees. At the first annual meeting nine trustees shall be elected, one-third of whom shall be elected to hold such office for the term of one year; one-third for the term of two years, and one-third for the term of three years; and thereafter at each annual meeting there shall be elected such number of trustees as shall be necessary to fill the places of trustees whose terms of office then expire and all vacancies in such board. After the first annual meeting all trustees shall be elected and hold their office for a term of three years and trustees may not be elected more than three consecutive times; however, at the next annual meeting following completion of their last term they again become eligible for reelection.

The following named persons constituted the original Board of Trustees:

W.H. Shier, D.F. Barnes, David Metcalf, J.W. Moon, J.C. Moore, A.J. Richards, Harvey Joslin, W.H. Broadway, John Mansfield.

ARTICLE V

The meetings of the association shall be held in the County of Emmet in the State of Michigan. The real estate which it may thereafter acquire shall be situate in that county.

ARTICLE VI

The term of the existence of the association shall be perpetual.

ARTICLE VII

1. Only members of association shall be eligible to the office of trustee, and a majority of the trustees shall be members of the United Methodist Church.
2. At all times, at least sixty percent (60%) of the members of the organization's Board of Trustees must be appointed by the West Michigan Conference of the United Methodist Church, an organization required to act in accordance with The Book of Discipline of the United Methodist Church. This section may not be amended without the approval of the West Michigan Conference of the United Methodist Church.

ARTICLE VIII

The Board of Trustees shall have authority upon such terms as they shall deem just and proper to purchase and acquire the grounds and property of the association and provide the terms upon which members of the association may become members of this association.

ARTICLE IX

Any person of good moral character twenty-one (21) years of age may become a member of this association by signing his or her assent to these Restated Articles in writing in such form as the Board of Trustees may prepare for that purpose upon the payment of such sum as the association may by By-Laws fix, provided always that no person shall become a member without the approval of the Board of Trustees and provided further that any member by a vote of two-thirds of the Board of Trustees may be expelled from the association who may be guilty by conviction in a court of law of any crime, immoral conduct. In witness whereof the following set their hands and seals on the 24th day of July, A.D. 1890.

W. H. Shier
A. J. Richards
David Metcalf
H. Hitchcock
L. R. Fiske
J. C. Moore
D. F. Barnes
Harvey Joslin

J. Mansfield
Daniel A. Ross
J. I. Buell
R. R. Peeler
A. P. Moore Hampton Rich
B. W. Parsons
J. E. Jacklin
John Moore

W. H. Brockway
J. W. Moon

ARTICLE X

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision herein, this organization shall not:

1. Except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization; or
2. Engage in any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future tax code.

This Article X may not be amended without the approval of the West Michigan Conference of the United Methodist Church.

ARTICLE XI

The association shall indemnify officers, directors, trustees, employees, agents or volunteers of the association to the full extent allowed by the Act, as it currently is written and as it may be amended during the existence of the association, provided that such indemnity may not exceed that allowed for organizations that are exempt under section 501(c)(3) of the Internal Revenue Code and does not exceed that allowed, without penalty or taxation, under Chapter 42 of the Internal Revenue Code.

The members of the board shall be volunteer directors within the meaning of the Act. A volunteer director, volunteer officers or other volunteers shall not be personally liable to the corporation or to its members for monetary damages for any action taken or failure to take any action as a director, volunteer director, volunteer officer or other volunteer, except liability from any of the following:

1. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.

2. Intentional infliction of harm on the corporation or members.
3. A violation of section 551 of the Act.
4. An intentional criminal act.
5. A liability imposed under section 497(a) of the Act.

The association hereby assumes the liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled laws.

Provided, however, that the association shall not be considered to have assumed any liability of a volunteer to the extent such assumption is inconsistent with the status of the association as an organization described in section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under section 4958 of the Internal Revenue Code, as amended.

If the Act is amended after filing these Restated Articles to authorize the further elimination or limitation of the liability of trustees or officers of nonprofit corporations, then the liability of members of the Board of Trustees and of officers of the association, in addition to the limitation, elimination and assumption of personal liability contained in this Article XI, shall be assumed by the association or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the association as an organization described in section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under section 4958 of the Internal Revenue Code. No amendment or repeal of this Article XI shall apply to or have any effect on the liability or alleged liability of any member of the Board of Trustees or officer of this association for or with respect to any acts or omissions of such trustee occurring prior to the effective date of any such amendment or repeal.

In the event of a conflict between the provisions of this amended Article XI and applicable provisions of the association By-Laws, the provisions of this Article XI shall govern.

ARTICLE XII

Upon dissolution of the organization, all assets of the organization remaining after all liabilities and obligations of the organization have been paid, satisfied and discharged, will be transferred, conveyed, and distributed to West Michigan Conference of the United Methodist Church.

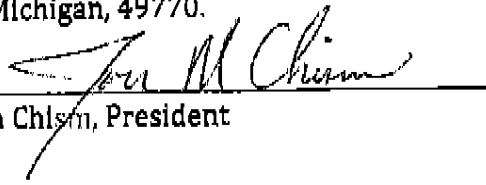
If on the date of such proposed distribution, The West Michigan Conference of the United Methodist Church is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to the United Methodist entity (the "Successor Organization") entitled under The Book of Discipline of The United Methodist Church, or by other General Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of The West Michigan Conference of the United Methodist Church upon its dissolution.

If pursuant to the preceding paragraphs, the organization's assets are to be distributed to the Successor Organization, but on the date of the proposed distribution, the Successor Organization is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or provided for, under a Plan of Distribution adopted by this organization; provided, however, that in any event, each such distributee organization shall be exempt under the provisions of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

These Restated Articles of Incorporation were duly adopted on the 8th day of August, 2015. These Restated Articles of Incorporation restate, integrate and do further amend the provisions of the Articles of Incorporation and were duly adopted by the members. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

CERTIFICATION

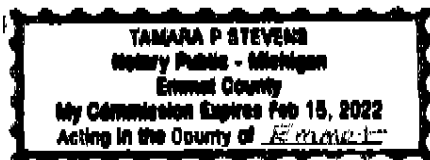
We, Jon Chism and Margaret Child Smith, being President and Secretary, respectively of the membership of the Bay View Association of the United Methodist Church hereby certify that the foregoing resolution was duly adopted at a meeting of the membership of the Bay View Association of the United Methodist Church on August 8, 2015, at John M. Hall Auditorium, Bay View, Michigan, 49770.


Jon Chism, President

STATE OF MICHIGAN)
) ss
COUNTY OF Emmet)

On this 13 day of June, 2016, before me did appear Jon Chism, to me personally known and under oath did state that he is the President of the Bay View Association of the United Methodist Church and did certify that the foregoing resolution was adopted by the members of the Bay View Association of the United Methodist Church at a meeting of the membership held on August 8, 2015, at John M. Hall Auditorium, Bay View, Michigan.

Tamara P. Stevens
Notary Public, Emmet County, MI
My Commission Expires: Feb. 15, 2022



Margaret Child Smith
Margaret Child Smith, Secretary

STATE OF MICHIGAN)
) ss
COUNTY OF Emmet)

On this 2 day of June, 2016, before me did appear Margaret Child Smith, to me personally known and under oath did state that she is the Secretary of the Bay View Association of the United Methodist Church, and did certify that the foregoing resolution was adopted by the members of the Bay View Association of the United Methodist Church at a meeting of the membership held on August 8, 2015 at John M. Hall Auditorium, Bay View, Michigan.

Tamara P. Stevens
Notary Public, Emmet County, MI
My Commission Expires: Feb. 15, 2022

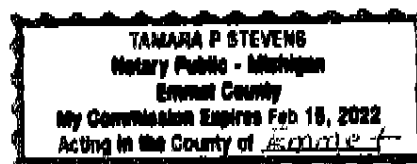


EXHIBIT H

Goss, Tracy (LARA)

From: Goss, Tracy (LARA)
Sent: Tuesday, June 28, 2016 2:04 PM
To: [REDACTED] 4012313472949@michigan.gov
Subject: THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 097178

Follow Up Flag: Follow up
Due By: Tuesday, July 12, 2016 2:04 PM
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**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,
CORPORATIONS DIVISION**

ID NUMBER: 820181

We received Restated Articles for the above corporation through Mich-Elf.

Section 131 of the Nonprofit Corporation Act, PA 162 of 1982, provides that the document must substantially conform to the requirements of the Act. Pursuant to section 123 of PA 162 of 1982, the Nonprofit Corporation Act applies to the extent not inconsistent with the act under which a corporation is formed. The corporation was organized under PA 39 of 1889 and the articles of incorporation may be amended pursuant to PA 134 of 1905.

The restated articles do not substantially conform for the following reasons:

1. PA 134 of 1905 provides for amending Articles of a corporation formed under PA 39 of 1889 and section 642 of PA 162 of 1982 provides authority for Restated Articles. Therefore, the preamble above the present name of the corporation should also reference PA 134 of 1905 in addition to the Michigan Nonprofit Corporation Act. The statement directly above Article I should include a reference to PA 39 of 1889 so it is clear the corporation remains a corporation under that act. On the first former name (under the ID number), there should be no hyphen between Methodist and Episcopal.
2. In Article III, subsection 2, 501(c)(3) language has been added and also the statement that "the organization is organized and operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of the West Michigan Conference of the United Methodist Church and is operated, supervised or controlled by the West Michigan Conference of the United Methodist Church." The Article then ends with the provision "This section may not be amended without the approval of the West Michigan Conference of the United Methodist Church." MCL 455.91 provides that any corporation organized under PA 39 of 1889 may alter and amend its Articles of incorporation by a resolution adopted by a 2/3 vote of all members present at an annual meeting, and also that "no such amendment shall change the general purpose for which the corporation was formed", we find no statutory authority for the statements above in Article III, section 2 after the 501(c)(3) language.
3. In Article VII, subsection 2, the provision provides that at least 60% of the Trustees be appointed by the United Methodist Church and that the section may not be amended without approval of the West Michigan Conference of the United Methodist Church. MCL 455.56 provides for the manner and election of the board of trustees by the members of the

association, we find no statutory authority for the proposed restrictions. Article X in the last sentence also contains the restriction on the amendment of that article requiring approval of West Michigan Conference of the United Methodist Church

4. In Article XI, the second paragraph references "volunteer director, volunteer officers or other volunteers". The provisions immediately following are from section 209(c) of PA 162 of 1982 and that section refers only to directors and volunteer officers only and does not provide for the inclusion of other volunteers. Section 209(e) includes provisions related to other volunteers which is appropriate to include in the proposed Article XI.
5. The corporation must have a resident agent and registered office pursuant to section 241 of PA 162 or 1982. Please add an article for the resident agent/registered office.
6. In the approval section at the end of Article XII, the language must state that the approval was pursuant to the provisions of Section 1 of PA 134 of 1905 by at least 2/3 vote of all members present at the annual meeting.

Refax the ENTIRE document(s) to my attention at (517) 636-6437 or submit by email to cdfilings@michigan.gov. Please include your Mich-Elf filer number on the cover sheet, or you may use this fax as your cover sheet, provided you did not have any copy or certificate requests with the filing.

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If you have any questions, please contact me by calling (517) 241-6470.

Goss, Tracy (LARA)

From: Goss, Tracy (LARA)
Sent: Tuesday, August 02, 2016 11:48 AM
To: [REDACTED] 4012313472949@michigan.gov
Subject: THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 097178

Follow Up Flag: Follow up
Due By: Tuesday, August 16, 2016 11:47 AM
Flag Status: Flagged

**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,
CORPORATIONS DIVISION**

ID NUMBER: 820181

We received Revised Restated Articles of Incorporation for the above corporation through Mich-Elf.

Section 131 of the Nonprofit Corporation Act, PA 162 of 1982, provides that the document must substantially conform to the requirements of the Act. Pursuant to section 123 of PA 162 of 1982, the Nonprofit Corporation Act applies to the extent not inconsistent with the act under which a corporation is formed. The corporation was organized under PA 39 of 1889 and the articles of incorporation may be amended pursuant to PA 134 of 1905.

The revised restated articles do not substantially conform for the following reasons:

1. The corporation name in paragraph 1 is missing the word "The" and should read The Bay View Association of the United Methodist Church. I apologize for not addressing this issue previously.
2. In Article I, sentence three, the correct term is "registered office address." In sentence four, is the PO Box the mailing address of the resident agent or of the corporation? If PO Box is the corporation's mailing address, no change is required as that information is not required in the Articles. However, if the PO Box is the mailing address of the resident agent, the statement should be "mailing address of the registered office."
3. As before in Article III, subsection 2, 501(c)(3) language has been added and also the statement that "the organization is organized and operated exclusively for the benefit of, to perform the function of, or to carry out the purposes of the West Michigan Conference of the United Methodist Church and is operated, supervised or controlled by the West Michigan Conference of the United Methodist Church." We find no statutory authority for this statement in Article III, section 2 after the 501(c)(3) language as MCL 455.51 provides the purposes of a summer resort association.
4. In Article VII, subsection 2, the provision provides that at least 60% of the Trustees be appointed by the United Methodist Church and that the section may not be amended without approval of the West Michigan Conference of the United Methodist Church. MCL 455.56 provides for the manner and election of the board of trustees by the members of the association, we find no statutory authority for the proposed restrictions that would also require approval by the West Michigan Conference of the United Methodist Church

5. The last sentence of Article X still contains the approval restriction where that Article cannot be amended without the approval of the West Michigan Conference of the United Methodist Church. A new article was also added, labeled as Article VIII but any additional article would be Article XIII. As before, MCL 455.91 provides that any corporation organized under PA 39 of 1889 may alter and amend its Articles of incorporation by a resolution adopted by a 2/3 vote of all members present at an annual meeting. There is no statutory provision that would prevent approval unless the West Michigan Conference of the United Methodist Church also approves any amendment.

For the issues in items 3 through 5, if you believe there is statutory authority for the proposed provisions, please provide the rationale in writing and the applicable statutory citations.

Refax the ENTIRE document(s) to my attention at (517) 636-6437 or submit by email to cdfilings@michigan.gov. Please include your Mich-Elf filer number on the cover sheet, or you may use this fax as your cover sheet, provided you did not have any copy or certificate requests with the filing.

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If you have any questions, please contact me by calling (517) 241-6470.

Goss, Tracy (LARA)

From: Goss, Tracy (LARA)
Sent: Thursday, September 15, 2016 4:50 PM
To: 'IMCEAFAX-Treisha+20Larson+4012313472949@michigan.gov'
Subject: THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 097178

Follow Up Flag: Follow up
Due By: Thursday, September 29, 2016 4:49 PM
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**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,
CORPORATIONS DIVISION**

ID NUMBER: 820181

We received Revised Restated Articles of Incorporation for the above corporation through Mich-Elf.

Section 131 of the Nonprofit Corporation Act, PA 162 of 1982, provides that the document must substantially conform to the requirements of the Act. Pursuant to section 123 of PA 162 of 1982, the Nonprofit Corporation Act applies to the extent not inconsistent with the act under which a corporation is formed. The corporation was organized under PA 39 of 1889 and the articles of incorporation may be amended pursuant to PA 134 of 1905.

The revised restated articles do not substantially conform for the following reason:

1. Article XIII contains the approval restriction whereby Articles III, Section 2; Article X; Article XII, and Article XIII may be not amended without the approval of the West Michigan Conference of the United Methodist Church. As we previously stated in prior correspondence, MCL 455.91 provides that any corporation organized under PA 39 of 1889 may alter and amend its Articles of incorporation by a resolution adopted by a 2/3 vote of all members present at an annual meeting. There is no statutory provision that would prevent approval unless the West Michigan Conference of the United Methodist Church also approves any amendment.

If you believe there is statutory authority for Article XIII, please provide the rationale in writing and the applicable statutory citations.

Refax the ENTIRE document(s) to my attention at (517) 636-6437 or submit by email to cdfilings@michigan.gov. Please include your Mich-Elf filer number on the cover sheet, or you may use this fax as your cover sheet, provided you did not have any copy or certificate requests with the filing.

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If you have any questions, please contact me by calling (517) 241-6470.

(Mr) Tracy L. Goss
(517)-241-6470
Corporations Division

Goss, Tracy (LARA)

From: Goss, Tracy (LARA)
Sent: Wednesday, September 21, 2016 5:23 PM
To: [REDACTED] 4012489014040@michigan.gov
Subject: THE BAY VIEW ASSOCIATION OF THE UNITED METHODIST CHURCH, Fax Filing, Filer # 004789

Follow Up Flag: Follow up
Due By: Wednesday, October 05, 2016 5:23 PM
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**CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU,
CORPORATIONS DIVISION**

ID NUMBER: 820181

We received Revised Restated Articles of Incorporation for the above corporation through Mich-Elf.

Section 131 of the Nonprofit Corporation Act, PA 162 of 1982, provides that the document must substantially conform to the requirements of the Act. Pursuant to section 123 of PA 162 of 1982, the Nonprofit Corporation Act applies to the extent not inconsistent with the act under which a corporation is formed. The corporation was organized under PA 39 of 1889 and the articles of incorporation may be amended pursuant to PA 134 of 1905.

The revised restated articles do not substantially conform for the following reason:

1. Article XIII provides that "These Restated Articles of Incorporation may be amended only as permitted by the By-Laws of the corporation." MCL 455.91 specifically provides that any corporation organized under PA 39 of 1889 may alter and amend its Articles of incorporation by a resolution adopted by a 2/3 vote of all members present at an annual meeting. There is no statutory provision that would allow any different sort of approval or restriction like appears in Article XIII.

If you believe there is statutory authority for Article XIII, please provide the rationale in writing and the applicable statutory citations.

Refax the ENTIRE document(s) to my attention at (517) 636-6437 or submit by email to [REDACTED]. Please include your Mich-Elf filer number on the cover sheet, or you may use this fax as your cover sheet, provided you did not have any copy or certificate requests with the filing.

The file will be closed if no response is received within 10 days of the date of this electronic notice. Section 1060 of the Act provides that fees are due when the document is delivered and are earned upon receipt. Filing fees submitted with documents on which the file has been closed cannot be applied to subsequent filings.

If you have any questions, please contact me by calling (517) 241-6470.

EXHIBIT I

Detailed Prayer for Relief

Plaintiff prays the Court voids the following challenged provisions:

A. ARTICLES OF ASSOCIATION, Exh. D:

1. Article III – strike “Christian” so the sentence reads “To purchase and improve lands to be occupied for summer homes, for meetings and assemblies of associations and societies organized for scientific and intellectual culture, and for the promotion of the ~~Christian~~ religion and morality.
2. Article VII – to read: Only members of the association shall be eligible to the office of trustee, ~~and a majority of the trustees shall be members of the West Michigan Conference of the United Methodist Church.~~

B. BAY VIEW BYLAWS, Exh. A:

1. Strike bylaw 1-d 5 and 6 (p. 2).
2. Strike this sentence from bylaw 2 BOARD OF TRUSTEES (p. 3):

~~Sixty (60%) percent of the Trustees shall be members of The United Methodist Church whose election shall be ratified by the West Michigan Conference of The United Methodist Church.~~
3. Strike this sentence from bylaw 7 BOARD OF TRUSTEES 3d paragraph (p. 5):

~~The Members shall be members of The United Methodist Church whose election shall be ratified by the West Michigan Conference of The United Methodist Church.~~
4. Strike part of bylaw 77-b so it reads:

77-b. Vote. A two-thirds favorable vote of the membership voting on the issue shall be required to adopt a proposed bylaw or bylaw amendment. ~~In addition, any amendment to paragraphs 2 regarding the Methodist majority and conference ratification requirements only, 75-b or 77-b, must be approved by the West Michigan Conference of the United Methodist Church.~~