

**BYLAWS OF
HARBOR AREA REGIONAL BOARD OF RESOURCES INC.**

Adopted by the Harbor Inc. Board June 23, 2021

ARTICLE I

Name - Registered Office - Geographical Area

1.01. Name. The name of this corporation is Greater Harbor Springs Area Planning Resource Group. The business of the organization may also be conducted as HARBOR AREA REGIONAL BOARD OF RESOURCES INC. and Harbor Inc.

1.02. Registered Office. The registered office of the corporation is 152 East Main St., Harbor Springs, MI 49740, and the mailing address of the registered office is Post Office Box 112, Harbor Springs, MI 49740. The resident agent shall be the acting Executive Director as designated by the Board of Directors.

1.03. Geographical Area. The Harbor Inc. region is Emmet County, Michigan, with focus on the City of Harbor Springs and the Townships of West Traverse, Little Traverse, Readmond, Friendship, Pleasantview, and Cross Village.

ARTICLE II

Purpose & Powers

2.01. Purpose. Harbor Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of this corporation is to work with local jurisdictions and organizations, through public and private means, to cooperatively implement ideas that benefit the community.

2.02. Powers. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III

Members & Supporters

3.01. Members. The Corporation shall have no voting members.

3.02. Supporters. The Supporters of this Corporation shall consist of those persons who donate to this Corporation in a fiscal year and extending to the annual meeting of the following fiscal year. Supporters are welcome and encouraged to attend the Board and Annual meetings to review the Corporation and give public comment. Supporters have no voting rights and are not members of the Corporation.

ARTICLE IV

Board of Directors

4.01. Number of Directors. Harbor Inc. shall have a Board of Directors consisting of at least eleven (11) and no more than fifteen (15) elected individuals. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02. Duties. It shall be the duty of the Board of Directors to carry out the aims and purposes of this Corporation and, to this end, to manage and control all of its property and assets. In carrying out its duties the Board of Directors is authorized to elect officers and to employ or arrange for the services of such persons, including attorneys, agents, and assistants, as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof. The Board of Directors may also, from time to time, appoint as advisor a person(s) whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes and pay the reasonable expenses thereof.

4.03. Terms of Service. All directors shall be elected at the annual meeting of the members to serve a two (2) year term. When possible, Director terms shall be staggered so that half the number of directors will end their terms any given year. The term of office shall be considered to begin immediately upon election and end on the Annual Meeting date of the second year in office.

4.04. Qualifications. The members of the Board of Directors shall be members of the corporation.

4.05. Vacancies in Office. Vacancies by reason of death, resignation (failure without excuse acceptable to the Board of Directors to attend at least one half of the regular board meetings annually shall operate as a tender of resignation), or refusal to act, or otherwise, shall be filled by election for the unexpired term by majority vote of the remaining members of the Board of Directors.

4.06. Regular Meetings. The Board of Directors may provide by motion for the holding of other regular meetings of the Board for consideration of such business as may properly come before the meeting, without other notice than such motion. Regular meetings of the Board of Directors shall be held at least four (4) times per year, unless otherwise ordered.

4.07. Special Meetings. Special meeting of the Board of Directors may be called by or at the request of the Chair, Executive Director, or any two Directors. The person or persons authorized to call special meetings of the Board may fix the time and the place of the special meeting and must be preceded by at least two (2) days' notice to each board member of the

date, time, and place of the meeting.

4.08. Notice. Notice of any meeting of the Board shall be delivered at least ten (10) days prior to the meeting by written notice delivered personally, or mailed, or sent by email, to the mailing or e-mail address of each member of the Board of Directors. Delivery of such notice shall be complete upon personal delivery, or upon the date of mailing by first class mail, or upon the date of sending by email, as set forth above.

4.09. Quorum. Unless otherwise provided herein, decisions by the Board of Directors shall be by majority vote of those present. A majority of the Directors shall constitute a quorum. No business may be transacted at any meeting of the Directors in the absence of a quorum.

4.10. Participation by Communication Equipment. A member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

4.11. Informal Action by Directors. Any action required or permitted by the Articles of Incorporation, Bylaws, or other provisions of law, which might be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

4.12. Compensation. Members of the Board of Directors shall not receive any compensation for their services as members of the Board of Directors. With prior approval of the Executive Director, a Director may incur an expense that is reimbursable by Harbor Inc. with approval of the Board of Directors.

4.13. Manifestation of Dissent. A member of the Board of Directors of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be assumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such written dissent to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to a member of the Board of Directors who voted in favor of such action.

4.14. Annual Report. The Executive Director will do a yearly audit of the financial statements, including a statement of combined capital assets and liabilities, and a statement of income, expenses and distributions and a list of projects and /or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The results of these audits will be communicated and included in the organization's annual report.

ARTICLE V

Committees

5.01. The Chair, with the approval of the Board of Directors, shall appoint annually, as soon

as practicable after his/her election, the necessary standing committees. Standing committees include Governance and Finances. Additional standing committees may be appointed by the Chair as needed.

5.02. The members of the committees need not be members of the Board of Directors however, the committee chairs must be.

5.03. The Board of Directors may provide for such other project or special committees as it deems desirable and may discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, the Articles of Incorporation, or these Bylaws, as said Board may prescribe.

ARTICLE VI

Officers

6.01. Officers. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. Each board officer shall have the authority and shall perform the duties set forth by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties and the Board of Directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02. Election and Term of Office. The officers of the Corporation shall be elected or appointed bi-annually to two (2) year terms at the first meeting of the Board of Directors held before or after each annual meeting of the members. If the election or appointment of officers shall not be at such a meeting, such election or appointment shall be held or made as soon thereafter as is convenient. Each officer so elected or appointed shall hold office until his or her successor is elected or appointed and qualified, or until his or her resignation or removal.

6.03. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or email of the meeting at which removal is to be voted on and shall be entitled to appear and be heard by the Board of Directors at such meeting.

6.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board of Directors for the unexpired portion of the term of such office by majority of the Directors then in office.

6.05. Chair of the Board. The Chair of the Board shall be the principal executive officer of the Corporation. The Chair shall preside at meetings of the members and the Board of Directors,

and may sign with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

6.06. Vice Chair. It shall be the duty of the Vice Chair to perform the duties of the Chair of the Board in the absence or inability of that officer. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair of the Board or by the Board of Directors.

6.07. Treasurer. It shall be the duty of the Treasurer to have general charge of all money and other property belonging to the Corporation and to disburse the same under direction of the Board of Directors and to keep an accurate account of same; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

6.08. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general, perform all duties as from time to time may be assigned by the Chair or by the Board of Directors.

ARTICLE VII

Contracts, Loans, Checks, and Deposits

7.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.02. Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.03. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VIII

Fiscal Year

8.01. The fiscal year of the Corporation shall be on a calendar year basis.

ARTICLE IX

Prohibition Against Sharing in Corporate Earnings

9.01. Prohibition. No member, Director, officer, or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes, as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE X

Exempt Activities

10.01. Permitted Activities. Notwithstanding any other provision of these Bylaws, no Supporter, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as now existing or as hereafter amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as now existing or as hereafter amended.

10.02. Prohibited Activities. No substantial part of the activities of the corporation shall attempt to influence legislation (commonly known as lobbying) pursuant to IRS rules. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

10.03. Conflict of Interest. The board shall adopt and periodically review a Conflict of Interest policy to protect the corporation's interest if it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

10.04. Nondiscrimination Policy. The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Harbor Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE XII

Transparency and Accountability

12.01. Purpose of Transparency. By making full and accurate information about its mission, activities, finances, and governance publicly available, Harbor Inc. practices and encourages transparency and accountability to the general public.

12.02. Financial and IRS Documents. Harbor Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and annual reports to the general public for inspection free of charge.

12.03. Means and Conditions of Disclosure. Harbor Inc. shall make widely available the aforementioned documents on its website to be viewed and inspected by the general public. Harbor Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed or emailed requests.

12.04. Donor Records. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, with the exception that donor records shall be made available to the board when requested.

ARTICLE XIII

Amendments


13.01. Amendments. These Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors, if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting.

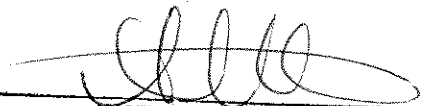
ARTICLE XIV

Liquidation of Corporation

14.01. Liquidation of Corporation. Upon a two-thirds (2/3) majority vote of the members present, the Corporation shall be liquidated. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court which has general jurisdiction for the county in which the principal office of the Corporation shall then be located, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

These Bylaws were approved at vote of the Board of Directors on August 25, 2021 and I hereby certify that the above version is the latest version and no material changes have been made to these By-laws.

 January 27, 2022
Harbor Inc. Chair of Board Date


ANGELA PILOTTO
NOTARY PUBLIC – STATE OF MICHIGAN
COUNTY OF EMMET
My Commission Expires July 22, 2022
Acting in the County of EMMET
1/27/2022

Jimmy Doernburg 2-1-2022
Harbor Inc. Secretary Date

Patricia Conti 2-1-2022
Witness or Notary Date

PATRICIA CONTI
Notary Public - State of Michigan
County of Charlevoix
My Commission Expires Apr 24, 2027
Acting in the County of Emmet

Emmet County Clerk
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