

**The Great Lakes Lighthouse Museum s’
Beginning Guide
to
SAVING A LIGHTHOUSE**

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Have you spotted a lighthouse that needs to be preserved? Do you love lighthouses and want to help save one? Would you like to interest students or friends in historic preservation? For these reasons, and dozens more, people want to get involved in preserving lighthouses. But how to do it? Who to contact? Where to start? This is a quick guide to get you started and open doors to the network of others who have done just this. With this guide you are off on an adventure of a lifetime and possibly the good deed of the century.

Which lighthouse?

There are over 350 lighthouses in the Great Lakes. At one time they all were owned by the U.S. Coast Guard. Over the past 50 years the Coast Guard has been automating the task of lighting the waterways and most of the lighthouse buildings have become obsolete. The Coast Guard has disposed of numerous lighthouses by finding new owners, called stewards. Now the Coast Guard is speeding up the pace of its disposal. Many stewards are needed.

Before you settle on a lighthouse to love and care for you should learn some basic information about it. Information can be obtained from the Great Lakes Lighthouse Museum, the Great Lakes Lighthouse Keepers Association, the Coast Guard Office in Cleveland, and the State Historic Preservation Office. Details on these organizations and others can be found in Appendix I.

Not all lighthouses are owned by the Coast Guard. Some are privately owned, some are owned by local governmental agencies, and some already have stewards. Most of those owned by the Coast Guard are being excessed which means being thrown or given away like excess baggage. These are the lighthouses that NEED stewards. See Appendix II for definitions of terms.

Stabilization is the first step in caring for a lighthouse. This means making sure the structure is solid and all intruders, from water to animals, are kept out. Can your group stabilize its favorite lighthouse? Some lighthouses are in very bad shape and the amount of money needed is astronomical; some are in relatively good shape. The Coast Guard can tell you the condition of those they own.

Many, many lighthouses are off shore, from a few miles to dozens of miles out in the lake. Can you get to your favorite lighthouse? Off shore lighthouses are more expensive to maintain and the working season is much shorter.

Lastly, can you love your lighthouse? Almost any hurdle can be overcome if you really want to save the lighthouse. But the desire must be strong and it must be backed by a commitment of years and years and years.

NOT ALL LIGHTHOUSES WILL FIND A NEW OWNER!

Not all are worthy of being saved. Before you start, make sure the lighthouse of your choice can be required either through a lease or through ownership. Find out the procedures required. Ask the right questions and pick your favorite lighthouse judiciously.

How to start?

Many people want to preserve a lighthouse alone, not with a group, until they begin to realize that historic preservation is not the same as home fix-up. Historic preservation must be done to historic standards. The historic preservation process always costs more than home repair. Preserving a lighthouse can take hundreds of thousands of dollars.

Generally, the formation of a non-profit group is a good idea. Non-profit groups have several advantages - a group can keep the momentum going when an individual tires, a group can hold fund raising events and qualify for grants, and a group can have fun working and playing together.

You might start with a call to the Great Lakes Lighthouse Keepers Association's Speaker Bureau. They can arrange to send a speaker who has been through the whole process. The first way a speaker can help is by

creating an event you can advertise in the local paper. This will help to draw a crowd from which a potential support group might coalesce. Be sure to publicize the speaker anywhere you might find interested people such as the historical society, the friends of the library, elementary school teachers, hiking clubs, etc. Send out flyers and call the local newspaper to give them a story. Have on hand copies of a photo of your lighthouse and a fact sheet which you can give to media people.

The first meeting

People will come to a lighthouse meeting for a number of different reasons and with lots of different backgrounds. An introduction to stewardship should include a presentation by someone who already has become a speaker. Ask this person to recount experiences with team building, goal setting and fund raising as well as with the actual work of preserving a lighthouse.

Besides learning about the potential project, this meeting is an opportunity to pick leaders for the group and to identify those with special preservation skills. A board of directors is needed to lead and interact with a myriad of other organizations to make the process work. Each board member should offer two of the three W's of board leadership - work, wisdom, and wealth. The board needs one person who is a detail person, i.e. a person who enjoys taking notes, planning, checking and rechecking on correspondence, communications and scheduling. The board needs another person who has contacts in the boating/lighthouse world and who can figure out who to contact and who might be willing to donate equipment, etc. The board also needs one person with marketing savvy who will advertise, promote, and extol the project.

The second meeting

If there is enough enthusiasm for a second meeting, the board needs to settle on a mission statement. Sounds simple - the mission is to save the lighthouse. But what exactly does that mean? Does "save" mean keep the exterior beautiful? keep the interior safe from intrusion? restore the interior to its opening-day beauty?

Who and what are you saving this lighthouse for? so elementary kids can visit? so the historical society can have an annual outing? so the general public can visit? Will the structure serve as a park, a museum, a library, a chance for a living lighthouse experience, or? See Appendix III.

Can you pay for it?

Stewardship requires considerable money and time to be successful. You will be amazed at how many people will volunteer to work on repairing a lighthouse. You will likewise be amazed at how few will volunteer to organize the work and do fund raising. You must find a committed core for these functions - 3 good people are enough (a detail person, a charming person and a well-connected person make the ideal set).

There are three kinds of costs to plan for in lighthouse preservation: the initial stabilization costs, improvement costs, and regular maintenance. The first two are one-time expenses and can be funded with grants, gifts and fund raising events. The last, regular maintenance, is best funded through an endowment which will generate sufficient income to care for the lighthouse forever.

Fund raising will be an ongoing part of the restoration process. It may not be as difficult as you would believe but it does take time, creativity, and persistence. One volunteer group raised over \$50,000 their first year and no one had even set foot on the lighthouse! But fund raising activities related to lighthouses are important.

There are three basic fund raising approaches: fund raising events such as dinners, auctions, cruises, etc.; solicitations from individuals, corporations and foundations; and grants acquired from governmental agencies for specific projects.

Now that you have decided to plunge in

Once a commitment to a lighthouse is made it is imperative that you keep all interested parties informed of each bit of progress. Make a master list of all stake-holders such as the Coast Guard staff (the District staff as well as the local chief), the state historic preservation office, your local chamber of commerce, city government, county government, local politicians, wealthy residents, foundations, the local newspaper, lighthouse publications etc.

To achieve credibility with these stake-holders you must become a non-profit organization, or as the state terms it a non-stock corporation.. This classification opens the doors to several sources of funds including grants and foundation gifts. Despite rumors that getting 501(c)3 status (the official IRS non-profit title) is difficult, it is not. By patterning after other lighthouse preservation groups the work can be simple. Your group will qualify because of its charitable and educational activities. But you must avoid political activities. As a wide-based membership organization you will qualify as a public charity, a tax status you want.

First you must attain forms from the state and federal government. From your state you will need 1) articles of incorporation and possibly 2) a license to solicit funds. See Appendix IV. From the Federal government you will need forms for an employee identification number and An Exempt Organization. See Appendix V.

While you are waiting for the forms to arrive you must create an organization, name it, pick initial board members and write by-laws to direct its operation. You might want to pattern your by-laws after the sample in Appendix VI. Give careful thought to two parts of the by-laws: 1) getting a quorum for a meeting might be difficult so set a reasonable amount and 2) the annual, fiscal-year-end meeting is often a good fund raising time so pick the end of your fiscal year judiciously. Excellent help in understanding by-laws is available from the book *Guide to Starting a Nonprofit, tax-exempt Organization in the State of Michigan*. Call 313-961-1840. Additional help can be found in *Legal Considerations in Establishing a Historic Preservation Organization*, Information Series No. 14 from the National Trust for Historic Preservation. Call 202-673-4296. Cost is \$6.

If you plan large mailings you should ask the post office about a Special Bulk third-class mail permit. This permit significantly reduces postage costs on mailings to more than 200 addresses.

Planning the work

Before you begin work on your lighthouse you must have a plan. In historic preservation this plan is a very detailed document called a historic structures report (HSR). This plan can take several years to write. In the process you learn about the history and current condition of your lighthouse. The sleuthing involved can make great projects for kids and adults.

During this data collection phase you may spend time in the lighthouse. Safety should always be your first concern. Animal droppings, lead paint, and structural weaknesses are just a few of the potential hazards you must prepare for. After an initial visit to the lighthouse you may want to create a wish list of items needed to make visits safe. Publicizing this list among your members might produce useful gifts.

The historic structures report is the study which tells the story of the lighthouse, past to present, and ends with a plan for future preservation or restoration. This report consists of two parts - 1) the structural history, i.e. the history of the building or buildings and surrounding lands and 2) the cultural history, i.e. the history of the people associated with the building.

The history of the building starts with the original construction details, carries through modifications made over the years, and concludes with the building's current condition, including any deterioration. The report then moves into the future and details each step needed, in chronological order, in the preservation process. The historical research and current analysis of the building can often be done by well coordinated

volunteers. However, plans for the preservation or restoration process will require an historic architect who can be expensive, \$ 10-50,000. The state historic preservation office might have assistance available.

The cultural history is often the more interesting of the two portions of the HSR and also can be done by conscientious volunteers. Who lived at the lighthouse? What was their everyday life like? Are there any living residents who can be interviewed? What old photos exist and what clues do they give? What about old newspaper articles on the lighthouse and its inhabitants? When this information is collected it should be assembled into a book. A 3-ring binder will suffice but a printed book might make a good fund raiser.

To maintain the historic standing and grant eligibility of your lighthouse your final restoration plan must be approved by the State Historic Preservation Office (SHPO). This legal constraint applies to any structure which might be eligible for the historic register. It is imperative to coordinate all efforts with this organization. They are responsible for historic and environmental correctness. Don't proceed with any work until you get written confirmation from SHPO.

For more information you may download: Historical Lighthouse Preservation Handbook by Candace Clifford from <http://www.cr.nps.gov/maritime/handbook.html>

Special challenges

Working with governmental agencies can be a daunting experience. The best approach is to work with the Great Lakes Lighthouse Museum or GLLKA to get introductions to the people knowledgeable in lighthouse issues. Constantly ask if there is anything else you need to know. You might be surprised to learn, for example, that Michigan has a bottomlands law which says that all structures built in the water are sitting on land owned by the state. Your lighthouse might be trespassing on state land and thus you might be severely regulated in what you can and cannot do. Wisconsin has a similar law.

New stewards must be aware and understand the visiting demands of the interested public. The public seems to believe that they have a given right to be able to visit the light station and climb the tower at any given time. Post your rules. Check with your insurance carrier.

If the light in your lighthouse has been turned off, it is possible to get it re-established as a private aid to navigation. To do this you must work with the Coast Guard Chief of Aids to Navigation. Your group, not the Coast Guard, will be responsible for keeping the light burning.

Preserving a lighthouse can be fun but you must remember that each problem whether it is legal, bureaucratic, or structural is a fun challenge for the group to overcome. Some group members will excel at structural problems and others will excel at bureaucratic problems.

Use your resources wisely and enjoy the work!!!

Appendix 1 - Resources

Great Lakes Lighthouse Museum

P.O. Box 712, Mackinaw City, MI 49701
Office phone: 616-436-3333
(beginning June 5th the number becomes 231-436-3333)
President Dick Moehl 734-426-3889
Director Sandy Planisek

Great Lakes Lighthouse Keepers Association

c/o Henry Ford Estate
4901 Evergreen, Dearborn, MI 48120
Office phone: 313-436-9150
President Dick Moehl
Administrator Diane Werling

Michigan Lighthouse Project

P.O. Box 720
Clarkston, MI 48347
Office phone: 248-625-3607

US Coast Guard

Dept. Chief Aids to Navigation, Coast Guard
9th District Cleveland
1240 E. Ninth St.
Cleveland, OH 44199-2060
216-902-6055

State Historic Preservation Offices *officers offer advice and rule upon proposed changes to historic structures within their state. Their abbreviated title, SHPO, earns them the name "ship-o."*

Illinois

Associate Director
Illinois Historic Preservation Agency
1 Old State Capitol Plaza
Springfield, IL 6270 1-1512
217-785-0315

Indiana

Director, DNR
402 West Washington St.
Indiana Govt. Center South, Room W274
Indianapolis, IN 46204
317-232-1646

Michigan

Director
Michigan Historical Center
717 West Allegan St. f
Lansing, MI 48918
517-373-1630

Minnesota

Minnesota Historical Society
345 Kellogg Boulevard West
St. Paul, MN 55102-1906
651-296-2747

New York

Field Services Bureau
P. O. Box 219
Delaware Ave.
Waterford, NY 12188

Ohio

Ohio Historic Preservation Office
567 E. Hudson St.
Columbus, OH 43211-1030
614-297-2470

Pennsylvania

Pennsylvania Historical & Museum Comm.
P. O. Box 1026
Harrisburg, PA 17108
717-787-2891

Wisconsin

State Historical Society of Wisconsin
816 State St.
Madison, WI 53706
608-264-6506

General Services Administration - GSA

The routing of lighthouses through the excessing process is handled by the GSA.
General Services Administration - Realty Officer
18th & F Streets NW, Room 4230
Washington, DC 20405
202-501-3289

Bureau of Land Management - BLM

Some lighthouses pass through BLM control before they are excessed.
Bureau of Land Management
P O. Box 631
Milwaukee, WI 53201
414-297-4421

National Trust for Historic Preservation

A non-profit organization established by Congress to assist with historic preservation. It is not a governmental agency but does receive government funds.
National Trust for Historic Preservation - Midwest Office
53W. Jackson Boulevard, Suite 350
Chicago, IL 60604
312-939-5547

Appendix II Terminology

Disestablish

The Coast Guard has decided that a light is no longer needed in this location and is turning the light off. Groups can reestablish a light by following Coast Guard procedures and the light is then listed as a private aid to navigation. ”

Excess

The Coast Guard no longer needs the building and/or grounds and is searching for a new caretaker or in the worst case putting the facility up for sale at auction. This may or may not mean that the light will no longer be operational.

Light, lighthouse, light station

The light is the source of illumination. The lighthouse is a building in which a family lived and which usually also includes the light tower where the light resides. The light station is the whole parcel of land including the lighthouse and other adjoining buildings, i.e. the privy, oil house, boat house, assistant keeper s'dwelling, etc.

Out granting

Lease

Preserve

Keep the lighthouse from further deterioration and begin the process of putting it back into safe and usable condition.

Reconstruct

Using historical standards reconstruct, from new materials, a replica of the original.

Restore

Preserving as much of the original materials as possible bring the structure back to an original period in its life.

Stabilize

The immediate process of keeping the weather and critters out of the lighthouse.

Steward

A person or group which will care for a lighthouse through a memorandum of understanding, a lease, or an ownership.

Appendix III - Economic feasibility

In considering possible uses for your lighthouse be sure to consider the degree of public access, the level of public demand, potential sources of revenue, and the estimated operating expenses. What would be the initial capital outlay required to get the building ready?

Remember that these buildings were constructed in a different era which used lead paint to cover plaster walls constructed with asbestos. The Coast Guard removes damaged lead paint, seals and paints all interior surfaces before turning the structure over to new stewards; however the new steward must provide an Asbestos Management Plan written by a licensed Asbestos Management Planner.

One firm which can do this work is Applied Eco Systems at 810-695-4477.

Possible uses of lighthouses:

Museum
Inn
Restaurant
Park/Picnic Area
Campground
Tours
Residence
Bed & Breakfast
Other

Degree of public demand depends upon

Amount of tourist traffic
Promotion by the Tourist Bureau and Chamber of Commerce
Accessibility - by foot, bike, car, boat
Weather conditions - seasonal

Sources of revenue

Admission fees
Lodging fees
Concession stand
Donations
Government
Private foundations
Corporate foundations
State Historical agencies
National Trust for Historic Preservation
Caretaker rent

Operating expenses

Insurance
Electricity
Telephone
Grounds Upkeep
Heating Oil
Water
Security
Staff
Snow removal
Supplies
Other

Stabilization costs

Roof repair
Window repair
Chimney repair
Basement repair
Brick repair
Safety needs
Lantern room windows
Environmental abatement

Initial improvements

Exterior painting
Interior painting
Walk and drive repair
Electrical work
Plumbing work
Rip-rap & dock work
Water heater
Boiler replacement
Fence

Appendix IV - Articles of Incorporation

Ask for Articles of Incorporation, with instructions, for a domestic non-profit corporation. Also ask if you need a solicitation license and where to get it.

In filling out the articles of incorporation you will need to write a statement of purpose. Here is one that is very complete.

To establish, support and promote efforts in the preservation and restoration of the X Lighthouse. To achieve the safe keeping of the building, artifacts, and H records of the X Lighthouse. To educate and inform the public on the history of the lighthouse so that its history may be accurately interpreted and preserved for all present and future generations.

Illinois

Filing fee \$50
Illinois Secretary of State
328 Howlett Bldg.
Springfield, IL 62756
217-782-7880

Indiana

VT
Filing fee \$30
Secretary of State V
Government Center Bldg.
302 W. Washington St., Room E018
Indianapolis, IN 46204
317-232-6531

Michigan

Filing fee \$20
517-334-7561
Department of Commerce & Industry Services
Corporation, Securities and Land Development
Bureau
Corporation Division
P.O. Box 30054
Lansing, Michigan. 48909-7554

Minnesota

Filing fee \$70
Minnesota Dept. of Commerce
180 State Office Bldg.
100 Constitution Ave.
St. Paul, MN 55155-1299
651-296-2803

New York

Filing fee \$75
New York Dept. of State
Division of Corp., State Records, and UCC
41 State St.
Albany, NY 12231-0001
518-473-2492

Ohio

Filing fee \$25
Ohio Secretary of State
30 E. Broad St., 14th Floor
Columbus, OH 43266-0418
614-466-3910 or 614-466 1776

Pennsylvania

Filing fee \$100
Department of State
Corporation Bureau
P.O. Box 8722
Harrisburg, PA 17105-8722
717-787-1057

Wisconsin

Filing fee \$35
WI Dept. of Financial Institutions
Corporation Section
P O. Box 7846
Madison, WI 53707
608-261-7577

Appendix V - IRS Non-profit status

United States

To get Federal IRS forms for An Exempt Organization or 501 (c) 3 call 800-829-3676 and ask for:

Form 55-4 -to get your ein
(employee identification number)
Form 1023
Form 8718
Publication 557

(You can request these forms from a FAX phone by calling 703-368-9694 and listening for instructions. They will FAX the forms to you on your phone.)

When you receive the forms immediately complete Form SS-4 and FAX it back to phone number 606-292-5760.

It can take months to receive your 501(c)3 status. You may get nervous during the wait. To check the status of your 501(c) 3 application call 800-829-1040.

Canada

In Canada you start with a NUANS Name Search Report which you acquire from a private company. Look in the yellow pages under Searchers of Records. Then you acquire Articles of Incorporation papers which you receive from:

Ministry of Consumer & Commercial Relations
Business Division
Companies Branch
393 University Ave. Suite 200
Toronto, ON M5G 2M2
416-314-8880

The filing fee is \$155 for regular processing or \$255 for expedited seven day processing. Ask about other requirements.

Appendix VI - Sample by-laws

X LIGHT PRESERVATION SOCIETY

A Non-Profit Corporation

BY-LAWS

Original Approved on January 2010

ARTICLE 1 - NAME, LOGO, PURPOSE, POWERS, NON-PROFIT STATUS AND OFFICERS

Section 1.1. Name. The name of the Corporation shall be: Light Preservation Society (125) the Corporation.

Section 1.2. Logo. As determined by the Board of Directors (the Board).

Section 1.3. Purpose:

1.3.1. The purpose of the Light Preservation Society shall be to establish, support and promote efforts in the preservation and restoration of the X Lighthouse (XL); to achieve the safe keeping of the building, artifacts and records of the XL; and to educate and inform the public on the history of the XL so that its history may be accurately interpreted and preserved for all present and future generations.

1.3.2. To publish a newsletter of the LPS whose title shall be X Lighthouse News. The content and frequency to be determined by the Board of Directors. There shall be an Editor who is responsible for the accuracy and final published form.

Section 1.4. Powers: The Corporation shall have all the powers enumerated in the Non-Profit Corporation Act of the State of Michigan, as from time to time amended (the Non-Profit Corporation Act), provided, however, the Corporation shall exercise its powers only in furtherance of exempt purposes as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations from time to time promulgated thereunder (the Code).

Section 1.5. Non-Profit Status. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, or officer of the Corporation or any other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

Section 1.6. Offices. The Corporation shall have its principal office at 111 Main St., Coastal Village, MI 49777, and may have other offices at such places within and outside the State of Michigan as may from time to time be determined by the Board.

ARTICLE 2- MEMBERSHIP AND DUES

Section 2.1. Charter Membership. A person in good standing who is recognized as a founding person of the Corporation.

Section 2.2. Regular Membership. All persons who apply and pay dues required for regular membership and who are accepted as regular members shall enjoy all privileges of the Corporation as determined by the Board.

Section 2.3. Membership Categories. Charter and Regular membership categories are: a) Individual, b) Family, c) Patron, d) Keeper, e) Lifetime, f) Grand Keeper (Benefactor or Corporate).

Section 2.4. Honorary Membership. The Board shall have the power to grant Honorary Memberships in the Corporation. An Honorary Membership shall enjoy the same rights and privileges of the Corporation except an Honorary Member shall not be entitled to vote at any regular membership meeting or Board meeting.

Section 2.5. Membership Application. The Corporation shall provide a person desiring membership an application to be completed and returned to the Secretary.

Section 2.6. Dues. Annual dues shall be levied against all regular membership classifications in such amounts to be determined by the Board. Dues shall be prepaid concurrent with fiscal year and non-refundable.

Section 2.7. Membership Card. The Corporation shall furnish the approved member with a membership card.

Section 2.8. Constitution. The Board may, in its sole discretion, admit members to the Corporation. Members of the Corporation will be such persons who shall meet such qualifications and requirements as from time to time may be established by the Board. The Board shall be the sole judge of the qualifications of, and scope of, voting rights, if any, accorded to the members of the Corporation and its determination as to whether a person is or is not a member shall be final. The Board may from time to time and at any time create different classifications of members and prescribe different rights, privileges, qualifications or requirements for each class. Any or all of the members may be removed with or without cause by majority vote of the full Board then in office.

ARTICLE 2 - MEETINGS OF THE MEMBERSHIP

Section 3.1. Meetings. All annual or special meetings of members, if any, shall be held at such time and place as may be determined by the Board and stated in the notice of the meeting. Members of the Corporation shall meet not less than once annually during each fiscal year of the Corporation.

Section 3.2. Special Meetings. In addition to the annual meeting, special meetings of the regular membership may be called by: a) vote of the majority of the Board; b) at the written request of not less than ten percent of the total membership provided to the Secretary of the Corporation.

Section 3.3. Notice of Meetings. Written notice of each annual or special meeting stating the place, day and hour of the meeting (and the purpose or purposes of any special meeting) shall be given by or at the direction of the Board, the President, or the Secretary to each member entitled to vote at such meeting not less than ten nor more than sixty days before the meeting. Business transacted at any special meeting of the members will be limited to the purposes stated in the notice of the meeting or any written waiver thereof.

Section 3.4. Business Conducted at Meetings. Business conducted at the meeting shall consist of: a) the minutes of the previous year's annual meeting and intervening special membership meeting(s) shall be read and approved by the membership; b) the Treasurer's report detailing the financial status of the Corporation; c) nominations for the Board of Directors shall be made, received and voted upon (voting for the Directors shall be in person, or by proxy, and by closed ballot); d) reports of activities of the past year and plans for the coming year shall be made. Any action required to be voted on by the membership at the annual meeting or at a special meeting shall be effective if approved by a majority of the members present. All meetings shall be governed by Robert's Rules of Order.

Section 3.5. Quorum. One-tenth of the members shall constitute a quorum at all meetings of the members for the transaction of all business, except as otherwise provided by law, provided that the number of members constituting a quorum shall not exceed twenty-five. If, however, such quorum

shall not be present at any such meeting, the members entitled to vote thereat, present in person, shall have power to adjourn the meeting from time to time until a quorum will be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. If adjournment is for more than thirty days, a notice of the adjourned meeting will be given to each member entitled to vote at the meeting and if for thirty days or less the only required notice is announcement at the meeting. When a quorum is present at any meeting, the vote of the holders of a majority of the votes entitled to be cast and present in person will decide any question brought before such meeting, unless the vote of a greater number is required by law.

Section 3.6. Proxies. The use of proxies shall be permitted.

ARTICLE 4 - DIRECTORS

Section 4.1. Powers. The affairs of the Corporation shall be managed by the Board of Directors. The Board may appoint an Executive Director.

Section 4.2. Number. The number of directors shall be not less than five nor more than ten.

Section 4.3. Election. The directors shall be elected by the members of the Corporation at an annual or special meeting. The directors shall serve staggered terms which may not exceed three years. Notwithstanding the foregoing, each director shall hold office until his/her successor is appointed and qualified. Directors shall be eligible for re-election to the Board.

Section 4.4. Board Advisors. The Board may appoint a board of advisors consisting of individuals who shall meet such qualifications and requirements as may from time to time be determined by the Board of Directors. The board of advisors shall have such duties as the Board of Directors deem desirable and appropriate.

Section 4.5. Annual Meeting. The annual meeting of the Board of Directors shall be held at such date each year as the directors shall designate. The annual meeting shall be held for the purposes of electing officers and transacting such other business as may properly come before the meeting. If for any reasons the annual meeting of the Board shall not be held, a special meeting in lieu of the annual meeting of the Board may be held.

Section 4.6. Regular and Special Meetings. The Board may hold meetings, both regular and special. Regular meeting of the Board may be held at such time and at such place as may from time to time be determined by the Board, provided that reasonable notice of the first regular meeting following any such determination shall be given to absent directors. The Board shall cause a schedule of regular meetings to be given to each director. Special meetings of the Board may be called and on the written request of two directors shall be called by the President on one months notice to each director. A special meeting may be called upon two weeks notice if such notice is given personally or by telephone to each director.

Section 4.7. First Meeting of Year. The Board shall, at its first meeting, of each year: a) appoint one of its members as the presiding officer over the meeting(s) of the Board; b) elect the officers of the Corporation, c) designate the bank or banks at which all moneys of the Corporation shall be deposited, d) conduct such other business as may be necessary to carry on the purposes and objectives of the Corporation.

Section 4.8. Initial Board. The first appointed Board of Directors shall ratify and adopt the by-laws of the Corporation as passed by the initial incorporators or adopt the by-laws with amendments as hereafter provides for.

4.8.1. Founding and initial Board of Directors and their terms of office area)Person A 2 years
b)Person B 2 years c)Person C 3 years d)Person D 1 year e)Person E 3 years

Section 4.9. Director Tenure. No director shall serve more than three consecutive terms. However, a director who has served three consecutive terms shall be eligible for re-election to the Board after a period of three years has elapsed since the director was last on the Board.

Section 4.10. Vacancies. Any vacancy occurring on the Board shall be filled by the Board of Directors. A director elected to fill a vacancy will serve for the unexpired term of his/her predecessor in office.

Section 4.11. Resignations. Any director may resign at any time by giving written notice to the Board. The resignation shall take effect at the time specified in such notice and unless otherwise specified in such notice and acceptance shall not be necessary to make it effective.

Section 4.12. Removal. Any director may be removed from office with or without cause by majority vote of the full Board and such removal shall be considered for the unexcused failure to attend three consecutive meetings of the Board by the affirmative vote of a quorum of the Board. A director shall receive one month's prior written notice by registered or certified mail of a meeting concerning the removal of such director and shall be entitled to appear and be heard, but not vote, thereat.

Section 4.13. Quorum. At all meetings of the Board, the presence of one-third plus one or a majority of the members of the entire Board will constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board, unless the act of a greater number of directors is required by the Non-Profit Corporation Act, the Articles of Incorporation or these by-laws.

Section 4.14. Committees of Directors. The Board, by resolution passed by a majority of the directors in office, may designate an Executive Committee, a Nominating Committee, a Finance Committee, a Property Committee, a Membership Committee and a Public Relations Committee, and may designate one or more additional committees as the Board may determine to be necessary or appropriate to conduct the Corporation's affairs. Except for the Executive Committee, members of a committee may include individuals who are not members of the Board. Each member and chairperson of a committee shall be nominated by the President and confirmed by the Board. Except as provided by the Non-Profit Corporation Act, the Articles of Incorporation or by further resolution of a majority of the Board in office, an Executive committee so designated shall have and may exercise all the authority of the Board. Each committee will keep regular minutes of its proceedings and report the same to the Board when required. The Board may by resolution passed by a majority of the directors in office, at any time change the members of, fill vacancies in, limit, expand or alter the authority of, and discharge any committee of said Board.

Section 4.15. Directors Consent Vote. Any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors or all the members of such committee entitled to vote thereon, as the case may be.

Section 4.16. Prohibition of Compensation of Directors. No director shall be paid compensation for services or expenses of attendance at any meeting of the Board.

Section 4.17. Specification of Business. Neither the business to be transacted at, nor the purpose of, any meeting of the Board or a committee of the Board of the Corporation need be specified in any notice or written waiver of notice except as otherwise required by the Non-Profit Corporation Act or herein expressly provided.

Section 4.18. Action by Directors by Telephone Conference. Members of the Board may participate in a meeting by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at a meeting.

ARTICLE 5 - OFFICERS

Section 5.1. Number. The officers of the Corporation shall be: a) President, b) Vice-President, c) Secretary (and/or Secretaries), d) Treasurer. The officers shall be members of the Board of Directors. The Board may from time to time elect or appoint such other officers, including one or more vice or assistant officers, and with such titles as it may deem necessary or convenient.

Section 5.2. Election and Term. The officers of the Corporation shall be elected by the Board. Each officer shall be elected to serve a two-year term immediately following each annual meeting or special meeting in lieu thereof, or until his/her successor will have been elected and will have qualified or until his/her earlier death, resignation or removal, as hereinafter provided. Any officer may be removed by the Board at anytime, with or without cause. Such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer will not of itself create contract rights. Officers shall be eligible for re-election. The president and vice-president can serve no more than two consecutive terms.

Section 5.3. Duties of an Officer:

5.3.1. President; shall be the Chief Executive Officer and spokesperson, and shall have the power to appoint such committees as may be necessary in carrying out the purposes of the Corporation. If present, he/she shall be the presiding officer for the annual and special meeting(s). He/she will have a vote only in tie breaking circumstances.

5.3.2. Vice-President; shall assist the President in the performances of his / her duties and shall discharge the duties of the President should the President by reason of disability or otherwise be unable to discharge his/her duties and responsibilities.

5.3.3. Secretary; (may be combined with the office of Treasurer to facilitate the responsibilities). He/she shall record or cause to be recorded all the proceedings of the meetings of the Corporation and of the members; be responsible for the preparation and mailing of all notices which are required pursuant to the by-laws; shall be responsible for the safe-keeping of all the proceedings.

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5.3.4. Treasurer; shall record or cause to be recorded all assets, liabilities, business and financial transactions, pay the bills of the Corporation (checks shall require two directors' signatures); shall keep the financial records of the Corporation and shall be responsible for the filing of such tax returns, annual reports of other governmental forms as may be required from time to time; shall be responsible for preparing a budget. The financial records of the Corporation shall be open to any member in good standing for inspection at a reasonable time.

Section 5.4. Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the Board for the unexpired portion of the term.

Section 5.5. Other. No officer of the Corporation shall authorize the expenditure of any moneys or cause to spend any moneys of the Corporation in excess of a budgeted amount with the approval of the Board. The officers of the Corporation shall serve at the pleasure of the Board and may be removed with or without cause by a majority vote of the Board.

ARTICLE 7 - NOTICES

Section 6.1. Delivery of Notices. Whenever under the provisions of the Non-Profit Corporation Act or of the Articles of Incorporation or of these by-laws written notice is required to be given to any person, such notice may be given by mail or by a generally recognized overnight delivery service, addressed to such person at his/her or its address as it appears in the records of the Corporation, with postage or delivery charges thereon prepaid, and such notice will be deemed to be delivered at the time when the same will be deposited in the United States mail or delivered to the delivery service. Notice may also be given to any director either personally or by telephone to his/her house or office either directly or by leaving a message thereat.

Section 6.2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act or the Articles of Incorporation or these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before or after the time stated herein, will be deemed equivalent to the giving of such notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 8 - CORPORATE SEAL

Section 7.1. The corporate seal shall consist of a flat-faced circular die, with the name of the Corporation, the year and state of its organization and such additional material as may be prescribed from time to time by the Board, cut or engraved thereon

ARTICLE 9 - FISCAL YEAR

Section 8.1. The fiscal year of the Corporation will be determined by the Board and in the absence of such determination will end on December 31.

ARTICLE 10 - INDEMNIFICATION

Section 9.1. No member of the Board shall be personally liable to the Corporation or to its members for monetary damages for breach of their duties as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director, for any breach of the directors duty of loyalty to the Corporation or to its members; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the director derived an improper personal benefit.

ARTICLE 11 - AMENDMENTS

Section 10.1. Amendments to the by-laws. The Board may alter, amend or repeal the by-laws, or adopt new by-laws upon the vote of a majority of the total Board or by vote of a majority of the regular membership present at the annual meeting or special meeting called for that purpose; provided, however, that notice of the meeting and a copy of the proposed change(s) shall be delivered to the members of the Board not less than ten days before the date of the vote. No amendment to the by-laws or Articles of Incorporation shall be approved which would affect the status of the Corporation for a non-profit corporation status under the law of the State of Michigan or any tax exempt status granted to the Corporation by the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 12- CONFLICTS

Section 11.1. Conflicts with the Articles of Incorporation. Should any of the provisions of the by-laws of the Corporation conflict with any provision of the Articles of Incorporation then the Articles of Incorporation shall control.

Section 11.2. conflicts with Laws of the State. Should any of the provisions of the by-laws conflict with the laws of the State of Michigan governing non-profit corporations or other law, then to the extent of such conflict state law will control. The law of the State of Michigan and in particular PA. 162, 1982 controlling and regulating the organization and operation of non- profit corporations shall control the organization and operation of this Corporation where otherwise not provided for in these by-laws.

ARTICLE 13- DISSOLUTION AND DISPOSAL OF ASSETS

Section 12.1. In the event of any liquidation or dissolution of the Corporation, no officer or member of the Corporation shall sell, transfer or otherwise dispose of any real or personal property of the Corporation (other than the payment of bills in the normal course of business) without the consent of the Board.

Section 12.2. The Board shall not sell, transfer or otherwise dispose of any real property of the Corporation without the approval of the regular members at the annual or special meeting(s) called for that purpose.

Section 12.3. The Board, after the payment and discharge of or provision for all its debts and obligations, shall distribute all of the assets of the Corporation to such organization and organizations which, at the time of distribution, qualify as exempt from federal income tax under Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principle office of the Corporation is then located, exclusively for such purposes

or to such organizations(s) as said court shall determine, which are organized and operated exclusively as organizations exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE 14 - MISCELLANEOUS

Section 13.1 There will be no alcohol or controlled drugs allowed on the premises of the X Lighthouse at any time.

BY-LAWS APPROVED AND ACCEPTED BY:

Person A _____

Date: _____

Person B _____

Date: _____

