

# **LAKE FENTON PROPERTY OWNERS ASSOCIATION**

## **BY-LAWS (revised\* 04/08/09)**

### **ARTICLE I - MEMBERSHIP**

- Section 1: Membership shall be divided into three classifications: general membership, associate membership and honorary membership.
- Section 2: The Board of Directors may, in their discretion, admit to general membership any persons, firms, corporations or associations designated as riparian property owners of Lake Fenton, or admit to associate membership any persons, firms, corporations or associations designated with rights of access to the waters of Lake Fenton pursuant to a legally recordable easement; provided, however, that in the event more than one person has rights under such an easement, the Board of Directors may limit the number of members claiming membership under such easement involving multiple use.
- Section 3: The Board of Directors may, in their discretion, admit to associate membership any person residing in continuous residence for a period of at least six months and during their course of residence thereafter, who would otherwise have qualified for membership, had they owned property in which they reside rather than residing thereon a rental basis.
- Section 4: The general membership shall confer upon any persons so entitled full rights of participation in the activities of the Association, including full voting rights and the privilege of holding office therein if duly elected.
- Section 5: Any person, firm, corporation, or association may, in the discretion of the Board of Directors, be designated as association members if said Board of Directors shall deem that said persons or firms have interests corresponding to those of property owners abutting the waters of Lake Fenton.
- Section 6: Associate members shall have full rights of participation in the Associations' activities but are not entitled to vote or hold office.
- Section 7: Honorary members may be designated by the Board of Directors, shall not pay dues, shall not vote and shall not hold office.
- Section 8: Application for membership shall be submitted to the Board of Directors on a form furnished by the Association and upon approval by the Board of Directors shall be members subject to the terms and conditions of these by-laws.
- Section 9: Any members may resign by filling a formal written resignation with the President, but such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments or other charges theretofore accrued.

\*In accordance with existing Bylaws

Section 10: Membership dues and other charges shall be payable on or before the last day of December of each year and shall be in an amount established by the Board of Directors.

Section 11: Any member delinquent in dues or their fees or charges of the Association shall not be entitled to participate in the activities of the Association, shall not be entitled to vote at any of the meetings of the Association and if an officer, shall be suspended from office during any such period of delinquency.

## **ARTICLE II - DISTRICTS AND REPRESENTATION**

Section 1: This Association shall be organized into four (4) districts for the purpose of electing representatives from each district for the Board of Directors.

Section 2: These districts shall be as follows:

A. District One

Area extending from, and including all properties between, the public beach commonly known as Johnson's Landing, south to, and including the last home (southernmost parcel) on Log Cabin Point, and including Case's Island.

B. District Two

Area extending from, and including all properties between the first home (northernmost parcel) on Lakeside Landing, south around the southern end of the lake, then north to the intersection of Swanee Beach Road and Grove Park Road.

C. District Three

Area extending from, and including all properties north of the intersection of Swanee Beach and Grove Park Roads, and west on Grove Park Road to the northernmost parcel on Lakeshore Drive (excluding Crane Rd. and Cranewood Dr.)

D. District Four

Area extending from and including all properties from the intersection of Crane Rd. and Lakeshore Dr. north to the Public Beach commonly known as Johnson's Landing.

Section 3: Each district shall be represented by four (4) directors and shall serve four (4) year terms; provided, however, that upon the first election of directors, one of the four directors elected from each district shall be designated as serving a one (1) year term, another a two (2) year term, another a three (3) year term, and the fourth a four year term so as to affect the election of one Board member each year and other than for the original terms, each Board member shall be elected for a four year term thereafter. At least two (2) of the directors in each district shall have their riparian property on Lake Fenton as their principal residence.

- Section 4: District representatives to the Board of Directors shall be elected from the general members in good standing of each district at the Association's annual meeting by a plurality of the votes of the members present and voting in each such district. The method of balloting shall be designated by the presiding officer of each annual meeting.
- Section 5: A quorum shall be deemed to exist at any membership meeting when at least ten per cent (10%) of the members of record are in attendance.

### **ARTICLE III - BOARD OF DIRECTORS**

- Section 1: The management of the affairs of this association shall be the responsibility of the Board of Directors.
- Section 2: The Board of Directors shall consist of the sixteen (16) directors herein before enumerated, the immediate past president, and officers as defined in Article IV, Section 1. No person shall be elected to the Board of Directors who has not been nominated for that position by the Board of Directors. Members shall elect both the Officers and the Directors from those persons who appear on the nomination list approved by the Board of Directors.
- Section 3: Should any duly elected member of the Board of Directors be unable to serve or for any reason any district is found to be without its allotted number of directors, the president shall name a director or directors as are necessary to complete representation, subject to the approval of the Board of Directors, said nominee or nominees to be residents of the district they are to represent for the remainder of the year, said vacancy to be filled at the next following annual meeting for the unexpired term of office.
- Section 4: Six District Directors shall constitute a quorum at any board meeting.

### **ARTICLE IV - OFFICERS**

- Section 1: The officers of this Association shall be the President, Vice-President, Recording Secretary, and Treasurer/Membership Secretary.
- Section 2: The term of each office shall be two (2) years, provided, however, that upon the next election of Officers, the President and Recording Secretary shall be elected for an initial two (2) year term and the Vice-President and Treasurer/Membership Secretary shall be elected for an initial one (1) year term. After the initial terms expire, the two (2) year terms shall commence for all elected Officers.
- Section 3: All offices subject to election shall be voted upon at the annual meeting and any candidate carrying a plurality of the members present and voting shall be deemed elected.

- Section 4: Should any officer be unable to serve or any office found to be vacant, the Board of Directors shall by secret ballot, elect a successor to serve the unexpired term. A plurality of the Board of Directors shall be sufficient for such election.
- Section 5: Only general members in good standing of the Association shall be eligible for office, subject, however, to the Officers having served on the Board of Directors for at least two (2) of the four (4) years prior to their election, and further subject to the President and Vice-President having their riparian property on Lake Fenton as their principal residences.
- Section 6: Any person holding office of any character in this Association may be removed from office on the basis of misfeasance or malfeasance at any time by a vote of at least two-thirds of the Directors then holding office. The Board of Directors may prescribe such procedures for removal from office as to noticed, hearing, etc., as they deem fair and necessary under the circumstances.

### **ARTICLE V - DUTIES OF OFFICERS**

- Section 1: The President shall preside at all meetings and shall be the chief executive officer of the Association, subject to the direction of the Board of Directors.
- Section 2: The Vice-President shall assume the duties of the office of the President in the absence of the President.
- Section 3: The Treasurer/Membership Secretary shall collect all dues and other moneys of the Association, keep records of the receipts and disbursements of the Association, report the financial condition of the Association to the membership at the annual meeting or at such other times as are required by the Board of Directors, issue membership cards and at the direction of the Board of Directors, shall advise said Board of Directors as to any delinquent members and the extent of their delinquencies. The Board of Directors shall establish the manner in which the Association's funds shall be handled including the designation of any bank as a depository and the manner in which any withdrawals or checks may be drawn on the Association accounts. A petty cash fund of not more than \$25.00 shall be maintained for the purpose of payment of miscellaneous amounts by the treasurer.
- Section 4: The Board of Directors shall be authorized to establish the fiscal year of the association.
- Section 5: No funds, other than from petty cash, shall be disbursed by any officer of the Association without the approval of the Board of Directors.
- Section 6: The Recording Secretary shall be responsible for the correspondence of the Association and shall keep all records of the Association other than those of a financial character including the minutes of Board meetings and the minutes of membership meetings.
- Section 7: It shall be the duty of all officers as well as Board members to attend the meetings of the Board of Directors as well as the annual meeting or any special meetings of this Association.

Section 8: Should any officer or director be absent for three (3) consecutive meetings of the Board of Directors or other duly noticed membership meetings, the Board of Directors may, in its discretion, declare the office of any such offending officer or director vacant and a successor shall be appointed.

## **ARTICLE VI - MEETINGS**

Section 1: The Board of Directors shall set the time and place of its meetings. Any director(s) may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes their presence in person at the meeting.

Section 2: The annual membership meeting shall be held during the month of September at such time and place as is established by the Board of Directors. Written notice of said annual meeting shall be sent to all members of record at their address of record at least ten (10) days in advance of said meeting listing the proposed agenda. Unless otherwise limited by these by-laws other matters may be taken up as regular business upon the exhaustion of the proposed agenda.

Section 3: Special meetings of the Board of Directors may be called by the president or any three (3) members of the Board of Directors at a minimum of twenty-four (24) hours notice.

Section 4: Special meetings of the general membership may be called only by the Board of Directors and only upon notice having been sent at least three (3) days in advance of said meeting.

Section 5: All meetings shall be conducted according to Robert's Rules of Order.

## **ARTICLE VII - VOTING**

Section 1: Every general member shall be entitled to one vote concerning any matter properly the subject matter of a general membership vote as defined by the terms of these by-laws, provided, however, that in the event a membership is held by a firm or organization of more than one person, only one vote shall be cast as their ballot or their vote shall not be accepted.

Section 2: In the event of a tie concerning any question voted upon by the Board of Directors, the President or presiding officer may cast the tie breaking ballot.

Section 3: Each Director as defined in Article III, Section 2, with the exception of the President, shall have one vote on Association business.

## **ARTICLE VIII - AMENDMENTS**

Section 1: These by-laws may be amended as follows:

- A. By the majority of members present at any annual meeting of the members.
- B. By any special meeting of the membership provided that notice of such meeting be given ten (10) in advance of said meeting and the proposed amendment shall be set forth in detail.
- C. By a two-thirds majority of the Board of Directors present and voting at two successive meetings of the Board of Directors, in no event less than twenty-eight (28) days apart.

### **ARTICLE IX - ASSESSMENTS**

Section 1: Assessments of the membership of this Association shall be effected only upon the affirmative vote of two-thirds of the members present and voting at any special membership meeting called for the express purpose of the membership passing upon a proposed assessment, providing, further, that each member be given at least thirty (30) days written notice to their address of record with the Association, said notice describing the amount of the proposed assessment to be voted upon and its purposes. An annual membership meeting may pass upon a special assessment if the other conditions of this section are otherwise satisfied.

### **ARTICLE X - DISSOLUTION**

Section 1: Dissolution of this Association shall be effected according to the laws of the State of Michigan concerning the dissolution of corporations generally and specifically, all debts of the Association shall be paid and upon payment of all the reasonable and necessary costs of dissolution, any assets remaining entitled in the name of this Association shall be converted to cash and distributed pro-rata among all the dues paying members in good standing as of the effective date of dissolution.