

**CROOKED LAKE TEXAS ASSOCIATION, INC. BYLAWS**

**ARTICLE I**

**VOTING AND MEMBERSHIP**

Section 1. Membership in the Association and voting by Members of the Association shall be in accordance with the following provisions:

(a) Any person who owns property having legal access or frontage on Crooked Lake, Texas Township, Michigan and pays the annual dues established by the Board of Directors shall be a Member of the Association. "Ownership" means fee title of record. If the fee owner shall convey the property by land contract, the ownership shall be deemed to be in the land contract vendee. (See Part C for details regarding voting privileges.)

(b) As long as official notification of an Association meeting has been issued, the presence in person or by proxy of 25 % of the Members shall constitute a quorum for holding a meeting of the Members of the Association. The written vote of any person furnished at or prior to any duly called meeting, at which meeting said person is not otherwise present in person or by proxy, shall be counted in determining the presence of a quorum with respect to the question upon which the vote is cast.

(c) Votes may be cast in person or by proxy or by a writing duly signed by the Member not present at a meeting in person or by proxy. Proxies and any written votes must be filed with the Secretary of the Association at or before the appointed time of each meeting of the Members of the Association. Only members current with annual dues are eligible to cast a vote. One vote will be recorded per membership, however the vote may be split, (e.g., a husband and wife may cast ½ vote each).

(d) A majority, except where otherwise provided herein, shall consist of more than fifty percent (50%) of those qualified to vote and present in person or by proxy (or written vote, if applicable) at a meeting of the Members of the Association.

7/17/00

## **ARTICLE II**

### **MEETINGS**

Section 1. Meetings of the Association shall be held at least once per year in such suitable place convenient to the Members as may be designated by the Board of Directors. Meetings of the Association shall be conducted in accordance with Sturgis' Code of Parliamentary Procedure, Roberts Rules of Order or some other generally recognized manual of parliamentary procedure, when not otherwise in conflict with the Articles of Incorporation or the laws of the State of Michigan.

Section 2. Annual meetings of Members of the Association shall be held in May of each year at such time as shall be determined by the Board of Directors. At such meetings there shall be elected by vote of the Members a Board of Directors in accordance with the requirements of Article III of these Bylaws. The Members may also transact at annual meeting such other business of the Association as may properly come before them.

Section 3. It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Board of Directors or upon a petition signed by one- third (1/3) of the Members presented to the Secretary of the Association. Notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. It shall be the duty of the Secretary (or his/her Board of Directors designee) to serve a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, upon each Member, at least ten (10) days but not more than sixty (60) days prior to such meeting. The mailing, postage prepaid, of a notice to each Member at the last known address of said Member shall be deemed notice served. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed in the records of the Association shall be deemed due notice. If, due to inadvertence or other excusable neglect, one or more Members shall not receive notice of a meeting, the action taken at such meeting shall nonetheless be valid.

Section 5. By unanimous consent of the Directors, regular and special meetings of the Board may be held without notice at any time and place.

## ARTICLE III

### BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be governed by a Board of Directors all of whom must be Members of the Association. Directors shall serve without compensation.

Section 2. The Board of Directors shall be composed at a minimum of a President, Vice President, Secretary, Treasurer and two Directors (6) persons. The maximum number of members serving on the Board at any one time shall not exceed ten (10). The term of office of each Director shall be two (2) years. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 3. The Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Association. In addition to the foregoing general duties imposed by these Bylaws, or any further duties, which may be imposed by resolution of the Members of the Association, the Board of Directors shall be responsible specifically for the following:

- (a) To collect assessments from the Members of the Association and to use the proceeds thereof for the purposes of the Association.
- (b) To carry insurance required by the Township and collect and allocate the proceeds thereof.
- (c) To contract for and employ persons, firms, corporations or other agents to assist in the affairs of the Association.
- (d) To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage or lease any real or personal property on behalf of the Association in furtherance of any of the purposes of the Association
- (e) To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the Association, and to secure the same by mortgage, pledge, or other lien on property owned by the Association; provided, however, that any such action shall also be approved by affirmative vote of more than sixty percent (60%) of all of the Members of the Board.
- (f) To make rules and regulations consistent with the purposes of the Association. To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Crooked Lake Association and to delegate to such committees any functions or responsibilities which are deemed desirable.

Section 4. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

Section 5. At any regular or special meeting of the Association duly called, any one or more of the Directors may be removed, with or without cause, by a majority of the Members and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting.

Section 6. The first meeting of a newly elected Board of Directors shall be held within thirty (30) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no further notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, providing a majority of the whole Board shall be present.

Section 7. Regular meetings of the Board of Directors may be held at such times and places as shall be determined from time to time by a majority of the Directors, but at least two such meetings shall be held during each year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally, by mail, telephone, facsimile, or e-mail at least ten (10) days prior to the date for such meeting.

Section 8. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally, by mail, telephone, facsimile, or e-mail which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of one Director.

Section 9. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meetings of the Board shall be deemed a waiver of notice by such Director of the time and place thereof. If all the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 10. At all meetings of the Board of Directors, a majority of the Directors, present in person, shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The representative of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director.

Section 11. The Board of Directors shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be expenses of administration.

## **ARTICLE IV**

### **OFFICERS**

Section 1. The principal officers of the Association shall be a President and a Vice- President, who shall be Members of the Board of Directors, a Secretary and a Treasurer. The Directors may appoint such other officers as in their judgment may be necessary. One person may hold any two offices, except that of President and Vice President.

Section 2. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. Upon affirmative vote of a majority of the Board of Directors, any officer may be removed either with or without cause, and a successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 4. The President shall be the chief executive officer of the Association; and shall preside at all meetings of the Association and of the Board of Directors; and shall have all of the general powers and duties which are usually vested in the office of the President of an association, including, but not limited to, the power to appoint committees from among the Members of the Association from time to time to assist in the conduct of the affairs of the Association.

Section 5. The Vice President shall take the place of the President and perform the duties of the President whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other Member of the Board of Directors to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be established by the Board of Directors.

Section 6. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members of the Association; and shall have charge of the books and records as the Board of Directors may direct; and shall, in general, perform all duties incident to the office of the Secretary.

Section 7. The Treasurer shall have responsibility for the Association funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association, and

in such depositories as may, from time to time, be designated by the Board of Directors. The Treasurer shall, in general perform all duties incident to the office of the Treasurer.

Section 8. The officers shall have such other duties, powers and responsibilities as shall, from time to time, be authorized by the Board of Directors.

## **ARTICLE V**

### **FINANCE**

Section 1. The fiscal year of the Association shall be the calendar year.

Section 2. The funds of the Association shall be deposited in such bank as may be designated by the Board of Directors and shall be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors from time to time.

## **ARTICLE VI**

### **AMENDMENTS**

Section 1. These Bylaws may be amended by the Association at a duly constituted meeting for such purposes, by an affirmative vote of a simple majority of the Members present in person, by proxy or written vote.

Section 2. Amendments to these Bylaws may be proposed by the Board of Directors of the Association acting upon the vote of the majority of the Directors or by one-third (1/3) or more in number of the Members of the Association whether meeting as Members or by instrument in writing signed by them.

Section 3. Upon any such amendment being proposed, a meeting for consideration of the same shall be duly called in accordance with the provisions of Article II of these Bylaws.

Section 4. Any amendment to these Bylaws shall become effective upon adoption of the same in accordance with Section 1 of this Article VI.

Section 5. These Bylaws shall be made accessible and furnished upon request to every Member of the Association after adoption.

## **ARTICLE VII**

### **COMPLIANCE**

Section 1. In case any of these Bylaws conflict with the provisions of the Michigan Statutes, the provisions of the Statutes shall be controlling.

Revised and Adopted on May 9, 2007.