

MACEDAY LOTUS LAKES ASSOCIATION

BY-LAWS

Article One

NAME

- 1.1 The Name of the NON-Profit Corporation is the MACEDAY LOTUS LAKES ASSOCIATION, herein after referred to as the "ASSOCIATION".

Article Two

OFFICES

- 2.1 The registered office of the ASSOCIATION shall be at such place in the State of Michigan as the Board of Directors of the ASSOCIATION shall from time to time determine (usually the address of the Treasurer).

Article Three

PURPOSES AND OBJECTS (OBJECTIVES)

In amplification of the purposes for which the ASSOCIATION has been formed as set forth in the Articles of Incorporation, the purposes and objects are as follows:

- 3.1 To assist in the development and maintenance of a community designed for safe, healthful and harmonious living in the area surrounding Maceday Lotus Lakes, which is located in Waterford and Independence Township, of Oakland County, Michigan (hereafter referred to as the AREA).
- 3.2 To promote the collective and individual property and civic interest and rights of all persons owning property in the AREA.
- 3.3 To aid in the formation and enforcement of statues, ordinances, and regulations promulgated to enhance water safety.
- 3.4 To support the maintenance of the water quality of Maceday Lotus Lakes, the conservation of the water supply in the watershed, research and evaluation of hydrological data for preservation of the water supply and maintenance of the purity of the water supply in the watershed now and for future generations.
- 3.5 To aid and cooperate with the members of this ASSOCIATION and all property owners in the AREA in the enforcement of such conditions, covenants and

restrictions on their property as are now in existence and to counsel with Waterford Township and Independence Township officials in relation to any zoning that may affect the property in the AREA.

- 3.6 To cooperate to the best of the ability of the ASSOCIATION with the owners of all vacant and unimproved lots now existing or that hereafter shall exist in the AREA in keeping them in good order and condition, thereby preventing such lots from becoming a nuisance and a detriment to the beauty of the AREA.
- 3.7 To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects.
- 3.8 To arrange as appropriate, social and recreational functions for its members.
- 3.9 To exercise any and all powers that may be delegated to it from time to time by owners of real property in the AREA.
- 3.10 To generally do any and all things necessary to promote the general welfare of the residents and owners of any portion of the AREA and their property interests therein.

Article Four

MEMBERS

The ASSOCIATION shall have three (3) classes of members. The qualifications and rights shall be as follows:

- 4.1 Classes Defined: The three classes of membership of the ASSOCIATION shall be:
 - a) Riparian Members. Consisting of Owners, Land Contract Purchasers, or Lessees (or their spouses) of Riparian lots of Maceday Lotus Lakes.
 - b) Lake Association Riparian Members. Consisting of each lake association which has an ownership interest in Riparian lot of Maceday Lotus Lakes.
 - c) Associate Members. Consisting of all other persons or organizations who have an interest in the AREA and further, whom the Board of Directors of the ASSOCIATION deems eligible for associate membership. By way of example, but not limitation, such Associate Members may be condominium associations, homeowners associations, private clubs, or commercial enterprises in the AREA.
- 4.2 Eligibility: The following eligibility requirements shall apply to the respective classes of membership:
 - a) Riparian Members. Consisting of Owners, Land Contract, or Lessees, or their spouses.

- b) Associate Members. Every person or organization whom the Board of Directors deems to have appropriate interest in the AREA shall be eligible of Associate Membership.
- 4.3 Membership Responsibilities: Membership shall be bound by the Articles of Incorporation, these By-Laws and Amendments thereto, and the policies, rules and regulations at any time adopted by the ASSOCIATION in accordance with these By-Laws. Membership shall be accompanied by payment of a year's dues in advance.
- 4.4 Termination of Membership: Membership in the ASSOCIATION shall terminate on such Member ceasing to meet the eligibility requirements set forth in paragraph 4.2 aforementioned, at the end of the membership year.
- 4.5 Voting: Each Riparian Member in good standing shall be entitled to vote on each matter submitted to a vote of the Members. A Riparian Member shall have one (1) vote. Two (2) or more owners who own a parcel of property shall have only one (1) vote. An Associate Member shall not be entitled to vote. At membership meetings, all votes shall be cast in person, or, if the Board of Directors so allows, by mail. The Board of Directors is authorized to establish regulations providing for voting by mail.
- 4.6 Payment of Dues: Every member shall have the duty to pay dues as described in Article Nine.
- 4.7 Nature of Membership Rights: No member shall have any vested right, interest, or privilege of, in, or to the assets, functions or affairs, of the ASSOCIATION, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue after his or her membership ceases, or while he or she is not in good standing.
- 4.8 Assignment of Rights: A Riparian Member of the ASSOCIATION may assign his or her membership rights to the tenant residing in or on the Members single family, residential, riparian lot. Such assignment shall be effected by filing with the Secretary of the ASSOCIATION a written notice of assignment signed by the Riparian Member.

Article Five

MEETINGS OF MEMBERS

- 5.1 Annual Meetings: An annual meeting of the Members for the purpose of hearing reports from all Officers and Standing Committees and for electing Members to the Board of Directors shall be held in the County of Oakland, State of Michigan, on/or before May 15 of each year. The time and place shall be determined by the Board of Directors.
- 5.2 Special Meetings: A special meeting of the Members may be called by the Board of Directors. A special meeting of the members must be called within thirty (30) days

by the President or the Board of Directors, if requested by not less than thirty (30) percent of the Members in good standing.

- 5.3 Notice of Special Meetings: Written notice stating the place, day and hour of any meeting of Members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than three (3) days before the date of such meeting.
- 5.4 Quorum: At any meeting of the members, a quorum shall consist of not less than ten (10) members in good standing, of those Members present at the meeting, either in person or by proxy. A simple majority of those present and eligible to vote shall decide any question which may come before the meeting.
- 5.5 Voting by Mail: At the discretion of the Board of Directors, where members of the Board of Directors are to be elected by Members, or where there is an act requiring the vote of the Members, such election or vote on such proposed action may be conducted by mail in such manner as the Board of Directors shall determine.
- 5.6 Order of Business: The President of the ASSOCIATION shall preside at the Annual or any Special Meeting of the Membership. The order of business for the Annual Meeting shall be as follows: Approval of Minutes of Previous Meeting, Report of Treasurer, Report of Board of Directors, Old Business, New Business, and Election Results. The order of business for any Special Meeting of the Membership shall be determined by the call of the Special meeting.

Article Six

BOARD OF DIRECTORS

- 6.1 Number of Board Members: The business and affairs of the ASSOCIATION shall be managed by a Board of Directors, hereinafter referred to as the "Board", which shall be comprised of up to ten (10) Riparian Members, and one (1) appointed representative from each Lake Association Riparian Member.
- 6.2 Procedure for Election of Board of Directors: The Board Members shall be elected by members in good standing of the ASSOCIATION by secret ballot (or by voice vote if no objection by any Member present and in good standing), at the Annual Meeting of the ASSOCIATION pursuant to the following procedure:
 - a) Appointment of Nominating Committee. Not less than thirty (30) days prior to each Annual Meeting of the ASSOCIATION, the Board shall appoint a Nominating Committee consisting of three (3) members in good standing of the ASSOCIATION. Of the three (3) at least one (1) shall be a current member of the Board and one (1) shall be a member in good standing.
 - b) Nominating Committee Meeting. Not less than twenty (20) days prior to the Annual Meeting, the Nominating Committee shall meet for the purpose of selecting names of Members of the ASSOCIATION to place on the election ballot

for Membership on the Board of Directors. At that meeting, the Nominating Committee shall attempt to select at least two (2) nominees from Members of the Board to be elected. The names of all such selected nominees shall immediately be filed in writing with the Secretary of the ASSOCIATION.

- c) Petition Candidates. Notwithstanding Section 6.2(b), any member in good standing of the ASSOCIATION and Riparian owners as determined in section 4.1 (a) and 4.8 may be nominated for the board and have his or her name placed upon the election ballot by, not less than twenty (20) days prior to the Annual Meeting, filing with the Secretary of the ASSOCIATION, a petition signed by no less than ten (10%) percent of the Members in good standing of the ASSOCIATION. Upon proper certification of the petition by the Secretary, the petitioners name shall be placed upon the election ballot and he or she shall be considered a candidate for the board.
- d) Write-In Candidates. Write-in candidates are recognized and eligible for election only if said candidates are Members in good standing of the ASSOCIATION at the time of the election.
- e) Annual Meeting Notice. The Secretary shall cause a notice of the Annual Meeting, which notice shall include the names of all candidates for the Board as well as each candidates address, to be sent to all ASSOCIATION Members in good standing not less than ten (10) days prior to the date of the Annual Meeting. However, only Members of the ASSOCIATION nominated in accordance with (b) or (c) above shall be eligible to have their name placed upon said election ballot.
- f) Appointment and Responsibility of Election Judges. The nominating Committee shall serve as Judges of the election with responsibility for properly running the election.
- g) Election Ballot. The names of all candidates running for positions on the Board and their respective address shall appear on the ballot, each followed by a square. Further, said election ballot shall indicate the number of directors to be elected and shall have a location on the ballot for write-in candidates.
- h) Voting Procedures. Each Member in good standing of the ASSOCIATION may vote in the election at the Annual Meeting, either in person or in the discretion of the Board, by mail. Where persons jointly own property in the AREA, one and only one, of such persons may cast a vote in the elections of Directors for each property owned. Each voting Member in good standing may cast a number of votes equal to the number of positions on the Board of Directors which are to be filled, but a Member cannot cast more than one vote for any candidate.
- i) Election Results. The election ballots shall be counted and tabulated by the Election Judges. The votes shall be tabulated as follows:
 - 1) The total number of votes cast for each candidate shall be counted, and the candidates listed on a roster in descending order of votes received.

- 2) The vacant positions on the Board shall be filled by those candidates who have received the greatest number of total votes from the ASSOCIATION Members in good standing.
- 3) Any ties in the balloting shall be finally decided by draw.

When the election results have been properly and finally determined by the Election Judges, said results shall be given in writing to the Secretary of the ASSOCIATION. The Secretary shall as soon after receiving said results as possible, announce these results at the Annual Meeting, and then cause the results of said election to be placed in the ASSOCIATION minutes and published in a general publication distributed to ASSOCIATION Members in good standing.

- 6.3 Regular Board Meetings: The Board shall meet periodically for the transaction of business at such place and at such time as may be from time to time designated.
- 6.4 Special Board Meetings: Special meetings of the Board may be called by the President or by any three (3) Members of the Board at any time and place, provided however, reasonable notice of such Special Meetings shall be given to each Member of the Board. For purposes of this Article, reasonable notice shall be not less than twenty-four (24) hours prior to said meeting unless waived in writing.
- 6.5 Quorum and Voting: The Directors shall act only as a Board and the individual Directors shall have no power as such. At least fifty (50%) percent of the number of directors then in office shall constitute a quorum for the transaction of business. However, a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the meeting from time to time without notice until a quorum be at hand. The act of a majority of the Directors present at any meeting at which there is a quorum shall be an act of the Board of Directors.
- 6.6 Director's Action by Unanimous Written Consent: If and when the Directors shall, severally or collectively, unanimously consent in writing to any action to be taken by the ASSOCIATION, such action shall be as valid as though it had been authorized at a meeting of the Board.
- 6.7 Order of Business: The Board may from time to time, determine the order of business of its meetings.
- 6.8 Chairperson: At all meetings of the Board, the President or, in his or her absence, the Vice-President, or in the absence of both, the Chairperson chosen by the Directors present shall preside.
- 6.9 Vacancies in the Board: A vacancy shall be considered to exist whenever a member of the Board shall terminate his or her membership in the ASSOCIATION, die or become disabled, resign or be recalled. In addition, a vacancy shall also be considered to exist under the following condition:
 - 1) A Board member misses two (2) consecutive regular Board meetings and,

- 2) The Board at its discretion, then chooses to notify the Board Member that the Board Members missing of two (2) more regular Board Meetings in the future could result in that Board Members removal from the Board and,
 - 3) Following such notice, the Board Member does miss two (2) future regular Board Meetings (whether consecutive or otherwise), and the Board chooses to remove the Board Member from the Board. Whenever a vacancy in the Membership of the Board shall occur, the remaining Members of the Board shall have the power to select a member in good standing, as defined in sections 4.1 (a) and 4.8, of the ASSOCIATION to serve the unexpired term of the vacancy. The newly selected Board Member shall hold office only until the next Annual Meeting, regardless of the term of the member who vacated the office.
- 6.10 Recall of Board Members: Petition for recall of any Board Member may be initiated by any ASSOCIATION Member in good standing. Not less than thirty (30%) percent of the ASSOCIATION Members in good standing must sign a petition for the recall of the Directors in order for a special recall election to be held. A two-third (2/3) vote of the Members in good standing of the ASSOCIATION shall be sufficient to constitute recall of the Director.

Article Seven

OFFICERS

- 7.1 Executive Officers: The executive Officers of the ASSOCIATION shall be a President, a Vice President, a Secretary and a Treasurer. The Board shall elect from among their number, said Executive Officers at the first regular meeting of the Board following each Annual Meeting of Membership.
- 7.2 The President: Subject to the direction of the Board, the President shall be the Chief Executive Officer of the ASSOCIATION and shall perform such other duties as from time to time may be assigned him or her by the Board. The President shall be an Ex-Officio Member of all Committees. It shall be the responsibility of any outgoing President of the ASSOCIATION to call and preside over the first regular meeting of the Board following each Annual Meeting when the new President of the ASSOCIATION is elected by the Board. Immediately upon election of the new President, the outgoing President shall be discharged of his or her duties and his or her term of office shall then end.
- 7.3 The Vice-President: The Vice-President shall have such power to perform such duties as may be assigned to him or her by the Board or President. In the case of the absence or disability of the President, the duties of the office shall be performed by the Vice-President.
- 7.4 The Secretary: The secretary shall keep the minutes of all proceedings of the Board and Membership meetings and, further shall maintain a file containing copies of all minutes of the Board Meetings, Standing and Ad-Hoc committee meetings and

Membership Meetings in books provided for that purpose: he or she shall have custody of such books and papers as the Board may direct, and he or she shall in general perform all of the duties incidental to the office of Secretary; subject to control of the Board and President; and shall also perform such other duties as may be assigned to him or her by the President or by the Board.

- 7.5 The Treasurer and Membership Chairperson: The Treasurer shall have the responsibility for all the receipts, disbursements, funds and securities of the ASSOCIATION and shall perform all duties incidental to the office of Treasurer, subject to the control of the Board and the President. He or she shall perform such other duties as may, from time to time, be assigned to him or her by the Board or President. If required by the Board he or she shall give a bond of faithful discharge of his or her duties in such sum as the Board may require. The Treasurer shall be bonded and bond paid by ASSOCIATION.
- 7.6 Subordinate Officers: The President, with the approval of the Board, may appoint such other officers and agents as the Board may deem necessary, who shall hold office at the pleasure of the Board, and who shall have such authority and perform such duties as from time to time may be prescribed by the President.
- 7.7 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board, from among its Member for the unexpired portion of the term.

Article Eight

COMMITTEES

- 8.1 Appointment of Committees: The Board shall, from time to time, as deemed necessary and desirable, appoint committees for the purpose of formulating, carrying out, or furthering the purposes of the ASSOCIATION. The Board will elect the Chairman of each committee or each committee will select a Chairperson which will be approved by the Board.
- 8.2 Standing Committees: Anything above notwithstanding, the following standing committees ("Standing Committees") shall serve the Board and the ASSOCIATION on a continuing basis:
- A) COMMUNICATIONS
 - B) ENVIRONMENTAL COMMITTEE
 - C) BOATING AND LAKE SAFETY COMMITTEE
 - D) AUDIT COMMITTEE
 - E) SOCIAL COMMITTEE
 - F) POLITICAL ACTION COMMITTEE (PAC)
- 8.3 Communications: The Communications Committee is responsible for providing information to its Members and other riparians as may be deemed necessary or beneficial by the Board. The forms of communication may include but not be

exclusive to print and electronic forms, such as the ASSOCIATION newsletter, web site, social media, e-mail and any other forms of communication.

8.4 Environmental Committee: The Environmental Committee shall advise the Board in preserving and enhancing the ecological conditions within the AREA. The Committee shall be responsible for utilizing budgeted ASSOCIATION funds to employ contractors on behalf of the ASSOCIATION in order to promote lake ecology and recreational enjoyment. The Committee responsibilities shall include:

- 1) Developing a long-range program for ecological preservation and enhancement within the AREA and Maceday Lotus Lakes in particular.
- 2) Securing Professional assistance where the Committee deems necessary to pursue the ecological goals of the Committee.

8.5 Boating and Lake Safety Committee: The Boating and Lake Safety Committee is responsible for advising and assisting the Board as to the use of Maceday Lotus Lakes for lake activities during all seasons and shall further recommend ways and means of encouraging the ASSOCIATION Members to safely use Maceday Lotus Lakes. In addition, the Boating and Lake Safety Committee shall be responsible for management of disbursements in fulfilling these responsibilities. The Boating Committee shall:

- 1) Recommend boating rules and regulations and safe lake usage during winter months.
- 2) Propose programs to encourage Maceday Lotus Lakes Community involvement in safe lake activities.

8.6 Audit Committee: The Audit Committee shall meet at least annually to review the receipts and disbursements of ASSOCIATION funds conformity with generally accepted accounting principles regularly applied.

8.7 Social Committee: The Social Committee is responsible for advising and assisting the Board as to social and related activities within the AREA which activities encourage member involvement.

8.8 Political Action Committee (PAC): The PAC shall assist the Board and the ASSOCIATION in pursuing the common interests of the ASSOCIATION as they relate to Maceday Lotus Lakes. The PAC shall voice these interests to local, state and the federal governments for the benefit of the ASSOCIATION Members.

Article Nine

FINANCES

- 9.1 Admission Without Previous Years Dues: Recorded new ownership of a residential building and or site shall establish the owner as a Member of the ASSOCIATION without payment of previous year's dues.
- 9.2 Annual Dues: The Annual dues shall be determined annually by the Members at the Annual Meeting.
- 9.3 Payment of Dues: The annual dues shall be payable in one annual installment, to be paid on the first day of February during the period of such Membership.
- 9.4 (deleted)
- 9.5 Fiscal Year: The fiscal year of the ASSOCIATION shall begin April 1.

Article Ten

SIGNATURES OF CONTRACTS, CHECKS AND OTHER INSTRUMENTS

- 10.1 Signatures on checks and other instruments: All checks, drafts, or demands for money and/or notes of the ASSOCIATION shall be signed by such officer(s) or such person(s) as the Board may from time to time designate. Any check or draft in excess of One Thousand (\$1000.00) Dollars shall be executed by more than one (1) officer or designated person.
- 10.2 Contract Signatures: Any Member of the Board is authorized to and shall have the power to sign any contracts on behalf of the ASSOCIATION for the expenditure of ASSOCIATION Membership approved budgeted funds or for the expenditure of funds approved by the Board.
- 10.3 Signatory Authority When Not Specified: The Board may in any instance, designate the officers and agents who shall have the authority to execute any contract, conveyance, or other instrument on behalf of the ASSOCIATION or may ratify or confirm any execution. When execution of any instrument has been authorized without specification of the executing officers or agents, the President and the Secretary or Treasurer may execute the same in the name of the ASSOCIATION. Any contract calling for an expenditure in excess of Two Hundred Fifty (\$250.00) Dollars shall require prior approval of Board of Directors.
- 10.4 Policy or Procedure: Policy or procedure shall be brought before the Board for approval and shall be promulgated under ASSOCIATION name and Presidents signature.

Article Eleven

LOSS OF PROPERTY

- 11.1 No Liability: The Board shall not be liable or responsible for the destruction or the loss of or damage to the property of any Member or a guest of any Member, or visitor, or other person.

Article Twelve

INDEMNIFICATION OF CORPORATE AGENTS

- 12.1 Proceedings Against Corporate Agents: The ASSOCIATION shall have power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that the person is or was a director, officer, employee, or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. The ASSOCIATION shall have the power to indemnify the director, officer, employee, or agent of the ASSOCIATION, only if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the ASSOCIATION or its Members, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, of itself shall not create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the ASSOCIATION or its Members, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- 12.2 Proceedings by or in the Right of the ASSOCIATION: The ASSOCIATION shall have the power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or complete action, or suit, by or in the right of the ASSOCIATION, to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. The indemnification expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit. The ASSOCIATION shall have the power to indemnify any person only if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the ASSOCIATION or its Members. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the ASSOCIATION unless and only to the extent that the court in which such action or suit was brought shall determine

upon application that despite the adjudication of liability, though in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- 12.3 Association Agent Successful in Proceeding: To the extent that a director, officer, employee, or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.
- 12.4 Determination that Indemnification is Proper: Unless ordered by a court, any indemnification under Section 561 or Section 562 of the Michigan Business Corporation Act (hereinafter referred to as the Act) shall be made by the ASSOCIATION only as authorized in the specific Section upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in those sections. Such determination shall be made in either of the following ways;
- a) By the Board upon a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding:
 - b) If such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, and :
 - c) By the Members.
- 12.5 Expenses Payable in Advance: Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 561 or 562 of the Act may be paid by the ASSOCIATION in advance of the final disposition of such action, suit, or proceeding, as authorized in the manner provided in Section 564a of the Act, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it ultimately shall be determined that the person is entitled to be indemnified by the ASSOCIATION.
- 12.6 Rights not Exclusive: Further provisions may be made to indemnify directors or officers in any action, suit, or proceeding referred to in Section 561 or 562 of the Act whether contained in the Articles, By-Laws, a Resolution of Members or directors, an agreement or otherwise, so long as such provisions are not in conflict with section 561 to 565 of the act. Nothing contained in section 561 to 565 of the Act shall effect any rights to indemnification to which persons other than directors and officers may be entitled by contract or otherwise by law. The Act continues as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, personal representatives and administrators of such person.
- 12.7 Liability Insurance: The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer,

employee or agent of the ASSOCIATION, or who is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such capacity or arising out of that persons status as such, whether or not the ASSOCIATION would have power to indemnify that person against liability pursuant to the Act.

Article Thirteen

PARLIAMENTARY AUTHORITY

- 13.1 Robert's Rules of Order: The rules contained in the most recent edition of Robert's Rules of Order shall be the parliamentary authority in all cases not covered by these By-Laws.

Article Fourteen

AMENDMENTS TO BY-LAWS

- 14.1 The By-Laws may be amended at any Annual Meeting or any properly called Special Meeting of Members, by a majority of the Members present.

UPDATE:

These By-Laws were updated to a computer word processor with changes made only to correct spelling, typographical errors, and to update to be consistent with changes in Michigan Business Corporation Act. (Ref. Article Twelve) One copy of these By-Laws, on computer disk along with a marked up draft of the Article Twelve update will be kept by the Secretary, and another copy will be kept by the Treasurer. The date of this update is May 15, 1995.

UPDATE: 4-8-96

Per motion passed at 2-19-96 Board meeting and a unanimous vote at the 3-11-96 General Membership Meeting, "Article 5.1" was changed from March 15 to May 15.

UPDATE 5-6-2014

Removed requirement for Associate Membership to be applied for in writing.

Removed requirement for joint owners to register the voting member.

Standing Committees updated for names, chairperson selection process and descriptions and/or responsibilities.

Removed dues default section.

Increased the dollar limit for extra signature on checks.

Changes made to correct typographical, formatting and grammatical errors. Some language clarified.