

**KAY'S BAYVIEW SUBDIVISION IMPROVEMENT ASSOCIATION, INCORPORATED**  
**BY-LAWS**  
as AMENDED NOVEMBER 13, 2022

**ARTICLE I - NAME**

**Section 1:** The name of the organization shall be the KAY'S BAYVIEW SUBDIVISION IMPROVEMENT ASSOCIATION, INCORPORATED, a Michigan non-profit corporation.

**ARTICLE II - PURPOSE**

**Section 1:** The purpose of the Association is to promote and protect the public health, welfare, safety, and the value of real property in the KAY' S BAYVIEW SUBDIVISION, St. Clair Shores, Michigan; to form a congenial social group; to enjoy the advantages of boating, swimming, fishing, skating and harmonious community living as may be organized and promoted by the members of the Association and which are specially adapted to the location and water advantages of our Subdivision; to engage in any other program of activity which may from time to time be deemed beneficial to the Association; to buy and sell real estate necessary to carry out the purposes of this Association; to hold in trust, for the benefit of all lot owners in the KAY'S BAYVIEW SUBBDIVISION, any legal documents, deeds. etc., which may be entrusted to its care.

**ARTICLE III -MEMBERSHIP**

**Section 1:** Membership in the association shall be mandatory. Such membership is limited to those persons owning a fee simple interest or land contract vendee's interest in property/real estate located in KAY' S BAYVIEW SUBDIVISION, St. Clair Shores, Michigan. (In the case of a land contract vendee, such ownership in the property shall take precedence over the fee title holder and the land contract vendee is deemed the member).

**Section 2:** The Executive Board shall review all new applicants for the purpose of complying with Article III, Section 1.

**Section 3: Voting privilege.** The voting privilege shall extend only to members in good standing in the Association. Each residence as constructed on one or two lots as originally subdivided as KAY'S BAYVIEW SUBDIVISION, shall now be entitled to one vote. Notwithstanding, the fact that two or more persons are joint owners of such real property, such joint owners shall be only entitled to one vote.

**Section 4: Suspension.** Any member whose dues (maintenance fees) and special assessments are unpaid after September 30 of each year, shall be deemed delinquent and ineligible to vote and shall be automatically suspended. The member, however, may contest such suspension by requesting a hearing before the Board and supplying, at least ten (10) days prior to any Board meeting, any issues/documentation in objection to said suspension.

**Section 5: Lien/ Encumbrance Upon Real Estate.** The required dues/maintenance fees and properly approved special assessment shall become a lien and encumbrance upon the property or

lot(s) of a member/lot owner, who have not paid such dues or assessments in full within one (1) year of due date of same. Such lien will be recorded as against the real estate and shall bear interest on the unpaid account in the amount of six (6 %) percent per annum.

**Section 6: Reinstatement.** Any member who shall be suspended from membership may be reinstated by proper payment of all delinquent dues/maintenance fees and special assessments, including interest and the cost of any filing fees with the Register of Deeds for the release of lien.

#### **ARTICLE IV - RULES OF ORDER**

**Section 1:** Robert's Rules of Order shall govern the conduct of all meetings of the Association.

#### **ARTICLE V - FINANCES**

**Section 1:** Financial support of this Association shall be primarily by means of annual dues, maintenance fees and special assessments as established by the members from time to time:

- (a) The payment of no less than One Hundred Twenty (\$120.00) Dollars per calendar year per membership and made payable to the Treasurer of the Association upon presentment of invoices.
- (b) Maintenance assessments and other support items as established by the membership from time to time, payable to the Treasurer of the Association.

All such maintenance fees and assessments shall be due and payable to the Corporation at or before the general meeting in the Spring of each year.

**Section 2:** In addition, all monies derived from social functions, donations, bequests, etc., shall be deposited in the general fund.

**Section 3:** Single item expenditures over Five Hundred (\$500.00) Dollars shall require the approval of a majority of the members in attendance at any special or general meeting or by a majority giving written approval of same.

**Section 4:** Special assessments require that notice be given to all members of the Association. Approval shall require fifty-one (51 %) percent of the members in good standing.

#### **ARTICLE VI - MEETINGS**

**Section 1:** Meetings of the general membership shall be held semi-annually every Spring and Fall. The membership shall be notified at least ten (10) days prior to such meetings. The general membership may meet by electronic means, if the Board approves such an electronic meeting by a 2/3 vote, and notice in writing is given not less than ten days in advance of the meeting, so long as all members shall have the ability to discuss and vote on all business items. Members have the responsibility to obtain the technology specified in the notice to the meeting. Standing rules for the electronic meeting, including but not limited to the method to be used for gaining the floor and the procedure for submitting a motion in writing, shall be decided by the membership at or prior to the electronic meeting.

**Section 2:** At the first meeting of a newly elected board, they will select days and times for regular meetings. The Board has the right to cancel any such meetings if there is no business to be conducted by the Board. The Board, or any committees, may meet by electronic means, or may permit participation by electronic means at an otherwise in-person meeting, so long as all directors or committee members shall have the ability to discuss and vote on all business items. Directors and committee members have the responsibility to obtain the technology specified in the call to the Board or committee meeting.

**Section 3:** Special meetings of the members:

- (a) May be called by the President upon his/her own initiative;
- (b) May be called upon the request of ten (10 %) percent of the membership of record who are in good standing;
- (c) All such special meetings require notice to the membership at least ten (10) days prior to such special meetings.

**Section 4:** Special meetings of the Executive Board:

- (a) May be called by the Chairperson of the Executive Board;
- (b) Shall be called upon the request of the majority of the Board.

**Section 5:** Quorums for the proper convening of the meetings shall be:

- (a) For the membership meetings, ten (10%) percent of the membership in good standing
- (b) For the Executive Board, a majority fifty-one (51%) percent of the membership of the Board, except in cases of extreme emergency.

## **ARTICLE VII - ELECTIONS**

**Section 1:** The election of officers for the Association shall be held at the regular annual Spring meeting of the general membership.

**Section 2:** Only members as stated in Article III, Section 3, shall be eligible to vote.

**Section 3:** At least four weeks prior to the designated election meeting (regular annual Spring meeting), the Board Nominating Committee shall review candidates for the Board of Directors to ensure that the nominees are eligible for election to the Board under these Bylaws. The nominees shall be presented to the Board at least two (2) weeks prior to the election meeting.

- (a) At said Election Meeting, ample opportunity shall be provided for additional nominations from the floor;
- (b) Only members in good standing shall be eligible for nomination or election to office;

- (c) Notice of the election shall be given with the regular notice of the meeting, together with the slate as proposed by the Nominating Committee;
- (d) The election shall be by secret ballot and the candidates receiving the majority of votes shall be deemed elected.

**Section 4:** At each election, four new Directors shall be elected to replace four (4) retiring Directors for a period of two (2) years.

**Section 5:** A retiring Director is eligible for nomination and may be elected to an immediate additional term.

## ARTICLE VIII - BOARD OF DIRECTORS

**Section 1:** The duly elected Board of Directors shall, within one (1) month after the general election, convene and elect from within their own group the following officers and committees for a period of one (1) year:

President	Regulations Officer
Vice President	Public Relations Officer
Secretary	Maintenance Committee (3 members)
Treasurer	Social Committee (3 members)

**Section 2:** The business, property and affairs of this Association shall be managed by the elected Board of Directors composed of twelve (12) members of this Association.

**Section 3:** All Directors shall be eligible to vote on any matter at all meetings of the Board of Directors.

**Section 4:** Any action by Directors pursuant to these By-Laws shall be deemed a valid corporate action.

**Section 5: Removal of Officers.** Any officer may be removed by the Board whenever, in the judgment of the Board, the interests of the Corporation will be served thereby.

**Section 6: Power to Fill Vacancies.** The Board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

**Section 7: Power to Appoint Committees.** The Board shall have the power to appoint any special committees for a specific purpose.

**Section 8: Power to Require Bonds.** The Board shall have the power to require any officer or agent to file with the Corporation any bonds required in a special capacity, as an officer or for agents engaged in business with the Corporation.

**Section 9: Membership Committee.** The Board of Directors shall constitute the membership committee which shall have the power to approve or disapprove all applications for membership as outlined in Article III Section I

**Section 10: Loss of Property.** The Board of Directors shall not be liable or responsible for the destruction or the loss of or damage to the property of any member or the guest of any member or visitor or other person and shall be deemed held harmless by the Corporation of any and all liability resulting in litigation.

## **ARTICLE IX - DUTIES of OFFICERS**

**Section 1: President.** The President shall be the Chief Executive Officer of the Association. He or she shall preside over all meetings of the Board and General Membership and shall see that their orders are carried into effect. He or she shall oversee all officers and committees to see that they are functioning properly. He or she is to ensure that contact is maintained with all outside groups that affect the Association, such as maintenance groups. He or she is to provide for Association representation where appropriate at meetings of such outside groups. He or she shall call all Board and General Membership meetings pursuant to the authority of these By-Laws. He or she shall establish the order of business at all Association meetings.

**Section 2. Vice President.** The Vice President performs the duties of the President at meetings in the absence of the President. He or she assumes the office of President if said office is vacated before the President's term expires. He or she sees that all Board members are notified of future Board meetings. He or she arranges for refreshments and a meeting place for all meetings. He or she sees that Robert's Rules of Order are followed at all meetings and that decorum is maintained.

**Section 3: Secretary.** The Secretary shall record in the Association books the true minutes of the proceedings in all Association meetings. He or she shall send and receive all correspondence and file all legal documents for the Association. He or she shall act as the Association Resident Agent and maintain an Association Registered Office. He or she shall prepare and distribute to the General Membership all meeting notices, newsletters, and circulars, except dues notices.

**Section 4: Treasurer.** The Treasurer shall have the custody of all Association funds and keep accurate records of all receipts and disbursements in the Association books. He or she shall maintain necessary bank accounts in the name of the Association. He or she shall disburse funds as directed by the Board. He or she shall issue all dues and/or special assessment notices (invoices) and collect all dues and/or special assessments. Statements of dues and/or special assessments of homeowners shall include any past due monies. He or she shall report all financial transactions at Board and General Membership Meetings. He or she shall be a member of the Budget Committee. If required by the Board, he or she shall deliver to the President of the Association, and shall keep in force a bond in form, amount and with sureties satisfactory to the Board. This shall be done at the expense of the Association. In case of resignation, retirement, or death, all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control and belonging to the Association shall be returned to the Board immediately. The records of the Treasurer shall always be available to the Board and to the Trustees.

**Section 5: Regulations Officer.** The regulation Officer shall enforce the KAY'S BAYVIEW SUBDIVISION Building and Use Restrictions as filed and recorded October 8, 1940. Liber 416, Pages 461, 462 & 463, Register of Deeds, Macomb County, Michigan. He or she shall act as Trustee. He or she shall be a member of the Nominating Committee.

**Section 6: Public Relations Officer.** The Public Relations Officer: shall keep a current list of all residents and property owners in the Association and shall prepare and distribute copies of said list to all Association members once a year. He or she shall welcome new residents and inform them of the Association and the rights and responsibilities involved. He or she shall present them with a list of park rules, a property owners list, and a list of the Association officers. He or she shall act as Trustee and be a member of the Nominating Committee.

**Section 7: Maintenance Committee.** The Maintenance Committee shall consist of three (3) Board members and shall be responsible for the following areas of maintenance, as well as any others deemed appropriate by the Board:

- (1) Lakefront Park and related equipment maintenance
- (2) Beach and swimming area maintenance
- (3) Jefferson Island maintenance

In addition to the above duties, the members of the Maintenance Committee shall elect a chairperson who will be responsible for the proper execution of the aforementioned duties and will report the actions of the committee at Association meetings. The chairperson of the Maintenance Committee shall sit on the Budget Committee.

**Section 8: Social Committee.** The Social Committee shall consist of three (3) Board members and shall be responsible for the following social events as well as any others deemed appropriate by the Board:

- (a) Association annual summer picnic
- (b) Association annual fall sing-a-long

In addition to the above duties, the members of the Social Committee shall elect a chairperson who will be responsible for the proper execution of the above social events. He or she shall also report the actions of the Social Committee at all Association meetings. The chairperson of the Social Committee shall sit on the Budget Committee.

**Section 9: Budget Committee.** The Budget Committee consists of the Treasurer the President, the chairperson of the Maintenance Committee, and the chairperson of the Social Committee. The Budget Committee shall meet at least six (6) weeks before the Fall general meeting to determine a budget for the coming year. The fiscal year of the Corporation shall be deemed January 1 through December 31 of each year. Said budget shall be presented to the Board at least four (4) weeks before the general meeting. The Board will present the budget to the General Membership at the Fall general meeting.

**Section 10: Board of Nominating Committee.** The Board Nominating Committee shall consist of the Regulations Officer and the Public Relations Officer. It shall act in accordance with ARTICLE VII -ELECTIONS, Section 3.

**Section 11: Trustees.** The Trustees shall be the Regulations Officer and the Public Relations Officer. They shall audit the books before the last general meeting of the fiscal year and report to the General Membership on the financial status of the Association.

## **ARTICLE X - EXECUTION of INSTRUMENTS**

**Section 1:** All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by the treasurer and the presiding Executive Officer of the Board of Directors.

**Section 2:** The Board of Directors shall have the power to designate the officers who shall have the authority to execute any contract, conveyance or other instrument on behalf of this Corporation or to be held in trust for all members of the property owners in the KAY'S BAYVIEW SUBDIVISION.

#### **ARTICLE XI - DEFINITIONS**

**Section 1:** For the purposes of convenience, the terms Board, Board of Directors and Executive Board shall be construed as one and the same.

**Section 2:** The terms Association and Corporation shall be construed as the KAY'S BAYVIEW SUBDIVISION IMPROVEMENT ASSOCIATION, INCORPORATED.

#### **ARTICLE XII - BEACH PROPERTY**

**Section 1: Transfer of Ownership.** Any proposed transfer of ownership, either temporary or permanent, of any part of the beach property owned by the Association shall be made only if approved by two-thirds (2/3) of the members present at a General Membership meeting of the Association, provided that such proposed transfer of ownership shall have been included in the Secretary' s Notice of such meeting at which it is proposed to consider same.

#### **ARTICLE XIII - AMENDMENTS**

**Section 1:** These By-Laws may be amended, altered, changed, added to or repealed by a two-thirds (2/3) affirmative vote of the members in good standing present at any regular meeting or special meeting called for this purpose, provided:

- (a) That a true copy of any proposed change shall be first presented at a regular meeting for consideration but without formal action.
- (b) That a ten (10) day written notice, containing a true copy of the proposed change, shall be sent to the last known addresses of all members in good standing. This notice may be contained with other information or a notice of a general meeting.

