



## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

### Table of Contents

ARTICLE I: NAME, TITLE, AND PURPOSE .....	3
Section 1 Nonprofit Corporation.....	3
Section 2 Outlot G .....	3
Section 3 Purposes .....	3
Section 4 Insurance. ....	4
Section 5 Fiscal Year. ....	4
Section 6 Governing Documents .....	4
Section 7 Effective Date. ....	4
ARTICLE II: MEMBERSHIP .....	4
Section 1 Members. ....	4
Section 2 Good Standing. ....	4
Section 3 Non-resident Owners with Resident Tenants.....	5
Section 4 Amenities .....	5
Section 5 Voting .....	5
Section 6 Member Responsibilities.....	6
Section 7 Outlot G .....	6
ARTICLE III: BOARD OF DIRECTORS .....	6
Section 1 Composition.....	6
Section 2 Election of Directors and Officers. ....	6
Section 3 Nomination of Directors. ....	7
Section 4 Ballot.....	7
Section 5 Authority and Duties of Directors.....	8
Section 6 Rules .....	9
Section 7 Compensation of Directors and Officers.....	10
Section 8 Removal and Resignation of Directors .....	10
ARTICLE IV: OFFICERS.....	10
Section 1 President.....	10
Section 2 Vice President .....	11
Section 3 Secretary. ....	11
Section 4 Treasurer. ....	11
Section 5 Boat Club Director.....	12
ARTICLE V: DUES AND ASSESSMENTS.....	12



## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

Section 1	Annual Budget. ....	12
Section 2	Billing and Payment of Dues: .....	12
Section 3	Initiation Fees.....	12
Section 4	Special Assessments and Increases.....	13
Section 5	Delinquency. ....	13
ARTICLE VI: MEETINGS OF THE MEMBERS .....		13
Section 1	Annual and General Meetings of Members. ....	13
Section 2	Special Meetings of Members:.....	13
Section 3	Notice of Meetings.....	13
Section 4	Quorum and Majority.....	14
Section 5	Order of Business at Meetings. ....	14
Section 6	Proxies.....	14
Section 7	Action without a Meeting. ....	14
ARTICLE VII: COMMITTEES .....		14
Section 1	Committees: .....	14
Section 2	Boat Club Chairperson.....	14
Section 3	Appointment of Committee Chairpersons. ....	15
Section 4	Committee Responsibilities. ....	15
Section 5	Removal of Chairpersons and Committee Members. ....	15
Section 6	Social Committee Duties. ....	15
Section 7	Beach Committee Duties. ....	15
Section 8	Paddle Club Committee (“Paddle Club”) Duties. ....	16
Section 9	Boat Club Committee (“Boat Club”) Duties. Duties will include but not be limited to:...	16
ARTICLE VIII: AMENDMENTS, NON-WAIVER.....		16
Section 1	Amendment.....	16
Section 2	Non-Waiver.....	16
ARTICLE IX: INDEMNIFICATION, INSURANCE AND LIMITATION OF LIABILITY .....		17
Section 1	Indemnification of Directors and Officers. ....	17
Section 2	Limitation of Liability.....	17
ARTICLE X: SEVERABILITY .....		19



## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

# PINE LAKE MANOR CIVIC ASSOCIATION BYLAWS

The following Bylaws of the Pine Lake Manor Civic Association were duly adopted effective June 16, 2022, superseding and replacing in their entirety the Amended Bylaws adopted October 20, 2020.

### ARTICLE I: NAME, TITLE, AND PURPOSE

#### Section 1 Nonprofit Corporation.

Pine Lake Manor Civic Association. is a Michigan nonprofit corporation, hereinafter referred to as the “Association.”

#### Section 2 Outlot G

The Association, as representative of the property owners in Pine Lake Manor Subdivision and Pine Lake Manor Subdivision #1 (hereinafter the “Subdivisions”), is obligated to manage the property known as “Outlot G” of Pine Lake Manor Subdivision, a subdivision of part of the NE fractional  $\frac{1}{4}$  of Section 12, T.2.N., R.9.E., West Bloomfield Township, Oakland County, Michigan, as recorded in Liber 65 Page 10 of the Oakland County Plats (Parcel #18-12-253-001).

The Pine Lake Manor Subdivision Restrictions and Limitations, recorded at Liber 2896, Page 699, in the Oakland County Records, hereinafter the “Deed Restrictions” provide that “Outlot ‘G’ shall be reserved for the use of Pine Lake Manor and Proposed Pine Lake Manor #1 residents only.” (Note: Pine Lake Manor Subdivision, and Pine Lake Manor Subdivision #1 are the legal names of what are commonly referred to by residents as Pine Lake Manor and Pine Lake Manor 1, respectively, and which shall hereinafter be referred to as the “Subdivisions.”)

#### Section 3 Purposes

The purposes of the Association are as follows:

- A. To foster and improve the interest of all owners of property in the Subdivisions, hereinafter the “Owners,” consistent with the Articles of Incorporation for the Association;
- B. To provide by purchase, lease, or otherwise, recreation facilities and improvements for the common good and enjoyment of the Owners and their families;
- C. To promote the welfare and good fellowship of the Owners as their interest shall appear in property located in the Subdivisions and to promote the general welfare of the community;
- D. To manage and maintain Outlot G in the interests of all Owners, consistent with the Articles of Incorporation and the Deed Restrictions, including but not limited to setting and enforcing usage and safety regulations consistent with the Governing Documents, as defined below.



## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

### Section 4 Insurance.

The Association shall maintain commercial property damage and general liability insurance providing coverage for accidental death, bodily injury, medical, and property damage in such amounts as shall be specified in the Operating Procedures established by the Board of Directors. The insurance shall include coverage for liability of directors and officers of the Association.

### Section 5 Fiscal Year.

The fiscal year of the Association shall be the calendar year, Jan 1 through Dec 31.

### Section 6 Governing Documents

The Governing Documents shall include the Deed Restrictions, the Articles of Incorporation of Pine Lake Manor Civic Association, these Bylaws, and the Rules and Regulations established by the Directors pursuant thereto.

### Section 7 Effective Date.

The terms of these Bylaws shall apply prospectively, from the Effective Date hereof.

## ARTICLE II: MEMBERSHIP

### Section 1 Members.

#### A. Resident Members.

Individuals who meet one of the following criteria are Resident Members of the Association:

- i. Resident Owners who have declared to the State of Michigan that their property in the Subdivisions is their primary residence for tax purposes, and their co-residents; and
- ii. Resident Tenants with a current written lease for a property within the Subdivisions, who reside at the property for at least 70% (256 days) of the calendar year.

#### B. Voting Members.

Owners of record of improved lots in the Subdivisions, who have fully paid all Initiation Fees, Annual Dues, current installments on any Special Assessments, and any other financial obligation to the Association in accordance with the Governing Documents.

#### C. Vacant Lot Owners.

Owners of vacant lots in the Subdivisions are not eligible for membership, are not obligated to pay Dues and shall not be entitled to vote.

### Section 2 Good Standing.

Members in Good Standing include all Resident Members and Voting Members who have either:



## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

- A. Fully paid all Initiation Fees, Annual Dues, current installments on any Special Assessments, and any other financial obligation to the Association in accordance with the Governing Documents; or
- B. Delivered a signed, written Statement of Financial Hardship with an Officer or Director of the Association for the current fiscal year stating that the Member is unable to pay such Fees, Dues and/or Special Assessments due to personal Financial Hardship and will endeavor to make such payments as soon as they are able. A Statement of Financial Hardship delivered by mail or via email shall be effective only for the Fiscal Year in which it was delivered and recorded by the Association.

### Section 3 Non-resident Owners with Resident Tenants

All Owners shall remain solely responsible for the payment of all fees and dues required to remain a Member in Good Standing, and provided that such fees and dues are paid, the Owner shall retain the rights of a Voting Member, and the Resident Tenant shall hold all rights to the use of the Amenities during the term of such lease.

### Section 4 Amenities

Only Resident Members in Good Standing are granted the benefits of Outlot G Amenities, including beach access, boat slips if available, boat ramp and launch privileges, and eligibility to join the Boat and Paddle Clubs.

### Section 5 Voting

- A. Eligible Voters. Only Voting Members who have fully paid all Initiation Fees, Annual Dues, current installments on any Special Assessments, and any other financial obligation to the Association in accordance with the Governing Documents are eligible to vote on ballot issues.
- B. One Vote per Residence. Voting shall be restricted to one (1) vote per residence (regardless of the number of lots upon which the residence is located). When more than one person is a Resident Owner in a household, they among themselves shall determine who shall exercise that vote.
- C. Ballots. Votes must be cast in person except in the event of an emergency, as deemed by the PLMCA Board. In the event of an emergency, the Board may authorize absentee or remote voting for all Members in Good Standing, pursuant to Article III Section 4 below, in any such manner authorized by the Association which creates a record that may be retrieved and retained by the Association and which may be directly reproduced in paper form by the Association through an automated process. Cumulative voting shall not be permitted. Proxies are not permitted per Article VI Section 6 hereof.



## **PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS**

REVISED June 2023

### **Section 6 Member Responsibilities.**

All members of the Association shall assume personal responsibility for protecting and enforcing the rights and property of the Association and its members. Members must understand and abide by all the provisions of the Governing Documents, including the rules and regulations. Resident Members are encouraged to take part in programs or volunteer to perform committee work such as beach clean-up.

Guests shall be accompanied by a Resident Member in Good Standing in accordance with the Beach Rules maintained by the Beach Committee, Section 7, Outlot G Liability and Indemnification.

### **Section 7 Outlot G**

Outlot G is reserved for the exclusive use of the Resident Members in Good Standing. Members in Good Standing may use Outlot G and all the improvements located thereon or associated therewith including, without limitation, the beach, boat ramp, swim platforms, picnic areas, tables and grills, and, subject to membership in the Boat Club, boat slips, (hereinafter collectively "Outlot G Amenities").

All risks associated with the use of Outlot G and/or the Outlot G Amenities, are assumed by the individual using Outlot G or the Outlot G Amenities, on their own behalf and on behalf of their tenants, guests, and invitees, and all Members forever waive, and agree and covenant not to make any claim or institute any action whatsoever against the Association, its Officers, Directors, agents or employees, regarding any damages or injuries arising or resulting from, or occurring on, Outlot G and/or the Outlot G Amenities. Each Member and/or Owner, shall indemnify and hold harmless the Association, its Officers, Directors, agents, attorneys, and employees, from any claim asserted by any tenants, guests, invitees and/or other residents regarding loss, injuries or damages arising from, or associated with, or occurring on, Outlot G and/or the Outlot G Amenities.

## **ARTICLE III: BOARD OF DIRECTORS**

### **Section 1 Composition.**

The governing body of the Association shall consist of seven (7) Directors. Only Resident Members may serve on the Board of Directors. All Directors shall be Resident Members in Good Standing for at least one (1) year before serving on the Board. The Board shall be comprised of six elected Directors and the Boat Club Director. Two members of the same household shall not be allowed to serve on the Board simultaneously. Where possible, the President should ensure a smooth transition when a new President is elected by serving the Board for the following year in an advisory capacity.

### **Section 2 Election of Directors and Officers.**

Each elected Director shall serve a two (2) year term. Term of Office: At each Annual Meeting of the Association members, the number of Directors whose terms are expiring shall be elected by the Voting Members. The Directors shall hold office until their



## **PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS**

REVISED June 2023

successors have been elected and hold their first meeting. Directors may also serve as the elected Officers of the Association.

Immediately following each election of Directors, the Board of Directors shall elect a President, Vice President, Secretary, and Treasurer (collectively, the “Officers”) from among the Directors. Each such elected Officer shall serve a term of two (2) years and may be re-elected for successive terms.

The offices of President and Vice President shall not be held by the same person, and the Treasurer may not hold any additional Officer position. Other Directors may hold multiple Officer positions.

Directors may nominate themselves, or other Directors. Where more than one Director is nominated for the same position, the Directors shall vote to determine the appointment.

The Secretary shall publish the list of Directors and Officers, as defined in Article IV, by the end of the fiscal year.

Officers may be removed by the Board of Directors with cause including, without limitation, for reasons such as unexcused absences, or loss of eligibility. Upon resignation or removal of an Officer, the Board of Directors may replace such officer in the same manner as provided above.

### **Section 3      Nomination of Directors.**

Members in Good Standing wishing to nominate themselves for the Board of Directors election may do so in writing or electronically two weeks prior to the election. Members in Good Standing may also nominate themselves from the floor during the meeting and will be added as a write-in on the ballot. All candidates must be physically or virtually present at the meeting and assert they are willing to serve.

### **Section 4      Ballot.**

Election of Directors shall be by secret printed ballot, or, in the case of an uncontested slate, by an agreed upon voting procedure as set forth in Robert’s Rules of Order (i.e., by acclamation, show of hands, rising vote, by voice, etc.), unless a remote meeting is held due to a health or safety concern where an in-person election is not in the best interests of the overall membership in which event voting shall be conducted by the available means if secret voting is not feasible. Qualified nominees receiving the greatest number of votes cast for the respective offices shall be declared elected. In the event of a tie, the President shall nominate a new set of tellers who shall recount and record the votes cast, proceed with a tabulation of the voting, and report their findings. Should the recount disclose a tie vote, a revote shall be taken until the tie is broken.

The Boat Club shall elect a Boat Club Chairperson, who upon confirmation by the Board of Directors, shall automatically join the Board as Boat Club Director.



## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

### Section 5

#### Authority and Duties of Directors

The Board of Directors shall have all the authority necessary to administer the Association's affairs and to perform the Association's responsibilities and to exercise its rights as set forth in the Governing Documents, provided that such rights and powers are not inconsistent with the laws of the State of Michigan or West Bloomfield Township ordinances. This shall include the following specific authority and duties:

- A. Manage and maintain Outlot G and adopt reasonable rules and regulations for the use thereof, including the conduct of the Association Members and their guests, by adopting and publishing Rules and having discussions with those not in compliance.
- B. Suspend a member's voting rights and the right to use the Outlot G if the member is not in Good Standing, or for lack of compliance with the Governing Documents.
- C. Prepare a Five-Year Plan, to be presented at each Annual Meeting of Members. The purpose of the Five-Year Plan is to plan for the maintenance and improvements of the Outlot G and other assets of the Association for the next five years, by defining the needs and opportunities for the Association, proposing initiatives, funding, and guiding the development of the budget. In addition, the Board will present to the Members an analysis of changes in the Five-Year Plan from year to year. The Board of Directors does not, however, have the authority to act on the content of any Five-Year Plan unless explicitly directed by membership resolution or budget approval by the membership.
- D. Adopt rules for and establish authority over all committees, clubs, and special or subcommittees as created, appointed, and defined in Article VII.
- E. Approve rules and operational procedures maintained by such committees and clubs, except where expressly otherwise set forth herein.
- F. Exercise authority not reserved to the Membership and authorized by these Bylaws, The governing Documents, and the Rules.
- G. Levy and collect assessments, dues, and fees, and to use the proceeds thereof for the purposes of the Association, and as further described in Article V hereof.
- H. Carry insurance and to collect and allocate the proceeds thereof.
- I. Employ and supervise managers, attorneys, independent contractors, or such other employees as the Board of Directors may deem necessary to perform its functions.
- J. Maintain existing agreements, establish new agreements deemed to be in the interest of the Association, and collect funds attributable to such agreements. Funds collected are to be expended for the benefit of the Association. No new agreements shall be established that may materially affect the benefits enjoyed by





## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

the Members of the Association without prior discussion at a meeting of the Association.

- K. Expenditures: The Board of Directors shall be authorized to approve a non-budgeted expense, not to exceed \$1,000.00, without approval of the Voting Members.
- L. Emergencies: Where, in the opinion of the Board of Directors, an emergency condition arises, the Board shall be authorized to incur attorney fees or other professional fees not to exceed \$2,000.00.
- M. Supervise the Association's officers, contractors, and volunteers to ensure proper and ethical performance of the assigned duties.
- N. Appoint Standing Committee Chairpersons and a PLPOA representative as defined in Article VII Sections 1-3. The Board will appoint Resident Members of the Association to serve on the standing committees defined in Article VII by December 31 each year. Pine Lake Property Owners Association, herein referred to as "PLPOA," is a separate, unrelated Michigan nonprofit corporation of lakefront property owners, businesses, and associations with lake frontage, established to protect the health, safety and general welfare of the Pine Lake community as well as the property rights of the owners.
- O. Conduct an annual review of the Association finances and provide a Statement of Association Finances to the Members that includes the following:
  - i. Total revenue collected from the Members and other sources.
  - ii. Total Expenses by line item, actual and budgeted.
  - iii. Details for any extraordinary expenses, including all non-routine or non-budgeted expenses such as seawalls, other major projects, legal expenses, etc.
  - iv. An aggregate report of all Association Finances, and a separate accounting for the Boat Club Committee.
  - v. Any additional available detail on Association Finances that may be requested in writing by a Member in Good Standing, which detail shall be provided in writing with 30 days of receipt of such request.

### Section 6 Rules

Reasonable Rules consistent with the Governing Documents and in furtherance of the purposes of the Association may be adopted and amended from time to time by the Board of Directors or by the Committees with approval of the Board of Directors pursuant to Article VII below (the "Rules"). Copies of all such Rules shall be furnished to all Voting and Residential Members in accordance with the notice requirements of Article IV Section 3 below and shall become effective thirty (30) days after mailing or delivery thereof to the Members. A Rule may be revoked at any time by simple majority of Voting Members present at a Membership or Special Meeting. Requests for such Rule revocations by Members in Good Standing may be submitted in writing to a Director, and such requests shall be considered at the next scheduled Membership Meeting.



## **PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS**

REVISED June 2023

### **Section 7 Compensation of Directors and Officers.**

The Directors and Officers shall not be compensated for the performance of services for the Association. However, by resolution of the Board of Directors may be reimbursed for actual expenses incurred in the performance of their duties.

### **Section 8 Removal and Resignation of Directors**

A Director may resign at any time by giving written notice to the Secretary or President. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt.

A Director elected by the Members or appointed by the Board may be removed for cause by majority vote of all the Voting Members at an Association or Special Meeting called for that purpose with due notice of the removal action proposed to be taken, and a successor may then and there be elected by the Voting Members to fill the vacancy thus created. A Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting.

The Boat Club Director/Chairperson removal follows removal procedure defined in Article VII Committees.

Upon removal or resignation of a Director, a Special Election to elect a Director to complete the term of the Director who has resigned or been removed shall be conducted at the next regularly scheduled meeting of the Members in the manner set forth herein for the regular Election of Directors.

## **ARTICLE IV: OFFICERS**

The Officers shall be elected and removed as provided in Article III Section 2, hereinabove. Each Officer shall serve a two (2) year term. The officers shall have the duties set forth hereinbelow, and such other duties, powers and responsibilities as shall, from time to time, be authorized by the Board of Directors.

### **Section 1 President.**

The President shall:

- A. Preside at all meetings of the Association and of the Board of Directors.
- B. Confirm all standing and special committees and be ex-officio member of such committees.
- C. Call a meeting of the Board of Directors at such times as he/she may deem advisable and shall call special meetings of the Board at the request of two members of the Board.
- D. Perform duties as directed by the Board and of the Association as expressed at their respective meetings.
- E. Conduct the affairs of the Association in a manner consistent with the authority and responsibility pertaining to his/her office.
- F. Represent the Association at the Pine Lake Property Owner Association meeting(s) or appoint a representative to fulfill the duty. A Director may serve consecutively on both PLMCA and PLPOA Board.



## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

### Section 2 Vice President

The Vice President, in the absence of the President, shall discharge the duties of the President. The Board may assign additional responsibilities, as required.

### Section 3 Secretary.

The Secretary shall:

- A. Send notice of all meetings of the Board of Directors and of the members of the Association.
- B. Attend all such meetings and keep a true and accurate record of their proceedings.
- C. Carry on the correspondence of the Association, and coordinate and send out newsletters.
- D. Perform such other duties as defined in the Bylaws or instructed by the Board of Directors of the Association.
- E. Maintain a copy of the Operational Procedures for the Board of Directors and each Committee. On an annual basis, a request shall be sent to the Board of Directors and each Committee Chairperson for a current copy of the Operational Procedures.

### Section 4 Treasurer.

The Treasurer shall:

- A. Collect and account for all moneys received by and expended for the use of the Association and shall make disbursements only as authorized by the Board of Directors or the membership. Committees collecting authorized assessments shall turn all such moneys over to the Treasurer for disbursement.
- B. Deposit all moneys in the bank approved by the Board of Directors.
- C. Disbursed funds will be signed by two authorized officers, either by check or electronically.
- D. The authorized signers on the Association's accounts shall be the current President, Secretary, or Treasurer.
- E. Submit a Year-To-Date financial report at the Board Meetings. Board approval is required before financial reports are presented at Association Meetings.
- F. Maintain a complete list of all residents and landlords and produce a Members in Good Standing list.
- G. Coordinate and support the annual review of the Association's financials records by the Board of Directors or by a competent auditor selected by the Board prior to the Annual Meeting.
- H. Prepare a budget of proposed revenues and expenses for the forthcoming year to be presented to the membership at the Annual Meeting.
- I. Records: When the term of office of the Secretary and/or Treasurer expires, they shall deliver to their successor(s) all funds, books, papers, and other property belonging to the Association which is in their possession or under their control, and, in the absence of such successor, they shall deliver all such funds, books, papers, and other property to the President of the Association at expiration of the term.



## **PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS**

REVISED June 2023

### **Section 5      Boat Club Director.**

The Boat Club Director shall be responsible to:

- A.      Carry out the Boat Club duties as defined in the Boat Club Operational Procedures.
- B.      Provide updates to the Board of Directors on activities and status of the Boat Club.
- C.      Coordinate activities with the Beach Chairperson and Treasurer, as necessary.
- D.      Ensure the fairness and transparency of the process for assignment of mooring / boat slips in the marina.

## **ARTICLE V: DUES AND ASSESSMENTS**

### **Section 1      Annual Budget.**

The Board of Directors shall establish an annual budget for each fiscal year which shall project all expenses for the forthcoming year which may be required for the proper operation, management, and administration of the Association, including the amenities of Outlot G, which shall include a reasonable allowance for reserves.

The funds of each committee will be separate from the funds of the Association. If there is any transfer of funds from a committee to the Association, the transfer must be approved by a majority vote of the committee.

The Board shall maintain a reserve fund for emergencies and future projects.

The Budget shall be presented to the Voting Members at the Annual Meeting for a vote, which shall be deemed approved by a simple majority of the Voting Members who are present at the Annual Meeting. In the absence of a new Annual Budget, each Owner shall pay the Dues required the prior fiscal year.

The Treasurer shall maintain separate accounting for the Boat Club such that Boat Club income and expenditures may be accounted for separately or in combination with the overall income and expenses of the Association. The Treasurer shall provide, upon request, reporting on the budget and expenditures of the Boat Club.

### **Section 2      Billing and Payment of Dues**

Dues, as approved by the general membership, are assessed annually, payable in advance, and shall apply to each residence in Pine Lake Manor Subdivision and Pine Lake Manor Subdivision #1. On or before March 1 of each year the Treasurer shall prepare and issue or distribute consolidated Association, Boat Club and Paddle Club invoices to each residence. The invoice shall specify the dues, initiation fee, if applicable, and any special assessments. Dues are to be paid by April 15 of the current year. The Association survey, Boat Club application form, Paddle Club application, and/or any other Association or committee forms may also be included in the notice.

### **Section 3      Initiation Fees.**

When ownership of a property changes, an Association initiation fee in the amount as is determined by the general membership at the Annual Meeting shall be paid for such



## **PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS**

REVISED June 2023

property. This fee is payable when the new Owner applies for membership. Initiation fees are not transferrable to a new Member.

Members in Good Standing wishing to participate in the Boat Club and Paddle Club shall pay annual dues and fees as further detailed in the Boat Club Operational Procedures.

### **Section 4 Special Assessments and Increases.**

Increases to initiation fees, annual dues, and/or special assessments shall be approved by a simple majority of Voting Members in good standing who are present at a Membership/or Special Meeting called for that purpose. The Membership or Special Meeting notice must indicate there will be a vote on increases to initiation fees, annual dues, and/or a special assessment.

### **Section 5 Delinquency.**

All members whose dues remain unpaid by May 1 of the current year shall be delinquent and shall forfeit all benefits of membership in the Association, including voting rights, beach access and use of Outlot G amenities, and club membership. It shall be the responsibility of the Treasurer and Secretary, in joint action, to prepare a "List of Members in Good Standing" and distribute it to all Owners in the Subdivisions not later than June 1.

## **ARTICLE VI: MEETINGS OF THE MEMBERS**

### **Section 1 Annual and General Meetings of Members.**

The Annual Meeting of Members shall typically be held during the month of October, at such date, time and place designated by the Board of Directors. The Board may elect to hold meetings remotely and may permit electronic voting.

The purpose of the Annual Meeting shall be for the election of Directors in accordance with Article III hereof, approval of the Annual Budget, approval of the annual dues, and for the transaction of such other business as may be indicated in the written notice of the Annual Meeting. An additional General meeting shall be held typically in June of each year.

### **Section 2 Special Meetings of Members:**

Special meetings of the Association may be called by the President or by a simple majority of the Board of Directors, or upon petition in writing addressed to the President or the Board of Directors duly signed by twenty-five or more Voting Members in Good Standing. Nothing shall be acted upon at any special meeting except the purpose or purposes for which said meeting was specifically called.

### **Section 3 Prior Notice of Meetings.**

At least ten (10) days, but not more than sixty (60) days, advance written notice of the time, place and purpose of all Meetings of Members shall be provided to the members. The Secretary will use due diligence in providing notices of meetings. Notices may be



## **PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS**

REVISED June 2023

sent electronically in such manner as authorized by the member (i.e., e-mail or text message), mailed or delivered to the addresses of the members as shown on the books and records of the Association.

### **Section 4 Quorum and Majority.**

Any Voting Members in Good Standing present either in person or remotely at a General, Annual or Special Meeting of members and having at that time the right to vote upon the matter or matters to be considered shall constitute a quorum for the transaction of business. A simple majority of the votes cast by the quorum shall be controlling.

### **Section 5 Order of Business at Meetings.**

All meetings of the Association shall be conducted in accordance with the forms and regulations set forth in Robert's Rules of Order.

The following order of business shall be observed at the business meetings of this Association:

- A. Roll call and proof of notice of meeting.
- B. Calling of the Meeting to Order
- C. Reading of the Minutes of the last regular meeting
- D. Reports of Officers and Committees.
- E. Elections (if an Annual Meeting)
- F. Unfinished Business
- G. New Business
- H. Motion to adjourn.

### **Section 6 Proxies.**

Proxy voting is not permitted at any meeting of members

### **Section 7 Action without a Meeting.**

Any action which may be taken at a meeting of the members of the Association (except for the election or removal of Directors) may be taken without a meeting, with prior notice, by written ballot of the Voting Members in accordance with the Michigan Nonprofit Corporation Act, as amended.

## **ARTICLE VII: COMMITTEES**

### **Section 1 Committees.**

The four (4) standing committees shall be the Social Committee, Beach Committee, Paddle Club Committee and Boat Club Committee. Other committees may be assigned per Article IV Section 1(b).

### **Section 2 Boat Club Chairperson.**

The chairperson for the Boat Club Committee shall be the Boat Club Director as defined in Article III, Section 4.



## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

### Section 3 Appointment of Committee Chairpersons.

Not later than December of each year, the President shall confirm, with the consent of the Board of Directors, a chairperson for the Beach, Paddle, and Social committee. The chairperson shall form a committee as deemed necessary and appoint committee members. The standing committee chairperson and members shall be Resident Members in Good Standing and shall serve a term of one (1) year or until successors are confirmed by the Board of Directors.

### Section 4 Committee Responsibilities.

Each committee is responsible for maintaining a set of Operational Procedures, which define how the committee shall operate, and Member Rules which define the responsibilities of the Members receiving the committee benefits. When applicable, a committee has the authority to develop and amend their own Operational Procedures.

Member Rules may be developed and amended by each committee, subject to approval by the Board of Directors. Chairpersons shall work with the Treasurer for establishing fees, collecting, and accounting for all money received by and expended for the use of the Committees.

### Section 5 Removal of Chairpersons and Committee Members.

Upon affirmative vote of a simple majority of the members of the Board of Directors, any chairperson or committee member may be removed with cause, and a successor elected at a Board Meeting or Special Meeting of the Board called for such purpose. No such removal action may be taken, however, unless the matter shall have been included in the notice of such meeting. The committee person who is proposed to be removed shall be given an opportunity to be heard at the meeting. Removal of the Boat Club Chairperson shall result in his/her removal as Boat Club Director. The Boat Club can then elect a replacement Boat Club Chairperson within 60 days of such removal. The replacement Boat Club Chairperson will then need to be confirmed as the new Boat Club Director.

### Section 6 Social Committee Duties.

Duties will include but not be limited to:

- A. Welcoming all new residents to the subdivision and acquainting them with the objectives of the Association.
- B. Planning and organizing functions agreed to by the membership and Board of Directors.

### Section 7 Beach Committee Duties.

Duties will include but not be limited to:

- A. Executing improvements and maintenance of the beach area as approved by the Board of Directors.
- B. Controlling temporary dockage of boats in the area adjacent to the swim area.
- C. Scheduling reservations of the picnic area west of the boat ramp.





## **PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS**

REVISED June 2023

- D. Developing and maintaining Beach Rules, subject to the approval of the Board of Directors.
- E. Communicating the Beach Rules to residents.
- F. Maintaining access to the boat ramp and beach.
- G. Controlling and monitoring use of the boat ramp.

### **Section 8 Paddle Club Committee (“Paddle Club”) Duties.**

Duties will include but not be limited to:

- A. Maintain storage racks for non-motorized watercraft (kayaks, paddleboards, and canoes).
- B. Assign storage locations to Members in Good Standing in accordance with the Operational Procedures approved by the Paddle Club members.
- C. Foster and improve the interest and safety of non-motorized watercraft on Pine Lake.
- D. Monitor the storage area for safety and compliance with the Paddle Club Operational Procedures.

### **Section 9 Boat Club Committee (“Boat Club”) Duties.**

Duties will include but not be limited to:

- A. Supervise the installation and removal of the docking facilities.
- B. Maintain, modify, and manage the mooring slip assignment process and assign slips to Members in Good Standing in accordance with the Boat Club Operational Procedures. Changes to the Boat Club Operational Procedures shall be made exclusively at the discretion of the Boat Club Committee.
- C. Ensure compliance with the Association’s Marina MEQ Permit.
- D. Foster and improve the interest of boating and boating safety on Pine Lake.
- E. Monitor the dock area for safety and mooring and compliance with the Boat Club Operational Procedures.

## **ARTICLE VIII: AMENDMENTS, NON-WAIVER**

### **Section 1 Amendment.**

These Bylaws may be repealed or amended by a two-thirds (2/3) vote of the Association Voting Members present at an Association meeting of Members, or pursuant to an action without a meeting as provided in Article VI Section 7 hereinabove. These Bylaws may be recorded with the County Register of Deeds. A copy of each amendment to these Bylaws shall be furnished to every member of the Association after adoption provided, however, that any amendment to these Bylaws that is adopted in accordance with this Article shall be binding on every member of the Association irrespective of whether such persons receive a copy of the amendment.

### **Section 2 Non-Waiver.**

The failure of the Association to enforce any or all provisions of these Bylaws, the Rules and Directives issued by Article VII Committees pursuant to these Bylaws, or any other provisions of the Governing Documents, shall not constitute a waiver of the right to enforce violations at any time.





## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

### ARTICLE IX: INDEMNIFICATION, INSURANCE AND LIMITATION OF LIABILITY

#### Section 1 Indemnification of Directors and Officers.

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including actual and reasonable attorney's fees and amounts paid in settlement incurred by or imposed upon the director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the director or officer may be a party or in which he/she may become involved by reason of his/her being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful or wanton misconduct or gross negligence in the performance of the director's or officer's duties; except in connection with any such threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal asserted or initiated by the Association against such director and/or officer; and except as otherwise prohibited by law; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. At least ten (10) days prior to payment of any indemnification which it has approved, the Board of Directors shall notify all members thereof.

#### Section 2 Limitation of Liability.

- A. Limitation of Personal Liability for Volunteer Directors and Volunteer Officers. A volunteer director and/or a volunteer officer, as defined in Section 110 (1) and (2) of Act No. 162 of the Public Acts of 1982, as amended, are not personally liable to the Association or its members for monetary damages for a breach of the director's or officer's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director or officer for any of the following:
- i Breach of the Director or Officer's duty of loyalty to the Association or its members.
  - ii Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
  - iii A violation of Section 551 of Act No. 162, Public Acts of 1982, as amended.
  - iv A transaction from which the director or officer derived an improper personal benefit.
  - v An act or omission of a director or officer occurring before the effective date of these Bylaws granting limited liability.
  - vi An act or omission that is grossly negligent.



## PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS

REVISED June 2023

vii Any claim, suit or proceeding asserted by the Association against the volunteer director and/or volunteer officer for said breach of fiduciary duty.

B. Corporate Assumption of Liability for Officers, Directors, and other Volunteers. The Corporation assumes the liability for all acts or omissions of a volunteer Director, volunteer Officer, or other volunteer occurring on or after the effective date of this Subsection provided all the following are met:

- i. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- ii. The volunteer was acting in good faith.
- iii. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- iv. The volunteer's conduct was not an intentional tort.
- v. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.
- vi. The volunteer's conduct has not resulted in a claim, suit or proceeding asserted by the Association against the volunteer.
- vi. The volunteer's conduct has not resulted in a claim, suit or proceeding asserted by the Association against the volunteer.

If any of the above requirements i. through vi. is not met, then the Association shall not assume liability for any of the acts or omissions of the volunteer, regardless of whether the claim, suit or proceeding is asserted by the Association and/or any other party or parties. In addition to the above requirements, said assumption of liability for other non-director and non-officer volunteers shall only occur if the Association has insurance coverage for said non-director or non-officer volunteer and/or the Board otherwise expressly agrees to assume said liability for a non-director or non-officer volunteer.

C. Modification and Severability.

No amendment, alteration, modification, or repeal of any part of Sections 2(a) and (b) of this Article IX shall have any effect on the liability of any volunteer director, volunteer officer, or other volunteer of the Corporation with respect to any act or omission of such volunteer director, volunteer officer, or other volunteer occurring prior to such amendment, alteration, modification, or repeal. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article

D. Definition of Volunteer.



## **PINE LAKE MANOR CIVIC ASSN, INC. BY-LAWS**

REVISED June 2023

For purposes of this Article, “volunteer director” means a director who does not receive any compensation or consideration of any type from the corporation for serving as a director other than reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director. “Nondirector volunteer” or “volunteer officer” means an individual, other than a volunteer director, performing services for a nonprofit corporation at the request or appointment of the Board of Directors who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred

### **ARTICLE X: SEVERABILITY**

In the event any of the terms, provisions, or covenants of these Bylaws or the Governing Documents are held to be partially or wholly invalid or unenforceable for any reason whatsoever, such holding shall not affect, alter, modify, or impair in any manner whatsoever any of the other terms, provisions or covenants of such documents or the remaining portions of any terms, provisions or covenants held to be partially invalid or unenforceable.