

~~KAY'S BAYVIEW SUBDIVISION IMPROVEMENT ASSOCIATION, INCORPORATED~~
BY-LAWS

as AMENDED NOVEMBER 29, 2023

With proposed amendments

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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 ~~(the "Association")~~.

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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 KAY'S BAYVIEW SUBDIVISION, KAY'S BAYVIEW SUBDIVISION #1, and ABBOTT SUB, LOTS 6 and 7, St. Clair Shores, Michigan (collectively, "Bayview Drive")~~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, and ABBOTT SUB, LOTS 6 and 7, St. Clair Shores, Michigan; to promote social welfare by promoting the common good and general welfare of the people of the community; 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 SUBDIVISION and ABBOTT SUB, LOTS 6 and 7~~Bayview Drive, St. Clair Shores, Michigan, 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 recorded fee simple interest or recorded land contract vendee's interest in property/real estate located in ~~KAY'S BAYVIEW SUBDIVISION, St. Clair Shores, Michigan, and ABBOTT SUB, LOTS 6 and 7, St. Clair Shores, Michigan~~ Bayview Drive (each, a "Member" and collectively with all Members, the "General Membership"). ~~(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 32: Voting privilege. The voting privilege shall extend only to ~~members~~ 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 voting Member. ~~vote. Notwithstanding, the fact that~~ If two or more persons are joint owners of such real property, such joint owners shall be only entitled to one ~~vote~~ vote, although the other Members shall be entitled to voice in meetings and other privileges of membership.

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Section 43: Suspension. Any ~~member~~ Member whose dues (maintenance fees) and special assessments are unpaid after September 30 of each year, shall be deemed delinquent and ineligible to vote, ~~shall lose access to the Lakefront Park, 22707 Bayview Dr., St. Clair Shores, MI (the "Park")~~ and shall be automatically suspended. The ~~member~~ Member, however, may contest such suspension by requesting a hearing before the Board of Directors (the "Board") ~~and providing all supporting documentation at least ten (10) days prior to any Board meeting, at which time the Board shall issue its final decision regarding suspension. d and supplying, at least ten (10) days prior to any Board meeting, any issues/documentation in objection to said suspension.~~

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Section 54: 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~~ Member/lot owner, who ~~have has~~ not paid such dues or assessments in full within ~~at least~~ one (1) year of due date of same, ~~(the "Lien Date").~~ 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, ~~compounded annually, beginning on the Lien Date.~~

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Section 65: Reinstatement. Any ~~member~~ 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 ~~placing of a lien, discharge of the release of lien, and any other documented costs of preparing and recording the lien, including attorney's fees.~~

ARTICLE IV - RULES OF ORDER

Section 1: Robert's Rules of Order shall govern the conduct of all meetings of the Association ~~and its Board.~~

ARTICLE V - FINANCES

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

- (a) ~~The Annual dues: the payment of no less than One Hundred Twenty (\$120.00) Dollars annual dues per calendar year per membership-voting Member (household) and made payable to the Treasurer of the Association upon presentment of invoices. Dues shall be set at One Hundred Fifty and 00/100 Dollars (\$150.00) in 2025 and may be increased by majority vote of the General Membership by up to twenty percent (2+0%) per year.~~
- (b) ~~Maintenance Special assessments: such and other support items assessments as may be established by the membership majority vote of the General Membership from time to time, payable to the Treasurer of the Association.~~

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All such ~~maintenance fees, dues and special assessments~~ shall be due and payable to the ~~Corporation Association~~ at or before the ~~general meeting in the Spring of each year. Fall meeting each year, unless the General Membership, by majority vote, determines a different due date for special assessments.~~

Section 2: ~~In addition, all monies derived from social functions, donations, bequests, etc., shall be deposited in the general fund. A General Fund for annual budgeted items and a Capital Improvement Fund which shall be the Association's reserve fund for capital improvements for major repairs and replacement of common elements are hereby created. The Capital Improvement Fund balance shall, at a minimum, shall be equal to ten percent (10%) of the association's current annual budget on a noncumulative basis (the "Minimum Balance"). The Association should carefully analyze any project to determine if a greater amount should be set aside, or if additional reserve funds should be established for other purposes.~~

~~Unless otherwise determined by a majority vote of the General Membership, annual dues and annually budgeted expenses shall be deposited in and withdrawn from the General Fund. The Association may allocate up to twenty percent (20%) of its annual budget to the Capital Improvement Fund, to be used for capital improvements or property maintenance projects, by majority vote of the General Membership.~~

~~(a) Special assessments shall be deposited in and approved special assessment expenses withdrawn from the Capital Improvement Fund. If desired, Additionally, in order to reduce special assessments, the Association shall allocate an amount necessary to ensure the Capital Fund carries the Minimum Balance. The Association may allocate up to twenty percent (20%) of its annual budget to the Capital Improvement Fund, to be used for capital improvements or property maintenance projects, by majority vote of the General Membership.~~

~~(b) Donations and bequests may be directed to either the General Fund or Capital Improvement Fund.~~

Section 3: ~~Single item expenditures over Five Hundred (\$500.00) Dollars not approved as part of the annual budget shall require the 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. majority approval of the General Membership.~~

~~**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: ~~Powers not otherwise delegated in these Bylaws shall be held by the General Membership. Meetings of the general membership General Membership shall be held semi-annually every Spring and Fall.~~

~~(a) Notice. The membership General Membership shall be notified of both regular and special meetings by written notice sent to the Member's Bayview Drive address by United States Mail or, if a Member elects, by email, at least ten (10) days prior to such meetings; except that in the case of an amendment to these Bylaws, or the Articles of Incorporation, or the Deed Restriction or the sale, lease, transfer, or conveyance of any kind of any part of the Association's real property, the written notice shall be sent at least thirty (30) days prior to the meeting at which said amendment or conveyance shall be~~

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considered, and the notice shall specify the portion(s) of the Bylaws or Articles of Incorporation proposed to be amended or the conveyance of real property proposed for consideration.

(b) Electronic meetings. The ~~general membership~~ 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 (10) days in advance of the meeting, or thirty (30) days for an amendment to these Bylaws; or the Articles of Incorporation, or the Deed Restriction, 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~~ General Membership at or prior to the electronic meeting. ~~Powers not otherwise delegated in these Bylaws shall be held by the General Membership.~~

(c) Proxy voting. Voting by proxy shall be allowed by submission of a signed and dated writing (the "Proxy Form") to the Secretary of the Board or the Secretary's designee at least ~~twenty four~~ seventy-two (72) hours prior to any scheduled General Membership meeting. The Proxy Form may not include any restrictions on the proxy's voting power, as such restrictions would be difficult to enforce. The Proxy Form shall expire when revoked, or must state a date of expiration. A Proxy Form may be revoked at any time, regardless of whether the Proxy Form states a later date of expiration. Only a Member in good standing of the Association may be designated as a proxy in a Proxy Form.

Section 2: At the first meeting of a newly elected ~~board~~ Board, the ~~Board~~ 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, but may not meet less than quarterly. 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~~ General Membership:

(a) May be called by the President upon his/her own initiative;

(b) ~~(b)~~ May be called upon the request of a number of voting Members (households) equal to ten (10 %) percent of the the number of membership-voting Members (household) of record who are then 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~~ President;

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- (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~~ General Membership meetings, a number equal to ten-twenty fifteen (42.015%) percent of the number of voting Members (households) who are then in good standing; of the membership in good standing proxies shall not be counted in determining a quorum;
- (b) For the ~~Executive Board~~, a majority fifty one (51%) a majority percent of of the membership of the Board the Directors then serving, except in cases of extreme emergency.

ARTICLE VII - ELECTIONS

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

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

Section 32: 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 Members in good standing eligible for election to the Board under these Bylaws. The nominees shall be presented to the Board by written nomination at least two (2) weeks prior to the election meeting, at which time the Board shall verify that the nominees are eligible for election.

- (a) At said ~~Election Meeting~~ Spring meeting, ample opportunity shall be provided for additional nominations from the floor; provided, however, that the Treasurer or Treasurer's designee shall verify that the nominee is a Member in good standing and otherwise eligible for election;
- (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; names of approved nominees;~~
- (d) The election shall be by secret ballot. On the first ballot, ~~members~~ Members shall cast votes for no more than the number of ~~officers~~ Directors needed, and candidates receiving a majority of votes cast shall be elected. If open seats remain following the first ballot, a second ballot shall be cast. On the second ballot, ~~m~~ Members shall cast votes for no more than the number of ~~officers~~ Directors needed, and the candidates with the highest vote totals shall be elected.

Section 43: At each election, four new Directors shall be elected to replace four (4) retiring Directors for a period of two (2) years.

~~Section 54:~~ A retiring Director is eligible for nomination and may be elected to an immediate additional term.

~~Section 5: Two Members from the same household may not concurrently serve on the Board.~~

ARTICLE VIII - BOARD OF DIRECTORS

Section 1: The duly elected Board ~~of Directors~~ shall, within one (1~~4~~) month after the ~~general~~ election, convene and elect from within ~~their own group the Board~~ the following ~~officers~~ Directors and committee members for a period of one (1) year:

| | |
|------------------|-------------------------------------------|
| President | Regulations Officer |
| Vice President | Public Relations Officer |
| Secretary | Maintenance Committee (3 members) |
| Treasurer | Social Committee (23 members) |
| <u>Webmaster</u> | |

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

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

Section 4: Any action by ~~Directors the Board~~ pursuant to these By-~~L~~aws shall be deemed a valid corporate action.

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

Section 6: Power to Fill Vacancies. The Board shall have power to fill any vacancy ~~in on any office the Board~~ 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 a Director to~~ file with the ~~Corporation~~ Association any bonds required ~~in a special capacity, as an officer or for agents engaged in business with the Corporation.~~ for the business of the Association.

~~**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 9: Power to Create Rules for the Lakefront Park. The Board shall have the power to create and amend rules for the use of the Lakefront Park.

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Section 10: Power and Duty to Conduct Annual Financial Review. ~~The Board shall have the power and duty to cause an annual review to be conducted of its records and finances. The review shall be conducted by an individual with experience in financial management, accounting, or bookkeeping who is not a Member of the Association or a Member's spouse, child, grandchild, parent, grandparent, or sibling. The review shall be delivered in writing and shall be presented to the Association at the Fall Meeting.~~

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Section 11: Power to Execute Bylaws and Orders of the Association; Incidental Powers. ~~The Board shall have the power to execute these Bylaws and Orders of the Association, including without limitation the power to execute the approved expenses of the annual budget, the power to collect dues and special assessments, the power to place and discharge liens and collect the associated fees, the power to designate authorized signers of contracts, checks, and other instruments, the power to file corporate or legally necessary documents on behalf of the Association, the power to grant and withhold access to the Lakefront Park in accordance with these Bylaws, the power to manage the Association's website and social media presence, and the power to determine eligibility for Membership and eligibility for the Board. The Board shall have the power to engage legal counsel on behalf of the Association. The Board shall also hold all incidental powers necessary to carry out its functions under these Bylaws.~~

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~~**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.~~

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ARTICLE IX - DUTIES of ~~OFFICERS~~DIRECTORS

Section 1: President. The President shall be the Chief Executive Officer of the Association and shall have all powers and duties prescribed in Robert's Rules of Order and these Bylaws. 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~~ Directors 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 Bylaws. He or she shall establish the order of business at all Association meetings.

Section 2. Vice President. The Vice President shall have all powers and duties prescribed in Robert's Rules of Order and these Bylaws, and 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.~~

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Section 3: Secretary. The Secretary ~~shall record~~ shall have all powers and duties prescribed in Robert's Rules of Order and these Bylaws, in the Association books and shall record the true minutes

of the proceedings in all Board and 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's Resident Agent and maintain ~~an~~the Association Registered Office. He or she shall prepare and distribute to the General Membership all meeting notices, ~~newsletters, and circulars, except dues notices.~~ The minutes of the Association and other records shall be kept at the Secretary's residence and shall be stored electronically in a method that provides access to the Board. 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 within thirty (30) days.

Section 4: Treasurer. The Treasurer shall have all powers and duties prescribed in Robert's Rules of Order and these Bylaws. He or she shall have ~~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~~to the Board ~~and General Membership Meetings. He or she shall be a member of the Budget Committee.~~ He or she shall present a draft budget to the Board at least four (4) weeks prior to the Fall meeting for recommendation to the Association. If required by the Board, he or she ~~the~~ Treasurer 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~~ within thirty (30) days. The records of the Treasurer ~~shall always be available to the Board and to the Trustees.~~ shall be kept at the Treasurer's residence.

Section 5: Regulations Officer. The ~~regulation~~ Regulations 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~~ all recorded deed restrictions, park rules, and such other rules as the Association may from time to time approve, upon Bayview Drive. 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, provide them with a copy of these Bylaws, deed restrictions, and the Association's Articles of Incorporation, 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~~ Directors. ~~He or she shall act as Trustee and be a member of the Nominating Committee.~~ He or she shall take primary responsibility for social events and serve as Chair of the Social Committee. He or she shall inform the Association of social events and shall, along with the Social Committee, provide for the creation and distribution of a newsletter not less than quarterly, with newsletter content subject to the final approval of the Board.

Section 7: Maintenance Committee. The Maintenance Committee shall consist of ~~three-two (32)~~ Board members ~~Directors~~ 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-two (32)~~ Board members ~~Directors and the Public Relations Officer, who shall serve as Chair, 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 at least two annual social events.~~

~~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~~They ~~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. Additionally, the Social Committee shall provide for the creation and distribution of a newsletter not less than quarterly, with newsletter content subject to the final approval of the Board.~~

Section 9: Webmaster. The Webmaster shall have primary responsibility for the Association's internet and social media presence, including oversight of all necessary internet service contracts, and responsibility for the Association's email address, subject to the final approval of the Board. The Webmaster shall ensure that the President of the Association has an updated list of passwords and codes for the Association's email, website, and social media presence.

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~~

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~~Board of Directors Association. Checks over \$1000 must be signed by the Treasurer and either the President or Vice President.~~

~~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.~~

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~~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-REAL PROPERTY~~

~~Section 1: Transfer of Ownership. Any proposed transfer of ownership, either temporary or permanent, sale, lease, transfer, or conveyance of any kind of any part of the beach Association's real property owned by the Association shall be made only if approved must be approved by a two-thirds (2/3) vote at a of the members present at a General Membership meeting of the Association, and must be noticed as provided in these Bylaws. 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 not be suspended and may only be amended, altered, changed, added to or repealed by a two-thirds (2/3) affirmative vote of the members in good standing present, vote at any a regular meeting or special meeting called for this purpose, provided and notice must be given as provided in these Bylaws.~~

~~(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.~~

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