

DLPSA By-Laws, Revised 2018

1. Introduction

1.1 Scope

- a. These are the By-Laws of the Duck Lake Peninsular Shores Association (DLPSA; the Association), at P.O. Box 344, Grawn MI. The Association is a Michigan non-profit corporation incorporated on October 12, 1975, bearing the Corporate Identification Number 868-048.
- b. The area represented by the Association is the Duck Lake Peninsula (the Peninsula). The real estate of the Peninsula is as described in the Appendix.
- c. Persons subject to these By-Laws are owners of Peninsula real estate.
- d. These By-Laws are the rules of procedure for actions of the Association business. Individual policies and regulations that may be enacted by the Association from time to time under these By-Laws are to be documented elsewhere, and published on the DLPSA website.

1.2 Definitions

- a. A parcel on the Peninsula is a single taxable entity consisting of one or more contiguous lots or part-lots.
- b. See Section 7.1 for the several forms of notice specified for conduct of Association business.
- c. The DLPSA Fiscal Year (FY) is June 1 to May 31 inclusive, named for when the year ends. (For example, FY 2009 was the year ending on May 31, 2009.)

2. Purpose

As stated in the Articles of Incorporation: "The purpose of the Duck Lake Peninsula Shores Association shall be to promote an understanding and appreciation of all property rights included with riparian lands; to assist owners of property and visitors to make the Peninsula a pleasant and wholesome environment; to do any and all other things lawful in relation to land and water safety, shore lines, lake levels, natural resources, and all matters directly and indirectly affecting the interests of the Association."

3. Membership

3.1 Member Defined

Every owner of real property on the Peninsula individually, jointly, in trust, or in any other form of common ownership is a member of the DLPSA.

3.2 Active or Inactive?

- a. An owner of Peninsula property is considered to be an active member if that owner has paid all dues, including back dues, on every Peninsula parcel that owner owns, in whole or in part, by any form of common ownership. Back dues shall include all dues accrued during that owner's period of ownership, not including any dues owed for years prior to Fiscal Year 2009.
- b. Any member who does not qualify as an active member is an inactive member.
- c. Only active members may vote at a general membership meeting.
- d. Only active members shall be given access to locked DLPSA facilities.
- e. Active membership is valid through the end of the fiscal year for which it is paid.

3.3 Annual Dues

- a. Annual dues shall be constant from year to year unless reset by a vote of active members at the Annual meeting. Prior to any dues change, the Board shall make a recommendation for the new dues amount based upon projected expenditures and projected dues collections for the foreseeable future.
- b. Annual dues shall be payable to the Treasurer prior to participation at any general membership meeting, and prior to the grant of access to any locked facility maintained by the Association. Dues are non-refundable. An active membership is transferrable on the sale of a parcel and remains in effect until the end of the fiscal year of the sale.

4. Board of Directors

4.1 Duties

- a. The management of the Association shall be subject to the supervision of a Board of seven (7) Directors.
- b. Directors shall state clearly whether or not they are representing the Board when participating in initiatives related in any way to the Peninsula. A Director shall inform the other Directors in advance of taking a visible or leadership role in such an initiative, especially if the initiative is related to Board business.
- c. A Director shall receive no compensation for his or her DLPSA work, except for approved direct expenses.
- d. A Director is subject to removal from office for deliberate violation of these By-Laws. Removal shall require the affirmation of five (5) Directors.

4.2 Elections and Terms

- a. Except as otherwise provided, Directors shall be elected by a vote of active members at the Annual Meeting.
- b. The nominal terms of each newly elected Director shall be two (2) years, staggered so that either three or four directors are up for election in a given year. However, in cases where an election opening results from a vacancy, the Board may adjust a newly-elected Director's initial term to one (1) year to restore the staggered terms as described above. This adjustment shall be made at the Organizational Board Meeting that follows the Annual Meeting.
- c. To be eligible as Director, either for election or for appointment to a vacancy, the candidate's legal principal residence must be on the Peninsula. The candidate must

- be an active member of the Association, as verified by the Treasurer at the time of election or appointment, and shall remain an active member during his or her tenure.
- d. The Board shall notify all active members, on or before June 15 of each year, that nominations are being accepted for Board openings that year.
 - e. Any active member may request by written notice to have his or her name placed on the ballot as a candidate for Director by notifying the Secretary at least four (4) weeks prior to the Annual Meeting. For an initial term, the requester shall include a brief statement stating his or her qualifications for office. The Secretary shall verify with the Treasurer that the requester is an active member.
 - f. The Secretary shall prepare the election ballot showing the names of all active members who have submitted their names as candidates for Director. The ballot shall include a space for a write-in candidate. The ballot and the statements of the candidates shall be posted at least one (1) week prior to the Annual Meeting.
 - g. At the Annual Meeting, prior to voting, each candidate who is present shall be allocated at least three minutes to introduce him or herself, and to present his or her qualifications to the active members in attendance.
 - h. Individual votes for Director shall be by written ballot. Counts shall be declared at the meeting and recorded in the minutes.
 - j. The new Board shall take office immediately following the Annual Meeting.

4.3 Vacancies

4.3.1 Officers

- a. Should the office of President be vacated, the Vice President shall become President. When both positions are vacant, succession shall extend, in turn, to the Treasurer and Secretary.
- b. To fill vacancies in officer positions other than President, the Board shall select replacements from current Directors.

4.3.2. All Directors

- a. For any vacancy that occurs before June 1, the Board shall have the option to appoint an interim Director until the next annual meeting. For a vacancy after June 1, an interim appointment shall run to the Annual Meeting for the following year.
- b. Prior to the Annual Meeting at which the vacated or interim position is filled, the Board shall notify active members how many of the newly-elected directors are to be assigned a 1-year term.

5. Officers

5.1 General

- a. The Officers of the Association shall be President, Vice-President, Treasurer and Secretary. The Board shall elect the Officers annually from their own number at the organizational meeting. Officers shall take office immediately. Any Officer who ceases to be a Director ceases to hold office as well.
- b. The Officers shall have published policies and procedures in place to prevent any officer from engaging in a fraudulent action in the conduct of Board business.

5.2 President

- a. The President shall call meetings as appropriate, provide an agenda for each meeting, preside at each meeting, and perform such other duties that are usual for the office.
- b. The President shall establish committees and make appointments as described in Section 8.
- c. The President shall review the DLPSA monthly bank statement, the DLPSA check register and the record of accounts presented by the Treasurer, and determine whether these records match, at least up to the time of the last Board meeting. The President shall report any discrepancy to the Board within one month of its occurrence for appropriate action. This procedure is intended to mitigate the need for bonding (that is, insurance against embezzlement).

5.3 Vice President

- a. The Vice-President shall perform such traditional duties of the office as may be authorized by the President.
- b. During a period when the President is unable to perform his or her duties, the Vice a. President shall assume those duties.

5.4 Treasurer

- a. The Treasurer shall collect all dues, voluntary and special contributions, keep records of receipts and disbursements, and report the financial condition of the Association to the membership at the Annual Meeting.
- b. The Treasurer shall present to the President, on a monthly basis, the original DLPSA monthly bank statement and the current record of accounts.
- c. The Treasurer shall not submit for Board approval any invoice that lacks adequate documentation, but shall instead request that documentation prior to submittal.
- d. The Treasurer shall pay only bills that are approved by the majority of the Board.
- e. The Association may, at its discretion, accept contributed funds for which the donor restricts use. The Treasurer shall segregate the accounting for such funds, and the Board shall maintain a clear statement of the restrictions on the record, accessible by all active members. Any commitment from these funds shall require approval of the donor, unless or until restrictions are removed.
- f. The Treasurer shall submit all approved accounting reports to the Records Committee chair for the website archives.
- g The Treasurer shall maintain records of dues payments by each member back through FY 2009.
- h. All items purchased by and for the Association shall remain the property of the Association. The Treasurer shall keep a record of all such purchases.
- j. The Treasurer shall keep local title companies advised that they need to check with the DLPSA at the time of a sales contract regarding the seller's dues payment status.
- k. The Treasurer shall prepare and present the Board's proposed budget for the upcoming FY at the Spring General Meeting for approval by the general membership.

5.5 Secretary

- a. The Secretary shall conduct correspondence for the Association on appropriate occasions, as directed by the Board.
- b. The Secretary shall keep the minutes of all meetings and maintain a clear record of the business of the Association and the Board.
- c. The Secretary shall distribute draft minutes to all Directors for review within 14 calendar days of the last meeting.
- d. The Secretary shall submit all approved DLPSA meeting minutes to the Records Committee chair for the website archives.
- e. The Secretary shall collect Association policies and regulations in an organized form, and submit them to the chairman of the Records Committee for website publication.

6. Meetings

6.1 Guidelines

- a. The President or the Board is authorized to call and conduct general membership meetings and Board meetings.
- b. Meetings shall be conducted in accord with *Robert's Rules of Order*.
- c. Voting on motions or resolutions may be done by any one of the accepted parliamentary procedures. Any active member may demand a roll-call vote, in which case the Secretary shall record each vote individually.

6.2 General Membership Meetings

- a. General memberships meeting are those in which all attending active DLPSA members may participate and vote.
- b. The Board shall post notice of place, date and time of these meetings to every active member at least 7 days in advance. (This is typically done in a newsletter.) The notice shall include any information requiring study prior to a vote.
- c. The President may admit inactive members to these meetings. However, they are not permitted to vote or participate in the discussion.
- d. The President may admit or invite non-members to attend, present, or otherwise participate in these meetings.
- e. The quorum for these meetings is five (5) Directors. There is no minimum attendance among the general membership.
- f. A vote of the majority, but no fewer than four (4) of attending active members shall be sufficient to pass a motion or resolution, except as otherwise provided.
- g. Only active members may vote at a general membership meeting, and only one vote may be cast for any paid-up parcel. In case of multiple owners for a parcel, the members sharing that interest shall designate from among them an active member to cast the one vote. Members who intend to vote shall register with the Treasurer immediately prior to meeting.
- h. The Treasurer shall assure, prior to the start of any general membership meeting, that participants and voters are properly authorized.

6.2.1 Spring General Meeting

- a. The Board shall hold a general membership meeting in the spring. This meeting, known as the Spring General Meeting, shall be held in May (usually in the first half of the month).
- b. The agenda for this meeting shall include the Treasurer's presentation of the proposed budget for the upcoming fiscal year, and a vote on approval.

6.2.2 Annual Meeting

- a. The Board shall hold a general membership meeting, named "Annual Meeting", in early September (usually on the first Sunday after Labor Day).
- b. The agenda for this meeting shall include the ballot of candidates for Director, and their submitted statements.

6.3 Board Meetings

- a. Board meetings are meetings of the DLPSA Directors that are not open to the general Association membership.
- b. An active member who has a concern that he or she wants addressed by the Board shall submit it in writing to the Association's P.O. Box. When received in this form, the concern shall be placed on the agenda of an upcoming Board meeting. The concerned member may be asked to attend that meeting at the discretion of the Board. The disposition of the concern shall be documented in the minutes of that meeting.
- c. The quorum for conducting Board meeting business shall be five (5) Directors, among whom one each is properly acting as President and Secretary.
- d. Each Director shall have one vote on Board business. Any action by the Board at a meeting shall require the affirmative vote of four (4) Directors. No proxy voting shall be permitted; that is, no Director may transfer his or her voting power to another Director.
- e. Board business may be conducted electronically at the discretion of the Board members. For actions other than at a meeting, the affirmative vote of four (4) Directors shall be required. That vote shall be verifiable by reliable record (such as an e-mail transcript) and shall be recorded by the Secretary in a supplement to the minutes reported at the next meeting.

6.3.1 Regular Board Meetings

The Board shall establish these meetings well in advance, typically during a prior regular meeting.

6.3.2 Organizational Board Meeting

The Board shall hold an organizational meeting as soon as possible, but no more than ten (10) days after the Annual Meeting, for the purpose of setting terms for new Directors, and selecting Executive Officers for the ensuing year. If the organizational meeting cannot be held right away, then the date, time and place of the meeting shall be decided immediately following the Annual Meeting, and communicated by the outgoing Secretary to all Directors at least two days prior to the meeting.

6.3.3 Special Board Meeting

The President or the Board is authorized to call a special Board meeting in any situation where five (5) Directors agree to attend.

7. Business Conduct

7.1 Notices

- a. Posting of notices on the DLPSA website and on the DLPSA bulletin board is sufficient to inform the general membership, provided that attention is directed to the notice either by a newsletter article or a prominent sign at the Peninsula entrance.
- b. Written notice (unless otherwise stated) may be via either e-mail or USPS mail, provided that for USPS mail, the sender allows an additional three (3) business days for transmittal.
- c. Where written notice to members by USPS mail is necessary, such notice shall be mailed to the address on record with Green Lake Township for each parcel. The member is responsible to notify the Treasurer if a different address for written notices should be used. In any case, only one written notice will be sent to any active member.
- d. The Association shall send annual dues invoices to all members. Dues notices to all members in arrears (inactive members) shall be mailed via USPS.
- e. Other than the above, written notice (including newsletters) to inactive members is not required, but may be done at the discretion of the Board.

7.2 Records

- a. The DLPSA shall maintain permanent records of all official transactions. The chair of the Records Committee shall be responsible for these records. The official record shall include: meeting minutes; Treasurer reports; Newsletters; Peninsula plat maps and associated protective covenants; DLPSA Articles of Incorporation, amendments and By-Laws; DLPSA policies and regulations; and a record of notices.
- b. Official records shall be kept in organized and readily accessible form on the DLPSA website. The website shall also house copies of government-recorded documents, including Peninsula plat maps and associated protective covenants. All posted documents shall be in a readily accessible, non-editable form that does not require the reader to possess a proprietary product. Typically, this is a file in the Portable Document Format (PDF).
- c. Directors who generate official documents shall submit them, with Board approval, to the Record Committee chair for the web archive.
- d. The website shall display official event notices.
- e. Official correspondence to and from the DLPSA shall be recorded as above, except that correspondence that is personal in nature will not be placed on the website, for the protection of our members.

8. Committees

8.1 Appointments

The President shall appoint special committees as needed, in consultation with the Board. Committees shall always include at least one Director.

8.2 Standing Committees

- a. The President shall appoint a standing committee to be known as the Hospitality Committee. The duty of this committee shall be to contact new residents and owners; to explain the purposes of the Association, to explain regulations and/or policies adopted by the Association, and to invite them to become active members.

- b. The President shall appoint a standing committee to be known as the Records Committee. This committee shall maintain a website accessible by all active members containing organized sets of essential Association documents, both current and past, over the available DLPSA history, as described in Section 7.2.
- c. The President shall appoint a standing committee to be known as the Maintenance Committee. This committee shall plan and oversee the execution of authorized maintenance and improvement projects. This includes the management of competitive bidding when directed by the Board.

9. Authority

These By-Laws were passed by approval of at least two-thirds (2/3) of active members in attendance at the September 2018 Annual Meeting, and therefore supersede, in their entirety, all prior versions of the DLPSA By-Laws.

10. Amendment Process

These By-Laws may be amended at any Annual Meeting, provided that the Board has notified every active member at least seven (7) days in advance with the full proposed text and a full disclosure of the proposed changes. Amendment passage requires the affirmative vote of at least two-thirds (2/3) of the active members attending the meeting.

Appendix

The real estate covered by these By-Laws is described as follows:

Peninsular Shores Park No. 1, on Section 22, Town 26 North, Range 12 West, Green Lake Township, Michigan

Peninsular Shores Park No. 2, on Section 27, Town 26 North, Range 12 West, Green Lake Township, Michigan

Peninsular Shores Park No. 3, on the West ½ of the Northwest ¼ of Section 26, Town 26 North, Range 12 West, Green Lake Township, Michigan

Peninsular Shores Park No. 4, part of Government Lot 5, Section 23, Town 26 North, Range 12 West, Green Lake Township, Grand Traverse county, Michigan

Peninsular Shores Park No. 5, part of Government Lot 5, Section 23, Town 26 North, Range 12 West, Green Lake Township, Grand Traverse county, Michigan


Peninsular Shores Park No. 6, part of Government Lots 5 and 6, Section 23, Town 26 North, Range 12 West, Green Lake Township, Grand Traverse County, Michigan

Lots No. 3654, 3666 and 3680 on Peninsular Shores Drive, Part of Government Lots 5 and 6, Town 26 North, Range 12 West, Green Lake Township, Grand Traverse County, Michigan (added August 6, 2005)

* * * End * * *

Certification for Grand Traverse County Records

I hereby certify that the foregoing DLPSA By-Laws are those duly adopted at the DLPSA Annual Meeting of September 8, 2018, at which I presided.

Signature  Date 10-23-18
John Hubbard
President, DLPSA

Notary Public: Tara McKenzie

TARA MCKENZIE
Notary Public, State of Michigan
County of Benzie
My Commission Expires Jun. 29, 2022
Acting in the County of Grand Traverse

Submitted by:

Signature  Date 21 OCT 18
Cynthia Howard
Secretary and By-Laws Committee chair, DLPSA

Prepared by:

Signature  Date Oct 22, 2018
Paul Grunberger
Director and By-Laws Committee member, DLPSA