

Mount Royal Subdivision **Improvement Association By-Laws**

The By-Laws have been amended and added to during the past 11 years at the General Membership meetings.

This copy reflects those changes. The changes are listed below.

1. **In Article III** section 4, Initiation Fee rules set at the General Membership meeting of April 1985.
2. **In Article III**, section 5, Mandatory dues structure reinstated at the General Membership meeting April 1989.
3. **In Article V**, section 6, Indemnification of Directors was added at the general Membership meeting of April 1988, to protect current and past board members from being sued while serving a voluntary position.
4. **In Article IX Sec 6, D.** Road Chairperson: Snow removal changed from 4 to 2 inches at General Membership meeting of April 1990.
5. **Miscellaneous Authorities**, line 8, A device to collect past dues reinstated at the General Membership meeting of April 1990.
6. **Miscellaneous Authorities**, line 9, Change to By-Laws in the last General Membership meeting, passed by majority in April 2002. Billing period dates changed to assist in maintenance of data-base and in getting bills mailed out prior to General assembly.

Fifth Amended By-Laws of
Mount Royal Subdivision Improvement Association

Article I

The legal name of this organization shall be known as the Mount Royal Subdivision Improvement Association, chartered August 17th, 1955, as a non-profit corporation in the State of Michigan.

Article II – Purpose

It is the purpose and intent of this organization to provide for our communal property needs, promote good neighborhood relations, and generally maintain and improve our subdivision.

Article III – Membership

Section 1 Qualifications: Any individuals who owns or leases an interest in real property located in the Mount Royal Subdivision of Commerce Township, Oakland County, Michigan shall be eligible for membership.

Section 2 Dues: The amount of membership dues shall be determined by the general membership at the annual meeting in which a quorum is present.

Section 3 Rights: Membership in the Association shall entitle members, their immediate family, and their guests to all rights, privileges, and benefits held by the Association. A member of the Association has the right to assign his un-expired term of membership in the event of sale or lease of real property during the fiscal year. **The Fiscal year starts on 1-1 and ends 12-31 of each calendar year.**

Section 4 Initiation Fee: Any member not current with dues must pay an initiation fee (**\$100.00**) and back dues to be re-instated in the annual membership meeting. (4/89).

Section 5 Mandatory Dues: General Membership dues for the association are mandatory throughout the subdivision. Additionally members in the Lower Mount Royal Special Assessment District will pay mandatory road dues. Dues are to be set at the annual General Membership meeting (4/89).

Article IV – Membership Meetings

Section 1 Annual Meeting

- a. General: An annual meeting of the members shall be held in **during the Spring (March thru May)** of each calendar year to elect the Board of Directors and transact such other business as may be necessary.
- b. Notice: Notice of the time and place of the annual meeting shall be given by the Secretary to each member of the association in printed or written form at least 10 days prior to the Annual Meeting.
- c. Quorum: At least ten percent (10%) of the paid members of the Association shall be present to constitute a quorum for the transaction of business at the annual meeting.

Section 2 Special meetings: Special meetings may be held at such time as the Board of Directors may order them. Notice of the time and place of such meetings shall be made pursuant to Article IV, Section 1 (b).

Section 3 Voting Procedure: Each Association Member, who has paid their required dues during the current fiscal year, shall have one (1) vote at all meetings of the membership. All matters shall be determined by a majority of the members present, so long as a quorum exists. For purposes of this section:

- 1) A husband and wife shall each constitute individual members of the Association.
- 2) Member organizations shall be considered as a single member.

Article V – Board of Directors

Section 1 The business, property, and affairs of the Association shall be managed by a Board of directors composed of nine (9) persons.

Section 2 Each member of the board shall be elected by the membership of the Association for a term of three (3) years. Directors shall be elected so that at each annual meeting of the members, one third of the total number of Directors shall be elected for a three (3) year term to replace the Directors whose term of office shall expire at such meeting. Terms of office shall begin on the first day of May following the annual meeting at which elections are held.

Section 3 Vacancies: In the case of vacancies occurring on the board of Directors, the remaining Directors shall elect a successor to hold office until the next general membership meeting.

Section 4 Powers: The Board of Directors shall have all the usual powers of directors of a business corporation. They shall make rules and regulations which they deem necessary, or proper, for the government of the association, and for the due and orderly conduct of its affairs, and the management of its property, not inconsistent with the Articles of Incorporation and By-Laws of the Association.

Section 5 Meetings and Voting:

- a. Regular meeting of the Board of Directors shall be held not less frequently than once each month. The Board shall meet within ten (10) days following the annual membership meeting to elect officers for the coming year.
- b. Special meetings may be called at any time by the President or upon request of no less than four (4) Directors. The purpose of such a special meeting shall be expressly stated, and no business shall be transacted except that for which the meeting was called. Notice of the time, place, and purpose of each special meeting of the Board shall be given to each Director prior to such meeting.
- c. A Director will be removed from office for failure to attend three (3) meetings of the Board of Directors (except for good cause shown) within one (1) fiscal year.
- d. Six (6) members or more of the Board of Directors shall constitute a quorum to do business. The acts of a majority of the Directors present at a meeting, at which a quorum is present, shall be the acts of the Board.

Section 6 Indemnification of Directors: Each person who is or was a Director or an Officer of this corporation shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan, as they may be effect from time to time provided, however the corporation shall have no obligation to indemnify any Director or Officer in any connection with any proceeding, or part thereof, initiated by such Director or Officer without authorization of the Board of Directors. (4/88)

Article VI – Officers

Section 1 The officers shall be a President, Vice President, a Secretary, and a Treasurer. All officers shall be elected by and from the membership of the Board of Directors for a term of one (1) year at the first Board meeting following the annual membership meeting. The Board shall fill any vacancy in office during a term as soon as possible, preferably at the next regular Board meeting.

Section 2 Duties: The duties of the officers shall be as usually pertain to their respective offices, or as prescribed and assigned to them prospectively by the Board of Directors.

Section 3 The officers and members of the Board of Directors shall use their best efforts to carry out, in good faith, the purpose and exercise the powers expressed in the Articles of Incorporation in such a manner as to benefit all members of the Association.

Article VII – Committees

Section 1 The following committees, to be chaired by a member of the Board of Directors to be determined at the first Board meeting following the annual membership meeting.

- a. Beach Committee (Requires 2 Chairpersons)
- b. Road Committee
- c. Communications Committee
- d. Membership Committee

Section 2 The Board of Directors may establish such special committees as are deemed necessary. Such committees or committee shall have a name or names, powers and duties, and existence as may be determined from time to time by action of the Board of Directors.

Article VIII – General

Section 1 Fiscal Year: The fiscal year shall begin on the first day of April and end on the thirty-first day of March.

Section 2 Approved Signatures: All checks and orders for the payment of money shall bear the signature of the President, or in absence of the President, the President's nominee, such nominees having been approved by the Board of Directors. The President and Secretary shall execute, in the name of the Association, all contracts for other instruments authorized generally, or specifically by the Board of Directors.

Article IX – Amendment of By-Laws

These By-Laws may be amended only by a majority vote of the members entitled to vote at any regular or special meeting of the general membership, so long as a quorum is present. No amendment shall be in order at any meeting, unless not less than ten (10) days notice of the proposed amendments have been given in writing to all Association members.

Duties of the Board of Directors

Section 1 The Board of Directors shall have the power to recommend the alteration of any By-Law, or an amendment to this constitution, including decreasing the number of Board members.

A. Upon presentation of above named recommendations by the Board, the final ratification will be made at the next annual meeting, or at a special meeting called for that purpose.

B. A simple majority of those present, providing there is a quorum, at such a meeting is required for passage of amendment or new By-Law

Section 2 Once each year, within ten (10) days of the annual membership meeting. The Board of Directors shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer. All officers must be members of the Board and each shall hold office until his successor shall be elected and qualified the following year. The term begins the first day of May, and ends the thirtieth day of April.

A. The President shall be the chief executive officer of the association; and shall preside over all meetings of the Board, and of the general membership. He shall manage the business of the Association, and will see that all orders and resolutions are put into effect. He will be an ex-official member of all standing committees. He shall have the general powers and duties of supervision and management usually vested in the President of a corporation or association.

B. The Vice President(s) in the order of their seniority shall perform the duties and execute the powers of the President, during the absence or disability of the President.

C. The Treasurer shall have custody of all corporate funds, and securities, and shall keep, in books belonging to the Association, full and accurate accounts of all monies received and disbursed. He/She shall deposit all monies and valuables in the name of this Association, properly vouched, and with the authorization of the Board. Periodically he shall give an accounting to the Board of all transactions and financial status. He shall deliver to the Board and keep in force, a bond, conditioned on his faithful performance of the duties of his/her office, and for restoration to this Association, in case of his/her death or removal from office, all books, papers, vouchers, monies or property of any description belonging to this Association, and monies in his possession or under his/her control, at the time of holding office.

D. The Secretary shall attend all meetings of the Board of Directors and General membership, and shall record, in books of this association, true and accurate minutes of the proceedings of all such meetings. He/She shall give all notices required by this constitution, and shall perform other duties which may be delegated to him/her by the President, Board of Directors for standing committees. An assistant Secretary may be selected by the Board of Directors, for purpose of

facilitating duties of the Secretary, should this become necessary. The Board shall set any remuneration for the Secretary.

E. There shall be no combination of any offices of this Association, nor shall one person hold more than one office.

Section 3 Any committee may be appointed by the Board for transactions of special projects of business, when deemed necessary by the board.

Section 4 Any decision, in writing or verbal agreement, made by a duly appointed committee, and approved by the Board is binding.

Section 5 The Board may delegate all, or any of the powers and duties of any officer who is absent, to another director; but no officer shall execute any instrument of officiate in more than one capacity.

Section 6 Duties of Chairpersons

- A. Beach **Co-Chairpersons** – is responsible to the Board of Directors for upkeep and maintenance of the Mount Royal Subdivision Improvement Association Beach.
1. Ten guest limit per member at the beach. The Board of Directors, or Beach **Chairperson**, at his/her discretion will authorize over ten guests.
 2. Hours 8:00 a.m. to 10:00 p.m.
 3. Porta-Johns ordered from **open to close of Association Beach**.
 4. The trash container is to be ordered and emptied from **open to close of Association Beach**.
 5. **Chairperson** must maintain a beach equipment list and location of all items on the list.
 6. **The Board of Directors and any of the elected Chairpersons reserve the right to revoke a member's beach access key for the term of up to one year. Revocation of a member's key is the result of two or more violations of beach policies. (Beach Rules listed below)**
 7. **Each member is entitled to one appeal in regards to their key revocation. Appeals will be held by the Board of Directors at each regularly scheduled meeting.**

Beach Rules

1. The Beach is for the use of Association Members ONLY.
2. The Beach opens at 8AM and closes at 10PM. If you need to get in earlier, contact a Board member 48 hours before you need access.
3. No pets, motorized vehicles or motorcycles allowed on the beach.
4. No boats or fishing allowed in the swim area of the beach.
5. No pushing, shoving or running on the dock or raft. Do not throw sand at others on the beach. No playing on swim area markers. No profane language.
6. Limit of 10 guests per day per key holder unless prior arrangements are made with the Beach chairperson.
7. One key per household.
8. An adult must accompany children under the age of 12 years. Dependents under 21 years of age will be allowed two guests per key.
9. No glass containers allowed on the beach.
10. Use trash barrels for garbage.
11. Be sure to close and lock beach gate and boat ramp behind you. Dues are collected and it is not fair for non-paying residents or non-residents of Mount Royal Subdivision to use our beach.
12. Keys cannot be loaned out. If you loan out your key you will lose beach privileges for the remainder of the season plus the board will review your membership status for the following year.
13. Keys are given to the Oakland County Sheriff to help patrol during regular and after hours.
14. An **Emergency** telephone is located on the utility pole by the entrance gate. Your beach keys will fit the lock and when you pick up the Sheriff's Department will answer. You cannot receive or make any other calls. This phone is for **EMERGENCY USE ONLY**.

B. Membership Chairperson

1. Invoice all members of the Association, and potential qualified members.
2. Maintain an up-to-date list of paid members.
3. Will be in charge of beach key distribution.
4. Work with Treasurer.
5. Must report to Board of Directors.

C. Communication Chairperson

1. Responsible for making sure the **Mt. Royaler** gets out on time
2. Only member that can have printed matters charged to the Association. All other flyers must be submitted to this Chairperson.
3. Chairperson can request articles from other Committee Chairpersons for paper
4. Must Report to Board of Directors

D. Road Chairperson: is responsible for maintaining and improving the existing roads in lower Mount Royal Subdivision.

1. Road repair, grading, catch basin cleaning, improvements, or **new projects are approved by the Board of Directors on an as needed basis up to 25% of the Road Fund value.**
2. Any expenditure over \$200.00, with exception of Board approved budget expenditures, must be submitted to the Board of Directors.
3. Chairperson must report to the Board of Directors.

E. Event Chairperson

1. Must be **appointed** by the **Board of Directors.**
2. Chairperson is responsible to the Board of Directors
3. Budget must be submitted 30 days prior to the event.
4. Chairperson can pick a sub-Chairperson, not a member of the board
5. Advance funds must be approved by the Board, and returned to the Treasurer with all other monies, within ten (10) days after the event, and present balance sheet to the Board at the next Board meeting.
6. Any Fundraiser Accepted by the Board must have a cut-off date for cancellation ten (10) days before the event and thirty days before the New Year.

Notes: Miscellaneous Authorities

1. President – Only one authorized to call a meeting location and make arrangements for the key to the hall
2. President only one authorized to contact Township Hall for arrangement of date for meetings or events involving Richardson Center
3. All committee members must work through Mount Royaler Chairperson on printed matters.
4. All membership information must go through Membership Chairperson
5. General Budgets from all Chairpersons to be submitted at the February Board meeting.
6. Outgoing President to act as supervisor.
7. Beach access allowed in spring of year only after paying new fiscal years' dues.
8. In the event a member does not pay special assessments when due the Board may take legal action against the member as specified below.
 - a. Record a lien against the member's property for the amount of the unpaid assessments. This lien will be subordinate only to tax liens and first mortgage liens.
 - b. Commence a claim in Small Claims Court to collect the unpaid special assessments or the alternative, commence and action to enforce the lien (4/90).
9. Changes to the By-Laws in the last general assembly meeting (4/02), passed by majority. The new law states that all dues are due by, Dec 31st. The billing period is now from April 1st thru Dec 31st. In the event a member does not pay special assessments when due the Board may take legal action against the member as specified in Article 8 above.