

Seventh 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 General Membership 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.

Section 4 Initiation Fee: Any new member must pay an initiation fee **or a member not current with dues must pay a re-initiation fee (\$100.00)** and back dues to be re-instated **as a member and able to vote** in the annual General Membership meeting. (4/85, 4/24).

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).

Section 6 **Beach Dues:** Beach Dues (\$55) are mandatory for all who own or lease an interest in real property located in Mount Royal Subdivision (4/22, 4/24).

Section 7 **Liens/Claims:** In the event a resident does not pay special assessments when due, the Board may take legal action against the member as specified below (4/90, 4/24)

- 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 to commence an action to enforce the lien.

Article IV – Membership Meetings

Section 1 Annual General Membership Meeting

- a. General: An annual meeting of the members shall be held **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 meeting shall be given to each member of the Association in printed or written form at least 10 days prior to the annual General Membership 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:

- a. **Property owners** shall constitute a **single** member of the Association and have one single vote **per Sidwell**. (4/24)
- b. 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. **Must be a full (paid) member of the Association to be eligible for nomination to or be on the Board of Directors**. (4/24)

Section 2 Terms: 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 General Membership 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 General Membership meeting at which elections are held.

Section 3 Vacancies: In the case of vacancies occurring on the Board of Directors, the remaining Directors shall as soon as possible, preferably at the next regular Board meeting, elect a successor to hold office until the next annual 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, 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 meetings of the Board of Directors shall be held no less frequently than once each month, **except November-January when there will be no board meetings unless a special meeting is called.** (4/22)
- b. The Board shall meet within ten (10) days following the annual General Membership meeting to elect officers (President, Vice President, Secretary, Treasurer) and assign Chairpersons for the coming year.
- c. 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 Board member prior to such meeting.
- d. A Board member 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.
- e. Six (6) members or more of the Board of Directors shall constitute a quorum. 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 member of the Board of Directors (Chair or 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 Chair or Officer in any connection with any proceeding, or part thereof, initiated by such Chair or Officer without authorization of the Board of Directors. (4/88)

Article VI – Officers

Section 1 The officers shall be a President, Vice President, Secretary, and Treasurer. All officers shall be elected by and from the Board of Directors members for a term of one (1) year at the first Board meeting following the annual General Membership 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 there best efforts to carry out, in good faith, the purpose and exercise the powers expressed in the Articles of Incorporation and the By-Laws of the Association in such a manner as to benefit all members of the Association. (4/24)

Article VII – Committees

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

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

Section 2 The Board of Directors may establish such special committees as are deemed necessary. Such committee or committees 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 January and end on the thirty-first day of December (4/02).

Section 2 Approved Signatures: All checks and orders for the payment of money shall bear the signature of the President, or in lieu of the President, the President's nominee, such nominee having been approved by the Board of Directors. The President or his/her nominee shall execute, in the name of the Association, all contracts for other instruments authorized generally, or specifically by the Board of Directors. (4/24)

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

Article X – 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 General Membership 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 General 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/She shall manage the business of the Association, and will see that all orders and resolutions are put into effect. He/She will be an ex-official member of all standing committees. He/She 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 monies and valuables in the name of this Association, properly vouched, and with the authorization of the Board. Periodically he/she shall give an accounting to the Board of all transactions and financial status. He/She shall deliver to the Board and keep in force, a bond, conditioned on his/her faithful performance of the duties of the 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 their possession or under his/her control, at the time of holding office. (4/24)

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 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 of Directors may delegate all or any of the powers and duties of any Officer or Chairperson, who is absent, to another Director; but no officer shall execute any instrument or officiate in more than one capacity.

Section 6 Duties of Chairpersons:

A. Beach Co-Chairperson(s)

1. Responsible for upkeep and maintenance of the Mount Royal Subdivision Improvement Association Beach and boat launch.
2. Ten guest limit per member at the beach. The Board of Directors, or a Beach **Chairperson**, at his/her discretion may authorize over ten guests.
3. Responsible for the opening of the beach at 8:00 a.m. and closing at 10:00 p.m.
4. Orders Porta-Johns from **open to close of Association Beach**.
5. Orders and empties trash containers from **open to close of Association Beach**.
6. Maintains a beach equipment list and location of all items on the list.
7. **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)**
8. **Each member is entitled to one appeal in regards to their beach key revocation. Appeals will be held by the Board of Directors at each regularly scheduled meeting.**
9. Must report to the Board of Directors

Beach Rules

(updated 2022)

1. The Beach and Boat Launch is for the use of **paid** Association Members and their guests **ONLY**. Limit of 10 guests per day at the beach per key holder *unless prior arrangements are made* with a Beach chairperson.
2. The beach pavilion is available on a first come, first served basis and cannot be reserved. There is room in the pavilion for several small groups of people. Do NOT use staples or nails on picnic tables/pavilion.

3. The Beach opens at 8:00AM and closes at 10:00PM. If you need to get in earlier, contact a Board member 48 hours in advance for access.
4. Children under 12 years old MUST be accompanied by an adult. Dependents of paid Association Members under 18 are allowed 2 guests per key holder.
5. There is no lifeguard on duty - swim at own risk.
6. No pets, no glass, and no motorized vehicles/watercraft or kayaks allowed on/at the beach.
7. No watercraft (such as kayaks, canoes, paddle boards, etc) or fishing allowed in the swim area of the beach.
8. No pushing, shoving, or running on the dock or raft. No playing on swim area markers. No profane language allowed.
9. Use trash containers for garbage.
10. Be sure to CLOSE and LOCK beach gate and/or boat launch gate behind you! Failure to do so may result in lose of beach key privileges for the remainder of the season and the Board will review your eligibility for beach privileges for the following year.
11. Keys are NOT to be loaned out. If you loan out your key, you will lose beach privileges for the remainder of the season and the Board will review your eligibility for beach privileges for the following year.
12. Only one key allowed per Association household.
13. For health reasons, do NOT feed the wildlife.

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. Shall deposit monies received in the name of this Association, properly vouched, and with the authorization of the Board. (4/24)
4. Will be in charge of beach key distribution.
5. Must report to Board of Directors.

C. Communications Chairperson

1. Responsible for making sure the newsletter gets out on time
2. Chairperson can request articles from other Committee Chairpersons or Officers for newsletter.
3. Manage Mt Royal social media accounts and the subdivision website. (4/24)
4. Must report to Board of Directors

D. Road Chairperson

1. Responsible for maintaining and improving the existing roads in lower Mount Royal Subdivision.
2. Responsible for road repair, grading, salting, catch basin cleaning, and improvements. (4/24) New projects are approved by the Board of Directors on

an as needed basis up to 25% of the Road Fund value.

3. Any expenditure over \$200, with exception of Board approved budget expenditures, must be submitted to the Board of Directors.
4. Must report to Board of Directors.

E. Event Chairperson

1. Must be appointed by the Board of Directors.
2. Responsible to the Board of Directors
3. Budget must be submitted 30 days prior to the event.
4. Chairperson can pick a sub-Chairperson, who is 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 is only one authorized to contact Township Hall for arrangement of date for meetings or events involving Richardson Center.
2. President is only one authorized to call a meeting location and make arrangements for the key to the hall.
3. Outgoing President to act as supervisor.
4. All membership information must go through Membership Chairperson.
5. General Budgets from all Officers/Chairpersons to be submitted at the February Board meeting.
6. Beach access allowed in spring of year only after paying new fiscal years' dues.
7. All members of the Board can have printed matters charged to the Association, upon approval of the Board. (4/24)

By-Law Amendments - Mount Royal Subdivision Improvement Association

The By-Laws have been amended and added to during past years at the annual General Membership meetings. This version of the By-Laws reflects those changes and are detailed below:

1. In **Article III, Section 4**: Initiation Fee rules set at annual General Membership meeting of April 1985. Wording revised for clarification purposes at the annual General Membership meeting April 2024.
2. In **Article III, Section 5**: Mandatory dues structure reinstated at annual General Membership meeting April 1989.
3. In **Article III, Section 7**: Legal action for non-payment of assessments was reinstated at annual General Membership meeting in April 1990. Moved from Miscellaneous Authority #5 & #8 at annual General Membership meeting April 2024.
4. In **Article III, Section 6**: Mandatory beach key fee was added at annual General Membership meeting April 2022. It was premised that the beach improves property values for all and so all should help cover the cost of maintenance, repairs, and updates. Terminology changed from “key fee” to “dues” at the annual General Membership meeting April 2024.
5. In **Article IV, Section 3**: Clarification made regarding number of votes allowed per Sidwell at annual General Membership meeting April 2024. It was premised that it was not fair that a single property/sidwell should have more than 1 vote at the annual General Membership meeting.
6. In **Article V, Section 1**: Dues payment added as requirement for being nominated to and being on the Board of Directors at annual General Membership meeting April 2024.
7. In **Article V, Section 5-a**: Board of Directors meeting schedule changed at annual General Membership meeting April 2022 to being held each month, except November-January.
8. In **Article V, Section 6**: Indemnification of Directors was added at annual General Membership meeting April 1988, to protect current and past board members from being sued while serving a voluntary position.
9. In **Article VI, Section 3**: By-Laws of the Association was added as an additional guideline to be followed by the Board of Directors at annual General Membership meeting April 2024.
10. In **Article VIII, Section 1**: Fiscal year changed from April 1-March 31 to

January 1-December 31 at annual General Membership meeting April 2002.
Billing period dates changed to assist in maintenance of database and in getting bills mailed out prior to annual General Membership meeting.

11. In **Article VIII, Section 2**: Approved Signatures revised as outdated verbiage. Removed Secretary from requirement to sign contracts and changed wording from “in absence of” to “in lieu of” at annual General Membership meeting April 2024
12. **Article X**: created this Article for the section Duties of The Board of Directors at annual General Membership meeting April 2024.
13. In **Article X, Section 2-D**: Secretary: Removed wording at annual General Membership meeting April 2024 that stated Secretary shall give *all* notices required by this constitution as outdated verbiage and inaccurate.
14. In **Article X, Section 2-C**: Treasurer: wording revised at annual General Membership meeting April 2024 so Treasurer no longer required to deposit *all* monies for Association.
15. In **Article X, Section 6-B**: Membership Chair: duty regarding depositing monies for Association added at annual General Membership meeting April 2024.
16. In **Article X, Section 6-C**: Communication Chair: added management of social media and website to duties at annual General Membership meeting April 2024.
17. In **Article X, Section 6-C**: Communication Chair: Deleted at annual General Membership meeting April 2024 the duty under Communication Chair that stated they were the only member of Board who can have printed matters charged to Association. Revised/moved this to Miscellaneous Authorities for all Board members
18. In **Article X, Section 6-D**: Road Chair: Snow removal changed from 4 to 2 inches at annual General Membership meeting of April 1990.
19. In **Article X, Section 6-D**: Roads Chair: added duty regarding salting at annual General Membership meeting April 2024.

Red = changes/revisions to existing By-Laws

(revised 7/28/2024)