

OJIBWA PROPERTY OWNERS ASSOCIATION

2013

BYLAWS

THESE BYLAWS PEPLACE ALL PREVIOUS BYLAWS

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NOTE: Ojibwa Property Owners Association Inc. shall furthermore hereon be referred to as OPOA

ARTICLE I-OFFICE

The principal office of OPOA shall be located in the home of the active President, Isabella County, Michigan. OPOA shall have continuously maintained in the State of Michigan a registered office and a registered agent to comply with the Michigan law.

ARTICLE II-MEMBERS

SECTION 1. DEFINITION OF MEMBER

Every person or entity who owns an equity interest or undivided interest in any recorded lot in OPOA and any person owning an equitable interest in any land having riparian rights in OPOA weather as land contract vender or fee holder and being subject to assessment by OPOA shall be a member of OPOA, provided that any such person who holds such interest merely as security shall not be a member.

SECTION 2. VOTING RIGHTS

Voting members shall be those as defined in Article II, Section 1. And have their dues paid up to date are “in good standing” When more then one person holds such interest in any lot, all such persons shall be members but one vote shall be permitted per lot, and such vote shall be exercised as the interest holders among themselves determine. No fractional votes will be allowed.

ARTICLE III-MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING

The annual meeting of the members shall be held at some convenient meeting place at the OPOA Community Building on the second Saturday in the month of August or such day as determined by the vote of the members at the preceding annual meeting or by the Board of Directors and at such hour as is likewise determined for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein the Board of Directors shall cause the elections to be held at a special meeting of the

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Members as soon thereafter as conveniently may be. The President of the Board of Directors shall preside at the first annual meeting, with the future Presiding officer of each Annual Meeting to be chosen by the members present at one meeting for the next meeting.

SECTION 2. SPECIAL MEETINGS

A Special Meeting of the Members may be called by the President, the Board of Directors or by not less then (1/10th) of the members having voting rights.

SECTION 3. NOTICE OF MEETINGS

Written or printed notice stating the place, day, and hour of any meeting of the members shall be delivered either personally or by mail to each member entitled to vote at such meeting not less then (14) days and not more then (30) days before the date of the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/hers address as it appears on the records of OPOA with postage thereon prepaid.

SECTION 4. QUORUM

A quorum of any meeting of members shall be based on the rule of one (1) vote per property lot owned and be not less then ten percent (10%) of the lot represented in good standing, either present or voting by proxy or by absentee ballot. If the quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting and schedule another meeting. The act of a majority of the members, as described herein, at which a quorum is present, shall be the act of all the members.

SECTION 5. CONDUCT OF MEETING

All meetings of members shall be conducted according to Roberts Rules of Order.

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SECTION 6. PROXIES

At any meeting of the members a member entitled to vote may do so by proxy executed in writing by the member or his duly authorized proxy (a member in good standing). Such proxies may be sent to the Associations P.O. Box or to any other member entitled to vote. Do not direct the "Board of Directors" to vote for you. Proxies must be a PERSON in good standing. Proxies are valid for only one (1) year

SECTION 7. VOTE BY MAIL

When directors are to be elected or in case of any question to be decided by vote of the members, such election may be conducted by mail in such a manner as the Board of Directors shall determine.

SECTION 8. VOTE BY ABSENTEE BALLOT

At any meeting of members a member entitled to vote may do so by Absentee Ballot which shall be included with the Notice of Meeting mailed to the member in advance of the meeting.

ARTICLE IV- BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

The affairs of OPOA as set forth by Ojibwa Recreation Area Building and Use Restrictions shall be managed by its Board of Directors.

SECTION 2. NUMBER AND TENURE IN OFFICE

Directors must be a member of OPOA. There shall be nine (9) directors elected by the vote of the members of OPOA.

Each elected Director shall hold office for a term of three (3) years with one-third (1/3rd) of the Board to be elected for a term of three (3) years every year, it being the intent to provide for a staggered three (3) year term for all Directors. The three (3) candidates receiving the largest number of votes at the annual meeting shall replace the three (3) outgoing Directors for the three year term.

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The Director appointed to the office of President can only serve one (1) term of three (3) years. When the President has completed his/hers term of office He/she cannot be reappointed President for three (3) years unless deemed otherwise necessary by the Board of Director.

SECTION 3. NOMINATIONS

Nominations for the election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of OPOA. The Nominating Committee shall be appointed by the President of the Board of Directors prior to each Annual Meeting of the members to serve from the close of such Annual Meeting until the close of the next Annual Meeting and such appointment shall be announced at each meeting. The Nominating Committee shall make as many nomination for election to the Board of Director as its discretion determine, but not less then the number of vacancies that are to be filled. Such nominations must be made from among members in good standing.

SECTION 4. REGULAR MEETINGS

A regular meeting of the Board of Directors shall be held without other notice then this bylaw immediately after and at the same place as the Annual Meeting of Members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meeting of the Board of Directors without other notice than such resolution.

SECTION 5. SPECIAL MEETINGS

Special meeting of the Board of Directors may be called by or at the request of the President or by any five (5) Directors.

SECTION 6. NOTICE

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail in reasonable time to reach the Directors at the address shown on the records of OPOA or by verbal notice given to each Director personally at least two (2) days previously.

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SECTION 7 REMOVAL OF A DIRECTOR

Any Director may be removed by a two-thirds (2/3rd) vote of the members of OPOA, such action to be initiated by petition signed by at least twenty-five percent (25%) of the voting members. Any director may also be removed by a two-thirds (2/3) vote of the entire Board of Directors, minus the director at issue, for malfeasance consisting of either violation of the Association Bylaws, or violation of fiduciary duties towards the association. In the previous event the Board of Directors must maintain a record of the purported malfeasance and offer the offending Director a chance to respond to the charges in front of the Board to present his or her own corresponding evidence and be so recorded.

SECTION 8. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of those present may adjourn the meeting from time to time without further notice.

SECTION 9. MANNER OF ACTING

The act of majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of greater number is required by law or by these bylaws.

SECTION 10. VACANCIES

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors for the time remaining until the next Annual Meeting of Members, at which time the director shall be elected to fill the unexpired term or his/her predecessor in office for the unexpired portion of the term.

SECTION 11. COMPENSATION

Directors shall be compensated as follows: President up to \$500 per year, Treasurer up to \$500 per year, Secretary up to \$500 per year and Web-Master up to \$500 per year. All other directors as such shall not receive any stated salaries for their service, but nothing herein contained shall be construed to preclude any directors from serving in any other capacity and receiving compensation therefore.

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ARTICLE V- OFFICERS

SECTION 1. ENUMERATION OF OFFICE AND QUALIFICATION

The officers of OPOA shall be a President, one or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary and a Treasurer, and other officers as the Board may from time by resolution create. Any two or more offices may be held by the same person except the office of the President and Secretary.

The officers of OPOA shall be elected annually by the Board of Directors at the regular Annual meeting following the annual Meeting of Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

SECTION 2. REMOVAL

Any officer elected or appointed by the Board of Directors may be removed by the Board of directors whenever in its judgment the best interests of OPOA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 3. PRESIDENT

The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board be carried out; shall sign all leases, mortgages, deeds and other written instruments and shall cosign all checks and promissory notes; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 4. VICE-PRESIDENT

The Vice-president shall act in place of the President in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him/her by the Board of Directors.

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SECTION 5. SECRETARY

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of OPOA and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members by mail; keep appropriate current records showing the members of OPOA together with their addresses, and shall perform such other duties as required by the Board of Directors.

SECTION 6. TREASURER

The Treasurer shall receive and deposit in appropriate bank account all moneys of OPOA and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of OPOA; keep proper books of account; cause an annual audit of OPOA books to be made by the Treasurer and the three (3) Trustees at the completion of each fiscal year and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual meeting and deliver a copy to each of its members.

SECTION 7. TRUSTREE

There shall be three (3) Trustees chosen from the Board of Directors at the Annual Meeting following the Meeting of Members. If the election of Trustee shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New trustees may be created and filled at any meeting of the Board of Directors. Each Trustee shall hold office until his/her successor shall have been duly elected and shall have been qualified. The duties of the Trustees are to perform, along with the Treasurer, a quarterly reconciliation of all bank and financial accounts of OPOA. The Trustee and Treasurer shall perform and prepare an annual audit of all OPOA bank and financial accounts and present said audit to the membership at the Annual OPOA meeting.

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ARTICLE VI ASSESSMENTS

SECTION 1. PUPPOSE OF ASSESSMENTS

The Assessments levied by OPOA as set forth by the OPOA Building and Use Restrictions, shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents of OPOA and in particular for the improvement and maintenance of property, services and facilities devoted to this purpose and related to the use and enjoyment of common properties, including, but not limited to, the payment of taxes and insurance thereon and repair, replacement and additions thereto, for the cost of labor, equipment, materials, management and supervision thereof.

SECTION 2. BACIS AND AMOUNT OF ASSESSMENT

The Annual Assessment shall be evaluated by the Board of Directors and recommend possible revisions to the membership at the annual meeting, based on future projects and needs for OPOA.

SECTION 3. SPECIAL ASSESSMENTS

The Board of Directors shall have the authority to levy special assessment in an amount not to exceed in any one year fifty percent (50%) of the Annual Assessment on each lot. Such Special Assessment must be for a stated specific purpose connected with regular or contingency maintenance. Any special assessment in an amount greater than fifty percent (50%) must be voted on by the members, requiring a majority of the members voting on the issue. In case of a ballot by mail, the required majority shall be fifty percent (50%) or more of those who return their vote.

SECTION 4. DATE OF ANNUAL ASSESSMENTS

The Annual Assessments provided herein shall be due on April 1. Buyers of lots sold by OPOA shall apply at the time of closing with the amount pro-rated for that fiscal year.

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SECTION 5. DUTIES OF THE BOARD REGARDING ASSESSMENTS

The Board of Directors shall cause to be prepared a roster, by the Treasurer, of the lots and assessments applicable thereto, such roster to be kept in the office of OPOA and to be open to inspection by any owner/member. Written notice of the Assessment shall thereupon be sent to every owner subject thereto.

SECTION 6. EFFECT OF NON-PAYMENT OF ASSESSMENT

Any Annual Assessment not paid by May 1 shall become delinquent and shall be subject to a twenty-five dollar (\$25.00) Late Fee and cost of collection as hereafter provided, thereupon becoming a continuing lien on the property. After a sixty (60) day period (June 1) OPOA may bring action at law against the Member personally obligated to pay the same. There shall be added to such assessment, the delinquent fee and cost of preparing and filing complaint in such action and in the event that judgment is obtained, such judgment shall include the total amount as provided. In the event said Assessment is delinquent, voting privileges for owners of such lots will automatically be suspended and shall remain suspended until said Assessments and all fees and expenses have been paid in full.

SECTION 7. SPECIAL ASSESSMENT NOT PAID

ANY Special Assessment not paid in full within one (1) year after due date shall be subject to a lien placed on said property including all expenses to process said lien.

ARTICLE VII – PROPERTY RIGHTS IN COMMON PROPERTIES

SECTION 1. DEFINITION

“Common Property” as used in these bylaws shall mean and refer to those areas of land shown on any recorded plot developed by or its successors or assigns, or OPOA and intended to be devoted to the common use and enjoyment of the lot owners of OPOA and any properties acquired by OPOA in its name by gift or by purchase.

SECTION 2. MEMBERS EASEMENT OF INJOYMENT

Every Member shall have a right and easement of enjoyment in and the common property and such easement shall be appurtenant to and shall pass with the title of every lot.

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ARTICLE VIII - COMMITTEES

SECTION 1. COMMITTEES

The President of the Board of Directors shall designate such Committees as he believes best to carry out the purpose of OPOA. All Committee Chairman will be appointed by the President and must be a member of the Board of Directors. The Chairman shall select the members of his/her committee who must be members of OPOA.

SECTION 2. QUORUM

Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole committee shall constitute a quorum and the act of majority of the members present at a meeting is at which a quorum is present shall be the act of the Committee.

SECTION 3. VACANCIES

Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 4. RULES

Each Committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX – AMENDMENT TO THE BYLAWS

These By-laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of Member present in person or voting by proxy or by absentee ballot at any Annual Meeting of OPOA with this being on the published agenda of such meeting or at any Special Meeting of OPOA called for that purpose. In case of a ballot by mail, there is required a majority of those members who return their ballots.

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ARTICAL X – LEGAL ACTION

The Board of Directors of OPOA shall have the power to enforce all building and use Restrictions of OPOA as provided in its Building and Use Restrictions Documents.

ARTICLE XI – DISSOLUTION

The Association may be dissolved only with the assent given by two thirds (2/3) of the voting Members eligible to vote under Article III, Section 2. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets (in accordance with Article III herein), shall be mailed to every Member at least ninety (90) days in advance of any such action taken.

ARTICLE XII – DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, the assets, both real and personal, of the association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes, the same as those to which they were devoted to by the Association. In the event that such dedication is refused, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes, as nearly as practicable, the same as those to which they were required to devoted by the Association.

ARTICLE XIII – EFFECTIVE DATE OF BYLAWS

These Amended and Restated Bylaws have been approved and implemented by unanimous vote of the Board of Directors and by a majority vote of the Membership at the Annual OPOA Members Meeting May 25, 2013

