

Proposed Redraft 2020-2021.Master D23

BYLAWS OF

THE CASTLE PARK ASSOCIATION

(AS ADOPTED JUNE 30, 1979 AND

AMENDED THROUGH AUGUST ~~14, 2010~~2021)

~~(WATER PROVISION REMOVED APRIL 12, 2012)~~

ARTICLE I:

NAME, LOCATION, PURPOSE

SECTION 1. NAME AND REGISTERED OFFICE.- The name of this corporation is THE CASTLE PARK ASSOCIATION. ~~THE CASTLE PARK ASSOCIATION~~ is a corporation organized under the laws of the State of Michigan as a not-for-profit membership corporation and ~~is herein called~~recognized by the "Association." Internal Revenue Service under Section 501(c)(7) of the Internal Revenue Code. The registered office of ~~the Association is~~THE CASTLE PARK ASSOCIATION. Is 6690 Edwards, Holland, Michigan 49423.

SECTION 2.- LOCATION.- The location of ~~the Association as respects~~THE CASTLE PARK ASSOCIATION with respect to its property, ~~the~~ property of its ~~members~~Members and other matters for which it was organized is at Castle Park, Laketown Township, Allegan County, Michigan.- For all purposes respecting these ~~bylaws~~Bylaws and all other matters ~~of regulation~~ respecting the Association, the term Castle Park shall mean that tract of real property in Laketown Township, the perimeter description of which is set out ~~upon~~in the attached Exhibit A ~~hereto annexed and~~ entitled "Map of Castle Park."

SECTION 3.- PURPOSES.- ~~The purposes of the Castle Park Association are to protect and shall~~ promote ~~the best interests of the residents of Castle Park, to promote and encourage~~ community and recreational ~~activities at~~activity within Castle Park, ~~to provide services and facilities useful and desirable to consistent with its residents and to develop community spirit, goodwill and friendship among the residents of Castle Park.~~ Articles of Association, as amended, filed in the appropriate offices of the State of Michigan.

ARTICLE II

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DEFINITIONS

SECTION 1. "Association" means The Castle Park Association.

Section 2. "Parcel" means any real property containing an occupied freestanding building in Castle Park.

SECTION 3. "Individual Owner or Owners" means any person or persons that own a Parcel in Castle Park.

SECTION 4. "Ownership Entity" means a corporation, a partnership, a limited partnership, a limited liability company, a trust, or any other similar form of entity that owns a Parcel in Castle Park.

SECTION 5. "Member" means any individual person who has been approved for membership by the Board pursuant to Article III and who is:

- a) An Individual Owner or Owners; or
- b) An individual person who is a shareholder or individual member of and has a vested beneficial or equity interest in an Ownership Entity that may be, but is not limited to, a partnership, a limited partnership, a limited liability corporation, or a trust, or
- c) An individual person who has vested beneficial or equity interest in any other similar form of entity that is an Ownership Entity.

SECTION 6. "Voting Member" means that Member that the Individual Owner or Owners of a Parcel or the Ownership Entity owning a Parcel designates in writing to the Secretary as the Member entitled to vote for or on behalf of the Parcel as to matters requiring a vote. In the absence of a Voting Member at a meeting, any Member of the relevant Parcel shall have the authority to represent such Voting Member at the meeting, without the necessity of a proxy, unless the Voting Member shall have advised the Board otherwise in writing in advance of the meeting.

SECTION 7. "Board" means the elected and serving Board of Trustees of the Association.

SECTION 8. "Charges" collectively means dues, initiation fees, assessments, and similar sums.

SECTION 9. "Restricted Association Property" means non-residential real property of the Association.

SECTION 10. "Association Rules and Regulations" are such provisions established by the Board from time to time that pertain to activities within Castle Park and the behavior of Members, immediate family members, guests and tenants to ensure the general welfare within Castle Park.

ARTICLE III

MEMBERSHIP

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SECTION 1. INDIVIDUAL OWNER OR OWNERS. Individual Owner or Owners shall be eligible and may apply for Membership in the Association.

SECTION 2. OWNERSHIP ENTITIES. Ownership Entities and persons having a vested beneficial or equity interest in the Ownership Entity shall be eligible and may apply for membership in the Association. If such interest is not appropriately established by the governing documents of the Ownership Entity as available either publicly or by inquiry, a determination of Membership eligibility may be made by the Board.

SECTION 3. APPLICATION FOR MEMBERSHIP. Those eligible for Membership may apply for membership in writing in such manner and supplying such information as the Board from time to time may establish. Each application shall be supported by the sponsorship of at least two Members of the Association. Names of applicants and other information deemed relevant by the Board to the application shall be communicated to the Membership of the Association at least 45 days prior to any action by the Board so as to permit a reasonable opportunity for comment by the Membership. In order to be approved for Membership, an applicant must receive a favorable vote from eight of nine Trustees at a duly constituted Board Meeting.

The applicant(s) shall not become Members until the application:

- 1) has been formally approved by the Board and
- 2) has agreed to these Bylaws Membership requirements and Rules and Regulations established from time to time by the Board, and
- 3) has paid such initiation fee, dues, and assessments as the Board shall determine from time to time.

SECTION 4. ACTIVE MEMBERS

- 1) Those meeting eligibility for Membership and desiring to become a Member of the Association shall formally apply for Membership. There shall be only one Voting Member per parcel. If no Voting Member designation has been made for a Parcel, then no Member associated with such Parcel shall be entitled to cast that Parcel's vote.
- 2) In situations where individual Members own more than one Parcel, they shall have one Membership vote for each Parcel.
- 3) Charges shall be assessed on a per Parcel basis.

~~SECTION 5. SECTION 1. ELIGIBILITY FOR ACTIVE MEMBERSHIP.~~ In addition to those persons who now are members of the Association, any owner of record of real property in Castle Park upon which a dwelling house has been constructed shall be eligible for active membership in the Association, provided (i) the application of such individual shall have been approved by the board of trustees of the Association as provided in Article II, Section 6 below; (ii) the individual shall have agreed to the undertakings of membership as established by the board of trustees from time to time; (iii) the individual shall have paid such initiation fee and assessments as the board of trustees shall have imposed in accordance with the bylaws. For all purposes in these Bylaws including without limitation with respect to the instant Article II, as to property owned by any corporation, limited liability company, trust or other similar vehicle, an "owner of record" shall be deemed to include the owner of record along with that person duly designated as eligible to serve as a member by, as the case may be, (i) the Board of Directors of a corporation, (ii) the Manager(s) or Member Manager(s) of a limited liability company, (iii) the Trustee or Trustees of property held in Trust, or (iv) those person or persons having primary overall management responsibility for any other vehicle or entity holding title to any such Castle Park real property.

~~SECTION 2. ACTIVE MEMBERS.~~ All members who shall have paid their dues and assessments due and owing to the Association shall be active members and shall be entitled to vote at all meetings of members of the Association. In cases where more than one person is the owner of record of a dwelling house on real property in Castle Park, each must qualify as a member but only one of their number may be designated as the person entitled to vote on behalf of such members. In cases where any member owns more than one dwelling house, he or it shall have a membership vote for each such dwelling house and dues, initiation fees, assessments, charges and responsibilities as applicable. In affairs concerning members, each dwelling house owned by a member or members shall be entitled to one vote.

~~SECTION 3. INACTIVE MEMBERS.~~ All members who shall have failed to pay their dues and assessments

- 1) All Members associated with a Parcel that is delinquent in its payment of its Charges for sixty days or more after ~~the same were they are~~ due and owing shall be deemed inactive members become Inactive Members and shall be ineligible to use Association facilities or vote on matters submitted to the membership. Membership, regardless of whether they are in good standing on another Parcel.
- 2) The ~~board of trustees~~ Board shall also have the power and authority to make any member Member an ~~inactive member~~ Inactive Member in the event of a flagrant violation of any ~~rules or regulation, term or provision of these~~ bylaws Bylaws, or other governing document. Notwithstanding of the foregoing, the Association Rules and Regulations.
- 3) The obligation to pay ~~when due all accruing dues, assessments~~ current and ~~other~~ charges ongoing Charges shall continue notwithstanding any ~~member becoming~~ an Member's inactive member status.

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~~SECTION 6.~~ ~~SECTION 4.~~ RESIGNATION OF MEMBER OR REMOVAL OF MEMBER. ~~No member~~

- ~~1) Members of the Association, whether sole or partial owners of a Parcel, may resign his membership except their Memberships in writing and with. At that time, the consent of the Board of Trustees, whereupon he or it Member shall cease to be a member of the Association, but shall remain liable for all dues, assessments or other charges properly levied against him or his/her real property on or prior to receipt by the board of trustees of his notice of resignation. The board of trustees shall have no obligation whatsoever to consent to any resignation of a member and said board shall further not consent to any resignation of a membership absent the member paying all outstanding dues, assessments or other charges in full. Member of the Association (subject to the provisions of Section 7, below).~~
- ~~2) Any member Member may be removed from membership or made an inactive member Membership for good cause, upon due written notice from the Board of the reason or reasons therefore, for such proposed removal delivered personally to the Member or mailed to his last the Member's most recent address as shown on the records of the Association. Without limitation as respects the meaning thereof, good causes for removal. Good cause shall include but not be limited to: (i) without limitation:
 - ~~a) being an inactive member Inactive Member for a period of at least six consecutive months or more;~~ (ii);
 - ~~b) the commission of a flagrant violations violation of the rules Rules and regulations Regulations of the association; and (iii) Association.~~
 - ~~c) engaging in or suffering allowing to occur activities or conduct at or proximate to the dwelling house of the member which constitutes Member's Parcel that are a violation of the law state or laws of the State of Michigan or the United States of America punishable by imprisonment of one year or more or fine of \$1,000 or more. Any notice of local law.~~~~
- ~~3) Upon resignation, removal or during an inactive period, a former or inactive Member forfeits all right to use Association facilities.~~
- ~~4) A Member receiving a notice from the Board of the proposed removal or inactive status shall indicate the reason or reasons therefore and advise that have a reasonable opportunity for a hearing before the board of trustees Board. The notice provided for in this Section shall be provided. Notice shall be deemed properly given sufficient if delivered personally to the Member or sent by electronic communication, to the Member by registered or certified mail to the address for of such member Member shown on the records of the Association. In the event of such hearing the determination of a majority of the board of trustees shall be final and binding except as the same shall be known to be arbitrary, capricious or not supported by reasonably sufficient evidence.~~

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SECTION 57. OBLIGATION OF MEMBER IN EVENT OF RESIGNATION, REMOVAL OR TERMINATION OF MEMBERSHIP. ~~If a member~~

- 1) ~~If the Member(s) of a Membership-approved Parcel~~ resigns, is removed or otherwise terminates ~~his/her membership~~Membership in the Association, such ~~member~~Parcel and its Member(s) nevertheless shall be liable for all ~~-dues, assessments-existing Charges owing to the Association and charges owing to the Association which are then-existing-orCharges~~ which have accrued at or as of the date of resignation, removal or termination.
- 2) In the event that an Individual Owner resigns from a partial interest in a Membership-approved Parcel, the remaining Individual Owner or Owners of that Parcel shall remain liable for all existing Charges owing to the Association and Charges that accrued at or as of the date of resignation, removal or termination.

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~~SECTION 8. SECTION 6. APPLICATION FOR MEMBERSHIP—Those eligible for membership may apply therefore in writing in such manner and supplying such information as the board of trustees from time to time may establish. Each application shall be supported by the sponsorship of one member and the endorsement of one other member submitted in writing to the board of trustees. Names of applicants and other information deemed relevant by the board of trustees to the application shall be advised to the membership at least 45 days prior to action by the board of trustees on such application so as to permit opportunity for comment by members. In order to be elected a member, an applicant must receive a unanimous favorable vote from those present at a duly constituted board of trustees' meeting at which the application is presented and considered.~~

~~SECTION 7. NONTRANSFERABILITY OF MEMBERSHIP; NO PAYMENT ON TERMINATION.~~

- 1) Membership in the Association shall not be transferable or assignable ~~orand shall not be~~ subject to ~~levy~~ attachment or ~~to~~ any other ~~creditor~~enforcement process—, except as stated in paragraph 3.
- 2) Upon termination of ~~membership~~Membership, whether by death, incapacity, resignation, or removal, ~~therea~~ Member shall ~~behave~~ have no right to receive any payment or other property from the Association, ~~norand such Member~~ shall ~~such member~~not have any claim upon or against any of the assets or property of the Association.
- 3) In the event of any transfer of ownership of any Parcel among Immediate Family Members, Membership shall be deemed to be automatically transferred to the owner(s) of record, and its principals designated for Membership as consistent with these Bylaws, upon the receipt of a written request from the acquiror(s) without necessity of a Board vote or payment of an initiation fee.

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~~SECTION 9. SECTION 8. NO LIABILITY OF MEMBERS FOR ASSOCIATION DEBT. —No ~~member~~Member of the Association, by reason of ~~his/her membership~~that Membership alone, shall be individually or personally liable to creditors of the Association for any indebtedness, liabilities, or undertakings of the Association, ~~it being intended by the Association and its members that creditors.~~ Creditors of the Association~~

shall look only to Association funds, assets and properties for satisfaction of claims or performance of undertakings.

SECTION 9: ~~GOLF CART USE~~, 10: RELEASE AND INDEMNIFICATION:

~~Each member who owns, leases, In the event of negligent or uses a golf cart in malicious acts within Castle Park agrees to: (1) register his/her golf cart with the Castle Park Association by Members, their immediate family, guests, and to keep that registration current; (2) to operate his/her golf cart only within tenants including but not limited to the confines of federal, state, and local law, and the Rules of the Castle Park Association; (3) maintain adequate insurance to protect the Castle Park Association against any claims that may arise from the hazardous operation of the golf cart within Castle Park; and (4) golf carts or other motorized or self-driving mode of transportation, such Members shall indemnify, defend, and hold harmless the Castle Park Association (including its trustees Trustees, officers, employees and agents) from any losses, damages, liabilities, and claims of any kind that arise from the use of the member's golf cart (regardless of whether the member knew of or consented to that use). This provision is intended to be given the broadest possible interpretation for the protection of the Castle Park Association.~~

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ARTICLE IV

ARTICLE III

PRIVILEGES OF MEMBERSHIP

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SECTION 1. USE OF ASSOCIATION FACILITIES: ~~Each member~~

- ~~1) Members in good standing, his or her their immediate family and his or her families, guests and tenants shall be entitled to use the common facilities of the Association, which include the campus areas, the amphitheater, the tennis courts, the horseshoe pitches, the meeting house, the Castle, the library, and the beaches. For members designated as a member by an corporation, limited liability company, trust or other ownership vehicle pursuant to Article II, Section I, those having the right to.~~
- ~~2) The use the common of these facilities of the Association shall only include the immediately family of the member, provided said member and that member's family are the primary users and a responsible party of the applicable property and its ownership, and their guests. The foregoing right of user shall shall be subject to such rules and regulations concerning members' rights of use of the same as the board of trustees shall Rules and Regulations that the Board may from time to time establish, either directly or by delegation to committees of the Association. If any member in good standing and not inactive rents his dwelling house to others, such persons shall have the right of use a described above, subject to rules and regulations as aforesaid.~~

SECTION 2. RENTING—~~A member~~

- 1) ~~Members (for purposes of this Article IV, Section 2 “Landlords”) who rents or permits others to use his/her dwelling house is obligated to their Parcel (“Tenants”) shall advise the persons doing so such Tenants of the rules and regulations of the Association and of these their responsibilities of membership which pertain to persons in occupation of such dwelling house. Further, the member while occupying such Parcel or using the Association facilities.~~
1) Members (for purposes of this Article IV, Section 2 “Landlords”) who rent or permits others to use his/her dwelling house is obligated to their Parcel (“Tenants”) shall advise the persons doing so such Tenants of the rules and regulations of the Association and of these their responsibilities of membership which pertain to persons in occupation of such dwelling house. Further, the member while occupying such Parcel or using the Association facilities.
- 2) ~~The Landlords shall remain responsible to the Association for their Tenants’ compliance with Association rules, regulations and applicable membership responsibilities by persons renting or permitted to use his dwelling house. In the event of violation of the Association Rules and Regulations. If a Tenant violates such rules, regulations or applicable responsibilities of membership by a person or persons renting or permitted to use a member’s dwelling house Rules and Regulations, use of all or any portion of Association facilities by the non-complying Tenant may be suspended or denied by direction of the President or by the board of trustees. Each member president, the vice president, or the Board.~~
2) The Landlords shall remain responsible to the Association for their Tenants’ compliance with Association rules, regulations and applicable membership responsibilities by persons renting or permitted to use his dwelling house. In the event of violation of the Association Rules and Regulations. If a Tenant violates such rules, regulations or applicable responsibilities of membership by a person or persons renting or permitted to use a member’s dwelling house Rules and Regulations, use of all or any portion of Association facilities by the non-complying Tenant may be suspended or denied by direction of the President or by the board of trustees. Each member president, the vice president, or the Board.
- 3) ~~A Landlord shall be responsible for any of a Tenant’s indebtedness to the Association of any person or person renting his/her dwelling house or occupying it with such member’s permission.~~
3) A Landlord shall be responsible for any of a Tenant’s indebtedness to the Association of any person or person renting his/her dwelling house or occupying it with such member’s permission.

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SECTION 3. SUSPENSION OF USE OF FACILITIES. For good cause and upon due notice the ~~board of trustees~~Board may suspend ~~any member’s right of use of one or more (or all) a Member’s right, as well as the Member’s Immediate Family, Guests, and any Tenants of the Parcel, to use~~ Association facilities, either for a stated period ~~of time~~ or pending removal or ~~pending a hearing respecting removal~~until compliance by the Member with conditions established by the Board.

SECTION 4. NO USE IF MEMBER DELINQUENT. If a ~~member~~Member is ~~inactive including through delinquent in the non-payment of any dues, fees, assessments or charges, the board of trustees~~Charges for which the Member is responsible, the Board, either directly or through authority delegated to an officer the president or vice president of the Association, may suspend such member’s Member’s use of Association facilities until the delinquency is cured. Any such suspension shall apply to the immediate family of the member as well as any person to whom his dwelling house has been rented. Member, to the Immediate Family and Guests of the Member, and to any Tenant of the Member.

ARTICLE V

ARTICLE IV

DUES, INITIATION, FEES, ASSESSMENTS, CHARGES

SECTION 1. DUES— AND OTHER FEES.

- 1) ~~The board of trustees~~Board shall establish both the annual dues on a per parcel basis payable by the ~~members~~Members, who are jointly and severally liable for the obligation and the date for payment ~~thereof—of these dues.~~
- 2) Dues shall be an obligation of each ~~member~~Member from the date on which the ~~board of trustees~~Board, by resolution, ~~establish the same,~~ notwithstanding~~establishes~~ the advice or billing of such dues at a subsequent date. ~~In the event a member or members own more than one dwelling house,~~ dues, ~~initiation fees, assessments and other charges~~irrespective of when the dues are billed to the Member.
- 3) ~~Charges shall be paid for~~assessed on a per Parcel basis, and due for each dwelling owned, and without limiting the foregoing or any other term or provision of these Bylaws, each member's if a Member owns more than one Parcel. Charges shall be assessed with respect to each Parcel of the Member.
- 4) ~~Each Member's~~ right, and the right of each ~~member's~~Member's family ~~and,~~ guests, and Tenant to use Association property and facilities shall be dependent upon payment of ~~initiation fees, dues, assessment and other charges for each such property~~the Charges assessed with respect to a Parcel.

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SECTION 2. INITIATION FEES. The ~~board of trustees~~Board shall have the ~~power and~~ authority to establish, impose and collect various initiation fees from ~~individuals acquiring new Members, including any who may already be Members, whether by virtue of purchasing an existing Parcel or constructing a dwelling house within Castle Park, in amounts from time to time determined by the Board~~new dwelling on a vacant property,

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SECTION 3. ASSESSMENTS.

- 1) With the approval of a majority of Voting Members present and voting, ~~The board of trustees~~Board shall have the ~~power and~~ authority to establish, impose and collect assessments for operating purposes, ~~but not to exceed an amount in any fiscal year equal to~~greater than 20% of the annual dues, ~~and with.~~
- 2) With approval of a majority of the members, ~~the power and~~Voting Members present and voting, the Board shall have the authority to establish, impose and collect assessments for capital purposes.
- 3) Assessments shall be an obligation of each ~~member~~Member from ~~and after~~ the date on which the ~~board of trustees~~Board, by resolution, ~~establish the same,~~ notwithstanding the advice or billing of such ~~establishes the~~ assessments at a subsequent date. ~~In the event a member or members own more that one dwelling house,~~ irrespective of when such assessments are billed. In the event

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~~a Member or Members own more than one Parcel, assessments shall be paid and due for each dwelling-owned Parcel.~~

~~SECTION 4. SECTION 4. CHARGES. The board of trustees shall have the power and authority to impose charges upon members for labor, materials and service supplied and other benefits conferred upon members, the manner of imposition and amount of such charges to rest in the discretion of the board of trustees.~~

~~SECTION 5. ENFORCEMENT OF CLAIMS FOR DUES, FEES, ASSESSMENTS OR CHARGES.~~

- ~~1) All dues, fees, assessments and charges duly~~Charges imposed by the Association shall be binding and joint and several obligations of the respective members and enforceable against them and each of them in all respects. ~~on a Parcel shall constitute a lien on that Parcel.~~
- ~~2) The Treasurer shall, upon the direction and at the discretion of the board of trustees~~Board, file a written notice with the Allegan County registrarRegistrar of Deeds containing ~~the name of the delinquent members,~~a legal description of the member's propertyParcel, and the amount of the delinquency. ~~Notwithstanding the foregoing, the board shall at all times.~~The Association may then enforce that lien against the Parcel in the same manner as the foreclosure of mortgages under Michigan law.
- ~~3) The Board shall have the power and authority to initiate a lawsuit or other legal action, including an action in foreclosure, to recover any due, owing and outstanding dues, assessments or other charges~~delinquent Charges, and in the event of said lawsuit,such legal action the member owning said moniesIndividual Owner or Owners of the Parcel or the Ownership Entity that owns the Parcel determined to owe such Charges shall be liable for and shall pay any and all court costs and reasonable attorneysattorney fees incurred by the Association with respect to saidsuch legal action.

~~SECTION 6~~SECTION 5. LONG TERM CAPITAL IMPROVEMENT FUND.

- ~~1) A long-term capital improvement fund shall be maintained for the purpose of providing funding towardsfor major improvements or acquisitions to Association property. Inflows~~
- ~~2) All initiation fees shall be deposited in that fund, and, subject to the fund areprovisions of Section 3, Article IV, above, the Board shall determine from time, to be provided bytime the other, amounts set aside annually from Association operating funds as determined by the board of trustees and from all initiation fees. Outflowsto be deposited in that fund. Expenditures from the fund areshall be, only for capital projects that are of a long-term, major, investment nature. These funds will, including the repayment of debt incurred for such capital projects.~~
- ~~3) Such expenditures shall, not be used for operating expenses. Once the board decides to utilize these funds, the membership must be advised in a regular meeting or by mail before disbursement is made.~~

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ARTICLE VI

ARTICLE V

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETING. Unless otherwise determined by resolution of the ~~board of trustees~~Board, meetings of ~~members~~Members shall be held at the Castle at Castle Park, Michigan, Laketown Township, Allegan County, Michigan. By resolution, the ~~board of trustees~~Board may fix the location of meetings at any other place within ~~or without~~ the state of Michigan.

SECTION 2. ANNUAL MEETING.

- 1) The annual meeting of ~~members~~Members shall be held no later than the third Saturday in August of each year at 4:30p.m. at the Castle or such other location and the time fixed by the ~~board of trustees~~Board and ~~advised~~provided by notice of meeting to the ~~members.~~Members.
- 2) If for any reason an annual meeting is not held by the day ~~herein~~provided above, the ~~board of trustees~~Board shall cause ~~said~~that annual meeting to be held as soon ~~thereafter~~as is reasonably convenient. At the annual meeting, the ~~members~~Members shall elect persons as ~~members of the board of trustees~~Trustees to fill vacancies ~~as then exist~~ and the ~~members~~Members also shall consider ~~any and all such other~~ Association business as may properly come before the meeting.

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SECTION 3. SPECIAL MEETINGS. Special meetings of the ~~members~~Members may be called for any purpose by the ~~board of trustees~~Board, the president or by the secretary upon receipt, in the case of the secretary, of written request to call such meeting by ~~members~~Members representing not less than seven ~~dwelling~~Parcels within Castle Park. ~~special~~Special meetings shall be called for special purposes only, which purposes shall be specified in the notice of meeting to ~~members~~Members and only those subjects or purposes so specified ~~in~~ the notice may be considered at such special meetings.

SECTION 4. NOTICE OF SPECIAL MEETING OF MEMBERS. ~~Written~~

1) ~~There shall be a written~~ notice of every special meeting of ~~members~~Members stating the place, date and hour of the meeting, and the purpose or purposes ~~thereof, of the meeting.~~

2) ~~Such notice~~ shall be given to each ~~member not less~~Member no fewer than fourteen days before the date of the meeting; ~~provided that. However,~~ for special meetings called under circumstances which the ~~board of trustees~~Board by resolution deems ~~exigent to be urgently required,~~ notice may not be ~~less~~fewer than 72 hours prior to the date and time of the meeting.

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SECTION 5. VOTING. ~~Each member owning or~~

1) ~~The Voting Member~~ representing ~~a dwelling house~~each Parcel shall be entitled to one vote ~~at any meeting.~~

2) When a quorum is present, the vote of a majority of those votes cast, in person or by ~~written~~ proxy, shall decide any question brought before the meeting unless the question is one upon which a different vote is required by ~~status~~statute, the ~~articles~~Articles of ~~incorporation~~Association of the Association, or other provision of these ~~bylaws~~Bylaws.

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SECTION 6. QUORUM OF MEMBERS. ~~A~~

1) ~~At all meetings of the Association, a majority of members of the Association having voting power, present~~all the Association's Voting Members, either ~~in person~~present or ~~represented~~ by proxy, shall ~~be required to~~ constitute a quorum ~~at all meetings of the members~~ except as otherwise required by ~~statute~~Michigan law, by these Bylaws, or the ~~articles~~Articles of ~~incorporation of the~~ Association.

2) If a quorum shall not be present or represented at any meeting of ~~members~~Members, then those present or represented ~~nevertheless~~by ~~written~~ proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at such meeting of the adjourned time, date, and place, until a quorum shall be present or represented. At such adjourned meeting at which a quorum is ~~then~~ present any business may be transacted which might have been transacted at the meeting as originally notified.

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~~SECTION 7. MEETINGS BY TELECOMMUNICATIONS. All meetings may be held in whole or in part by telecommunications and the action taken at such meetings shall be effective as if the meetings were held with these persons present in person.~~

~~SECTION 8. ORDER OF THE MEETING. Robert's Rules of Order (current) shall govern the conduct of Association meetings.~~

ARTICLE VII

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ARTICLE VI

BOARD OF TRUSTEES

SECTION 1. MANAGEMENT.

- 1) The ~~Board shall have the~~ control and management of the property, business and affairs of the Association, for and on behalf of and in the interests of the ~~members, shall be vested in the board of trustees~~ Members, to be exercised in accordance with these ~~bylaws~~ Bylaws, the ~~articles~~ Articles of ~~incorporation~~ Association of the Association and applicable statutes. ~~Acquisition or disposition of any real property which constitutes a substantial portion of the assets of the Association is subject to approval by a majority of the members.~~
- 2) The Board shall procure insurance policies containing terms and conditions at rates that the Board shall determine to be reasonable and prudent.
- 3) The Association, acting through the Board, shall maintain its real and personal property in good condition and repair, reasonable wear and tear excepted.

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SECTION 2. RULES AND REGULATIONS. The ~~board of trustees~~ Board may adopt such ~~rules~~ reasonable Rules and ~~regulations~~ Regulations concerning Association affairs as they deem advisable and prudent. Such rules shall be advised to the ~~membership~~ Membership.

SECTION 3. NUMBER AND TERM OF TRUSTEES.

- 1) The ~~board of trustees~~ Board shall be composed of nine persons, divided ~~into~~ into three classes. ~~One-third~~ A majority of the ~~trustees~~ Board shall be ~~Members of the Association.~~
- 2) ~~Three candidates~~ shall be elected each year at the annual meeting of the Association ~~either as nominated and presented by the Board or as proposed from the floor at the Annual Meeting.~~
- 3) The term for each ~~members of the board of trustees~~ Trustee shall be three years.
- 4) Terms begin and end at the annual meeting of the Association.

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SECTION 4. ELIGIBILITY. In order to be eligible for election ~~or~~ or appointment as a ~~member of the board of trustees it is required that~~ Trustee, the person in question shall be either a ~~member~~ Member of the Association or a member ~~his/her of that Member's immediate family with authority conferred to represent his/her dwelling house in all affairs of the Association.~~ Any person who has served a term of office as a ~~trustee~~ Trustee shall be ineligible to serve again until one year shall have elapsed following ~~his/her~~ that person's term of office.

SECTION 5. VACANCIES AND NEWLY CREATED POSITIONS ON THE BOARD OF TRUSTEES. Vacancies ~~and newly created positions on the board of trustees resulting from any increase in the authorized number thereof,~~ if not filled by action of the ~~members~~ Members, may be filled by action of a majority of the ~~trustees~~ Trustees then in

office, ~~although less than quorum,~~ and such persons so appointed all serve until ~~the next annual meeting of members and until~~ a successor is ~~duly~~ elected at ~~such~~the next annual meeting.

SECTION 6. REGULAR MEETINGS: LOCATION OF MEETINGS. Regular meetings of the ~~board of trustees~~Board may be held ~~with or~~ without notice at such dates and times as the ~~board of trustees~~Board may fix by resolution at its organizational meeting or any other meeting. Meetings of the ~~board of trustees~~Board shall be held in Castle Park unless ~~a~~ resolution to the contrary is adopted.

SECTION 7. ORGANIZATIONAL MEETINGS. Immediately following the ~~annual~~ meeting of ~~members~~Members an organizational meeting of the ~~board of trustees~~Board shall be held at the same place for the purpose of electing officers and transacting such other business as may come before ~~such~~the organizational meeting. No notice of the organizational meeting of the ~~board of trustees~~Board is required.

SECTION 8. SPECIAL MEETINGS. Special meetings of the ~~board of trustees~~Board may be called by the president, the ~~vice president, the~~ secretary, or the treasurer upon three days ~~written~~ notice ~~in writing~~ (, or if the president, ~~vice president,~~ secretary or treasurer determines that an ~~exigent~~urgent or emergency situation requires immediate consideration), on twelve ~~hour~~hours' notice by hand ~~delivered advice, or~~ electronic ~~communications, or telegram notice delivered~~ to each ~~trustee~~Trustee. Special meetings may be called by the president or secretary on like notice at the written request of two or more ~~trustees~~Trustees.

SECTION 9. QUORUM AND REQUIRED VOTE.

- 1) At all meetings of the ~~board of trustees~~Board, a majority of the total number of ~~Trustees~~ shall constitute a quorum ~~and the~~.
- 2) The action of a majority of ~~trustees~~Trustees present at a meeting at which a quorum is present shall be a lawful action of the ~~board of trustees, except that unanimity is required for election to membership as provided in Section 6 of Article II of these Bylaws.~~Board.
- 3) If a quorum is not present, those ~~trustees~~Trustees present shall have the authority to adjourn the meeting to a later time or place from time to time until a quorum is present, ~~the~~. The only required notice ~~thereof being~~shall be an announcement at the meeting.

SECTION 10. CONSENT OF TRUSTEES IN LIEU OF MEETING. Any action required or permitted to be taken at any meeting of the ~~board of trustees~~Board or of any committee ~~thereof of the Board~~ may be taken without a meeting if all ~~members of the board of trustees~~Trustees or committee ~~members~~, as the case may be, consent ~~thereto~~ in writing and the writings are filed with the minutes kept of the Associations proceedings.

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SECTION 11. MEETINGS BY TELECOMMUNICATIONS. ~~The board of trustees on due notice. All meetings~~ may ~~hold meetings~~ be held in whole or in part by telecommunications and the action taken at such meetings shall be effective as if ~~such~~ the meetings were held with ~~such~~ these persons present in person.

ARTICLE VIII

ARTICLE VII

OFFICERS

SECTION 1. SELECTION AND TERM. At its organizational meeting, the ~~board of trustees~~ Board shall choose as officers a president, a vice president, a secretary and a treasurer. The ~~board of trustees~~ Board may appoint such other officers and agents as it shall deem useful and necessary. ~~Officers shall serve at the pleasure of the board.~~ One person may hold more than one office subject only to limitations of law.

SECTION 2. PRESIDENT.

- 1) ~~The president shall at all times be selected by a Member of the Association, a Trustee and from among the membership of, shall be elected by the board of trustees. He~~ Board.
- 2) ~~The president~~ shall be the chief executive officer of the ~~corporation~~ Association, shall preside at all meetings of ~~members~~ Members and the ~~board of trustees~~ Board, and shall see that all orders and resolutions of the ~~board of trustees~~ Board are carried ~~into effect.~~ out and implemented.
- 3) ~~The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of trustees. The president shall be a member, ex officio, of all standing committees.~~ Board.
- 4) ~~The president shall be a Member, ex officio, of all standing committees.~~

SECTION 3. VICE PRESIDENT. ~~One~~

- 1) ~~At least one~~ vice president shall be selected by the Board and others shall at all times be a Trustee. Other vice presidents, who shall also at all times be Trustees, may be selected by, ~~and from the membership of the board of trustees.~~ Board.
- 2) ~~Unless the board of trustees~~ Board shall otherwise provide by resolution duly adopted, the vice presidents, in the order specified by the ~~board of trustees~~ Board, or if not so specified, in order of seniority of service on the ~~board of trustees~~ Board, shall perform the duties and exercise the powers of the president during the absence or disability of the president. ~~Vice presidents shall perform such other duties as may be delegated to them by the board of trustees or the president.~~
- 3) ~~Vice presidents shall perform such other duties as may be delegated to them by~~

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the Board or the president.

SECTION 4. SECRETARY.

- 1) The secretary shall at all times be a Trustee and selected by, ~~and from the membership of, the board of trustees-~~ the Board.
- 2) The secretary shall attend all meetings of the ~~board of trustees~~Board and all meetings of the ~~members~~Association and shall record ~~all the minutes of its proceedings thereof~~ in a book or on electronic media to be kept for that purpose, ~~and.~~
- 3) The secretary shall perform like duties for the committees of the ~~association~~Association at the direction of the ~~board of trustees-~~Board.
- 4) The secretary shall give, or cause to be given, all notices required by statute, ~~by law~~these Bylaws, or resolution, and shall perform such other duties as may be prescribed by the ~~board of trustees or president. The secretary shall have custody of the corporate seal of the Association and the secretary and/or an assistant secretary shall have authority to affix the seal to any instrument when its use is required~~Board or appropriate-president.
- 5) In the event no vice president is eligible to perform the duties and exercise the powers of the president during the president's absence or disability, the secretary shall have ~~such~~these duties and exercise ~~such~~these powers.

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SECTION 5. ASSISTANT SECRETARIES. The assistant secretary or assistant secretaries shall, in the absence of the secretary or in the event of the inability of the secretary to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the ~~board of trustees~~Board from time to time may prescribe.

SECTION 6. TREASURER.

- 1) The treasurer, who need not be a ~~member of the board of trustees~~Trustee, shall have the custody of the Association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in ~~such~~ depositories as may be designated by the ~~board of trustees-~~Board.
- 2) The treasurer shall disburse the funds of the Association as may be ~~ordered~~designated by the ~~board of trustees~~Board, and shall render to the president and the ~~board of trustees~~Board, at its regular meetings, or when the ~~board of trustees~~Board so requires, an account of all ~~his~~ transactions as treasurer and of the financial condition of the Association.
- 3) If required by the ~~board of trustees, he~~Board, the Treasurer shall deliver to the Association, and shall keep in force, a bond, in ~~such~~the form, amount, and with ~~such~~ surety or sureties as shall be satisfactory to the ~~board of trustees~~Board, for the faithful performance of the duties of ~~his~~the office and for the restoration to the Association in case of ~~his~~ death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in ~~his~~the Treasurer's possession or under ~~his~~the Treasurer's control belonging to the

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Association.

SECTION 7. ASSISTANT TREASURERS. The assistant treasurer or assistant treasurers, in the absence of the treasurer or in the event of the inability of the treasurer to act, shall perform such other duties and have such other powers as the ~~board of trustees~~Board may from time to time prescribe.

SECTION 8. TERM, REMOVAL AND VACANCIES. Each officer of the Association shall hold office until ~~his~~his successor is elected and qualified or until ~~his~~his earlier resignation or removal. Any officer elected or appointed by the ~~board of trustees~~Board may be removed at any time by the affirmative vote of a majority of the ~~board of trustees~~Board present and voting. Any vacancy occurring in any office of the Association shall be filled by the ~~board of trustees~~Board.

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ARTICLE ~~VIII~~X NOTICES

SECTION 1. NOTICE. Whenever any notice is required to be given to any ~~trustee,~~Trustee, Association member, member of a committee or other person under any provision of statute or of the ~~articles~~Articles of ~~incorporation~~Association of the Association or of these ~~bylaws~~Bylaws, it shall not ~~be construed to~~ require personal notice, but ~~such~~this notice may be given in writing, by electronic communication, by mail, addressed to such ~~trustee, member or committee~~person at his~~that person's~~ address as it appears on the records of the Association, with postage thereon prepaid, ~~and such.~~ This notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to ~~trustees~~Trustees may also be given orally, in person, hand delivered or by electronic communication, or by ~~telegram,~~ facsimile, ~~telex, radiogram or cablegram and such.~~ This notice shall be deemed to be given when the recipient receives the notice personally, by telephone or when the notice, addressed as provided above, has been delivered to ~~his~~the proper address or to the company which is to transmit ~~such~~this notice.

SECTION 2. WAIVER OF NOTICE. Whenever any notice is required to be given under any provision of statute or of the ~~articles~~Articles of ~~incorporation of the~~ Association or of these ~~bylaws~~Bylaws, a written waiver ~~thereof~~this notice, signed by the person or persons entitled to ~~said~~this notice, whether before or after the time of meeting or other event stated ~~therein~~in the notice, shall be deemed equivalent to due notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the ~~members, trustees~~Members, Trustees or members of a committee need be specified in any written waiver of notice unless so required by the ~~articles~~Articles of ~~incorporation~~Incorporation of the Association or these ~~bylaws~~Bylaws. Attendance of a person at a meeting shall constitute a waiver of notice of ~~such~~the meeting, except when the person attends a meeting for the express purpose of objection, at the beginning of

the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX
X
COMMITTEES

SECTION 1. ~~STANDING COMMITTEES. The Association shall have~~From time to time, the ~~following~~Board may establish or remove standing and/or ad hoc committees, to serve and support the ~~members and chairman thereof shall be appointed annually by the board of trustees~~Board, Association, and Members, which may include but is not limited to:

Architectural Guidelines
Barnswallow
Beach
Buildings and Grounds
Communications
Facilities Rental
Library
Long Range Planning
Personnel
Play Class
Roads and Security
Social
Tennis

SECTION 2. NOMINATING COMMITTEE. The ~~board of trustees~~Board shall appoint each year a nominating committee consisting of six persons, ~~only at least three of whom are Members and no more than~~ two of whom shall be ~~members of the board of trustees~~Trustees, which committee shall propose nominations ~~to the Board for approval and presentation to the board of trustees and the membership~~Membership for service on the ~~board of trustees~~Board. Following appointment of ~~such~~the nominating committee, the membership shall be advised of those appointed and suggestions from ~~members the membership~~ for nominations shall be solicited and encouraged. ~~Any person who has served a term on the nominating committee shall be ineligible to serve again until one year shall have elapsed following that person's term of office.~~

~~SECTION 3. OTHER COMMITTEES. The board of trustees may establish such other committees to perform such duties and functions as the board of trustees may specify.~~

ARTICLE XI

~~ARTICLE X~~

RESTRICTIONS ON TRANSFER OF CERTAIN REAL PROPERTY

SECTION 1. RESTRICTED ASSOCIATION PROPERTY. Non-residential real property of the Association shall be restricted Association Property ("Restricted Association Property") subject to the voting requirements and limitations on transfer and distribution contained in this ~~article~~Article so long as the Restricted Association Property is assessed and taxed for purposes of property tax, as though its value is zero.

SECTION 2. VOTING REQUIREMENTS. Any questions brought before the ~~members~~Members which would result in the sale of, or removal of any recorded restriction on transfer from Restricted Association Property shall be decided by a vote of two-thirds of the ~~members~~Voting Members present and voting. Approval for the acquisition of restricted Association Property shall require the affirmative vote of two-thirds of the Voting Members present and voting.

SECTION 3. PROCEEDS FROM SALE. Upon sale of any Restricted Association Property, no proceed from such sale shall inure to the individual benefit of any of the ~~members~~Members of the Association through a distribution of the proceeds of the sale.

SECTION 4. DISSOLUTION/LIQUIDATION. Upon dissolution or liquidation of the Association, after payment of all debts and obligations of the Association, any remaining Restricted Association Property shall be distributed to one or more organizations exempt from taxation under Section 501 (c) of the Internal Revenue Code of 1986 or comparable provision of subsequent legislation, as may be designated by the ~~board of trustees~~Board.

ARTICLE XII

~~ARTICLE XI~~

GENERAL PROVISIONS

SECTION 1. ~~SEAL. The seal of the Association shall be in the form of two concentric circles with the name "Castle Park Association" between the two circles, all as~~

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~~impressed on the margin of this page of the bylaws. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.~~

SECTION 2. FISCAL YEAR. The Association's fiscal year shall begin January 1 and end December 31 of each calendar year.

SECTION 32. CHECKS. All checks, drafts and orders for the payment of money shall be signed in the name of the Association in such manner and by such officer or officers or such other persons as the ~~board of trustees~~Board from time to time may designate for that purpose.

SECTION 43. CONTRACTS, CONVEYANCES AND OTHER INSTRUMENTS.

- 1) ~~When the execution and the delivery of any contract, conveyance or other instrument is authorized without specifications, the president, vice president, secretary, assistant secretary, treasurer or assistant treasurer may execute and deliver the same~~this document in the name and on behalf of the Association ~~and may affix a seal thereto, provided further that the president shall have the power to designate officers and agents who shall have authority to execute contracts, conveyances or instruments on behalf of the Association.~~
- 2) The president shall have the power to designate officers and agents who have the authority to execute contracts, conveyances or instruments on behalf of the Association.

SECTION 54. BORROWING AND PLEDGE. The ~~board of trustees~~Board shall have the ~~power and~~ authority to borrow money on the Association's behalf and to pledge and mortgage the assets and property of the Association to secure ~~the same~~any borrowing.

SECTION 65. INDEMNIFICATION.

- 1) ~~Each person who acts as an officer, trustee~~Trustee or committee ~~chairman~~chairperson or ~~committee member of the Association,~~ shall be indemnified by the Association against any losses and any expenses actually incurred by such person in connection with the defense of any action, suit or proceeding in which ~~such~~the person is made a party by reason of being an officer, ~~trustee~~Trustee, committee ~~chairman~~chairperson or committee member; ~~provided that no,~~
- 2) ~~No~~ such indemnity shall be afforded if ~~such~~that person is adjudged in ~~such~~that action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of ~~his/her~~that person's duty for the Association. ~~The foregoing~~
- 3) This right of indemnity shall inure to each of the above persons whether or not such persons hold office at the time the loss or expense is incurred and in the event of death, shall extend to ~~legal representation that person's heirs and estate.~~
- 4) This right of indemnity shall extend to the costs of legal representation.

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SECTION ~~7~~6. INTERPRETATION. Any question as to the meaning or proper interpretation of any provision of these ~~bylaws~~Bylaws may be resolved by the ~~board of trustees~~Board.

~~SECTION 8. GENDER. Any references in these bylaws to the masculine gender shall be deemed to include the feminine and any references to the feminine gender shall be deemed to include the masculine.~~

SECTION 7. SEVERABILITY Any part, provision, or representation of these Bylaws that Michigan law prohibits or that a court of competent jurisdiction holds to be invalid or unenforceable shall be ineffective only to the extent of that invalidity or unenforceability without invalidating or rendering unenforceable the remaining provisions of these Bylaws.

SECTION 8 INTEGRATION; REPEAL These Bylaws, including the attached Exhibit, constitute the entire Bylaws of the Association. There are no restrictions, agreements, promises, warranties, covenants or undertakings concerning these Bylaws other than those expressly contained and integrated in these Bylaws. These Bylaw supersede and repeal all prior Bylaws of the Association.

ARTICLE XIII

~~ARTICLE XII~~

AMENDMENTS

SECTION 1. AMENDMENTS.

1) These ~~bylaws~~Bylaws may be amended by the affirmative vote of at least two-thirds of those ~~members~~Voting Members present in person or by proxy at an annual meeting or at a special meeting called for such purpose, ~~provided however, that any provision of the bylaws requiring a greater vote may be amended only by a vote equal to that required by the bylaws provision. In the case of special meeting called for the purpose of amending the bylaws, a summary of the proposed amendments shall accompany the notice of the special meeting.~~

2) However, any provision of the Bylaws requiring a greater vote may be amended only by a vote equal to that required by the Bylaws provision. In the case of

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special meeting called for the purpose of amending the Bylaws, a summary of the proposed amendments shall accompany the notice of the special meeting.

Exhibit A:



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