



**CANADIAN
LAKES™**



**Canadian Lakes Property
Owners Corporation Bylaws**

Effective Date:
March 24, 2018

First Issued on November 17, 1994
Amended June 3, 1995, September 19, 1998, December 18, 1999, November 19, 2005, April 21, 2007, January 30, 2008, October 18, 2008, December 2, 2009, February 19, 2011, June 18, 2011, January 19, 2013, November 22, 2014, July 22, 2017, March 24, 2018

ARTICLE I - INTRODUCTION

These are the Bylaws of the Canadian Lakes Property Owners Corporation. The rights and obligations contained in these Bylaws may be superseded or modified by the laws of the State of Michigan, including the Michigan Non-Profit Corporation Act, the Articles of Incorporation of the Canadian Lakes Property Owners Corporation and documents which have been recorded or may hereafter be recorded with the Mecosta County Register of Deeds Office. In the event of a conflict, the laws of the State of Michigan, the Articles of Incorporation and Prospective Covenants and Land Use Restrictions in recorded plats prevail. Any language underlined was adopted by a vote of the membership and may only be amended in the same manner. Any language in bold italics was taken from the Articles of Incorporation.

ARTICLE II - MEETINGS

- A. Open Meeting: All meetings shall be open to the Membership and shall be held in a place available to the Membership, except that the Board may close a meeting to consider personnel matters, labor negotiation matters, the purchase or lease of real or personal property (up to the time an option is obtained), a bid review or contract negotiation, or consultation with its attorney where privileged information is discussed.
- B. Meeting of the Board of Directors may be held, which allow the presence and participation, by directors, of the Board using electronic communication. Meetings may be held by videoconferencing, provided that all members participating can see and hear each other simultaneously. Meetings may be held by teleconferencing, provided that all members can hear or speak to each other simultaneously.

ARTICLE III - COMMITTEES

- A. Executive Committee: The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. They shall perform such duties and tasks as provided for in the Articles of Incorporation, these bylaws and others as deemed appropriate by the Board of Directors. These Officers shall serve on this committee as long as they hold office.
- B. Standing and Ad Hoc Committees:
 - 1. Standing or Ad Hoc Committees are hereby authorized. They shall serve for the period designated by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. Each Committee shall be composed and shall perform such duties and tasks as provided for in the resolution designating the committee or as further directed by the Board of Directors.

2. The Board of Directors shall appoint a Standing Finance and a Standing Strategic Planning Committee at the beginning of each calendar year pursuant to the paragraph above. Other Standing Committees may be appointed by the Board of Directors as deemed appropriate.
- C. Nominating Committee: A Nominating Committee shall be appointed by the Board of Directors each year to make nominations for election to the Board of Directors at the annual meeting to be held that year. The Nominating Committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee. The Board shall appoint the members of the Nominating Committee when deemed appropriate, but at least one hundred twenty (120) days prior to the scheduled date of the annual meeting.
- D. Architectural Control Committee: The Board of Directors shall appoint a committee consisting of a minimum of three (3) members for the purpose of enforcing the covenants, conditions and restrictions of the various plat documents within Canadian Lakes each year. The Committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee.
- E. General Manager Advisory Committees: The General Manager may create such advisory committees as deemed necessary and appropriate by the General Manager. Members on these committees shall serve at the pleasure of the General Manager subject to review by the Board of Directors. Meetings and other activities of such committees will be in accordance with rules and policy established by the General Manager.
- F. Committee Eligibility: No more than four Board Directors shall serve on any single committee. Only members in good standing shall be eligible for appointment to any committee covered under this Article. If after appointment a member ceases to be a member in good standing, as defined in the Articles of Incorporation the member shall automatically be removed from the committee thirty (30) days from the date of receipt of written notice thereof by the corporation unless, within such thirty (30) day period, the member shall be reinstated as a member in good standing.

ARTICLE IV - NOMINATIONS AND ELECTIONS

- A. Election Procedures:
 - i. The Notice of Candidacy Form, as approved by the Board of Directors from time-to- time, must be completed.
 - ii. The member must submit, on the same form, the signatures of ten (10) members (one (1) per lot or condominium unit) who support this member's candidacy, with each signature having been acquired within six (6) months of the filing of the Notice of Candidacy.
 - iii. In addition, the member must submit a written background description not to exceed one hundred (100) words at the time of the filing of the Notice of Candidacy.
 - iv. The deadline for submission of the Notice of Candidacy is at least forty-five (45) days prior to the annual meeting.
 - v. The Nominating Committee shall present to the Board of Directors a slate of candidates equal to at least the number of vacancies to be filled.

- B. Mail-in Ballots: All members in Good Standing may vote in any election by mail-in ballot. The ballot shall be returned in an envelope supplied by the Corporation. It shall be labeled "Ballot," have a place for the member to print his or her name and a place for the member's signature. Failure to sign will invalidate the vote. Instructions sent with the ballot shall advise the member to enclose the ballot in the special envelope provided and to both print and write the signature of the sole Owner or one of the joint Owners in the space provided. Any ballot not received by the date and time of the election meeting shall not be valid and shall not be counted. The number of ballots received by mail prior to the date of the meeting shall be determined before the meeting for the purposes of determining if a quorum exists. However, no counting of ballots for the purposes of the election or vote shall be made before the meeting date.
- C. Casting of Votes: A member of record entitled to vote may vote for as many persons as there are Directors to be elected. Cumulative voting is prohibited.
- D. Proxies: A member of record and in Good Standing shall be allowed to vote either in person or by an agent authorized to act for the member by written proxy signed and dated by the member or an authorized agent or representative of the member. A proxy may be revoked at the pleasure of the member executing it, unless the proxy is irrevocable. For a proxy to be irrevocable it must be entitled, "irrevocable proxy" and state that it is irrevocable in the body of the proxy. A proxy is not valid after three (3) years from the date it was signed unless the proxy specifically states that it extends beyond three (3) years. The use of proxies is further governed by the provision of the Michigan Non-Profit Cooperation Act, MCLA 450.2421, et seq.
- E. Vote: The winning candidates shall be those receiving the most votes in descending numerical order until all vacancies are filled. In the event of a tie vote or votes, the winner shall be determined by lot using a method agreeable to the involved candidates. In the event that after the holding of an election for Board of Directors there are fewer newly elected Directors than open positions, the following procedure will be followed:
- The Director(s) with expired terms may agree to extend their term beyond the term for which they had been elected or appointed to encompass the unfilled three-year term.
 - If more Directors with expired terms agree to extend their terms then there are unfilled positions then the Director(s) will be selected by lot using a method agreeable to the involved term-expired Directors.
 - If too few Directors with expired terms agree to extend their terms then there are unfilled positions then the Director(s) will be selected by lot using a method agreeable to the involved term-expired Directors.
 - Once the new term for a Director has begun, the term-extended Director(s) has the option to resign their position.
 - In the event that the term-extended Director(s) resigns, the members of the existing Board of Directors will identify and appoint a replacement Director(s) through a process agreed upon by the Board to serve the remainder of the three-year term.
- F. Outstanding Fees or Assessments: A member is not in good standing if Maintenance Fees or Assessments are outstanding from previous ownership of the lot(s) or condominium unit(s) owned by the member.
- G. Parliamentarian: The Board of Directors shall appoint a parliamentarian who shall advise on the conduct of the meeting under the current edition of ROBERT'S RULES OF ORDER.

ARTICLE V - FINANCIAL

- A. Any Maintenance Fee or Assessment levied against any lot and/or condominium unit which is not paid when due shall become a lien upon said lot, subject only to matters of record on such due date and shall remain a lien until paid in full. The Board of Directors may direct that a suit be instituted for the collection of the unpaid Maintenance Fees, Assessments or other unpaid fees or charges, as well as attorney fees, as deemed appropriate. Upon request, the Corporation shall furnish a statement certifying that the fees, Assessments and other charges against a specified lot and/or condominium unit have been paid or that certain charges remain unpaid. In any event, the Corporation shall not be required to transfer membership on its books or to allow the exercise of any rights or privileges by any member unless and until all of the Maintenance Fees, Assessments and/or other fees or charges are paid in full.

Beginning in Fiscal Year 2007 and in each successive year the budget shall include an authorization and appropriation to a Capital Improvement Fund for major improvements to existing facilities, new construction, and acquisition of new capital assets, provided; however, that such amount shall not exceed 10% of the current year aggregate budget of the Corporation without a majority vote of the membership of the Corporation present and voting, in person or by proxy, or by absentee ballot at a membership meeting duly called and noticed pursuant to Article IV(i) of these Bylaws.

No major improvement, new construction, or acquisition of a new capital asset is allowed to exceed an amount greater than 5% of the current year aggregate budget without a majority vote of the membership of the corporation present and voting, in person or by proxy, or by absentee ballot at a membership meeting duly called and noticed pursuant to Article IV(i) of these Bylaws.

- B. All Annual Maintenance Fees provided by the Protective Covenants and Land Use Restrictions in the respective Plats and Condominium Master Deeds, as amended, shall be billed to the presently known owner of record by January of each year. Failure to send such notice shall not impair the validity of the maintenance fee or limit any remedy of the CLPOC for the collection thereof. Such maintenance fees shall be due when billed and payable without penalty by March 1 of that year; thereafter, a one percent (1%) interest charge per month will be added and be due and owing until all such maintenance fees and other charges are fully paid.

Any assessment, properly approved by the membership, shall be due and payable at such a time as approved by the membership. Bills will be mailed and interest will be added at one percent (1%) per month beginning thirty (30) after the date due.

It is the responsibility of each member, and not that of the Corporation, to determine and know the facts applicable to the Protective Covenants and Land Use Restrictions for the individual lots or units owned by that member and to ascertain and/or verify the correctness of any maintenance fees billed on the member's individual lots or units.

If any member disagrees with the amount of any maintenance fees billed, a written objection must be filed with the General Manager by the due date, containing a statement of what the member claims the proper amount to be, all reasons therefore and copies of documents relied on in support of such claim. The amount of the maintenance fee claimed by the member to be correct shall be paid by the member with the filing of the objection.

The failure to file such an objection by the due date shall constitute an acceptance by the member that the amount of maintenance fee billed for such lot or unit was true and correct and such failure to object shall be a waiver of all claims past and present to the contrary.

- C. Fiscal Year: The fiscal year of the corporation shall be from April 1st to March 31st of each year.

ARTICLE VI – MISCELLANEOUS

- A. Temporary Memberships: The Board of Directors, by Resolution, shall have the right, but not the obligation, to establish a procedure for issuing temporary memberships. Temporary memberships may only be issued in exceptional situations. The resolution, if adopted, shall establish the fees, rights, privileges, obligations and duration of each such temporary membership.
- B. Condominium Lease Program: Wintergreen Condominiums have Owners who are participating in a Condominium Lease Program. Individuals, who are renting one of these condominium units pursuant to the Condominium Lease Program, shall be entitled to use the Designated Common Facilities during the period of occupancy of this condominium unit. The Owner of that condominium unit will not be permitted to use the Designated Common Facilities during that period of occupancy.
- C. Compensation and Expenses: Members of the Board of Directors shall serve without compensation of any kind and without payment or reimbursement of expenses for attendance at Board meetings or otherwise, except as follows:
 - i. A Director may be reimbursed for out-of-pocket expenses (except for meals) for one- day trips.
 - ii. A Director may be reimbursed for meals, hotel room or other normal expenses for an overnight trip, pre-approved by the President or the Board.
 - iii. Postage, supplies and other petty cash items may be reimbursed for Corporation business.
 - iv. Automobile travel, to the extent otherwise reimbursable, will be reimbursed at the then current IRS rate.
 - v. No reimbursements will be permitted until receipts or certification of mileage have been submitted to the Treasurer of the Corporation.
- D. The Board of Directors may from time-to-time adopt or amend forms to be used by members or Directors when taking actions required or permitted by the Articles of Incorporation or the bylaws.
- E. Removal of an Officer: Legal counsel shall be consulted before an employment termination is affected, but failure to do so shall not create any rights in any other person.
- F. Employment Contracts: No written contract shall exceed three (3) years except in extraordinary circumstances acknowledged and agreed to by the Board of Directors. The Board of Directors is authorized to require each "at-will" employee to sign an acknowledgment of that legal relationship. Legal counsel may be consulted before an employment termination is affected.

- G. Amendment to Rules: Amendments to the adopted rules of the corporation may be made by the Board of Directors following a public hearing on the proposed change. However, the proposed rule may not take effect until notice of the change has been provided to members and sixty (60) calendar days have elapsed since the adoption of the rule.
- H. Rights of Guests: Members who are determined by the Board to not be in good standing and have had their member use rights suspended by the Board shall not be eligible to use corporate amenities as a “guest.” Guests who do not comply with the rules of the corporation, cause damage to corporate assets and/or are determined by the General Manager to be a threat to the health or safety of others may have their guest privileges revoked. Property owners shall be liable for the cost of any damage to corporate assets caused by the owner’s guest(s).
- I. Penalties: The Board of Directors shall have the final authority to establish and impose penalties for the violation of any approved rule governing common property/facilities. The General Manager and/or designee(s) shall have the authority to enforce all rules and impose a penalty in accordance with a schedule adopted by the Board of Directors. A member may appeal a penalty or a notice of violation imposed by the General Manager or his designee by filing a written statement of appeal to the Board of Directors within thirty (30) calendar days of issuance of the penalty or notice.

The Board shall establish its own rules and procedures for conducting the hearing and arriving at a final determination. The hearing and the Board’s final decision shall be made within sixty (60) calendar days of the original notice of appeal. The Board’s decision shall be final.

- J. Right of Review: A member in good standing shall have the right to ask in writing the Executive Committee to review any rule, regulation or policy proposed or already adopted by the Board of Directors or the membership relating to the operation of the Corporation or any common facility or property.
- K. Assignment of Membership: No assignment of membership interest will be valid if the assignee is a member of CLPOC not in good standing.

ARTICLE VII – COMMUNICATION

- A. Member Communication: The CLPOC Board of Directors values member communication. This aids the Board in being an active, informed, and engaged governing body with the membership. It provides members transparency and accountability. At the first meeting of each year the Board shall establish the member communication mechanisms. Those should include but are not limited to:
- Bi-Monthly Board Magazine
 - Weekly Board Communication via email, txt, or other available appropriate technology.
 - Board Workshop broadcast and recorded using online streaming or other means as appropriate. It will include live on-line interaction with Membership
 - Board Business Meeting broadcast and recorded using online streaming or other means as appropriate.

- B. The Board shall establish dates for the above and/or any alternate methods of communication they may desire to use. The Board shall at the end of every six-month period review the methods of communication for effectiveness and revise as needed.

ARTICLE VIII - AMENDMENT

Amendments to these bylaws, both language and method of election, shall conform to the Articles of Incorporation.