

BY – LAWS

STRAWBERRY POINT BLUFFS SUBDIVISION HOMEOWNERS ASSOCIATION

ARTICLE I

Powers and Duties

The Association shall have the following supervisory powers and duties which shall be exercised for the mutual benefit of all members:

- Section 1. To keep and maintain Association properties in a clean and orderly condition, to cut and remove weeds and grass therefrom, to pick up loose materials, refuse, etc., and to do any other things necessary or desirable to keep the same neat in appearance and in good order.
- Section 2. To exercise such control over streets as may be within its powers and as it may deem necessary or desirable, subject at all times to such control of the County, Township or other proper official bodies as may have jurisdiction over streets.
- Section 3. To do all things necessary or incidental to the protection of plant and wild life in the Association properties and in and about the subdivision.
- Section 4. To provide for the erection and maintenance of gateways or entrances and other ornamental features now existing or hereafter to be erected or created and to acquire and maintain recreational facilities as the same are established in the subdivision or any addition thereto.
- Section 5. To enforce, either in its own name, or on behalf of any real estate owner or owners, as may be necessary, all building restrictions or other restrictions which have been, are now, or may hereafter be imposed upon any of the real estate in said Strawberry Point Bluffs Subdivision or any additions thereto as recorded with the Livingston County Register of Deeds.
- Section 6. The Board of Directors shall establish reasonable rules and regulations concerning the use of the properties and facilities of the Association.
- Section 7. The Association shall sponsor social, athletic or sporting activities as deemed beneficial to the entire Association.
- Section 8. Title to all property both real and personal, belonging to the Association shall rest in the Association.

ARTICLE II

Membership

- Section 1. To be eligible for membership in the Association a person must own an equitable or legal interest in one or more lots in the subdivision as recorded in the Livingston County Records, Liber 2, Page 126.
- Section 2. The rights of membership are subject to the payment of annual dues and/or special assessments. The payment of interest shall be required on all delinquent annual assessments at the rate of seven per cent (7%) per annum commencing with all annual assessments delinquent after the specified date, beginning with the assessment year 1977 and each year thereafter.
- Section 3. The membership rights of any person whose interest in the property is subject to assessments under the Declaration of Restrictions may be suspended by action of the Directors during the period when the assessments remain unpaid; upon payment of said assessments his or her rights and privileges shall be automatically restored. Membership rights and privileges are subject to the conduct of each member, in accord with those reasonable standards determined from time to time by the Board of Directors.
- Section 4. Each member shall be entitled to the use and enjoyment of the common properties and facilities.
- Section 5. The initial dues of this Association shall be up to \$30.00 per year to be set at the annual meeting, payable annually on the last day of March. The Association shall operate on a fiscal year, May 1 thru April 30.

ARTICLE III

Voting Rights

- Section 1. The Association shall have one class of voting membership. Voting members shall be all those members who hold an interest required for membership under Article II of the Bylaws. Each building site shall be limited to one vote. In the case of joint ownership only one party shall be entitled to cast the vote for the site.
- Section 2. The power to vote concerning all matters pertaining to the common good and welfare of all members, community problems, interests, etc., will be allowed to all members in good standing.

ARTICLE IV

Membership Meetings

- Section 1. An annual meeting of the Association shall be held in the month of April in the State of Michigan at such time and place as the Board of Directors may determine.
- Section 2. Thirty days prior notice of the annual meeting of the members shall be given to each member by mail, addressed to his last known address as recorded with the Association.
- Section 3. If for any reason, the annual meeting of the members shall not be held on the day herein before designated, for the lack of a quorum or otherwise, such meeting may be called and held as a special meeting and the proceedings may be had there at as at an annual meeting provided, however, that the notice of such meeting shall be the same as required for the annual meeting, not less than thirty days prior notice.
- Section 4. The notice shall set out in reasonable detail the business to be brought before the meeting and each meeting shall be limited to the items set out in the notice in order that those casting absentee ballots may be permitted to express their desires and views. Members present may make suggestion covering items which they feel should be brought before the membership. If any such suggestions are approved by proper resolution of those present, it shall be the duty of the Secretary to present such resolution to the members for consideration at the next regular or special meeting of the Association. It shall further be the duty of the Secretary to include with the notice of any regular or special meeting of the membership such suggestions or requests as may be properly presented in writing.
- Section 5. Special meetings of the Association may be called by the President, Secretary or the Board of Directors, by notification through the Secretary, whenever requested in writing by 25% of the members who are in good standing. Such request shall clearly state the purpose for which the meeting is to be called and such meeting shall be called by the Board of Directors. Provided, however, that when special meetings are called pursuant to a petition of the members, the Board of Directors may authorize a submission of additional matters for the consideration of the members at such meeting.
- Section 6. At least 15 days notice prior to any special meeting shall be given to each member by mail, at his last known address as recorded with the Association.
- Section 7. The President shall preside over annual and special meetings of the membership of this Association.

- Section 8. The following shall be the order of business at the annual meeting, provided however, that this order of business may be changed by the majority of the members in good standing present:
1. Roll call of the membership
 2. Reading of the minutes of previous meeting
 3. Reports of the Officers
 4. Reports of the Committees
 5. Unfinished business
 6. New business
 7. Election of Directors
 8. Adjournment
- Section 9. A member must be in good standing. Members dues and assessments must be current by March 31 of each year in order for the member to participate in the voting at the annual membership meeting.
- Section 10. Voting at regular and special meetings is permitted if a member's dues and assessments were current within 10 days prior to the meeting.
- Section 11. It shall be the duty of the Secretary to have available a list of the members in good standing, entitled to vote at the annual or special meetings, against which list all members voting, whether by absentee or in person, shall be checked, either by the Secretary or by some individual designated by the Board of Directors.
- Section 12. Voting shall be by majority vote of those eligible members present.
- Section 13. The presence of 1/3 of the members in good standing shall constitute a quorum for the transaction of business at the annual meeting.

ARTICLE V

Board of Directors

- Section 1. The management, affairs and policies of the Association shall be vested in the Board of Directors consisting of three lake front and three non-lake front property owners. No officer or board member shall receive compensation for the performance of duties.
- Section 2. The Board of Directors shall have a general power to carry on the affairs of the Association, excluding the authority to borrow funds, to mortgage, pledge or otherwise encumber the assets of the Association as security for the properties of the Association, together with the rights to assign, as further security, dues and capital assessments due or to become due to the Association.

- Section 3. The Directors by majority vote of the total Board, shall fill all vacancies created by death or resignation. The Board shall have the power to replace a member of the Board who absents himself or herself from three consecutive Board meetings.
- Section 4. All Directors shall serve until their successors are elected.
- Section 5. The Board of Directors shall not have the power to amend these by-laws.
- Section 6. The Board shall appoint a nominating committee for the purpose of securing candidates, eligible and qualified, to run for office on the Board of Directors. The committee shall be comprised of three members, one outgoing Board member and two members at large, one lake side and one non-lake side. The committee shall present a slate of three (3) names, designated so as to fill the area vacancies caused by the departing board members. The resultant Board of Directors, so elected shall result in the makeup of three lake side and three non-lake side members.
- Section 7. Members of the Association may nominate candidates for directors. Such nominations shall be in writing, signed by the person making the nomination and shall be in the hands of the Secretary on or before fifteen (15) days prior to the date of the election. Ballots shall be prepared with the names of the slate plus any nominations from the members at large. Nominations can be accepted from the floor at the time of the election.
- Section 8. Members of the Association may vote for Board members by absentee ballot. Such ballot may be secured from the Secretary ten (10) days prior to the day of the annual meeting and returned to the Secretary at least 24 hours prior to the time of the meeting.
- Section 9. The Board of Directors shall, following the annual meeting, select a President, one or more Vice Presidents, a Secretary and a Treasurer. All officers of the Association shall be members of the Association in good standing. Only one member per family shall serve on the Board at any one time.
- Section 10. The Board of Directors shall have the power to appoint such other officers and agents and to hire such employees as may be necessary for the carrying out of the purposes of this Association.
- Section. 11. Any officer or agent may be removed from the Board whenever in the judgment of the Board of Directors the best interests of the Association will be served thereby.

- Section 12. The Board shall have other powers as are set forth in these By-laws or as are necessary and incidental in carrying out the general affairs of the Association and the Declaration of Restrictions, except as herein prohibited. A quorum of four members of the Board is necessary for the transaction of any business.
- Section 13. The Board of Directors shall appoint or authorize the President to appoint from their own number or from the members of the Association such committees as the Board deems necessary to carry on the affairs of the Association and it shall define the powers and duties thereof. The Committees so appointed shall hold office during the pleasure of the Board of Directors.
- Section 14. Directors elected serve a two term. At each annual meeting three directors are elected for a two term, first meeting excepted, at which three shall be one year term and three for two year terms.

ARTICLE VII

The Officers

- Section 1. President. The President shall be elected by a majority of the members of the Board of Directors and shall be an elected member of the Board of Directors. He shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. He shall sign all legal documents authorized for his signature by the Board of Directors and appoint, with Board's approval, a chair for all standing committees. The President shall be an ex-officio member of all committees.
- Section 2. Vice President. The Vice President shall be elected by the Board of Directors and shall be an elected member of the Board of Directors. The Vice President shall act in the place of the President in his absence or in the event the office of the President shall become vacant by death, resignation or otherwise, or due to the inability of the President to discharge the duties of his office and the Vice President shall also perform such other duties as delegated by the President or the Board of Directors.
- Section 3. Secretary. The Secretary shall be elected by and from the membership of the Board of Directors. The Secretary shall keep the minutes of all meetings of the Association and the directors and executive committee, and shall preserve in the books of the Association true minutes of the proceedings of all such meetings. He shall give all notices required by statute, by-law or resolution. He shall have available in Association Office the names and addresses of all members of the Association, the property owned by each of all transfers of membership and shall be custodian of the Association's Seal, if there shall be one, and shall perform such other duties as are delegated to him by the Board of Directors.

Section 4. Treasurer. The Treasurer shall be elected by and from the membership of the Board of Directors. The Treasurer shall have custody and keep accounts of all money, corporate funds and securities of the Association and shall keep or have recorded in books belonging to the Association full and accurate accounts of all receipts and disbursements, shall deposit all moneys, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at regular meetings of the Board, and whenever requested by them, an account of the financial condition the Association. The Treasurer shall perform such other duties as are delegated to him by the Board of Directors.

Section 5. All members of the Board of Directors, President and Office Personnel shall be bonded in force with the surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of their office, and for the restoration or removal from office, of all papers, books, vouchers, money and property of whatever kind in their possession or under their control belonging to the Association.

ARTICLE VII

Amendments

Section 1. These By-laws may be amended, altered, changed, added to or repealed by the affirmative vote of the membership at any annual meeting or at any special meeting called for that purpose, provided, however, that the dues and assessment provisions of these By-laws shall not be altered, amended or changed so as to increase the assessment of a member without the affirmative vote of two-thirds of the votes of the members.

ARTICLE VIII

Dissolution

Section 1. The Association may be dissolved only with the assent given in writing and signed by the members entitled to cast two-thirds of its membership vote. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets shall be mailed to every member at least ninety (90) days in advance of any action taken. The assets may be disposed of in the following manner: (a) cash shall be returned to the members in good standing, of record at the time and in equal shares, and (b) other assets shall be donated to a charitable organization.

ARTICLE IX

Interpretations/Clarifications

- Section 1. Building and use restriction #3. "Other buildings" is intended to include but not limited to all structures such as storage sheds, bath houses, boat houses, satellite dishes, unattached decks, play equipment and gazebos.
- Section 2. Storage. Winter storage of boats, trailers, or other recreational vehicles is not allowed closer to the road than the closes point of the residence. Exceptions can be approved by the board of directors.

ARTICLE X

Indemnification Of Directors, Officers, Volunteers, Employees And Agents; Insurance

- Section 1. Indemnification. The Association shall indemnify its Directors and Officers to the maximum extent permitted by law. Without limiting the foregoing, the Association shall indemnify, to the fullest extent authorized or permitted by law, any person, and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought against, by or in the right of the Association or otherwise, by reason of the fact that such person is or was a director, officer, volunteer, employee or agent of the Association or the Board of Directors, or any such person served on any formally constituted advisory body or committee of the Association or the Board of Directors, or any such person served at the request of the Association as a trustee, shareholder, member, officer, director, volunteer, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including reasonable attorney's fees), judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. Indemnification pursuant to this paragraph, however, shall be conditioned on the person to be indemnified tendering the defense of the action, suit or proceeding to the Association, and the Board of Directors shall have the right to select legal counsel and litigate or settle the action for an amount that is deemed in the best interest of the Association, provided that any settlement shall first be approved by the members of the Association as set forth in Article IV, Section 12.
- Section 2. Liability Insurance. Notwithstanding the foregoing, the indemnification provided to any person described in Section 1 above shall be only in excess of any valid and collectible insurance benefit available under any insurance of the Association, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on

indemnification under applicable law, the Association may purchase and maintain insurance on behalf of any person described in A above against any liability asserted against her or him or incurred by her or him in any capacity or arising out of her or his status as such, whether or not the Association would otherwise have the power to indemnify under the circumstances.

Revised: April, 1991; April, 1997

ARTICLE IX

Amendments to the Bylaws

ARTICLE II Section 1

Amended to read:

To be eligible for membership in the Association a person must own an equitable or legal interest in one or more lots in the subdivision as recorded in the Livingston County Records, Liber 2, Page 126. Special nonvoting membership shall be offered to the owners of 4849, 4859 and 4970 Gallagher, at the west end of Gallagher. These owners, at their option, can pay annual dues of the same dollar amount as voting members, to be able to use the Strawberry Park (Access) facilities and participate in Association sponsored activities.

ARTICLE II Section 5

Amended to read:

The annual dues of this Association shall be \$30.00 per year, payable annually on the last day of March. The Association shall operate on a fiscal year, May 1 thru April 30.

ARTICLE IV Section 2

Amended to read:

Thirty days prior notice of the annual meeting of the members shall be given to each member by mail, addressed to his/her last known address as recorded with the Association, or the notice can be hand delivered to the member's home.

ARTICLE IV Section 6

Amended to read:

At least 15 days notice prior to any special meeting shall be given to each member by mail, at his/her last known address as recorded with the Association, or hand delivered to the member's home.

ARTICLE IV Section 9

Amended to read:

A member must be in good standing. Member dues and assessments must be current by March 31 of each year in order for the member to participate in the voting at the annual meeting.

ARTICLE V Section 7

Amended to read:

Members of the Association may nominate candidates for directors. Such nominations shall be in writing, signed by the person making the nomination and shall be in the hands of the Secretary on or before fifteen (15) days prior to the date of the election. Ballots shall be prepared with the names of the slate plus any nominations from the members at large. Nominations can be accepted from the floor at the time of the election if there were not enough candidates at the time the annual meeting notifications were issued.

ARTICLE V Section 9

Amended to read:

The Board of Directors shall, following the annual meeting, select a President, who is a member of the Access Committee, a Vice President, a Secretary, a Treasurer, an Access Committee Officer and a Member at Large, who is also a member of the Access Committee. All Officers of the Association shall be members of the Association in good standing. Only one member per family shall serve on the Board at any one time. The Board will select a fourth Access committee representative from the membership at large.

ARTICLE IX (New)

Interpretations/Clarifications

This Article is reserved for interpretations, clarification or policies established affecting the By Laws or the Building and Use Restrictions.

1. Building and Use Restrictions #3

"Other buildings" is intended to include alt structures such as storage sheds, bath houses, boat houses, satellite dishes, unattached decks, play equipment and gazebos.

2. Storage

Boats, trailers and other recreational vehicles are not to be stored closer to the road than the closest point of the residence.