

# WILDWOOD VALLEY PROPERTY OWNERS ASSOCIATION AND CLUB



## BY-LAWS

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### ARTICLE I Name and Purpose

Section 1. The name of this organization shall be the Wildwood Valley Property Owners Association and Club (W.V.P.O.A.C.) and hereafter will be referred to as the Club.

Section 2. The purpose of the Club is to assure that in accordance with laws of the county of Cheboygan and the State of Michigan we protect the natural resources of the area, ensure the health of Wildwood Lake and its ecosystems through our Lake Management Plan; to maintain the Wildwood Lake Dam in order to protect the ecosystems and personal property, both on our lake and downstream. In doing so we will assure that both our members and the general public will have a healthy lake to enjoy for generations to come. Changed April 15, 2012.

### ARTICLE II Membership

Section 1. Every person and *immediate* family member of that person who holds an ownership interest, whether as a land contract vendee or as a legal owner of property in the area known as Wildwood Valley, may be a member of this Club.

Section 2. The rights of membership are subject to payment of annual dues and any other special assessments *levied by the Club as approved by the membership.*

Section 3. The membership rights of any person whose dues are unpaid will be automatically suspended. Upon payment of the annual dues, rights and privileges shall be automatically restored.

### ARTICLE III Voting Rights

Section 1. The Club shall have one class of voting membership. *Each Membership shall have one vote.*

Section 2. Each member shall be entitled to the use and enjoyment of the common properties and facilities as described by deed to properties owned by the Club.

**ARTICLE IV**  
Powers and Duties

Section 1. The Club shall encourage and assist in the maintenance of properties in the area in a clean and orderly fashion for the mutual benefit of all members. The Club shall have full power and authority to bring proceedings against violators of local building restrictions in the name of the joint membership.

Section 2. The Club shall encourage and assist in the maintenance of such bodies of water, which the Club shall designate. The club may apply environmentally safe methods or other technical means to eliminate or reduce weeds and other water conditions, which might affect the nature of the water.

Section 3. The Board of Directors shall establish rules and regulations concerning the use of the properties and facilities of the Club.

**ARTICLE V**  
Fees, Dues and Assessments

Section 1. Each member shall pay annual dues and special assessments when they occur. The Board of Directors shall give all notices as provided herein.

Section 2. The annual dues shall be the same for *Each Member*, as described in Article II, Section 1. The dues are payable as of May 1<sup>st</sup> of each year and expire April 30<sup>th</sup> the next year.

Section 3. The Board of Directors may recommend the amount of annual dues to conform with the financial conditions of the Club and to provide for future expenditures. The actual amount of the membership dues must be approved by a majority (*simple 51%*) of the members attending the membership meeting in person or by proxy. (See Article VII, Section 2 for requirements).

Section 4. The annual dues *amount shall be as recommended by the board and as approved by the membership at the Annual Meeting.*

Section 5. In addition to the annual dues authorized above, the Board of Directors may levy, in any assessment year, a special assessment applicable to that year only, for the purpose of defraying, in whole or in part, the cost of any construction or reconstruction, unexpected repair or replacement of a described capital improvement upon the common properties, including the necessary fixtures and personal property related thereto, provided any such assessment shall have the approval of a majority (*simple...51%*) of the members attending a meeting in person or by proxy, which shall be called for the special purpose of deciding the issue. (See Article VII, Section 2, for requirements).

**ARTICLE VI**  
Prejudicial Conduct

Section 1. Any member thought to have conduct injurious to peace and order, or the interest of the Club, or to be at variance with these By-laws or other rules and regulations, shall be cited to appear before the Board of Directors or other investigative committee appointed by the Board to discuss the matter. Should the Directors, after such investigative report, determine that the conduct in question is prejudicial to the best interest of the Club, they may take such action as they may see fit. In the event the Board decides to take action, they shall inform such member in writing of the nature of the complaint against him, giving him at least fifteen (15) days to appear and respond to the Board for his/her actions. If, upon inquiry and hearing, the Board of Directors shall be satisfied of the truth of the charge or complaint, they may censure or suspend his/her membership. An affirmative vote of *2/3rds* of the Board of Directors shall be necessary for suspension of a member of this Club.

**ARTICLE VII**  
Membership Meetings

Section 1. Annual Meetings. The regular Annual Meeting of the Club shall be held following the conclusion of the fiscal year on the Sunday preceding the holiday known as Memorial Day. The Semi-Annual Meeting shall be held on the Sunday preceding the holiday known as Labor Day.

Section 2. Meetings shall be held at a convenient time and at *the clubhouse or other designated area*. *Thirty days notice of all meetings shall be given to each member. Notice shall state the time and location.*

Section 3. If for any reason, the Annual or Semi-Annual Meeting shall not be held on the days described in Article VII, Section 1, such meetings may be rescheduled and held as a regular meeting with proceedings as announced, providing the same 30 day written notice is given as required for the cancelled meeting.

Section 4. The notice of the meetings shall describe issues under consideration in reasonable detail so that those casting absentee ballots may express an informed opinion.

Section 5. The order of business at the Annual or Semi-Annual Meeting of the members shall be as follows, provided however, that this order may be altered by the President with permission of a majority of the members present:

- ❖ Reading of the minutes of previous meeting.
- ❖ Reports of the Officers and Committees.
- ❖ Old Business.
- ❖ New Business.
- ❖ Election of Directors (Annual Meeting only)

Section 6. Special meetings of the Club may be called by the Board of Directors, or upon receiving written petition from ten per-cent (10%) of members in good standing. Such petitions shall clearly state the purpose for which the meeting is to be called and such meeting must be called by the

Directors to meet within 60 days of receiving the petition. A 30-day written notice shall be mailed to the last known address of each member and the meeting shall be limited to the items set out in the notice.

Section 7. If any member in good standing wishes to request certain subjects to be considered as business at any meeting, they may make a written presentation to the Secretary preparing the notice within 60 days of the meeting in a manner that can be included in the announcements and agenda of the next meeting.

Section 8. Members may cast their votes either in person or by proxy, being sure to file with the Secretary in a timely manner so that tabulation can be conducted at the time of regular voting.

Section 9. Members must be in good standing, with dues and other assessments paid current, to participate in any meeting.

Section 10. It shall be the duty of the Secretary to prepare a list of the members entitled to vote at each meeting, either present or by proxy, and designate those present unable to vote.

Section 11. Fifty-one per-cent (51%) of the paid members voting in person or by proxy shall constitute a quorum for the transaction of business at any meeting.

## **ARTICLE VIII**

### Directors

Section 1. The business, property, affairs and policies of the Club shall be vested in a Board of Directors consisting of a minimum of 7 and a maximum of 15 property owning members in good standing.

Section 2. Directors shall serve for a term of *three* years with no restrictions on the number of terms a director may serve.

Section 3. The Directors shall fill all vacancies created by death or resignation to maintain the minimum board level. They shall serve until the next election. Appointments shall be from the membership.

Section 4. The Directors shall appoint a nominating committee at the Semi-Annual Meeting, which shall place in nomination, member's names who would qualify and consent to fill vacancies on the Board of Directors. The nominating committee shall consist of the Vice President and two members in good standing. They shall present their recommendations for publication in the 30 days notice prior to the Annual Meeting.

Section 5. During the Annual Meeting, at the appropriate time, members may make nomination from the floor before the election. All candidates must be members in good standing.

Section 6. The Board of Directors shall have the general power to carry on the affairs of the Club together with the right to assign, contract, assess and satisfy obligations that become due during the period of election. No single expenditure should exceed \$1000.00 without the vote of the membership.

Section 7. The Board of Directors shall select from among the elected members a President and Vice President. The Secretary and Treasurer may be selected from the Board or from the general membership to serve as officers.

Section 8. The Board of Directors shall fill the Committee Chairmanships with members of the Board, or authorize the President to appoint from the general membership of the Club such Chairman of Committees as the Board deems necessary to carry on the affairs of the Club and it shall define the powers and duties thereof. The appointed Chairmen serve at the pleasure of the Board.

## **ARTICLE IX**

### Officers

Section 1. The President shall be an elected member of the Board and selected by the Board of Directors. He shall have general and active management of the business of the Club and shall see that all orders and resolutions of the membership are carried into effect. He shall sign all legal documents authorized for his signature by the Board of Directors. He shall be an ex officio member of all committees.

Section 2. The Vice President shall act in the place of the President in his absence because of sickness, death, resignation or otherwise unable to discharge the duties of his office. The Vice President shall be chairman of the nominating committee and shall also perform such other duties as may be delegated by the President of the Board of Directors.

Section 3. The Secretary shall record the proceedings of all meetings of the Club and the Board of Directors; shall preserve in the books of the Club the true minutes of such meetings; shall give all notices required by statute, by-law or resolution; shall keep the roll and authorize the necessary quorum for regular and special meetings; and shall be the custodian of the Club's seal. The Secretary shall also be responsible for the timely notification of all meetings by the preparation and mailing of such news bulletins as are necessary. The Secretary shall perform such other duties as able that may be delegated by the Board.

Section 4. The Treasurer shall have custody and keep account of all money, corporate funds and securities of the Club and shall keep accurate records of all receipts and disbursements. The Treasurer shall deposit all monies, securities and other valuables in the name of the Club in such depositories as ordered by the Board of Directors. The Treasurer shall disburse the funds of the Club as ordered by the Board, taking proper vouchers for such disbursements as authorized, and shall render to the President, Directors and general membership an account of all transactions and the condition of the Club's financial status. The Treasurer shall also keep records of membership payments and offer such current listing to the Secretary to fulfill the duties of that office. If required by the Board, he/she shall keep in force a bond in form, amount and with the surety satisfactory to the Board, conditioned for faithful performance of the duties of the office, and for the restoration on removal from office, of all papers, books, vouchers, money and property of whatever kind in his possession or under control belonging to the Club. The Treasurer shall perform such other duties as able that may be delegated by the Board.

**ARTICLE X**  
Dissolution

Section 1. The Club may be dissolved only with the assent given in writing and signed by two-thirds (2/3) of the members entitled to vote. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets consistent with Article X, Section 2, hereof, shall be mailed to every member at least ninety (90) days in advance of any action taken.

Section 2. Upon dissolution of the club, the assets, both real and personal, of the Club will revert to the benefit of Nunda Township in the County of Cheboygan in the State of Michigan. (Changed May 25, 1997)

**ARTICLE XI**  
Amendments

Section 1. These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of two-thirds (2/3) of the members voting in person or by proxy at any membership meeting called for that purpose.

*The above By-Laws, as amended, were officially placed into effect on May 26, 2013, replacing By-Laws of May 29, 1994.*