

KEATINGTON MEADOWS MAINTENANCE ASSOCIATION

BY-LAWS

(AS REVISED AND ADOPTED BY THE ASSOCIATION)

THROUGH 6/1/12

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KEATINGTON MEADOWS MAINTENANCE ASSOCIATION
BY-LAWS
(AS REVISED AND ADOPTED BY THE ASSOCIATION)
6-1-12

ARTICLE ONE - NAME

- 1.1 The Name of the Corporation is the KEATINGTON MEADOWS MAINTENANCE ASSOCIATION, hereinafter referred to as the "Association".

ARTICLE TWO - OFFICES

- 2.1 The registered office of the Association shall be at such place in the state of Michigan as the Board of Directors of the Association shall from time to time determine.

ARTICLE THREE - PURPOSES AND OBJECTS

In amplification of the purpose for which the Association has been formed as set forth in the Article of Incorporation, the purposes and objects are as follows:

- 3.1 To develop a community designed for safe, healthful and harmonious living.
- 3.2 To promote the collective and individual property and civic interests and rights of all persons owning property in Keatington Meadows described in Article 4.1 below.
- 3.3 To care for the improvements and maintenance of any community center, gateways, entranceways, public easements, parkways, grass, plots, parking areas, and any other facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the above described subdivision known as Keatington Meadows which now exist or which may hereafter be installed or constructed therein.
- 3.4 To cooperate with owners of all vacant and unimproved lots and plots now existing or that hereafter shall exist in the subdivision, in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the subdivision, and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved lots and plots as may be necessary or desirable to keep them from becoming such nuisances and detriments.
- 3.5 To aid and cooperate with the members of this Association and all property owners in the Subdivision in the enforcement of such conditions, covenants, and restrictions on and appurtenant to their

property as are now in existence, as well as any other conditions, covenants and restrictions as shall hereafter be approved by a majority vote of the members of the Association and to counsel with the Planning Commission of Orion Township, having jurisdiction in relation to any zoning that may affect any portion of the subject property.

- 3.6 To acquire, own or lease such real personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and to exercise all rights, powers and privileges of ownership to the same extent as natural persons might or could do.
- 3.7 To arrange social and recreational functions for its members.
- 3.8 To exercise any and all powers that may be delegated to it from time to time by the owners of real property in the subdivision.
- 3.9 To generally, but in connection with the foregoing, do any and all things necessary to promote the general welfare of the residents and owners of any portions of the subdivision and their property interests therein.

ARTICLE FOUR - MEMBERSHIP

- 4.1 Qualifications: Any persons who own, either individually or jointly, one or more lots in the Keatington Meadows Subdivision as recorded with the Oakland County Register of Deeds in the following Oakland County Records, to wit:

Liber #140, Pages 32-33, hereinafter referred to as Keatington Meadows

- 4.2 Rights and Privileges of Members: Membership shall include an undertaking by the member to comply with and be bound by the Articles of Incorporation, these By-Laws and amendments thereto, and the policies, rules and regulations at any time adopted by the Association in accordance with these By-Laws.

- 4.2(A) Voting Privileges: Each member in good standing, as hereinafter defined, shall be entitled to vote on each matter submitted to a vote of the members as outlined in Article 5 below. A member in good standing shall have one vote for each residential building site owned by him individually within the subdivision. Where two or more members in good standing own one or more residential building sites within the subdivision, only one vote for each such residential building site owned shall be allowed, and such joint owners shall designate and register with the Secretary of the Association the name of that owner entitled to cast such single vote for each such residential building site jointly owned.

- 4.2(B) Payment of Dues: Every member shall have the obligation to pay dues as described in Article 10.1(A). When any member shall be in

default in the payment of said Dues for a period of thirty (30) days from the date on which such Dues become due and payable, he shall not be considered as a member in good standing of the Association and as such shall not be entitled to vote in any Association election held during the period when said Dues remain delinquent. In addition, such member shall be dropped from active membership and placed on an inactive list. Such member shall not be reinstated until he has paid Dues in full, and until such time as such member is reinstated, he shall have no rights of any kind arising out of a membership in the association.

4.2(C) Nature of Membership Rights: No member shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Association, or any right, interest or privilege which may be transferrable or inheritable, or which shall continue after his membership ceases, or while he is not in good standing.

4.3 Transfer of Membership: No membership may or shall be sold, assigned voluntarily, or by will, or by operation of law, except as follows:

Membership may be transferred to a new homeowner in the event of sale.

4.4 Termination of Membership: Membership in this Association shall terminate on such member's ceasing to be an owner of any residential building site within the subdivision.

ARTICLE FIVE - MEMBERSHIP MEETINGS

5.1 Annual Meeting: There shall be an annual meeting of the members in good standing of the Association at such place as may be designated by the Board of Directors between November 1st and November 15th of each year. The purpose of such annual meeting shall be for the transaction of such business as may come before the meeting including nominations for election to the Board of Directors, and the presentation of the Board of Director's annual report (per Art. 6.8). Ten (10) days written notice shall be required for any such annual meeting; however, publication of said meeting date in an Association publication such as a newsletter, which is distributed to all members in good standing of the Association at least ten (10) days prior to said annual meeting date, shall constitute valid notice for purposes of the Article Five.

5.2 Special Meetings: Special meetings of the members in good standing of the Association may be held whenever called by the Board of Directors of the Association or by at least ten (10) percent of the members in good standing of the Association. Notice of such special meetings, stating the time, the place and the purpose or purposes thereof, shall be delivered to the last known address of all members in good standing at least ten (10) days prior to the date of said special meeting.

- 5.3 Meetings within Orion Township: Meetings of the members of the Association shall in no event be held outside the limits of the Township of Orion, County of Oakland, State of Michigan.
- 5.4 Proxy: Every member in good standing of the Association may cast one (1) vote either in person or by proxy for each residential building site owned within the Subdivision by that particular member in accordance with Article 4.1 above. However, any proxy, to be considered valid and eligible to be counted, must contain the signature and address of said member. The Association Secretary shall compare all proxy signatures against signatures of members on file in order to validate all proxy votes. Each member in good standing may submit no more than two (2) proxy votes at each meeting.
- 5.5 Quorum: At any meeting of the members in good standing of the Association, a quorum shall consist of those members in good standing present at the meeting, either in person or by proxy. A simple majority of those present and eligible to vote shall decide any question which may come before the meeting, except any vote on a Special Assessment shall require the affirmative vote of two-thirds (2/3) of those present and eligible to vote in order to pass.
- 5.6 Order of Business: The President of the Association shall preside at any Annual or Special Meeting of the membership. The order of business for the Annual Meeting shall be as follows: Roll call, Approval of Minutes of Previous Meeting, Report of Treasurer, Annual report of the Board of Directors, Old Business, New Business, and Nominations for Election to the Board of Directors. The order of business for any Special Meeting of the membership of the Association shall be determined by the call of the Special Meeting.
- 5.7 Publication of Minutes: The Secretary shall publish minutes of the Annual Meeting and of all Special Meetings of the Association within 30 days following said meeting. Every member in good standing shall receive a copy of these minutes (see Art. 8.3 below).

ARTICLE SIX - BOARD OF DIRECTORS

- 6.1 Number of Board Members; Term of Service: The business and affairs of this Association shall be managed by a Board of Directors, hereinafter referred to as the "Board", which shall consist of five (5) members from the subdivision referred to in Section 4.1 above.

Notwithstanding any other provisions of these By-Laws to the contrary, each director shall be elected to serve a two-year (2) term. Each directorship position shall be designated by a number (i.e.: Director No. 1, Director No. 2...etc.) Directors No. 1, 2 and 3 shall be elected in even-numbered years and Directors No. 4 and 5 shall be elected in odd-numbered years.

To implement this system of election, the following procedure shall be followed at the first election of Directors immediately following adoption of this Section:

If such first election is held in an even-numbered year, then Directors No. 1, 2 and 3 shall be elected for their regular two-year terms, and Directors No. 4 and 5 shall be elected for special, one-time, one-year terms. The following (odd-numbered) year, Directors No. 4 and 5 shall be elected to their regular two-year terms.

If such first election is held in an odd-numbered year, then Directors No. 4 and 5 shall be elected for their regular two-year terms, and Directors No. 1, 2 and 3 shall be elected for special, one-time, one-year terms. The following (even-numbered) year, Directors 1, 2 and 3 shall be elected to their regular two-year terms.

- 6.2 Regular Meetings: The Board shall meet monthly for the transaction of business at such place and at such time as may be from time to time designated.
- 6.3 Special Meetings: Special Meetings of the Board may be called by the President or by three (3) members of the Board at any time and place provided, however, reasonable notice of such Special Meetings shall be given to each member of the Board. For purposes of this Article, reasonable notice shall be not less than twenty-four (24) hours prior to said meeting unless waived in writing.
- 6.4 Quorum and Voting: The Directors shall act only as a Board and the individual Directors shall have no power as such. At least sixty (60) percent of the number of Directors then in office shall constitute a quorum for the transaction of business. However, a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the meeting from time to time without notice until a quorum be at hand.
- The act of a majority of the directors present at any meeting at which there is a quorum shall be an act of the Board of Directors.
- 6.5 Action by Unanimous Written Consent: If and when the Directors shall severally or collectively unanimously consent in writing to any action to be taken by the Association, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
- 6.6 Order of Business: The Board of Directors may, from time to time, determine the order of business of its meetings.
- 6.7 Chairman: At all meetings of the Board, the President or, in his absence, the Vice-President or, in the absence of both, the Chairman chosen by the Directors present shall preside.
- 6.8 Annual Report: The Board, at the annual meeting, shall submit to the members of the Association a report as to the condition of the Association and its property.

6.9 Vacancies in the Board: Whenever a vacancy in the membership of the Board shall occur, the remaining members of the Board shall have the power to select a member in good standing of the Association to serve the unexpired term of the vacancy. However, said newly selected member shall hold office only until the next annual election, regardless of the term of the member who vacated the office.

6.10 Recall of Board Members: Petition for recall of any Board member may be initiated by any Association member in good standing. The Board of Directors shall hold a Special Recall Election of the members of good standing of the subdivision upon receipt by the Board of a petition signed by not less than ten (10) percent of the Association members in good standing in the subdivision. A two-thirds (2/3) vote of the members in good standing of the Association in the subdivision shall be sufficient to constitute recall of that director.

ARTICLE SEVEN - ELECTION OF BOARD OF DIRECTORS

7.1 Procedure: The Board members shall be elected by the members in good standing of the Association by secret ballot at a Special Meeting held within 21 days following the Annual Meeting.

7.1(A) Nominations: Nominations for election to the Board of Directors shall be taken at the Annual Meeting of the Association.

7.1(B) Candidate Eligibility: Candidates are recognized and eligible for election only if said candidates are members in good standing of the Association at the time of election.

7.1(C) Annual Meeting Notice: The Secretary shall cause a notice of the Annual Meeting to be sent to all Association members in good standing not less than ten (10) days prior to the date of the Annual Meeting.

7.1(D) Election Judges: Election judges have the responsibility of properly running the election. Any member in good standing is eligible to serve as an election judge except those seeking election, and their spouses. A minimum of three (3) judges are required, including at least one who is not a current Board member. Election judges shall be nominated and elected at the Annual Meeting. Election judges shall maintain custody of all election ballots for at least seven (7) days following the election, in the event there is a challenge. After this period, all ballots shall be destroyed by the election judges.

7.1(E) Election Ballot: Election ballots shall contain the names of all candidates from the subdivision, each followed by a square. Further, said election ballot shall indicate the number of directors to be elected from the subdivision and shall have a location on the ballot for write-in candidates.

- 7.1(F) Voting Procedure: Each member in good standing of the Association may vote in the election of the Board of Directors either in person or by proxy. Pursuant to Article 4.2(A) above, where persons jointly own property in the subdivision, one, and only one, of such persons may cast a vote in the election of Directors for each residential building site owned.
- 7.1(G) Election Results: The election ballots shall be counted and tabulated by the election judges. Candidates receiving the highest total vote for each Board vacancy shall become that Board's Officers. Results of said election shall be placed in the Association minutes and published in a general publication going to all Association members in good standing.

ARTICLE EIGHT - OFFICERS

- 8.1 Executive Officers: The Executive Officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board of Directors shall elect from among their number said Executive Officers at the first regular meeting of the Board following each Annual Meeting of the membership. Each Executive Officer shall serve a one-year term at the pleasure of the Board, provided that no individual shall be appointed to more than two consecutive terms in the same executive office.
- 8.2 The President: Subject to the direction of the Board of Directors, the President shall be the Chief Executive Officer of the Corporation and shall perform such other duties as from time to time may be assigned him by the Board. The President shall be an Ex-Officio member of all committees.
- 8.3 Secretary: The Secretary shall keep the minutes of all proceedings of the Board of Directors and membership meetings and, further, shall maintain a file containing copies of all Minutes of the Board of Director meetings, standing and AD-HOC Committee meetings and membership meetings, in books provided for that purpose. He shall have custody of such books and paper as the Board may direct, and he shall in general perform all of the duties incidental to the office of Secretary, subject to control of the Board of Directors and the President and shall also perform such other duties as may be assigned to him by the President or by the Board. The Secretary shall publish minutes of the Annual Meeting and all Special Meetings of the Association within thirty (30) days following said meeting. Each member in good standing shall receive a copy of these minutes (see Article 5.7 above).
- 8.4 Treasurer: The Treasurer shall have the responsibility of all of the receipts, disbursements, funds, and securities of the corporation and shall perform all duties incidental to the office of Treasurer, subject to the control of the Board of Directors and the President. He shall perform such other duties as may from time to time be assigned to him by the Board or by the president. If required by the Board, he shall give a bond of faithful discharge of his duties in such sum as the Board may require. The Treasurer

shall publish a monthly treasurer's report during the months of April through September and bi-monthly from October through March. This report shall be sent to all members in good standing in the Association.

- 8.5 Subordinate Officers: The President, with the approval of the Board of Directors, may appoint such other officers and agents as the Board may deem necessary, who shall hold office at the pleasure of the Board, and who shall have such authority and perform such duties as from time to time may be prescribed by the President or by the Board.

ARTICLE NINE - COMMITTEES

- 9.1 Appointment of Committees: The Board of Directors shall, from time to time as deemed necessary and desirable, appoint committees for the purpose of formulating, carrying out, or furthering the purpose of the Association. In all cases, any committee shall be chaired by a member of the Board of Directors, which member shall be responsible for the conduct of the meetings of the committee.

- 9.2 Standing Committee: Anything above notwithstanding, the following standing committees shall serve the Board and Association on a continuing basis:

- A) Beach
- B) Roads and Grounds

The Chairman of each of the above Standing Committees shall be appointed by the Board of Directors from its own number, for a one-year term, at the first meeting of the Board next following the annual election of Board members. No individual shall be appointed to the same Committee chairmanship for more than two consecutive terms. The Chairman of any Standing Committee shall be responsible for conducting the meetings of that Committee.

- 9.2(A) Beach Committee: The Beach Committee shall be responsible for advising and assisting the Board on the safe operation of the Beach and associated areas as described in Section 10.1(B) below and shall be responsible for management of and disbursements from the Beach Fund for the purposes set forth in Article 10.1(B) below. In fulfilling these responsibilities, the Beach Committee shall:

- 1) Recommend Beach rules, regulations, and laws of operation;
- 2) Suggest social programs, swimming instruction programs, competitive swimming programs, and other pool-related activities as indicated by the community and the nature of its facilities;
- 3) Inspect the Beach facilities yearly with professional advice where appropriate and make recommendations to the Board of Directors for necessary repairs and maintenance; and

- 4) Expand budgeted funds as approved by the members of the Association.

9.2(B) Roads and Grounds Committee: The Roads and Grounds Committee shall advise and assist the Board in preserving and enhancing the physical environment provided by the developer within the subdivision and immediately adjacent areas. The Committee's responsibilities shall include:

- 1) Developing a grounds and facilities maintenance program to meet the requirements and desires of the community;
- 2) Preparing maintenance budget recommendations for the Board of Directors;
- 3) Making recommendations to the Board about planting projects, walkway additions, additional lighting, and other improvements to the existing landscaping plan;
- 4) Inspecting the grounds and facilities, with professional advice when appropriate, and making repairs where necessary;
- 5) Recommending to the Board contracts for land maintenance and facilities maintenance;
- 6) Developing a long-range program for ecological preservations and enhancement within the subdivision and immediately adjacent areas; and
- 7) Expending budgeted funds as approved by the members of the Association.

9.3 Appeal of Committee Determinations: In the event that any Association member in good standing wishes to contest any Association Committee decision affecting said member, he shall, within thirty (30) days of receiving notice of said Committee decision, appeal said decision to the Board. Said appeal must be in writing and received by the President of the Association within the said thirty (30) days period in order to be considered by the Board. The member appealing the Committee decision shall have a right to make an oral presentation to the Board and shall also have the right to receive a written reply from the Board as to its decision regarding the matter.

ARTICLE TEN - FINANCES

10.1(A) Association Fund: Each member shall annually pay to the Keatington Meadows Maintenance Association Dues (hereinafter referred to as "Dues") per residential building site owned by said member, which Dues shall be in an amount established by the Board of Directors of the Association from time to time as the needs of the Association may, in their judgment, require but in no event shall the Dues

exceed eighty-five dollars (\$85) or increase more than ten dollars (\$10) per residential building site per year. Payments of the Dues shall be used by the Association to create and continue a KEATINGTON MEADOWS MAINTENANCE ASSOCIATION FUND (hereinafter referred to as the "Association Fund") to be used by and for the Association as hereinafter stated in Article 10.1(B) below.

10.1(B) Use of the Association Fund: The Association Fund shall be used for such purposes as the Board of Directors of the Association shall determine to be advisable and beneficial to any or all of the subdivision, including but in no way limited to the following purposes:

- A) For lighting, improving, and maintaining entranceways, perimeters, and cul-de-sacs in and around the subdivision;
- B) For lighting, improving, and maintaining the Beach (more particularly described as "Outlot C" as recorded in the plat of "KEATINGTON SUBDIVISION" in Liber 116, Pages 39-41, Oakland County Records, and hereinafter referred to as the "Beach") and associated areas;
- C) For employing any personnel deemed necessary to the proper operation of the Beach and associated areas;
- D) For securing any and all insurance deemed necessary to properly and adequately protect the Association and members thereof, including but in no way limited to personal liability and property damage;
- E) For promoting the use and enjoyment of the Beach and associated areas by the members of the Association and their families;
- F) For retaining legal counsel and accounting services in enforcing deed restrictions, developing and reviewing Association contracts and documents, and keeping accurate books and financial records;
- G) For publishing a newsletter or other such publication or publications for the purpose of informing, educating, and explaining to Association members any actions by the Board of Directors of the Association, community events, and any other news of general interest to the membership;
- H) For doing any other thing necessary or desirable in the opinion of the Board of Directors of the Association, to keep the property in and around the subdivision neat and in good order, or which may be of general benefit to the owners of land within the subdivision.
- I) For social, neighborly and/or subdivision activities with a maximum allowable expenditure of ten percent (10%) of dues per year.

However, any single proposed expenditure from the Association Fund in excess of Five Hundred Dollars (\$500.00) must be approved by the membership either at a Regular or Special Meeting of the membership.

- 10.1(C) Collection of Dues: On February 1 of each year, Dues shall be due and payable. Every member of the Association shall pay to the Treasurer of the Association the Dues when said Dues are due and payable. The Dues shall be delinquent when not paid within thirty (30) days after they become due and payable.
- 10.2 Special Assessments: Special Assessments may be levied by the Board of Directors of the Association in furtherance of the purposes and activities of the Association, provided, however, that no Special Assessment shall be levied against the members of the Association without that Special Assessment having been approved by at least two-thirds (2/3) of the members in good standing of the Association present in person or by proxy at a Regular or at a Special Meeting of the Association. In no case shall the total of all Special Assessments exceed the sum of One Hundred Dollars (\$100.00) per residential building site in any one fiscal year of the Association being January 1 through December 31.
- 10.3 Failure to Pay Association Dues & Special Assessments: The Association shall initiate a proceeding at law against any resident in order to secure the payment of any Association Dues or Special Assessments which are delinquent. The owner or owners of record of such residential building site or sites shall be personally liable for all Association Dues or Special Assessments levied. Upon demand, the Association shall furnish to any owner or mortgagee or person interested a certificate showing the unpaid Association Dues or Special Assessments against any residential building site or sites within the subdivision. The Association shall have the power and the right in its own name to take and prosecute all suits which may, in the opinion of the Board of Directors of the Association, be necessary or advisable for the collection of such Association Dues or Special Assessments.
- 10.4 Fiscal Year: The fiscal year of the Association shall begin on January 1 and terminate December 31 of each calendar year.
- 10.5 Legal Fund: A legal fund of \$1,500, minimum, shall be established by February 1, 1988 for any legal purpose. Any expenditure from the Legal Fund below the \$1,500 minimum balance must be replenished during the following fiscal year.

ARTICLE ELEVEN - SIGNATORIES OF CONTRACTS, CHECKS, AND OTHER INSTRUMENTS

- 11.1 Signatures on Checks & Other Instruments: All Checks, Drafts, or demands for money and notes of the Association shall be signed by such officer or officers or such other person as the Board of Directors may from time to time designate.

- 11.2 Contract Signatures: Any member of the Board of Directors is authorized to and shall have the power to sign any contracts on behalf of the Association for the expenditure of Association membership approved budgeted funds or for the expenditure of funds approved by the Board of Directors.
- 11.3 Signatory Authority When Not Specified: The Board of Directors of the Association may, in any instance, designate the officers and agents who shall have the authority to execute any contract, conveyance, or other instruments on behalf of the Association or may ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing officers or agents, the President and the Secretary or Treasurer may execute the same in the name or on behalf of this Association.
- 11.4 Receipts: All expenditures shall be documented by an invoice or by a submitted and signed contract.

ARTICLE TWELVE - LOSS OF PROPERTY

- 12.1 No Liability: The Board of Directors shall not be liable or responsible for the destruction or loss of, or damage to, the property of any member or the guest of any member, or visitor, or other person.

ARTICLE THIRTEEN - PARLIAMENTARY AUTHORITY

- 13.1 Roberts Rules of Order: The rules contained in the most recent edition of Roberts Rules of Order shall be the parliamentary authority in all cases not covered by these By-Laws.

ARTICLE FOURTEEN - AMENDMENTS TO BY-LAWS

- 14.1 A majority of the members in good standing of the Association present at a Regular or Special Meeting, may alter, amend, repeal, or make additions to the By-Laws of the Association. A notice of the Article or Articles to be considered for revision must be delivered to the last known address of all members in good standing at least ten (10) days prior to the date of said meeting.

Alterations or amendments of the following By-Laws shall require an affirmative vote of two-thirds (2/3) of the members in good standing of the Association present at a Regular or Special Meeting: 4.2, 5.5, 6.4, 6.10, 9.3, 10.1, 10.2, 10.3, and 14.1.