

**STAMAN ACRES CIVIC ASSOCIATION  
(INCORPORATED)**

Farmington Township, Oakland County

**BY-LAWS**

As amended and approved by the Membership at the September 29, 1972 General Meeting.

**ARTICLE I**

**Title**

Section 1        The name of this Association shall be the Staman Acres Civic Association, Incorporated, a non-profit organization.

**ARTICLE II**

**Purpose**

Section 2        The purpose of this Association is to promote the general welfare of the residents and members of the Staman Acres Civic Association.

**ARTICLE III**

**Membership**

Section 1        All permanent residents of Staman Acres shall be considered members belonging to this Association by virtue of payment of the annual dues.

Section 2        As of the date of the enactment of this amendment all residents of Staman Acres are members of the Association.

Section 3        Default of payment of the annual dues causes a member to loose his voting membership.

**ARTICLE IV**

**Funding**

Section 1        The annual dues for residents and members of Staman Acres will be based on the annual budget. Annual dues for the period April 1 to March 31 are to be set by the Board of Directors with the approval of the majority of the members present at the March meeting.

Section 2        A special fund has been created for combating matters of a legal nature in the best interest of the majority of the members of this Association and this fund shall be maintained at no less than \$500.00

Section 3        The special fund can only be used when passed by a majority vote of the members present at a special or general meeting.

## ARTICLE V

### **Meetings**

- Section 1 A general meeting of all members must be called in March and in September of each year to report on the progress of the Association and to introduce any new proposals for the coming year. If deemed necessary, the Board may call for special general meetings with a seven (7) day advance notice with an agenda.
- Section 2 Not less than fifteen percent (15%) of the members shall constitute a quorum for the transaction of business at any meeting.
- Section 3 The time and place of holding such meetings of the Association shall be determined by the Board. Written notice shall be sent to all members seven (7) days or more in advance of said meeting. Special general meetings may be called by the Board or demanded of fifteen (15%) of the families.
- Section 4 Voting shall be limited to two votes per family residency.

## ARTICLE VI

### **Officers and Duties**

- Section 1 A Board of Directors will consist of a President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, Architectural Control Chair, Landscaping Chair, Neighborhood Watch Chair.

- Section 2 The President shall be the executive head of the Association and shall preside at all meetings of the general membership and of the Board of Directors; he shall be a member, ex-officio, of all committees, and he shall appoint new committees as necessary. He will also be responsible to advise the Township Clerk of any violations to the Weed Control Ordinance.

The Vice President shall perform the duties of the President in his absence and such other duties as the President may direct.

The Treasurer shall collect the fees levied by the Association. He shall make a report at each meeting of the Board of Directors and the Association of the money collected, funds paid out and money on hand. He shall also pay the financial obligations of said Association after approval by the President if the sum is not more than \$25.00 and only upon the order of the Board of Directors and/or the Association if greater than \$25.00. He shall perform the duties of the President in the absence of the President and Vice-President.

The Recording Secretary shall attend all meetings of the Board of Directors and the Association and shall keep a true and accurate record of the proceedings. A copy of the minutes of any general or special meeting shall be distributed to all members of the Association not later than fourteen (14) days after these meetings.

The Corresponding Secretary

- a) Shall keep a complete list of all members of the Association, their addresses and telephone numbers.
- b) Shall carry on the official correspondence of the Association as instructed by the Board of Directors, the President or the Association.

- c) Shall give notice of all meetings of the Board of Directors or the Association.
- d) Shall send out messages of sympathy or congratulations to the members of Association.

The Civic Affairs Administrator will report to the President on all matters pertaining to the general voting privileges of residents for schools, bond issues, sewers, water or special assessments, etc. The Civic Affairs Administrator is also the head of the Architectural Control Committee and, as such, has the responsibility in accordance with the Restriction Agreement, to review all plans for proposed building in Staman Acres Subdivision, either new construction or additions or changes to existing structures. The Restriction and Architectural control Committee shall report their recommendations in less that twenty (20) days from receipt of application to the Board of Directors who shall review and advise the petitioner of the official ruling of the Staman Acres Civic Association.

The Landscape Supervisor will be responsible for the general appearance of the Subdivision, such as (1) clearing gravel off roads, (2) maintaining entrances, including painting fences if necessary, grass cutting, fertilizing and trimming shrubs, and (3) in charge of Christmas decorations at the entrances. An appropriation of funds will be designated to maintain the landscape on an annual basis.

Section 3 Business of the Association during the interim period between regular meetings of the Association shall be conducted by the Board of Directors. All of the corporate powers of this Association not expressly reserved to the members by law, or by these By-Laws shall be vested in its Board of Directors.

Regular quarterly meetings of the Board of Directors will be called by the President or a majority of the Board of Directors. At least two (2) days notice of all meetings of the Board of Directors shall be given to each Director. Such notice may be waived by consent of a majority of the Board of Directors. Five out of seven members shall be required for a quorum.

Section 4 Any member may present to the Board of Directors in writing, a problem requiring immediate action.

## **ARTICLE VII**

### **Elections**

Section 1 The nominations and election of the Board of Directors will be held yearly at the March General Meeting of the Association and those elected will take office as of April 1<sup>st</sup>. The Board of Directors shall appoint a nominating committee by February 1<sup>st</sup> for this purpose. Nominations shall also be accepted from the floor at the March General Meeting.

Section 2 Any officer or Chairman of a standing committee may be removed from office by a two-thirds majority vote of members present at any regular or special meeting of the Association.

Section 3 In the event of a vacancy in the membership of the Board of Directors by death, resignation or removal, such vacancy may be filled by appointment by the Board of Directors for the balance of the unexpired term.

## ARTICLE VIII

### Amendments

Section 1        These By-Laws may be amended at any regular or special meeting provided that the membership is advised in writing by copy of the proposed amendment, at least seven (7) days prior to such meeting; and if passed upon by a two-thirds majority, these By-Laws will then become amended.

### 1<sup>st</sup> AMENDMENT

#### **Limiting Director, Officer and Volunteer Liability Michigan Non-Profit Corporations Act of 1984**

A volunteer director or volunteer officer of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for a breach of its fiduciary duty as a director or officer, except for liability:

- a) For any breach of the director's or officer's duty of loyalty to the Cooperation or its members;
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c) Resulting from a violation of Section 450.2551(1) of the Michigan Nonprofit Corporation Act;
- d) For any transaction from which the director or officer derived an improper personal benefit;
- e) An act or omission that is grossly negligent; or
- f) An act or omission occurring before the effective date of this Section.

The Corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of this provision if all the following are met:

- a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- b) The volunteer was acting in good faith;
- c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- d) The volunteer's conduct was not an intentional tort; or
- e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed, as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

In the event the Michigan Non-profit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, officers or volunteers, then the liability of a director, officer or volunteer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Non-profit Corporation Act, as so amended. Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a director, officer or volunteer of the Corporation existing at the time of such repeal, modification or adoption.

Amended July 22, 2003