

MEMBERS

KEVIN M. HIRZEL, ESQ.*
MATTHEW W. HERON, ESQ.*
KAYLEIGH B. LONG, ESQ.*
ADAM C. TOOSLEY, ESQ.**

OF COUNSEL

MICHAEL D. MCCULLOCH, ESQ.*
RICHARD TAUBMAN, ESQ.*
EDWARD J. ZELMANSKI, ESQ.*



SENIOR ATTORNEYS

BRANDAN A. HALLAQ, ESQ.*
CHANTELLE R. NEUMANN, ESQ.*
TRACY N. DANNER-BOND, ESQ.*
GREGORY J. FIORITTO, ESQ.*

ATTORNEYS

MICHAEL T. PEREIRA, ESQ.*
MELISSA D. FRANCIS, ESQ.*
MATTHEW D. LEVINE, ESQ.*
LIVIA KHEMMORO, ESQ.*

*Licensed in Michigan Only

**Licensed in Michigan and Illinois

Chicago	Farmington	Grand Rapids	Sterling Heights	Traverse City
159 N Sangamon St., Ste. 200 Chicago, IL 60607	37085 Grand River Ave, Ste. 200 Farmington, MI 48335	250 Monroe Ave. NW, Ste. 400 Grand Rapids, MI 49503	13425 19 Mile Rd., Ste. 300B Sterling Heights, MI 48313	1001 Bay St., Ste. E Traverse City, MI 49684

DATE: AUGUST 17, 2023

TO: ALL HOMEOWNERS
DUNHAM LAKE PROPERTY OWNERS' ASSOCIATION

FROM: GREGORY J. FIORITTO, of HIRZEL LAW, PLC

RE: NOTICE OF ANNUAL MEMBERSHIP MEETING AND VOTE ON PROPOSED AMENDMENTS
TO ASSOCIATION BYLAWS

Dear Homeowner:

As you may be aware from previous correspondence, our law firm is retained as the Association's legal counsel. We have been working for well over the past year with your Board of Directors and other community members to draft proposed updates and amendments to your Association's Bylaws. The Board would like to request your vote in favor of these important amendments to the Dunham Lake Property Owners' Association Bylaws.

What are the Governing Documents?

Hopefully, each Owner received a copy of (or at least had a chance to review) the Association's Articles of Incorporation, Bylaws, and Declaration of Restrictions and Easements before purchasing their home. These documents are described as follows:

- The Articles of Incorporation created your Association as a Michigan Nonprofit Corporation and are on file with the Michigan Department of Licensing and Regulatory Affairs ("LARA").
- The Declaration of Restrictions and Easements ("Declaration") is a binding legal contract between all of the homeowners in each Dunham Lake Subdivision and the Association. Since the Declarations for the Subdivisions are of record with the Livingston and Oakland County Registers of Deeds (as applicable), every person who owns a Lot within one of the Dunham Lake Subdivisions is automatically bound by their respective Subdivision's Declaration. This is true regardless of whether the homeowner ever read their Declaration, or even knew of its existence prior to purchasing their home.
- Your Association also has a separate set of Bylaws. Unlike the Declarations, these Bylaws are not required to be recorded with any government office or agency. The Bylaws typically govern such "corporate" issues as meetings, notice requirements, quorum, voting procedures, etc.

These three important documents are the primary “Governing Documents” of your Association.

What provisions in the Governing Documents does the Board propose to amend, and why?

The Board is proposing a comprehensive modernization and restatement of your Association’s Bylaws.

There are many reasons why it is in the Association’s best interests to update the Bylaws. The current Bylaws were originally drafted back in 1972; they were last amended and restated in October 2003. Although there have been some amendments adopted since that time (such as last year’s amendments to the voting and amendment provisions), the Bylaws have not been updated or amended in a comprehensive fashion since 2003. As a result, the documents contain several outdated terms, and lack many useful and necessary provisions found in more modern Association Bylaws.

Our office, working in conjunction with the Board and your community members, has generally modernized, customized, and improved the text of the Bylaws wherever possible. Some of the more notable changes include the follows:

- Adding text to cover important topics that your existing Bylaws do not address, or address inadequately.
- Revising existing text to eliminate ambiguities and any identified typographical errors.
- Making your Bylaws fully coordinate and comply with your recently adopted Amended and Restated Articles of Incorporation.
- Adding new section headings throughout for ease of reference, and reorganizing many sections and articles to improve readability.
- Consolidating your original Bylaws and all previous amendments thereto into a single document.
- The proposed amendments take into account the changes that have occurred in the Michigan laws that affect homeowners’ associations over the past 20 years. These include (but are not limited to) the 2015 amendments to the Nonprofit Corporation Act, which authorized nonprofits to utilize new electronic and communication technologies in their operations (e.g., e-voting, Zoom meetings, etc.).
- Revising and clarifying the role of the Board of Directors so that it now performs all duties and obligations which the Declarations had previously assigned solely to the “Civic Committee.” This greatly simplifies the formatting and organization of your Bylaws, and eliminates unnecessary redundancies in the structure and operation of your Association. More importantly, it brings your Association into compliance with basic corporate law (i.e., all corporate committees must answer to the corporation’s Board of Directors, not vice-versa).

The Board wishes to emphasize that the purpose of these amendments is not to change or revise the Bylaws in a random or arbitrary fashion, or in ways that may only benefit a few homeowners. Rather, the main goals are to modernize, customize, and improve the Bylaws in ways that the vast majority of homeowners will support.

How do we amend the Bylaws?

The existing 2003 Bylaws, as amended, provide that they may be amended with the approval of two-thirds (2/3) of the votes cast by the voting membership present in person at a membership meeting where quorum is met. Quorum for membership meetings is at least thirty (30) DLPOA members with voting rights who are present either in person or by written absentee ballot.

In order for the Amended and Restated Bylaws to pass, they must receive the approval of at least 2/3rds of the votes cast by voting members who are present either in person or by written absentee ballot at a membership meeting where quorum has been met.

When and how will we actually vote on the amendments?

The vote on the proposed Amended and Restated Bylaws will be conducted as follows:

You can vote in one of two different ways: (1) By voting in person at the upcoming October 18, 2023 Annual Meeting; or (2) By submitting your Mail-In Absentee Ballot to the Board via regular mail prior to the commencement of the 2023 Annual Meeting.

Vote in person at the Annual Meeting

The vote on the Amended and Restated Association Bylaws will be held during an upcoming Annual Meeting of the membership. The Annual Meeting will be held on **Tuesday, October 17, 2023**, at the **Dunham Hills Golf Course**. The Meeting will begin promptly at **7:30 p.m.** You may cast your ballot in person during the Annual Meeting (ballots will be provided to the Owners present at the Meeting for the vote).

Vote by Mail-In Absentee Ballot

If you choose to vote by mail, please complete, sign, and return the Mail-In Voting Ballot to the Association's Board of Directors, 1010 Murray Hill Rd, Highland, MI 48357. **The absentee ballots will be mailed out shortly with the Annual Meeting information package.**

All Mail-In Absentee Ballots must be received by the Board no later than the commencement of the Annual Meeting to be valid and counted in the voting results.

Per the Nonprofit Corporation Act, the "record date" for purposes of the vote on the Amended and Restated Bylaws shall be the date before the date of mailing of the Association's Notice of Annual Meeting to the Members.

If the Association for some reasons does not collect enough votes at the Annual Meeting to meet quorum (including both the absentee ballots and the votes of those present in person at the Meeting), then the Board will adjourn the Meeting to a later date to allow the Association additional time to collect enough absentee ballots to reach quorum.

If the amendments are approved, when will they become effective?

If quorum is met and the Amended and Restated Bylaws receive the required majority approval of the votes cast, the new Bylaws will become effective immediately upon their approval.

IN CLOSING . . .

Like you, the Board Members are homeowners in the Dunham Lake Subdivisions and Members of the DLPOA. It is their belief, as your fellow homeowners, that these amendments to the Bylaws are in the Association's best interests.

The Board of Directors and your community members have worked very hard on this project, and the Association has made a significant monetary investment as well. The Board members hope that you will attend the upcoming 2023 Annual Meeting and that you will continue to support them in this (and other) endeavors.

Your time, input and involvement in this process is truly appreciated.

Very truly yours,

HIRZEL LAW, PLC

/s/ GREGORY J. FIORITTO
gfioritto@hirzellaw.com

GJF

DUNHAM LAKE PROPERTY OWNERS ASSOCIATION

TABLE OF CONTENTS

AMENDED AND RESTATED BYLAWS

ARTICLE I, DEFINITIONS	1
ARTICLE II, ASSOCIATION OF OWNERS	4
Section 1. Association.....	4
Section 2. Subdivision	4
Section 3. Membership; Reserve Funds.....	4
Section 4. Articles of Incorporation and Bylaws	5
Section 5. Principal Office.....	5
ARTICLE III, VOTING	5
Section 1. Vote.....	5
Section 2. Eligibility to Vote	5
Section 3. Voting/ Election of Directors; Majority; Approval of Actions by Written Ballot without a Meeting.....	5
Section 4. Nominations.....	7
ARTICLE IV, MEMBERSHIP MEETINGS	7
Section 1. Location; Procedure	7
Section 2. Annual Meetings; Agenda	7
Section 3. Quorum	8
Section 4. Adjournment for Lack of Quorum.....	8
Section 5. Membership Meeting Notices.....	8
Section 6. Special Meetings.....	9
Section 7. Minutes; Presumption of NOTICE	9
ARTICLE V, BOARD OF DIRECTORS	9
Section 1. Board of Directors - Eligibility	9
Section 2. Size; Terms of Office of the Board of Directors.....	10
Section 3. Powers and Duties - Generally	10
Section 4. Specific Powers and Duties of the Board	10
Section 5. Administrative Assistant.....	12
Section 6. Vacancies	12
Section 7. Removal of Directors.....	12
Section 8. First Meeting of the Board.....	12

Section 9. Regular Meetings.....	13
Section 10. Special Meetings.....	13
Section 11. Board Voting on Actions without a Meeting; Ratification of Non-Unanimous Vote Approving Board Action Taken outside a Meeting	13
Section 12. Board Meetings – Remote Communication.....	14
Section 13. Waiver of Notice.....	14
Section 14. Quorum	14
Section 15. Fidelity Bonds; Employee Dishonesty Insurance	14
Section 16. Meeting Minutes	14
Section 17. Electronic Transmission.....	14
Section 18. Committees	15
 ARTICLE VI, OFFICERS	 15
Section 1. Officers	15
Section 2. Election	16
Section 3. Removal.....	16
Section 4. President.....	16
Section 5. Vice President.....	16
Section 6. Secretary	17
Section 7. Treasurer	17
Section 8. Duties	17
 ARTICLE VII, REVENUES, FINANCING AND ACCOUNTING	 18
Section 1. Revenues.....	18
Section 2. Fiscal Year	18
Section 3. Annual Budget	18
Section 4. Recordkeeping	18
Section 5. Board Meeting on Budget.....	18
Section 6. Member’s Right to Inspect.....	18
Section 7. Limits on Member’s Right to Inspect.....	19
Section 8. Financial Statements and Audits.....	19
Section 9. Depositories	20
 ARTICLE VIII, REMEDIES FOR DEFAULT	 20
Section 1. Relief Available	20
Section 2. Nonwaiver of Right.....	20
Section 3. Enforcement of Provisions of Governing Documents.....	21
Section 4. Fines and Enforcement	21
 ARTICLE IX, AMENDMENTS	 21
Section 1. Petition.....	21
Section 2. Notice to Members.....	21
Section 3. Meeting	21

Section 4. Voting on Amendments	21
Section 5. Majority.....	21
ARTICLE X, COMPLIANCE.....	22
ARTICLES XI, SEVERABILITY	22
ARTICLE XII, CONFLICTS	22
ARTICLE XIII, WHEN EFFECTIVE	22

DUNHAM LAKE PROPERTY OWNERS ASSOCIATION
AMENDED AND RESTATED ASSOCIATION BYLAWS
AS OF OCTOBER 17, 2023

ARTICLE I

DEFINITIONS

Section 1. Act. The “Act” means the Michigan Nonprofit Corporation Act, Public Act 162 of 1982, as amended, MCL 450.2101 et seq.

Section 2. Association, DLPOA. The terms “Association” and the “DLPOA” shall both mean and refer to the Dunham Lake Property Owners’ Association, a Michigan Non-Profit corporation, of which all Lot Owners in the Subdivision shall be Members. The Association administers, operates, manages, and maintains the Subdivision in accordance with the Declaration and the Association’s other Governing Documents. The term “DLPOA” may be used throughout these Bylaws interchangeably with the term, “Association.”

Any action required of or permitted to the Association shall be exercisable exclusively by its Board of Directors unless specifically reserved to the Members by the Association’s Governing Documents (as defined below) or the laws of the State of Michigan.

Section 3. Board of Directors, Board. The “Board of Directors” or “Board” means the Board of Directors of the Association. In addition to its powers inherent as a Board of Directors under the Michigan Nonprofit Corporation Act, these Bylaws, and any other Governing Documents of the Association, the Board is and shall be fully vested with all rights, powers, and authority, and shall have all obligations and duties, which the Declaration may grant, designate or assign to the “Civic Committee.” The Board shall fully assume and fulfill the role of the Civic Committee for all intents and purposes of the Declaration, these Bylaws, and all other Governing Documents of the Association.

Section 4. Declaration. “Declaration” shall mean the Declaration of Restrictions and Easements for each of the Platted Subdivisions, which are identified by their recording information as follows.

In Livingston County:

Dunham Lake Estates and Dunham Lake Estates South, recorded on November 27, 1964, in Liber 445, Pages 315 through 322, Livingston County Records.

Dunham Lake Estates and Dunham Lake Estates South, recorded on May 26, 1965, in Liber 452, Pages 339 through 342, Livingston County Records.

Dunham Lake Estates and Dunham Lake Estates South, recorded on March 23, 1966, in Liber 465, Pages 519 through 522, Livingston County Records.

Dunham Lake Estates Center, recorded on January 6, 1969, in Liber 517, Pages 253 through 260, Livingston County Records.

In Oakland County:

Dunham Lake Estates, recorded on December 7, 1953, in Liber 3082, Pages 451 through 457, Oakland County Records.

Dunham Lake Estates No. 1, recorded on September 16, 1954, in Liber 3200, Pages 607 through 613.

Dunham Lake Estates and Dunham Lake Estates No. 1, recorded on 1959, in Liber 3979, Pages 674 through 675, Oakland County Records.

Unless otherwise expressly indicated, the term, "Declaration" when used throughout these Bylaws shall mean all of the above-referenced Declaration of Restrictions and Easements. When used in reference to a specific Subdivision Lot or Common Area, the term "Declaration" shall mean the specific Declaration which applies to the Platted subdivision within which the Lot or Common area in question is located.

Section 5. Bylaws. These Bylaws shall constitute the Bylaws of the Association as provided under the Michigan Nonprofit Corporation Act. All terms used herein shall have the same meaning as set forth in the Subdivision's Declaration, as amended, and as set forth in the Act.

Section 6. Common Areas. "Common Areas" shall mean those areas of land within the Subdivision (including the improvements thereto) now or hereafter owned by the Association for the common use and enjoyment of the Owners, including the private parks and lake access areas which are for the exclusive benefit and use of all of the Subdivision Lot Owners and their guests and families.

Section 7. Declarant. "Declarant" shall mean the Dunham Lake Development Company, a Michigan corporation, and its successors and assigns.

Section 8. Electronic Transmission, Electronically Transmitted. "Electronic Transmission," and "Electronically Transmitted," shall have the meanings ascribed to those terms by the Nonprofit Corporation Act.

Section 9. Good Standing. A Lot Owner in "Good Standing" means an Owner whose assessment and all other payment obligations to the Association are not in arrears, and who is not otherwise in default of any provisions of the Association's Governing Documents.

Section 10. Governing Documents. The Association’s “Governing Documents” shall mean these Bylaws, the Declaration, the Association’s Amended and Restated Articles of Incorporation, and any policies, rules, or regulations as might be duly adopted by the Board as amended from time to time.

Section 11. Lot. A “Lot” shall mean each numbered unit of land designated for residential use and the construction thereon of a single-family Dwelling, as identified on the recorded Plats with respect to each of the Platted Subdivisions within the DLPOA Subdivision as they are identified in Section 16 below.

Section 12. Member. “Member” shall mean a person entitled to membership in the DLPOA, as provided in the Declaration. Each Owner of a Lot in the Subdivision shall be a Member of the Association, and no other person or entity shall be entitled to membership.

Section 13. Owner. “Owner” shall mean a person, firm, corporation, partnership, association, trust, or other legal entity, or any combination thereof, who or which owns record fee simple title to one or more Lots in the Subdivision, regardless of whether the Lot is owned by one or more persons or entities. The term “Owner,” wherever used, shall be synonymous with the term, “Lot Owner,” and shall have such further meaning as defined in the Association’s Amended and Restated Articles of Incorporation.

Section 14. Plat. “Plat” shall mean the plat of any or all of the individual Subdivisions recorded in the offices of the Oakland County Register of Deeds or the Livingston County Register of Deeds, as applicable (depending upon the specific platted Subdivision being referenced) as they are specifically identified in Section 16 below.

Section 15. Quorum. The term, “Quorum” means the minimum number of Members who must be present at the meeting of the Association or the Board for business to be validly transacted at that meeting.

Quorum for Board meetings is addressed in Article V, Section XIV of these Bylaws.

Quorum for Association meetings is addressed in Article IV, Section 3 of these Bylaws.

Section 16. Subdivision. The “Subdivision” for all purposes of these Bylaws shall mean all property within the following Platted subdivisions, including all of the Common Areas located within them:

Dunham Lake Estates and Dunham Lake Estates No. 1, Oakland County, Michigan.

Dunham Lake Estates, Dunham Lake Estates South, and Dunham Lake Estates Center, Livingston County, Michigan,

All of the aforesaid Subdivisions shall be collectively referred to hereinafter throughout as the “Subdivision.”

Each of the above individual Platted subdivisions within the Subdivision is more specifically described as follows:

Dunham Lake Estates, located in Highland Township, Oakland County, pursuant to the plat thereof recorded in Liber 70 of Plats, Pages 15 and 16, Oakland County Records;

Dunham Lake Estates No. 1, located in Highland Township, Oakland County, pursuant to the plat thereof recorded in Liber 74, Pages 27 and 28, Oakland County Records;

Dunham Lake Estates, located in Hartland Township, Livingston County, pursuant to the plat thereof recorded in Liber 11 of Plats on Pages 22 and 23, Livingston County Records;

Dunham Lake Estates South, located in Hartland Township, Livingston County, pursuant to the plat thereof recorded in Liber 11 of plats, pages 32 and 33, Livingston County Records; and

Dunham Lake Estates Center, located in Hartland Township, Livingston County, pursuant to the plat thereof recorded in Liber 13 of plats, pages 5 and 6, Livingston County Records.

Section 17. Township. “Township” shall mean the Township of Hartland, Livingston County, Michigan, a Michigan municipal corporation, and the Township of Highland, Oakland County, Michigan, as applicable (depending upon which of the specific Platted subdivision is being referenced).

ARTICLE II

ASSOCIATION OF OWNERS

Section 1. Association. The name of this association shall be known as the Dunham Lake Property Owners Association (hereafter the “DLPOA” or the “Association”). The DLPOA, organized under the Act and other applicable laws of the State of Michigan, is responsible for the management, maintenance, operation, and administration of the Subdivision, its Common Areas, and the affairs of the DLPOA in accordance with these Bylaws, the Subdivision’s Declaration, the Association’s Amended and Restated Articles of Incorporation, as well as any policies, rules, or regulations of the Association as same might be duly adopted or amended by the Board of Directors from time to time.

The terms of the Declaration are hereby incorporated by reference and shall control in the event of any conflict between the Declaration and these Bylaws.

Section 2. Subdivision. The area of jurisdiction of the DLPOA shall be all property within the Subdivision as that term is defined in Article I, Section 16 above, and as described in the Association’s Amended and Restated Articles of Incorporation.

Section 3. Membership; Reserve Funds. Each Owner of a Lot in Subdivision shall be entitled to membership in the Association, and no other person or entity shall be entitled to membership. The share of an Owner in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner except as an appurtenance to the Owner’s Lot.

An Owner selling a Lot shall not be entitled to any refund whatsoever from the Association with respect to any reserve or other asset of the Association. The Association shall keep current copies of the Declaration, any amendments to the Declaration, these Bylaws, the Articles of Incorporation, and all other Governing Documents for the Subdivision available at reasonable hours to Owners, prospective purchasers, mortgagees, and prospective mortgagees of Lots in the Subdivision. All Owners in the Subdivision, and all

persons using, entering upon, or acquiring any interest in any Lot therein, or the Common Areas thereof, shall be subject to the provisions and terms set forth in the aforesaid Governing Documents.

Section 4. Articles of Incorporation and Bylaws. The right to manage the affairs of the Association shall be exclusively vested in the Association's Board of Directors. The Directors shall be elected by the Members in accordance with the provisions of the Amended and Restated Articles of Incorporation and these Bylaws. The purposes of the Association shall be as they are stated in the Association's Amended and Restates Articles of Incorporation.

The eligibility requirements, voting rights, powers, duties, and other relevant provisions regarding Directors and the operations of the Board shall be as they are set forth in Article V of these Bylaws.

These Bylaws are adopted by the Association pursuant to Article XII of the Bylaws that the Association adopted on October 14, 2003, pursuant to the Act (the "2003 Bylaws").

These Bylaws shall completely replace and supersede the 2003 Bylaws. These Bylaws shall constitute the corporate Bylaws referred to in the Act and are hereby adopted pursuant to the Act.

Section 5. Principal Office. The principal office of the Association shall be located as the Board of Directors may determine, or as the affairs of the Association may require.

ARTICLE III

VOTING

Section 1. Vote. Voting shall be conducted in accordance with the Declaration and these Bylaws. Each Member shall be entitled to no more than one (1) vote, regardless of whether a Member owns one Lot in the Subdivision, or multiple Lots. Joint and multiple Owners of a single Lot shall be entitled to no more than one (1) vote collectively, regardless of how many Owners the Lot may have.

Section 2. Eligibility to Vote. No Owner shall be entitled to vote at any meeting of the Association until they have presented evidence of ownership of a Lot in the Subdivision to the Association. An Owner must be in Good Standing in order to be eligible to vote. The right to vote includes the right to sign petitions, and the Owner must be in Good Standing at the time of presentation and signature of a petition in order to validly sign or circulate a petition.

Section 3. Voting; Election of Directors; Majority; Approval of Actions by Written Ballot without a Meeting.

(a) **Voting - Generally.** Votes may be cast at any Annual or Special Meeting in person or by a written absentee ballot (including ballots cast by email) duly signed by the Lot Owner who is not present at a given meeting in person. All written absentee ballots must be filed with the Secretary of the Association, or with such other person as the Association's Board shall designate, at or before the appointed time of each meeting of the Members of the Association. Such filings may be made by hand delivery, mail, email, or by any method permitted by the Nonprofit Corporation Act, including all methods of electronic transmission or communication permitted by the Act. No voting shall be done by proxy in

any event at any meeting for any issue. Each voting membership shall be entitled to cast no more than one (1) ballot on any question in any single election, regardless of the number of Lots owned.

Notwithstanding any other provision of these Bylaws, a majority of the votes cast by those Members with voting rights who are present in person and constituting a quorum is required to approve the budget at the Annual Meeting. Quorum for any Annual Meeting to approve the budget may only be met by those Members with voting rights who are present in person at the Meeting.

(b) Voting - Election of Directors. Notwithstanding the foregoing, voting for the election of Directors at the Annual Meeting shall be conducted in person only; no absentee balloting shall be allowed for elections. Elections at Annual and Special Meetings shall be conducted as follows: the Board shall verify the list of all of the Owners who are entitled to vote as of the record date for the vote before any voting begins. The Secretary of the Board, or such other designee as the majority of the Board votes to approve, shall preside over the election. The Secretary or presiding designee may in their discretion designate two (2) tellers from those Members who are present in person at the meeting to manage the voting.

Unmarked ballots shall be distributed prior to the voting. All voting shall be done in person by secret ballot. Marked ballots will be presented to the tellers and a poll list will be marked indicating that the membership has voted. The tellers shall count the ballots and hand the tabulation of the result to the Chair who shall announce the results. Any DLPOA member shall have the right to observe the voting in progress and the tally. All ballots shall be kept by the Board as Association records and shall not be destroyed or discarded until at least the date of the following year's Annual Meeting and election (at a minimum).

Voting in all elections shall be done by secret ballot, subject to uncontested candidates for the Board who may be elected upon the Members' approving a Motion to accept the entire slate of candidates by Acclimation as described in the paragraph below. . Those candidates who win a plurality of the votes cast for the available Board seats at a meeting where quorum is present shall win election to the Board. Quorum for any meeting at which any election of Directors is held may only be met by those present in person with voting rights at the meeting. "Plurality" in regard to the election of Directors means that the persons who receive the most votes out of all the persons who were candidates in the election are elected to the Board regardless of whether a majority of all Lots in the Subdivision voted in favor of such persons.

In the event that the number of candidates for Director at a given Annual Meeting does not exceed the number of seats on the Board that are up for election in that year, such Directors may be duly elected by the Members upon an oral motion made by any Member to accept the entire slate of uncontested candidates by acclimation. Such a Motion shall require a second; if the Motion is made and seconded, the Motion passes upon receiving the approval of a majority of the Members present, in which event no secret balloting or formal written balloting of any kind shall be required to complete the election of those Directors to the Board at that Annual Meeting.

(c) Action without a Meeting. Any action which could be authorized at an Annual or Special Meeting of the Members, other than the election or removal of directors, may be authorized without a meeting by the majority vote of the membership by written ballot in accordance with Section 408 of the Nonprofit Corporation Act. The ballot provided to the Members shall set forth each proposed action, provide an opportunity for the Members to vote for or against each proposed action, and shall specify a time by which the Association must receive a ballot in order to be counted as a vote of the

Member. The time specified shall be not less than 20 or more than 90 days after the date the Association provides the ballot to the Members.

(d) Majority. A majority, except where otherwise provided herein or in the Declaration or the Amended and Restated Articles of Incorporation, shall consist of those Owners who represent more than fifty (50%) percent of the Lots with voting rights and who are eligible to vote and present in person or by written absentee ballot at a given meeting of the Members of the Association. Whenever provided specifically herein or in the Declaration or the Amended and Restated Articles of Incorporation, a majority may be required to exceed the simple majority hereinabove set forth.

For any actions of the Association approved by written ballot without a meeting, an action is considered approved if the total number of Member votes received by the Association by the time specified equals or exceeds the quorum required at a meeting, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting.

Section 4. Nominations. The President of the Board of Directors may in their discretion appoint Members to serve on a nominating committee for the purpose of nominating candidates for the Board of Directors. These committee appointments are subject to ratification by a majority vote of the Board of Directors. The Nomination Committee, if appointed, shall present a slate of candidates for the positions of Directors of the DLPOA at the Annual Meeting prior to the election. Nominations shall also be accepted from the floor at the Annual Meeting.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Location; Procedure. Meetings of the Association shall be held at such suitable place convenient to the Owners as may be designated by the Board of Directors. Voting shall be as provided in the Declaration and these Bylaws. Meetings of the Association shall be conducted in reasonable compliance with Roberts Rules of Order when not otherwise in conflict with the Association's Amended and Restated Articles of Incorporation, the Bylaws, the Declaration, the Association's rules, regulations, or policies, the Act, and all other applicable laws of the State of Michigan.

Section 2. Annual Meetings; Agenda. Annual Meetings of Members shall be held during the month of October, or during such other month at such date, time, and place as the Board of Directors shall designate. At such meetings there shall be elected by ballot of the Owners a Board of Directors in accordance with the requirements of Article III of these Bylaws. The Association's proposed annual budget shall be approved at the Annual Meeting. The Owners may also transact at Annual Meetings such other business of the Association as may properly come before them.

At the Annual Meeting of Members, the order of business shall be as follows:

- (a) Calling the meeting to order.
- (b) Proof of notice of the meeting.
- (c) Determination of Quorum.

- (d) Reading and approval of the minutes of the previous Annual Meeting (unless the Members present in person vote to dispense with the reading of the minutes before approving them).
- (e) Reports from officers.
- (f) Reports from committees.
- (g) Presentation of candidates and nominations for election to the Board.
- (h) Election of Directors.
- (i) Presentation of and voting to approve proposed Annual Budget.
- (j) Presentation of and vote on proposed amendments to Bylaws (if any).
- (k) Miscellaneous business.
- (l) Adjournment.

Meetings of Members shall be chaired by the most senior officer of the Association present at such meeting. For purposes of this Section, the order of seniority of officers shall be President, Vice President, Secretary, and Treasurer.

Section 3. Quorum. Except as might otherwise be set forth in the Declaration, the presence in person or by written absentee ballot of those Lot Owners representing at least thirty (30) of the Lots in Good Standing in the Subdivision shall constitute a quorum for purposes of holding a meeting of the Association.

The written absentee vote of any person furnished at or prior to any duly called meeting at which meeting said person is not otherwise present in person shall be counted in determining the presence of a quorum with respect to the question upon which the vote is cast.

Notwithstanding any other provision of this Section 3, quorum for any meeting where an election of Directors takes place may only be met in accordance with the quorum requirements set forth in Article III, Section 3 (b) of these Bylaws.

Section 4. Adjournment for Lack of Quorum. If any meeting of Owners cannot be held because a quorum is not in attendance, the Owners who are present may adjourn the meeting to another date, time and place. If the Board of Directors does not announce the time and place for the adjourned meeting at the meeting at which the adjournment is taken, then the Association shall give proper notice of the date, time, and place of the adjourned meeting to the Owners as required by these Bylaws and the Act.

Section 5. Membership Meeting Notices. It shall be the duty of the Secretary (or another Association officer, in the Secretary's absence) to mail written notice of each Annual or Special Meeting to all Lot Owners of Record, stating the purpose thereof as well as the date, time and place where the meeting is to be held at least thirty (30) but not more than sixty (60) calendar days prior to the date of such meeting stated in the notice. Notice of the Annual Meeting and all other membership meetings shall also be published in the Association Newsletter, the *Dunham Laker*, and posted on the DLPOA website.

The mailing, postage prepaid, of a written notice to each Lot Owner of record at the address they have provided to the Association for receipt of Association correspondence shall be deemed notice served.

Each Member shall be deemed to have consented to receiving notices electronically via email or text if they provide the Association with their email address or phone number for email and/or texting purposes. If the Owner has consented to receive notices electronically, then the Association shall not be required to provide the Owner with notice by mail as long as an electronic form of notice has been given pursuant to this paragraph.

Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed in the records of the Association, shall be deemed due notice.

Section 6. Special Meetings. It shall be the duty of the President to call a Special Meeting of the Association as directed by the President himself or herself, by a resolution of the majority of the Board, or upon receipt of a petition signed by Lot Owners who represent at least thirty (30) Lots in the Subdivision presented by the Owners to the Secretary of the Association. An Owner must be in Good Standing for their signature to be valid for purposes of signing such a petition.

Notice for a Special Meeting shall be given in the same manner as notice for the Annual Meeting as specified in Section 5 above. Notice of any Special Meeting shall state the date, time and place of such meeting and the purposes thereof. No business shall be transacted at a Special Meeting except as stated in the notice.

Section 7. Minutes; Presumption of Notice. Minutes or a similar record of the proceedings of Association meetings, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

The Board of Directors may, in its discretion, approve the Annual Meeting minutes of the Association after publishing or distributing the unapproved minutes to the membership and allowing thirty (30) days for comment from the Lot Owners.

The minutes of all membership meetings shall be made available through the Administrative Assistant, published in the Association's Newsletter, the *Dunham Laker*, and posted on the DLPOA website.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Board of Directors – Eligibility. In accordance with the Michigan Nonprofit Corporation Act, as now or hereafter amended, the DLPOA shall be governed by a Board of Directors. A Director must be a Member of the Association, or the legal spouse of a Member, or the domestic partner of a Lot Owner who is residing in a Dwelling within the Subdivision with the Owner.

No legal entity (such as a corporation, partnership, trust, or limited liability company) shall itself be eligible to serve as a Director of the Association. If a Member is a partnership, then only a partner who is residing in the Dwelling that is owned by the partnership shall be qualified and eligible to serve as a Director. If a Member is a corporation, then only a shareholder or a director of that entity who is residing in the Dwelling owned by the corporation shall be qualified and eligible to serve as a Director. If a Member is a limited liability company, then only a Member of the company who is residing in the Dwelling that is owned by the company shall be qualified and eligible to serve as a Director. If a Member is a trust, then only a trustee or a present beneficiary of the trust who is residing in the Dwelling owned by the trust shall be qualified and eligible to serve as a Director.

Only one person per Lot shall be eligible as a candidate notwithstanding the fact that the Lot might be jointly owned by two or more persons and/or entities.

Directors shall serve without compensation. No candidate for election or appointment to the Board of Directors shall be eligible to serve (or if already elected or appointed, to continue to serve) if they are not in Good Standing.

Tenant and Non-Owner Occupants of Dwellings in the Subdivision shall not be eligible to serve on the Board of Directors (with the exception of the legal spouses and domestic partners of Members as set forth above).

Section 2. Size; Terms of Office of the Board of Directors. The Board of Directors shall be comprised of nine (9) Members of the DLPOA. The term of office for each Director shall be two (2) years. In alternating years at the Annual Meeting, the Members shall elect either five (5) or four (4) Directors, depending on the number of Directors whose terms are expiring. Directors are elected by a plurality of the votes cast in the election. Directors shall continue to serve until their successors are elected and take office at a subsequent Annual Meeting where quorum is present. Directors shall take office immediately upon their election at the Annual Meeting.

If an Annual Meeting is adjourned for lack of quorum, the Directors serving on the Board as of that date Meeting shall continue to serve on the Board until their successors are elected and take office at a subsequent Annual Meeting at which quorum is obtained in accordance with these Bylaws.

Section 3. Powers and Duties – Generally. The business, common property, and affairs of the DLPOA and the Subdivision shall be managed and controlled by the Board of Directors of the DLPOA, hereafter referred to as the “Board of Directors,” except as these Bylaws might specifically require action by the DLPOA Members, and except as otherwise specified in the Declaration.

The Board of Directors shall have the power to appoint such other officers, Committees, and agents as they may deem necessary for transaction of the business of the Association, together with the right to remove such officers or agents whenever, in the judgment of the Board of Directors, the business interests of the DLPOA will be served thereby.

Section 4. Specific Powers and Duties of the Board. In addition to the foregoing, the Board of Directors shall have the following specific powers and duties:

- (a) To manage and administer the affairs of and to maintain the Common Areas of the Subdivision in accordance with the Declaration;
- (b) To levy and collect assessments against and from the Members of the Association in accordance with the Declaration, and to use the proceeds thereof for the purposes of the Association;
- (c) To carry insurance on the Common Areas and such other insurance required by the Association's governing documents and/or applicable law, and to collect and allocate the proceeds thereof;
- (d) To contract for and employ persons, firms, or corporations to assist in management, operation, maintenance and administration of the Subdivision;
- (e) To acquire, purchase, maintain and improve, and (once acquired or purchased) to operate, manage, sell, convey, assign, or lease any real or personal property (including any Lot in the Subdivision and easements, rights-of-way and licenses) on behalf of the Association, in furtherance of any of the purposes of the Association;
- (f) To adopt and amend policies, rules and regulations to effectuate the purposes of the Association, subject to and in accordance with the Act, the Declaration, these Bylaws, and all other Governing Documents of the Association;
- (g) To establish such committees as it deems necessary, convenient, or desirable and to appoint persons thereto for the purpose of implementing the administration of the Subdivision and Association, and to delegate to such committees any functions or responsibilities which are not by law or the Governing Documents required to be performed by the Board;
- (h) To enforce the provisions of the Governing Documents;
- (i) To open and maintain accounts with financial institutions or entities;
- (j) To propose an annual budget and such other financial plans for Association funds as may be necessary or desirable for the maintenance, repair, remediation, replacement, and reconstruction of the Common Areas, or in furtherance of administration of the affairs of the Association, subject to the approval of the Members as otherwise provided herein;
- (k) To remit payment for property taxes or other liens assessed or attached to any Association-owned Lot and the Common Areas where necessary to preserve the Association's interest in the Lot and the Common Areas;
- (l) To initiate, assert, defend, ratify or settle claims in any forum on behalf of all Owners in connection with, or relating to, the maintenance, upkeep, repair, remediation, replacement, and reconstruction of the Common Areas and administration or operation of the Subdivision, and in the name of the Association;

(m) To cause to be performed other optional services at prices to be established by the Board and taking such other actions as voted by the Members in accordance with the Declaration and other Governing Documents including, without limitation, the improvement of the Common Areas;

(n) To provide funds to support the activities of the DLPOA as set forth in the Association's Governing Documents;

(o) To review and approve, or disapprove, in its sole discretion, all Lot Owner proposed architectural plans and specifications for the construction, reconstruction, erection, installation, placement, replacement, or repair of any Dwelling, building, improvement, or any other structure or item on or within any Lot which Owners may be required by any of the Association's Governing Documents to submit for the Association's prior review and written approval, including, but not limited to, any plans and specifications for which the Declaration requires the express approval of the "Civil Committee";

(p) To inspect, both during and after completion of the Lot Owner's construction, reconstruction, placement, installation, erection, repair, or replacement of any Dwelling, building, improvement, or any other structure or item on or within any Lot for which any of the Association's Governing Documents grant the Association and/or the "Civic Committee" such inspection rights, and to order, after completing such inspections, that any such structures and items be removed by the Lot Owner to the extent that the Lot Owner deviated, refused, or failed to comply with any of the architectural approvals the Board may have granted to the Lot Owner for the structure or item; and

(q) To make reasonable, policies, rules and regulations as it deems necessary for the care of the picnic, beach, and park area, and conduct of the Members' immediate family and guests on said property. Any new rules or regulations passed by the Board covering the actions of the Members, their families or guests shall not become effective until the Members of the DLPOA are notified by regular mail.

Section 5. Administrative Assistant. The Administrative Assistant shall perform clerical duties of the DLPOA under the supervision of the President of the DLPOA Board. The Administrative Assistant shall attend the giving and receiving of all notices of the DLPOA. The Administrative Assistant shall be a paid staff position, and as such, is not a member of the Board of Directors and does not have any voting rights. The records kept by the Administrative Assistant shall include the names and addresses of all Members of the DLPOA. The Administrative Assistant shall also be the custodian of the Charter and of all DLPOA legal documents.

Section 6. Vacancies. Vacancies on the Board of Directors caused by any reason other than by the removal of a Director by a vote of the Board under Section 7 below shall be filled by vote of the majority of the remaining Directors then in office, even though they may constitute less than a quorum. Each person so appointed shall be a Director until a successor is elected by a vote of the Lot Owners at the next Annual Meeting of the Association.

Section 7. Removal of Directors. The Board of Directors may vote to remove a Director from the Board in accordance with Article XII of the Association's Amended and Restated Articles of Incorporation.

Section 8. First Meeting of the Board. The first meeting of the newly elected Board of Directors shall be held at the next Regular meeting of the Board, but in no event shall the meeting be held

more than thirty (30) days from the date of election. Notice of the meeting shall be given to the Directors as prescribed in Section 9 of this Article.

The purpose of the first Board meeting shall be the election of officers and such other matters as might come before the Board at a Regular meeting. If the date, place, and time of the first Board meeting is set at the Annual Meeting at which the new Directors are elected and the majority of the Board is present at said meeting, then the Board need not provide any written notice for the first Board meeting.

After any election of new Directors at an Annual Meeting or the resignation or removal of any Director, the Director no longer serving on the Board shall turn over to the remaining Board members all minutes, financial statements, maintenance schedules, alteration/modification forms, project proposals, contracts, and all other Association records, documents, and other Association property of any kind in their possession (including, but not limited to, any and all digitally and electronically stored files, data, and documents, and any and all logins and passwords which may secure any such items or Association accounts). The Board member who receives any documents, property, and information turned over by a departing Board member under this paragraph shall sign a written acknowledgment of receipt of all such items, which receipt shall be kept as part of the historical records of the Association.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held during such months and at such date, time, and place as shall be determined from time to time by a majority of the Directors then in office, but at least ten (10) monthly Board meetings shall be held during each fiscal year. The purpose of the meetings shall be to report, review, and discuss the business of the DLPOA, and also to propose new business. The meetings of the Board will be scheduled at the first Board meeting following the Annual Meeting. The Board shall fix the date, time, and place of its meetings.

Notice of regular meetings of the Board of Directors shall be given to each Director, personally, by mail, telephone, email, or text, at least seven (7) days prior to the date set for such meeting. Notice of Board meetings must also be published in the Association's Newsletter, the *Dunham Laker*, and posted on the DLPOA website.

All Board meetings shall be open to all Members of the DLPOA, except those portions of the meeting during which the Board may vote to go into Executive Session to discuss private or sensitive matters.

Section 10. Special Meetings. Special Meetings of the Board of Directors may be called by the President on three (3) calendar days' notice to each Director, given personally, by mail, fax, telephone, text, or email, which notice shall state the date, time, place, and purpose of the meeting. Special Meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of the majority of the Board members then in office. The written request shall state the date, purpose, location and time of the Special Meeting desired by the Directors who are requesting the meeting.

In the event of a disagreement among Board members as to the date, place, purpose, or time at which a special Board meeting shall be held, the President shall schedule the meeting as requested by the majority of the Board members then in office (including the President).

Section 11. Board Voting on Actions without a Meeting; Ratification of Non-Unanimous Vote Approving Board Action Taken Outside a Meeting. Directors may vote via email without a meeting only if all Directors concur in the action that is the subject of the vote. In such an event, the vote

shall have the same effect as if a meeting had been physically held. The emails containing the approvals of all of the Board members of the action or decision shall be added to the minutes at the next Board meeting.

In the event that the Directors vote via email or in any other way outside of a Board meeting to take any official Board action and the action is approved by the Board but not unanimously approved, the Directors shall in that event ratify that approval at the next occurring meeting of the Board by a majority vote of the Director then in office and present at said meeting. Such ratification of a prior Board vote that was taken outside of a meeting shall be noted in the meeting minutes, and the Directors' emails that granted the non-unanimous approval outside of a meeting shall be attached to such meeting minutes as part of the Board's formal ratification of that action.

Section 12. Board Meetings – Remote Communication. Directors may in Board meetings via telephone conference call, video/internet conferencing, or by any other means of remote communication by which all persons can communicate with each other. Participation in a Board meeting by such means shall constitute being present in person at the meeting for any and all purposes.

Section 13. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meetings of the Board shall be deemed a waiver of notice by the person of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 14. Quorum. At all meetings of the Board of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting to a subsequent time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 15. Fidelity Bonds; Employee Dishonesty Insurance. The Board of Directors shall require that all Directors, Officers, Committee Members, Administrative Assistant, agents, volunteers, and employees of the Association handling or responsible for Association funds shall be covered by adequate fidelity bonds and/or employee dishonesty insurance purchased by the Association. The premiums on such bonds and insurance shall be expenses of administration.

Section 16. Meeting Minutes. Minutes shall be taken at each meeting of the Board of Directors. The minutes for the executive session portion of Board meetings shall be kept separately from the minutes of the regular session of such meetings. Minutes of executive sessions of Board meetings may only be disclosed to the general membership in accordance with Section 9 of this Article V, and Article VII of these Bylaws.

Section 17. Electronic Transmission.

(a) **Notices by Electronic Transmission.** In addition to the methods of providing notice of meetings set forth in Article V, Section 9 of these Bylaws, notice may also be given by

electronic transmission, as defined below. Notice by electronic transmission will be deemed given when electronically transmitted to the person entitled to notice in a manner authorized by the person.

(b) **Use of Electronic Transmission.** As used in these Bylaws, “written” or “writing” includes communications by electronic transmission, including but not limited to, text and email.

Notices of meetings, waivers of notice of meetings, written consents and ballots may be transmitted by electronic transmission. When a notice or communication is transmitted electronically, the notice or communication is deemed to be given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person.

Section 18. Committees. The Committees that the Board may, in its sole discretion, establish, may include, but are not necessarily limited to, the following:

(a) Architectural Plan Review Committee;

(b) Website and Communications;

(c) Grounds and Maintenance;

(d) Social;

(e) Group Committee (Group Committee meetings shall be working meetings relevant to specific projects in the context of the purposes of the Association; the Group Committees can be formed and disbanded as needed by the Board of Directors);

(f) Ad hoc Committees as might be created by the Board.

Committees shall provide minutes of their meetings to the President at least one (1) week before the next Board meeting, and the President shall include these minutes in the meeting agenda for said Board meeting.

ARTICLE VI

OFFICERS

Section 1. Officers. The principal officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors, and they shall serve without compensation.

The Directors may appoint an Assistant Treasurer, an Assistant Secretary, and such other Officers as in their judgment, may be necessary. Such officers must be Members in Good Standing of the Association but need not be Directors.

Any two offices, except that of President and Vice-President, may be held by one person. Officers shall not be compensated for their services as officers but may be reimbursed for reasonable out-of-pocket expenses.

The Board of Directors shall have the power to appoint such other Officers and agents as they may deem necessary for transaction of the business of the Association, together with the right to remove such Officers or agents (as permitted by the Governing Documents), whenever, in the judgment of the Board of Directors, the business interests of the DLPOA will be served thereby.

Section 2. Election. The officers of the Association shall be elected annually by the Board of Directors at the first organizational meeting of each new Board, which shall take place no later than thirty (30) calendar days after the date of the Annual Meeting. Officers who are appointed by the Board shall hold office at the pleasure of the Board.

Section 3. Removal. Upon affirmative vote of a majority of the members of the Board of Directors, any Officer may be removed from their officership either with or without cause, and a successor may be elected at any regular meeting of the Board of Directors, or at any Special Meeting of the Board called for such purpose. No such removal action may be taken, however, unless the matter is included in the notice of such meeting. The Officer who is proposed to be removed shall be given an opportunity to be heard at the meeting.

An officer who is removed from their officership shall remain on the Board as a Director at large unless and until otherwise removed from the Board as such removal may be authorized by the Association's Amended and Restated Articles of Incorporation and these Bylaws.

Section 4. President. The President shall be the chief executive officer of the Association. The President shall set the agenda for membership meetings and shall act as Chair at the Annual Meeting and at all other meetings of the Association and the Board of Directors, except in the event that the Board votes to designate another person to chair any such meetings in place of the President, in which case the Board's approved designee shall chair the meeting instead.

The President shall have all of the general powers and duties which are usually vested in the office of the President of an Association, including, but not limited to, the power to appoint committees of the Association from time to time, subject to Board approval as might be required by these Bylaws.

The President shall have the duty of general and active management of the business of the DLPOA, and shall see that all orders and rules, policies, and regulations of the Board of Directors are carried into effect. The President shall nominate any staff members subject to ratification by two-thirds (2/3) vote of the Board of Directors then in office. All contracts signed in the corporate name of the DLPOA shall be signed by the President and the Secretary.

The President shall be ex-officio a member of all meetings and standing committees, except the nominations committee, and shall have the general power and duties of supervision and management usually vested in the office of President of an Association.

The President shall annually appoint a committee of at least two (2) Members of the DLPOA to audit the Treasurer's books.

Section 5. Vice President. The Vice-President shall take the place of the President and perform their duties whenever the President shall be absent or unable to act. If neither President nor Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as may from time to time be imposed upon them by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members of the Association in books provided for that purpose.

The Secretary, or, in the absence or disability of the Secretary, the Treasurer, shall sign the minutes of Board and Association meetings upon receiving their approval from the Board and/ the Association, as appropriate.

To the extent permitted by law and the Association's Governing Documents, the Secretary's duties described herein may be delegated, in whole or in part, to a professional management agent or Administrative Agent to be performed on the Board's behalf and subject to its regular review pursuant to these Bylaws.

Section 7. Treasurer. The Treasurer shall have custody of all DLPOA funds and securities, and shall keep, in books belonging to the DLPOA, full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all money, securities, and other valuable effects in the name of the DLPOA in depositories that are designated for that purpose by the Board of Directors.

The Treasurer shall disburse the funds of the DLPOA as may be ordered by the Board of Directors, taking vouchers for such disbursements. The Treasurer shall render to the President and Board of Directors at the regular meetings of the Board of Directors, and whenever requested by them, an account of all his/her transactions as Treasurer and of the financial condition of the DLPOA.

The Treasurer shall have primary signing authority to sign all checks. In the event of the Treasurer's absence or inability to act, the President and the Vice President shall both have secondary authority to sign checks on the DLPOA account. All contracts in the corporate name of the DLPOA shall be signed by the President and the Secretary. Deeds, notes, legal proceedings or any documents requiring formal execution in the corporate name of the DLPOA shall be the responsibility of the Board.

The Treasurer shall review and oversee payment of all invoices and shall review the monthly and annual financial statements of the Association. The Treasurer shall monitor the reserve funds of the Association and consult with the Board as necessary concerning such funds.

To the extent permitted by law and these Bylaws, the Treasurer's duties described herein may be delegated, in whole or in part, to a professional management agent or Administrative Assistant to be performed on the Board's behalf and subject to its regular review pursuant to the Governing Documents.

All decisions concerning reserve funds shall be made by the Board exclusively and shall not be delegated to a third party in any event. Withdrawals from reserve funds shall be approved in advance by the signature of at least one (1) Director if payable to the Association; if payable to any other party, the signature of at least two (2) Directors shall be required.

Section 8. Duties. The Officers shall have such other duties, powers and responsibilities as shall, from time to time, be authorized by the Board of Directors.

ARTICLE VII

REVENUES, FINANCING AND ACCOUNTING

Section 1. Revenues. Revenues of the DLPOA are derived from the Association's assessment of dues collected from the Lot Owners in the DLPOA Area in accordance with the Declaration.

Section 2. Fiscal Year. The fiscal year of the DLPOA shall be the calendar year and shall begin January 1. The Board may choose a different fiscal year for the Association in its discretion.

Section 3. Annual Budget. The Board of Directors shall adopt a proposed annual budget making appropriations therein for each fiscal year. Each budget shall specify the purpose and amount of each appropriation and shall include a statement of estimated revenues. Each budget item over One Hundred (\$100.00) Dollars shall be itemized. Once proposed by the Board, the budget is subject to the approval of the Members at the Annual Meeting each year as provided in these Bylaws.

Section 4. Recordkeeping. Upon expiration of the term of office, or at such times as the Treasurer steps down or is removed, the Treasurer shall turn over all financial records of the DLPOA in their possession to the Board President.

The Association shall keep detailed books of account showing all expenditures and receipts of administration for up to a maximum of the last seven (7) fiscal years, which shall specify the maintenance and repair expenses of the Subdivision and any other expenses incurred by or on behalf of the Association and the Owners. Such accounts and all other non-privileged Association records shall be open for inspection by the Owners during reasonable hours, subject to the other provisions of this Article and the Governing Documents generally.

Section 5. Board Meeting on Budget. A Board Meeting with focus on proposing a budget shall occur no less than sixty (60) days prior to the Annual Meeting. The membership of the DLPOA will be notified of the date, time, and location of this meeting.

Section 6. Member's Right to Inspect. A Member has the right to inspect the Association's books, contracts, records, and financial statements in accordance with these Bylaws, as well as the rights and remedies afforded to Members under the Nonprofit Corporation Act, MCL 450.2487, the Association's Governing Documents, and all other applicable laws.

A Member who is a Director of the Board may examine any of the Association's books, records, contracts, and financial statements for a purpose reasonably related to their position as a Director.

Any Member desiring to view books, contracts, records, and financial statements of the Association pursuant to the Nonprofit Corporation Act, MCL 450.2487, shall tender a prior written demand to the Board of Directors describing the following aspects of the request with reasonable particularity:

- (a) the purpose of the inspection;

- (b) the records that the Member desires to inspect; and
- (c) how the records sought are directly connected to the purpose of the inspection.

For purposes of this Section, a “proper purpose” means a purpose that is reasonably related to a Member’s interest as being a Member of the Association, as further defined by the Declaration, the Bylaws, the Act, and applicable common law.

A Member’s rights to inspect the Association’s books, contracts, records, and financial statements under the Bylaws and all applicable laws shall be cumulative and not exclusive. A Member may choose to exercise some or all of these legal rights in their discretion, and a Member’s failure to exercise any of these rights shall not constitute a waiver of any rights.

The “right to inspect” under this Section includes the right of the Member to make copies (including photographic copies of the documents inspected) and to make extracts from the records. The Association may assess the Member a reasonable charge for the cost of any copies requested by the Member

Section 7. Limits on Member’s Right to Inspect. Notwithstanding the foregoing, a Member does not have the right to inspect, copy, or make extracts of the books, records, contracts and financial statements of the Association if the Board of Directors has made a good faith determination, in its sole discretion, that one or more of the following applies to the documents requested for inspection and copying by the Member:

- (a) The documents contain privileged communications between the Board of Directors and counsel for the Association, or any other matter to which a privilege against disclosure pertains under Michigan statute, common law, the Michigan Rules of Evidence, or the Michigan Court Rules;
- (b) The documents contain information regarding any unpaid amounts owed by a specific Member to the Association;
- (c) Disclosure of the documents requested would impair the lawful purposes of the Association;
- (d) Disclosure of the documents would impair the rights of privacy or free association of any Member of the Association; or
- (e) Disclosure of the documents may compromise or adversely affect the Association in any pending or threatened legal proceedings.

Section 8. Financial Statements and Audits. A financial statement of the DLPOA for the previous calendar year, a proposed budget for the current calendar year, and any other statements deemed necessary by the Board of Directors regarding the financial condition of the DLPOA shall be attached to each such notice for the Annual Meeting.

The Association shall prepare and distribute to each Member at least once a year a financial statement, the contents of which shall be defined by the Association. The financial statement shall be distributed to the Members along with the notice for the Annual Meeting each year.

Upon receiving a written request from a Member, the Association shall mail to the Member its balance sheet as of the end of the preceding fiscal year, statement of income for that fiscal year, and, if prepared by the Association, its statement of source and application of funds for that fiscal year.

Any two (2) members of the Board of Directors may demand upon thirty (30) days' notice in writing, not more than once a year, an independent audit of all DLPOA accounts. The cost of such an audit shall be borne by the DLPOA.

Section 9. Depositories. The funds of the Association shall be initially deposited in such credit unions, banks or with insured securities brokers or invested in federally insured securities as may be designated by the Directors and shall be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors from time to time. The funds may be invested from time to time in accounts or deposit certificates of such banks or credit unions as are insured by an agency of the federal government and may also be invested in interest-bearing obligations of the United States Government or in such other depositories as may be adequately insured in the discretion of the Board of Directors.

ARTICLE VIII

REMEDIES FOR DEFAULT

Section 1. Relief Available. Lot Owners are at all times responsible for the actions of their families, occupants, tenants, and their guests, including liability for any and all violations of the Governing Documents that they may commit or any damages they might cause to the Common Areas or to the Association. The Board of Directors shall draft and maintain a written policy and procedure regarding the enforcement of the Governing Documents and the obligations of all Owners to comply therewith.

Any default by an Owner under these Bylaws, the other Governing Documents or the Act shall entitle the Association or another Owner or Owners to the relief set forth in the Declaration, the Act, the Governing Documents, and/or as otherwise permitted by law.

In any action or proceeding of any kind to compel a Lot Owner to comply with the Governing Documents or to recover any damages for the Lot Owner's violation of said Documents, the Association shall be entitled to recover its attorney's fees and costs incurred in the dispute, including any and all pre-litigation attorney's fees, costs, and expenses.

Any unpaid assessments, fines, or expenses, including interest, cost and attorney's fees, incurred in collecting any unpaid assessments owing to the DLPOA or in enforcing the Governing Documents shall be chargeable to the Member in default until paid in full and shall be secured by a lien on the Owner's Lot

A Member in default shall not be entitled to vote at any meeting of the DLPOA so long as such default continues, or to be elected to or serve on the Board of Directors.

Section 2. Nonwaiver of Right. The failure of the Association or of any Owner to enforce any right, provision, covenant, or condition which may be granted by the Association's Governing Documents shall not constitute a waiver of the right of the Association or of any such Owner to enforce such right, provision, covenant, or condition in the future.

Section 3. Enforcement of Provisions of Governing Documents. An Owner may maintain an action against the Association and its Officers and Directors to compel such persons to enforce the Governing Documents.

An Owner may maintain an action against any other Owner for injunctive relief or for damages or any combination thereof for noncompliance with the terms and provisions of the Governing Documents or the Act as permitted by said Governing Documents or other applicable law.

Section 4. Fines and Enforcement. The Board may impose fines and assessments against Lot Owners for rule violations, vandalism, misuse of Dunham Lake, the walkway, the Parks or lake access areas, and any damage to DLPOA property caused by the Lot Owner or their family members or guests.

The Board may adopt rules, regulations, procedures, and policies to govern the use of the park and lake access areas, including rules authorizing the imposition of fines against Lot Owners for any violations of the Governing Documents committed by any Lot Owner or their family members or guests, as well as for the Association's collection of any and all such fines and related costs and expenses.

The Board of Directors may adopt a schedule of fines for violations of the Declaration, these Bylaws, and any other Governing Document of the Association. These fines shall be considered part of the assessment of the defaulting Member and shall be secured by a lien on his/her Lot.

ARTICLE IX

AMENDMENTS

Section 1. Petition. A petition form to make proposed changes to the Bylaws must be filed with the Secretary on or before sixty (60) days prior to the date of the Annual or Special Meeting at which they are to be voted upon. The petition form must be signed by at least five (5) Members of the DLPOA.

Section 2. Notice to Members. Proposed changes to the Bylaws must be mailed to the property Owners in the DLPOA Area and posted on the DLPOA website, at least sixty (60) days prior to the meeting.

Section 3. Meeting. Quorum for any Meeting to amend the Bylaws may be met by Members attending the Meeting either in person or by written absentee ballot.

Section 4. Voting on Amendments. Notwithstanding any other provisions of these Bylaws, amendments to the Bylaws may be voted upon at the Annual Meeting or at any Special Meeting of the DLPOA at which there is a quorum of at least thirty (30) Members with voting rights in the DLPOA present in person or by written absentee ballot. All written absentee ballots must be received by the commencement of the Meeting in order to count towards quorum for the Meeting and for voting purposes.

Section 5. Majority. Changes to the Bylaws require a two-thirds (2/3) majority of the votes cast by the voting membership in person or by written absentee ballot at a membership meeting where a quorum (as defined in Article IX, Sections 3 and 4 above) is present.

ARTICLE X

COMPLIANCE

The Association of Owners and all present and future Owners, Tenants, non-Owner occupants, and/or any other persons acquiring an interest in or using the facilities of the Subdivision and its Common Areas, or any Lots within the Subdivision in any manner, are subject to and shall comply with the Act, the Governing Documents, including but not limited to the Association's Policies, Rules and Regulations, and these Bylaws, as amended. The mere acquisition, occupancy, use or rental of any Lot or of any interest therein, or the utilization of or entry upon the Subdivision premises, Lots and/or Common Areas therein, shall signify that the Association's Governing Documents are accepted and ratified.

ARTICLE XI

SEVERABILITY

In the event that any of the terms, provisions, or covenants of these Bylaws are held to be partially or wholly invalid or unenforceable for any reason whatsoever, such holding shall not affect, alter, modify, or impair in any manner whatsoever any of the other terms, provisions or covenants of these Bylaws, or the remaining portions of any terms, provisions, or covenants held to be partially invalid or unenforceable.

ARTICLE XII

CONFLICTS

In the event that any provision of the Amended and Restated Articles of Incorporation, these Bylaws, or any rules or regulations conflict with any provision of the Declaration, the Declaration and its provisions shall control over the provisions of all of the aforesaid other documents.

In the event of any conflict between the Amended and Restated Articles of Incorporation and the Bylaws or any rules or regulations adopted by the Board, the Articles shall govern over the Bylaws and any such rules or regulations.

In the event that any rules or regulations adopted by the Board conflict with the Bylaws, the Bylaws shall control over any such rules or regulations.

ARTICLE XIII

WHEN EFFECTIVE

These Bylaws are to take effect _____, 2023 automatically upon their approval by the Membership, at which time all other Bylaws governing the conduct of the affairs of the Association are automatically repealed, superseded, and replaced in their entirety.

These Bylaws of the Corporation were duly adopted on _____, 2023 by the Association in accordance with the provisions of Section 231 of the Michigan Nonprofit Corporation Act, MCL 450.2231 (1) (a).

By: _____

Its: President

***DUNHAM LAKE IN MICHIGAN
One of America's Great Neighborhoods***