

LAKE OF THE PINES ASSOCIATION INC.
BY-LAWS

Revision
for
2021

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BY-LAWS OF LAKE OF THE PINES ASSOCIATION

ARTICLE I

General

1.1 The name, location of the principal office, and the purposes of the Association shall be set forth in the Articles of Incorporation. The powers of the Association and of its Directors and Members, and all matters concerning the conduct and regulation of the business of the Association, shall be subject to such provisions in regard thereto, if any, as are set forth in said Articles of Incorporation.

1.2 All references in these By-laws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of the Association as amended from time to time.

1.3 The registered office of the Association may be the same as the principal office of the Association, but in any event must be located in the State of Michigan, and be the business office of the registered agent, as required by the Michigan Non Profit Corporation Act. The Association may have business offices at such other places, either within or without the State of Michigan, as the Board of Directors may designate or as the business of the Association may require from time to time.

ARTICLE II

Membership

2.1 Members. The Members of the of the Association shall be the owners of each platted lot within the following plats recorded with the Office of the Register of Deeds for Clare County, Michigan:

Plat of Birchwood Heights
Plat of Lake of the Pines Villa
Plat of Lake of the Pines Villa No. 2
Plat of Pinehurst Estates
Plat of Pinehurst Estates No. 2
Plat of Pinehurst Estates No. 3
Plat of Tamarack Trails
Plat of Woodland Heights
Plat of Woodland Heights No. 2

within Freeman Township, Clare County, Michigan, except the Association to the extent that it may be the owner of any one or more of said lots, provided that if one lot or more has common ownership such ownership shall constitute only a single membership in the Association, and provided that "ownership" shall mean either legal ownership of the fee or, with the consent of the legal owner(s) of the fee, equitable ownership as land contract, vendee, and provided, further, that no such lot shall have more than one such ownership, and that no interest held as security only shall constitute ownership under this paragraph.

2.2 Rights of Membership. The Rights of membership are those as are specifically set forth in the Declaration of Restrictive Covenants of each of the following plats as recorded with the Office of the Register of Deeds in Clare County, Michigan.

Plat of Birchwood Heights
Plat of Pinehurst Estates
Plat of Pinehurst Estates No. 2
Plat of Pinehurst Estates No. 3
Plat of Tamarack Trails
Plat of Lake of the Pines Villa
Plat of Lake of the Pines Villa No. 2
Plat of Woodland Heights
Plat of Woodland Heights No. 2

located in Freeman Township, Clare County Michigan, and are subject to the timely payment of annual and special assessments. All rights of membership shall be suspended during the period when any annual or special assessments remain unpaid after having become due. Each Member shall have the right of appeal to the Board of Directors of the Association of such suspension, provided however, that such Member must establish by competent evidence good cause why such suspension shall be lifted. "Good cause" shall be determined in the sole discretion of the Board of Directors.

Annual assessments are due and payable of the first of April of each year and, if unpaid, become delinquent at 12:01 a.m. of the second day of April. Upon payment of annual and special assessments, which shall have become delinquent, the rights of membership shall be automatically restored. Further, the rights of membership are subject to those reasonable standards of conduct required of each Member in accordance with such reasonable standards as may be determined from time to time by the Board of Directors.

2.3 Use and Enjoyment. Each Member in good standing shall be entitled to the use and enjoyment of the common properties and facilities.

2.4 Board and Committee Eligibility. Only members in good standing shall be entitled to vote and be appointed to committees or nominated for the Board of Directors, and the privilege of serving on the Board of Directors or on standing and appointed committees shall be granted only to Members whose membership remains in good standing, except that no one person who only meets eligibility as a Member because of common ownership of one lot may serve on the Board of Directors or Nominating Committee at the same time as the other common owner of the same lot, if the eligibility of said other common owner is also based only on that lot. The term "good standing" for all purposes as set forth in this paragraph shall mean that such Member shall have no outstanding delinquent annual nor special assessments levied by the Association against any lot of which the Member shall be an owner.

Further, no person shall be qualified for nomination to the Board of Directors, nor shall have the privilege of serving on the Board of Directors, unless said person shall have been a member of the Association for a period of (1) year, or more.

2.5 Funds. No funds of the Association shall inure to the benefit of any private Member or individual.

ARTICLE III

Voting Rights

3.1 **One Vote.** A Member shall be entitled to vote based upon each lot entitling the Member to one (1) vote but only one (1) vote. A Member shall have as many votes as the number of lots which he (and his common owners, if any) owns. Each lot shall entitle the Member to but one (1) vote irrespective of the number of common owners thereof, which vote shall be cast as such common owners agree.

3.2 **Person Entitled to Vote.** Only Members who are in good standing are entitled to vote. A Member is in good standing if the Member's rights of membership have not been suspended.

ARTICLE IV

Powers and Duties

4.1 In addition to the powers enumerated in the Declaration of Restrictive Covenants of each of the plats identified in Section 2.1 hereof, the Association shall also have the following powers and duties, which shall be exercised for the mutual benefit of all Members:

To maintain common properties, including protection of plant and wildlife; to build and or maintain recreational facilities; to provide for the erection or maintenance of gateways, entrances, or other ornamental features as now exist or may hereafter be erected or created; to purchase property (inside and outside Lake of the Pines) and change, make and designate such property as common property; to exercise control and maintenance over roads and pedestrian ways as deemed necessary or desirable; to enforce, either in its own name, or in the name of any real estate owner or owners, as may be necessary, all covenants and restrictions which have been, are now, or may hereafter be imposed upon any of the real estate in Lake of the Pines, or any additions thereto, further providing that expenses of these proceedings shall be paid out of the general funds of the Association.

ARTICLE V

Membership Meetings

5.1 **Annual Meeting.** The Annual Meeting of the Association shall be held during the month of May each year at such place and time as the Board of Directors may determine. The Annual Meeting shall be for the transaction of such other business as may be indicated in the notice of the meeting.

5.2 **Special Meetings.** Special Meetings may be called by the Board of Directors and shall be called upon the written request of thirty (30) Members in good standing of the Association, directed to the Secretary in writing and stating the purpose of the meeting. Such a meeting shall be held within forty-five (45) days of the request. All Members of record shall be notified of any special meeting at least twenty-five (25) days prior to the date of that meeting.

5.3 **Notice.** Notice of the Annual Meeting shall be given by mail to the Members of record. Notice shall be mailed at least fifteen (15) days prior to the date thereof. The notice of the Annual Meeting shall specify that Directors will be elected, and a ballot shall be enclosed with the notice. All notices of meetings shall state the other purposes for which they will be held, and a ballot shall be enclosed when vote is required. Members of record shall be those Members determined by the records of the

Association, based upon the records of the Clare County Register of Deeds on such date as shall have been determined by the Board of Directors.

For purposes of notice, the name of the first person appearing on a deed or other document reflecting equitable title to the property shall be deemed the person to whom notice is sent, unless otherwise requested of the Association, in writing, by all the owners of that property.

5.4 Quorum. Except as may be required by Article V, Section 6, of the Declaration of Restrictive Covenants of the plats identified in Section 2.1 hereof, thirty (30) Members of the Association present in person shall constitute a quorum at all meetings.

5.5 Proxy. The Board of Directors shall be automatically empowered with the proxy of absent Members, for quorum purposes only, unless designated by the contrary to the Board in writing by the eligible Member.

5.6 Voting. Members in good standing may cast their votes either in person or by absentee ballot, and it shall be the duty of the Secretary to prepare a list of the Members entitled to vote at each meeting against which all Members voting, whether by absentee ballot or in person, shall be checked.

5.7 Record Date. For purposes of determining Members entitled to notice of, and to vote at, the Annual Meeting of Members, a record date of May 1 is set, unless specified otherwise by the Board. Only those Members at the close of business hours of the Association on May 1 will be sent notice of, and be allowed to vote at, the Annual Meeting. A record date for each Special Meeting shall be determined by the Board of Directors.

5.8 Order of Business. The Order of Business at the Annual Meeting shall be determined by the Board of Directors and shall include, in no particular order, the following:

- A. Roll Call.
- B. Reading of the minutes of the previous meeting.
- C. Reports of the officers.
- D. Reports of the committees.
- E. Unfinished business.
- F. New Business.
- G. Nominating Committee Report and Election of Directors.

ARTICLE VI

Nominations and Elections

6.1 Nominating Committee. There shall be a Nominating Committee consisting of five (5) Members. One (1) Member shall be elected at each Annual Meeting of the Association for a three (3) year term. The other two (2) shall be elected by the Board of Directors from among the directors. A vacancy occurring among the three (3) Members chosen by the Membership shall be filled by the remaining Member of the Nominating Committee. A vacancy occurring among the two (2) Members chosen by the directors shall be filled by the Board of Directors.

6.2 Duties. The Nominating Committee shall nominate candidates for the Board of Directors and for next year's Nominating Committee to be elected at the Annual Meeting, and shall report such nominations to the Secretary so that notice of the nominees and an absentee ballot may be included in the notice of the Annual Meeting.

6.3 Candidates. The Nominating Committee shall endeavor to seek candidates representative of each plat identified in Section 2.1 of these By-Laws, and although this provision is not mandatory, it is desirable in the service of the best interests of the Association.

6.4 Procedures. Nominations shall be made according to the procedure outlined by the Board. Any person who wishes to be nominated shall furnish personal information on a nominating form secured from, and submitted to, the Nominating Committee by April 1 and, if complete, shall be listed on the ballot.

6.5 Election. Election of Directors and the Nominating Committee shall be by ballot, and results shall be determined by plurality.

ARTICLE VII

Directors

7.1 Number of Directors. The Board of Directors shall consist of twelve (12) Members. Four (4) Members shall be elected at the Annual Meeting of the membership to serve a term of three (3) years each. All directors shall be elected at the Annual Meeting of the membership, except as provided in Section 2 of this Article, and each director shall hold office until his successor is elected and qualified. A term shall begin at the close of the Annual Election Meeting.

7.2 Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the director(s) then in office, though less than a quorum and the directors chosen shall fill such vacancy for the balance of that term. No elected director shall serve more than two (2) consecutive three year terms, although a director may serve for more than six consecutive years.

7.3 Powers. The business of the Association shall be managed by its Board of Directors, which may exercise all powers of the Association and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the Members the powers of the Board of Directors shall include, but not by way of limitation, the powers to purchase property and designate it as common property; to sell property owned by the Association which is not designated as common property; to authorize the making and execution on behalf of the Association of any lawful contracts; to employ agents, factors, clerks and workmen, and to fix their compensation, to prescribe their duties and generally to control all the affairs of the Association.

The Board of Directors is authorized to borrow or pledge the credit of the Association up to a maximum limit of fifty percent (50%) of the levied assessments. Such action may only be taken after a vote of the Board of Directors in which two-thirds (2/3) of the directors approve said action. The vote must be a public one, and not a secret ballot. The results of said vote, showing how each director voted, must be made available to any Member(s) requesting it. Further, the meeting in which such vote is taken must be open to all Members of the Association.

The Board of Directors is authorized to open a deposit savings account in a bank having proper facilities to serve such an account and to otherwise invest the funds of the Association as it shall deem appropriate. The amount of money to be placed in said account or investments shall be determined by the Board of Directors after consideration of a recommendation of the Treasurer of the Association, the Finance Committee and the Board of Directors.

7.4 Meetings. The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the membership. Other meetings of the Board of Directors shall be held whenever called by the President or any two (2) directors, at such time and place as may be specified in the notice thereof.

7.5 Notice of Meetings. Notice of the time and place of each Annual and special meeting of the Board of Directors shall be given to the Directors, by mail or telephone, at least seven (7) days prior to the time of holding the meeting. If mailed, such notice shall be deemed to be given at the time that the same shall be mailed. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

7.6 Quorum. At all meetings of the Board of Directors, seven (7) directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum shall be present.

7.7 Telephonic Meetings. Any director, as a member of the Board of Directors or of a committee designated by the Board of Directors, may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the discussion can hear each other. Participation in a meeting pursuant to this provision constitutes presence in person at the meeting.

7.8 Board Action without Meeting. Unless otherwise restricted by the Articles of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed by all directors and such written consent is filed with the minutes of the Board. Furthermore, the President of the Association shall be empowered to act in any emergency situation that proposes a threat to the general welfare of the Members, collectively or individually, or the Association.

7.9 Power to Elect Officers. The Board of Directors shall select from its Members a President, one or more Vice-Presidents, a Secretary and a Treasurer of the Association. Such officers shall be elected at the Annual Meeting of the Board of Directors held immediately following the Annual Meeting of the Membership, and they shall hold their respective offices until the next Annual Meeting of the Board of Directors and until their successors are elected except as specified in Sections 11 and 12 of this Article.

7.10 Power to Appoint Committees. The Board of Directors shall constitute and appoint all committees not otherwise elected by the membership and shall define the powers and/or duties of said committees. Included in the power of appointment is the power of removal whenever the Association will be served thereby. This power of appointment shall specifically include the Architectural Control Committee(s) pursuant to Article VI of the Declaration of Restrictive Covenants of the Plats identified in Section 2.1 hereof.

7.11 Absences. If a director is absent without excuse for three (3) consecutive meetings of the Board of Directors in a fiscal year, said director is automatically removed from the Board of Directors for the balance of his or her elected term, from and after the date of the third missed meeting without excuse. No further action of the Board is required to effectuate the removal.

7.12 Member in Good Standing. No Member may serve on the Board of Directors unless he or she is in good standing as defined in Article II, Section 4 of these By-laws. If a director acquires property while serving on the Board of Directors, the assessments for which are delinquent, said director shall have ten (10) days from the date of the recording of the instrument evidencing such acquisition to pay all delinquent assessments in order to avoid automatic removal from the Board.

If a director becomes a Member no longer in good standing while serving on the Board or is not a Member in good standing, he or she shall be automatically removed from the Board with no further action required by the Board to effectuate the removal, for the balance of his or her elected term effective on the date said Member shall have lost his or her status as a Member in good standing.

7.13 Presumption of Assent. A director of the Association who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meeting or he or she shall file his or her written dissent to such action with the person acting as Secretary of the meeting, or by registered mail to such Secretary, immediately after the adjournment thereof. This shall not apply to a director who voted in favor of such action.

7.14 Relatives. No director or relative (through the third generation) of a director can be a permanent employee of the Association.

ARTICLE VIII

Officers

8.1 In General. The Association shall have a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer. The Association may also have such other officers, agents, and factors as may be deemed necessary for the transaction of business of the Association, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as determined by the Board of Directors. The Board of Directors may secure the fidelity of any and /or all of such officers by bond or otherwise and may also provide for the qualifications of any or all of such officers before any person authorized by law to administer an oath. The Board of Directors, by resolution, may require any or all of the officers of the Association to give bonds in favor of the Association, with sufficient surety or sureties, and in such amounts as the Board of Directors may fix, conditioned on the faithful performance of the duties of their respective offices. All officers shall be chosen from among the directors. Any two offices except those of President and Vice President may be held by the same person but no officers shall execute, acknowledge or verify any instrument in more than one capacity. Subject to these By-laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such duties and powers as the Board of Directors shall, from time to time, designate. In all cases where the duties of any officer, agent are not specifically prescribed by the By-laws or by the Board of Directors, such officer, agent or employee shall obey the orders and instructions of the President.

8.2 President. The President shall be the Chief Executive Office of the Association and shall preside at all meetings of Members of the Association and of the Board of Directors. He shall be an ex-officio member of all committees, except the Nominating Committee.

8.3 Vice-President(s). The Vice-President(s), in the order designated at the time of their election, shall, in the absence or disability of the President, perform all duties of the President and shall also perform such other duties and have such other powers as the President or the Board of Directors may, from time to time, prescribe.

8.4 Secretary. The Secretary shall keep a record of all meetings of the members and of the Board of Directors, shall be responsible for the maintenance of a list of the entire membership and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the President or the Board of Directors.

8.5 Treasurer. The Treasurer shall have charge of the funds of the Association, shall keep full and accurate accounts of the finances of the Association and shall present an annual report of the finances, which report shall be mailed to all Members with the Notice of the Annual Meeting. The Treasurer shall perform such other duties and have such other powers as the President or the Board of Directors may, from time to time, prescribe.

8.6 Vacancies. The Board of Directors may, at any meeting called for the purpose, by vote of a majority of their number, remove from office any officer of the Association, with or without cause. The Board may, at any meeting, accept the resignation of any officer or remove or accept the resignation of any agent or member of a committee and may fill such vacancy for the unexpired term and until the successor thereof shall be duly elected and qualified.

ARTICLE IX

Indemnification of Officers, Directors, and Employees

9.1 Indemnification of Directors and Officers: Claims by Third Parties. The Association shall, to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act (the "MNCA") or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director or officer (the "Indemnitee") who was or is a party to, or is threatened to be made a party to, a threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, other than an action by (or in the right of) the Association, by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgements, penalties, fines and amounts paid in settlement actually and reasonably incurred by the indemnitee in connection with the action, suit or proceeding if the indemnitee acted in good faith and in a manner the indemnitee reasonably believed to be in, or not opposed to, the best interests of the Association or its Members, and with respect to any criminal action, suit or proceeding if the Indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith

and in a manner which the Indemnatee reasonably believed to be in, or not opposed to, the best interests of the Association or its Members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

9.2 Indemnification of Directors and Officers: Claims Brought by or in the Right of the Association. The Association shall, to the fullest extent authorized or permitted by the MNCA or other applicable law, as the same presently exists or may hereafter be amended, indemnify a director or officer (the "Indemnatee") who was or is a party to, or is threatened to be made a party to, a threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the Indemnatee is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorney's fees and amounts paid in settlement incurred by the person in connection with the action or suit, if the Indemnatee acted in good faith and in a manner the Indemnatee reasonably believed to be in, or not opposed to, the best interests of the Association or its Members. However, Indemnification under this Section shall not be made for claim, issue or matter in which the indemnatee has been found liable to the Association unless, and only to the extent that, the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the Indemnatee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

9.3 Actions Brought by the Indemnatee. Notwithstanding the provisions of Sections 9.1 or 9.2 the Association shall not indemnify an Indemnatee in connection with any action, suit, proceeding or claim (or part thereof) brought or made by such Indemnatee unless such action, suit, proceeding or claim (or part thereof) (i) was authorized by the Board of Directors of the Association, or (ii) was brought or made to enforce this Article and such Indemnatee has been successful in such action, suit, proceeding or claim (or part thereof).

9.4 Approval of Indemnification. An indemnification under Sections 9.1 or 9.2 thereof, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Indemnatee is proper in the circumstances because the Indemnatee has met the applicable standard of conduct set forth in Sections 9.1 and 9.2. This determination may be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties to the action, suit or proceeding.
- (b) If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two (2) disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the Members.

9.5 Advancement of Expenses. Expenses, including reasonable attorney fees, incurred in defending a civil or criminal action, suit or proceeding described in Sections 9.1 and 9.2 above shall be paid by the Association in advance of the final disposition of the action, suit or proceeding.

ARTICLE X
Execution of Papers

10.1 The officers of the Association may sell, assign or transfer any or all of the Association's holdings of stocks, bonds or securities of other corporations or government securities; sign all deeds, mortgages, assignments of mortgages, discharges of mortgages, bills of sale, leases and other conveyances and transactions of any interest in property, real, personal or mixed, to the extent that the Board of Directors of the Association may, from time to time, specify in resolutions approved by the Board. The Board may, in any instance, designate the officers and agents who shall authority to execute any contract, conveyance or other instrument on behalf of the Association and may also ratify and affirm such execution. When the execution of any instrument has been authorized without specification of the officers who shall sign the same, the President, a Vice President, the Secretary or Treasurer may execute the same in the name and on behalf of the Association.

ARTICLE XI
Dissolution

11.1 Dissolution. The Association may be dissolved only in accordance with the provisions therefor as contained in its Articles of Incorporation, in compliance with the Michigan Non-Profit Corporation Act and in compliance with its status as an exempt organization under Section 501 (c) (4) of the Internal Revenue code, as amended, and if consistent therewith, only with the assent given in writing by two-thirds (2/3) of the Members of the Association. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets (which shall be consistent with Article XII hereof), shall be mailed to every Member at least ninety (90) day in advance of any action taken.

ARTICLE XII
Disposition of Assets upon Dissolution

12.1 Upon Dissolution of the Association, the assets, both real and personal of the Association, shall only be dedicated to an appropriate public agency to be devoted to purposes similar to those to which they were required to be devoted by the Association, and no part thereof shall inure to the benefit of any private member or individual. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization which shall qualify under Section 501 (c) (4) of the Internal Revenue Code, as amended, or any similar provision of a future United States Internal Revenue law, to be devoted to purposes similar to those to which they were required to be devoted by the Association.

ARTICLE XIII

Miscellaneous

13.1 Waiver of Notice. Whenever any notice is required to be given under the provisions of these By-Laws or of any law, the waiver thereof in writing signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent.

13.2 Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order-Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Association may adopt.

13.3 Ownership. In order for ownership of property to be established, the property owner's name(s) must appear on one or more of the following instruments recorded in the Office of the Clare County Register of Deeds: a deed, a land contract or a document reflecting equitable or legal ownership.

13.4 Membership List. The membership list of the Association shall not be used for solicitation purposes by any Member nor person nor concern, and the express approval of the Board of Directors must be given for use of the list in any way.

ARTICLE XIV

Amendments

14.1 These By-Laws may be altered, amended or repealed, in whole or in part, by a vote of two-thirds (2/3) of the eligible votes of the membership present in person or by absentee ballot at an Annual Meeting or special meeting called for that purpose, provided that the subject matter or content of the proposed alteration, amendment or repeal shall have been in ballot form with the notice of the meeting.

Neither the time nor the place for the election of directors shall be changed within sixty (60) days next preceding the day on which any election of directors is to be held, and a notice of any such change shall be given by mail to the members of record at least fifteen (15) days before the next election is held.