



Lake Templene Property Owners Association Bylaws

Approved by the Board October 10, 2005

ARTICLE I - Definitions

The following terms as used in these By-Laws are defined as follows:

- A) “Association” means “The Lake Templene Property Owners Association, Inc.” An association composed of Owners of properties at Lake Templene, a community developed by St. Joseph County Land & Lake Development Corporation and other Entities, as the same may be shown on maps thereof recorded from time to time in the Recorder’s Office of St. Joseph County, Michigan.
- B) “Board” means the Board of Directors of the Association.
- C) “By-Laws” means the By-Laws of the Association.
- D) “Common Properties” means and refers to those areas of land shown on any recorded subdivision plat, including and building(s) or other improvements thereon, and also including any so designated properties subsequently acquired by the Association.
- E) “Development” means Lake Templene, a community developed by St. Joseph County Land & Lake Development Corporation and others, as the same may be shown on maps hereof recorded from time to time and the subdivisions plats subject to the restrictive covenants.
- F) “Developer” means an entity recognized by the LTPOA, that meets the following criteria. 1. Owns a significant amount of lake front property on lake Templene. 2. Has installed development infrastructure to service a portion of the property owned. 3. Has registered the platting of a sub-division or site condominium development covering a reasonable portion of the property owned. 4. Property owners of the new development will belong to the LTPOA..
- G) “Lots” means any parcel within the Development.

- H) “Member” shall mean all those who qualify under Article III.
- I) “Owner” means and refers to any person who purchases or otherwise acquires title to any lot including purchases under land contracts entitling such person to the use and occupancy of such lot.
- J) “Regulations” means the rules and regulations adopted and published from time to time by the “Board”.
- K) “Restrictive Covenants” means the Declarations of Restrictive Covenants imposed upon the Development, as duly recorded in the Office of the Register of Deeds of St. Joseph County, Michigan, as amended from time to time, and applicable as restrictions upon title to all properties within or without the Development.
- L) “Other Associations” From time to time Site Condominium developments and controlling Associations may be establish within the Lake Templene community. The LTPOA may enter into agreements with said associations to provide administrated and maintenance services.

ARTICLE II – Purpose and Mission Statement

Section 1. MISSION STATEMENT

The Mission of the Lake Templene Property Association is to protect and enhance the living environment of the LTPOA members and to protect and enhance Lake Templene.

Section 2. PURPOSES

The purposes of these by-laws include, but may not be limited to:

- 1.1 to promote the common benefit and enjoyment of the members of the LTPOA.
- 1.2 to adopt and enforce rules and regulations in the best interests of the association and its members.
- 1.3 to promote compliance to the covenants and restrictive covenants and these by-laws.
- 1.4 the promotion and implementation of water safety, water related research, studies, testing and monitoring of Lake Templene.
- 1.5 the promotion and distribution of educational information regarding Lake Templene and its respective watersheds, and greenbelt shoreline.
- 1.6 to facilitate intergovernmental coordination to promote the best interests of the LTPOA.
- 1.7 to collect and disperse assessments and charges.

ARTICLE III – Membership

- Section 1. Classes of Membership. There shall be the following classes of membership:
 - A) Voting Members
 - B) Non-Voting Members
- Section 2. Voting Members shall include every person or entity, who holds title (i.e., legal or equitable title) as land contract vender or fee holder in any lot, provided that any such person or entity who holds such title merely as security for the performance of an obligation shall not be a voting member.
- Section 3. Non-Voting Members. If not otherwise a voting member, each of the following shall be entitled to Non-Voting membership in the association; the spouse, children, and/or legal wards of a voting member, who have the same principal residence as the member and a lessee or tenant under a written lease of over six months duration. Non-Voting Members shall have no vote or right to notice of any regular or special meetings of members. The privileges and duties of Non-Voting Members shall be established from time to time by resolution of the Board and need not be the same as those of Voting Members.
- Section 4. Privileges of Voting Members and Non-Voting Members. Subject to the powers of the Board under Section 3 above with respect to Voting Members and Non-Voting Members in good standing, they shall be entitled to the use and enjoyment of the Common Properties and facilities, subject, however, to provisions of the Restrictive Covenants and to such other regulations as may be established by the Board of Directors.
- Section 5. Board Suspension of Membership Privileges . Membership privileges, including any voting privileges or rights to use the Common Properties, shall be suspended under the following terms and conditions:
 - A) Membership shall be automatically suspended where annual charges or assessments or special assessments (including any fines or penalties assessed under the Restrictive Covenants) are delinquent for more than ninety calendar days, unless the suspension is stayed by action of the Board due to hardship. Where membership has been suspended for non-payment of annual charges or assessments or special assessments, the membership shall be reinstated upon payment of said delinquent charges or assessments, including any fines or penalties.
 - B) Membership may also be suspended by action of the Board for infraction of the Restrictive Covenants, for infraction of the published regulations of the Association, or for misuse of common facilities. Each such suspension may be for a period not to exceed thirty calendar days.

- C) Annual charges and assessments and special assessments not paid when due shall be a continuing recorded lien upon the property pursuant to Article V of the Restrictive Covenants.
- D) The name, address, lot number, cause of suspension, and effective date of suspension with respect to suspended members may be publicly posted at the discretion of the Board of Directors.

ARTICLE IV – Transfer

- Section 1. Transfer. When a member ceases to be a property owner, such person’s membership, and those Non-Voting Members existing through relationships to such person, shall cease, but such person shall remain liable for all Association charges incurred prior to the giving of written notice to the Association that such person is no longer a property owner. It is the transferring owner’s obligation to provide the transferee with a copy of the Restrictive Covenants and a copy of these By-Laws.

ARTICLE V - Meeting of Members

- Section 1. Place of Meeting. All Meetings for the members of the Association shall be held in the State of Michigan at such time and place as the Board shall determine.
- Section 2. General Membership meetings shall be held once in the fall and once in the spring.
- Section 3 Special Meetings. Special meetings of the Association may be called by the Board of Directors. The President shall also call special meetings when requested in writing by 50% or more members who are in good standing. Such request shall clearly state the purpose for which the special meeting is to be called.
- Section 4. Notice of Meetings of the Association. Not fewer than ten nor more than thirty calendar days written notice of meetings of the Association shall be given by mail to each member entitled to vote at such meeting. When more than one person owns an interest in a lot, notices or other communications required by these By-Laws to be sent to members given to one co-owner shall be conclusively presumed to have been given to all other co-owners. The notice shall be deemed to be delivered when deposited in the U.S. mail, first class postage prepaid, addressed to the member’s last known address, as recorded with the Association. The notice shall set out in reasonable detail the business to be brought before the meeting. Each special meeting shall be limited to the items set out in the notice. Members present may make suggestions covering items which they feel should be brought before the membership. If any such suggestions are approved by proper resolution of those members present, it shall be the duty of the Secretary to present such resolution to the members for consideration and action at the best regular or

special membership meeting. Further, it shall be the duty of the Secretary to include with the notice of any regular or special membership meeting such suggestions or request as may be properly presented in writing and endorsed by 25% or more members in good standing, providing such requests are received at least forty-five calendar days, prior to the meeting date. Upon the affirmative vote of a majority of those in attendance at any regular meeting, items may be added to the agenda for consideration and action at the meeting.

- Section 5. Quorum. The presence of Twenty-five percent (25%) of the voting members in good standing either in person or by absentee ballot, shall constitute a quorum for the transaction of business. If for any reason a meeting shall not be held on the date designated, such meeting may be rescheduled without further notice.
- Section 6. Voting. One vote shall be allocated for each Lot owned to the owner or owners for each such Lot. When a Lot is owned by more than one member, the one vote allocated to such Lot shall be cast as all members owning an interest in such Lot shall agree. The Association may conclusively rely on the representation of the co-owner that he or she has the authority to cast the vote without requiring signed written formal proxies from the other co-owners. If any dispute between co-owners as to how their Lot's one vote shall be cast is made known to the meeting, no vote shall be counted for such lot. Voting at membership meetings shall be by majority of the votes presents as represented by person or absentee ballots, unless a greater proportion is required by law or by the Restrictive Covenants.
- Section 7. The order of business at the annual and semiannual meetings shall be as follows:
 - A) Roll Call of Functionaries
 - 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) Election of Directors
 - H) Robert's Rules of Order shall be followed.
- Section 8. Voting members may cast their votes either in person, by proxy, or by absentee ballot. The form of the absentee ballot shall be determined by the Board of Directors.

- Section 9. A voting member must be in good standing in order for him to participate in membership voting.
- Section 10. It shall be the duty of the Secretary to prepare a list of the members entitled to vote at each meeting against which list all members voting, whether by absentee ballot, proxy, or in person shall be verified, either by the Secretary, or by some individual designated by the Board of Directors.

ARTICLE VI - Assessments for Administration and Maintenance

The owner of every lot within the developments included in the LTPOA or lots included within site condominium Association that have contracted with the LTPOA to collect dues and assessments shall pay the appropriate dues and assessments to the LTPOA as required by the restrictive covenants. Dues and assessments shall be used to maintain common areas including Lake Templene, general beautification and betterment of the lake and administrative cost. Included in the assessment will be a membership fee for each member of the LTPOA.

ARTICLE VII – DELETED

ARTICLE VIII - Finance

- Section 1. The fiscal year of the Association shall begin on the first day of January each year, unless changed by resolution of the Board of Directors.
- Section 2. No later than the 31st day of December a budget of estimated income and expenditure for the next fiscal year shall be adopted by the Board. This budget shall be available for inspection by the members at the office of the Association. A summary of the approved budget shall be included in the notice of the next regular meeting of the Association.
- Section 3. The Board of Directors shall determine the official depository or depositories.
 - A. After acceptance of responsibility by the Association for the administration of the assessment funds, the Treasurer shall be authorized to issue checks for expenditures incurred for the Association, provided the amount of such checks issue does not exceed in that fiscal year, the amount budgeted, in accordance with Article X, Section 1 (F) hereof.
 - B. All checks of up to \$2,000 should be signed by the Treasurer if available or by the President if the Treasurer is not available. Any check for an amount in excess of \$ 2,000 should be signed by the Treasurer and counter signed by the President, or, if the President is not available by another board member. A list of all disbursements made since the last board meeting will be distributed at each board meeting, and reviewed by the board members present.

- C. An accounting of all of the Association's receipts and disbursements for the previous fiscal year shall be prepared each year before the annual meeting, at which meeting the accounting shall be made available to the membership.

ARTICLE IX - Special Assessments

- Section 1. It is declared the policy of this Association that special assessments are generally undesirable and shall be levied only in an emergency or under extraordinary circumstances.
- Section 2. Special assessments shall be levied only upon the recommendation of the Board and with the consent of a majority of the members voting thereon at a regular meeting or at a special meeting called for such purpose. A special assessment for repairs or improvements pertaining to a specific subdivision (s) within the development shall only require the approval of a majority of the owners of the lots in the subdivision (s) and said assessment shall only be levied against lots and site condominiums included within same subdivision (s).
- Section 3. The due date of any special assessment shall be fixed in the Resolution authorizing such assessment. Special assessments not paid within ninety calendar days after the due date shall be collected pursuant to a Restrictive Covenants.

ARTICLE X - The Board of Directors

- Section 1. Powers. The Board of Directors shall have a general power to carry on the affairs of the Association. In order to carry out this general power, the Board shall have authority to undertake the following:
 - A. Adopt a corporate seal as the seal of the Association.
 - B. Designate a banking institution or institutions as depository for the Association's funds in accordance with VIII, Section 3 of these By-Laws.
 - C. Enter into agreements with Developer concerning all matters pertinent to the Development, including but not limited to agreements relating to the orderly transfer of common properties from the Developer to the Association. Such agreements may contain such provisions as the Directors feel are appropriate and in the best interests of the Association and its members. However, the acceptance by the Association of such agreements and the terms and provisions thereof shall be dependent upon the approval of majority of those members who vote in person or by absentee ballot at a regular or special meeting of the membership.
 - D. Perform other acts the authority for which has been granted herein, in the Restrictive Covenants, or by law, including the borrowing of money

for Association purposes. A resolution by the Boards that the interests of the Association require the borrowing of money shall be sufficient evidence for any person that the borrowing is for a property corporate purpose. In connection therewith, the Association may assign, pledge, mortgage or encumber any association assets or property as security for such borrowings, including future revenues of the Association.

- E. The Board shall adopt such rules and regulations relating to the use of the common properties and sanctions for noncompliance therewith, as it may deem reasonably necessary in the best interests of the Association and its members. Each Voting Member and Non-Voting Member of the Association and others shall abide by the provisions of these By-Laws as well as any regulation adopted by the Board of Directors of the Association pursuant to these By-Laws. Failure to do so shall justify the Board in suspending such Voting Member or Nonvoting Member from being a member in good standing. The Board may also establish and levy reasonable fees for review of building plans in accordance with the Restrictive Covenants of for the use of the common properties.. The Board shall also employ a sufficient number of persons to adequately maintain the common properties and may employ accountants, attorneys, and other professionals, as it deems appropriate to promote and protect the interests of the Association. The Board may adopt reasonable rules of order for the conduct of the meetings of the Board of Directors, and on procedural questions upon which no rules have been adopted, the ruling of the Chairman of the Board shall be final.
- F.. The Board shall adopt an annual operating budget in accordance with Article VIII, Section 2, hereof and levy the annual assessments for each lot for the following year. Upon the adoption and approval of the budget, the Board shall be bound by the same. No expenditure in excess of the budget shall be made unless it is authorized by the Board of Directors.
- G. The Board of Directors may, by resolution appoint committees of the Association. Such committees may be temporary or permanent. They shall have such powers and responsibilities as the Board may direct.
- Section 2. Number of Directors. The number of directors shall be eleven (11) elected directors. All must be members of the Association. Floyd Templin will be a life time member of the LTPOA board of Directors. Additionally an entities that meets the criteria set forth under the definition of developer and is appointed by the Board as a Director will serve a term for a finite period of time as set forth at the time of appointment. Each director shall serve a term of three years. The Board of Directors, may, however, by resolution increase the number of Directors to not more than fifteen. No Director shall receive a salary for services performed as a Director of the Association. With Board approval, Directors and Officers may be compensated for reasonable expenses incurred while so acting.
- Section 3. Election of Directors.

- A. Election of Directors shall be by written ballot as hereinafter provided. In all elections of Directors, each voting member in good standing is entitled to one vote per lot for each Directors position to be filled in accordance with Article V, Section 6, may distribute them among the number to be voted for, as the member may see fit. The persons receiving the largest number of votes shall be elected to fill the number of Board vacancies.
- B. Between the first day of January and the fifteenth day of March each year, any member in good standing may file with the Secretary of the Association a statement of his or her candidacy for election as a Director of the Association for the term beginning immediately following the first annual meeting of the Association held after the filing of such statement, together with endorsements of his or her candidacy signed by at least twenty-five voting members in good standing. The Secretary of the Associations shall cause notice of each candidacy and a brief biographical statement of each candidate to be included in the notice of such annual meeting.
- C. All elections to the Board shall be made on written ballot by mail or the ballot shall be executed by the voting member at the meeting. The ballot shall:
 - i. Describe the vacancy to be filled; and
 - ii. Set forth the names of those persons who are candidates for the office of Directors in order in which then filed their statements and endorsements of candidacy with the Secretary of the Association.
- D. One ballot for each lot shall be distributed to members entitled to vote. Where more than one person owns an interest in a lot, the ballot shall be sent to one of the co-owners, as selected by the Secretary.
- E. The outside envelopes shall thereupon be placed in a safe place, and the Election Committee shall proceed to the opening of the “Ballot” envelopes and the counting of the votes. The Election Committee shall certify the results of the count at the annual meeting, and the terms of office of the Directors so elected shall commence immediately following such annual meeting.
- F. All outside envelopes, ballots and statements of candidacy shall be retained by the Board Office of Secretary for a period of one year.
- Section 4. Any officer or agent may be removed and replaced at any time by the Board of Directors in accordance with procedures established in Robert’s Rules of Order.
- Section 5. The Board of Directors may establish such committees of the members as the Board deems necessary to carry on the affairs of the Association, and it

shall define the powers and duties thereof. Committee members shall be selected and appointed by the President and shall hold office during the pleasure of the Board of Directors. The Board may establish the following standing committees, the members of which shall be appointed by the President:

- A. An architectural Control Committee to assume the function and responsibilities detailed in the Restrictive Covenants.
 - B. A Finance Committee, which shall assist the Board, as the Board shall direct in financial budget and accounting matters.
 - C. A Nominating Committee which shall recommend from among all members; those members who, in the Committee's judgment might best serve the Association when vacancies occur on the Board. The Nomination Committee shall also assist the Board as the latter may direct in the conduct of Association elections including dissemination of information regarding candidates for Director (whether proposed by the Committee or otherwise nomination as provided herein) preparation of ballots and other related matters. The Nominating Committee shall be empowered to nominate candidates for the office of Director for election at the annual meeting whenever the number of candidates qualifying per Section 3 (B) of Article IX does not equal at least one or more than the number of Directors to be elected. The number of candidates so nominated shall not be more than that required to establish a candidate list totaling one or more than the number of Directors to be elected.
- Section 6. Removal of Directors. A Director may be removed by three-fourths vote of the Board of Directors for "just cause". "Just cause" shall include self-dealing, conflict of interest, conduct not in the best interest of the LTPOA and negligence in performing the responsibilities of a Director. If a motion to remove a Director is made at a Board Meeting, the motion shall not be acted upon until the next Board meeting. Notice of a motion shall be delivered in a documented fashion to the Director whose removal is sought not less than twenty-one calendar days prior to the meeting when the motion is to be considered and acted upon.
 - Section 7. Meetings of the Board of Directors. The Board shall meet twelve (12) times annually on the second Monday of each month. Special meetings of the Board may be called by the President or by a majority of the Board and shall be held at such place as the call or notice of the meeting shall designate. Notice of a special meeting must be given in writing at least forty-eight hours prior to the date of said special meeting, or notice thereof may be waived by the Directors in writing. After adoption of a resolution setting for the times or regular meetings, no notice of such meetings shall be required, or waived, but notice of special meetings of the Board shall be given.
 - Section 8. Action Without Meeting. Unless prohibited by law, where Director action is required before a meeting can be conveniently called, any action which may be taken at a Meeting of the Board may be taken without a meeting if the

action is consented to in writing by a majority of the Directors entitled to vote on such action at a meeting of the Directors.

- Section 9. Quorum. A majority of the Directors shall constitute a quorum to transact business of the Board, and the act of the majority of the Directors present at any duly called meeting shall be deemed to be the act of the Board.
- Section 10. Vacancies. All Directors shall serve until their successors are elected. Any vacancies occurring on the Board created by the death or resignation of a Director shall be filled by the Board. The appointment of a successor will require an affirmative vote by the majority of Board Members present at a Board meeting consisting of a quorum Board Members.
- Section 11. Voting. Proxies can be valid for motions falling under old business or previously discussed by the Board in an official meeting.
- Section 12. Conduct of Meetings. Meetings of the Board of Directors shall be conducted in accordance with the most current edition of Robert's Rules of Order unless otherwise prescribed by these by-laws. Techniques to improve the effectiveness of the meetings may used as a supplement to Robert's Rules of Order.

ARTICLE XI - Officers

- Section 1. Officers. The officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer, who shall be members of the Board. The Board may from time to time elect other officers who shall serve at the pleasure of the Board. Any two offices may be held by the same person, except the offices of President and Secretary or President and Treasurer. An officer may serve as a committee chairperson.
- Section 2. President. The President shall be the executive officer of the Association, and shall preside over all meetings of the Association and the Board of Directors. The President shall be ex-officio a member of all committees except the Nominating Committee. The President shall conduct the affairs of the Association in accordance with these By-Laws and those policies approved by the Board of Directors. The President shall cause a report of all activities of the Association during the year of his presidency, which shall be presented at the semi-annual meetings and he shall file the report with the Secretary who shall make it available for inspection by the membership.
- Section 3. Vice President. In the absence of the President, or in the event of the President's inability to act or his refusal to act, where such action is lawfully required by these By-Laws or otherwise, the Vice President, or if more than one, the most senior vice president in terms of length of service, is empowered to act and shall thereupon be vested with the powers and duties of the President with respect to the action taken. The Vice President shall also perform such other duties as the President may assign.

- Section 4. Secretary. The Secretary of the Association shall keep the minutes of the business and other matters transacted at the meetings of the members and of the Board. The Secretary shall mail, or cause the be mailed, all notices required under these By-Laws. The Secretary shall have the custody of the corporate seal and records and maintain a list of the members and their addresses and perform all other duties incident to the office of Secretary. The Secretary may appoint a recording and correspondence assistant.
- Section 5. Treasurer. The Treasurer shall have custody of the funds of the Association, collect monies due, pay the funds of the Association out of its funds, and perform such other duties as are incident to the office of the Treasurer.

ARTICLE XII - General Provisions

- Section 1. Financial Report to Members. The Directors shall make available to them members at the annual meeting and at other times financial statements of the Association's income and expenses as of the closing date of the prior fiscal year. Such financial statements shall be prepared on a cash basis or such other comprehensive basis of accounting as the board may approve. Such financial statements need not be audited, reviewed, or compiled by a CPA.
- Section 2. Association Property. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
 - On dissolutions of the Association, no member shall be entitled to any distribution of any Association property or asset. Should two-thirds of the members desiring to vote on the questions consent to dissolution, then the Association's property and assets, after satisfaction of all outstanding liens and encumbrances thereon and of all debts and claims against the Association, shall be conveyed either to an institution qualifying for exemption under Section 401 (c) (3) of the Internal Revenue Code, as amended, or to any unit of state or local government, selected by the Board of Directors.

ARTICLE XIII - Amendments

These By-Laws may be amended (a) at any meeting of the Board by a two-thirds vote of members present and written proxy votes, provided that the amendment has been submitted in writing to the Board Members 25 calendar days in advance of the meeting when Board action is to be taken, or (b) by a vote of the majority of the total membership at a regular membership meeting.
